

# BY-LAWS

## Of the Pember Library and Museum

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4 I. NAME: The name of this Corporation is the “Pember Library and Museum,”  
5 chartered as a free public library by the Regents of the University of the State of New  
6 York on April 1, 1909.  
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- 8 II. PURPOSE: The purpose of this Corporation is the maintenance and operation of a  
9 free public library and museum and the furnishing of library and museum services to  
10 the inhabitants of the Village and Town of Granville, New York, and surrounding  
11 communities.  
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- 13 III. BOARD OF TRUSTEES: The Board of Trustees of the Pember Library and Museum  
14 (hereafter designated as the “Board”) shall consist of nine members, of whom at least  
15 three shall be women and at least three shall be men. The Board shall be governed by  
16 the appropriate rules and regulations of the New York State Board of Regents.  
17
- 18 IV. QUALIFICATIONS OF TRUSTEES: Each trustee shall be at least twenty-one years  
19 of age and shall be a resident of the Village of Granville or the Town of Granville,  
20 New York. A minimum of six of such trustees shall reside within the incorporated  
21 Village of Granville, New York. The number of trustees residing outside the Village  
22 of Granville shall not exceed three at any one time. No person otherwise qualified  
23 shall be barred from membership on the Board by reason of sex, race, color, religion,  
24 or place of national origin, except that each trustee shall be a citizen of the United  
25 States of America.  
26
- 27 IV. DUTIES OF TRUSTEES: The New York Board of Regents describes the duties of  
28 Trustees as those of care, loyalty, and obedience. All actions of Trustees must be  
29 taken with these principles in mind:  
30 (1) Duty of Care: A Trustee must act in good faith and exercise the degree of  
31 diligence, care, and skill that an ordinary prudent individual would use under  
32 similar circumstances in a like position.  
33 (2) Duty of Loyalty: A Trustee owe allegiance to the institution and must act in good  
34 faith with the best interest of the organization in mind. The conduct of a trustee  
35 must, at all times, further the institution’s goals and not the member’s personal or  
36 business interests. A Trustee should avoid even the appearance of impropriety.  
37 Acts of self-dealing constitute a breach of fiduciary responsibility that could result  
38 in personal liability and removal from the Board.  
39 (3) Duty of Obedience: A Trustee has a responsibility to ensure that the institution’s  
40 resources are dedicated to the fulfillment of its mission. A Trustee also has a duty  
41 to ensure that the institution complies with all applicable laws and does not  
42 engage in any unauthorized activities.  
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- 45 V. APPOINTMENT OF TRUSTEES: Pursuant to a certain deed and the agreement  
46 therein contained, made between F. T. Pember and Ellen J.L.W. Pember, parties of  
47 the first part, and the Village of Granville, New York, party of the second part, dated  
48 May 1, 1909 and recorded October 2, 1909, in the Washington County Clerk's Office  
49 in Liber 148 of Deeds at page 559, the Board of Trustees of the Village of Granville,  
50 New York, on the first Monday of July of each year shall appoint three trustees to the  
51 Board for terms of three years, commencing on such first Monday in July.  
52 Recommendations for such appointments shall be made to the Village Board by the  
53 Pember Board before its June meeting.  
54
- 55 VI. VACANCIES: A vacancy in the office of trustee occurring by reason of death,  
56 resignation, non-residency, or in any other manner other than by expiration of term  
57 shall be filled by majority vote of the entire number of remaining trustees, such  
58 appointee to serve for the remainder of the term in which the vacancy occurred.  
59
- 60 VII. REMOVAL FROM OFFICE: A member of the Board may be removed from office  
61 by the Board of Trustees of the Village of Granville, New York, for due cause shown,  
62 but only upon the recommendation of the Board of Trustees of the Pember Library  
63 and Museum, adopted by at least two-thirds vote of the entire membership thereof.  
64
- 65 VIII. RESIGNATION: A trustee may resign by filing with the Clerk/Treasurer of the  
66 Village of Granville, New York, and with the President of the Board, a signed  
67 statement to that effect, such resignation to take effect on a date stated therein, which  
68 date may not be more than thirty days after the date of such filing. In the event that  
69 such statement shall fail to state an effective date, it shall be effective immediately  
70 upon such filing.  
71
- 72 IX. OFFICERS: The officers of the Board shall be (1) President; (2) Vice President; (3)  
73 Secretary; (4) Treasurer; (5) Representative to the Village Board. These officers shall  
74 be elected at the Annual Meeting of the Board, held as herein below provided, for  
75 one-year terms, by majority vote of the whole membership.  
76
- 77 X. DUTIES OF OFFICERS:  
78 (1) The **President** shall be the chief administrative officer of the Board; shall appoint  
79 all committees; and shall perform such other duties as may be useful and  
80 consistent with said office.  
81 (2) The **Vice-President** shall act in the place and stead of the President whenever the  
82 President shall be absent or unable to act.  
83 (3) The **Secretary** shall record the minutes of each regular and special meeting of the  
84 Board, such minutes to be available for public inspection in the Pember Library  
85 and Museum; shall conduct all correspondence; and shall have custody of all  
86 official books, records, documents, and other papers, except the financial records  
87 and those on file in the Pember Library and Museum building.

- 88 (4) The **Treasurer** shall have custody of all financial records of the Board; shall  
 89 receive and disburse the moneys of the Board after proper audit; shall keep  
 90 detailed and accurate books of account; and shall prepare and submit financial  
 91 statements for each monthly meeting.  
 92 (5) The **Representative to the Village Board** shall attend meetings of the Board of  
 93 Trustees of the Village of Granville. The Representative will share information  
 94 and matters of importance with the Village Board.  
 95

- 96 XI. MEETINGS: The regular monthly meetings of the Board shall normally be held on  
 97 the third Thursday of each month, at 6:00 P. M. at the Pember building on West Main  
 98 Street, Granville, New York.  
 99

100 The directors of the Library and the Museum shall attend all regular meetings of the  
 101 Board, other than designated executive sessions as requested by the President or other  
 102 presiding officers.  
 103

104 All meetings of the Board shall be conducted according to the Open Meetings Law of  
 105 New York State.  
 106

107 Special meetings of the Board may be called by the President, or, in the case of the  
 108 President's absence or inability to act, by the Vice-President. The President, or the  
 109 Vice-President, as the case may be, shall call a special meeting upon the request of  
 110 two members of the Board. Notice of such special meeting must state the time and  
 111 place thereof, a brief description of the purpose of the same, and the matter or matters  
 112 to be acted upon thereat. Only matters stated in the notice of the special meeting may  
 113 be acted upon.  
 114

- 115 XII. ATTENDANCE AT MEETINGS: Trustees are expected to attend all meetings of the  
 116 Board. Trustees should notify the President and/or the Secretary if attendance is not  
 117 possible. If any Trustee shall fail to attend three consecutive meetings without excuse  
 118 accepted as satisfactory by the Board, said Trustee shall be deemed to have resigned.  
 119 A satisfactory excuse may be a health concern, an unavoidable personal or business  
 120 conflict, or any other such matter acceptable to the Board.  
 121

- 122 XIII. QUORUM: A quorum for the transaction of business at any regular or special  
 123 meeting of the Board shall consist of a majority of the members of the full Board, or,  
 124 in the absence of one or more members due to unfilled vacancies, a majority of those  
 125 Board members presently holding office.  
 126

- 127 XIV. ORDER OF BUSINESS: The order of business at regular meetings shall include:  
 128 approval of the minutes of the previous meeting(s); approval of bills; reports of the  
 129 directors and of the standing committees; and, any unfinished or new business.  
 130 Except as otherwise provided in the By-Laws, the most current edition of *Robert's*  
 131 *Rules of Order* shall govern the proceedings.  
 132

133 XV. ANNUAL MEETING: The regular meeting of the Board in the month of July of each  
 134 year shall be designated as the Annual Meeting, following the appointment of three  
 135 trustees to serve three-year terms each by the Board of Trustees of the Village of  
 136 Granville at its July meeting.

137  
 138 The election of officers for the ensuing year shall be the first order of business of the  
 139 Annual Meeting, and the newly elected officers shall be installed forthwith. The  
 140 incumbent President shall act as chairperson of the election and the incumbent  
 141 Secretary shall act as clerk thereof.

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 144 XVI. COMMITTEES: The standing committees shall be:

- 145 a. Finance and Fundraising
- 146 b. Building and Grounds
- 147 c. Policies and Personnel
- 148 d. Library
- 149 e. Museum
- 150 f. Events and Public Relations

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 152 Each committee shall be chaired by a member of the Board. Committee chairs shall  
 153 be appointed by the President at the Annual Meeting, and will serve for one year, or  
 154 until their successors are appointed.

155  
 156 Committees shall normally consist of a minimum of three members. Committee  
 157 members may be from the community. All of the members of the Policies and  
 158 Personnel Committee shall be Board members. The President shall be an ex-officio  
 159 member of each committee. When necessary, the President may remove committee  
 160 members.

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 162 Other ad-hoc committees may be established from time to time as determined by the  
 163 Board. Committees shall act under the direction of the Board, shall make  
 164 recommendations to the Board, and shall report to the Board as required.

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 166 XVII. DUTIES OF COMMITTEES

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 168 a. **Finance and Fundraising:** This committee shall have general oversight of the  
 169 financial affairs of the Board; shall be charged with the responsibility of preparing  
 170 the annual budget and with the auditing of bills and claims; and, shall report to the  
 171 Board as to the financial condition of the Corporation from time to time as  
 172 required by the Board. This committee shall be responsible for developing and  
 173 implementing ongoing, capital, and special fundraising projects, other than those  
 174 generated by or with the Library or Museum Committees.

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 176 b. **Property:** This committee, in conjunction with the Village Board of Trustees,  
 177 shall oversee the Pember building and grounds. It will work with the Village  
 178 Trustees to develop a schedule of regular upkeep and repairs and to ensure that

179 such upkeep and repairs are done in a timely fashion. In addition, this committee  
180 will maintain and oversee properties owned by the Pember Library and Museum  
181 (except the Hebron Nature Preserve).

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183 c. **Policies and Personnel:** This committee shall be responsible for the Pember  
184 Library and Museum By-Laws and their regular revision; for proposing policies  
185 and procedures, as needed by the Board; and, for regularly reviewing and  
186 updating all policies and procedures. This committee shall recommend the  
187 establishment of staff positions, salary schedules, benefits, and conditions of  
188 employment. This committee shall adjudicate, when necessary, any formal  
189 grievance brought to the Board by any staff member, reporting the matter and the  
190 Committee's recommendations to the Board at its next meeting.

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193 d. **Library:** This committee shall be responsible for oversight of and long range  
194 planning for the library. Duties shall include: reviewing programming, granting,  
195 and library policy; and, working with the library director to promote and facilitate  
196 Library functions and goals. This committee shall propose to the Board goals and  
197 objectives for the Library and shall assist the Board in identifying appropriate  
198 resources necessary for achieving these goals and objectives. In conjunction with  
199 the Library director, this committee shall control and supervise the selection,  
200 buying, exchange, and selling of books, exhibits, and other library materials. It  
201 shall consider and recommend action to the Board in the case of a proposed gift or  
202 loan of books, exhibits, materials, and historical items. This committee shall  
203 exercise all administrative responsibilities not specifically assigned to another  
204 committee or acted upon by the Board regarding the Library.

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206 e. **Museum:** This committee shall be responsible for oversight of and long range  
207 planning for the Museum. Duties shall include: reviewing programming, granting,  
208 and museum policy; and, working with the museum director to promote and  
209 facilitate Museum functions and goals. This committee shall propose to the Board  
210 goals and objectives for the Museum and shall assist the Board in identifying  
211 appropriate resources necessary for achieving these goals and objectives. In  
212 conjunction with the Museum director, this committee shall control and supervise  
213 the selection, buying, exchange, and selling of books, exhibits, and other museum  
214 materials. It shall consider and recommend action to the Board in the case of a  
215 proposed gift or loan of books, exhibits, materials, and historical items. This  
216 committee shall exercise all administrative responsibilities not specifically  
217 assigned to another committee or acted upon by the Board regarding the Museum.

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219 f. **Events and Public Relations:** This committee shall propose, plan, and coordinate  
220 all special events at the Pember. This committee shall oversee all public relations  
221 on behalf of the Pember.

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223 g. **Hebron Nature Preserve:** This committee will coordinate the maintenance of the  
224 Hebron Nature Preserve. In cooperation with the Museum Committee and  
225 Museum staff, this committee will develop supervise a plan for the use and  
226 promotion of the Preserve for educational programs.  
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229 XVIII. **EMPLOYEES:** The Board shall employ all such persons necessary for the fulfillment  
230 of the institution's mission. There shall be a director of the Library and a director of  
231 the Museum. All employees shall be governed by the employment policy adopted by  
232 the Board.

233 XIX. **CONFLICT OF INTEREST:** No trustee or Pember employee, or their immediate  
234 family members, shall personally benefit financially from any transaction made by or  
235 on behalf of the Pember Library and Museum beyond the normal issuance of payroll  
236 and benefits provided by the Board to Pember Library and Museum employees.  
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238 XX. **FISCAL YEAR:** The fiscal year of the Corporation shall commence on the first day  
239 of June in each year and terminate on the thirty-first of May in the following year.  
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241 XXI. **AMENDMENT OF BY-LAWS:** These By-Laws may be amended by the Board by a  
242 two-thirds vote of the entire membership of nine, computed without regard to any  
243 vacancies which may exist. In any event, these By-Laws shall be updated every three  
244 years and submitted to the Board for approval.  
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246 XXII. **REPEAL:** All previously adopted By-Laws of the Corporation, including all  
247 amendments and revisions thereof, are hereby repealed and superseded.  
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249 XXIII. **EFFECTIVE DATE:** These By-Laws shall take effect immediately upon their  
250 adoption by the Board.  
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252 Date of Adoption: October 15, 2020  
253 Amended Section IV: June 17, 2021  
254 Amended Section XVII: August 18, 2022  
255  
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