

# EMMA S. CLARK MEMORIAL LIBRARY ASSOCIATION

## CONSTITUTION

(As amended July 23, 1948; January 24, 1959;  
October 28, 1961; January 20, 1962; and May 21, 1997; January 19, 2017\_)

### ARTICLE I

#### Preamble

This Society shall be known as, and called, the EMMA S. CLARK MEMORIAL LIBRARY ASSOCIATION OF SETAUKET, NEW YORK, a "free association library," incorporated on June 23, 1891 and chartered by the Board of Regents of the State of New York on June 21, 1915. This library with its reading room was established and endowed by Thomas G. Hodgkins in memory of his niece, Emma S. Clark, to provide the public with interesting and instructive reading matter. It is open and free to all who comply with its rules and regulations.

### ARTICLE II

#### Board of Trustees

**Section 1** - Nine Trustees shall constitute a full Board. The Trustees shall be divided into three classes, whose terms of office shall expire in successive years. Each class shall consist of three Trustees. Trustees shall be elected by a majority vote of the Trustees in office. Candidates for election to the Board of Trustees shall be qualified to vote, and have their primary residence in, the Three Village School District.

**Section 2** - Vacancies occurring on the Board of Trustees may be filled at any time for the unexpired term by a majority vote of the remaining Trustees, either at a regular or special meeting.

**Section 3** - Trustees may be elected to succeed themselves.

**Section 4** - The unexcused absence of any Trustee from three consecutive meetings shall be equivalent to a resignation. The remaining Trustees may, by a unanimous vote of those in attendance, cause such delinquent Trustee to be notified in writing that unless within thirty days he or she presents a satisfactory excuse, his or her Trusteeship will then be declared vacant.

### ARTICLE III

#### Meetings

The Trustees shall hold at least 11 regular monthly meetings at the library for the transaction of business. At the regular May meeting the Trustees to succeed those whose terms have expired

and officers for the following year shall be elected. The Trustees shall also hold such other special meetings as may be demanded by any three Trustees or as may be called by the President.

At all meetings of the Trustees, five shall constitute a quorum for the transaction of business. At any meeting lacking a quorum the Board members present may hold informal discussion but may transact no other business.

All meetings will be open to the public, except in those circumstances where an executive session is convened at the discretion of the Board pursuant to the provisions of the Open Meetings Law of the State of New York. All meetings shall be conducted according to Robert's Rules of Order.

The Order of Business at all regular meetings shall be as follows:

- 1 - Period for public comment
- 2 - Approval of the minutes of the previous meeting
- 3 - Report of the President
- 4 - Report of the Treasurer
- 5 - Report of the Director
- 6 - Committee Reports
- 7 - Old Business
- 8 - New Business
- 9 - Adjournment

## **ARTICLE IV**

### **Officers**

**Section 1** - The officers of the library shall be President, Vice President, Secretary and Treasurer.

**Section 2** - The President shall preside at all meetings of the Trustees and in addition shall perform such other duties as the Board may assign to him or her. The President shall also be an ex-officio voting member of all committees.

**Section 3** - The Vice President in the absence or inability of the President shall perform the duties of the President.

**Section 4** - The Secretary shall keep the minutes and records of all meetings of the Trustees and preserve and file all reports.

**Section 5** - The Treasurer shall receive and keep all monies, securities, deeds and other documents of the Association and report its financial condition at each meeting of the Trustees. He or she shall keep securities or cash in such depositories as may be approved by the Trustees and shall draw all checks and pay all bills approved by the Trustees.

## **ARTICLE V Committees**

### **Section 1 - Standing Committees**

The Buildings and Grounds Committee shall be responsible for the maintenance and repair of all physical properties of the Association.

The Personnel Committee shall deal with personnel matters of the Library staff.

The Investment Committee shall oversee the investment of the endowment fund of the Association. The Treasurer shall be an ex-officio member of this committee.

### **Section 2 - Special Committees**

Nominating Committee--Each year the President shall appoint a Nominating Committee prior to the regular monthly Board meeting in May. The Nominating Committee shall be made up of at least three (3) members, none of whom is up for re-election to the Board of Trustees. This committee shall prepare a slate of candidates for membership on the Board of Trustees and for officers to be voted upon at the May meeting.

The President may appoint ad hoc committees for specific purposes as the business of the Board of Trustees shall require. Such committees shall serve until the completion of the work for which they were appointed.

### **Section 3 - General**

All committees shall make a progress report to the Board at each of its meetings. No committee will have other than advisory powers unless, by suitable action of the Board, it is granted specific power to act. The President shall appoint members to all committees. The President shall be, ex officio, a member of all committees.

## **ARTICLE VI Audit**

All financial records of the Association shall be the subject of a yearly independent audit, conducted by an auditor chosen by the Trustees.

## **ARTICLE VII Amendments**

This Constitution may be amended at a regular or special meeting of the Trustees by a vote of a majority of the Trustees presents provided notice of the proposed changes shall have been given in writing to all Trustees at least thirty days in advance of such meeting.