

The Law Office of Stephanie Adams, PLLC

Stephanie A. Adams, Member
Stuart B. Shapiro, Of Counsel

Kelly E. Coughlin, Of Counsel
Samantha I.V. White, Of Counsel



DATE: April 29, 2026

TO: Finkelstein Memorial Library Board of Trustees and Director via e-mail only

FROM: Stephanie A. Adams, Esq.

RE: **Appeal to Education Commissioner Regarding Library Trustee Election
Open memo (not attorney-client privileged)**

To the Board and Director:

As you recently reviewed, we have identified a conflict between the Finkelstein Memorial Library’s Charter and Bylaws.

This conflict was only recently discovered when I was reviewing the Library’s Charter to answer questions regarding the validity of nominating petitions submitted for the upcoming trustee election. I answered these questions in a memo sent to the Library’s Board of Trustees on April 17, 2026, which included a full copy of the Charter.

The Charter, which is the document that creates and primarily governs the library, states that trustees who are appointed to fill a vacancy serve out the “balance of the unexpired term.” An excerpt of the Charter with the relevant portion highlighted accompanies this memo as “A.”

On its face, this conflicts with Education Law Section 226(4)—relevant sections accompany as “B”—which establishes the ability of education corporation trustees to fill vacancies. Section 226(4) specifies that where trustees are elected, appointed replacements only serve until the next election. The Library’s Bylaws follow this provision.

However, at the start of Section 226, the law makes it clear that the section applies “**Unless otherwise provided by law or by its charter...**” (see highlighted section in the excerpt below).

This provision about trustee vacancies in the Library’s charter is unusual, but it makes sense: when an elected trustee slot is only filled until the next election, it ruins the “stagger” and risks the smooth transition of leadership.

In addition, charters frequently change the “default” set by state law; examples of this include: the number needed for a quorum, the manner of appointment, or the manner of nomination and election of trustees of a school district public library.¹

¹ Education Law Section 260(8) provides: “The provisions of this subdivision shall not apply to a charter granted prior to April thirtieth, nineteen hundred seventy-one that provides for a different procedure.” The Library’s Charter was made permanent in 1966 and the provision for appointed trustees serving out unexpired terms was not changed by subsequent amendments.



That said, it appears there is no case law or guidance specifically on this issue. Because of that, I contacted the library's other legal counsel, who has assisted on election matters in the past, and confirmed that, aside from the charter documents, there is no awareness of another governing provision or previously obtained regulatory guidance on this matter.

Consequences for the Library

The timing of this discovery created a dilemma, because the Library had already issued a notice of election for two offices of trustee—one due to the expiration of a term and another due to an elected trustee having resigned.

Based on the above, I advised in my memo of April 17, 2026, that the provision in the Charter be honored, with the proviso that the issue could be resolved by the trustee whose term is in question submitting a resignation effective on the date previously agreed as the end of the term.

As I advised the Library Board at the time, due to the clear language in the Charter and the conflict with the Bylaws, regardless of what was decided, there was a risk that the coming election could be challenged.

The trustee elected to follow the Charter and did not resign; the Board voted to follow the Charter and confirmed that there would be one vacancy instead of two on the ballot.

Appeal to the Education Commissioner

A trustee candidate has now challenged the reduction of open slots by filing a Verified Petition with the New York State Education Commissioner. In doing so, this petitioner has requested that the Commissioner “stay” the election pending a resolution; this would mean delaying the trustee election (not the budget vote) until the dispute is settled.

The petitioner's request for a stay did not meet procedural requirements, so the Commissioner can reject it on procedural grounds. However, as you can see from the response I filed yesterday (accompanying as “C”), I advise that the Library embrace this chance to have the matter resolved by the Commissioner.

I also advise the Board advocate for this provision in the Charter to be honored. As the Board has discussed, the impact of losing the stagger of trustee terms is serious. Further, resolving it took much time and effort in the past. That problem can be solved if the Library's Charter enables appointed trustees to serve out the balance of unexpired terms, and, in your own experience, this will lend stability to the leadership of the Library.

On the flip side, if the Board determines it is not in the best interests of the Library and its served community, or if the Commissioner finds the Charter provision regarding appointed trustees to be invalid, the provision should be amended to avoid the possibility of such concerns in the future.



To that end, I advise that the Board adopt the following resolution at its meeting of April 29, 2026.

WHEREAS the Board has learned that the Library's Charter, made absolute in 1966, requires that trustees appointed to fill vacancies serve out the balance of the unexpired term;

WHEREAS such manner of filling vacancies would address the serious and recurring issue of the orderly expiration of terms (the "stagger") that has impacted the operation of the Board in recent years;

WHEREAS this development raises the concern that a current trustee appointed to fill a vacancy with the understanding the appointment would end June 30, 2026, in fact has an appointment that ends June 30, 2030 (the balance of the unexpired term);

WHEREAS this has resulted in the Library determining that only one office of trustee is due for an election in 2026; and

WHEREAS a petitioner has filed an appeal of this action with the New York State Commissioner of Education (the "NYSED Appeal"), arguing that two offices of trustee are due for election in 2026;

BE IT RESOLVED that the Library shall reply to the NYSED Appeal by setting forth the conflict between the Library's Charter and Bylaws, asking the Commissioner to clarify if the Charter governs the filling of vacancies, and pointing out the utility of the provision in the Charter;

BE IT FURTHER RESOLVED that the Board hereby confirms a commitment to follow the determination of the Commissioner and to take action to reduce as much as possible the impacts of this matter on routine operations and on the nominated candidates for trustee, to whom the Board is grateful; and

BE IT FURTHER RESOLVED that the Board shall use this opportunity to gain clarity on its governing structure and to build a stronger foundation for leadership of the Library.

I hope this memo, the draft resolution, and the exhibits are of assistance. As always, it is an honor to advise the Board.

—Cole



A

FREE PUBLIC LIBRARY, IN ACCORDANCE WITH THE VOTE ESTABLISHING THE SAME,
UNDER THE CORPORATE NAME OF Finkelstein Memorial LIBRARY, TO BE
LOCATED IN Spring Valley, Rockland COUNTY.

2 THE LIBRARY SHALL BE ADMINISTERED BY A BOARD OF FIVE TRUSTEES, TO
BE AT FIRST THE PERSONS WHO ARE NAMED HEREIN AS INCORPORATORS, WHOSE TERMS
WERE FIXED BY LOT SO THAT SUCH TERMS OF SAID TRUSTEES, IN THE ORDER IN WHICH
THEY ARE NAMED HEREINABOVE, SHALL EXPIRE ON ~~December 31st~~ June 30th IN THE YEARS 1963,

1964, 1965, 1966, AND 1967. THEREAFTER, AS SUCH TERMS EXPIRE, THEIR SUC-
CESSIONS SHALL BE ~~APPOINTED BY THE~~ electe by the qualified voters of ~~Rockland~~ Central School District No. 2

~~OF~~ FOR A FULL TERM OF FIVE YEARS.

VACANCIES DUE TO CAUSE

OTHER THAN EXPIRATION OF TERM SHALL BE FILLED FOR THE BALANCE OF THE UNEXPIRED
TERM BY THE BOARD OF TRUSTEES.

3 SUCH PROVISIONAL CHARTER WILL BE MADE ABSOLUTE IF WITHIN FIVE YEARS
THE CORPORATION SHALL HAVE ACQUIRED SUFFICIENT PROPERTY AVAILABLE FOR ITS USE
AND SUPPORT AND BE MAINTAINING, TO THE SATISFACTION OF THE REGENTS, A LIBRARY
OF PROPER STANDARD. PRIOR TO THE EXPIRATION OF SAID FIVE-YEAR PERIOD AN

*of the terms of
the
Charter and
Finkelstein
Rockland
County*



B

SECTION 226

Powers of trustees of institutions

Education (EDN) CHAPTER 16, TITLE 1, ARTICLE 5, PART 1

§ 226. Powers of trustees of institutions. The trustees of every corporation created by the regents, unless otherwise provided by law or by its charter, may:

1. Number and quorum. Fix the term of office and number of trustees, which shall not exceed twenty-five, nor be less than five. If any institution has more than five trustees, the body that elects, by a two-thirds vote after notice of the proposed action in the call for a meeting, may reduce the number to not less than five by abolishing the office of any trustee which is vacant and filing in the regents' office a certified copy of the action. A majority of the whole number shall be a quorum.
2. Executive committee. Elect an executive committee of not less than five, who, in intervals between meetings of the trustees, may transact such business of the corporation as the trustees may authorize, except to grant degrees or to make removals from office.
3. Meetings and seniority. Meet on their own adjournment or when required by their by-laws, and as often as they shall be summoned by their chairman, or in his absence by the senior trustee, on written request of three trustees. Seniority shall be according to the order in which the trustees are named in the charter or subsequently elected. Notice of the time and place of every meeting shall be mailed not less than five nor more than ten days before the meeting to the usual address of every trustee.
4. Vacancies and elections; removals by board of regents. Fill any vacancy occurring in the office of any trustee by electing another for the unexpired term; provided, however, that where trustees are elected by the legal voters the person so appointed to fill any such vacancy shall hold office until the next annual election of trustees. The office of any trustee shall become vacant on his death, resignation, refusal to act, removal from office, expiration of his term, or any other cause specified in the charter. If any trustee shall fail to attend three consecutive meetings without excuse accepted as satisfactory by the trustees, he shall be deemed to have resigned, and the vacancy shall be filled. Any vacancy in the office of trustee continuing for more than



one year, or any vacancy reducing the number of trustees to less than two-thirds of the full number may be filled by the regents. The regents may remove any trustee of a corporation created by them for misconduct, incapacity, neglect of duty, or where it appears to the satisfaction of the regents that the corporation has failed or refuses to carry into effect its educational purposes. A hearing in the proceeding for the removal of such trustees shall be had before the board of regents or a committee thereof and the trustees shall be given at least ten days' notice of the time and place of such hearing. In case of removal the regents may appoint successors to the trustees so removed. The provisions of this section as to removal and filling of vacancies in trustees shall not apply to corporations now or hereafter established and maintained by a religious denomination, order or sect. No person shall be ineligible as a trustee by reason of sex.

STATE OF NEW YORK
DEPARTMENT OF EDUCATION

In the matter of the appeal of

ARIEL DAHAN,

Petitioner,

-against-

BOARD OF TRUSTEES OF THE FINKLESTEIN
MEMORIAL LIBRARY, FINKELSTEIN
MEMORIAL LIBRARY, and OLUWASEYI BANJO
in her capacity as trustee,

Respondents.

**AFFIDAVIT OPPOSING
APPLICATION FOR
STAY**

TO THE COMMISSIONER OF EDUCATION:

The Finkelstein Memorial Library (the “Library”) and its Board of Trustees (“the Board”), by and through their counsel, **THE LAW OFFICE OF STEPHANIE ADAMS, PLLC**, Stephanie A. Adams, Esq., of counsel, opposing Petitioner's application for a stay per 8 NYCRR §276.1, avers:

1. I am the attorney for Respondent Finkelstein Memorial Library and its Board of Trustees in the above-captioned Petition, responding here only to Petitioner’s application for stay. As such, I am fully familiar with the facts underlying the Petition.

2. Upon review, none of the papers filed by Petitioner include the language required by 8 NYCRR Section 276.1(b) for a stay of proceedings.

3. As Petitioner’s papers do not meet the requirements of Section 276.1, Petitioner’s request for a stay should not be considered.

4. Despite what is set forth in paragraphs “2” and “3” above, to the extent the Commissioner finds that the Petition involves a situation of significance to the Library and its community, to wit, that the Library’s Charter documents (attached as “A”) require the Board of Trustees to fill vacancies for the balance of unexpired terms, rather than as set by Education Law Section 226(4), the Library supports a resolution of this apparent conflict.

5. Further, if a stay of the election while such concern is resolved is viewed by the Commissioner as appropriate, the Library supports the Commissioner exercising her discretion as set forth in Section 276.1 and granting a stay.

6. If such a stay is granted, the Library suggests that the Commissioner render a decision by May 13, 2026, which would enable the election to be noticed by May 14 and conducted on June 30; this would allow the Education Law’s 45-day notice requirement to be met and allow all those who submitted valid nominating petitions to be set forth on the ballot within the time set by Education Law Section 260.


7. In the alternative to the above paragraph “6,” if such a stay is granted and a decision cannot be made before May 13, the Library suggests that all current trustees whose terms were set to expire hold over in office until the resolution of this matter, that the Commissioner set the time of a new election, and that the Commissioner set a deadline for the Library to accept nominating petitions.

8. This affidavit and exhibit only address the possibility of a stay of proceedings and make no admissions as to the veracity of the Petition; a verified answer to the Petition will follow.

9. This response is being sent by USPS and e-mail to the Petitioner and the Commissioner, due to the timing of the matter.

Dated: April 28, 2026
Buffalo, New York

By:


Stephanie A. Adams, Esq.
Attorney for Respondents
LAW OFFICE OF
STEPHANIE ADAMS, PLLC
363 Grant Street, Suite #1
Buffalo, New York 14213
Telephone: (716) 464-3386
email: adams@losapllc.com

To: Ariel Dahan
1003 Route 45
Pomona, NY 10970
917-751-4356
Arieldahan1@gmail.com

Transmitted April 28, 2026, to legal@nysed.gov and arieldahan1@gmail.com.


STATE OF NEW YORK
COUNTY OF ERIE ss.:

Stephanie A. Adams, being duly sworn, deposes and says that she is the Attorney for Respondents Finkelstein Memorial Library and Board of Trustees of Finkelstein Memorial Library in this proceeding; that she has read the annexed affidavit and knows the contents thereof; that the same is true to the knowledge of deponent except as to the matters therein stated to be alleged upon information and belief, and as to those matters she believes it to be true.

Signed:


Stephanie A. Adams, Esq.

Subscribed and sworn to before me
this 28th day of April, 2026


Signature of notary public

Kirsten Anderson
NY State Notary Public
Reg. No. 01AN0042293
Registered in Erie County
Commission Exp. 9/30/2029

A

THE UNIVERSITY OF THE STATE OF NEW YORK
THE STATE EDUCATION DEPARTMENT
THE NEW YORK STATE LIBRARY
LIBRARY EXTENSION DIVISION
ALBANY 1

*Adopted
May 27, 1966*

VOTE FOR ABSOLUTE CHARTER

Finkelstein Memorial LIBRARY. AN APPLICATION HAVING
BEEN MADE BY AND ON BEHALF OF THE TRUSTEES OF THE Finkelstein
Memorial LIBRARY, Spring Valley, Rockland COUNTY,
THAT THE PROVISIONAL CHARTER WHICH THE LIBRARY NOW HOLDS BE MADE
ABSOLUTE, AND IT APPEARING THAT THE CONDITIONS FOR AN ABSOLUTE CHARTER
HAVE BEEN SUFFICIENTLY MET, IT WAS

VOTED, THAT THE PROVISIONAL CHARTER GRANTED TO Finkelstein
Memorial LIBRARY, Spring Valley, Rockland
COUNTY, BY THE BOARD OF REGENTS, ON August 24, 1962, AND
~~EXTENDED BY REGENTS' ACTION ON _____, 19____~~, BE AND THE
SAME IS HEREBY MADE ABSOLUTE.

*adopted
Aug. 24/62*

VOTE FOR PUBLIC LIBRARY PROVISIONAL CHARTER

Finkelstein Memorial Library VOTED, THAT

1 A PROVISIONAL CHARTER, VALID FOR A TERM OF FIVE YEARS, IS GRANTED INCORPORATING Chester A. Heitman, Frieda E. Van Atta, Robert H. Freilich, Robert H. Finkelstein, AND ~~Dr.~~ Samuel Berg AND THEIR ASSOCIATES AND SUCCESSORS IN OFFICE AS A FREE PUBLIC LIBRARY, IN ACCORDANCE WITH THE VOTE ESTABLISHING THE SAME, UNDER THE CORPORATE NAME OF Finkelstein Memorial LIBRARY, TO BE LOCATED IN Spring Valley, Rockland COUNTY.

2 THE LIBRARY SHALL BE ADMINISTERED BY A BOARD OF FIVE TRUSTEES, TO BE AT FIRST THE PERSONS WHO ARE NAMED HEREIN AS INCORPORATORS, WHOSE TERMS WERE FIXED BY LOT SO THAT SUCH TERMS OF SAID TRUSTEES, IN THE ORDER IN WHICH THEY ARE NAMED HEREINABOVE, SHALL EXPIRE ON ~~December 31st~~ June 30th IN THE YEARS 1963,

1964, 1965, 1966, AND 1967. THEREAFTER, AS SUCH TERMS EXPIRE, THEIR SUCCESSORS SHALL BE ~~AS DETERMINED BY VOTE~~ AS DETERMINED BY VOTE OF THE QUALIFIED VOTERS OF Central School District No. 2 *of the Towns of*

Orangeburg and Rockland COUNTY FOR A FULL TERM OF FIVE YEARS. VACANCIES DUE TO CAUSES OTHER THAN EXPIRATION OF TERM SHALL BE FILLED FOR THE BALANCE OF THE UNEXPIRED TERM BY THE BOARD OF TRUSTEES.

3 SUCH PROVISIONAL CHARTER WILL BE MADE ABSOLUTE IF WITHIN FIVE YEARS THE CORPORATION SHALL HAVE ACQUIRED SUFFICIENT PROPERTY AVAILABLE FOR ITS USE AND SUPPORT AND BE MAINTAINING, TO THE SATISFACTION OF THE REGENTS, A LIBRARY OF PROPER STANDARD. PRIOR TO THE EXPIRATION OF SAID FIVE-YEAR PERIOD AN APPLICATION FOR THE RENEWAL OF SUCH PROVISIONAL CHARTER OR FOR AN ABSOLUTE CHARTER WILL BE ENTERTAINED BY THE REGENTS, BUT, IN THE EVENT THAT SUCH AN APPLICATION IS NOT MADE, THEN AT THE EXPIRATION OF SAID TERM OF FIVE YEARS SUCH PROVISIONAL CHARTER SHALL TERMINATE AND BECOME VOID AND SHALL BE SURRENDERED TO THE REGENTS.

*of the Towns of
Orangeburg
and
Rockland
County*



FINKELSTEIN MEMORIAL LIBRARY

AMENDMENT OF CHARTER

This Instrument Witnesseth That the Board of Regents for and on behalf of the Education Department of the State of New York at their meeting of October 8, 2024,

An application having been made by and on behalf of the trustees of Finkelstein Memorial Library, for an amendment of its charter, it was

Voted, that the provisional charter of Finkelstein Memorial Library, located in Spring Valley county of Rockland state of New York, which was granted by action of the Board of Regents on August 24, 1962 such provisional charter was made absolute on May 27, 1966 be, and the same hereby is, amended to designate the library's service area to be coterminous with the East Ramapo Central School District; to specify the number of trustees shall not be less than five nor more than fifteen; to designate the Commissioner of Education as the agent of the corporation upon whom process in any action or proceeding against it may be served; and to add the following language:

The corporation shall be a nonstock corporation organized and operated exclusively for educational purposes, as defined in section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal tax code), and no part of the net earnings or net income shall inure to the benefit of any member, trustee, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Federal tax code) or by (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

No substantial part of the activities of the corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation (except to the extent authorized by Internal Revenue Code section 501(h) as amended, or the corresponding provision of any future Federal tax code, during any fiscal year or years in which the corporation has chosen to utilize the benefits authorized by the statutory provision), and the corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign

to such organization or organizations, organized and operated exclusively for such purposes, as said Court shall determine.



Granted, October 8, 2024 by the Board of Regents of The University of the State of New York, for and on behalf of the State Education Department, and executed under the seal of said University and recorded as Number 27,789.

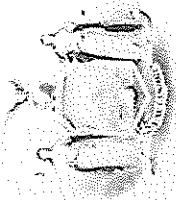
Handwritten signature of Loretta Landry in black ink.

Chancellor

Handwritten signature of Betty K. Thomas in black ink.

President of the University and
Commissioner of Education

The

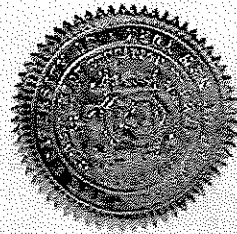


University of the
Education

State of New York
Department

Absolute Charter of
Finkelshtein Memorial Library

This instrument witnesseth That the Board of Regents for and on behalf of the Education Department of the State of New York has granted this absolute charter to Finkelshtein Memorial Library, Spring Valley, Westland & county which was incorporated by the Board of Regents under a provisional charter on August 24 1902 and has withdrawn the said corporation with all its powers, privileges, and duties.



Granted May 22 1902. By the Board of Regents for and on behalf of the State Education Department.

recited under the seal of said Department and recorded therein. Number 9135

Edgar M. Conyn
Clerk

James E. Allen, Jr.
President of the University
and Commissioner of Education

**PETITION FOR AMENDMENT OF CHARTER
OF FINKELSTEIN MEMORIAL LIBRARY**

TO THE REGENTS OF THE UNIVERSITY OF THE STATE OF NEW YORK


We, the undersigned, being the president of and clerk to the Board of Trustees of Finkelstein Memorial Library do hereby apply to the Regents of the University of the State of New York for an amendment to the charter of Finkelstein Memorial Library, and do make, sign and acknowledge the following statements:

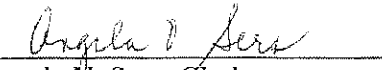
1. The name of the corporation is Finkelstein Memorial Library.
2. A provisional charter was granted to this corporation on August 24, 1962 which provisional charter was not amended. An absolute charter was granted to this corporation on May 27, 1966 by the New York State Board of Regents which absolute charter was not amended.
3. The trustees hereby request that the charter be amended to designate the service area of Finkelstein Memorial Library to be coterminous with the East Ramapo School District; to specify the number of trustees to be not less than five nor more than fifteen, with the current number being five; to designate the Commissioner of Education as agent of the corporation upon whom process in any action or proceeding against it may be served; and to add the dissolution language necessary for tax-exempt status under Internal Revenue Code §501(c)(3).

IN WITNESS WHEREOF, we have made, signed and acknowledged this application on the 27th day of October, 2010.

Howard Heffler
Notary Public, State of New York
No. 4818787
Qualified in Rockland County
Commission Expires April 30 2014

Howard Heffler


Richard F. Rothbard, President
Board of Trustees


Angela V. Sers, Clerk
Board of Trustees

STATE OF NEW YORK) ss:
COUNTY OF ROCKLAND)

On this 27th day of October, 2010 before me personally came Richard F. Rothbard and Angela V. Sers to me known to be the persons described in and who executed the foregoing application, and they duly acknowledged to me that they executed the same.