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SAUGERTIES PUBLIC LIBRARY

BY-LAWS

PREAMBLE

The Board of the Trustees of the Saugerties Public Library (“the Board”) hereby enacts the following By-Laws:

ARTICLE I: NAME

The name of the library shall be the Saugerties Public Library (the “Library”). The Library is a domestic education corporation duly chartered by the Regents of the University of the State of New York, pursuant to New York Education Law Sections 216 and 255, and L. 1992, Ch. 723, as amended, and has its principal place of business in Saugerties, New York. The Library is an integral part of the public libraries of the United States.

ARTICLE II: MISSION & PURPOSES

1. *Purpose.* The purpose of the Library is to provide the residents of the Town of Saugerties and the patrons of the Mid-Hudson library System with a balanced collection of educational, cultural, informational and recreational materials and experiences.

2. *Mission.* The mission of the Library is to serve as a multi-cultural, inclusive institution dedicated to enhancing the life of every member of the Saugerties Community. It provides free access to a balanced collection of educational, cultural, informational and recreational materials and experiences in a welcoming, safe and comfortable environment.

ARTICLE III: MEMBERSHIP

The corporation shall have no members.

ARTICLE IV: BOARD OF TRUSTEES

1. *Powers.* All powers of the Library shall be vested in the Board of Trustees (“Board”). The Board shall be authorized to take any and all actions in furtherance of the Library’s purposes, and make all rules, regulations, and policies for the transaction of the business of the Library, not inconsistent with law, its charter and these Bylaws. Specific duties of the Board include, but are

not limited to:

- a. Employ a competent and qualified director;
- b. Attend all Board meetings and see that accurate records are kept on file at the library;
- c. Prepare the annual budget and secure adequate funds to carry on the library's programs;
- d. Approve and adopt policies to govern the operation and program of the library, establishing among library policies those dealing with book and material selection;
- e. Know local and state laws and actively support library legislation in the State and Nation which the Board deems productive, progressive and necessary;
- f. Know the needs of the library in relation to those of the community and keep abreast of library standards and trends;
- g. Periodically review all library services to determine whether the needs of the community indicate that any present services be discontinued or other services and facilities added;
- h. Establish, support and participate in a continuing public relations program; and
- i. Whenever possible attend regional and state trustee meetings and workshops.

2. *Composition.* The Board shall consist of eleven (11) elected Trustees.

3. *Election and Qualification.* A candidate for election or appointment as Trustee must be a legal resident of the Town of Saugerties (the "District"), must be a qualified voter of the District, and must otherwise meet the requirements for election as a Trustee set forth in applicable provisions of law. Trustees shall be elected by the voters of the District at an annual election held on the first Thursday of September.

4. *Term of Office.*

a. Except as otherwise provided by these By-laws, a Trustee's term of office shall be five (5) years.

b. Elected Trustees shall assume their duties at the first regular Board of Trustees meeting next following their election and qualification, or as soon thereafter as they may be able to take the oath of office; provided, however, that a vacancy occurring by reason of the resignation, removal or death of a serving Trustee shall be filled by the Board until the next regularly scheduled election, in accordance with the provisions of Section 5 of this Article, and any such person elected to fill a vacancy on the Board shall take office following their election and qualification, or as soon thereafter as they may be able to take the oath of office.

c. At any election where more than one Trustee vacancy is being filled, and where one or more persons are to be elected for a full term or terms and one or more persons are to be elected for the unexpired portion of a term or terms, the candidate receiving the highest number of votes shall be entitled to the longest term and the candidates receiving the next highest number of votes shall be entitled, in decreasing order of the respective numbers of votes, to the several vacancies, in decreasing order of the length of such terms or unexpired portions of terms.

d. The maximum length of a term is five (5) years. No trustee shall be elected to more than two consecutive terms unless a period of three (3) years or more has elapsed since the end of the last term. If a trustee is initially elected to fill the balance of an unexpired term, that term shall

not be included in the term limits described above.

5. *Vacancies.* A vacancy occurring among the elected members of the Board shall be temporarily filled by the affirmative vote of the majority of the remaining Trustees. A person so appointed shall assume his or her duties at the meeting at which he or she is appointed by the Board, and shall serve until a successor is duly elected and qualified.

6. *Attendance.* Any Trustee who is absent from three (3) consecutive Board meetings and/or four (4) meetings of the total number of meetings held by the Board in any given year, shall be deemed to have resigned as a Trustee if such absences are determined by majority vote of the Trustees then in office to have been without reasonable cause.

7. *Resignation.* Any Trustee may resign at any time by submitting his or her resignation in writing to the President or Secretary of the Board. Such resignation shall be effective upon receipt unless another date is specified therein.

8. *Compensation of Trustees and Officers.* No Trustee or officer shall receive, directly or indirectly, any compensation or other payment from the Library unless authorized by the concurring vote of two-thirds of all Trustees then in office and in no event shall any compensation or payment be paid or made except reasonable compensation for contracted services actually rendered or reimbursement for disbursements actually incurred. A Trustee or officer with an interest, direct or indirect, in any contract relating to the operation of the Library or in any contract for furnishing supplies thereto shall disclose such interest at or prior to the meeting at which approval of such contract is to be considered. The Library shall not enter into such contract unless doing so is authorized by a majority of the Trustees then in office, excluding the interested Trustee.

9. *Limitations on Authority.* All actions of the Board shall be of the Board as a unit. No Trustee shall act on behalf of the Board on any matter without prior approval of the Board. No Trustee, by virtue of his/her office, shall exercise any administrative responsibility with respect to the Library nor, as an individual, command the services of any library employee.

ARTICLE V: OFFICERS AND THEIR DUTIES

1. *Officers and Election.* The officers of the Library shall be the President, Vice President, Treasurer, and Secretary, each of whom shall be elected annually by majority vote of the Trustees at the Annual Meeting, for a one-year term commencing November 1st and ending October 31st. Only Trustees of the Library may serve as officers. Elected officers may serve no more than three one-year terms.

2. *Vacancies.* Any vacancy in a Library office, with the exception of the presidency, shall be filled by majority vote of the remaining Trustees then in office, upon a nomination from the floor. Any officer so elected shall serve for the balance of the unexpired term of his or her predecessor.

3. *Duties.*

a. **President.** The President shall preside at all meetings of the Trustees, and shall assure appropriate Board representation at presentations of information to individuals who, or organizations that, provide funds to the Library. He or she shall have such powers and exercise such duties as are required by these By-Laws or as are commonly incident to the office of President of a New York educational corporation. The President is the official spokesperson for the Board of Trustees. The President shall appoint all committees and their chairs, with the advice and consent of the Executive Committee.

b. **Vice President.** In the absence of the President, the Vice President shall serve in his or her stead, and shall perform such other appropriate duties as may be requested from time to time by the Board or the President. If the President shall resign, die, or be removed from office, the Vice President shall become the President for the balance of that person's unexpired term.

c. **The Treasurer,** in conjunction with the Library Director, shall present a report of the Library's financial activities and condition to the Board as often as the Board may require; shall present the proposed expenditures of the Library to the Board for approval; shall prepare the Library's annual budget for the approval of the Board; and shall, in coordination with independent auditors selected by the Board, ensure that an annual audited financial statement is prepared and filed.

d. **Secretary.** The Secretary shall keep written minutes of the meetings of the Board and perform such other duties as may be required by the Board or the President. The Secretary may arrange to have meeting minutes recorded by another person at his/her discretion. In the absence of the Secretary from any meeting of the Board, the President may appoint a Secretary, pro tempore, for that meeting.

e. In the absence of the President and Vice President from a meeting of the Board, those Trustees present shall elect a President, pro tempore, to preside at that meeting.

4. *Removal.* Any officer elected as provided in the By-Laws may be removed by a two-thirds vote of the Trustees then in office when, in their judgment, the best interest of the Library will be served by such removal.

5. *Resignation.* Any officer may resign his or her office at any time, by submitting a resignation in writing or to the President, Vice-President, or Secretary of the Board of Trustees. Such resignation shall be effective upon receipt unless another date is specified therein. The resignation by a Trustee from an office on the Board shall not be construed as a resignation of the Trustee as Trustee, unless such resignation is also tendered in accordance with Article IV, section 7 of these By-laws.

ARTICLE VI: MEETINGS

1. *Annual Meeting.* The Annual Meeting of the Board shall be the regular meeting in October in each calendar year. It shall be held at such time and place as the Trustees shall determine.

2. *Regular Meetings.* Regular meetings of the Board shall be held at least monthly, at such times and places as the Trustees shall determine; provided, however, that the Annual Meeting of the Board shall, for purposes of this section, be deemed to be the regular meeting of the Board in October.

3. *Special Meetings.* Special meetings of the Board shall be held at the call of the President, on his or her own initiative or upon the written request of three (3) or more members of the Board. Such meeting shall be held as soon as practicable after notice is given to all Board members in accordance with Section 4 of this Article.

4. *Notice of Meetings.* Public Notice of all Board meetings shall be given in accordance with the open meetings provisions of the Public Officers Law.

5. *Waiver.* Attendance of a Trustee, as applicable, at any meeting shall constitute a waiver of notice of such meeting except when a Trustee member, as applicable, attends for the express purpose of objecting to the transaction of any business on the basis that the meeting is not lawfully called or convened. A Trustee may also waive notice of any meeting in a writing delivered to the Secretary at or before such meeting.

6. *Quorum.* Six (6) or more Trustees, present and voting, shall constitute a quorum for the purpose of transacting business at all meetings of the Board. A majority of the duly appointed members of any Committee, present in the same manner, shall constitute a quorum for the purpose of transacting the business of the Committee. In the absence of a quorum, the chair of the meeting shall adjourn the meeting to another time. Notice of such adjournment shall be given to all Trustees or Committee members, as applicable, not in attendance at the adjourned meeting.

7. *Parliamentary Authority.* The Library shall utilize the current edition of Roberts Rules of Order, Newly Revised as its parliamentary authority and agrees, to the extent possible, to follow its guidelines in the conduct of its business.

8. *Open Meetings.* In accordance with the New York State Open Meetings Law and Education Law, all meetings of the Board and its Committees are open to the public. Executive sessions may be called and held when necessary as appropriate. Every Executive Session must first be approved in an open meeting by a majority vote and the purpose of the session recorded in the minutes of the open meeting.

9. *Action of the Board.* Except as otherwise required by law or these By-laws, no action of the Board shall become effective unless six (6) or more Trustees shall affirmatively vote in favor of it. Voting by proxy shall not be permitted.

ARTICLE VII: LIBRARY DIRECTOR

Appointment. The Board shall appoint a Library Director, who shall be the executive and administrative officer of the library, acting on behalf of the Board and under its review and direction.

1. Responsibilities. In accordance with the official Civil Service title specification for the position, the Library Director shall be responsible: for the proper specification of duties of, the direction of, and the supervision of Staff and he or she shall possess the power and authority to appoint and remove all subordinate employees; for the care and maintenance of Library property; for adequate and proper selection of Library materials in keeping with stated policies established by the Board; for the effectiveness of Library service to the public; for operation within the Library budget; and for such other matters consistent herewith as may be identified by the Board from time to time. The Library Director or his/her designee is the official spokesperson for the Library. The Director shall render and submit to the Board reports and recommendations of such policies and procedures, which, in the opinion of the Director, will improve efficiency and quality of library service.
2. Board Meetings. The Library Director shall attend all meetings of the Board of Trustees and respond to questions from Trustees. The Library Director shall give a written report to the Board at all regular meetings. The Library Director may participate in the discussions at meetings of the Board and Committees and offer professional advice, but shall not have a vote.

ARTICLE VIII: COMMITTEES

1. *Executive Committee.* The Officers of the Library shall constitute the executive committee of the Library. The Executive Committee is empowered to review and decide upon all matters of urgency that may arise between meetings of the full Board, and to expend up to \$500 without prior approval of the Board. All actions of the Executive Committee are subject to ratification by the Board at its next meeting.
2. *Standing Committees.* The Board may, from time to time, create standing committees of the Library. With the advice and consent of the Executive Committee, the President shall appoint members of the Board to standing committees and, except as otherwise provided by these By-laws, shall designate the Chair of each no later than the first regular meeting after the annual meeting. All committees shall consist of up to four Trustees, one of whom will be the chair, and may include up to two members of the community who are not Trustees. The standing committees and their responsibilities are:
 - a. Finance Committee. The Finance Committee shall advise and report on the financial condition of the Library and make recommendations as to all related matters, including the development of the budget. The Treasurer will chair this committee.
 - b. Personnel Committee. The Personnel Committee shall advise and report on matters involving Library personnel. The Committee shall develop a Personnel Policy Manual and Employee Handbook, and evaluate the Library Director. It shall recommend staff salary increases to the Board.
 - c. Policy. The Policy Committee shall advise and report on matters involving Library

policies and any amendments to the By-Laws.

- d. Outreach & Long Term Planning Committee. The Outreach and Long Term Planning committee is responsible for the development and implementation of a 5-year long-term plan for action based on the needs of the Library and community.
 - e. Nominating Committee. The Nominating Committee shall:
 - i. Advise and report on matters relating to the filling of Trustee vacancies. The Committee shall be responsible for presenting to the Board nominations of persons to fill unexpired terms of Trustees whose seats become vacant. Names of those nominated shall be given to all Trustees, in writing, at least 10 days before the meeting of the Board at which a Trustee will be appointed; and
 - ii. Develop and present a slate of officers to serve as the Executive Committee, in writing, at least 10 days before the election of officers at the annual October organizational meeting.
 - f. Facilities Committee. The Facilities Committee shall supervise the maintenance of Library buildings and grounds, the furnishing of the rooms, and the art collection.
3. *Temporary Committees.* The Board may create temporary committees for any other library purpose which shall serve until the completion of the work for which they were appointed. The members of any such committee shall be appointed by the President, with the advice and consent of the Executive Committee, and may include Trustees and one or more persons other than Trustees.
 4. *Committee Records and Reports.* Each Committee established in accordance with these By-Laws will keep written records of its meetings and activities, provide a copy of such records to the Secretary for inclusion in the permanent records of the Library, and report to the Board as often, and in such form, as the Board may require.
 5. *Miscellaneous.* No committee will have other than advisory powers unless, by suitable action of the Board, it is specifically granted specific power to act. The President shall be an ex officio member of all committees.

ARTICLE IX: FISCAL YEAR

The fiscal year of the Library shall commence on January 1st and end on the following December 31st.

ARTICLE X: INDEMNIFICATION

1. The Library shall indemnify, to the fullest extent permissible under Public Officers Law

§18, any person, and the heirs and personal representatives of such person, against any and all judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred by or imposed upon such person, or in connection with, or resulting from any claim, action, suit or proceeding, whether civil or criminal, in which such person is a party or is threatened to be made a party by reason of such person being or having been a Trustee, officer, employee or agent of the Library, or of another library, joint agent of the Library, or of another library, joint venture, trust or other organization in which such person serves as a director, officer, employee or agent at the request of the Library, or by reason of such person being or having been an administrator or a member of any board or committee of the Library or of any such other organization, including, but not limited to, any administrator, board or committee related to any employee benefit plan. To the fullest extent permissible under law, the Library may advance expenses incurred in defending a civil or criminal action, suit or proceeding to any such Trustee, officer, employee or agent upon receipt of any undertaking by or on behalf of the Trustee, officer, employee or agent to repay such amount, if it shall ultimately be determined that such person is not entitled to indemnification by the Library. The foregoing right of indemnification and advancement of expenses shall in no way be exclusive of any other rights of indemnification to which any such person may be entitled, under any bylaw, agreement, vote of Trustees or otherwise, and shall inure to the benefit of the heirs and personal representatives of such person. Any repeal or amendment of this Section 1 of Article X shall be prospective only and shall not adversely affect any right of protection of a person with respect to any act or omission occurring prior to the time of such repeal or modification.

2. The Library may purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee or agent of the Library, or is or was serving at the request of the Library as a Trustee, officer, employee or agent of another Library, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of the person's status as such, whether or not the Library would have the power to indemnify such person against such liability under Public Officers Law §18.

ARTICLE XI: DISSOLUTION

Upon the dissolution of the Library, the Board shall, after paying or making provision for the payment of all of the liabilities of the Library, distribute the remaining assets in accordance with the provisions of the Education Law of the State of New York.

ARTICLE XII: AMENDMENTS

These By-Laws may be amended, or be repealed, by a majority vote of the Trustees then in office at any meeting of the Board, provided that written notice of the proposed change or repeal has been provided in writing to members of the Board at least two (2) weeks before, or presented at the regular meeting prior to, the meeting at which the proposed change(s) will be considered by the Board. The notice shall include the language of the proposed change(s) and a brief statement of the purpose(s) thereof.

These By-Laws shall also be subject to a mandatory review by the Board every three (3) years.

Approved by the Saugerties Public Library board on May 2, 1995

Review History: Amended December 9, 2003; Amended June 8, 2004; Amended July 8, 2014; Amended February 14, 2017; Reviewed Oct. 10, 2017, Nov. 14, 2017, Amended Dec. 12, 2017, Amended Jan. 9, 2018. Review Cycle: 3 years