

Seneca Falls Library

By-Laws

Article I. Name and Purpose

Sec. 1. Name - The name of the association is The Seneca Falls Library, hereinafter "the Library".

Sec. 2. Definition - The Library shall not be operated for profit and is organized exclusively for educational, recreational, service and charitable purposes. Its entire properties, assets and facilities shall be devoted to the purpose for which it is organized. Additionally, free use of the Library shall be governed by the library's Direct Access Plan.

Article II. Offices

Sec. 1. The principal office of the Library is located at 47 Cayuga St., Seneca Falls, NY, 13148.

Article III. Membership

Sec. 1. The Board of Trustees shall have the authority, without limitations, to designate classes of members and to define and limit the privileges and obligations of such members.

Sec. 2. Any person who makes a monetary donation of \$25 or more shall be considered a member for the calendar year in which the donation is received.

Sec. 3. No member shall have any right to, or any share, or interest in any of the properties or assets of the association during its existence or upon its dissolution. No member shall be liable for any of the debts, liabilities, or obligations of the association, in the absence of fraud or bad faith.

Sec. 4. The Board of Trustees may put before the membership items for vote, as it deems necessary.

Sec. 5. The Board, at its discretion, may nominate trustees for the position of Trustee Emeritus, in recognition of the service to the Board and the Library. If accepted, such nominations will be presented to the association at the Annual Meeting for approval. Trustee Emeritus shall be a lifetime, non-voting position.

Article IV. Meetings

Sec. 1. The annual membership meeting shall take place during June of each year; the exact date is to be set by the Board of Trustees at least 20 days in advance. The annual meeting of the Board shall be held immediately after the annual membership meeting.

Sec. 2. The time of the regular meetings of the Board of Trustees shall be determined at the annual meeting. The Board shall meet at least 6 times during the year.

Sec. 3. Special meetings may be called by the President or by request of any two trustees for the transaction of business stated in the "call". Acceptable forms of notification of such special meetings are e-mail, regular mail, fax and telephone calls. All members of the Board must be given twenty-four (24) hours notice of special meetings.

Sec. 4. A quorum must be present in order to conduct any official business. A quorum is defined as one-half (1/2) plus one (1) of the total members of the Board.

Sec. 5. Meetings shall be conducted according to Roberts Rules of Order. Motions shall be passed by a simple majority vote of the board members present. Proxy voting is not allowed.

Sec. 6. Any real estate transaction must be approved by a majority vote of the Board of Trustees, unless the transaction involves all or substantially all of the assets of the library, in which case a two-thirds vote of the entire board is required, as well as additional approvals as required by law.

Sec 7. The library may, at its discretion, provide for remote participation in Board Meetings by board members and the Annual Meeting by library trustees and the public, as allowed by applicable state law and any regulations in force at the time. Notice to the public that remote connections will be used must be advertised at least seven days in advance. All will be able to participate in the Annual Meeting. Non-trustees connecting remotely to a Board Meeting will have their microphones muted except during a public comment period or at the request of a trustee.

Article V. Board of Trustees

Sec. 1. Trustees must be at least 18 years of age members in good standing of the Seneca Falls Library.

Sec. 2. Role of the Board: The Board is responsible for overall policy and direction of the Library, and delegates responsibility for day-to-day operations to the Library Director.

Sec. 3. Number of Trustees: The number of Trustees shall be no less than five (5) and no more than fifteen (15).

Sec. 4. Election of Trustees: At the Annual Membership Meeting library members must be given the opportunity to nominate Board Trustees from the floor. Board Members shall be elected for a term of three (3) years by the majority vote of the members present. Terms will commence immediately following election at the Annual Meeting.

Sec. 5. Term in Office: Trustees may be elected to serve up to three (3) consecutive terms of three (3) years. Trustees that have served three (3) consecutive terms become eligible for election after one (1) year out of office. In the event that a Trustee is elected to fill an unexpired term that term shall not count toward term limits.

Sec. 6. If a vacancy occurs among the Board of Trustees, the Board at a regularly scheduled business meeting may fill the vacancy for the unexpired term.

Sec. 7. Resignation: A Trustee who chooses to resign from the board must submit his or her intention in writing to the Secretary.

Sec. 8: No library employee may serve as a library trustee.

Article VI. Officers

Sec. 1. The officers of the Board shall be a President, Vice President, Secretary and Treasurer, each of whom shall be elected annually by the trustees from among the board membership.

Sec. 2. The President shall preside at all meetings of the Board, shall appoint all committees not otherwise provided for, and shall perform all duties pertaining to the office.

Sec. 3. The Vice-President shall perform the duties of the President in his or her absence and assist the President in his or her duties when required.

Sec. 4. The secretary, or someone designated by the board, shall record all official actions of the Board.

If the minutes are prepared by a designee, they must be approved by the Secretary, or, if the Secretary was not present, by the person who facilitated the meeting, before being posted on the library web site.

Sec. 5. The Treasurer shall keep account of receipts and expenditures and report it at the regular meetings of the Trustees.

Sec. 6. All officers shall serve a one (1) year term.

Article VII. Committees:

Sec. 1. The board may create by these bylaws and through resolutions two types of committees: "committees of the board", and "committees of the corporation."

The President shall appoint members to "committees of the corporation."

Members of "committees of the board" must be trustees elected by a majority of the board to serve on the committee.

"Committees of the board" may bind the board on any matter within the authority set forth in the bylaw or resolution creating them, except that no committee of any kind shall have authority as to the following matters:

- (1) The submission to members of any action requiring members' approval by law or charter;
- (2) The filling of vacancies in the board of directors or in any committee;
- (3) The fixing of compensation of the directors for serving on the board or on any committee;
- (4) The amendment or repeal of the by-laws or the adoption of new by-laws;
- (5) The amendment or repeal of any resolution of the board which by its terms shall not be so amendable or repealable;
- (6) The election or removal of officers and directors;
- (7) The approval of a merger or plan of dissolution;
- (8) The adoption of a resolution recommending to the members action on the sale, lease, exchange or other disposition of all or substantially all the assets of a corporation or, if there are no members entitled to vote, the authorization of such transactio;
- (9) The approval of amendments to the certificate of incorporation.

"Committees of the corporation" include:

Audit - Responsible to oversee/present an annual audit of the financial records of the Library. The Audit Committee membership may not include any members of the Finance Committee and may only be comprised of "independent" board members. The committee must meet at least twice each year, arrange and receive the annual audit, recommend to the board approval of the audit, and provide updates to the board on its reviews as needed.

Policy and Ethics - Responsible for coordinating recommended updates to the By-Laws and policies; conduct reviews of ethical, conflict of interest, and whistleblower reports as needed and recommend final action to the board; plan for the library's use and purchase of equipment such as computers, networking and telephone systems and related

hardware. The committee must meet at least twice each year or as-needed to promptly address an ethics, whistleblower, or conflict of interest report.

Buildings and Grounds - Responsible for oversight of maintenance of physical plant and related expenses, recommends contracts related to building and grounds to the board. The committee will meet at least twice each year.

Strategic Planning and Finance - Treasurer serves as committee chair and is responsible for reporting on the library's financial status at all regular board meetings. Committee is responsible for financial oversight, preparation of the annual budget, and annually updating the library's strategic plan. The committee will meet at least twice each year.

Personnel - Responsible for routine oversight of Library Director and recommending library personnel policies to the full board. Also responsible for coordinating Board education and development.

Fund Raising - Responsible for determining what fund raising activities will take place over the course of the year and working with staff to determine a calendar of events and how the events will be carried out; work with library program staff to coordinate events to avoid conflicting efforts and to plan complimentary ones; promote participation in events by trustees and the public. The committee must meet at least twice each year.

All committees must report on their meetings by furnishing a written report to all trustees at least four days before the next regular board meeting.

Sec. 2. Each committee shall have at least three trustees as members. Community members may serve on committees of the corporation.

Sec. 3. Library staff shall serve as non-voting members on committees of the corporation, at the discretion of the President.

Article VIII. General Provisions

Sec. 1. By-Laws. By-laws may be amended by vote of the Board after the proposition has been read at two (2) consecutive meetings of the Trustees.

Sec. 2. The By-Laws will be reviewed once each year for compliance with applicable rules and regulations and updated as necessary.

Article IX: Removal of Trustees

A trustee may be removed for one of the following reasons:

- Missing three consecutive meetings without notice.
- Failure to be a member of the Seneca Falls Library.
- Failure to abide by library policies affecting trustees or the public at large.
- Failure to complete required trustee training.

- For any other reason allowed by Education Law Section 226.

Trustees can be removed from the board by a majority vote of the trustees at a meeting convened in accordance with the by-laws.

Article X: Appointment of Library Representatives.

Library representatives to outside organizations will be appointed at the annual meeting or as needed at other times. The President of the Board of Trustees shall make a recommendation for appointment which will then be confirmed by the Board of Trustees.

Article XI: Definitions

All definitions are to be consistent with the New York Not-for-Profit Corporation Law and the New York Education law.

"Independent director" means a director who: (i) is not, and has not been within the last three years, an employee or a key person of the corporation or an affiliate of the corporation, and does not have a relative who is, or has been within the last three years, a key person of the corporation or an affiliate of the corporation; (ii) has not received, and does not have a relative who has received, in any of the last three fiscal years, more than ten thousand dollars in direct compensation from the corporation or an affiliate of the corporation; (iii) is not a current employee of or does not have a substantial financial interest in, and does not have a relative who is a current officer of or has a substantial financial interest in, any entity that has provided payments, property or services to, or received payments, property or services from, the corporation or an affiliate of the corporation if the amount paid by the corporation to the entity or received by the corporation from the entity for such property or services, in any of the last three fiscal years, as limited by Section 102 (21) the Not-for-Profit Corporation Law.

Revision History:

Nov. 25, 2013:

Library membership term defined; annual meeting time frame established; officer titles set; minor wording changes.

July 20, 2015:

Article IX and Article X added.

March 16, 2016:

Committee descriptions expanded; Community Relations abolished, Fund Raising committee established; requirement for committees to meet at least twice each year added; staff participation in committees clarified.

Sept. 19, 2016:

Rights of emeritus trustees defined.

Trustee meeting attendance rules modified to comply with state Open Meetings Law.

April 24, 2017:

Membership qualifications and duties of the secretary updated.

Feb. 17, 2020:

Changes made to committee structure.

May 18, 2020:

Article IV, Section 7 added