

## **BY-LAWS**

### *Article I*      **NAME**

The Guilderland Public Library, formerly known as the Guilderland Free Library, granted by the Regents of the State of New York on June 26, 1959, is an organization as per the Absolute Charter Number 2000-326, granted by the Regents of the State of New York on September 16, 1988, shall be governed by the laws of New York State and the regulations of the Commissioner of Education.

### *Article II*      **MISSION STATEMENT**

The mission of The Guilderland Public Library is to provide quality library materials and services to our community for lifelong learning, cultural enrichment and enjoyment.

### *Article III*      **BOARD OF TRUSTEES**

1. **Size of Board:**

The business and affairs of the Library shall be governed by the Board, consisting of eleven (11) members/trustees that are elected by the voters of the Guilderland Central School District. The elected Board member will serve five (5) years. In accordance with the Library's charter, the Board can set the number of trustees that constitute a full Board as no more than eleven (11) and no less than five (5).

2. **Eligibility:**

Eligibility for office shall be limited to persons eighteen years of age or older residing within the geographical limits of the Guilderland Central School District and must be a United States citizen.

3. **Terms of Office:**

a. The term of office shall be for five (5) years, with two (2) members being elected each year except every fifth year, when three (3) members shall be elected.

b. The term of office shall begin on July 1<sup>st</sup> in the year of election and shall end on June 30<sup>th</sup> of the fifth year following election, unless a trustee shall have resigned or otherwise terminated membership on the Board.

c. In the event of an incomplete term, the candidate who received the highest number of votes at the last election of trustees but was not elected shall be offered the vacant trustee position and if accepted shall serve until next library Board election. If this candidate cannot serve, the Nominating Committee shall solicit interest from eligible persons and select a candidate who shall be presented for approval by the Board.

d. 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 largest 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 number of votes, to the several vacancies, in decreasing order of the length of such terms or unexpired portions of terms.

#### ARTICLE IV DUTIES OF THE BOARD OF TRUSTEES

1. Oversight:

The Board shall oversee the affairs of the Guilderland Public Library.

a. The Board shall set the goals and objectives for the Library and shall establish the policies for Library management.

b. The Board shall appoint a library director, who shall be the executive and administrative officer of the Library.

c. The Board shall review and approve an annual budget.

d. The Board shall approve the annual report prepared by the director for the Division of Library Development.

e. The Board shall review and accept the annual audit subject to the recommendation of the Audit Committee.

f. The Board shall charge the Personnel Committee to conduct an annual performance evaluation of the library director and present its recommendation to the Board for consideration for approval.

2. Meeting Attendance:

a. Each trustee shall attend Board meetings and shall participate in at least two (2) of its standing committees (*standing committees and their duties can be found in Article VII, Sections 1 and 2*). Such attendance may be in person or by any other legal means as defined in the NYS Open Meetings Law.

b. In accordance with applicable law, any trustee who fails to attend three (3) consecutive Board meetings without excuse accepted as satisfactory to the trustees, may be deemed to have vacated his/her office by refusal to serve. After final determination and notification to the absent trustee, the vacancy shall be filled pursuant to Article III, Section 3 (c). A trustee who has been removed shall be ineligible for election to the Board for a period of one (1) year from the date of removal.

## ARTICLE V OFFICERS: NOMINATION, TERM AND DUTIES

### 1. Officers:

The officers of this organization shall be a president, vice-president, secretary, and treasurer.

### 2. Nomination of Officers:

a. Immediately following the annual trustee election, the Nominating Committee (Article VII, Section 2(g)) shall nominate one individual for each executive office.

b. The nominees for office shall be made known to the Board at least one (1) week prior to the annual meeting of the Board.

### 3. Election of Officers:

a. Election of officers shall take place at the first meeting of the newly seated Board. In the event two or more trustees are nominated for the same office, the vote shall be made by a majority of the Board.

b. All officers must be members of the Board, except the treasurer who shall be appointed by the Board. The treasurer may not be a member of the Board of Trustees.

c. Except for the office of the president (see Article V, Section 5(a)), vacancies among the officers shall be filled by election at a regular meeting, by a vote of the Board, as defined in Article VI, Section 4. At least one (1) week prior notice of such election must have been sent to each trustee.

### 4. Terms of Officers:

a. Officers shall serve one-year terms, commencing from the date of the meeting at which they are elected until their successors are duly elected.

b. No officer shall serve in the same capacity for more than three (3) consecutive years.

### 5. Duties of Officers:

a. The president shall prepare an agenda for and preside at all Board meetings, solicit Board members to serve on committees, appoint committee chairs, and serve as ex-officio trustee of all committees, except the Nominating Committee (*Refer to Article VII, Section 1*), execute documents authorized by the Board, and perform all the duties associated with that office.

b. The vice-president in the event of the absence, disability or vacancy of the president, shall perform the duties associated with the presidency for the remainder of the term. An election shall be held pursuant to Article V, Section 3(c) to fill the position of vice-president.

c. The secretary shall be responsible for maintaining the official record (minutes) of Board meetings and shall perform such other duties as are generally associated with that office. Minutes shall consist of, but not be limited to, official motions voted upon at Board meetings and each trustee's voting record.

d. The treasurer shall provide independent fiscal oversight of the Library separate from the Library's accounting functions as conducted by the fiscal officer. The treasurer shall submit the account books to the external auditors in order for them to conduct the annual audit. Once completed, the treasurer shall review the audit and then submit it to the board for acceptance.

The treasurer's duties shall also include but are not limited to: presentation of monthly analysis and summary within treasurer's report of financial statements, check register, review of bank reconciliations, audit reports and attendance at Finance and Audit Committee meetings.

#### ARTICLE VI MEETINGS OF THE BOARD

The Board shall meet a minimum of six (6) times per year in addition to an annual organizational meeting.

1. Notice:

Written notice of each Board meeting with date and time shall be e-mailed to each trustee at least one (1) week prior to such regular meetings. In accordance with New York State Open Meetings Law, public notice will be provided as follows:

a. Regular meetings which are scheduled more than one week in advance will be announced to the public at least seventy-two (72) hours in advance of the meeting via the following: news media, the Library's website and one or more of the following: electronic sign, social media platforms and newsletter.

b. Special meetings may lawfully convene less than one (1) week in advance with less than seventy-two (72) hour notice, provided that to the extent practicable public notice will be given as described in *Article VI, 1 (a)*.

2. Open to the Public:

Pursuant to the New York State Open Meetings Law, all meetings of the Board shall be open to the public (Refer to *Article VI, Section 1(a)*).

3. Quorum:

A quorum for taking action of any meeting of the Board shall consist of six (6) trustees.

4. Majority Vote:

Only trustees shall have a vote in conducting Board business. All Board action requiring approval shall be by a majority vote of the Board. A majority vote is defined as a majority of the full Board eleven (11) and as such six (6) or more affirmative votes are required for a measure to pass, unless

otherwise stated in these By-laws. The Board will follow New York State Open Meetings Law regarding remote meeting participation by trustees.

5. Special Meetings:

Special meetings of the Board may be held at the call of the president, or at the request of at least three (3) trustees, for the transaction of business as stated in the call for the special meeting. Advance notice shall be made as early as possible to each trustee stating the purpose, time, and place of such meeting. Public notice shall be provided for these meetings in accordance with New York State Open Meetings Law and as specified in Article VI, Section 1(b).

6. Executive Sessions:

Executive sessions of the Board shall be held when necessary and such sessions shall be confined to discussion of matters as allowed by New York State Open Meetings Law. No votes shall be taken during Executive session.

7. The Annual Organizational Meeting:

The annual organizational meeting of the Board shall include: swearing in of new trustees, election of new Board officers, annual board authorizations and resolutions, annual policy adoptions and reaffirmations, annual committee reports, and any other business required by the Board. The annual organizational meeting shall be held in July, with notice of the date and time posted in the Library and shared with the news media two (2) weeks prior to the date and time of the meeting.

8. Attendance of Director:

The director, or the director's designee, shall attend all meetings including executive sessions unless the Board decides otherwise and may participate in the discussions and offer professional advice, but shall not have a vote.

## ARTICLE VII COMMITTEES

I. Standing Committees:

The Board shall function with the following standing committees: audit, finance, personnel, building and grounds, policies, long range planning, and nominating. The president shall appoint a chair and other members for each standing committee and assignments shall be approved by the Board no later than the September meeting.

a. Term of Committee Chair:

A trustee may not serve as chair of a committee for more than two (2) consecutive years.

b. Size of Committees:

Standing committees, except the Nominating Committee shall consist of at least three (3), but not more than five (5) trustees and shall be considered discharged upon the completion of the term of office of the president. Membership on these committees is open to all trustees on a continuing basis subject to the aforementioned limitations.

2. Duties of Standing Committees:

Standing Committees, working with the director, will fulfill their particular duties as follows:

- a. The Finance Committee: shall work with the director, the treasurer and fiscal officer to provide general oversight of the financial affairs of the Library and to work on the preparation of the annual budget for the maintenance and operation of the Library.
- b. The Audit Committee: shall provide oversight of the financial reporting process, the audit process and compliance with laws and regulations as well as review the annual outside audit and recommend acceptance of the audit to the Board if warranted. The committee shall be made up of two (2) non-trustees appointed by the Board and one (1) Board trustee.
- c. The Personnel Committee: shall meet periodically with the director regarding personnel issues and union contract negotiations to be approved by the Board. The Personnel Committee shall also present an annual performance report of the director to the Board within the first quarter of each calendar year.
- d. The Building and Grounds committee: shall meet periodically with the director to provide general oversight of the physical plant and grounds of the Library.
- e. The Policies Committee: shall work with the director to formulate and periodically evaluate any written policies necessary for the operations of the Library. The committee shall present recommendations to the Board for evaluation and adoption of policies.
- f. The Long Range Planning Committee: shall work with the director to formulate and update a long range plan that will guide the Library in its future direction. All recommendations are subject to Board approval.
- g. The Nominating Committee: a committee of three (3) trustees shall be elected annually at the first meeting of the newly seated Board. The Nominating Committee shall nominate one (1) individual for each executive office and three (3) persons to comprise the succeeding nominating committee pursuant to Article V, Section 2 (a) at which time their duties have been fulfilled.

3. Ad Hoc Committees:

The president may appoint ad hoc committees and chairpersons, with the approval of the Board. Ad hoc committees shall consist of at least two (2), but not more than five (5) trustees. Non board members may be appointed to non-voting positions on such committees to bring special capabilities to the functions of the committee.

ARTICLE VIII COMMITTEE MEETINGS

1. Notice:

All committees shall follow New York State Open Meetings Law in the conduct of their business. Announcements shall follow public notice procedures per Article VI, Section I.

2. Open to the Public:

All committee meetings shall be open to the public.

3. Committee Quorum:

A committee quorum shall be a majority of its members: three (3) for a committee of four (4) or five (5), two (2) for a committee of two (2) or three (3) – excluding an ex-officio Board member.

4. Committee Vote:

A majority vote of the committee is needed to make a recommendation to the Board. Recommendations are subject to Board approval.

5. Minutes:

- a. All committee chairs shall submit committee meeting minutes to the Board. Committee minutes shall consist of attendance, absences, actions voted upon, each member's voting record, and a concise summary of main points, issues, and processes. Minutes shall be made available within two (2) weeks of the Board meeting. All committee actions are subject to approval by the Board and no committee shall have other than advisory powers unless the Board has delegated specific power to act upon its behalf, pending a subsequent meeting of the Board for confirmation.
- b. Committee minutes, if they adhere to the above Open Meetings Law requirements, may constitute a progress report to the Board. A progress report summary shall be given to the Board at the end of the Fiscal year.

## ARTICLE IX PARLIAMENTARY AUTHORITY

The Board and its appointed standing and ad hoc committees shall be governed by all federal, state and local laws, the Library By-Laws and Robert's Rules of Order; in that order of precedence.

## ARTICLE X AMENDMENTS

1. These By-Laws may be repealed, amended, or added to by a vote of 2/3 of the Board.
2. Proposed changes must be presented in writing at one (1) Board meeting prior to the meeting at which action on such change is to be taken.

### Citations

Adopted: 1/09/90

Revised: 3/14/96, 9/14/00, 2/08/01, 5/10/07, 2/12/09, 5/14/15, 12/10/15, 5/11/17, 4/15/2021