

By-Laws of the Seymour Public Library District

Article I: Name

The name of the corporation is Seymour Public Library District (the "Library"). The Library was created by public vote on October 14th, 1992, pursuant to the authority of Chapter 615 of the New York State laws of 1992. 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 Section 216, and has its principal place of business in Auburn, New York.

Article II: Purposes

The purpose of the Library is to promote and maintain library facilities, resources and services in and for the people of the city of Auburn, the town of Owasco, and the portions of the towns of Fleming and Sennett within the Auburn Enlarged City School District (collectively, the "District"), as well as the Finger Lakes Library System and the State of New York.

Article III: Fiscal Year. The Fiscal Year shall be January 1 through December 31.

Article IV: Board of Trustees

A. 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 By-laws.

B. Composition of the Board. The Board shall consist of nine (9) Trustees, elected or appointed in accordance with the Library's enabling legislation and these By-Laws.

C. Election and Qualification. A candidate for election or appointment as Trustee must be a legal resident of the District and of the municipality he or she represents, must have been eligible to vote in the general election last preceding that in which election as a Trustee is sought, and must otherwise meet the requirements for election as a Trustee set forth in applicable provisions of Education Law. Trustees shall be elected by the eligible voters of the municipality they represent.

D. Terms and Term Limits

1. Except as otherwise provided by these By-laws, a Trustee's term of office shall be four (4) years. The terms of office of the Trustees have staggered end dates so that not more than three (3) Trustees' terms shall expire in any year.
2. Trustees elected to fill a vacancy caused by the resignation, death, or removal of a Trustee shall serve the balance of the term of the Trustee they have been elected to replace.
3. Elected Trustees shall assume their duties on January 1st next following their election and qualification, or as soon thereafter as they may be able to take the oath of office, and shall serve until December 31st of the last year of their term; 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 provision of Section E 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.

4. A Trustee may, if elected and qualified in accordance with this section, succeed him/herself in office; provided, however, that no Trustee shall be a candidate for election as Trustee if he/she has, immediately prior to such election, been elected to three (3) consecutive, full four (4) year terms as Trustee. A Trustee who is precluded by the provisions of the foregoing proviso from succeeding themselves as Trustee may, if otherwise qualified, be a candidate for election as Trustee in a subsequent election and may take office not earlier than one year from the date he/she last served as a member of the Board.
- E. **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 close of the meeting at which he or she is appointed by the Board, and shall serve until a successor is duly elected and qualified.
 - F. **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.
 - G. **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.
 - H. **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 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. In accordance with the requirements of the Not-For-Profit Corporation Law, the Board will adopt a conflict of interest policy to govern conflicts of interest.

Article V: Officers and Duties.

- A. **Officers and Election.** The officers of the Library shall be the President, Vice President, Finance Officer, and Secretary, each of whom shall be elected annually, by secret ballot, for a one-year term by majority vote at the Annual Meeting, upon nominations from the floor, and will continue to serve until such time as a replacement is elected at the next Annual Meeting, or they are removed. Only Trustees of the Library may serve as officers. An officer may succeed himself or herself in office, but no officer may serve more than three (3) consecutive terms in a single office.
- B. **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.

C. Duties.

- 1. President** – The President shall preside at all meetings of the Board and preserve order. He or she shall enforce the By-Laws and perform such other duties as the By-Laws shall direct. He or she shall be a member and chair of the Executive Committee and a member ex-officio of all other committees. The President shall have the power to call special meetings of the Board as well as meetings of all committees whenever he or she deems it necessary. The President shall execute all documents as authorized by the Board. Should the President be prevented by illness or otherwise from performing his or her duties, the Vice-President shall perform the duties of the President.
- 2. Vice-President** – The Vice-President shall perform the duties of the President in the event of the latter’s absence or disability, and shall succeed to the office of the President upon the resignation or death of the President.
- 3. 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.
- 4. Finance Officer** – The Finance Officer, with the assistance of the Treasurer as necessary, 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 connection with annual independent audits, prepare and file an annual financial report with the Board. In the absence of the President and Vice President, the Finance Officer shall serve in his or her stead. The Finance Officer shall be a member of the Executive Committee.

D. Removal. Any officer elected as provided in these By-Laws may be removed by a majority of the entire Board, pursuant to Education Law § 226(8), on the basis of misconduct, incapacity or neglect of duty.

E. Resignation. Any officer may resign his or her office at any time, by submitting a resignation in writing 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 G of these By-laws.

Article VI: Meetings

- A. Annual Meeting:** The Annual Meeting will be held at the regular January meeting of the Board of Trustees, to elect officers; distribute the Disclosure of Conflict of Interest Statement to all trustees to be completed, signed and returned to the Secretary; and to authorize payment in advance for public utility services, postage, freight, and express charges.
- B. Regular Meetings.** Regular meetings shall be held at least monthly, at times and places to be established by the Board at the beginning of the year; 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 and for the month of January. All meetings of the Board shall be conducted in accordance with Article 7, Section 100, et al., of the Public Officers Law of the State of New York.

- C. 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 four (4) 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 D of this Article. The agenda of a special meeting shall be limited to the specific items set forth in the notice for the meeting.
- D. Notice of Meetings.** Written notice of the Annual and regular meetings of the Board shall be given to the Trustees at least ten (10) days prior to the date of the meeting. Except in an emergency, where all Board members give consent in accordance with section E of this Article to hold a meeting on shorter notice, written notice of a special meeting of the Board shall be given to each Trustee at least three (3) days prior to the date of the meeting. All such notices shall contain the time and place of the meeting and, in the case of a special meeting of the Board, shall state the purpose or purposes of the special meeting. In the event the Board is to consider the adoption, revision or annulment of a provision of these By-Laws pursuant to Article XI, the notice to the Trustees of such meeting shall include the language of the proposed change(s) and a brief statement of the purpose(s) thereof.

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

- E. 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.
- F. Quorum.** Five Trustees, present, 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.
- G. 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.
- H. Consent Agenda:** To expedite the conduct of routine business during Board meetings in order to allocate more meeting time to discussion of substantive issues, the Board will use a consent agenda. The consent agenda should consist of routine financial, legal and administrative matters that require Board action. Items are expected to be non-controversial and not requiring discussion. Motions, resolutions and all supporting materials for the consent agenda should be sent to Board members at least one week in advance. Early in the meeting, the President will ask if any member wishes to remove an item from the consent agenda for separate consideration, and if so, the President will schedule it for later in the meeting.

- I. **Open Meetings.** In accordance with the New York State Open Meetings Law, all meetings of the Board 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.
- J. **Action of the Board.** Except as otherwise required by law or these By-Laws, no action of the Board shall become effective unless five or more Trustees shall affirmatively vote in favor of it. Voting by proxy shall not be permitted.

Article VII: Appointed Executives

A. Library Director

1. Appointment. The Board shall, in conformity with applicable Civil Service rules, 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. The Board shall evaluate and fix the compensation of the Executive Director annually, by April 1st.

2. 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.

3. 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 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.

B. Treasurer

1. Appointment. The Board shall appoint a Treasurer at the Annual Meeting, who shall be the financial officer of the library, acting on behalf of the Board and under its review and direction. The Treasurer shall not be a current Trustee of the Library. The Treasurer shall serve at the pleasure of the Board for a one year term. The Treasurer may succeed himself or herself in office.

2. Responsibilities. The Treasurer shall have custody of the monies of the Library. He or she shall be responsible for collecting the debts owed to the Library; paying the obligations of the Library; administering the budget of the Library in coordination with the Director; filing the Library's tax returns; and maintaining books and records in which are recorded the financial transactions and affairs of the Library.

3. Meetings. The Treasurer may be required, from time to time, to attend meetings of the Board of Trustees and/or the Executive Committee and respond to questions from Trustees. The Treasurer shall be an ex officio non-voting member of the Finance Committee.

Article VIII: Employees, Consultants and Independent Contractors

The Board shall have the authority to retain or employ such professional or other consultants, independent contractors, or employees as it shall deem appropriate, including but not limited to legal

counsel, accountants, library consultants, and public relations consultants on such terms and for such periods as it deems appropriate.

Article IX: Committees

A. Committees of the Board. There shall be the following committees of the Board, which shall be appointed by the Board. In the case of the Executive Committee, the appointment shall be made by a majority of the entire Board. Except as otherwise provided by these By-Laws, the Executive Committee shall designate the Chair of each committee no later than the first regular meeting after the annual meeting.

1. Executive Committee. The Executive Committee shall consist of five members: the President, the Finance Officer, and three other trustees appointed by the Board. The Executive Committee shall perform the duties and responsibilities of the Board when circumstances require urgent action which cannot wait for the next scheduled meeting of the board or for a special meeting to be called. The Executive Committee shall advise and report on matters involving human resources, and shall conduct an annual review of the Library Director. The Executive Committee can also exercise other powers and duties as may be authorized by the board. Any time the Executive Committee exercises the Authority of the board it shall be obligated to timely notification of all Trustees of such action. All Trustees shall receive notice of meetings of the Executive Committee in advance.

2. Audit Committee. The Audit Committee, comprised solely of Library Trustees, will review with the auditor scope and planning of the audit prior to commencement; review and discuss completed audit, including any material risks and weaknesses in internal controls, restrictions on the scope of the auditor's activities or access to requested information, significant disagreements between auditor and management and the adequacy of the accounting and financial reporting processes. The Audit Committee will annually consider the performance and independence of the auditor and will keep the Board apprised of the committee's activities. The Audit Committee will oversee and maintain documents regarding the implementation of the Conflict of Interest Policy.

3. 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 review of the Budget. It shall be comprised of two Trustees and the Finance Officer, who shall also be its chair. The Board may appoint additional members of the Finance Committee who are not Trustees, who may participate in the discussions and offer advice at meetings of the Committee but shall not have a vote.

4. Governance Committee. The Governance Committee drafts, reviews and revises these By-Laws, as well as the policies that guide the operation and use of the Library, including those required by the State of New York in accordance with the Commissioner's Regulation 90.2. Adoption and revision of policies and/or these By-Laws are subject to action by the Board of Trustees. The Governance Committee also ensures effective board processes and roles, which include Trustee orientation, ongoing education, and evaluation. The committee maintains analyses of board strengths and weaknesses, plans appropriate educational activities for Trustees, oversees the election of officers, works with the director to coordinate and communicate the trustee election process/calendar, and advises on matters relating to the filling of Trustee vacancies. The Governance Committee shall be comprised of three Trustees, one of whom shall be designated chair.

7. Building Committee. The Building Committee shall monitor all Library capital construction, renovation, and repair projects and shall provide regular reports and recommendations to the Board on such projects until completed. The Committee also is charged with reviewing and making recommendations to the Board regarding a facilities master plan and facility management issues. The Committee shall be comprised of three Trustees as its voting members, one of whom shall be designated chair, and will include the Executive Director as a non-voting member and the Facilities Manager as a non-voting member.

The Building Committee acts as advisor to the Board of Trustees by recommending strategies to maintain the building and grounds, and conducting holistic planning to anticipate/prepare for capital improvements that support Library functions and programs. The committee operates in the context of preserving and protecting the building's historic character and architectural integrity. The Building Committee keeps the Seymour Library Foundation informed in anticipation of need for future investment in facilities.

B. Other Committees. The Board may create Committees of the Board other than those hereinabove described, or Committees of the Corporation, for any other library purpose, by an affirmative vote of the majority of the Trustees. The members of any Committee of the Board shall be appointed by a majority of the Trustees and shall include three or more Trustees. The members of any Committee of the Corporation shall be appointed by the Executive Committee and may include Trustees and one or more persons other than Trustees. Committees of the Corporation shall not have the authority to bind the Board. The Executive Committee shall designate the chair of any committee.

C. 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.

D. Committee Meetings. Committee meetings shall be open to the public except where it is appropriate to enter into an executive session of the Committee.

ARTICLE X INDEMNIFICATION

A. 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.

B. 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 the liabilities of the Library, distribute the remaining assets in accordance with the provisions of the Education Law and Not-for-Profit Corporation 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 accordance with Article VI, Section D, in writing to members of the Board at least ten (10) days 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 five (5) years.