

## **CHARTER**

The Clyde-Savannah Public Library Absolute Charter was granted by the New York State Education Department on September 26, 1986, to serve the residents of the Clyde Savannah School District, replacing the former Galen Free Library. The Clyde Savannah Public Library is a free entity, independent of any control by the Clyde Savannah School District. Control of the library rests solely with the Board of Trustees, consisting of not fewer than five (5) or more than eleven (11) members, elected by the voters of the Clyde Savannah School District. Primary funding of the Clyde Savannah Public Library is by tax levy approved annually by the ~~registered~~ qualified voters of the Clyde Savannah School District. Additional funding is from grants, donations, fines, copying and fax fees, fund raisers, and sale of discarded or donated materials.

Reviewed 2/4/2019

## **OBJECTIVES**

Library Bill of Rights

The Freedom to Read

Freedom to View

Free Access to Libraries for Minors

The Non-Removal of Challenged Library Materials

Statement on Labeling

Reviewed 2/4/2019

## **BY-LAWS OF THE CLYDE-SAVANNAH PUBLIC LIBRARY**

### ARTICLE I: NAME

The name of the corporation is the Clyde-Savannah 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 has its principal place of business in Clyde, New York.

Reviewed 10/29/2018

### ARTICLE II: PURPOSE

The purpose of the Library is to promote, develop, and maintain the library facilities, resources, and services for free public use to the inhabitants of the Clyde-Savannah Central School District.

Reviewed 10/29/2018

### ARTICLE III: MEMBERSHIP

The corporation of the Library shall have no members.

Reviewed 2/18/2019

### ARTICE IV: ANNUAL BUDGET VOTE AND ELECTION OF TRUSTEES

1. Voting on the annual budget and the election of members of the Board of Trustees shall be conducted at the library on the first

Monday of May between the hours of 2 PM and 8PM, or whatever hours the Board deems appropriate.

2. The date, time, and place of the public voting shall be published in the Finger Lakes Times and the Times of Wayne County at least thirty (30) days prior to the voting. Should either of these publications cease to exist, an alternate source shall be found.
3. Nominating petitions for the position of trustee must be signed by at least twenty-five (25) eligible voters of the district and must be returned to the Library Director thirty (30) days prior to the library election.
4. Election inspectors appointed by the Board of Trustees shall supervise the voting. The inspectors shall be members of the Clyde-Savannah School District who are independent of the members of the Library Board or employees of library. (A minimum of at least two inspectors shall be required.)
5. All voting shall be done in person only by residents of the Clyde-Savannah School District who are at least eighteen (18) years of age. Absentee ballots will be made available upon request.
6. No electioneering of any kind shall be permitted anywhere in the library or on the library grounds.
7. A special meeting of the Board of Trustees shall be held following the voting in order to confirm the results of the vote.

Revised 10/28/2019

#### ARTICLE V: BOARD OF TRUSTEES

1. Powers: All powers of the Library shall be vested in the Board of Trustees ("the Board"). The Board shall be authorized to take any and all actions in the 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.
2. Composition: The Board of Trustees shall consist of ~~nine (9)~~ seven (7) members, appointed by the Board, or elected by the qualified voters of the Clyde-Savannah Public School District.
3. Qualification: A candidate for election or appointment as trustee must be a legal resident of the Clyde-Savannah Central School District of Wayne County, New York (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 the Education Law.
4. Terms: A trustee shall serve for a term of five (5) years, unless elected to fill a vacancy on the board. The terms of the trustees shall be staggered so that no more than two terms expire each year.
  - (a) Elected trustees shall assume their duties on June 1 (one) following their election and qualification, or as soon thereafter as they may be able to take the Oath of Office, and shall serve until May 31 (thirty-one) of the last year of their term.
  - (b) The Board shall appoint a new trustee to fill a vacancy. Such appointed trustee shall stand for election to fill the unexpired term.

- (c) Any such person appointed to fill a vacancy on the Board shall take office following their appointment and qualification, or as soon thereafter as they may be able to take the Oath of Office.
  - (d) At any election where more than one trustee vacancy is being filled for expired or unexpired terms, the candidate receiving the highest number of votes shall be entitled to the longest term. The remaining candidates shall receive the rest of the terms in decreasing order of their number of votes with the candidate with the least number of votes receiving the shortest term. Reviewed 2/18/2019
5. Vacancies: A vacancy occurring among the elected members of the Board, by reason of resignation, removal, or death, shall be filled by the affirmative vote of the majority of the remaining trustees. The new trustee shall assume the duties of office at the meeting at which they are appointed by the Board, or as soon thereafter as they may be able to take the Oath of Office. That person shall serve until a successor is duly elected and qualified. Reviewed 2/18/2019
  6. Attendance: A trustee who fails to attend three consecutive regular meetings of the Board of Trustees shall be declared to have vacated his seat pursuant to Education Law, Section 226.4, unless a majority of the trustees considers his or her absences for reasonable cause, by vote of the Board of Trustees at the next regular meeting following the third consecutive absence. Reviewed 4/29/2019
  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, or the Library Manager. Such resignation shall be effective upon approval of the Board unless another date is specified therein. Reviewed 4/29/2019
  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 current trustees. No compensation or payment shall 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 furnishing supplies shall disclose such interest at or prior to the meeting at which approval or such contract is to be considered. The Library shall not enter into such a contract unless doing so is authorized by a majority of the trustees then in office, excluding the interested trustee. Reviewed 4/29/2019

#### ARTICLE VI: OFFICERS AND THEIR DUTIES

1. Officers and Election: The officers of the Board of Trustees shall be a President, Vice President, Recording Secretary, and Corresponding Secretary. They shall be elected by the Board of Trustees at the Annual meeting in June, upon recommendation of the Nominating Committee, or nomination from the floor, and take office as of the first day in July. The officers 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. Reviewed 6/24/2019
2. Vacancies: Any vacancy in a Library office, with the exception of the presidency, shall be filled by a 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, authorize calls for any special meetings, appoint all committees, appoint a Sergeant-at-Arms when necessary, execute all documents authorized by the Board of Trustees, serve as an ex-officio voting member of all committees, and generally perform all duties associated with the office. The President is the official spokesperson for the Board of Trustees.
  - b) Vice President: The Vice President, in the event of the absence or disability of the President, or of a vacancy in that office, shall perform the duties and functions of the President, and serve for the balance of that person's expired term. He or she shall perform such other appropriate duties as may be requested from time to time by the Board of Trustees or the President.
  - c) Recording Secretary: The Recording Secretary shall keep a true and accurate record of all meetings; post minutes of such meetings in the library, and performs other duties as are generally associated with the office. 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 substitute Secretary for that meeting. Revised 6/24/2019
  - d) Corresponding Secretary: The Corresponding Secretary shall keep track of all correspondence, and answer all correspondence in a timely fashion. This secretary will also be responsible for publicity and writing thank you notes and other acknowledgements.
  - 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 judgement, 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 to the President, Vice President, or Secretary of the Board of Trustees. Such resignation shall be effective upon approval of the Board 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. Revised 8/5/2019

ARTICLE VII: MEETINGS

1. Annual Meeting: The Annual Meeting of the Board shall be the next regular meeting after June 1 (One) 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 typically be held monthly, but no less than quarterly, at such times and places as the trustees shall determine.
3. Budget and Election Meeting: A special meeting of the Board shall be held during the regular May meeting following the Annual Budget

- Vote and Election of Trustees in order to confirm the election results and budget vote.
4. 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 request of two (2) or more members of the Board. The agenda of a special meeting shall be limited to the specific items set forth in the notice for the meeting.
  5. Notice of Meetings: Public Notice of all Board meetings shall be given in accordance with the open meetings provisions of the Public Officers Law.
  6. Waiver: Attendance of a trustee 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.
  7. Quorum: A majority of the whole board, including vacancies, 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 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.
  8. 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.
  9. 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.
  10. Action of the Board: Except as otherwise required by law or these By-laws, no action of the Board shall become effective unless a majority of the whole Board, including vacancies, affirmatively vote in favor of it. Voting by proxy shall not be permitted.

Revised 8/26/19

#### ARTICLE VIII: APPOINTED EXECUTIVES

##### 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. The Board shall evaluate and fix the compensation of the Library Director annually.

- a. Responsibilities: In accordance with the official Civil Service title specification, the Library Director shall be responsible for:
  - i. 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;
  - ii. the care and maintenance of Library property;
  - iii. adequate and proper selection of Library materials in keeping with stated policies established by the Board;
  - iv. the effectiveness of Library service to the public;
  - v. operation within the Library budget;
  - vi. acting as, or appointing someone as, the official spokesperson for the Library;
  - vii. and such other matters consistent herewith as may be identified by the Board from time to time.

Revised 8/26/2019

- b. Board Meetings: The Library Director shall attend all meeting 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.

## 2. Treasurer

- a. 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, and may succeed himself or herself in office.
- b. Responsibilities: The Treasurer shall:
  - i. have custody of the monies of the Library;
  - ii. be responsible for collecting the debts owed to the Library;
  - iii. pay the obligations of the Library upon the approval of the Board;
  - iv. administer the budget of the Library in coordination with the Library Director;
  - v. file the Library's tax returns;
  - vi. and maintain books and records in which are recorded the financial transactions and affairs of the Library.
- c. Meetings: The Treasurer may be required to attend meetings of the Board and/or its committees as needed, and respond to questions from trustees.

Revised 8/26/19

## ARTICLE IX: COMMITTEES

1. Committees of the Board: The Board may, from time to time, create committees of the Board. The Board shall appoint at least two (2) or more members of the Board to such 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.
2. Committees of the Corporation: The Board may create committees of the corporation for any other library purpose. The members of any such committee shall be appointed by the Board and may include trustees and one or more persons other than trustees. The Board shall also designate the chair of any such committee. No such committee shall have the authority to bind the Board.
3. Committee Records and Reports: Each Committee, established in accordance with these By-Laws, shall provide a report of its meetings and activities to the Board as often as the Board may require. These reports shall be included in the Board meeting minutes by the Secretary.

Revised 9/30/2019

## ARTICLE X: FISCAL YEAR

The Library's Fiscal Year runs from January 1(one) through December 31 (thirty-one). Reviewed 9/30/2019

## ARTICLE XI: INDEMINIFICATION

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 judgements, 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 forgoing 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 by-law, 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 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. Reviewed 9/30/2019

#### ARTICLE XII: 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 and Not-for-Profit Corporation Law of the State of New York. Reviewed 9/30/2019

#### ARTICLE XIII - STATE LAWS FOR PUBLIC INSTITUTIONS

All policies of the Clyde-Savannah Public Library shall conform to the New York State Sunshine Laws: (1) Open Meeting Law and (2) Freedom of Information Law.  
Review 10/28/2019

#### ARTICLE XIV: AMENDMENTS

These By-Laws may be amended, or be repealed, by a majority vote of the trustees currently in office at any meeting of the Board, provided that all members of the Board have been notified at least ten (ten) days before, or presented at the regular meeting prior to, the meeting at which the proposed change(s) will be considered by the Board. These By-Laws shall also be subject to a mandatory review by the Board every five (5) years.  
Reviewed 9/30/2019

Adopted November, 2019