

FAYETTEVILLE FREE LIBRARY
BOARD OF TRUSTEES

RESOLUTION

At a duly called meeting of the Board of Trustees of the Fayetteville Free Library, upon a motion made by Pat Curtin, and seconded by Betsy Bower, it was

RESOLVED, that the board of trustees approves the amendments to the Bylaws of the Fayetteville Free Library as proposed in the annexed redlined document; and be it further

RESOLVED, that the Executive Director is authorized and directed to place these newly revised bylaws on the Library's website.

Dated: September 26, 2017



9/26/17, Secretary

Vote: 7 In Favor
 — Opposed
 — Abstentions



BYLAWS OF THE FAYETTEVILLE FREE LIBRARY

ARTICLE I. NAME

The name of the Association is the Fayetteville Free Library. The Association 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.

ARTICLE II. PLACE

The Library shall be located in the Fayetteville Free Library's chartered service area, as approved by the New York State Regents, as outlined on the attached map of the Association's chartered service area. The Library is currently located at 300 Orchard Street, Fayetteville, New York.

ARTICLE III. PURPOSE

The purpose of the Library is to serve the residents of the Fayetteville Free Library chartered service area, as described in Article II, by maintaining a free public library.

ARTICLE IV. MEMBERS

Any resident of the Fayetteville Free Library's chartered service area, as described in Article II, shall be a member of the Association.

ARTICLE V. BOARD OF TRUSTEES

- 1) The business and affairs of the Association shall be governed by a Board of Trustees consisting of no fewer than five (5) and no more than fifteen (15) persons, elected in accordance with the Library's Charter and these Bylaws. The current number of trustees shall be seven (7).
- 2) The Board of Trustees 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.
- 3) Trustees of the Association shall be elected by the Board at a duly called meeting of the Board following the meeting at which they are reviewed by the Board pursuant to the Strategic Board Development Process.
- 4) The term of office of an elected trustee shall be three (3) years and will begin on the date of their election. A trustee shall serve no more than two (2) consecutive full terms.
- 5) If a vacancy occurs on the Board for any reason other than expiration of a term, the Board may nominate a person to replace the Trustee whose seat has become vacant by giving notice of the nomination at a duly-called meeting. The nomination must be approved by a quorum of the Board at the next duly-called meeting of the Board. The Secretary shall maintain a list of all Trustees, their dates of election, and the date on



which their term expires.

- 6) Trustees must reside within the geographic boundaries of the Fayetteville-Manlius Central School District. However, at any given time, no more than three (3) Trustees who live outside the Library's chartered service area, as described in Article II, shall serve on the Board.
- 7) Members of the Fayetteville Free Library Board of Trustees shall conform to the basic principles of civil behavior with regard to Library activities. Trustees may be removed in accordance with the provisions of section 226 of the Education Law.

ARTICLE VI. TRUSTEES' DUTIES AND RESPONSIBILITIES

- 1) The Board of Trustees will appoint a qualified Executive Director and shall ensure that the Library is managed in a manner consistent with its established policies and all applicable regulations of the New York State Commissioner of Education.
- 2) The Board of Trustees shall develop and approve the policies under which the Library is to be operated.
- 3) Trustees shall attend a minimum of one-half of the regular scheduled meetings per year.
- 4) Trustees shall secure adequate funds to carry out the library's program.
- 5) Trustees will report regularly to all stakeholders, including the general public.
- 6) All new trustees will receive a trustee tour and orientation prior to their first board meeting.
- 7) At the time of their election and in each year of their term, all Trustees will read, sign and abide by the Fayetteville Free Library Conflict of Interest policy.
- 8) Trustees must read and sign off on the Fayetteville Free Library Trustee's and Executive Director's roles and responsibilities forms.
- 9) The Library budget shall be drafted by the Executive Director and Library staff and will be reviewed and approved by the Board. The Library's Annual Report shall be drafted by the Executive Director and Library staff and will be reviewed and approved by the Board. The Library's annual tax returns shall be drafted by the Library's accountants, reviewed by the Executive Director and Treasurer, and approved by the Board.
- 10) The Board of Trustees shall plan for both immediate and long-range Library policy and governance issues.
- 11) The Board of Trustees will pass and maintain a Conflict of Interest Policy and a Whistleblower Policy as required by the New York State Non-Profit Revitalization Act, as amended.



ARTICLE VII. OFFICERS

- 1) The Trustees shall elect from their membership Co-Presidents, a Secretary, and a Treasurer (the "Officers").
- 2) Officers shall be elected by a quorum of the Board at the Annual Meeting for a term of one (1) year, until the next Annual Meeting.
- 3) Officers may be removed from their respective duties at any time during their tenure in office by a quorum of the Board at a duly-called meeting.
- 4) The officers shall each have the powers and responsibilities set forth in these bylaws, as well as all powers and responsibilities traditionally held by persons serving in such office for an association library.
 - a. **Co-Presidents.** The Co-Presidents 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 Co-Presidents are the official spokespersons for the Board of Trustees. The Co-President shall appoint members of all committees and their chairs, with the advice and consent of the Board. In the absence of a Co-President, the other Co-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. If a Co-President shall resign, die, or be removed from office, the Board shall appoint a replacement Co-President for the balance of that person's unexpired term as Co-President.
 - b. **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.
 - c. The Treasurer, in conjunction with the Executive Director, shall present a report of the Library's financial activities and condition to the Board as often as the Board may require; shall review the Library's annual budget with the Executive Director prior to its approval of the Board; and shall, in coordination with independent auditors selected by the Board, ensure that a biennial audited financial statement is prepared and filed.
 - d. In the absence of the Co-Presidents from a meeting of the Board, those



Trustees present shall elect a President, pro tempore, to preside at that meeting.

- 5) Acting unanimously, the Officers may transact business of the Board of Trustees, as may be permitted by the Board of Trustees, between meetings of the Board of Trustees.

ARTICLE VIII. ANNUAL MEETING

The Annual Meeting of the Board shall be held at a time to be determined by the Board of Trustees in the fall of each year. In addition to the notice requirements of the New York State Open Meetings Law, ten (10) days' notice of the Annual Meeting shall be given to the membership by publication of an official notice on the library's website (www.fflib.org).

ARTICLE IX. BOARD MEETINGS

- 1) Meetings of the Board of Trustees are typically held six times per year at dates and times determined by the Board of Trustees. Meetings shall be open to the public as required by the New York State Open Meetings Law.
- 2) Special Board meetings may be called by the President or upon the request of three (3) Trustees.
- 3) Four (4) Trustees shall constitute a quorum of the Board of Trustees for transacting business at regular and special meetings. At least four (4) members of the Board of Trustees, present and voting in favor of an action at a regular or special meeting shall be required for approval of the action, except as otherwise provided for in these bylaws.
- 4) Trustees may participate in a meeting through the use of video-conference, but only if their participation in such manner is conducted in accordance with the requirements of the New York State Open Meetings Law.

ARTICLE X. FINANCES

- 1) The Library's fiscal year shall begin on July 1st and will conclude on June 30th.
- 2) A biennial financial audit of the books of the Association shall be made by an independent auditor in consultation with the Treasurer and Executive Director in odd years. This audit shall be reviewed by an Audit Committee, consisting of two Board members, the Library's Director of Finance, the Library's Executive Assistant, and the Executive Director. The biennial audit will be presented by the auditor to the Board at a duly-called meeting, and approved by a quorum of the Board. In years where an audit is not performed, the Associations books will be subject to compilation and review by the Library's auditor.
- 3) The annual budget shall be prepared by the Executive Director in consultation with the Treasurer. The Treasurer will present the draft to the Board for review and will be adopted by the Board not later than March of each year.



ARTICLE XI. PUBLIC COMMENT

Although Board meetings are for the Trustees to act upon the business of the Association and the role of the public is to observe, rather than participate, the Board of Trustees welcomes attendance by members of the public at its meetings. In addition, members of the public are encouraged to express their comments during the "Public Comment" portion of each Board meeting. Individuals wishing to be heard by the Board must list their name on a "Public Comment Card" available at each meeting and be recognized by the Board President. After identifying themselves, speakers will make comments as briefly as the subject permits, but shall not exceed three (3) minutes without the Board's prior approval. The Board President may interrupt or terminate an individual's statement of public comment if: (1) the statement has been previously made to the Board and addressed by the Library, (2) it exceeds five minutes or a longer period approved by the Board, or (3) it is personally directed, abusive, or obscene. The Board will listen to the statements made during public comment and may ask questions for clarification, but will not engage in discussion or debate. If there is a need for response from the Board, it will generally come at a later time, after the Board has had time to deliberate the issue, to seek more information, or to assign the matter to the Executive Director/Library staff for follow-up.

ARTICLE XII. ORDER OF BUSINESS

The order of business at all meetings of the Board shall be as follows:

- 1) Call to Order
- 2) Public Comment
- 3) Approval of minutes
- 4) Review of financial reports
- 5) Report of the President
- 6) Report of the Executive Director
- 7) Board discussion items
- 8) Board action items
- 9) Adjournment

ARTICLE XIII. FILING OF MINUTES

The approved original minutes of all Annual Meetings and all Meetings of The Board shall be kept in a secure place within the Library. Recent minutes (for meetings which occurred in or after December 2015) will also be maintained digitally and may be accessed through the library's website (www.fflib.org).



ARTICLE XIV. PARLIAMENTARY AUTHORITY

The latest edition of "Robert's Rules of Order, Newly Revised" shall be followed in regard to questions of parliamentary procedure, unless a contrary procedure is established in these bylaws.

ARTICLE XV. COMMITTEES

- 1) There shall be an Audit Committee as described in Article X.
- 2) All other committees, whether standing or non-standing ("special"), shall be created by a vote of the Board.
- 3) When creating a special committee, the Board shall establish its purpose and its anticipated duration. Unless otherwise stated, special committees shall have the same powers as standing committees.
- 4) The President of the Board shall appoint the chair and members of any and all committees, subject to approval by a vote of the Board. Committee members do not have to be members of the Association; they may be staff, members of the Association, or representatives of the larger Onondaga County community.
- 5) Committees may not bind the Library or the Board; all committee actions are subject to approval by a vote of the Board.

ARTICLE XVI. EXECUTIVE DIRECTOR

- 1) The Board of Trustees shall appoint an Executive Director who shall be the executive and administrative officer of the Library. The Executive Director must meet the minimum requirements set forth in the regulations of the Commissioner of Education.
- 2) The Executive Director is responsible for administering the policies and budget of the Library and for the overall management of the operations, budget and personnel of the library.
- 3) The Executive Director or his/her representative shall attend meetings of the Board and its committees as well as any public meetings that may impact the interest of the Library.
- 4) The Executive Director will report regularly to the board, local government officials and representatives and to the general public.
- 5) The Executive Director has the right to speak on all matters under discussion at Board meetings, but does not have the right to vote. The Executive Director will be invited to all executive sessions of the Board of Trustees, except those relating to his/her performance or evaluation.

ARTICLE XVII. AMENDMENTS



The bylaws may be repealed or amended by the affirmative vote of at least five (5) Trustees at any duly-called Board meeting, except that no bylaw may be repealed or amended unless the proposed repeal or amendment has been presented to the Trustees in writing at least ten (10) calendar days in advance of the meeting at which it is to be considered.

ARTICLE XVIII. DISSOLUTION

The Association may be dissolved by a vote six (6) Trustees at a special meeting called for that purpose. The proposal for dissolution of the Association shall be presented in writing at a regular or special meeting of the Board at least four weeks before the meeting at which it is to be considered.

ARTICLE XIX. INDEMNIFICATION OF TRUSTEES

The Association shall carry an Officers and Directors Liability Insurance Policy to protect itself and any trustee, officer, employee or agent of the Board against any expense, liability or loss incurred by them involving the lawful execution of their duties, if they acted in good faith for a purpose that they reasonably believed to be in the best interests of the Board. The Association shall indemnify its officers, trustees and employees to the fullest extent possible under law for any liability above and beyond the limits of the Liability Insurance Policy.

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Approved: June 2016
Amended: 9/26/ 2017