

**The Nyack Library  
Minutes of the  
Board of Trustees  
Special Meeting  
Monday, December 12, 2022**

**Present:**

E. Michael Growney, **President**  
Ellyse Okin Berg, **Vice President**  
Steven Cea  
Diane Christian  
Tracy Dressner  
Roger Seiler  
Bebb Wheeler Stone

**Absent:**

Wayne Henry, **Secretary**  
Brian Murrell, **Treasurer**  
Michael Penn

**Staff:** Ed Falcone, Interim Library Director  
Minerva Parker, Board Clerk

***Call to Order:***

The Board President Mr. Growney called the Special Meeting of December 12, 2022, to order at 7:00 p.m., in the Community Meeting Room.

***Agenda Review:***

To discuss the Policy Committee's Proposed Revisions of the Bylaws.

***Proposed Bylaw Revisions:***

Ms. Berg states the second draft is the copy before everyone for review and discussion. Ms. Dressner notes that the Mission Statement and Preamble are listed at the beginning of the Bylaws, and were not a part of the Bylaw revision, but would be addressed at a later date.

Following are those proposed changes:

1. Reformats text to improve readability.
2. Clarifies language throughout the document.
3. Revises Charter Service Area to account for change in South Nyack governance. (1. B. Already approved.)

4. Strengthens provision to ensure Board speaks with one voice. (2. A. 3. – Removed. To be included in Code of Conduct policy.)
5. Includes guidance on Trustees conduct. (2. A. 8.)
6. Changes the wording of what décor changes require Board approval. (2. A. 6.)
7. Strengthens attendance requirements for Board and Committee meetings. (2. A. 10. & 11.)
8. Includes new sections to comply with state requirements on continuing education and sexual harassment training. (2. A. 11., 12., 13.)
9. Changes Annual Association Meeting (Trustee Election) from January to February. (2. D. 1. Already approved but added clarity) (6. C. 1.)
10. Combines Trustee and budget elections in February. (2. D. 1.)
11. Extends time to submit petition from two weeks to four weeks before election. (2. D. 3.)
12. Modifies candidate qualifications to avoid conflicts of interest by prohibiting employees and members of their immediate family from running for trustee. (2. D. 4.)
13. Schedules Annual Trustee Meeting to coincide with first regular board meeting to provide time between election and seating new trustees. (2. D. 6.) (6. D.)
14. Includes new language to institute term limits to a maximum of three – three year terms. (2. D. 8.)
15. Clarifies reasons for trustee removal from office. (2. E. 1.)
16. Changes notice provision for trustee resignations and requires resignations to be posted and a waiting period before appointment. (2. E. 2. et. seq.)
17. Develops a succession plan by adding the office of Second Vice President. (3. A.; 4. C.)
18. Formalizes the officer nomination process. (3. B. 1.)
19. Institutes officer term limits except for the treasurer. (3. B. 5.)
20. Clarifies and updates duties of officers. (4. A. et. seq.)
21. Sets unanimous vote of Executive Committee to take action prior to formal Board action. (5. A. 4.)
22. Establishes the right of the President to establish an Advisory Council and sets forth a framework. (5. C. 2. – Open for further discussion.)
23. Aligns agenda with current practice. Changes current practice to have public comment after Director’s report. (6. F. 1.)
24. Addresses members of the public’s failure to comply with public comments rules. (Removed. To be included in policy.)
25. Updates responsibilities of the Library Director. (7. B. 1.)
26. Clarified financial reporting requirements. (8. A.; 8. F. 2.)

**Public Comments:** (full Meeting comments may be heard here <https://soundcloud.com>)

John Gray, resident, library card holder, made comments to the Board.

Mark Dery, resident, library card holder, made comments to the Board.

Michelle Morales, resident, employee, made comments to the Board.

**Adjournment:**

**Upon motion** by Ms. Dressner, seconded by Ms. Christian, the Board unanimously agreed to adjourn at 9:05 pm. There were 7 yes votes.

Respectfully submitted,

*Minerva Parker*

Board Clerk

APPROVED