

THE NYACK LIBRARY

MISSION STATEMENT

The Nyack Library aims to provide all members of its community with the materials and the professional, caring staff assistance they need to help them gain knowledge, broaden their lives, and fulfill their cultural, intellectual, educational and recreational needs.

The library puts special emphasis on providing timely and accurate information; on meeting recreational needs with current, high-interest materials in a variety of formats; and on stimulating children's and young people's appreciation of reading and learning.

The library promotes free and open access to its collections and resources to every member of the community.

PREAMBLE

This Free Association Library is a private not-for-profit corporation granted a charter by the State of New York in 1890, amended in 2001, and is named the "Nyack Library." This library and its Board of Trustees (hereinafter the "Board") are governed by the laws of New York State, the regulations of the Commissioner of Education and by the following by-laws.

BY-LAWS

1. Organizational Structure and Chartered Service Area

a. *Structure.* The Nyack Library is a not-for-profit corporation, governed by a Board of Trustees, that owns the library and it operates under a library charter issued by the State of New York. The corporation owns and operates the library and all of its assets on behalf of, and for the benefit of, all the residents of the library's Chartered Service Area.

b. *Service Area.* As defined in its current charter, the library's Chartered Service Area consists of the four incorporated villages of Nyack, Upper Nyack and South Nyack and Grand View; the unincorporated area known as Upper Grandview, in the town of Orangetown, as far as it is located in the Nyack Union Free School District; and part of the unincorporated area known as Central Nyack in the town of Clarkstown, as far as it is located in the Nyack Union Free School District.

c. *Association.* The Association consists of all residents of the Nyack Library's Chartered Service Area. The Association shall meet annually for the purpose of voting to fill any Board vacancies, on the second Monday of January at a publicly noticed time.

2. BOARD OF TRUSTEES

a. *Powers and Duties.* The Nyack Library shall be governed by a Board of not more than twelve Trustees, and this Board shall have all powers and duties as given to trustees of educational institutions by the Education Law of the State of New York. All actions of the Board shall be accomplished by affirmative votes of a majority of the members of the Board except where a higher standard or super majority is required by these bylaws, or where the Executive Committee or other committee of the Board is specifically authorized by the Board or these bylaws to act on its behalf. No Board member shall act on behalf of the Board without specific prior approval of the Board. Acting under its collective authority, the Board shall establish policy for the operation of the Library, ensure the preparation and adoption of an annual budget, appoint the Library Director, supervise the Director in the operation of the Library, monitor library operations, and audit and control the library's finances. As the embodiment of the corporation, the Board of Trustees collectively is the owner of the library, its real estate and all of its assets. The Board is therefore empowered to control this property and to use and dispose of it as the Board shall deem in the best interests of the institution and the Association. Each Board member has a fiduciary responsibility in overseeing the operations of the library, and in fulfillment of this duty has the right to access and query original sources of information within guidelines established by the Board. Regarding the Board's exclusive policy-making authority, "policy" includes decisions about the design and color of buildings and facilities, both exterior and interior. Either the Board or a designated committee of the Board shall be consulted and shall approve all such decisions.

b. *Supervision of Director.* The Director, or his/her designee, is the only employee supervised by the Board; the Director is responsible for the management and supervision of all other library employees. As authorized by the Board, the President shall communicate the Board's instructions to the Director. The Board shall assist the Director in an advisory capacity, though this advisory function may be governed by guidelines adopted by the Board. Under the leadership of the President, the Board shall prepare an annual written appraisal of the Director's performance, and it shall be given to and discussed with the Director by the President and at least one other trustee selected by the President.

c. *Election of Trustees.* Each Annual Association Meeting shall consist of an election of not more than four Trustees to terms of three years each as well as any election to fill a Trustee's unexpired term. The nominations for these Trustees shall be submitted in writing to the Secretary of the Board at least two weeks before the annual meeting. Nomination shall either be by recommendation of the Board's nominating committee and confirmed by vote of the Board, or by petition from the community with at least twenty-five signatures of registered voters from the library's Chartered Service Area as defined herein. Trustees must be residents of the Chartered Service Area of voting age. Residents of the Chartered Service Area of voting age are eligible to vote in the annual Association Meeting. Newly elected Board members will take office at the first regular Board meeting following the Annual Board Meeting, and shall hold office until a successor is appointed or elected. Trustee vacancies may be filled at any regular meeting of the Board of Trustees by a vote equal to two-thirds of the full Board.

d. *Removal.* A trustee may be removed for cause by a vote of two thirds of the Board of Trustees. In addition, a Trustee who shall be absent from three (3) successive regular monthly meetings or four (4) non-consecutive regular meetings within one year without an acceptable excuse shall

constitute automatic dismissal from the board unless the Board defers this dismissal by majority vote. To be excused, a Trustee, to the extent feasible, shall notify the President of the Board or the library Director prior to any regular meeting that the Trustee cannot attend. In the event of a dismissal, the President shall inform the absent Board Member in writing that he/she is no longer on the Board. If dismissal is deferred by Board action the President shall inform the absent Board Member in writing of the conditions of this deferral.

e. *Resignation.* Any trustee resigning from the board prior to term expiration should provide both the Board's president and secretary with a letter of resignation. Any vacancy shall be filled by nomination provided by the Nominating Committee and election by the Board at a regular meeting, and shall hold such office until an individual is elected for the unexpired term at the Association Annual Meeting.

f. *Votes.* Each Trustee shall have one vote, irrespective of office held. A Trustee must be present at a meeting in person to have his/her vote counted.

g. *Library Advocates.* The Board is responsible for building and maintaining community support for the library and its budget, including interactions with municipal and other governmental authorities, fundraising, and the granting of awards to community members for service to the library. The Board shall promote the library in the local community and in society in general.

3. OFFICERS AND THEIR ELECTION

a. *Officers.* The officers of the Library shall be President, Vice-President, Secretary, and Treasurer, who shall be chosen from the Board of Trustees and elected by a majority of the full Board at the first meeting of the Board after the annual membership meeting.

b. *Election.* For the election of officers, the chairperson of the Nominating Committee shall place in nomination for each office all members of the Board, except any who may have indicated an unwillingness to serve in an office. Then by written secret ballot, the Board members in attendance shall vote their choices for each office. To be elected to an office, a nominee must receive the vote of the majority of the full Board. If necessary, successive ballots shall be voted until a majority vote has been cast for each office. The officers shall hold office for one year or until their successors are chosen.

4. OFFICERS' DUTIES

a. The **President** shall preside at all meetings of the Board, its Executive Committee and the Association membership; call for special meetings as may be required; appoint all committees from among the Board members; execute all documents authorized by the Board; serve as an ex-officio voting member of all committees; and perform all duties associated with the office in law or in policies adopted by the Board, or as described in Roberts Rules of Order, Newly Revised-. The President shall take action only as authorized by the Board's resolutions, and shall monitor and report to the Board on the implementation of the Board's policies and decisions. At the direction of the Board, the President shall act as spokesperson for the Board on issues of library

policy in the Board's communications with the Director, the public and government agencies, as described in Section 12. As needed, the Board's directions and intentions are communicated and explained to the Director through the President.

b. The **Vice President**, in the absence or disability of the President, or in case of a vacancy in that office, shall assume and perform the duties and functions of the President. The Vice President shall act as aide to the President and shall, when acting as President, execute the duties of President, and shall perform such other duties as may be assigned by the President or Board of Trustees. However, when acting as President during the temporary absence or temporary disability of the President, the Vice President shall not have the power to assign or reassign committees.

c. The **Secretary** shall sign and attest to documents and Board actions as required in the course of the Library's business, and perform such other duties as mentioned elsewhere in these bylaws, or as assigned by the Board.

d. The **Treasurer** shall ensure that financial policies established by the Board are followed by Library management. The Treasurer shall also act as Chair of the Finance Committee. In the absence or inability of the Treasurer, his/her duties shall be performed by such other member of the Board as the Board may designate as Acting Treasurer. In executing his/her duties and responsibilities, the Treasurer shall:

- i. Be responsible for the care, custody and control of all the funds, securities, title deeds, and mortgages and like documents relating to the real and personal property of the Association.
- ii. Ensure that all disbursements of the Library and its affiliates, including checks, drafts, warrants or other orders or authorizations for payment from Library funds are properly approved by management and accompanied by proper documentation. Such disbursements shall be signed by the Treasurer or Acting Treasurer and countersigned by the President, or if either one or both are not available, by the Vice President and/or Secretary.
- iii. Ensure the proper receipt, deposit and accounting for all monies received by the Library, and that all deposits are made in a bank or banks approved by the Board of Trustees in the name of The Nyack Library.
- iv. Be responsible for all financing activities undertaken by the library and ensure that all such financial activities are in compliance with any applicable covenants or other legal requirements. In addition, the Treasurer shall, with the concurrence of the Finance Committee, present proposed financings to the Board for approval.
- v. Review and provide comments on the Annual Budget, and any amendments thereto prepared by management and, with concurrence of the Finance Committee, shall recommend their adoption by the Board.

- vi. Review and provide comments on the Library's property and casualty insurance program as developed by management, and with the concurrence of the Finance Committee, recommend approval by the Board.
- vii. Review and provide comments on the annual audit report and tax returns prepared by the CPA, and with concurrence of the Finance Committee, shall recommend acceptance by the Board.
- viii. Report to the Board at its regular monthly meeting on the Library's financial condition with respect to receipts and disbursements, budget status, investments, and any significant financial issues. In addition, upon request, the Treasurer shall ensure that the financial books and financial records of the Library are made available to any member of the Board of Trustees for inspection according to procedures established by the Board. At the Annual Meeting of the Board the audited financial report shall be made available to any attendees upon request.

5. COMMITTEES

- a. *Executive Committee.* The Executive Committee shall consist of 5 members, including the four officers of the Board and one other trustee nominated by the President and confirmed by a vote of the board for a term of one year. In order to enable the Board to deal effectively with urgent matters that may arise between regular Board meetings, the Executive Committee may transact such business of the Board as the Board of Trustees may authorize, except to make removals from office or amend the bylaws. Any such transactions shall be undertaken in consultation with the Director, and require the unanimous agreement of all Executive Committee members. Any such transactions shall be recorded in writing, and shall be reported to the Board at its next regular meeting whereupon the Board shall vote to ratify or otherwise modify the transactions.
- b. *Standing Committees.* The President shall appoint standing committees as follows: Finance, Audit, Personnel, and Long Range Planning, on each of which the President shall be an ex officio voting member.
- c. *Other Committees.* The President shall appoint such other committees as the President deems appropriate to the current need, such as committees on Building, Automation, Public Relations, Library Services, and Library Friends Liaison. The President shall be an ex officio voting member of each committee. All committees shall report on call to the Board of Trustees.
- d. No committee will have other than advisory powers unless, by suitable action of the Board, it is granted specific power to act.
- e. Each committee shall have a charge describing its function, drafted by the President and approved by the Board.

6. MEETINGS

a. *Regular monthly meetings* of the Board of Trustees shall be held on the day and hour to be set by resolution of the Board.

b. *Special meetings* of the Board may be called by the President at his/her discretion or at the request to the President by three Trustees for a specific purpose. No business may be transacted at such special meeting except the stated business. Written, telephone or email notice of any special meetings shall be communicated to each member at least two days before the meeting, or in the case of an emergency special meeting, with as much prior notice as practicable.

c. *Annual Association Meeting.* On the second Monday of each year, a meeting of the Association shall be held for the election of Trustees as provided in section 2.c. The polling shall commence no later than the normal opening time of the library and shall remain open until an evening time established by the Board and stated in the required prior public notices. The Secretary shall advertise the Annual Association Meeting for electing Trustees in the Library's official newspaper of record two times, once four weeks before the meeting and once three weeks before the meeting.

d. *Annual Board Meeting.* The Annual Board Meeting and the first regular meeting of the new Board of Trustees shall be held in January of each year on the second Monday. The business transacted at this meeting shall include the tabulation of the votes to fill vacancies in trustee positions, the announcement of those elected, and such other business as shall be included on the agenda. The President shall appoint two tellers to count the votes. Immediately upon the close of the Annual Board Meeting, the first regular Board meeting of the year shall be called to order by the outgoing President or Vice-President. The first business of this meeting shall be the election of Board officers for the ensuing year by secret ballot. The President shall appoint tellers to count and report the votes.

e. *Quorum.* A majority of all of the members of the Board, present in person, shall constitute a quorum for the conducting of all business of the Board. If a quorum is not present at a regular meeting, the attending members may set a date for another meeting to be held within one week, and the presiding officer shall notify the absent members of this specially called meeting.

f. *Agenda.* The standard order of business of the meeting of the Board of Trustees shall be: call to order by the President, Vice President, Secretary, or Treasurer; approval of the agenda; approval of the minutes of the preceding meeting(s); Library Director's report; Treasurer's report; presentation of financial statements; committee reports; unfinished business; new business; public comment; and adjournment. Public comment or special presentations may be scheduled early in the agenda, at the President's discretion. The proposed agenda for each meeting shall be prepared at the direction of the President.

7. OPEN MEETINGS POLICY

All meetings of the Board shall be held in conformity with the current New York State Open Meetings Law. Except as may be otherwise provided in the Open Meetings Law, limited

participation by the public at any meeting other than a regular Board meeting is at the option of the meeting's chairperson. At any meeting, if the public is permitted to speak, the chair may announce and enforce an overall time limit for public comments, and a specific time limit for individual speakers as announced in advance by the chair.

8. DIRECTOR

a. *Appointment and Responsibilities.* The Board shall appoint a Director upon such terms and conditions as the Board shall determine, in accordance with these Bylaws. The Director shall be responsible for implementing the decisions and policies of the Board. In this capacity under the direction and review of the Board, the Director is the chief manager and administrator of the library, responsible for its day-to-day operations.

b. *Principal Duties.* The Director shall be responsible for: recommending to the Board the organization and staffing of the library together with appropriate job descriptions; selecting and supervising the staff; recommending to the Board the hiring of employees s/he has selected; the relevance and efficiency of the library's service to the public; the selection and safeguarding of library materials; the care of the buildings and equipment; managing the finances and expenses of the library in accordance with the library's budget; the library's compliance with New York State library standards and requirements and other applicable requirements of law; and for such other duties as directed by the Board. The Director is a non-voting ex-officio member of all Board committees.

c. *Reports.* The Director is expected to attend all Board meetings including the portion of any meeting during which the Board decides by vote to move into Executive Session, except on those occasions when the intention is to discuss employment, performance or salary issues regarding the Director. At regular Board meetings, the Director shall report to the Board on library performance statistics and all significant library activities and issues since the prior regular meeting. The Director shall periodically present to the Board reports and recommendations on policies and procedures to improve the efficiency and quality of library service. Between Board meetings, the Director shall inform the Board President of any significant library issues that have arisen and any significant decisions made or pending.

9. PERSONNEL

a. *Appointments.* All personnel actions must be approved by the Board of Trustees at a legal meeting. The Board creates all staff positions and approves all job descriptions. The Board shall formally approve all appointments of staff upon the recommendation of the director, including both new hires and reassignments. The Board shall appoint and fix the salaries of employees who, unless employed under special contract, shall hold their offices during the pleasure of the trustees.

10. FINANCE

1. *Fiscal Year* The fiscal year of the Library shall run from July 1 through June 30 of the following year. The operating and financial reports generated by

management for the previous fiscal year shall be presented at the regular meeting in September or as soon thereafter as practicable.

2. *Funding.* The Board is responsible for obtaining sufficient funding to provide appropriate library service to the community and shall work with the Director to implement such funding programs.
2. *Expense Management.* The Board has sole authority over the expenditure of library funds. and shall ensure that all expenditures are properly approved and payments made in accordance with established procedures. To the extent practicable, the Board shall approve in advance all non-recurring and/or over-budget expenditures above cost thresholds established by the Board. Where advance approval is not possible, the Board shall approve such expenditures at its next regularly scheduled meeting and, where required, take action to amend the budget. A list of all disbursements made during the prior month shall be provided to the Board with its regular monthly mailing. The Board shall by motion approve such disbursements at its next meeting.
2. *Bonding.* The library shall be protected by appropriate bonding. The officers and staff to be covered by bonding, and the coverage limits of the bonding, shall be as determined by the Board of Trustees.
2. *Audit.* The library's accounts shall be audited annually by a certified public accountant to be designated by the Board of Trustees. An Audit Committee of the Board consisting of five members appointed by the President, shall in accordance with AICPA guidelines periodically review the finances of the library; and shall meet with the accountant before, during and upon completion of the annual audit, and report its findings to the Board.
2. *Budget.* The Director shall be responsible for preparation of the preliminary and final annual budgets for the subsequent calendar year in consultation with any and all committees of the Board necessary to the development of the budget. The resultant preliminary budget shall be presented at the regular meeting of the Board in December. The final budget shall be presented for discussion and adoption by the Board of Trustees at its regular meeting in June.

11. CONTRACTS

All contracts entered into by the Library involving an expenditure over the life of the contract in excess of a threshold amount established by the Board shall have the prior approval of the Board of Trustees, and such contracts shall be signed on behalf of the corporation by the President and the Secretary. However, if required by legal counsel, the signature of the Treasurer may be used instead of the Secretary.

12. LIBRARY SPOKESPERSONS AND PUBLIC RELATIONS

The President of the Board and the Director shall handle all requests for information about the Library from the media or public officials, according to a plan upon which they shall mutually agree or as determined by the Board.

13. PROCEDURES

All procedures not specified herein or by law shall be governed by Robert's Rules of Order, Newly Revised, 10th edition published by DA CAPO PRESS, copyright 2000.

14. AMENDMENTS

a. *Amendment Procedure.* These bylaws may be amended at any regular meeting of the Board, provided notification of such proposed amendment has been submitted in writing, and read and discussed at one or more meetings preceding by at least twenty days the meeting at which the vote is taken, a two-thirds vote of the full Board being necessary for passage of any amendment. Written notice of any proposed amendment or amendments shall be sent to all members absent from the notification meeting at least ten days prior to any voting session.

b. *Temporary Suspension.* Any rule or resolution of the Board, whether contained in these By-Laws or otherwise, may be suspended temporarily in connection with business at hand, but for such suspension to be valid, it may be employed only at a meeting at which three quarters of the members of the Board shall be present and it is affirmed by a two thirds vote of the total membership of the Board. Any such suspension shall be noted in the minutes together with its reasons and vote count.

15. INTERPRETATION

Any question as to the correct meaning of any part of these Bylaws shall be submitted to the Board of Trustees, which shall have the authority to decide all matters of interpretation by vote of a majority of the full Board. All such decisions of interpretation shall be filed together with these By-laws and provided in writing to each trustee.

Approved by The Nyack Library Board of Trustees, dated 5/5/08.

Attested by the Secretary of The Board of Trustees:

James Case, Secretary
Board of Trustees, The Nyack Library

1 See section 13 for specific edition and publisher.