

# Sherrill-Kenwood Free Library Bylaws

## Article I – Association Library

1. The Sherrill-Kenwood Free Library (the "Library") was chartered by the Regents of the State of New York in 1951 as an association library per Section 253(2) of the New York Education Law, and is operated by its Board of Trustees, per applicable laws and regulations, these Bylaws, and duly approved library policies.

## Article II – Mission

1. The mission of the Sherrill-Kenwood Free Library is to provide materials, programs, and a community center to meet the educational, cultural, recreational, and informational needs of all members of our community.

## Article III – Ethics and Conflict of Interest

1. The Library mission and operations are informed by the ethics of the American Library Association, as endorsed by the New York Library Association.
2. The Board of Trustees shall maintain a "Conflict of Interest" Policy meeting the requirements of the New York Not-for-Profit Corporation Law.

## Article IV – The Board of Trustees

1. The Library is operated by its Board of Trustees, who are themselves governed by the Library's Charter, these Bylaws, and all applicable laws and regulations, including but not limited to the New York Education Law, the New York Not-for-Profit Corporation Law, and the regulations of the New York State Education Department.
2. The Board consists of no less than 5 Trustees and no more than 25, who are elected by the Trustees of the Library per the Charter and these Bylaws.
3. Trustees must be at least 18 years of age, must be a cardholder of the Library, and must reside in the within the Vernon-Verona-Sherrill communities and contiguous areas
4. Trustees must be nominated for service by the Board of Trustees' Nominating Committee at least three weeks prior to their election.
5. A qualified person wishing to be nominated to serve as a Trustee must express their interest and willingness to serve as Trustee; to do so, they may submit their name and fill out the Board of Trustee Application Form to the Nominating Committee by the November meeting of each year.
6. Any vacancy can be filled by vote of the remaining members of the Board for the remainder of the term of that particular position.
7. Trustees are elected to a regular term of five years in January. Trustees may serve two consecutive terms, after which they must rotate off the Board for at least one full calendar year before applying for nomination to the board.
8. Trustees being nominated and elected to finish out a term shall finish out the natural end of the term, after which they may serve for a maximum of ten years before being required to take a year off.
9. Trustee terms shall be staggered to ensure that there will not be a year when more than three Trustees naturally cycle off the Board; as needed, the President shall confirm that a term is for less than five years. The Secretary shall track the terms, and the Nominating Committee shall consult the Secretary to confirm the necessary numbers of replacements from year to year.

10. If the Board decides it is necessary to nominate an additional Board member when there are no current openings on the Board, the intent to create a Board position must first be presented at a regular meeting of the Board and approved by a quorum of existing Board members. The vacancy may then be filled at the next regular meeting of the Board by a quorum of existing Board members. New vacancies created in this way will expire five years from the January of the calendar year in which the vacancy was created, unless a five year term would violate section 9 of this article, in which case the President shall confirm the proper length of the term.
11. No Trustee shall receive compensation as such.
12. When serving as a Trustee, a member of the Board is required to ensure the Library abides by applicable laws and regulations, meets the requirements of the New York State Education Department, honors applicable codes of ethics, and operates in fulfillment of the mission of the Library.
13. Trustees shall complete "Conflict of Interest" disclosure forms a) prior to taking office; b) annually; and c) whenever a possible conflict arises.
14. Trustees will be removed by resolution after three consecutive unexcused absences from duly convened meetings of the Board.
15. Trustees may be suspended or removed for misconduct or dereliction of duty per Section 226 of the Education Law by a resolution of the Board.
16. Beginning January first, two thousand twenty-three, Trustees shall complete a minimum of two hours of accredited trustee education annually, and any additional training as required by law. Compliance with this requirement shall be tracked by the Secretary.

#### **Article V – The Board of Trustees' Officers**

1. The officers of the Board of Trustees shall be President, Vice-President, Secretary, and Treasurer.
  - a. The **President** shall confirm the agenda in advance of duly called meetings, preside at all meetings of the Board, may call special meetings, shall execute all documents authorized by the Board, and generally perform all duties associated with that office, as provided by the Education Law and the Not-for-Profit Corporation Law.
  - b. The **Vice-President** in the event of the absence or inability of the President, or of a vacancy in that office, shall assume and perform the duties and functions of the President.
  - c. The **Secretary** shall keep a true and accurate record of all meetings of the Board, shall ensure meeting materials are posted in advance as required by the Public Officers Law, and shall perform other duties that are generally associated with that office. Any member of the Board of Trustees who fails to attend three consecutive regular meetings of the Board without excuse accepted as satisfactory by the Trustees shall be deemed to have resigned and shall receive written notification to that effect from the Secretary.
  - d. The **Treasurer** shall be the disbursing officer of the Board, shall sign all checks, and shall perform such duties as are generally associated with that office. Another person will be designated by the Board of Trustees to sign checks in the absence of the Treasurer.
2. Officers shall serve annual terms with no more than three consecutive years in that office. Exceptions at the discretion of the full Board.

3. Officers shall be elected annually at the last regular meeting of the Library year by the majority vote of the Board of Trustees.
4. A Nominating Committee made of at least two board members who are not currently serving in an office will present a slate of officers for election at the meeting prior to the annual meeting.
5. Vacancies among the officers shall be filled at an election at a regular meeting, and a majority vote of the Board of Trustees present shall be necessary for an election.

## **Article VI – Board Committees**

1. The Board shall maintain the following committees:
  - a. An "Executive Committee", consisting of no less than 5 Trustees (four of whom shall be officers), to conduct business between meetings as allowed by the Education Law. The Executive Committee shall be the only committee authorized to take action on behalf of the Board, but it may not vote to: amend the Charter, amend the Bylaws, sell Library property, remove the Director, suspend or remove a Trustee, declare bankruptcy, or dissolve the Library.
  - b. A "Nominating Committee", consisting of no less than two Trustees, each of whom have at least one full year's service, to identify qualified and willing candidates to serve as trustees. The Nominating Committee also presents a slate of officers upon which the Board votes at the annual meeting. Only Board members may serve on this committee.
  - c. A "Finance Committee" who shall have general oversight over the budget, fiscal operations, and accounts. The Treasurer shall be the Chair of the Finance Committee. Only Board members may serve on this committee.
2. The Board via resolution may create and empower other committees to meet as needed, and such committees may be composed of both Trustees, and non-Trustees, who are willing to so serve.

## **Article VII – Regular and Special Meetings**

1. Regular meetings shall be held at least quarterly, at dates and times to be established by the Board of Trustees, with at least one week published notice.
2. Special meetings shall be held at the call of the President or any three Trustees, upon at least 24 hours' notice.
3. A simple majority of the elected Board of Trustees shall constitute a quorum.
4. The Director shall have the right to speak on all matters under discussion at Board meetings, but shall have no vote.
5. Unless determined otherwise by the President and noted in the posted agenda for the meeting, the order of business for regular meetings shall be as follows:
  - Roll Call – establishment of a quorum and noting excused absences
  - Convene meeting
  - Adoption of Agenda
  - Review of minutes of previous meeting
  - Public Comment
  - Report of the Treasurer
  - Report of the Director
  - Committee reports
  - Nominations and elections, if any

Unfinished (old) business  
New business  
Executive Session (if needed)  
Adjournment

6. As required by the Education Law 260-a, all meetings shall comply with the Article 7 of the New York State Public Officers' Law (the "Open Meetings Law").
7. The Secretary shall note any recusals on the basis of a Conflict of Interest in the Minutes.
8. Meetings shall be conducted per Board-approved "Rules of Decorum", attached to these Bylaws as "B", that the Secretary shall cause to be posted at meetings and available with all meeting materials. Failure to abide by the Rules of Decorum may be considered Trustee or guest misconduct.
9. Meetings shall be conducted in accordance with Robert's Rules of Order, however, the President shall conduct the meetings, and failure to strictly follow Robert's Rule of Order shall not be an independent basis to challenge action by the Board.

#### **Article VIII – Fiscal Controls**

1. The Library shall maintain fiscal controls in keeping with the responsible management of an association library receiving money from taxes.
2. Per Education Law 259, all monies from taxes for the Library shall be paid over to the Treasurer and shall be deposited and secured in the manner provided by section ten of the general municipal law, and the Trustees may invest such monies in the manner provided by section eleven of such law.
3. As required by Section 226 of the Education Law, prior to the discarding of used or surplus books or other such reading materials, the Trustees shall offer to donate such books or materials to a not-for-profit corporation or political subdivision located within the area of the library system or offer to sell such books or materials to the general public. The Trustees shall retain any proceeds received from the sale of such books and materials for the purpose of maintaining and improving library service.

#### **Article IX – Library Director and Employees**

1. The Board of Trustees shall appoint a qualified director (the "Director") who shall be the executive and administrative officer of the Sherrill-Kenwood Free Library.
2. The Director shall be held responsible for the proper performance of duties as spelled out in the job description provided by the Board of Trustees and the day-to-day operation of the Library as required by law and regulation.
3. The Trustees shall evaluate the performance of the Director no less than annually.
4. Performance of all other Library employees will be evaluated annually by the Director and a report shall be made to the Board of Trustees.
5. It shall be the duty of the Director to attend meetings of the Board of Trustees, including budget meetings, or public meetings where action may be taken affecting the interests of the Sherrill-Kenwood Free Library.

#### **Article X – Consistency with Law, Form, Amendments**

1. If there is any inconsistency between these Bylaws and relevant law and regulations, relevant law and regulations shall govern.
2. Headings and article numbers are in these Bylaws for ease of reference, only.
3. Lists or content appended to these Bylaws at "A", "B", "C", "D" are for convenience only, unless the content is incorporated by reference in an Article.

4. To initiate amendment of these Bylaws, the Board must consider the full text of the proposed amendment at a duly convened regular or special meeting, after which the resolution may be passed, or passed with amendments, or denied, by a resolution passed by 2/3 of the full Board at a regular meeting .

## Appendix A: Library Calendar

**Start of the Library Year:** January 1

**Annual Meeting:** December

**Trustee Candidate Nominations:** November

**Trustee Election Meeting:** December

**Start of New Trustee Terms:** January 1

**Start of Annual Officer Terms:** January 1, elected at annual meeting in December

**Annual Report Acceptance Meeting:** February

**Annual Budget Approval Meeting:** December

**End of the Library Year:** December 31

NOTE: As required by law, regular meetings are not less than quarterly.

## Appendix B: Rules of Decorum

- The President presides at all Board meetings and is responsible for enforcing these Rules.
- The President may delegate or designate assistant "Parliamentarians" in enforcing these Rules.
- Trustees and guest speakers will abide by the determinations of the President and Parliamentarians.
- Robust and honest communication is expected and shall be honored.
- The Open Meetings Law assures guests access to meeting materials and to view the proceedings within capacity limits; the Open Meetings Law does not assure that all guests who wish to speak may do so.
- Guests who wish to speak during times designated by the agenda must be residents of the Library's served communities and must sign in to speak using the form provided.
- All guests are limited to two minutes, unless special arrangement is made in advance of the meeting and noted on the agenda, or the President, in their sole discretion, determines that use of additional time is in furtherance of the Library's mission.
- Name-calling, abuse, threats, and shouting are prohibited.
- Interruption of duly authorized business and speakers is prohibited.
- Conduct prohibited by law, and/or disruption of Library operations, is prohibited.
- Failure to identify a violation of these Rules at a meeting does not waive the right of the Library to identify and address a violation after.
- Trustees and guests engaging in prohibited conduct shall be asked to leave by the President or their designee, and may be subject to further action.
- Individuals asked to leave Library property, who refuse to do so, shall be considered trespassers.
- To ensure active listening and time for calm deliberation, the Board, by policy, shall take note of comments but shall not respond to public comments during the meeting, unless the response is to note where requested information is currently available. When efficient and in service to the mission of the Library, responses to public comment may be presented at future meetings, published on the Library's web site, and/or transmitted to the media.

- At all times, the ethics of the American Library Association and the New York Library Association govern.

### **Appendix C: Conflict of Interest Form**

The standard of behavior at the Sherrill-Kenwood Free Library is that all staff, volunteers, and board members scrupulously avoid conflicts of interest between the interests of the Sherrill-Kenwood Free Library on one hand, and personal, professional, and business interests on the other. This includes avoiding potential and actual conflicts of interest, as well as perceptions of conflicts of interest.

I understand that the purposes of this policy are to protect the integrity of the Sherrill-Kenwood Free Library's decision-making process, to enable our constituencies to have confidence in our integrity, and to protect the integrity and reputations of volunteers, staff, and board members. Upon or before election, hiring, or appointment, I will make a full, written disclosure of interests, relationships, and holdings that could potentially result in a conflict of interest. This written disclosure will be kept on file and I will update it as appropriate.

In the course of meetings or activities, I will disclose any interests in a transaction or decision where I (including my business or other nonprofit affiliations), my family, and/or my significant other, employer, or close associates will receive a benefit or gain. After disclosure, I understand that I will be asked to leave the room for the discussion and will not be permitted to vote on the question.

I understand that this policy is meant to supplement good judgment, and I will respect its spirit as well as its wording.

Signed: \_\_\_\_\_  
Date: \_\_\_\_\_

#### **DISCLOSURE**

I hereby state that I have the following affiliation(s) or interest(s) that could constitute a conflict of interest:

| Entity Name | Affiliation with entity |
|-------------|-------------------------|
| _____       | _____                   |
| _____       | _____                   |
| _____       | _____                   |
| _____       | _____                   |