

**BYLAWS
COMMUNITY LIBRARY OF DEWITT & JAMESVILLE**

MISSION STATEMENT

The mission of the Community Library of DeWitt & Jamesville is to provide quality library service for the residents of DeWitt, Jamesville, and surrounding areas.

VISION STATEMENT

The Community Library of DeWitt & Jamesville will be an essential asset to the DeWitt and Jamesville communities and serve as a center of community life. The Library will provide and promote free access to high quality resources to meet the information, educational, and cultural needs of the community.

PREAMBLE

The Board of Trustees (hereinafter designated as the "**Board**") of the Community Library of DeWitt & Jamesville (the "**CLDJ**"), a corporation created under a charter granted under ARTICLE 253 of the New York State Education Law by the Board of Regents of the State of New York, dated June 23, 1967 (the "**Charter**"), shall be governed by the laws of New York State, the regulations of the Commissioner of Education and by the following bylaws.

ARTICLE I – VOTING MEMBERS OF THE CLDJ

All persons of legal voting age, residing in the Served Area, or in the Jamesville DeWitt School District not included in the Served Area, shall be eligible voting members of the CLDJ (the "**Voting Members**").

ARTICLE II - ASSOCIATION MEETINGS

Section 2.01 Annual Meeting. The Annual Meeting shall be held each year at the place, time, and date, in the month of January, as may be fixed by the Board, or, if not so fixed, as may be determined by the President (the "**Annual Meeting of the Voting Members**"):

1. to receive reports of the President, Treasurer, and CLDJ Executive Director,
2. to elect Trustees for the succeeding year, and
3. to transact such other business as the Board shall present.

Section 2.02 Special Meetings. Special meetings of the Voting Members shall be held whenever called by resolution of the Board. The Secretary upon receiving written demand or resolution shall promptly give notice of such meeting as provided in Section 2.02. The President of the CLDJ shall preside at the meetings of the Voting Members, or in the absence of the President, an acting President shall be chosen by the Voting Members present. The Secretary of the CLDJ shall act as Secretary at all meetings of the Voting Members, or in the absence of the Secretary, an acting Secretary shall be chosen by the Voting Members present.

Section 2.03 Notice of Meetings. Public notice of each Voting Member meeting shall be given, not less than ten (10) days before the date of the meeting. The notice shall state (i) the place, date, and hour of the meeting, and (ii) unless it is the Annual Meeting of the Voting Members, the purpose or purposes for which the meeting is called and indicate that the notice is being issued by or at the direction of the person or persons

calling the meeting. The Secretary or his/her designee shall publish notice of the names of the Trustee candidates nominated for election at any Annual Meeting. Notice may be served by publishing a notice in a newspaper published in the county in which the CLDJ's principal office is located at least once a week for three successive weeks before the meeting and by prominently displaying the notice on the CLDJ's webpage from the date of publication through the date of the meeting.

Section 2.04 Voting. Except as otherwise provided by statute or these by-laws, the vote of a majority of the Voting Members present at the time of a vote shall be the act of the Voting Members. At any meeting of the Voting Members, each Voting Member present, shall be entitled to one (1) vote.

Section 2.05 Actions Requiring Vote of Members. The following corporate actions may not be taken without approval of the Voting Members:

- (a) A plurality of the votes cast at a meeting of the Voting Members is required for the election of Trustees of the CLDJ.
- (b) Two-thirds of the votes cast at a meeting of the Members is required for:
 - (i) Disposing of all, or substantially all, of the assets of the CLDJ,
 - (ii) Approval of a plan of merger,
 - (iii) Authorization of a plan of dissolution, or
 - (iv) Revocation of a voluntary dissolution proceeding.

ARTICLE III – BOARD OF TRUSTEES

Section 3.01 Powers and Number. The affairs and property of the CLDJ shall be managed by or under the direction of the Board of Trustees subject to applicable law and in accordance with the purposes and limitations set forth in the Charter and herein. The number of trustees shall be at least eleven (11) but no more than seventeen (17). Within the specified limits, the numbers of trustees can be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of three-fourths of the Entire Board and no decrease shall shorten the term of any director then in office. As used in these by-laws, the term "**Entire Board**" shall mean the total number of trustees entitled to vote which the CLDJ would have if there were no vacancies on the Board.

Section 3.02 Election and Term of Office. To become a trustee, a person shall be nominated by the Nominating Committee, or nominated at the Association meeting and elected at a meeting of the Voting Members for the election of trustees. Trustees shall hold office for a term as set forth in the Charter and each shall serve for such term, or until such trustee's death, resignation, or removal. Trustees may serve a maximum of two (2) consecutive terms. No Trustee may be re-elected after two consecutive terms without at least one full year absence from the Board. The term of office of newly-elected Trustees shall begin at the close of the Annual Meeting at which they are elected.

Section 3.03 Qualification for Trustees. Each trustee shall:

- (a) be of voting age and shall reside within the Served Area or in the area of the Jamesville DeWitt School District not included in the Served Area, at the time of his/her election or appointment and continuously during his/her term of office;
- (b) not be an employee of the CLDJ;
- (c) express an understanding of assigned Trustee duties and responsibilities;
- (d) agree to attend regularly scheduled board meetings;

- (e) agree to serve on one or more Board committees;
- (f) disclose any potential conflicts of interest created as a result of taking the position;
- (g) be eligible for fidelity bond coverage should duties involve the custody of or the handling of funds; and
- (h) indicate a willingness to serve his/her designated term.

Section 3.04 Roles for Trustees. Each Trustee shall:

- (a) elect Board officers;
- (b) develop and review the mission and strategic plan of the library;
- (c) select, hire and oversee a qualified CLDJ Executive Director;
- (d) secure adequate funding to support the operation of the CLDJ;
- (e) approve a written fiscal-year budget;
- (f) exercise fiduciary responsibility for the use of public and private funds, including review and approval of all expenditures;
- (g) cause an annual fiscal year examination of the CLDJ accounts to be performed by an independent Certified Public Accountant and act on any auditor recommendations;
- (h) regularly review the CLDJ's service program;
- (i) maintain a facility that meets the needs of the CLDJ and its Served Area;
- (j) promote the CLDJ in the local community; and
- (k) conduct the business of the CLDJ in an open and ethical manner in compliance with all applicable laws and regulations.

Section 3.05 Newly Created Trusteeships and Vacancies. Newly created trusteeships resulting from an increase in the authorized number of trustees, and vacancies occurring for any reason, including any vacancy occurring by reason of the death, resignation, or removal of a trustee, may be filled at any meeting of the Board by the vote of the majority of the trustees then in office, although less than a quorum, or by a sole remaining trustee.

Section 3.06 Removal. Any trustee may be removed at any time for cause at a regular or special meeting called for that purpose by a two-thirds vote of the Entire Board.

Section 3.07 Resignation. Any trustee may resign from the Board at any time by giving written notice to the Board, the President, or the Secretary of the CLDJ. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board or such officer. The acceptance of such resignation shall not be necessary to make it effective. No resignations shall discharge any accrued obligation or duty of a trustee. Unexcused Trustee absences from three regularly scheduled Board Meetings within a six-month period shall constitute automatic resignation from the Board unless the Board defers the dismissal by approval of a majority of the entire Board—defined as one-half plus one of the total number of Trustees (whether present or not)—in Executive Session.

Section 3.08 Meetings. The annual meeting and regular meetings of the Board shall be held at such times and places as may from time to time be fixed by the Board or may be specified in a notice of meeting. Special meetings of the Board may be held at any time upon the call of the President or as determined by the board in each case at such time and place as shall be fixed by the person or persons calling the meeting, as specified in the notice thereof.

Section 3.09 Quorum. At each meeting of the Board, except as otherwise provided by law, the Charter, or these by-laws, the presence of a majority of the Entire Board shall constitute a quorum for the transaction of business or any specified item of business. If a quorum is not present at any meeting of the Board, a majority of the trustees present may adjourn the meeting to another time without notice other than by announcement at the meeting, until such a quorum is present, except that notice of such adjournment shall be given to any trustees who were not present at the time of the adjournment.

Section 3.10 Action by the Board. Except as otherwise provided by law, the Charter, or these by-laws, the vote of a majority of all trustees, if a quorum is present at such time, shall be the act of the Board.

Section 3.11 Conflicts of Interest and Authority. A Trustee shall fully disclose a financial, personal or other conflict of interest in any matter coming before the Board. The Trustee shall fully disclose the nature of the conflict of interest and withdraw from discussion, lobbying, and voting on the matter. The minutes of the meeting shall record the disclosure, and recusal.

All actions of the Board shall be of the Board as a unit. No Trustee shall act on behalf of the Board on any matter without prior majority approval of the entire Board.

No Trustee shall exercise any administrative responsibility with respect to the CLDJ, or as an individual, command the services of any CLDJ employee.

Section 3.12 Compensation. The CLDJ shall not pay compensation to trustees for services rendered to the CLDJ in their capacity as trustees, except that trustees may be reimbursed for reasonable expenses incurred in the performance of their duties to the CLDJ. A trustee may receive reasonable compensation for the performance of services provided to the CLDJ in any capacity separate from his or her responsibilities as a trustee when so authorized by a majority of the trustees then in office and in accordance with these by-laws.

ARTICLE 4— COMMITTEES

Section 4.01 Quorum and Action by Committee. Unless otherwise provided by resolution of the Board, a majority of all of the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all of the members of a committee shall be the act of the committee. The procedures and manner of acting of the Executive Committee and of the committees of the Board shall be subject at all times to the directions of the Board.

Section 4.02 Alternate Members. The Board may designate one (1) or more trustees as alternate members of any committee, who may replace any absent or disqualified member or members at any meeting of such committee.

Section 4.03 Executive Committee.

- (a) The Executive Committee shall consist of the President, the Vice President, the Secretary, the Treasurer, and the Membership Officer. The committee shall fulfill duties assigned by the Board. The Executive Committee shall have the authority to act on behalf of the Board when it is not possible to call a Special Meeting to resolve any emergency matter.

- (b) The Executive Committee shall notify the Board of any emergency action it has taken on behalf of the Board within seven (7) days of the decision to take such action. The decision must be announced at the next Board meeting and appear in the minutes of that meeting.
- (c) The Executive Committee cannot initiate and implement new policy on behalf of the CLDJ.
- (d) The Executive Committee shall be trustees of the CLDJ retirement plan.

Section 4.04 Standing Committees. The charge for each standing committee is given below. No committee shall have other than advisory powers, unless the Board grants it specific power to act. Each trustee shall serve on at least one standing committee each fiscal year. Unless otherwise specified in these by-laws, standing committees may be comprised of trustees, CLDJ staff and/or members of the community.

Section 4.05 Standing Committee Chairpersons.

A standing committee chairperson shall:

1. staff the committee with members who have expertise or interest relevant to the committee charge
2. provide progress reports at Board meetings when committee activity occurs,
3. maintain all committee meeting records,
4. provide reports and records upon Board request,
5. deliver committee records at the expiration of his/her term, either to his/her successor or to the Board Secretary.

Section 4.06 Bylaws Committee.

The Bylaws Committee shall:

1. review questions of interpretation of the bylaws,
2. submit recommended bylaw changes for Board/Voting Members' approval, and
3. perform a triennial review of the CLDJ's Bylaws.

The Vice President shall serve as chairperson of the Bylaws Committee.

Section 4.07 Facilities Committee.

The Facilities Committee, in concert with the Executive Director, shall:

1. ensure the maintenance and security of CLDJ spaces and equipment, including the information technology infrastructure, and
2. plan for improvement, updating and future expansion of all equipment and facilities and grounds.

Section 4.08 Finance & Audit Committee.

The Finance & Audit Committee, in concert with the Executive Director, shall:

1. develop and monitor the approved fiscal-year budget,
2. monitor and recommend to the Board actions that improve the CLDJ's overall financial operations and recordkeeping,
3. ensure the performance of an annual financial audit by an independent Certified Public Accountant and present a report of said audit to the Board, and
4. follow up on audit recommendations approved by the Board.

The Treasurer shall serve as chairperson of the Finance & Audit Committee.

Section 4.09 Fund-Raising Committee.

The Fund-Raising Committee shall:

1. identify gift solicitation and grant application opportunities, and
2. oversee all fund-raising programs authorized by the Board, including annual campaigns and capital campaigns.

Section 4.10 Nominating Committee.

The Nominating Committee shall:

1. evaluate Trustee and officer succession needs,
2. nominate candidates to fill Trustee and/or officer vacancies resulting from resignation, dismissal, permanent disability, or death,
3. nominate the number of candidates equal to the number of Trustee vacancies on the Board as determined by the Board, no later than the December board meeting, for the next election,
4. recommend officer candidates to the Board no later than the December Board meeting, and
5. in concert with the Executive Director, provide new Trustee orientation.

The Membership Officer shall serve as chair of the Nominating Committee.

Section 4.11 Personnel Committee.

The Personnel Committee shall:

1. coordinate the annual performance review of the Executive Director, and
2. in concert with the Executive Director, regularly review employee compensation and benefits.

Personnel Committee members must be Trustees.

Section 4.12 Strategic Planning Committee.

The Strategic Planning Committee shall:

1. review the CLDJ's current mission statement and, when appropriate, recommend revisions for Board consideration.
2. identify and provide the following in arriving at a Strategic Plan:
 - Current and emerging issues and trends in library services
 - Changing demographics, needs, and preferences of stakeholders in the CLDJ's charter-to-serve area
 - Other factors likely to affect CLDJ operations
3. review the Plan throughout the year and update the Strategic Plan at least annually, recognizing progress toward and attainment of goals; amending objectives and associated programs and actions when necessary, and setting new goals.

Section 4.13 Other Committees of the Board. The Board, by resolution adopted by a majority of the Entire Board, may designate other committees of the Board consisting of three (3) or more directors. Each committee of the Board shall have such authority as the Board shall by resolution provide, except that no such committee shall have authority as to any matter prohibited by applicable law.

ARTICLE V – OFFICERS, EMPLOYEES, AND AGENTS

Section 5.01 Officers. The officers of the CLDJ shall consist of at least a President, a Vice-President, a Secretary, a Treasurer, and a Membership Officer. The Board may from time to time appoint such other officers

as it may determine. All officers shall be chosen by the Board from slates of candidates eligible and willing to serve.

Section 5.02 Election, Term of Office, and Qualifications. The officers of the CLDJ shall be elected annually by a majority vote of the Board at the annual meeting of the Board, and each officer shall hold office until such officer's successor is elected and qualified or until such officer's earlier death, resignation, or removal. All officers shall be subject to the supervision and direction of the Board.

Section 5.03 Removal. Any officer elected or appointed by the Board may be removed at any time, with or without cause, by a vote of a majority of the Entire Board.

Section 5.04 Resignations. Any officer may resign at any time by giving thirty (30) days written notice to the Board. Unless otherwise specified in the notice, the resignation shall take effect at the time of receipt by the Board. The acceptance of such resignation shall not be necessary to make it effective.

Section 5.05 Vacancies. A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term by the Board.

Section 5.06 President. The President shall preside at all meetings of the Board and Voting Members. The President shall have the general powers and duties of supervision and management of the CLDJ which usually pertain to the President's office, and shall keep the Board fully informed of the activities of the CLDJ. The President shall perform all such other duties as are properly required of the President by the Board. The President has the power to sign and execute alone in the name of the CLDJ all contracts authorized either generally or specifically by the Board, unless the Board shall specifically require an additional signature. In addition, the President shall:

1. preside at all regularly scheduled and special Board meetings,
2. present a written annual report at the Annual Meeting,
3. establish and charge special committees, pending approval by the Board,
4. appoint chairpersons of all committees except the Nominating, Bylaws, and Finance & Audit Committees,
5. serve as the official spokesperson of the Board and execute all documents authorized by the Board,
6. serve as CLDJ Board representative to external organizations or appoint other Trustees to do so,
7. ensure compliance with the Bylaws,
8. perform other duties generally associated with the office of President, and
9. be an ex officio member of all committees except the Nominating Committee.

Section 5.07 Vice President. The Vice President shall:

1. conduct the duties of the President in the absence of the President,
2. serve as chairperson of the Bylaws Committee, and
3. perform other duties generally associated with the office of Vice President.

Section 5.08 Secretary. The Secretary shall:

1. issue notice by first class mail or email of all regularly scheduled and special Board meetings,
2. keep accurate record of all regularly scheduled and special Board meetings,
3. be able to provide draft (i.e., not yet approved) minutes for public inspection within two weeks of regularly scheduled and special Board meetings,
4. ensure archiving of approved minutes of Board meetings,
5. receive and record the results of the annual election of Trustees and Board officers, and
6. perform other duties generally associated with the office of Secretary.

If the need arises, the Secretary's duty of taking minutes may be assigned to another Board member or to a CLDJ staff member.

Section 5.09 Treasurer. The Treasurer shall:

1. monitor all financial activity of CLDJ funds at the direction of the Board and in cooperation with the Executive Director,
2. give a Treasurer's Report at each regularly scheduled Board meeting and at the Annual Meeting,
3. present, at appropriate times, preliminary and final budgets for the coming fiscal year,
4. furnish such financial statements or reports as may be requested by the Board,
5. serve as chairperson of the Finance & Audit Committee, and
6. perform other duties generally associated with the office of Treasurer.

Section 5.10 Executive Director. The Board shall appoint an Executive Director whose duties shall include:

1. executing any policies established by the Board,
2. managing all operations of the CLDJ within the budget appropriated by the Board, under the direction and review of the Board,
3. overseeing the care of CLDJ facilities and equipment,
4. hiring and supervising the CLDJ staff (compensated and voluntary),
5. ensuring efficient and effective service to the Served Area,
6. submitting to the Board reports and recommendations pertaining to policies and procedures,
7. providing any reports requested by the Board,
8. attending CLDJ Annual Meetings; and attending, with voice but no vote, all Board Meetings, (but shall be excused from the portion of any meeting at which the Executive Director's terms of appointment, performance or compensation are to be discussed or decided),
9. collaborating with the Board in CLDJ strategic planning, and performing such additional duties as directed by the Board.

Section 5.11 Employees and Other Agents. The Board may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall have such authority and perform such duties as the Board may from time to time determine. To the fullest extent allowed by law, the Board may delegate to any employee or agent any powers possessed by the Board and may prescribe their respective title, terms of office, authorities, and duties.

Section 5.12 Compensation. Any employee or agent of the CLDJ is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the CLDJ when authorized by a majority of the Entire Board, and only when so authorized and in accordance with these by-laws.

ARTICLE VI – EXECUTION OF INSTRUMENTS

Section 6.01 Contracts and Instruments. The Board may authorize any officer or agent of the CLDJ to enter into any contract, to execute and deliver any instrument, or to sign checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness in the name of and on behalf of the CLDJ. Such authority may be general or may be confined to specific instances. No instrument required to be signed by more than one officer may be signed by one person in more than one capacity.

Section 6.02 Deposits. The funds of the CLDJ shall be deposited in its name with such banks, trust companies, or other depositories as the Board, or officers to whom such power has been delegated by the Board, may from time to time designate.

ARTICLE VII – TRUSTEE AND OFFICER INDEMNIFICATION

The CLDJ shall indemnify its Trustees and Board officers and CLDJ employees against judgments, fines, amounts paid in settlement and reasonable expenses and costs, including attorney's fees, in connection with any claim asserted against a Trustee, officer or CLDJ employee by action in court or otherwise, by reason of the fact that such person was a Trustee or officer of the Board or CLDJ employee and acting in good faith for a purpose which such person reasonably believed to be in the best interest of the CLDJ and not unlawful.

Indemnification shall be provided in the manner and to the full extent afforded by Sections 722 through 726 of the Not-For Profit Corporation Law; and as permitted by such law, the CLDJ may provide additional indemnification pursuant to: an agreement, action of the Board of Trustees, or provision of these Bylaws.

ARTICLE VIII – MEETINGS

At the call of the President, the Board shall hold regular monthly Board meetings. The dates, hours and locations shall be set by the Board. The date of a regular meeting may be changed by resolution of the Trustees with appropriate public notice of the change.

A special Board meeting for a specific purpose may be called at any time by the President or upon request of three Trustees. No business may be transacted at such special Board meeting except for the stated business. The public must be notified of Special Board Meetings.

Meetings at which the presence of a quorum of the Board is anticipated must be publicized and made open to the public in compliance with New York State Open Meetings Law.

The order of business for regularly scheduled Board meetings shall include, but not be limited to, the following items, which shall be covered in the sequence shown unless circumstances make an altered order more efficient:

- A. Call to order
- B. Approval of the Minutes of the Preceding Meeting
- C. Reports of Officers
- D. Report of Executive Director
- E. Committee Reports
- F. Unfinished Business
- G. New Business
- H. Period for Public Expression
- I. Adjournment

The agenda, along with minutes of the previous meeting, financial reports, the Executive Director's report, and any other documents that pertain to the business of the meeting should be provided to each Trustee at least five business days prior to the meeting in question.

ARTICLE IX – EXECUTIVE SESSION

The Board will hold Executive Sessions, from which the public and media may be excluded, only in those specific instances permitted under the New York State Open Meetings Law.

An Executive Session will be convened only as part of a public Board meeting. The Board shall vote to enter Executive Session and the meeting minutes shall state the general nature of the session. While in Executive Session, the Board may take formal action and vote on any matter except the appropriation of public funds.

ARTICLE X – PARLIAMENTARY AUTHORITY

Except when inconsistent with these Bylaws, Robert’s Rules of Order, Newly Revised, shall govern all meetings of the CLDJ.

ARTICLE XII – GENERAL PROVISIONS

Section 11.01 Fiscal Year. The fiscal year of the CLDJ shall be the calendar year unless otherwise provided by the Board.

Section 11.02 Books and Records. The CLDJ shall keep at the office of the CLDJ correct and complete books and records of the activities and transactions of the CLDJ, including a copy of the Charter, a copy of these by-laws, all resolutions of the Board, and all minutes of meetings of the Voting Members and meetings of the Board and committees thereof.

Section 11.03 Electronic Signatures. Wherever a written instrument is required to be executed hereunder, an electronic signature, to the extent permitted by applicable law, shall be deemed to be a written signature.

ARTICLE XII – AMENDMENTS

These by-laws may be altered, amended, or repealed by the affirmative vote of two-thirds vote the Entire Board. Such action is authorized only at a duly called and held meeting of the Board for which written notice of such meeting, setting forth the proposed alteration, is given in accordance with the notice provisions for special meetings set forth herein. If these by-laws are altered, amended, or repealed by the Board, there shall be published prior to the next Association Meeting as set forth in Section 2.03 .

These by-laws may also be amended at a special meeting of the Voting Members or at the Annual Meeting of the Voting Members. Prior to the adoption, the proposed by-laws must be circulated to the Members no later than ten (10) days prior to the meeting to adopt the by-laws. A majority of the votes cast at the meeting of Voting Members to adopt the by-laws shall be the act of the Voting Members.

ARTICLE XIII – NEW YORK STATE EDUCATION LAW

If any provision of these Bylaws does not conform to the Education Law of the State of New York, these Bylaws shall be deemed to have been amended to conform to the Education Law or other statute of the State of New York and the membership shall be advised of such mandatory amendments.

ARTICLE XIV – NON-DISCRIMINATION

In all of its dealings, neither the CLDJ nor its duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual preference, mental or physical handicap, or any category protected by state or federal law.

ARTICLE XV – REFERENCE TO CHARTER

References in these by-laws to the Charter shall include all amendments thereto or changes thereof unless specifically excepted by these by-laws. In the event of a conflict between the Charter and these by-laws, the Charter shall govern.