

## **BY-LAWS**

Adopted: 2/10/87

Last Amended: 3/12/20

Last Reviewed and Approved: 3/12/20

### **MISSION, VISION, and CORE VALUES**

- Mission:** To build community as we engage, educate and enrich the lives of our patrons.
- Vision:** To provide a safe and comfortable place where all are welcome and encouraged to create, connect and discover.
- Core Values:** Guiding all library decisions and activities are the following six core values:
- Life-long Learning
  - Community
  - Service
  - Access
  - Equity
  - Inclusion

### **PREAMBLE**

The Board of Trustees (hereinafter designated as the “Board”) of the Walworth-Seely Public Library, a corporation created under a charter granted under Section 253 of the New York State Education Law by the Board of Regents, dated February 23, 1962, shall be governed by the laws of New York State, the regulations of the Commissioner of Education and by the following by-laws.

Absolute charter granted January 26, 1972. Charter amended November 14, 2003, allowing Walworth-Seely Public Library to apply for 501(c) 3 non-profit status. 501(c) 3 received January 16, 2004.

### **BYLAWS**



## **1. NAME OF ORGANIZATION**

- a. The name of the organization shall be the Walworth-Seely Public Library

## **2. PURPOSE**

- a. The purpose of the organization is to provide superior Library service to all.

## **3. FISCAL**

- a. The fiscal year of the Library shall be the calendar year.

## **4. BOARD OF TRUSTEES**

- a. The business of the organization shall be vested in the Board of Trustees, appointed by the Town Board, which shall consist of five members each serving a five-year term from January to December, not to exceed two consecutive full terms, as defined by New York State Education Law 259.
- b. No member shall serve for more than two consecutive five-year terms. The second term of a Trustee will be voted upon by the other Trustees. The Trustee's name is then submitted to the Town Board for approval of a second term. A Trustee who has served two consecutive full terms may re-apply for a Trustee position following an absence of two full years.
- c. If a Trustee is unable to complete their five-year term, a replacement shall be selected by the remaining Trustees to fill the remainder of the term. Notice of Trustee vacancy shall be advertised.
- d. Newly elected Trustees will take office at the first meeting following their appointment by the Town Board and oath of office is taken with the Town Clerk.
- e. Trustees must:
  - i. Have the time, intent, and ability to perform the duties of Trusteeship
  - ii. Be a resident of the Town of Walworth
  - iii. Have a current OWWL Library card
  - iv. Be 18 or older at time of appointment
  - v. Be mindful of representing the Library in personal, political, or other situations/areas
  - vi. Shall not be:
    - a. related to or a close friend of a WSPL staff member or WSPL Trustee
    - b. a spouse or a relative of an elected official of the Town of Walworth
    - c. an elected official of the Town of Walworth
- f. Three consecutive absences of a member without satisfactory excuse are deemed a resignation, unless the Board defers this dismissal by majority vote, in which case the president shall inform the absent Board member in writing the condition

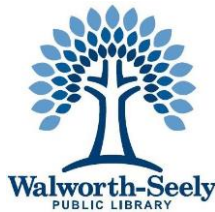


of this deferral. (Reference: Selective laws affecting Library Boards.) The president shall inform the absent Board member in writing that he/she is no longer on the Board.

- g. The Library Board may remove a Trustee for misconduct, incapacity, neglect of duty or refusal to carry into effect the Library's educational purpose as provided in Education Law 226; subdivision 8
- h. Each Trustee shall have one vote, irrespective of office held.
- i. Trustee must be present at a meeting to have his/her vote counted.
- j. All actions of the Board shall be of the Board as a unit. No Board member shall act on behalf of the Board, on any matter, without prior approval of the Board. The president is the public spokesperson for the Board unless delegation has been given to another Trustee. No Board member by virtue of his/her office shall exercise any administrative responsibility with respect to the Library nor, as an individual, command the services of any Library employee.

## 5. OFFICERS

- a. The officers shall be President, Vice President, Secretary, and Finance Officer. Election of officers shall be at the December meeting of that year, unless unforeseen circumstances require an election to be held during the year. These officers shall serve for a period of one calendar year (January 1 – December 31) or until their successors shall have been duly elected.
- b. The duties of such officers shall be as follows:
  - i. The **President** shall preside at all meetings of the Board, authorize calls for special meetings, appoint all committees, execute all documents authorized by the Board, serve as an ex-officio voting member of all committees, and generally perform all duties associated with the office.
  - ii. The **Vice President**, in the event of the absence or disability of the President, or of vacancy in that office, shall assume and perform the duties and functions of the President.
  - iii. The **Secretary** shall keep a true and accurate record of all meetings of the Board, shall issue notice of all regular and special meetings, shall maintain the Board policy manual & Trustee handbook, and shall perform such other duties as are generally associated with that office. The Board may designate a person(s) to assist the Secretary.
  - iv. The **Finance Officer** shall perform such duties as generally devolve upon the office. In the absence or inability of the Finance Officer, his/her duties shall be performed by such other members of the Board as the Board may designate. Oversees all financial responsibilities performed by the Library Director and the on-staff bookkeeper.



## 6. LIBRARY DIRECTOR

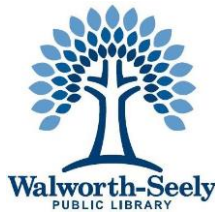
- a. The Board shall appoint a Director who shall be the executive officer of the policies of the Board and shall have charge of the administration of the Library under the direction and review of the Board. The Director shall be responsible for the care of the buildings and equipment; for the employment and direction of the staff; for the efficiency of the Library's service to the public; and for the operation of the Library under the financial conditions contained in the annual budget.
- b. The Director shall render and submit to the Board reports and recommendations of such policies and procedures, which, in the opinion of the Director, will improve efficiency and quality of Library service. The Director shall attend all Board meetings except the portion of the meeting at which the Director's appointment or salary is to be discussed or decided.

## 7. BOOKKEEPER

- a. The Board shall appoint a Bookkeeper who shall be an on-staff employee of the Library. The Bookkeeper is responsible for depositing library funds, maintaining appropriate accounting records and providing a monthly report to the finance committee. Typical duties include:
  - Reconciliation of bank statements with the Board Finance Officer
  - Preparation of Monthly Report to the Board of Receipts & Disbursements
  - Recording of all deposits and disbursements in the Library's Quickbooks Program provided by the Library Director and approved by the Board.
  - Oversight of Investments
- b. The Bookkeeper shall be authorized to make purchases for the library on an "as needed" basis, only after securing prior approval from the Library Director or the Board. All purchases made by the Bookkeeper must be reviewed by the finance committee at their next regularly scheduled meeting.
- c. The Bookkeeper shall be authorized to use the Library debit card only as approved by the Library Director or the Board. The Bookkeeper will not have the ability to sign Library checks.
- d. The Bookkeeper shall have "view-only" rights to all Library bank accounts.

## 8. COMMITTEES

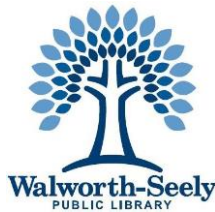
- a. The standing committees of the Board shall include:
  - i. **Finance:** The Finance Committee will oversee the fiscal operation of the Library. The committee will consist of the Board Finance Officer, the on-staff Bookkeeper, the Library Director and one or more Trustees. The committee



- will meet monthly prior to the Library Board meeting to review warrants issued for Board approval, the monthly budget sheet, prepare the executive summary and any fiscal operations to be discussed by the Board. The committee will conduct internal audits twice a year of randomly selected months, document findings and report to the Board. The committee will work with the Library Director in the preparation of an annual budget. The committee will oversee the 990, the AUD and the third-party annual external audit and management letter.
- ii. **Personnel:** The Personnel Committee, consisting of one or more trustees, will prepare and present performance appraisals of the Library Director to the Board for discussion and action on a minimum of an annual basis. The committee will review issues brought to the Board by the Library Director concerning employees and review personnel issues within the Board of Trustees.
  - iii. **Policy:** The Policy Committee develops fiscal and other required policies, reviewing annually and updating as needed.
  - iv. **Nominating:** A Nominating Committee of one or more Trustees will be appointed each year by the President. The Nominating Committee will present a slate of officers and names of candidates for new Trustees. Additional nominations may be made from the floor.
- b. Committees for specific purposes may be appointed by the president. Such committees shall serve until the completion of the work for which they were appointed.
  - c. All committee appointments will be made by the President at the January meeting, unless required during the year.
  - d. All committees shall make a progress report to the Board at each of its meetings.
  - e. No committee will have other than advisory powers unless, by suitable action of the Board, it is granted specific power to act.
  - f. The President shall be ex officio, a member of all committees and task forces.

## 9. MEETINGS

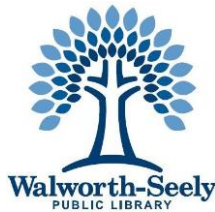
- a. Meetings will be held once a month, the date and hour to be set by the Board. Written notice of all meetings shall be emailed by the Secretary or his/her appointed assistant to each member at least five days before the meeting.
- b. A special meeting of the Board may be called at any time by the president or upon the request of three members for a specific purpose. No business may be transacted at such special meeting except the stated business.
- c. The December meeting shall include the election of officers for the upcoming year.



- d. The January meeting shall be the annual meeting and shall include the welcoming of new Trustees and appointment of committee members by the President.
- e. The operating and financial reports for the previous year shall be presented at the February meeting.
- f. The preliminary and final budgets for the subsequent calendar year, required for submission to the Town Board, shall be presented at Board meetings to meet the timeline set by the Town Supervisor.
- g. It shall be necessary to have a simple majority of members of the Board present to constitute a quorum for the transaction of business. 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.
- h. The order of business for regular meetings shall include, but not limited to, the following items:
  - i. Call to Order
  - ii. Roll Call/ Attendance
  - iii. Adoption of Current Meeting Agenda
  - iv. Approval of Prior Meeting Minutes
  - v. Period for Public Expression
  - vi. Friends of Walworth-Seely Public Library Report
  - vii. Town Board Liaison Report
  - viii. Director's Report
  - ix. Secretary's Report
  - x. Committee Reports
    - a. Finance
    - b. Personnel
    - c. Policy
    - d. Nominating
    - e. Ad Hoc Committees
  - xi. Unfinished Business
  - xii. New Business
  - xiii. Other
  - xiv. Adjournment

## **10. AMENDMENTS**

- a. Amendments to these By-Laws may be proposed at any regular meeting and shall be voted upon at the next regular meeting. Written notice of the proposed amendment or amendments shall be sent to all absent members at least three



days prior to the voting session. A two-thirds vote is needed to pass an amendment.

## **11. PROCEDURE**

- a. All procedures not specified herein shall be in accord with Robert's Rules of Order, Revised.

## **12. ORGANIZATION OF THE LIBRARY**

**Section 1:** The Walworth-Seely Public Library is organized for educational purposes, as stated under Section 501(c) 3 of the Internal Revenue Code.

**Section II:** Notwithstanding any other provision of these articles or by-laws, the Walworth-Seely Public Library is organized exclusively for educational purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) 3 of the Internal Revenue Code, or corresponding section of any future federal tax code.

**Section III:** Under the dissolution of the Walworth-Seely Public Library, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) 3 or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of by the Common Pleas Court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization (s) as said court shall determine which are organized and operated exclusively for such purposes.

### **REFERENCES:**

Roberts Rules of Order Newly Revised 11<sup>th</sup> Edition  
NYS Department of State Open Meetings Law  
Public Library Law in NYS  
Handbook for Library Trustees of NYS