

MOUNT VERNON PUBLIC LIBRARY

BYLAWS

ARTICLE I NAME

The name of the corporation is the Mount Vernon Public Library. The “Library” is a domestic education corporation duly chartered by the Regents of the University of the State of New York, pursuant to New York Education Law Sections 216 and 255, and has its principal place of business in Mount Vernon, New York.

ARTICLE II PURPOSES

The purpose of the organization is to provide easy and equal access to a wide range of information and to meet the education and intellectual needs of the diverse members of our community while enriching their social and cultural lives.

ARTICLE III MEMBERSHIP

The corporation shall have no members.

ARTICLE IV BOARD OF TRUSTEES

1. Powers All powers of the Library shall be vested in the board of Trustees. The “Board” shall be authorized to take any and all actions in furtherance of the Library’s purposes, and make all rules, regulations, and policies for the transaction of the business of the Library, not inconsistent with law, its charter and these “Bylaws”. “Trustees” owe allegiance to the institution and must act in good faith with the best interest of the organization in mind. The conduct of a Trustee must, at all times, further the institution’s goals and not the member’s personal or business interests. A Trustee should avoid

even the appearance of impropriety and should adhere to the Code of Ethics Policies of the Library.

2. Composition The Board shall consist of a range of five (5) to fifteen (15) Trustees, with the current number being five (5) elected or appointed in accordance with law, its charter, and these Bylaws.

3. Election and Qualification A candidate for election or appointment as Trustee must be a legal resident of The City School District of Mount Vernon, New York, (the "District"), and must have been eligible to vote in the general election last preceding in which election as a Trustee is sought, and must otherwise meet the requirements for election as a Trustee set forth in applicable provisions of New York State Education Law. Trustees shall be elected by the eligible voters of the District in accordance with those provisions.

4. Terms

a. Except as otherwise provided by these Bylaws, a Trustee's term of office shall be five (5) years. The terms of office of the Trustees have staggered end dates so that as nearly as possible the term of one (1) Trustee will expire annually.

b. No Trustee shall serve more than two (2) full terms.

c. Trustees elected to fill a vacancy caused by the resignation, death, or removal of a Trustee shall serve the balance of the term of the Trustee whom he or she was elected to replace.

d. Elected Trustees shall assume their duties on July 1 next following his or her election and qualification, or as soon thereafter as they may be able to take the oath of office, and shall serve until June 30th of the last year of their term; provided, however, that a vacancy occurring by reason of the resignation, removal or death of a serving Trustee shall be filled by the Board until the next regularly scheduled election, in accordance with the provisions of Section 5 of this Article, and

any such person elected to fill a vacancy on the Board shall take office following their election and qualification, or as soon thereafter as they may be able to take the oath of office.

5. Vacancies A vacancy occurring among the elected members of the Board shall be temporarily filled by the affirmative vote of the majority of the remaining Trustees. A person so appointed shall assume his or her duties at the close of the meeting at which he or she is appointed by the Board, and shall serve until a successor is duly elected and qualified.

6. Attendance Any Trustee who is physically absent from three (3) consecutive, regularly scheduled in-person Board meetings and/or four (4) meetings of the total number of meetings held by the Board in any given year, shall be deemed to have resigned as a Trustee if such absences are determined by majority vote of the Trustees then in office to have been without reasonable cause.

7. Resignation Any Trustee may resign at any time by submitting his or her resignation in writing to the President or Secretary of the Board. Such resignation shall be effective upon receipt unless another date is specified therein. The resignation shall be recorded as Board correspondence.

8. Honorary/Junior Trustees Any person whom the Board determines should be recognized for exceptionally meritorious service to the Library may be designated a Honorary/Junior Trustee. Honorary/Junior Trustees shall receive notice of meetings of the Board and may attend such meetings. Honorary/Junior Trustees attending any Board meeting shall neither vote nor be counted for purposes of meeting the quorum requirements of Article VI. The Board may designate up to two (2) Honorary Trustees and up to three (3) Junior Trustees. Junior Trustees shall be selected students within the school District.

9. Voting Each Trustee shall have one vote, irrespective of office held. Only Trustees who are present at a meeting may

vote. 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 approval of the Board. No Trustee by virtue of his or her office shall exercise any administrative authority with respect to the Library nor, as an individual, command the services of any Library staff member.

ARTICLE V OFFICERS AND THEIR DUTIES

1. Officers and Election The officers of the Library shall be the “President”, “Vice President”, and “Secretary”, each of whom shall be elected annually, for a one-year term by majority vote at the annual meeting, upon nominations from the floor, and will continue to serve until such time as a replacement is elected at the next annual meeting, or they are removed. Only Trustees of the Library may serve as officers. An officer may succeed himself or herself in office.

2. Vacancies Any vacancy in a Library office, with the exception of the President, shall be filled by majority vote of the remaining Trustees then in office, upon a nomination from the floor. Any officer so elected shall serve for the balance of the unexpired term of his or her predecessor.

3. Duties

a. President The President shall preside at all Board meetings of the Trustees. He or she shall have such powers and exercise such duties as are required by these By-Laws or as commonly set forth by New York State Education Law. The President will serve as an ex officio member of all standing and ad hoc committees, but is not obligated to attend such committee meetings.

b. Vice President In the absence of the President, the Vice President shall serve in his or her stead, and shall perform such other appropriate duties as may be requested from time to time by the Board or the President. If the President shall resign, die, or be removed from office, the Vice President shall become

the President for the balance of the unexpired one (1) year period of his or her predecessor.

c. Secretary The Secretary shall keep written minutes of the meetings of the Board in the absence of the administrative assistant to the Director and perform such other duties as may be required by the Board or the President. In the absence of the Secretary from any meeting of the Board, the President may appoint a Secretary, pro tempore, for that meeting.

d. In the absence of the President, and Vice President, from a meeting of the Board, those Trustees present shall elect a President, pro tempore, to preside at that meeting.

4. Removal Any officer elected as provided in these Bylaws may be removed by a two-thirds majority vote of the Trustees then in office when, in their judgment, the best interest of the Library will be served by such removal.

5. Resignation Any officer may resign his or her office at any time, by submitting a resignation in writing or to the President, Vice-President, or Secretary of the Board of Trustees. Such resignation shall be effective upon receipt unless another date is specified therein. The resignation by a Trustee from an office on the Board shall not be construed as a resignation of the Trustee as Trustee, unless such resignation is also tendered in accordance with Article IV, section 7 of these Bylaws. The resignation shall be recorded as Board correspondence.

ARTICLE VI MEETINGS

1. Annual Meeting The annual meeting of the Board shall be the next regular meeting after July 1 in each calendar year, or as soon as practicable after July 1 of each calendar year, it shall be held at such time and place as the Trustees shall determine.

2. Regular Meetings Regular meetings of the Board shall be held on the third Wednesday, at least monthly, at such times and places as the Trustees shall determine; provided, however, that the

annual meeting of the Board shall, for purposes of this section, be deemed to be the regular meeting of the Board in and for the month in which such annual meeting is held. The order of business for regular meetings shall include, but not be limited to the following items that shall be covered in the sequence shown, unless circumstances make an altered order more efficient. Changes to the agenda must be approved at the beginning of the meeting:

- I. Roll Call of Members
- II. Pledge of Allegiance
- III. Changes to the agenda, approval of the meeting agenda
- IV. Approval of prior meeting minutes
- V. Public Expression
- VI. Correspondence
- VII. Director's Report
- VIII. Treasurer's Report
- VIII. Committee Reports
- IX. Old Business
- X. New Business
- XI. Adjournment

3. Special Meetings Special meetings of the Board shall be held at the call of the President on his or her own initiative, or upon the written request of at least two (2) members of the Board. Such meeting shall be held as soon as practicable after notice is given to all Board members in accordance with Section 4 of this Article.

a. A special meeting agenda should be consistent with the general format of a regular meeting agenda

4. Notice of Meetings Written notice of the annual and regular meetings of the Board shall be given to the Trustees at least ten (10) days prior to the date of the meeting, except in an emergency, whereas two-thirds majority consent. In accordance with section 5 of this article, to hold a meeting on shorter notice, written notice of a special meeting of the Board shall be given to each Trustee at least three (3) days prior to the date of the meeting. All such notices shall contain the time and place of the meeting and, in the case of a special and/or emergency meeting of the Board, shall

state the purpose or purposes of the special and/or emergency meeting.

Public notice of all Board meetings shall be given in accordance with the open meetings provisions of Public Officers Law of the State of NY

5. Waiver Attendance of a Trustee, as applicable, at any meeting shall constitute a waiver of notice of such meeting except when a Trustee member, as applicable, attends for the express purpose of objecting to the transaction of any business on the basis that the meeting is not lawfully called or convened. A Trustee may also waive notice of any meeting in writing delivered to the Secretary at or before such meeting.

6. Quorum The minimum number of Trustees needed for the purpose of transacting business at meetings of the Board shall constitute a quorum. A majority of the duly appointed members of any committee, present in the same manner, shall constitute a quorum for the purpose of transacting the business of the committee. In the absence of a quorum, the Board President, or committee chair shall adjourn the meeting to another time. Notice of such adjournment shall be given to all Trustees or committee members, as applicable, not in attendance at the adjourned meeting.

7. Parliamentary Authority The library shall utilize the current edition of "Roberts Rules of Order Newly Revised" as its parliamentary authority and agrees, to the extent possible, to follow its guidelines in the conduct of its business.

8. Open Meetings In accordance with New York State Open Meetings Law, all meetings of the Board are open to the public. Executive session may only be called in compliance with The OML, (Open Meetings Law) Guidelines. Every executive session must first be agreed upon during an open, public meeting by a majority vote, and purpose of the session recorded in the meeting's minutes.

9. Action of the Board Except as otherwise required by law or these Bylaws, no action of the Board shall become effective unless the majority or more Trustees shall affirmatively vote in favor of it,

notwithstanding the Executive Director's discretion in the performance of day to day, administrative operations.

ARTICLE VII
APPOINTED EXECUTIVES

1. Executive Director

a. Appointment The Board shall appoint an "Executive Director". He or she shall be the executive and administrative officer of the Library, acting on behalf of the Board and under its review and direction. The Board shall evaluate and fix the compensation of the Executive Director annually.

b. Responsibilities In accordance with the official civil service title specification for the position, the Executive Director shall be responsible: For the proper specification of duties of, the direction of, and, with the exception of Treasurer and Chief Account Clerk, the supervision of staff. He or she shall, with the exception of Treasurer and Chief Account Clerk, possess the power and authority to appoint and remove all subordinate employees for the care and maintenance of Library property; for adequate and proper selection of Library materials in keeping with stated policies established by the Board; for the effectiveness of Library services to the public; for operation within the Library budget; and for such other matters consistent herewith as may be identified by the board from time to time.

c. Board Meetings The Executive Director shall attend all meetings of the Board of Trustees and respond to questions from Trustees. The Executive Director shall give a report to the Board at all regular meetings. As an ex officio Board member, the Executive Director may participate in the discussions at meetings of the Board and committees and offer professional advice, but shall not have the privilege to vote.

2. Treasurer

a. Appointment The Board shall appoint a “Treasurer” at the annual meeting. He or she shall be the financial officer of the Library, acting on behalf of the Board and under its review and direction. The Treasurer shall not be a current Trustee of the Library. The Treasurer shall serve at the pleasure of the Board for a one-year term. The Treasurer may succeed himself or herself in office.

b. Responsibilities The Treasurer shall have custody of the monies of the Library. He or she shall be responsible for collecting the debts owed to the Library; paying the obligations of the Library; administering the budget of the Library in coordination with the Director; filing the Library’s tax returns; maintaining books and records in which the financial transactions and affairs of the Library are recorded.

c. Meetings The Treasurer may be required, from time to time, to attend meetings of the Board of Trustees and respond to questions from Trustees. The Treasurer shall be a non-voting member of the finance committee.

ARTICLE VIII COMMITTEES

1. Standing Committees The following standing committees shall exist:

a. The Finance Committee The Finance Committee shall advise and report on the financial condition of the library and make recommendations as to all related matters, including the review of the budget. It shall be comprised of the Treasurer and at least two Trustees.

b. The Policy and Governance Committee The Policy and Governance Committee shall advise and report on matters involving

Library policies and any amendments to these Bylaws. It shall be comprised of at least two Trustees.

2. Other Committees The Board may create ad hoc committees other than those herein described above, for any other Library purpose, by an affirmative vote of the majority of the Trustees.

3. Committee Records and Reports Each committee established in accordance with these Bylaws will keep written records of its meetings and activities, provide a copy of such records to the Secretary for inclusion in the permanent records of the Library, and report to the Board as often, and in such form, as the Board may require.

4. Committee Meetings Committee meetings shall be open to the public except where it is appropriate to enter into an executive session of the committee.

ARTICLE IX FISCAL YEAR

The fiscal year of the library shall commence on July 1 and end on the following June 30.

ARTICLE X INDEMNIFICATION

The foregoing right of indemnification and advancement of expenses shall in no way be exclusive of any other rights of indemnification to which any such person may be entitled, under any Bylaws, agreement, vote of Trustees or otherwise, and shall inure to the benefit of the heirs and personal representatives of such person. Any repeal or amendment of this Section 1 of Article X shall be prospective only and shall not adversely affect any right of protection of a person with respect to any act or omission occurring prior to the time of such repeal or modification.

1. The Library may purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee or agent of the Library, or is or was serving at the request of the Library as a Trustee, officer, employee or agent of another Library, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of the person's status as such, whether or not the Library would have the power to indemnify such person against such liability under Public Officers Law §18

ARTICLE XI DISSOLUTION

Upon the dissolution of the Library, the Board shall, after paying or making provision for the payment of all of the liabilities of the Library, distribute the remaining assets in accordance with the provisions of the Education Law and Not-for-Profit Corporation Law of the State of New York and all applicable local, state and federal laws.

ARTICLE XII AMENDMENTS

- a. Amendments to these Bylaws may be proposed at any Board meeting and shall be voted upon at the next regularly scheduled Board meeting. A simple majority of the Board shall be sufficient for adoption of an amendment

- b. Any rule or resolution of the Board, whether contained in these Bylaws or otherwise, may be suspended temporarily in connection with business at hand, but such suspension, to be valid, may be taken only at a meeting at which two-thirds of the members of the Board shall be present and two-thirds of those present shall so approve.

ARTICLE XIII
PROCEDURE

All procedures not specified herein shall be in accord with the most current edition of "Robert's Rules of Order Newly Revised".

Adopted April 9, 1959
Amended November 9, 1967
Amended November 7, 1985
Amended February 11, 1987
Amended March 16, 1995
Amended May 16, 1996
Amended February 19, 1997
Amended March 17, 2004
Amended February 16, 2005
Amended May 17, 2006
Amended March 18, 2015
Amended January 20, 2016
Adopted/Reviewed November 17, 2021 Resolution 0103-21
Amended June 17, 2022 Resolution 062-22

