

## **1) Name, Authority and Purpose**

- i) The name of the organization governed by these bylaws shall be the Kingston Library.
- ii) The Kingston Library derives its authority and governance from Chapter 11 of the Laws of 2000, its Provisional Charter issued by the University of the State of New York for a five-year period on November 10, 2000, provisions of education law relating to public libraries, and these bylaws. The Kingston Library shall observe all applicable New York State municipal and education laws.
- iii) The purpose of the Kingston Library shall be to provide public library services to the residents, businesses, and governing officials of the City of Kingston.

## **2) Board of Trustees**

- i) The Board of Trustees, herein after referred to as the Board, is entrusted with the governance of the Kingston Library. It shall adopt and revise bylaws, state a mission for a period of four to six years, maintain plans of services, establish such policies as will ensure the Kingston Library's purpose and objectives, appoint a Library Director, conduct elections as determined by law, discharge all such responsibilities as are provided for under Article 1, Section 2, and exercise such other responsibilities as may be appropriate.
- ii) As provided for under Article I, Section 2, the number of Trustees shall be nine. Trustees are elected by public vote in the special district election and must be permanent residents of the City of Kingston. Terms of office shall be for three years, except in the cases of unexpired terms. Terms commence on July 1 following the public election. All Trustees shall be administered the oath of office for public officers at the July meeting or within thirty days of the beginning of their term. Members appointed to fill unexpired terms shall be administered the oath of office at any time prior to the regular meeting of the Board following their appointment. Each oath of office shall be filed with the Ulster County Clerk within thirty (30) days.
- iii) All newly elected Trustees are expected to attend a Trustee Training within six (6) months of election. Re-elected Trustees must complete Trustee Training no less than once every four years.
- iv) Any vacancy occurring on the Board shall be filled until the next election by a majority vote of the Board at the earliest appropriate time. The vacancy will be filled through June 30 following the next election at which time the public shall vote for the candidate(s) running for the unexpired term.
- v) Removal of a Trustee from office; New York Education Law Section 226 paragraph 4 says in pertinent part "...If any Trustee shall fail to attend three consecutive meetings without excuse accepted as satisfactory by the Trustees, he shall be deemed to have resigned, and the vacancy shall be filled." and further says in Section 226

paragraph 8 in pertinent part "...Remove or suspend from office by vote of a majority of the entire board any trustee, officer or employee engaged under special contract, on examination and due proof of the truth of a written complaint by any Trustee, of misconduct, incapacity or neglect of duty; provided, that at least one week's previous notice of the proposed action shall have been given to the accused and to each Trustee.

- vi) Each Trustee shall have one vote and must exercise it personally at a meeting to have this vote counted. The presiding officer has the ability to move, second and vote on all matters.
- vii) Trustees are expected to commit to perform duties as requested by the Board or the President of the Board. Trustees may not represent the Board or the District to commercial, public, or corporate entities, or the media without prior permission from the Board or the President.
- viii) The Board shall employ a Director who shall serve as the chief administrative officer of the Library and who shall serve in a non-voting, ex-officio capacity to the Board and its committees. He/she shall be responsible for effectuating the purposes of the organization and ensuring proper and compliant implementation of board policies and directives. The Director is responsible for the general charge of day-to-day affairs of the Library, including the hiring, supervising, evaluation and lawful termination of employees. He/she also shall establish up-to-date job descriptions for each job title in accordance with the Board approved budget and regulatory contractual requirements. Although serving in ex-officio status to the Board, the Director serves at the pleasure of the Board within the statutes of the Civil Service Law. The Board and any of its committees have the authority to meet without the Director being invited or present. The Director shall perform all other such duties as assigned, established in the Board approved job description or by employment contract, including certain recording and record keeping duties ordinarily performed by the Secretary. [revised 8/05]

### **3) Officers**

- i) The officers shall be as follows: the President and the Vice-President, who shall be elected members of the Board, and the secretary and treasurer, who need not be elected members of the Board. If the Board so determines, the offices of secretary and treasurer may be held by individuals who are not members of the Board, and in that event, these officers may, if the Board determines, receive compensation as fixed by resolution of the Board. A treasurer who is not a board member may be a resident of the City of Kingston or any town contiguous to the City of Kingston. The Library Director may serve as secretary, if appointed by the Board. Officers who are not trustees have voice, but not vote.
- ii) The duties of such officers shall be:
  - (a) The President shall be the principal volunteer executive officer of the Library and shall in general supervise and control all of the business and affairs of the Library. He/she shall preside at all meetings of the Board. The President, the Secretary or any other proper officer of the Library authorized by the Board may sign any deeds, mortgages, bonds, contracts or other instruments that the Board has authorized to be executed, except in cases where the signing and

execution thereof shall be expressly delegated by the Board by these bylaws or by statute to some other officers or agency of the Library. The President is the sole member of the Board that can speak on behalf of the Library unless the President and/or the Board have otherwise delegated that authority or authority is granted otherwise within these bylaws. In general, the President shall perform all duties as may be prescribed by the Board from time to time. [revised 8/05]

- (b) In the absence of the President, or in the event of his/her inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions placed upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President and/or the Board. [revised 8/05]
- (c) The Secretary shall ensure that the minutes of the meetings of the Board and its committees are recorded and maintained in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, and be custodian of the corporate records of the Library. The Secretary shall keep a register of the post office address, telephone number and, where appropriate, electronic address of each Trustee and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President and/or Board. In addition, the Secretary shall notify members of the Board of their election to office or their appointment to committees and keep a record of the transactions of the Library. The Secretary may delegate recording and other duties as he/she may deem appropriate. In the event that the Secretary is an elected Trustee and neither the President nor the Vice-president can function at a regular meeting, the Secretary shall convene the Board for the purpose of electing a President Pro Tem. [revised 8/05]
- (d) The Treasurer shall be responsible for the supervision of an account of all monies received or expended by the library and shall keep the Board informed on all pertinent financial matters. The Treasurer shall provide a financial report at all regular meetings of the Board in a format prescribed by the Board; shall serve as the Board's liaison with the independent auditor; and shall serve as a member of any Finance Committee. In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board. [revised 8/05]
- (e) Offices shall be elected by the Board at the July meeting of the Board.
- (f) The term of office of all officers shall be one year, effective upon their election to office. Officers shall remain in office until their successors are elected. If an officer resigns before the end of his/her term, a successor shall be elected by the Board for the remaining portion of the term. No member of the Board shall serve as President for more than six consecutive full terms and no member of the Board shall serve as Treasurer for more than three consecutive full terms.

#### **4) Committees of the Board**

- i) Committees of the Board make recommendations to the Board relating to their charge.
- ii) The Board shall have the following standing committees:
  - (a) Executive Committee
  - (b) Operations Committee
  - (c) Standards Development Committee
  - (d) Community Engagement Committee
- iii) The Board may establish other committees and task forces, stating purposes and termination dates, as the Trustees may determine.
- iv) Each standing committee shall consist of at least two Trustees, one of whom shall be the chairperson and a number of non-trustees not to exceed the number of Trustee members, except the Executive Committee which shall consist of the elected officers of the Board plus the Treasurer of the Board of Trustees if he/she has been appointed rather than elected. [Rev. 5/09]
  - (a) The Executive Committee shall act in an advisory capacity to the Board and shall transact such business as may be necessary between meetings of the Board. It shall authorize the payment of bills according to accepted procedure. It shall report all such actions to the Board. It shall relate to groups external to the Board interested in raising funds and advising in matters of public relations. It shall serve in the capacity of a personnel committee, in that it may advise the Board of issues of a personnel nature, evaluate the Library Director, and represent the Kingston Library during negotiations with labor.
  - (b) The Operations Committee shall hear reports and make recommendations pertaining to the future planning of the library property and facilities, the development of technological resources, and the enhancement of adult and children's materials and programs.
  - (c) The Standards and Development Committee shall develop and recommend amendments to statements of policy and procedure, shall propose candidates for consideration to fill unexpired terms, shall develop and maintain an active list of potential trustee candidates, and shall advise on areas of trustee development.
  - (d) The Community Engagement Committee shall receive, recommend, and implement matters dealing with the external relations of the Library, such as a newsletter, liaison with the Friends of the Kingston Library, and fund-raising outside of tax revenue for operations and projects beyond budgeted expenses, in consultation with the Director whose responsibility in these matters is not to be curtailed or limited except by Board action.
  - (e) In the event of a vacancy in the position of Library Director, the Board shall appoint a Search Committee which shall be chaired by a Trustee and include no more than three members who are not Trustees, which committee shall recommend to the full Board no more than four candidates to fill the position.
  - (f) The President shall appoint members and designate the chair of all committees and task forces of the Board. The President's appointments of individuals to serve on standing committees shall require the Board's

confirmation. All appointments shall be for one year or shall end at the conclusion of the business of the committee or task force, whichever comes first.

## **5) Meetings**

- i) Meetings of the Board shall be scheduled as follows:
  - (a) The first meeting following June 30 shall be the reorganization meeting for the purpose of electing officers, appointing committees, approving a schedule of monthly meetings and carrying on the regular business of the Board.
  - (b) The Board shall adopt a schedule of regular monthly meetings at its reorganization meeting. Such schedule shall include date, time, and location. The agenda for each meeting shall be provided to each trustee via electronic means not fewer than twenty-four hours prior to the meeting. It shall be the sole power of the President to re-schedule or cancel regular meetings. Committees shall schedule meetings in accordance with the business at hand and in consideration of committee members. The agenda for each meeting shall be available at the Library no fewer than one day prior to the meeting.
  - (c) All meetings of the Board and standing committees shall be publicly announced and open to the public according to New York State Open Meeting Laws.
- ii) Meetings of the Board shall be conducted as follows:
  - (a) The order of business at regular meetings of the Board shall be determined by the President and shall include the following:
    1. Call to order, roll call, and agenda additions and adjustments
    2. Minutes of previous meeting
    3. Public comment
    4. Treasurer's reports
    5. Library Director's report
    6. President's report
    7. Committee reports
    8. Old Business
    9. New Business
    10. Board member comments
    11. Announcement of next meetings of the Board and committees
    12. Adjournment
- iii) The July meeting shall be the meeting at which trustees reorganize and elect officers. This meeting shall be chaired by the President of the prior year (if he or she is then a Trustee) or by the most senior officer present and qualified to retain his or her office, or, otherwise, a temporary chair elected by the Board present at the meeting.
- iv) Special meetings of the Board may be called by the President or at the request of any four Trustees. Only the business prompting such a meeting and contained in an agenda may be discussed during the meeting. Special meetings require a minimum of three days notice to the Board.
- v) At the discretion of the presiding officer, or upon the adopted motion of any Trustee at any meeting, the Board may adjourn to executive session for such purposes as are authorized by law.
- vi) A quorum at all regular and special meetings shall be five trustees.

- vii) Action of the board which requires a vote must have the approval of five trustees.
- viii) All Board and committee meetings shall be held on premises of the Kingston Library, unless otherwise approved by the Board. All meetings shall be publicized and held in accordance with the stipulations of the New York State Open Meetings Law and at a place able to accommodate members of the public.

#### **6) Budget and Fiscal Year**

- i) The fiscal year shall be the calendar year.
- ii) The Board shall adopt propositions for submission to the voters for public referendum as provided under Article I, Section 2.
- iii) The budget for the succeeding fiscal year shall be filed with the clerk of the City of Kingston, including the costs of library services to be raised by tax levy in the year beginning with the succeeding first day of January, in accordance with Section 20 of the General City Law.

#### **7) Records and Financial Accounting**

- i) All official records of the Kingston Library shall be maintained at its principal office in accordance with New York State law. Access to such records will be in accordance with prevailing law or in accordance with the policies adopted by the Board.
- ii) Copies of Board materials, library policies, and other relevant documentation shall be available for public view at the principal office.
- iii) Financial records shall be maintained in accordance with accepted accounting practice. The action of the Board in regard to payment of bills and to financial reports shall be recorded.
- iv) The Board shall adopt procedures for the dispersal of funds, payment of bills and compensation of staff in accordance with accepted accounting practice and New York State laws.
- v) An audit of District records shall be performed annually as required under Article I, Section 2.

#### **8) Rules of Order**

- i) Roberts Rules of Order, latest revised edition, shall, in the absence of provisions to the contrary, be observed in governing the Board and committees.

#### **9) Amendments**

- i) These bylaws may be amended at any regular meeting upon recommendation of the Executive Committee or upon the written request of four Trustees and upon two weeks prior written notification to the Trustees. Such action by the Board requires that the stated action appear on the published agenda. Written notification shall include the exact changes proposed and the names of those proposing the amendments, if not by the Executive Committee.
- ii) The Standards and Development shall annually review these bylaws for suitability, accuracy, and consistency.