

CONSTITUTION AND BYLAWS FOR THE WEAD LIBRARY

MISSION: The Wead Library provides access to resources that improve and enrich the lives of all members of the Malone community, regardless of origin, age, background, or views. The library building is safe and welcoming, information is organized and up-to-date, and the staff is well trained to provide professional and caring service to all patrons.

PREAMBLE: The Board of Trustees (hereinafter designated as the board) of the Wead Library, a corporation created under a charter granted under Section 253 of the New York State Education Law by the Board of Regents (or Secretary of State) of the State of New York, dated September 26, 1975, shall be governed by the laws of New York State, the regulations of the Commissioner of Education and by the following bylaws. The Library's Board of Trustees affirms its belief in the principles embodied in "The Freedom to Read" and in the American Library Association's "Library Bill of Rights".

FISCAL: The fiscal year of the library shall be July 1st – June 30th

ARTICLE 1 The name of this organization shall be THE WEAD LIBRARY

ARTICLE II BOARD OF TRUSTEES

1. The library shall be governed by a Board of Trustees. The Board shall consist of five members, elected for terms of five years each. Members will be chosen by the electorate of the Malone Central School District. Newly elected members will take office at the first meeting following the annual meeting. Eligibility for office shall be limited to adults residing or owning property within the geographical limits of the library district. The Director or designee of the Library shall be the executive and chief administrative officer of the Library and shall function under its review and direction.
2. The term of members of the Board of Trustees shall end on June 30th of the fifth year following election, unless the Trustee shall have resigned or otherwise terminated membership on the Board.
3. All Trustees shall abide by the Conflict of Interest Policy, Whistleblower Policy, and Ethics Policy adopted by the Board and as amended periodically.
4. Vacancies which occur for reasons other than expiration of term may be filled until the next annual election by the Board of Trustees.

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5. Any Trustee who shall fail to attend three consecutive regular meetings of the Board without excuse accepted as satisfactory by the Trustees shall be deemed to have resigned as Trustee, and the vacancy shall be filled at the next regular meeting. The President shall inform the absent Board Member in writing that they are no longer on the Board. If dismissal is deferred by Board action the President shall inform the absent Board Member in writing the conditions of this deferral.
6. The 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.
7. 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. No Board member by virtue of their office shall exercise any administrative responsibility with respect to the library nor, as an individual, command the services of any library employee.

ARTICLE III OFFICERS

1. The Officers of the Board of Trustees shall be elected at the Annual Meeting or first regular meeting each year and they shall be President, Vice-President, Secretary, and Treasurer, elected from among the Board of Trustees. These officers shall serve for a period of one year or until their successors shall have been duly elected.
2. The vote for the above-mentioned Officers shall be by secret written ballot, and elections shall be by a majority of the membership of the Board who must be present.
3. The duties of such officers shall be as follows:
 - 3.1 The **President** shall preside at all meetings of the Board, authorize calls for any special meetings, appoint all committees, execute all documents authorized by the Board, serve as ex-officio voting member of all committees, and generally perform all duties associated with that office.
 - 3.2 The **Vice-President**, in the event of the absence or disability of the President, or a vacancy in the office, shall assume and perform the duties and functions of the President.
 - 3.3 The **Secretary** shall keep a true and accurate record of all meetings of the Board, shall issue the notice and minutes of all regular and special meetings, and shall perform such other duties as are generally associated with that office.
 - 3.4 The **Treasurer** shall be the financial officer and representative of the Board in business relating to the receipt and disbursement

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of Library funds, and as such shall present for Board review and approval at regular intervals: (1) properly itemized and authenticated vouchers for materials, supplies or services furnished to the Library, (2) periodical reports of the financial status of the Library operations prepared with the assistance of the Director of the Library or designee and, (3) shall perform such other duties as are generally associated with that office. The Treasurer shall be bonded in an amount as may be required by a resolution of the Board.

ARTICLE IV MEETINGS

1. Meetings shall be held each month, the date and hour to be set by the Board at the Annual Meeting. Written notice with agenda thereof shall be sent to all Trustees, to the Director of the Library or designee at least one week prior to such regular meeting, and a public notice shall be posted in the library and publicized in the news media. Minutes of the previously held regular meeting shall be mailed by the Secretary within a week of adjournment.
2. The Annual Meeting shall be in June of each year. The business transacted at this meeting shall include the election of new trustees and new officers.
3. The operating and financial reports for the previous year shall be presented at the regular meeting in January.
4. 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.
5. Each Trustee shall have one vote, irrespective of office held.
6. A Trustee must be present, in person or on video to have their vote counted, as outlined in the Wead Library Procedures Governing the Use of Videoconferencing Pursuant to the Open Meetings Law and pursuant to New York State Chapter 56 of the Laws of 2022.
7. A simple majority of the whole Board (including vacancies) shall constitute a quorum for the conducting of all business. A majority of the whole Board (including vacancies) is required for any motion to pass. The current quorum is three. 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.

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8. Any one or more members of the Board or any Committee may participate in a meeting of such Board or Committee in person or by means of videoconferencing, as long as the public has the ability to view or listen to the meeting. Videoconferencing sites must be open to the public and cited in the notice of the meeting. Participation by such means shall constitute presence in person at the meeting. (Following rules set by NYS Chapter 56 of the Laws of 2022.
9. The order for business for regular meetings shall include but not be limited to, the following items, which shall be covered in the sequence shown as far as circumstances will permit:
 - Roll call of members
 - Period for public and employee expression
 - Disposition of minutes of previous meeting
 - Treasurer's report
 - Action upon bills received
 - Library and Librarian reports
 - Committee reports
 - Communications
 - Unfinished business
 - New business
 - Period for public and employee expression
 - Announcements and adjournment
10. The Director of the Library or designee shall attend all meetings except those in which the Director or designee personal status is discussed, may participate in the discussion, and offer professional advice, but is denied a vote upon any question.
11. Executive sessions to address confidential matters may be announced and conducted at any meeting.
12. All Board meetings and all committee meetings shall be held in compliance with New York's open meetings law.

ARTICLE V COMMITTEES

1. The President shall appoint a Building Committee, a Finance Committee, and a Planning Committee. These committees shall consist of two or more members and shall be discharged upon completion of the term of office of the President.
2. 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.

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3. The **Building Committee** shall act to ensure that adequate facilities are designed, situated, constructed, and maintained to meet the Wead Library's mission of service and accessibility to the community.
4. The **Finance Committee** shall have general supervision over the financial affairs of the library and shall make related policy recommendations to the Board. This committee shall prepare the Annual Budget for the maintenance and operation of the library for review and approval by the Board at the time specified by the President.
5. The **Planning Committee** shall periodically formulate policy recommendations for review and approval by the Board relating to Library organization resources and services, shall submit to the Board an annual narrative report of its recommendations and relate results to date and shall be generally aware of Library developments and standards of service elsewhere which should be adopted by the Wead Library and by the Clinton-Essex-Franklin Library System.
6. All committees may make a progress report to the board at each of its meetings. No committee shall have other than advisory powers unless the Board has delegated specific power to act upon its behalf pending a subsequent meeting of the Board for confirmation.

ARTICLE VI DIRECTOR

1. The Director of the Library or the designee shall be the executive and chief administrative officer of the library on behalf of the Board and shall function under its review and direction. The Director shall prepare and present to the Board for its approval monthly and annual reports on the status of the library as well as the annual report required for transmittal to the State and Library System.
2. The Director or the designee shall recommend to the Board the appointment and specify the duties of the library employees and no appointment, promotions, or dismissals shall be made without this recommendation. The Director shall have interim authority to appoint part-time or temporary employees without prior approval of the Board provided that such appointments are reported at the next regular Board meeting.
3. The Director or the designee is responsible for the proper direction, supervision, and evaluation of the staff, for the care and maintenance of Library property, for an appropriate selection of Library material in keeping with the stated policy of the Board, for the determination of effective policy, for the efficiency of service to the public within the

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resources available, and for operation within available resources and other duties assigned. The Director shall recommend policies for Board approval and shall be aware of public relations.

ARTICLE VII IDEMNIIFICATION

1. The Wead Library shall indemnify every trustee, officer, and employee of the library to the fullest extent allowed under the terms and provisions of the Not-For-Profit Corporation Law of the State of New York. The foregoing right of indemnification shall not be diminished or reduced by virtue of any other right or rights to which any trustee, officer, or employee of the library may be entitled.

ARTICLE VIII AMENDMENTS AND RULES OF ORDER

1. Amendments to these Bylaws 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 ten days prior to the voting session. A simple majority of the whole Board (including vacancies) shall be sufficient for adoption of an amendment.
2. Nothing in these bylaws shall be construed as being contrary to the Education Law of the State of New York or to the Regulations of the Commissioner of Education.
3. Roberts "Rules of Order" shall otherwise prevail in all deliberations not specifically provided for either in these bylaws or the aforementioned official documents.
4. New York Public and Association Libraries Minimum Standards requires that public libraries be governed by written bylaws which define the structure and governing functions of the library board of trustees, and which shall be reviewed and re-approved by the board of trustees at least once every five years or earlier if required by law.

Date approved by Board

President, Board of Trustees
Wead Library, Malone, N.Y.