

BY-LAWS OF THE SKANEATELES LIBRARY ASSOCIATION

AMENDED ON SEPTEMBER 20, 1951, SEPTEMBER 15, 1953 and JANUARY 30, 1975;

REVISED DECEMBER 16, 2009;

AMENDED ON OCTOBER 21, 2014, JULY 12, 2016 and JANUARY 12, 2017;

REVISED OCTOBER 9, 2018 and DECEMBER 12, 2023

AMENDED ON FEBRUARY 11, 2025

ARTICLE I

NAME AND PURPOSE

Section 1: NAME: This organization shall be called “The Skaneateles Library Association.”

Section 2: PURPOSE: The purpose of said organization is to provide library services to the residents of the Village, Town and/or School District of Skaneateles, New York.

ARTICLE II

TRUSTEES

Section 1: NUMBER AND AUTHORITY OF TRUSTEES: The governing body of The Skaneateles Library Association shall be a Board of Trustees of at least five and no more than twenty-five in number, as shall be determined from time to time by resolution of the Board. The Board shall have the power to adopt by-laws, including therein language establishing the method of election, the number, and the term of office of Trustees, by vote of two-thirds of the Trustees then sitting on the Board, excluding any seat that is then vacant (hereafter, “sitting Trustees”).

Section 2: TENURE AND TERM LIMITS: Trustees shall serve a term of three (3) years from the date of their election, and may serve no more than three (3) consecutive three-year terms. Former Trustees will be eligible to be re-elected to the Board after a one-year interim.

Section 3: CLASSES OF TRUSTEES: For the purpose of staggering their terms of office, Trustees shall be divided into three (3) classes, as nearly equal in number as practicable, and the term of office of one class shall expire each year in regular rotation. In case the number of Trustees in any class becomes unequal to the other classes, the Board may elect one or more Trustees to terms of one or two years, as may be deemed most practical. The Board may also extend the existing term of any Trustee by one or two years if the Board deems that doing so is in the best interests of the Library.

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Section 4: **NOMINATION AND ELECTION:** The Nominating Committee shall present a slate of proposed Board members to the Board at its December meeting. New Board members shall be elected by a majority of the sitting Trustees in attendance at the Board’s annual meeting in January. Newly elected Board members shall take office immediately following the close of the meeting at which they are elected.

Section 5: **VACANCIES:** Upon recommendation of a qualified candidate by the Nominating Committee, any vacancy occurring in the Board of Trustees, and any position to be filled by reason of an increase in the number of Trustees, may be filled by the affirmative vote of the majority of the sitting Trustees in attendance at a regular or annual meeting. A Trustee elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Section 6: **ELIGIBILITY:** Any legal resident of the Village, Town and/or School District of Skaneateles, New York, 18 years or older, is eligible to serve as Trustee.

Section 7: **RESIGNATIONS:** Any Trustee may resign his or her office at any time, without prejudice, upon written or electronic notice to the President of the Board. A Trustee who fails to attend three consecutive regular meetings of the Board without excuse accepted as satisfactory shall be deemed by the President of the Board to have resigned unless a majority of the Board determines otherwise.

Section 8: **CONFLICTS OF INTEREST:** The Board shall have in force a Conflict of Interest policy.

Section 9: **REMOVAL FROM OFFICE:** A Trustee may be removed from office by vote of a majority of the Board for misconduct, incapacity, or neglect of duty. Such proposed action and the reason(s) therefor shall be presented by one or more Trustees to all other Board members at least one week in advance of the Board meeting at which removal is proposed to occur, in writing or by electronic notice. The Trustee who is the subject of the proposed removal shall be given a fair opportunity to be heard before the Board votes on the proposed removal. In addition, a Trustee may be removed from office consistent with the Conflict of Interest Policy.

ARTICLE III OFFICERS

Section 1: **OFFICERS:** The officers of the Board shall be a President, a Vice President, a Secretary and a Treasurer and, if deemed necessary by the Board, an Assistant Treasurer. The officers shall serve without pay.

Section 2: **NOMINATION AND ELECTION:** The Nominating Committee shall present a slate of proposed officers to the Board of Trustees at its December meeting, drawn from the

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members of the Board of Directors. The officers shall be elected by majority vote of the Board at the annual meeting immediately following the election of Trustees.

Section 3: TERM AND TENURE OF OFFICERS: The term for each officer shall be the one-year period commencing with the date of the annual meeting at which the officer was elected. No Trustee may serve more than three (3) consecutive one-year terms as President, Vice-President, or Secretary, and no Trustee may more than five (5) consecutive one-year terms as Treasurer. Former officers would be eligible to be re-elected after a one-year interim.

Section 4: VACANCIES: In the event that a vacancy shall occur during an officer's term of office, the Board of Trustees shall nominate and elect a replacement to fill the balance of the term.

Section 5: PRESIDENT: The President shall prepare the monthly agenda with the Library Director and preside at all meetings of the Board. The President may authorize calls for any special meetings, appoint members of all standing committees and establish additional committees as deemed necessary. The President will execute all documents authorized by the Board, serve as an ex officio voting member of all committees, and generally perform all other duties associated with that office.

Section 6: VICE- PRESIDENT: The Vice President, in the event of the absence or disability of the President or of a vacancy in that office, shall assume and perform the duties and functions of the President and otherwise assist the President as requested from time to time.

Section 7: SECRETARY: The Secretary shall be responsible for keeping true and accurate minutes of all meetings of the Board and shall perform all such additional duties as are generally associated with that office.

Section 8: TREASURER AND/OR ASSISTANT TREASURER: The Treasurer shall be responsible for keeping permanent accounts, according to accepted standards, of all income and expenditures of the Board. The Treasurer shall be responsible for preparing and submitting to the Board a quarterly financial statement of all library accounts. The Treasurer will chair the Finance and Investment Committee, which shall be responsible for investment of library funds as prescribed by the laws of the State of New York. The Treasurer shall notify the President in the event that he or she is unable to perform the duties of the Treasurer. In the event of the absence or disability of the Treasurer, the Assistant Treasurer will assume the Treasurer's duties and in the absence of an Assistant Treasurer, the Board will appoint an immediate interim Treasurer by the majority vote of sitting Trustees in attendance at a regular or annual meeting at which such action is taken.

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ARTICLE IV MEETINGS

Section 1: ANNUAL MEETING: There shall be an annual meeting of the Board of Trustees in January of each year, for the purpose of hearing the annual reports of the Library President, Director and Treasurer. The nomination and election of new and/or returning Trustees and officers, appointment of all standing committee chairs and members, and such additional organizational work as is foreseeably needed for the upcoming year shall also take place during the annual meeting.

Section 2: SPECIAL MEETINGS: Special meetings of the Board may be held upon reasonable notice to the Board from the President of the Board or on request of any three (3) Trustees with reasonable notice to the Board.

Section 3: REGULAR MEETINGS: The Board will convene a regular meeting every month except, at the Board's discretion, in July.

Section 4: QUORUM REQUIREMENT: A quorum is required for Board action. A quorum of the Board shall consist of a majority of the whole number of trustees, regardless of vacancies. At any meeting at which a quorum exists, a majority vote of the Trustees in attendance shall be sufficient to authorize Board action except as otherwise specified in these by-laws.

Section 5: MINUTES: Except as otherwise provided by New York State's Open Meetings Law, minutes of all meetings of the Board are required to be kept and must contain at least the following information: date, time, place, members present, members absent, decisions made and votes taken. Approved minutes are to be stored in the Library, available for public access, with a separate copy filed with the Library Director.

ARTICLE V LIBRARY DIRECTOR

Section 1: The Board of Trustees shall appoint a qualified Library Director who shall be the Executive and Administrative Officer of the Library, under the direction and review of the Board. The Director shall act as professional advisor to the Trustees and shall serve at the pleasure of the Board.

Section 2: It shall be the duty of the Library Director to manage the operations of the Library and perform all of the duties listed in the job description set forth by the Board. The Library Director shall be responsible for the proper specifications of duties, direction and supervision of the Staff, for the care and maintenance of library property, for adequate and

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proper selection of library materials in keeping with stated policies established by the Board, for effective service to the public, for operation within the budget appropriations, and for the general safeguarding of Library assets. The Director shall perform such other duties as may be directed by the Board.

Section 3: The Library Director shall attend all meetings of the Board, including budget meetings or public meetings where action may be taken affecting the interests of the library.

Section 4: The Director shall be an ex officio member of all standing committees of the Board and shall have the right to speak on all matters under discussion at Board meetings and committee meetings, but shall not have the right to vote.

ARTICLE VI COMMITTEES

Section 1: STANDING COMMITTEES: At the annual meeting, the President shall appoint chairs and members of the Nominating, Finance and Investment, and Buildings and Grounds Committees, who shall serve for one year.

Section 2: ADDITIONAL COMMITTEES: With the advice and consent of the Board, the President may create and appoint members of such additional committees as the business of the Board may require from time to time.

Section 3: DUTIES and POWERS: All committees shall make timely periodic progress reports to the Board. Committees shall have only advisory powers unless granted specific power to act by a majority vote of the Board.

Section 4: EXECUTIVE COMMITTEE: The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer, and a trustee-at-large. 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 an emergency matter. 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. The Executive Committee cannot implement significant action on behalf of the board, including but not limited to approving new policies or budgets, amending bylaws, entering into contracts valued at more than the amount designated in the Genesee Street Capital Reserve Fund or conveying real property.

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ARTICLE VII FINANCE

Section 1: FISCAL YEAR: The fiscal year of the Library shall be October 1 through September 30.

Section 2: DEPOSITORIES: Depositories will be recommended by the Treasurer at the Annual Meeting. The Treasurer as Chair of the Finance and Investment Committee will also recommend an Investment Consultant with which the Board will contract for investment advice and which will serve as the custodian of the investments of the Library. The Treasurer will disclose all fees related to the investment consultant function. At the Annual Meeting, the Board will adopt a resolution appointing an Investment Consultant and Depositories.

Section 3: APPROVED SIGNATORIES: The President, Treasurer and/or Assistant Treasurer and Library Director shall be signers on all library cash accounts.

Section 4: REQUIRED SIGNATURES: Two approved signatures shall be required on all checks or electronic transfers exceeding \$2000.

Section 5: BUDGET: The Director and Treasurer shall be responsible for presentation to the Board of a preliminary budget for the ensuing fiscal year. The Finance Committee will review the budget prior to presenting it to the full Board for adoption. The Board shall adopt a final budget at the end of the previous year's fiscal year.

Section 6: INDEMNIFICATION: The Skaneateles Library Association ("SLA") shall, as permitted by law, indemnify any person who is or was a member of the SLA Board of Trustees or an SLA employee from and against any expenses and liabilities actually and reasonably incurred by or imposed upon such person, including attorney's fees and costs of investigation, as a result of or in connection with any claim, action, suit or proceeding (whether actual or threatened, civil, criminal, administrative or investigative, including appeals) to which such person is or may be made a party by reason of being or having been a member of the SLA Board of Trustees or an SLA employee and such person having acted in good faith in their role as a SLA Trustee or employee. The Board of Trustees shall purchase and maintain Directors and Officers ("D & O") liability insurance coverage sufficient to assure adequate indemnification of any such persons and in order to assist the SLA in meeting its indemnity obligation as set forth herein.

Section 7: ANNUAL FINANCIAL FILINGS: The President and Treasurer shall be responsible for ensuring that all required annual financial filings are made with the appropriate federal, state, and local government agencies. The annual financial filing with the Internal Revenue Service shall be made available to all Trustees. A copy of each filing will be made available to the public through the Library website and/or at the Library.

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ARTICLE VIII RULES AND AMENDMENTS

Section 1: RULES: Any question relating to the Board's governance under these by-laws that is incapable of resolution with reference to these by-laws or any procedural rules adopted by the Board, shall be resolved pursuant to the rules contained in Roberts Rules of Order, newly revised.

Section 2: SUSPENSION OF RULES: Any rule or resolution of the Board, whether contained in these by-laws 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 a quorum of the Board shall be present and two-thirds of those present shall so approve.

Section 3: AMENDMENTS: The by-laws may be amended by a two-thirds vote of the sitting Trustees provided that notice of the proposed amendment shall have been provided to all members of the Board, in writing or via electronic communications, at least ten days prior to the meeting.

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