

**BYLAWS
DEWITT COMMUNITY LIBRARY ASSOCIATION**

MISSION STATEMENT

The mission of the DeWitt Community Library is to provide quality library service for the residents of DeWitt, Jamesville, and surrounding areas.

VISION STATEMENT

The DeWitt Community Library will be an essential asset to the DeWitt and Jamesville communities and serve as a center of community life. The Library will provide and promote free access to high quality resources to meet the information, educational, and cultural needs of the community.

PREAMBLE

The Board of Trustees (hereinafter designated as the "Board") of the Dewitt Community Library Association (hereinafter designated as "DCLA"), a corporation created under a charter granted under ARTICLE 253 of the New York State Education Law by the Board of Regents of the State of New York, dated June 23, 1967, shall be governed by the laws of New York State, the regulations of the Commissioner of Education and by the following bylaws.

BYLAWS

ARTICLE 1 – NAME

The name of the Association shall be the Dewitt Community Library Association (DCLA).

ARTICLE 2 – PURPOSE

The purpose of the DCLA shall be to maintain a free association library, the DeWitt Community Library (DCL), within the served area comprised of census tracts 146, 147, 148 and 149 and census blocks 360670157009010, 360670157009011, 360670157009012, 360670157009013, 360670157009021, 360670157009022, 360670157009023 (hereinafter designated as "Served Area").

ARTICLE 3 – VOTING MEMBERS OF THE DCLA

All persons of legal voting age, residing in the Served Area, or in the Jamesville DeWitt School District not included in the Served Area, shall be eligible voting members (hereinafter designated as "Voting Members") of the DCLA at the annual meeting (hereinafter designated as "Annual Meeting").

ARTICLE 4 – FISCAL YEAR

The fiscal year of the DCLA shall begin January 1 and end December 31.

ARTICLE 5 - ANNUAL MEETING

The Annual Meeting shall be held in February at the call of the DCLA Board of Trustees for the following purposes:

1. to receive reports of the President, Treasurer, and DCL Executive Director,
2. to elect Trustees for the succeeding year, and
3. to transact such other business as the Board shall present.

Ten days public notice shall be given by the Secretary, or his/her designee, announcing the date, time and place of the Annual Meeting and the names of candidates for election to office of Trustee.

ARTICLE 6 – BOARD OF TRUSTEES

The DCLA shall be governed by a Board and shall consist of not less than eleven nor more than seventeen members (hereinafter designated as "Trustees") of the DCLA. Trustees serve without compensation.

Each trustee shall:

1. Be of voting age and shall reside within the Served Area or in the area of the Jamesville DeWitt School District not included in the Served Area, at the time of his/her election or appointment and continuously during his/her term of office;
2. Not be an employee of the DCL;
3. Agree to serve on one or more Board committees and disclose any potential conflicts of interest created as a result of taking the position.

Their role is to:

1. elect Board officers and the chairperson of the Nominating Committee,
2. develop and review the mission and strategic plan of the library,
3. select, hire and oversee a qualified DCL Executive Director,
4. secure adequate funding to support the operation of the DCL,
5. approve a written fiscal-year budget,
6. exercise fiduciary responsibility for the use of public and private funds, including review and approval of all expenditures,
7. cause an annual fiscal year examination of DCL accounts to be performed by an independent Certified Public Accountant and act on any auditor recommendations,
8. regularly review the DCL's service program,
9. maintain a facility that meets the needs of the DCL and its Served Area,
10. promote the DCL in the local community, and
11. conduct the business of the DCLA in an open and ethical manner in compliance with all applicable laws and regulations.

ARTICLE 7– NOMINATION AND VOTING MEMBER ELECTION OF TRUSTEES

Nominations of candidates for Trustee vacancies due to the expiration of terms shall be made by a Nominating Committee (see Article 22).

Each Trustee, at time of appointment or election, shall:

1. be of voting age and shall reside within the Served Area or in the area of the Jamesville DeWitt School District not included in the Served Area, at the time of his/her election or appointment and during his/her term of office,
2. not be an employee of the DCL,
3. express an understanding of assigned Trustee duties and responsibilities,
4. agree to attend regularly scheduled board meetings,
5. agree to serve on one or more Board committees,
6. disclose any potential financial or personal conflicts of interest with DCLA activities,

7. be eligible for fidelity bond coverage should duties involve the custody of or the handling of funds, and
8. indicate a willingness to serve his/her designated term.

No Trustee shall serve for more than two consecutive elected three-year terms. At least one year must elapse after completion of the second term before the individual can serve a subsequent term.

The Secretary or his/her designee shall publish notice of the names of the Trustee candidates nominated for election in accordance with the notice requirements set forth in Article 5 of these Bylaws.

The Nominating Committee shall present all nominations for election at the Annual Meeting. Nominations may also be made from the floor by Voting Members at the Annual Meeting.

When there are more nominated candidates than trustee vacancies, each voting member may vote for any number of the candidates on the ballot as long as the total does not exceed the number of trustee vacancies.

A newly-elected Trustee may fill either the remainder of an unexpired term or a regular, full, three-year term. The candidate receiving the highest number of votes will be elected to the longest available term. The remaining Trustee vacancies will be filled in decreasing order of the number of votes received and length of term of office. Thus the candidate receiving the second highest number of votes will be elected to the next longest term, etc...

The term of office of newly-elected Trustees shall begin at the close of the Annual Meeting at which they are elected.

ARTICLE 8 – BOARD QUORUM, ACTION, CONFLICTS OF INTEREST AND AUTHORITY

Each Trustee shall have one vote. A Trustee must be present at a meeting to have his/her vote counted.

A majority of the entire Board – defined as one-half plus one of the total number of Trustees (whether present or not) shall constitute a quorum for the transaction of Board business. If a quorum is not present, no action requiring voting shall take place. The Trustees may set a date for another meeting. The Secretary shall notify the Trustees and arrange for public announcement of this rescheduled Board meeting.

A majority of the entire board is required to approve an action. A roll call vote on any voting action must be held upon request from any Trustee.

A Trustee shall fully disclose a financial, personal or other conflict of interest in any matter coming before the Board. The Trustee shall fully disclose the nature of the conflict of interest and withdraw from discussion, lobbying, and voting on the matter. The minutes of the meeting shall record the disclosure, and recusal.

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 majority approval of the entire Board.

No Trustee shall exercise any administrative responsibility with respect to the DCL, or as an individual, command the services of any DCL employee.

ARTICLE 9 – OFFICERS

At the Board Meeting prior to the Annual Meeting, the Nominating Committee shall recommend one Trustee for each of the following offices for the coming year: President, Vice President, Secretary and Treasurer.

At the first regular Board Meeting following the Annual Meeting, the Trustees shall elect officers from their own number. Each office is voted upon separately. In addition to candidates proposed earlier by the Nominating Committee, other candidates may be nominated at the time of election.

Each officer is elected by a majority of the entire Board. Officers shall serve for a period of one year or until their successors have been duly elected. Their terms of office shall begin immediately. Officers may be elected for subsequent one-year terms for a maximum of two consecutive terms in the case of the President and Vice President and three consecutive terms in the case of the Secretary or Treasurer. No trustee shall hold more than one office at a time.

Upon resignation or expiration of their terms, officers shall deliver to the successors all records that pertain to their offices.

ARTICLE 10 – PRESIDENT

The President shall:

1. preside at all regularly scheduled and special Board meetings,
2. present a written annual report at the Annual Meeting,
3. establish and charge special committees, pending approval by the Board,
4. appoint chairpersons of all committees except the Nominating Committee,
5. serve as the official spokesperson of the Board and execute all documents authorized by the Board,
6. serve as DCLA Board representative to external organizations or appoint other Trustees to do so,
7. ensure compliance with the Bylaws, and
8. perform other duties generally associated with the office of President.

The President shall be an ex officio member of all committees except the Nominating Committee.

ARTICLE 11 – VICE PRESIDENT

The Vice President shall:

1. conduct the duties of the President in the absence of the President,
2. serve as chairperson of the Bylaws Committee, and
3. perform other duties generally associated with the office of Vice President.

ARTICLE 12—SECRETARY

The Secretary shall:

1. issue notice by first class mail or email of all regularly scheduled and special Board meetings,
2. keep accurate record of all regularly scheduled and special Board meetings,
3. be able to provide draft (i.e., not yet approved) minutes for public inspection within two weeks of regularly scheduled and special Board meetings,
4. ensure archiving of approved minutes of Board meetings,
5. receive and record the results of the annual election of Trustees and Board officers, and
6. perform other duties generally associated with the office of Secretary.

If the need arises, the Secretary's duty of taking minutes at a regular Board Meeting may be assigned to another Board member or to a DCL staff member.

ARTICLE 13 – TREASURER

The Treasurer shall:

1. monitor all financial activity of DCL funds at the direction of the Board and in cooperation with the Executive Director,
2. give a Treasurer's Report at each regularly scheduled Board meeting and at the Annual Meeting,
3. present, at appropriate times, preliminary and final budgets for the coming fiscal year,
4. furnish such financial statements or reports as may be requested by the Board,
5. serve as chairperson of the Finance and Budget Committee, and
6. perform other duties generally associated with the office of Treasurer.

ARTICLE 14 – EXECUTIVE COMMITTEE

1. The Executive Committee shall consist of the President, the Vice President, the Secretary and the Treasurer. 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 any emergency matter.
2. 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.
3. The Executive Committee cannot initiate and implement new policy on behalf of the DCLA.

ARTICLE 15 - TRUSTEE AND OFFICER INDEMNIFICATION

The DCLA shall indemnify its Trustees and Board officers and DCL employees against judgments, fines, amounts paid in settlement and reasonable expenses and costs, including attorney's fees, in connection with any claim asserted against a Trustee, officer or DCL employee by action in court or otherwise, by reason of the fact that such person was a Trustee or officer of the Board or DCL employee and acting in good faith for a purpose which such person reasonably believed to be in the best interest of the DCLA and not unlawful.

Indemnification shall be provided in the manner and to the full extent afforded by Sections 722 through 726 of the Not-For Profit Corporation Law; and as permitted by such law, the DCL may provide additional indemnification pursuant to: an agreement, action of the Board of Trustees, or provision of these Bylaws.

ARTICLE 16 – COMMITTEES

These Bylaws provide for two types of committees: standing committees and special-purpose committees. The charge for each Standing Committee is given in Articles 18-23. No committee shall have other than advisory powers, unless, the Board grants it specific power to act. A special-purpose committee shall serve until the completion of its charge.

Each Trustee shall serve on at least one committee each fiscal year. Unless otherwise specified in these bylaws, standing committees may be comprised of Trustees, DCL staff and/or members of the community.

ARTICLE 17– COMMITTEE CHAIRPERSONS

A committee chairperson shall:

1. staff the committee with members who have expertise or interest relevant to the committee charge
2. provide progress reports at Board meetings when committee activity occurs,
3. maintain all committee meeting records,
4. provide reports and records upon Board request,
5. deliver committee records at the expiration of his/her term, either to his/her successor or to the Board Secretary.

ARTICLE 18 – BYLAWS COMMITTEE

The Bylaws Committee shall:

1. review questions of interpretation of the bylaws,
2. submit recommended bylaw changes for Board/Voting Members' approval, and
3. perform a triennial review of the DCLA Bylaws.

The Vice President shall serve as chairperson of the Bylaws Committee.

ARTICLE 19—FACILITIES COMMITTEE

The Facilities Committee, in concert with the Executive Director, shall:

1. ensure the maintenance and security of DCL spaces and equipment, including the information technology infrastructure, and
2. plan for improvement, updating and future expansion of all equipment and facilities and grounds.

ARTICLE 20 – FINANCE AND BUDGET COMMITTEE

The Finance and Budget Committee, in concert with the Executive Director, shall:

1. develop and monitor the approved fiscal-year budget,
2. monitor and recommend to the Board actions that improve the DCLA's overall financial operations and recordkeeping,
3. ensure the performance of an annual financial audit by an independent Certified Public Accountant and present a report of said audit to the Board, and
4. follow up on audit recommendations approved by the Board.

The Treasurer shall serve as chairperson of the Finance and Budget Committee, and committee members must be Trustees.

ARTICLE 21—FUND RAISING

The Fund Raising Committee shall:

1. identify gift solicitation and grant application opportunities, and
2. oversee all fund raising programs authorized by the Board, including annual campaigns and capital campaigns.

ARTICLE 22 – NOMINATING COMMITTEE

The Nominating Committee shall:

1. evaluate Trustee and officer succession needs,
2. nominate the number of candidates equal to the number of Trustee vacancies on the Board as determined by the Board, no later than the October board meeting, for the next election,
3. determine the length of term of each vacant position on the Board
4. recommend Trustee candidates to the Board no later than the December Board meeting,
5. nominate candidates to fill Trustee and/or officer vacancies resulting from resignation, dismissal, permanent disability or death, and
6. in concert with the Executive Director, provide new Trustee orientation.

Nominating Committee members must be Trustees.

ARTICLE 23—PERSONNEL COMMITTEE

The Personnel Committee shall:

1. coordinate the annual performance review of the Executive Director, and
2. in concert with the Executive Director, regularly review employee compensation and benefits.

Personnel Committee members must be Trustees.

ARTICLE 24 – STRATEGIC PLANNING COMMITTEE

The Strategic Planning Committee shall:

1. Review the DCLA's current mission statement and, when appropriate, recommend revisions for Board consideration.
2. Identify and provide the following in arriving at a Strategic Plan:
 - Current and emerging issues and trends in library services
 - Changing demographics, needs, and preferences of stakeholders in the DCLA's charter-to-serve area
 - Other factors likely to affect DCL operations
3. Review the Plan throughout the year and update the Strategic Plan at least annually, recognizing progress toward and attainment of goals; amending objectives and associated programs and actions when necessary, and setting new goals.

ARTICLE 25—TRUSTEE AND OFFICER RESIGNATION, ABSENCE, DISMISSAL, PERMANENT DISABILITY OR DEATH,

Voluntary Trustee or officer resignations shall be submitted in writing to the President or, in the case of a President resignation, to the Vice President. The date of the letter will be the effective resignation date.

Unexcused Trustee absence from three regularly scheduled Board Meetings within a six-month period shall constitute automatic resignation from the Board unless the Board defers the dismissal by approval of a majority of the entire Board – defined as one-half plus one of the total number of Trustees (whether present or not) - in Executive Session.

In the event of a Trustee vacancy, the Board may appoint an interim Trustee to serve until the next Annual Meeting. At the time of the next Annual Meeting, said interim Trustee may be elected under the provisions of Article 8 to serve the remainder of the uncompleted term. A Trustee elected to finish an uncompleted term shall subsequently be eligible for election to two consecutive three-year terms.

If an officer position becomes vacant, at the first Board meeting following notice of the vacancy, the Board shall elect from among its members a successor to serve the balance of the term.

ARTICLE 26 – EXECUTIVE DIRECTOR

The Board shall appoint an Executive Director whose duties shall include:

1. executing any policies established by the Board,
2. managing all operations of the DCL within the budget appropriated by the Board, under the direction and review of the Board,
3. overseeing the care of DCL facilities and equipment,
4. hiring and supervising the DCL staff (compensated and voluntary),
5. ensuring efficient and effective service to the Served Area,
6. submitting to the Board reports and recommendations pertaining to policies and procedures,
7. providing any reports requested by the Board,
8. attending DCLA Annual Meetings; and attending, with voice but no vote, all Board Meetings, (but shall be excused from the portion of any meeting at which the Executive Director's terms of appointment, performance or compensation are to be discussed or decided),
9. collaborating with the Board in DCLA strategic planning, and
10. performing such additional duties as directed by the Board.

ARTICLE 27 – MEETINGS

At the call of the President, the Board shall hold regular monthly Board meetings. The dates, hours and locations shall be set by the Board. The date of a regular meeting may be changed by resolution of the Trustees with appropriate public notice of the change.

A special Board meeting for a specific purpose may be called at any time by the President or upon request of three Trustees. No business may be transacted at such special Board meeting except for the stated business. The public must be notified of Special Board Meetings.

Meetings at which the presence of a quorum of the Board is anticipated must be publicized and made open to the public in compliance with New York State Open Meetings Law.

The order of business for regularly scheduled Board meetings shall include, but not be limited to, the following items, which shall be covered in the sequence shown unless circumstances make an altered order more efficient:

- A. Call to order
- B. Approval of the Minutes of the Preceding Meeting
- C. Reports of Officers
- D. Report of Executive Director
- E. Committee Reports
- F. Unfinished Business
- G. New Business
- H. Period for Public Expression
- I. Adjournment

The agenda, along with minutes of the previous meeting, financial reports, the Executive Director's report, and any other documents that pertain to the business of the meeting should be provided to each Trustee at least five business days prior to the meeting in question.

ARTICLE 28 – EXECUTIVE SESSION

The Board will hold Executive Sessions, from which the public and media may be excluded, only in those specific instances permitted under the New York State Open Meetings Law.

An Executive Session will be convened only as part of a public Board meeting. The Board shall vote to enter Executive Session and the meeting minutes shall state the general nature of the session. During the Executive Session, the Board may take formal action and vote on any matter except the appropriation of public funds.

ARTICLE 29 – PARLIAMENTARY AUTHORITY

Except when inconsistent with these Bylaws, Robert's Rules of Order, Newly Revised, shall govern all meetings of the DCLA.

ARTICLE 30 – AMENDMENTS

Articles 1-7 of these Bylaws may be amended by two-thirds vote of the Voting Members present at any Annual Meeting. The proposed amendment(s) must be stated in all notices of the Annual Meeting.

Amendments to Articles 8-28 of these Bylaws may be proposed at any regular Board meeting and must be voted upon at the next regular Board meeting. Notice of the proposed amendment or amendments shall be sent to all absent Trustees at least five business days prior to the vote. A two-thirds approval of the entire Board of Trustees shall be sufficient for adoption of an amendment.

ARTICLE 31 – NEW YORK STATE EDUCATION LAW

If any provision of these Bylaws does not conform to the Education Law of the State of New York, these Bylaws shall be deemed to have been amended to conform to the Education Law or other statute of the State of New York and the membership shall be advised of such mandatory amendments.

ARTICLE 32 – DISPOSAL OF ASSETS UPON DISSOLUTION

In the event of dissolution of the Association, after paying or making provision to pay all Association liabilities, the Board shall disburse the Association's remaining assets in accordance with the Policy on Dissolution on file in the Director's office. The Board shall disburse the remaining real and personal property of the Association to such charitable corporations or purposes in such shares, amounts and proportions as the governing board shall select and determine as being most in furtherance of the Association's purposes. Any assets not so disbursed shall be disposed of by order of the Supreme Court of the State of New York in the 5th Judicial District exclusively for such purposes or to such organization or organizations, organized and operated exclusively for such purposes as the Court shall determine. In no event shall any of the assets of the Association accrue to the individual benefit of any member of the governing board, officer, member, or any other private individual except that the governing board may reimburse members of the board and officers for reasonable out-of-pocket expenses.

Approved by the Dewitt Community Library Association Board of Trustees, dated January 20, 2011, to be effective February 4, 2011.

Approved by Dewitt Community Library Association Voting Members at Annual Meeting, dated February 4, 2011, to be effective February 4, 2011.

The following changes were approved by the Dewitt Community Library Association Board of Trustees in the Board Meeting of March 15, 2012:

Mission and Vision statements, approved by the Board of Trustees in the Board Meeting of October 20, 2011; amended Served Area (approved by the NYS Division of Library Services on June 21, 2011), and; correction of an error in Article 6, sections seven and eight.

Approved by Dewitt Community Library Association Voting Members at Annual Meeting, dated February 28, 2013, to be effective February 28, 2013, changes to Article 3 and Article 7, section one.

The following changes were approved by the DeWitt Community Library Board of Trustees in the Board Meeting of January 2014: Article 8, paragraph 2; Article 24 added in full; articles renumbered.

The following changes were approved by the DeWitt Community Library Association in the Annual Meeting of February 13, 2014: Article 6, sections 1-3.