

**BYLAWS
OF THE
FAYETTEVILLE FREE LIBRARY**

**ARTICLE I.
NAME**

The name of the association is the Fayetteville Free Library (the “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.

**ARTICLE II.
PLACE**

The Library shall be located in the Fayetteville Free Library's chartered service area, as approved by the New York State Regents, as outlined on the attached map of the Library's chartered service area (the “Chartered Area”). The Library is currently located at 300 Orchard Street, Fayetteville, New York.

**ARTICLE III.
PURPOSE**

The purpose of the Library is to serve the residents of the Chartered Area, by maintaining a free association library.

**ARTICLE IV.
MEMBERS**

Any resident of the Chartered Area shall be a member of the Library.

**ARTICLE V.
BOARD OF TRUSTEES**

1) The business and affairs of the Library shall be governed by a Board of Trustees consisting of no fewer than five (5) and no more than fifteen (15) persons, elected in accordance with the Library's Charter and these Bylaws. The number of Trustees within such range shall be set from time to time by the Board of Trustees.

2) The Board of Trustees 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 or these Bylaws.

- 3) Trustees of the Library shall be elected by the Board of Trustees at a duly called meeting of the Board of Trustees following the meeting at which they are reviewed by the Board of Trustees pursuant to the Strategic Board Development Process as outlined by the Board of Trustees from time to time.
- 4) The term of office of an elected Trustee shall be three (3) years and will begin on the date of their election. A Trustee shall serve no more than two (2) consecutive full terms.
- 5) If a vacancy occurs on the Board for any reason other than expiration of a term, the Board may nominate a person to replace the Trustee whose seat has become vacant by giving notice of the nomination at a duly-called meeting of the Board of Trustees. The nomination must be approved by the Board of Trustees at the next duly-called meeting of the Board of Trustees. The Secretary shall maintain a list of all Trustees, their dates of election, and the date on which their term expires.
- 6) Trustees must reside within the geographic boundaries of the Fayetteville-Manlius Central School District. However, at any given time, no more than three (3) Trustees who live outside the Chartered Area shall serve on the Board of Trustees.
- 7) Members of the Board of Trustees shall conform to the basic principles of civil behavior with regard to Library activities. Trustees may be removed in accordance with the provisions of Section 226 of the New York Education Law.

ARTICLE VI.
TRUSTEES' DUTIES AND RESPONSIBILITIES

- 1) The Board of Trustees will appoint a qualified Executive Director and shall ensure that the Library is managed in a manner consistent with its established policies and all applicable laws and regulations, including but not limited to requirements promulgated under the New York Open Meetings Law, the Internal Revenue Service Code and rules and regulations of the New York State Commissioner of Education and the New York State Charities Bureau (“Applicable Laws”). To the extent these Bylaws conflict with any of the above or to the extent any of the above are amended to conflict with these Bylaws, these Bylaws will be automatically deemed to be amended to conform to same.
- 2) The Board of Trustees shall develop and approve the policies under which the Library is to be operated.
- 3) Trustees shall attend a minimum of one-half of the regular scheduled meetings per year.

- 4) Trustees shall use best efforts to secure adequate funds to carry out the Library's programs.
- 5) Trustees will report regularly to all stakeholders in the Library, including the general public, to the extent required by Applicable Laws.
- 6) All new Trustees will receive a Trustee tour and orientation prior to their first meeting of the Board of Trustees.
- 7) At the time of their election and in each year of their term, all Trustees will read, sign and abide by the Library's Conflict of Interest policy as drafted and amended by the Board of Trustees from time to time.
- 8) Trustees must read and sign the Library's Trustee's and Executive Director's roles and responsibilities forms as drafted and amended by the Board of Trustees from time to time.
- 9) The Library budget shall be drafted by the Executive Director and Library staff and will be reviewed by the Finance Committee and approved by the Board of Trustees. The Library's required annual report shall be drafted by the Executive Director and Library staff and will be reviewed by the Finance Committee and approved by the Board of Trustees. The Library's annual required tax filings shall be drafted by the Library's accountants, reviewed by the Executive Director and Treasurer, and approved by the Board of Trustees.
- 10) The Board of Trustees shall plan for both immediate and long-range Library policy and governance issues.
- 11) The Board of Trustees will pass and maintain a Conflict of Interest Policy and a Whistleblower Policy as required by the New York State Non-Profit Revitalization Act, as amended.

ARTICLE VII. OFFICERS

- 1) The Trustees shall elect from their membership a President, a Vice President, a Secretary, and a Treasurer (the "Officers").
- 2) Officers shall be elected the Board of Trustees at the Annual Meeting for a term of one (1) year, until the next Annual Meeting.
- 3) Officers may be removed from their respective duties at any time during their tenure in office by the Board of Trustees at a duly-called meeting of the Board of Trustees.

- 4) The officers shall each have the powers and responsibilities set forth in these Bylaws, as well as all powers and responsibilities traditionally held by persons serving in such office for a free association library.
- a. President. The President shall preside at all meetings of the Board of Trustees, and shall assure appropriate Board of Trustees representation at presentations of information to individuals who, or organizations that, provide funds to the Library. He or she shall have such powers and exercise such duties as are required by these Bylaws or as are commonly incident to the office of President of a New York educational corporation and not-for-profit entity. The President is the official spokespersons for the Board of Trustees. The President shall appoint members of all committees and their chairs, with the advice and consent of the Board of Trustees. 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 of Trustees. If the President shall resign, die, or be removed from office, the Vice President shall serve as interim President until the Board shall appoint a replacement for the balance of that person's unexpired term as President.
 - b. Secretary. The Secretary shall keep written minutes of the meetings of the Board of Trustees and perform such other duties as may be required by the Board of Trustees or the President. The Secretary may arrange to have meeting minutes recorded by another person at his or her discretion. In the absence of the Secretary from any meeting of the Board, the President may appoint a Secretary, pro tempore, for that meeting.
 - c. The Treasurer, in conjunction with the Executive Director, shall present a report of the Library's financial activities and condition to the Board of Trustees as often as the Board of Trustees may require; shall review the Library's annual budget with the Executive Director prior to its approval of the Board of Trustees; and shall, in coordination with independent auditors selected by the Board of Trustees, ensure that an annual audited financial statement is prepared and filed.
 - 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.
- 5) The Officers may transact business of the Board of Trustees, as may be permitted by the Board of Trustees, between meetings of the Board of Trustees. In an emergency, or when a

meeting is not possible given a timeline, the Board of Trustees may conduct business electronically, provided that such actions must be ratified by a majority vote of the Board of Trustees at the next of meeting the Board of Trustees; provided further that the foregoing shall not permit the Board of Trustees to conduct business in violation of the requirements of the New York State Open Meetings Law

ARTICLE VIII. ANNUAL MEETING

The Annual Meeting of the Board of Trustees shall be held at a time to be determined by the Board of Trustees in the fall of each year. In addition to the notice requirements of the New York State Open Meetings Law, ten (10) days' notice of the Annual Meeting shall be given to the membership by publication of an official notice on the Library's website (www.fflib.org).

ARTICLE IX. BOARD MEETINGS

- 1) Meetings of the Board of Trustees are typically held six times per year at dates and times determined by the Board of Trustees. Meetings shall be open to the public as required by the New York State Open Meetings Law.
- 2) Special Board meetings may be called by the President or upon the request of three (3) Trustees.
- 3) A majority of Trustees shall constitute a quorum of the Board of Trustees for transacting business at regular and special meetings. An affirmative vote of a majority of the members of the Board of Trustees present and voting during such meeting shall be required for approval of the action, except as otherwise provided for in these Bylaws.
- 4) Trustees may participate in a meeting through the use of video-conference, but only if their participation in such manner is conducted in accordance with the requirements of the New York State Open Meetings Law.

ARTICLE X. FINANCES

- 1) The Library's fiscal year shall begin on July 1st and will conclude on June 30th.
- 2) An annual financial audit of the books of the Library shall be made by an independent auditor in consultation with the Treasurer and Executive Director. This audit shall be reviewed by the Audit Committee (or the Finance Committee acting as the Audit Committee as permitted by Applicable Laws), consisting of two Board of Trustees members that qualify as "independent directors" under Applicable Laws and with the consultation and advice of the Library's Director

of Finance, and the Executive Director. The annual audit will be presented by the auditor to the Board of Trustees at a duly-called meeting, and approved by the Board of Trustees.

3) The annual budget shall be prepared by the Executive Director in consultation with the Treasurer. The Treasurer will present the draft to the Finance Committee for review and will be adopted by the Board of Trustees not later than March of each year.

ARTICLE XI. PUBLIC COMMENT

Though the New York Open Meetings Law does not require the Board of Trustees to allow public comment at meetings of the Board of Trustees, The Board of Trustees may, under limited circumstances set forth below, permit such public comment during the Public Comment portion of each Board of Trustees meeting. Individuals wishing to be heard by the Board of Trustees must:

- 1) List their name and brief description of their proposed topic on a "Public Comment Card" available at each meeting;
- 2) Be recognized by the President during the Public Comment portion of the Board of Trustees meeting;
- 3) Identify themselves;
- 4) Make comments as brief as possible but in any event no longer than three minutes unless permitted by the President.

The President may, at his or her sole discretion, interrupt or terminate an individual's statement of public comment. The President shall terminate an individual's statement of public comment if the statement is substantially similar to one made previously by any individual to the Board of Trustees or the statement is of a personal nature, abusive or obscene. The Board of Trustees will listen to permitted public statements made in accordance with the above, and shall be permitted to ask questions of the individual for clarification, but the Board of Trustees will not engage in discussion or debate or respond to any questions posed by the individual unless the President deems such response to be in the best interests of the Library, in which case such response shall be at a time and by a manner determined by the President in his or her sole discretion.

ARTICLE XII. ORDER OF BUSINESS

The order of business at all meetings of the Board shall be as follows:

- 1) Call to order

- 2) Public comment
- 3) Approval of minutes
- 4) Review of financial reports
- 5) Report of the President
- 6) Report of the Executive Director
- 7) Reports of the Committees
- 8) Board discussion items
- 9) Board action items
- 10) Adjournment

**ARTICLE XIII.
FILING OF MINUTES**

The approved original minutes of all Annual Meetings and all Meetings of the Board of Trustees shall be kept in a secure place within the Library. Recent minutes (for meetings which occurred in or after December 2015) will also be maintained digitally and may be accessed through the library's website (www.fflib.org).

**ARTICLE XIV.
PARLIAMENTARY AUTHORITY**

The latest edition of "Robert's Rules of Order, Newly Revised" shall be followed in regard to questions of parliamentary procedure, unless a contrary procedure is established in these Bylaws.

**ARTICLE XV.
COMMITTEES**

- 1) There shall be an Audit Committee as required by Applicable Laws.
- 2) All other committees, whether standing or non-standing ("Special Committees"), shall be subject to creation or termination by the Board of Trustees.
- 3) The Board of Trustees shall establish the purpose and anticipated duration of all Special Committees.

4) The President shall appoint the chair and members of any and all committees, subject to approval by a vote of the Board of Trustees. Committee members do not have to be members of the Library; they may be staff, members of the Library, or representatives of the larger Onondaga County community.

5) Committees may not bind the Library or the Board of Trustees and all committee actions are subject to approval by the Board of Trustees.

ARTICLE XVI. EXECUTIVE DIRECTOR

1) The Board of Trustees shall appoint an Executive Director who shall be the executive and administrative officer of the Library. The Executive Director must meet the minimum requirements set forth in the regulations of the Commissioner of Education.

2) The Executive Director is responsible for administering the policies and budget of the Library and for the overall management of the operations, budget and personnel of the library.

3) The Executive Director or his or her representative shall attend meetings of the Board of Trustees and its committees as well as any public meetings that may impact the interest of the Library.

4) The Executive Director will report regularly to the Board of Trustees, local government officials and representatives and to the general public as required by Applicable Laws.

5) The Executive Director has the right to speak on all matters under discussion at Board of Trustees meetings, but does not have the right to vote. The Executive Director will be invited to all executive sessions of the Board of Trustees, except those relating to his or her performance or evaluation.

ARTICLE XVII. AMENDMENTS

These Bylaws may be repealed or amended by the affirmative vote of at least sixty-six percent (66%) of Trustees present and voting at any duly-called Board of Trustees meeting where a quorum is present, except that no Bylaw may be repealed or amended unless the proposed repeal or amendment has been presented to the Trustees in writing (including but not limited to electronically) at least ten (10) calendar days in advance of the meeting at which it is to be considered.

**ARTICLE XVIII.
DISSOLUTION**

The Library may be dissolved by a vote of at least eighty percent (80%) of Trustees at a special meeting called for that purpose. The proposal for dissolution of the Library shall be presented in writing at a regular or special meeting of the Board of Trustees at least four weeks before the meeting at which it is to be considered.

**ARTICLE XIX.
INDEMNIFICATION OF TRUSTEES**

The Library shall carry an Officers and Directors Liability Insurance Policy to protect itself and any Trustee, officer, employee or agent of the Board of Trustees against any expense, liability or loss incurred by them involving the lawful execution of their duties, if they acted in good faith for a purpose that they reasonably believed to be in the best interests of the Library. The Library shall indemnify its officers, Trustees and employees to the fullest extent possible under Applicable Laws for any liability above and beyond the limits of the Liability Insurance Policy.

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