

The By-Laws of Crandall Public Library

Adopted by the Board of Trustees on May 2, 2012

Revised April 24, 2018; Adopted June 27, 2018

ARTICLE I - AUTHORITY, NAME AND MISSION

The Library shall observe all applicable Federal laws, New York State laws and municipal laws.

Section 1: The organization shall be known as the Crandall Public Library District (hereafter known as the Library).

Section 2: The Library derives its authority and governance from Chapter 456 of the Public Laws of 1992. The Library was created by vote of the residents of the City of Glens Falls, the Town of Moreau and the Town of Queensbury at the general election held on November 2, 1992. The Library's certificate of incorporation (Absolute Charter) was granted on February 19, 1993.

Section 3:

Mission: Crandall Public Library creates programs and services to educate, enrich and encourage our thriving community.

Vision: Crandall Public Library will cultivate a forward-thinking community that pursues knowledge, embraces inclusion, inspires creativity and values civic responsibility.

ARTICLE II – BOARD MEMBERSHIP AND BOARD MEETINGS

Section 1: Membership - There shall be an annual election administered by the Library's Board of Trustees (hereafter known as "the Board") to fill vacancies at a date and time set by the Board. Every qualified person shall be eligible for membership on the Board. To be qualified as a candidate for either election or appointment, a person must be a citizen of the United States, and at least eighteen (18) years of age as of the date voting takes place. Candidates must be a resident of the municipality for which there is a vacancy for thirty (30) days prior to the time for voting.

Section 2: Requirements for Board of Trustee membership - Candidates for Trustee on the Board shall be nominated by petition. A separate petition shall be required to nominate each candidate for vacancies on the Board. Each petition shall be delivered to Board's Secretary and consist of at least twenty-five (25) qualified voters from the municipality the candidate will represent. Each petition shall state the name and residence of the signer. Each petition shall be filed with the Board's Secretary between the hours of nine (9) o'clock a.m. and five (5) o'clock p.m. on a date set by the Board, which date shall be no later than the thirty-six (36) day preceding the date of

election. The candidate[s] receiving the largest number of votes in each municipality shall be elected to fill the vacancy[ies] for that municipality.

Section 3: Publication of Notice - The Board shall give at least one (1) notice of the election to the publication(s) of record and posted conspicuously in a public place in each municipality. Publication of the notice shall not be less than thirteen (13) days nor more than twenty (20) days prior to the date of election. The notice shall specify the date, time, and polling places where the elections will be held as well as the issue(s) to be decided. At an election other than a general election, the Board will designate one (1) resident of each municipality to act as chairperson and will designate not less than two (2) residents to act as election inspectors and ballot clerks at each assigned polling place. No Trustee shall be designated to act in any of these positions. The Board may adopt a resolution providing that reasonable compensation be paid for these designated persons.

Section 4: Meetings - Library meetings are subject to the provisions of the New York State Open Meetings Law (Public Officers - Article 7)

Section 5: Parliamentary Authority - All regular meetings, special meetings and standing and ad hoc committee meetings of the Board not covered by these by-laws shall be governed by Robert's Rules of Order, latest revised edition.

Section 6: Organizational and Annual meeting - The organizational meeting of the Board shall be held at either the first regular scheduled meeting of the Board of each year or at any other meeting designated by the Board and so publicized. The annual meeting of the Board shall be held at a time set by the Board and so publicized.

Section 7: Regular meeting – Generally, the regular meeting of the Board shall be held on a monthly basis on dates and times set by the Board at its organizational meeting. A schedule of these meetings shall be published so as to constitute notice to the public. In addition, notice of each regularly scheduled monthly meeting shall be publicized at least one (1) week in advance of the meeting. The President may cancel a meeting if a poll of the Trustees indicates that a quorum will not be achieved. Notice to the Trustees and the public of the cancellation shall be given as soon as practicable. However, in no event shall regular meetings be held less frequently than quarterly. In case both President and the Vice-President are absent from a meeting, any member may call the meeting to order and if the members present constitute a quorum, shall elect a chairperson pro tem.

Section 8: Emergency or special meeting - An emergency or special meeting of the Board may be called by the President or in a request of any three (3) Trustees to the President. Only in case the President is unavailable can the request be presented to the Vice-President, Secretary or Treasurer in that order. The request must set forth the purpose(s) for the request. When a proper documented request for an emergency or special meeting is presented, then the President or other officer must convene the meeting within seven (7) working days from the date of the request. The notice to the

Trustees must contain the date, place, purpose(s) and time of the emergency or special meeting. Notice of an emergency or special meeting shall be distributed to the public and news media to the extent practicable.

Section 9: Executive session - Upon a motion being properly presented, seconded and that identifies the general area(s) to be considered, the Board by simple majority vote of the members present can convene into executive session at any regular or special meeting. The purpose(s) for the executive session must conform to the stipulations of the Open Meetings Law (See Appendix D). No formal vote(s) can be taken in any executive session.

Section 10: Quorum - All meetings of the Board shall require a minimum of eight (8) Trustees to constitute a quorum.

Section 11: Notice of Board meetings - Written notice shall be given to the Trustees not less than forty-eight (48) hours before the date of a regular Board meeting along with a written copy of the agenda for the meeting. The forty-eight (48) hour requirement can be waived in case of an emergency or special meeting being called. All notices referred to in these by-laws can be by email, fax, letter, text message, voice mail or other formats of communication except where specifically indicated.

Section 12: Order of business - The order of business for regular 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. The order of business may be changed at any meeting by simple majority vote of those present. On agenda item start times may be set for meeting efficiency.

1. Election of chairperson or other officer pro tem, if necessary
2. Roll call to determine a quorum
3. Public comment
4. Correspondence and communications
5. Report of Department Heads
6. Report of Friends of Crandall Public Library
7. Approval of previous minutes
8. Approval of financial reports and expenditures on warrant
9. Report of standing committees
10. Report of special/ad hoc committee(s)
11. Report of the Director
12. Nominations and election(s), if needed
13. Unfinished Business
14. New Business
15. Adjournment

Section 13: Meeting place - All Board, committee and special/hoc meetings shall be held on Library premises unless otherwise approved by the Board.

Section 14: Voting- Each Trustee and/or committee member shall have one (1) vote per issue and must be present at the meeting to have his/her vote counted. Voting shall be by roll call or voice only. There shall be no proxy voting. As long as a quorum is present, a simple majority is required.

ARTICLE III - ORGANIZATION AND STRUCTURE

Section 1: Board of Trustees - The Library shall be governed by a Board of Trustees (hereafter known as the Board) to establish policies in accordance with the Library's mission statement. The Board shall discharge its responsibilities by adopting policies to manage and operate the business of the Library in accordance with these by-laws and in compliance with all Federal laws, New York State laws and municipal laws. The Board shall authorize the investment of all funds in the custody of the Treasurer. The Board shall employ a Director to manage the daily affairs of the Library and grant to him/her the powers necessary to accomplish this.

Section 2: Number and Allocation of Trustees - The Board shall consist of fifteen (15) members (hereafter known as the Trustees). The composition of the Board shall consists of four (4) residents from the City of Glens Falls, four (4) residents from the Town of Moreau and seven (7) residents from the Town of Queensbury. The Board shall alter the representation on the Board to conform to the actual demographics based on the latest United States Census Bureau data. However, at no time shall there be an allotment of representation on the Board from any municipality of fewer than four (4) members or more than seven (7) members at any given time. Term of Office - The term of office for Trustees shall be five (5) years to begin January 1 following the annual election to which the Trustees were elected.

Section 4: Attendance - Trustees are expected to attend all meetings of the Board. Anticipated absence(s) shall be submitted in advance to the President or his/her designee when practicable.

Section 5: Committees - Trustees are expected to serve and attend all committee meetings. Anticipated absence(s) shall be submitted in advance to the committee chairperson or his/her designee when practicable.

Section 6: Duties - Trustees are expected to perform duties as requested by the Board, President or committee chairperson. Trustees shall not represent the Library and/or the Board to commercial, corporate entities, the media or the public without prior approval from the Board or President.

Section 7: Spokesperson – The authorized point of contact on matters pertaining to the media is either the Board President or the Director. If circumstances warrant the Board President or Director may designate an alternative trustee or senior staff member to act as spokesperson for a limited time period.

Section 8: Vacancies - Other than by expiration of a term, vacancies on the Board shall be filled from a name(s) submitted by the Board Development committee for appointment for the unexpired term by the Board.

ARTICLE IV - OFFICERS

Section 1: The officers of the Board shall consist of President, Vice- President, Secretary, Treasurer and any other officer the Board deems necessary. No person shall hold more than one (1) office concurrently and all officers shall serve without compensation.

Section 2: Term of office - Each officer shall be elected for or appointed for a term of one (1) year or until his/her successor is elected or appointed. No Trustee shall serve as President for more than three (3) consecutive one (1) year terms and no Trustee shall serve as Treasurer for more than three (3) consecutive one (1) year terms. However, terms are renewable after a one-year hiatus from the position of President or Treasurer.

Section 3: Nominations – Officer nominations shall be made annually at the organizational meeting of the Board, by the Board Development committee. Nominations shall be made by the chairperson of the Board Development committee or his/her designee. Nominations may also be made by any Trustee present at the meeting at which the election shall be held.

Section 4: Elections/Appointments - The Board, at its organizational meeting, shall elect or appoint a President and Vice-President who shall be members of the Board. The Secretary and/or Treasurer should be members of the Board; however, if the Board determines that these offices will be held by non-Board members, the Board may determine that he/she may receive compensation as determined by the Board. Election or appointment shall be by a simple majority vote of those present at the meeting.

Section 5: Vacancies - If an office becomes vacant, the Board Development committee shall submit a name or a pool of names for election or appointment to fill that office which shall take place at the next regular meeting or at a special meeting. Election or appointment shall be by a simple majority vote of those present at the meeting. An office shall be deemed vacated when the officer dies, resigns or no longer is a legal resident of his/her municipality.

Section 6: Duties of the President - The President shall preside at all meetings of the Board. At the Board's organizational meeting, the President shall appoint the chairperson of the Library's standing committees as well as being a voting member of these committees. The President may appoint a parliamentarian of his/her choosing at the organizational meeting. The President shall be authorized to sign all official documents on behalf of the Library except in cases where the signing and execution is expressly delegated by the Board to some other officer, by these by-laws or the Director. The President and/or his/her designee shall attend the SALS annual meeting. The President shall exercise the powers as authorized by these by-laws, by the Board and are

customarily attributed to this office.

Section 7: Duties of the Vice-President - The Vice-President shall perform the duties of the President in the absence of the President or in the event of his/her inability or refusal to act. The Vice-President shall succeed to the office of President upon the office of the Presidency becoming vacant. The Vice-President shall perform duties as from time to time may be assigned to him/her by the President and/or the Board and as authorized by these by- laws.

Section 8: Duties of the Secretary - The Secretary shall be the custodian of the official records of the Board. The Secretary or his/her designee shall keep the minutes of all meetings of the Board and shall provide copies to the Trustees along with a copy of the agenda not less than forty-eight (48) hours before the next subsequent regular meeting of the Board. A copy of all official minutes shall be kept in the Library and shall be available to the public. The Secretary shall perform duties as from time to time may be assigned to him/her by the President, the Board, as authorized by these by- laws or are customarily attributed to this office.

Section 9: Duties of the Treasurer - The Treasurer shall be the custodian of all funds of the Library including gifts and trust funds. The Board shall prescribe the method for auditing all claims for payment and the Treasurer shall not distribute any funds until authorized by the Board. This probation shall not apply to the payment of fixed salaries and to retirement contributions for current or past services of employees of the Library. The Treasurer shall keep the financial records in a manner as the Board directs. The Treasurer or his/her designee shall provide financial reports at all regular meetings of the Board. The Treasurer shall be a member of the finance committee and the liaison with the independent auditor. The Treasurer or his/her designee is designated to sign any financial documents as the Board directs including checks. If the Treasurer is unavailable to sign checks, the President, Vice-President or Secretary shall be authorized to sign. The Treasurer shall perform duties as from time to time may be assigned to him/her by the President, the Board, as authorized by these by- laws or are customarily attributed to this office.

ARTICLE V – STANDING COMMITTEES

Section 1: The Board shall establish standing committees and may consider and act on any matter before it with or without recommendations from a committee. The committee chairperson and members of the committee shall be appointed by the President at the Board's organizational meeting and the committee shall serve for one year or until discharged by the President. The President shall appoint ad hoc committees including its chairperson as the need arises and the committee shall serve until discharged by the President. All standing and ad hoc committees, with the exception of the Executive committee, the Finance and Audit and the Personnel committee, may consist in whole or in part of individuals other than Trustees except that the chairperson must be a Trustee. For clarification the Executive, the Finance and Audit and the Personnel committee should be considered a “committee of the board” and only members of the board may serve on this type of committee, which may be delegated one or more powers of the board. Only a committee

of the board may exercise authority to bind the corporation. Other committees are considered a “committee of the corporation,” which may include directors and non-directors. Each chairperson shall be responsible for holding at least three (3) meetings per calendar year, preparing the meeting's agenda and the chairperson or his/her designee shall report its progress directly to the Board after each committee meeting held. Each committee shall consist of no less than five (5) members (including the President) with at least one (1) person representing each municipality. The committee shall select its own secretary who shall take minutes of the action(s) taken by the committee. The President shall be a voting member on all committees and the Director shall be an ex-officio member on all committees. A quorum for the transaction of any committee business shall consist of a simple majority of the committee. Any committees may meet in executive session as needed and must conform to the stipulations of the Open Meetings Law.

Section 2: The Executive committee shall consist of the four (4) officers of the Board and other members selected by the President. The President or his/her designee shall be the chairperson of the committee. The committee shall be responsible for updating the by-laws and general policies of the Library. The committee shall be empowered to act in all emergency situations on behalf of the Board and shall take action when authorized by the Board. All actions taken by the committee must be ratified by the Board at its next regular or special meeting. The committee's minutes shall be distributed to the Board within three (3) working days after all meetings of the committee.

Section 3: The Finance and Audit committee is a “committee of the board” and shall have general supervision of the policies and plans for the fiscal resources of the Library. The independent committee shall prepare the annual budget which includes requesting and consider recommendations made by other committees that may have an impact on the budget. The committee shall propose policies governing the Library's finances and shall evaluate and advise the Board on endowment, memorial and other gifts received. The committee shall assist in employing the independent certified public accountant and shall review the audit report before the report is presented to the Board.

Section 4: The Board Development committee shall assess the Board's composition and effectiveness, plan for leadership succession, annually review Board and Officer job descriptions, expectations and standards, propose a slate of officers annually and design and implement new Board members' orientation. Membership on this committee shall not prohibit being nominated for an Officer position.

Section 5: The Personnel committee shall make all recommendations concerning the employing of the Library's personnel based on the advice of the Director. For the Director's position, the committee shall recruit, interview and recommend a candidate(s) for the position of Director. The committee shall annually evaluate the performance of the Director and shall share its finding with the Board. The committee shall make salary and benefit(s) recommendations directly to the Finance committee and in the case of a grievance against the Director shall adjudicate it and report its findings directly to the Board. All other employee grievances shall be dealt with as outlined in

the employee's handbook. The committee shall annually review and prepare the employee handbook for ratification by the Board.

Section 6: A pro tem chairperson or secretary shall be elected from the committee membership present to conduct any committee business in the absence of the appointed chairperson or secretary. The pro tem chairperson must be a Trustee and report any activity of the committee directly to the appointed chairperson as soon as practicable.

ARTICLE VI - DIRECTOR

Section 1: The Director shall be the chief administrative and executive officer of the Library.

Section 2: The Director shall be responsible for the proper performance of the duties of the Library according to all applicable Federal laws, New York State laws and municipal laws.

Section 3: The Director or his/her designee shall attend Board meetings, committee meetings, legislative meetings, public meetings and any other meetings that may affect the interest of the Library. The Director may be excused by the Board or committee chairperson when it goes into executive session. The Director shall have the right to speak at all meetings, however, shall not have the right to vote at any meeting.

ARTICLE VII - FISCAL YEAR

The fiscal year of the Library shall be January 1 to December 31.

ARTICLE VIII - POLICIES

Policies adopted by the Board shall be recorded in the official minutes of the Board and shall be kept in separate policy books and/or electronically as determined by the Board.

ARTICLE IX - CONFLICT OF INTEREST

A conflict of interest exists when a matter to be acted upon by the Board confers a direct financial benefit to any Trustee or his/her immediate family member or business or agency from which such Trustee derives an income or has authority in governance. A Trustee shall abstain from voting or attempting to influence the vote on any matter before the Board that places him/her in a conflict of interest position. See separate Code of Ethics policies for further delineation.

ARTICLE X - LIABILITY OF MEMBERS

The Library shall defend, hold harmless and indemnify any and all Trustees from any claims, demands, expenses or liability arising from actions or omissions by virtue of his/her position with the Library to the fullest extent permitted by the Not For Profit Corporation Law of the State of New York. The Library shall purchase insurance to protect its Trustees.

ARTICLE XI- HARASSMENT

Harassment of any kind is not productive and will not be tolerated by the Library. Any person subject to these by-laws who is subject to verbally abusive language relative to age, gender, race, religion, sexual orientation or who experiences sexually oriented physical touching or suggestive language or actions is encouraged to report it immediately to the President. If the allegation involves the President, the report shall go to the Vice-President. Any person who is aware of such activity should report such activity immediately to the President or if such actions involve the President to the Vice-President. The Library shall establish harassment policies in the employee handbook for those persons not expressly covered by these by-laws.

ARTICLE XII - CIVILITY POLICY

The Library fosters positive communication and discourages disrespectful treatment. The Library is a place for the ongoing exploration and exchange of ideas. The Library believes that mutual respect practiced and reinforced by all staff, trustees, Friends, and customers of the Library will enhance the Library's mission. We are dedicated to high standards of civility and decency towards one another, where all people can express opinions in an atmosphere free of demeaning or abusive treatment.

The Library is not a place for threats or intimidation of others on any grounds, including: race, ethnicity, gender, age, disability, sexual orientation, religion, veteran status, and political beliefs.

The Library strives to maintain a positive work environment where employees treat each other with respect and courtesy. The best way to ensure an environment of civility is to constantly practice it. Modeling the behavior we wish will send a sound message that all people deserve to be treated with respect.

ARTICLE XIII - CONSTRUCTION CLAUSE

If there is any conflict between the Library's certificate of incorporation and these by-laws, the certificate of incorporation shall govern.

ARTICLE XIV - DISSOLUTION, NON-INUREMENT AND

RESTRICTIVE LEGISLATION CLAUSE

In the event of dissolution, upon a simple majority vote of the Board, all of the remaining assets and property of the Library shall be distribute after all necessary expenses are paid to any organization(s) that qualifies under Section 501 (c) (3) of the Internal Revenue Code or corresponding provisions of any subsequent Federal tax laws, or to the federal government, or to a state or local government for a public purpose, or to another organization(s) to be used in a manner as in the judgment of a Justice of the Supreme Court of the State of New York will best accomplish the general purpose for which this Library was formed. No part of the annual net income or surplus of the Library shall be paid as a dividend or otherwise inure to the benefit of any individual, business or not-for-profit organization. The Director and employees however shall be entitled to a salary as set forth by the Board. No substantial part of the activities of the Library shall carry on propaganda or otherwise attempting to influence legislation (except as provided by Section 501 (h) of the Internal Revenue Code) or intervening in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. The Library is organized exclusively the purposes as enumerated under Section 501(c) (3) of the Internal Revenue Code or any subsequent Federal tax laws.

ARTICLE XV- AMENDMENTS AND RATIFICATION

These by-laws can be amended or repealed by a simple majority vote of the Board at a regular or special meeting. This action can only be taken after the exact proposed change(s) is presented in writing at least three (3) weeks prior to a regular or special meeting. The proposed change(s) must be published in the agenda or attached to the agenda of the meeting at which the change(s) is to be considered and shall take effect immediately if passed. No change(s) can be enacted that shall change the original enabling legislation or shall be deemed contrary to any applicable Federal laws, New York State laws and/or municipal laws.

Amended and adopted by Board resolution on June 27, 2018.