

Henrietta Public Library Board of Trustees Bylaws

Adopted March 10, 1958

Revised February 2023

I. GOVERNANCE

A. Independent Board of Trustees

The Henrietta Public Library (the "Library") is governed by an independent Board of Trustees (the "Board", or, the "Trustees").

B. Board Responsibilities

The Trustees shall ensure the Library operates as required by applicable law and regulations, the Library's charter, these bylaws, and all relevant policy.

C. Library Ethics

The Library adopts and operates in alignment with the Code of Ethics of the American Library Association and the New York Library Association.

II. BOARD COMPOSITION

A. Size of the Board

In accordance with its charter, the Board of the Library shall consist of nine (9) members.

B. Manner of Trustee Appointment

After nomination per these Bylaws, Trustees shall be appointed by the Town Board of Henrietta.

C. Trustee Terms

1. A Trustee shall be appointed for a term of five (5) years.
2. A Trustee whose term has expired shall hold over and continue to discharge the duties of office until a successor is chosen.

D. Filling Mid-Term Board Vacancies

Vacancies occurring on the Board before expiration of term of office, or after holdover and resignation without an appointed successor, shall be filled by vote of the Henrietta Public Library Board of Trustees (Education Law Section 226 - [4]).

E. Qualifications to Serve as Trustee

1. Only residents of the Town of Henrietta, of at least the age of 18, are eligible to serve on the Henrietta Public Library Board of Trustees. Per the Education Law Section 260, no current member of the Henrietta Town Board may serve concurrently as a Trustee.

2. A nominated Trustee shall complete the Library's "Conflict of Interest" form prior to the start of their term, and no less than annually thereafter. The collection of completed Conflict of Interest forms, and proof of completed oaths, shall be performed by the Secretary and reported in the minutes of the meeting following collection.

3. As required by the Education Law, an oath of office shall be taken by each Trustee at the beginning of each new term.

4. As required by the Education Law, each Trustee shall complete a minimum of two hours of trustee education annually, and shall demonstrate compliance with such requirement by filing with the President of the Board of Trustees evidence of completion of trustee education from an approved provider.

5. If any member is absent from three consecutive regular Board meetings during one year without reasonable cause noted in the minutes as an "excused absence" the position of Trustee shall be considered vacated and the Board shall appoint a replacement (per Education Law Section 226).

6. Trustees shall comport themselves with the discretion, dignity and ethics owed to the office, and failure to abide by such requirement may result in removal as authorized by the Education Law. Any such removal shall be preceded by at least one weeks' written notice of the basis for the removal, and must be passed by a majority of the full Board, as authorized by Education Law Section 226.

III. BOARD OFFICERS

A. Officers

The officers of the Board shall be President, Vice President, Secretary, and Treasurer.

B. Terms of Officers

The term of office for each officer shall be for one (1) year, coinciding with the calendar year, or until their successors are elected and their terms commenced.

C. The President

1. The President shall preside at all meetings of the Board, execute all documents authorized by the Board, serve as ex-officio voting member of all committees with the exception of the Nominating and Board Development Committee, and generally perform all duties associated with that office.

2. The tenure of the Board President shall be limited to two (2) consecutive full terms of one (1) year each, except by unanimous action of the Board.

D. The Vice-President

The Vice President, in the event of the absence or disability of the President or a vacancy in that office, shall assume and perform the duties and functions of the President.

E. The Secretary

The Secretary shall keep and make available a true and accurate record of all meetings of the Board and issue notice of all regular and special meetings as required by the Public Officers Law, and shall perform such other duties as are generally associated with that office, including noting excused and unexcused absences of Trustees from duly convened meetings.

F. The Treasurer

The Treasurer shall review monthly warrants and maintain a record of monthly and cumulative expenditures, and ensure the Board is reviewing and approving financial information as required, and perform other responsibilities as set by board fiscal policy.

G. Manner of Appointment of Officers

1. At an appropriate time, no later than the November Board meeting, the Board President shall confer with the Board members to determine each individual member's willingness to serve or to continue to serve in a specific office, and shall prepare a slate of Trustees who have expressed interest, to be included in the materials of the December Board meeting.

2. The officers shall be elected from among the Board of Trustees at the December Board meeting.

3. The Trustee receiving the most votes for a position shall be elected to that position.

4. In the event of a tie, the confirmed other incoming members of the Executive Committee shall vote on who to select.

H. Vacancy of Officers

Vacancies in office occurring before the regular expiration of terms shall be filled by nomination and election.

IV. BOARD COMMITTEES

A. Standing Committees

1. The Board has five standing committees: Executive Committee; Strategic Planning Committee; Personnel, Budget, and Finance Committee; Nominating and Board Development Committee; and the Minerva Campbell Literary Contest Committee.

2. Committee Chairs of the Standing Committees will be approved by the Board at their January meeting.

3. Only duly appointed Trustees may serve on the Standing Committees.

B. Executive Committee

1. Per Education Law Section 226, the Board may elect an Executive Committee of not less than five, who, in intervals between meetings of the Trustees, may transact such business of the corporation as authorized by law.

2. The Executive Committee consists of the President, Vice President, Secretary, and Treasurer, an additional Trustee approved via a Board resolution, and the Library Director as an advisory, non-voting member.

3. The Executive Committee will set each month's meeting agenda and may meet between meetings to conduct business as authorized by the Education Law.

4. Any action by the Executive Committee between meetings shall be memorialized in minutes taken by the Secretary and reported to the full Board before the "new business" section of the meeting agenda.

C. Special Committees

1. Special committees may be appointed by a resolution of the Board.

2. Special committees shall not have the power to bind the Board or the Library.

3. Upon the request of a special committee, and with prior notice to the Board via the meeting agenda, the President may appoint a non-board member to full membership on a special committee.

V. BOARD MEETINGS

A. Regular Meetings

1. Regular meetings shall be held each month in the Library with notice of time and date to be posted at least two (2) weeks in advance.

2. In the event that a regular meeting must be canceled, the President will poll the Board for the next best available date a quorum can meet and then reschedule the meeting.

B. Special Meetings

Special meetings may be held at any time at the call of the President or Secretary or at the call of any two (2) members of the Board, provided that notice thereof be given to all Trustees and the public at least twenty-four (24) hours in advance of the special meeting.

C. Quorum for Meetings and Conducting Business

1. A quorum at any meeting shall consist of five (5) or more Trustees.
2. Unless otherwise specified or required by law, a majority vote at a meeting with a confirmed quorum is required to pass resolutions.
3. Votes requiring more than a majority of a quorum are:

For policy decisions, a minimum of five Board members must be in favor.

For a resolution pertaining to: dissolution, merger, charter revision, bylaws revision, removal of a Trustee, sale of more than 50% of the assets of the Library, creation of an endowment, a two-thirds vote of the full Board is required.

D. Manner of Meeting

"Robert's Rules of Order, Newly Revised" shall govern in the parliamentary procedure of the Board, however, failure to follow such governing procedure shall not be a basis to overturn a clearly approved resolution or be considered a breach of the Board's responsibility.

VI. CONFLICT OF INTEREST

A. The Conflict of Interest Policy

The Board maintains a "Conflict of Interest" policy as required by the New York Not-for-Profit Corporation Law.

B. Conflict Certifications

Trustees complete the "Conflict of Interest" prior to taking the oath of office, and thereafter, annually and whenever a new potential conflict arises, providing completed copies to the Secretary.

C. Disclosure

Any Trustee who believes they may have a conflict of interest, or the appearance of a potential conflict of interest, shall disclose same to the Board and the disclosure and determination

regarding the conflict shall be decided per the Conflict of Interest Policy, with the decision and any recusal of the Trustee from the relevant agenda item noted in the minutes.

VII. LIBRARY DIRECTOR

- A. The Library shall employ a qualified director that meets all requirements of application laws and regulations.
- B. Hiring, setting the terms of employment, and periodically evaluating the Library Director shall be the responsibility of the Board of Trustees.
- C. The Director shall be the executive administrator of the policies adopted by the Board.
- D. Among the Director's duties and responsibilities shall be the recruitment, hiring, training, supervision, routine evaluation, and, as needed, termination of all staff members; the submission to the Board of monthly and annual reports; and recommendations to the Board of such policies and procedures which the Director believes will improve the Library's service to the community.

VIII. BYLAWS FORMAT, AMENDMENT & PERIODIC REVIEW

- A. The underlined headers in these bylaws are for ease of organization, only.
- B. Amendments to these bylaws may be proposed at any regular meeting but may become effective only after approval by at least two-thirds of Trustees at a subsequent meeting.
- C. These bylaws shall be reviewed to ensure familiarity and currency at the first meeting of the calendar year, with amendments proposed and approved as noted above.