

Approved March 2024

BRONXVILLE PUBLIC LIBRARY BY-LAWS

ARTICLE I – Name and Organization

This organization shall be called the “Bronxville Public Library” and is hereinafter referred to as the “Library.” The Library exists by virtue of the Charter of Incorporation granted to it by the New York State Board of Regents in 1906, as amended in 1907, 2007, and 2010, and under the applicable provisions of the Education Law of the State of New York. The Library shall be governed by its Board of Trustees, exercising the full and independent authority delegated to it.

ARTICLE II – Board of Trustees of the Library

Section 1. The Board of Trustees of the Library (the “Board”) shall consist of a minimum of seven (7) and a maximum of eleven (11) Trustees, as appointed by the Mayor and the Board of Trustees of the Village of Bronxville (collectively the “Village Board”), subject to the recommendations presented to the Village Board by the Nominating Committee of the Library Board.

Section 2. A Library Trustee must reside within the Village of Bronxville during his or her term.

Section 3. The term of office for each Library Trustee seat shall be three Official Village Years (see definition of Official Village Year in New York State Village Law section 3-302.1). If a Library Trustee is appointed after the first date the Village Board could have appointed him/her, he/she shall fill out the unexpired portion of the three-year term for his/her seat. If a Library Trustee seat becomes vacant prior to the expiration of a term, the vacancy shall be filled by appointment of the Village Board, subject to the recommendations presented to the Village Board by the Nominating Committee of the Library Board. The person appointed to fill such vacancy shall serve until the end of the term of the original appointee to the seat. When the term of office of a Library Trustee expires, if he/she is so willing, he/she shall be eligible for reappointment by the Village Board. The maximum number of terms which a Library Trustee may serve is two, not including the time served for a partial unexpired term.

Section 4. Each Library Trustee shall take the oath of office as required by law.

Section 5. The Annual Meeting of the Board shall be held at the regular April meeting of the Board.

Section 6. The principal responsibilities of the Board shall be to appoint and evaluate a Library Director, to exercise fiscal oversight for the Library, to adopt policies governing the operation of the Library, to oversee strategic planning for the Library on a periodic basis, and to advocate for the Library in the broader community.

Section 7. A salaried employee of the Library shall be ineligible to serve as a Trustee.

Section 8. The Library Board may request the resignation of a Trustee for misconduct, incapacity or neglect of duty. Any Trustee may be asked to resign from office, by the vote of a majority of the Trustees then serving on the Board. The process for removal is as set forth in *Roberts' Rules of Order, Revised*. The procedures to be followed should provide adequate notice to the Trustee, a fair hearing, the right to counsel, and a reasonable opportunity for the Trustee to present a defense. The President shall inform the absent Trustee in writing that he or she is being asked to resign. The decision to replace a Trustee shall rest with the officers of the Library Board.

Section 9. Each Trustee shall have one vote, irrespective of office held. Only in the event of a tie vote on a motion before the Board shall the President have the power to decide the motion.

Section 10. No Trustee shall receive any compensation whatsoever for his or her services on the Board.

Section 11. 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 approval of the Board. No Trustee, by virtue of his or her office, shall exercise any administrative responsibility with respect to the Library nor, as an individual, command the services of any Library employee.

Section 12. Any Trustee or officer may resign by written notification (e.g., via email) to the President and Secretary. Such resignation shall be effective upon receipt unless it is specified to be effective at some later date.

ARTICLE III – Officers

Section 1. The officers of the Board shall be a President, a Vice President, and a Secretary, comprising the Executive Committee and elected from among the Library Trustees at the Annual Meeting of the Board and elected by the then-acting Trustees, pursuant to the recommendations provided by the Nominating Committee.

Section 2. A vacancy in any office may be filled by the Board for the unexpired term of such office at any regular meeting or at any special meeting of the Board called for that purpose. An interim officer whose term does not commence on May 1st shall be deemed to have served one year as of the May 1st following such officer's interim appointment unless such officer shall have served less than eight (8) months as of that date.

Section 3. Each officer shall serve a one-year term, renewable at the Annual Meeting to a maximum of three consecutive terms in any given office, not including any partial term of less than eight (8) months.

Section 4. The President shall preside at all meetings of the Board, appoint all committees, execute all documents authorized by the Board, serve as an ex-officio voting member of all committees, and perform all duties generally associated with the office of President.

Section 5. The Vice President shall preside at regular and special Board meetings if the President is unable and, during those times, perform all the duties of the President.

Section 6. The Secretary shall issue notice to the public of all regular and special meetings of the Board and shall perform all duties generally associated with the office of Secretary. (See Art. IV Section 3 below for the public notice requirements.) The Secretary or a delegate of the Secretary shall keep a written record of all Board meetings.

Section 7. The President and Vice President shall be the disbursing officers of the Board.

ARTICLE IV – Meetings

Section 1. Regular Board meetings shall be held each month in the Library, except for the month of August, the date and hour to be set at the Annual Meeting by the Board on a schedule that aspires to consistency (e.g., “the second Thursday of the month at 7 PM”), acknowledging that the regular meeting may occasionally need to be scheduled off its typical pattern.

Section 2. Notice of regular board meetings shall be in writing and shall be sent to each Trustee via electronic mail at the Trustee’s email address on file with the Board at least three (3) days before any regular meeting.

Section 3. Public notice of the time and place of a regular board meeting shall be given or electronically transmitted to the local news media (e.g., MyHometownBronxville.org or similar local news outlets) and shall be conspicuously posted in one or more designated public locations (e.g., inside the Library, on the Library website) at least seven (7) days before such meeting. If videoconferencing is used to conduct a meeting, the public notice for the meeting shall inform the public that videoconferencing will be used and will state that the public has the right to attend via videoconferencing pursuant to the Open Meetings Law of the State of New York.

Section 4. Special meetings of the Board shall be called by the Secretary at the direction of the President or any three other Library Trustees. Notice of special meetings, if practicable, shall be given to the Board in writing (e.g., via email) at least 24 hours prior to the meeting and shall state the purpose or purposes of such special meeting. A Library Trustee’s absence from a special meeting shall not be deemed as unexcused.

Section 5. A quorum for the transaction of business at any meeting shall consist of the presence of a majority of the Trustees then serving on the Board.

Section 6. The rules of procedure for the conduct of all meetings shall be established from time to time by majority vote of the Board.

Section 7. An affirmative vote by the majority of all members of the Board present at the time shall be necessary to approve any action before the Board. The President may vote upon and may move or second a proposal before the Board.

Section 8. Meetings of the Board shall be open to the public, except that the Board may close a meeting for an executive session and take such action as permitted under the Open Meetings Law of the State of New York.

Section 9. Pursuant to Section 226 of New York State Education Law, if any Library Trustee shall have failed to attend three consecutive, regular meetings within a term year without having been excused in each instance by the Executive Committee, the Executive Committee will evaluate such Trustee's attendance record and may determine that the Trustee is deemed to have resigned. Any Library Trustee who knows that he or she will not be able to attend a regular meeting of the Board shall notify the Secretary in writing (e.g., via email) prior to such meeting with an explanation for his or her absence. Such advance notification shall serve as a valid excuse for purposes of this section. A trustee shall be deemed to be in good standing provided that he or she attends at least eight (8) regular meetings of the Board per calendar year.

ARTICLE V – Professional Staff

The Board shall appoint a qualified Director who shall be the executive and administrative officer of the Library on behalf of the Board and under its review and direction. The Director shall recommend to the Board the appointment and specify the duties of other employees and shall be held responsible for the proper direction and supervision of the staff, for the care and maintenance of Library property, for an adequate and proper selection of books and other Library materials in keeping with the stated policy of the Board, for the efficiency of Library service to the public, and for its financial operation within the limitations of its budget. The Director shall have such other duties as the Board may specify from time to time. The Director is expected to attend all Board meetings but shall not have a vote.

ARTICLE VI – Committees

Section 1. At the Annual Meeting of the Board each year, the President shall appoint the following standing oversight committees of one or more members each: Facilities, Finance, Nominating, Personnel, Policy, and Publicity. Each committee shall review its respective area of oversight with the Director. Committee members shall serve for a term of one year, which may be renewed.

Section 2. The Facilities Committee shall review the condition and maintenance of the Library's physical plant and grounds, and its furnishings.

Section 3. The Finance Committee shall review the financial condition of the Library with respect to its annual operating budget, including any gifts or bequests which are being held for the benefit of the Library, and shall recommend the annual operating and capital budgets to the

Board and to the Village Board.

Section 4. The Nominating Committee shall research and vet possible new members of the Board and shall maintain a list of potential Board members for consideration by the Village Board of Trustees when there are vacancies on the Library Board. The Nominating Committee shall also present recommendations to the Board of specific trustees to serve as officers of the Board. The officer recommendations shall be made at the Annual Meeting of the Board in April of each year.

Section 5. The Personnel Committee shall review Board policy with respect to Library staff and shall make recommendations to the Board regarding the annual performance evaluation and salary review of the Director. The President and Personnel Committee chair shall deliver a performance evaluation of the Director on an annual basis.

Section 6. The Policy Committee shall periodically review all Library policies and present proposed changes to any such policies to the full Board for its review and consideration according to the master schedule developed by the Policy Committee and approved by vote of the Board from time to time.

Section 7. The Publicity Committee shall review and assist in the Library's dispersal of information and shall be responsible for promoting the interests of the Library in the community.

Section 8. In addition, the President may appoint ad-hoc committees of one or more members each for such specific purposes as the business of the Board may require from time to time. An ad-hoc committee shall be considered to be discharged after its final report is made to the Board or upon discharge by the Executive Committee.

Section 9. No committee will have other than advisory powers unless by action of the Board it is granted specific power to act.

ARTICLE VII - Indemnity

To the fullest extent permitted by law, each Trustee shall be indemnified and held harmless by the Library against all liabilities, costs and expenses, including reasonable attorneys' fees, arising out of or relating to any claim or proceeding against the Library or such Trustee in his or her capacity as a Trustee thereof. If at any time the Trustees are not covered by the Village of Bronxville's insurance policy, the Library Board may authorize the Library to purchase and maintain a Directors' and Officers' insurance policy on behalf of any person serving as an officer and/or Trustee of the Library Board, insuring such person against any liability asserted against him or her and incurred by him or her in his or her capacity as an officer and/or Trustee of the Library to the extent now or hereafter authorized by law.

ARTICLE VIII - Friends of the Bronxville Public Library

Section 1. One Trustee shall be appointed each year by vote of the Board to act as a liaison to the Friends of the Bronxville Public Library (“FOBPL”) board and shall attend as many of their board meetings and functions as practicable.

Section 2. Contributions from the FOBPL shall not be used to replace monies which are normally provided by the Village of Bronxville for Library operations.

Section 3. The President of the FOBPL shall be an ex-officio member of the Board of Trustees, without a vote.

Section 4. Pursuant to Section 6 of the FOBPL By-Laws, the Library Trustees must vote to approve any amendments to the FOBPL By-Laws.

ARTICLE IX – Amendment

These By-Laws may be amended by the majority vote of all members of the Board provided written notice of the proposed amendment with the proposed text therein has been mailed or emailed to all Library Trustees at least one week prior to the meeting at which such amendment is to be considered.

Adopted by the Trustees at their March 14, 2024 board meeting.