

**BYLAWS  
OF THE  
PITTSFORD COMMUNITY LIBRARY**

Revised September 12, 2018

## TABLE OF CONTENTS

		<u>Page</u>
ARTICLE I	THE CORPORATION	1
	Section 1. Name	1
	Section 2. Purposes	1
ARTICLE II	MEMBERSHIP	2
ARTICLE III	BOARD OF TRUSTEES	2
	Section 1. Authority	2
	Section 2. Number of Trustees	3
	Section 3. Term of Trustees	3
	Section 4. Removal	3
	Section 5. Resignation	3
	Section 6. Attendance at Meetings	4
	Section 7. Regular Meetings of the Trustees	4
	Section 8. Special Meetings of the Trustees	4
	Section 9. Waiver of Notice	4
	Section 10. Place and Time of Trustee Meetings	5
	Section 11. Quorum of Trustees	5
	Section 12. Action by the Trustees	5
	Section 13. Compensation	6
ARTICLE IV	OFFICERS	6
	Section 1. Number	6
	Section 2. Term of Officers	7
	Section 3. Additional Officers	7
	Section 4. Removal of Officers	7
	Section 5. Resignation	7
	Section 6. Vacancies	7
	Section 7. President	7
	Section 8. Vice-President	7
	Section 9. Financial Officer	8
	Section 10. Secretary	8
ARTICLE V	COMMITTEES OF THE CORPORATION	8
	Section 1. Appointment of Committees	8
	Section 2. Committee Meetings	8
	Section 3. Executive Committee	9
	Section 4. Special Committees	9

	<u>Page</u>	
ARTICLE VI	CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS	10
	Section 1. Execution of Contracts	10
	Section 2. Loans	10
	Section 3. Withdrawals from Accounts	10
	Section 4. Audit of Accounts	10
ARTICLE VII	OFFICE AND BOOKS	11
	Section 1. Office	11
	Section 2. Books and Records	11
ARTICLE VIII	INDEMFICATION, INSURANCE, CONFLICT OF INTEREST	11
	Section 1. Indemnification	11
	Section 2. Insurance	11
	Section 3. Conflict of Interest	11
	Section 4. Loans to Trustees and Officers	12
ARTICLE IX	FISCAL YEAR	13
ARTICLE X	AMENDMENTS	13

BYLAWS  
OF  
PITTSFORD COMMUNITY LIBRARY

ARTICLE I - THE CORPORATION

Section 1. Name.

The name of the Corporation shall be Pittsford Community Library.

Section 2. Purposes.

This Corporation exists to provide a comprehensive, cost effective collection of materials and programs of service directed to satisfying the recreational and information needs of the groups and individuals comprising the Pittsford Community. The purposes of the Corporation are as follows:

- (a) To assure resources, programs and services - to meet the needs of the community in an efficient, friendly and economical way;
- (b) To report plans, programs and recommendations to the Pittsford Town Board and to the Pittsford Community.
- (c) To enter into agreements with the Monroe County Library System and others for the purpose of engaging in community-wide library activities and perform such duties as may be required under such agreements;
- (d) To perform any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof; and provided further that the Corporation shall not engage in activities for the pecuniary profit or financial gain of its Trustees, officers and/or any private person.
- (e) Approve library needs and requests of funding sources
- (f) Comply with established codes and policies for the safety of library users, staff and physical resources

## ARTICLE II - MEMBERSHIP

The Corporation shall have no members. All corporate powers, rights and duties shall vest in its Board of Trustees.

## ARTICLE III - BOARD OF TRUSTEES

### Section 1. Authority.

The management of the Corporation shall be vested in its Board of Trustees, which shall have charge, control and management of the policy, property, affairs and funds of the Corporation. The authority and the responsibility of the Trustees shall include, but shall not be limited to, the following:

(a) Appointment of a Library Director who supervises the administration of all library functions and the library staff. The Library Director shall carry out the policies of the Board and be an ex-officio, non-voting Director of the Corporation.

(b) Evaluation and ultimate supervision of the conduct of the Corporation, including the control, conservation and utilization of physical and financial assets;

(c) Approval of agreements on behalf of the Corporation in furtherance of its purposes and powers;

(d) Participation in planning to meet the library needs of the community;

(e) Approval of an annual operating and capital expenditures budget prior to the start of each calendar year, which budget shall be prepared in accordance with guidelines established by the Trustees and which shall be presented to the Pittsford Town Board for approval;

(f) Approval of a capital expenditures plan based upon the long-range program of the Corporation, which plan shall be formulated along guidelines specified by the Trustees.

(g) Provision for a schedule of meetings, attendance requirements and method of recording and maintaining minutes; and

(h) Performance of all acts and functions not inconsistent with these bylaws.

#### Section 2. Number of Trustees.

The Board of Trustees shall be comprised of not less than 5 or more than 11 members.

#### Section 3. Term of Trustees.

(a) Trustees shall be appointed by the Pittsford Town Board for a term of 5 years. Terms begin January 1<sup>st</sup> and end December 31<sup>st</sup>. Vacancies occurring mid-term shall be filled by the Town Board for the remainder of the current year plus four additional years ending on December 31<sup>st</sup>.

(b) No Trustee may serve more than two consecutive five-year terms. Any appointed Trustee who has served two consecutive five-year terms shall be eligible for re-appointment one year after the expired second term.

(c) Each Trustee shall hold office until the expiration of the appointed term or until resignation.

#### Section 4. Removal.

Any Trustee may be removed for cause at any time by a majority vote of the entire Board of Trustees or by the New York State Board of Regents.

#### Section 5. Resignation.

A Trustee may resign at any time by giving written notice to the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the

resignation shall take effect upon receipt thereof by such officer, and the acceptance of the resignation shall not be necessary to make it effective.

#### Section 6. Attendance at Meetings.

Attendance at each meeting of the Trustees shall be recorded in the minutes thereof. Absence from a meeting may be excused for good cause shown. Unexcused absence from more than one-fourth (1/4) of the total number of regular and special meetings of the Trustees in a calendar year shall constitute a cause for removal. An absence is considered to be excused if prior notice of the planned absence is given to the Executive Director or President.

#### Section 7. Regular Meetings of the Trustees.

The Trustees shall meet regularly on the second Wednesday of each month (or at another day in the month determined by the Trustees). Written notice of all regular meetings, together with minutes of the preceding regular meeting and other Trustee communications shall be mailed to each Trustee at least five (5) business days before the date fixed for such meeting. Email is accepted as written notice.

#### Section 8. Special Meetings of the Trustees.

Special meetings may be called at any time by the President and shall be called within fourteen (14) days of receipt of a written request of two members of the Trustees. Written or oral notice of special meetings shall be given to each Trustee at least forty-eight (48) hours before the date of such special meetings. The notice shall state the business for which the special meeting has been called, and that no business other than stated in the notice shall be transacted at the special meeting.

#### Section 9. Waiver of Notice.

Notice of any meeting of the Trustees need not be given to any Trustee who submits a waiver of notice, whether before or after the meeting, or who

attends the meeting without protesting prior thereto or at its commencement the lack of notice to him/her.

Section 10. Place and Time of Trustee Meetings.

The meeting shall normally be held at the Pittsford Community Library. However, the meeting may be held at such other places as the Trustees may from time to time determine.

Section 11. Quorum of Trustees.

(a) The presence in person of a majority of the entire Board of Trustees of the Corporation shall be necessary to constitute a quorum at any meeting of the Trustees.

(b) When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Trustee. Despite the absence of a quorum, the Trustees may adjourn the meeting to another time and place, and it shall not be necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. If a quorum is present at the adjourned meeting, any business may be transacted that might have been transacted on the original date of the meeting.

Section 12. Action by the Trustees.

(a) Each Trustee shall be entitled to one vote on each matter properly submitted to the Trustees for action at all meetings of the Trustees. Unless otherwise required by law or the Bylaws, the vote of a majority of Trustees present at a meeting at which a quorum is present shall be the act of the Trustees.

(b) Any action required or permitted to be taken by the Trustees or any committee thereof may be taken without a meeting if all of the members of the Trustees or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and written consent thereto by the Trustees



or committee shall be filed with the minutes of the proceedings of the Trustees or committee.

(c) A Trustee action that has such urgency that it requires a vote before the next scheduled meeting may be conducted via email. Committee action may be voted upon by email for convenience. A Trustee email vote shall require a quorum calculated based on entire Trustee count. The rules of the motion, vote, and documentation are otherwise set forth in the Pittsford Community Library Bylaws.

(d) Any one or more Trustees, or any Trustee committee, may participate in a meeting of the Trustees or committee by means of a conference telephone or similar equipment that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such a meeting.

#### Section 13. Compensation.

No Trustee of the Corporation shall receive, directly or indirectly, any salary, compensation or emolument from the Corporation in his/her role as Trustee unless authorized by vote of two-thirds (2/3) of the entire Board of Trustees without counting his/her vote, but Trustees shall be reimbursed for reasonable expenses incurred in the performance of Corporation duties without prior approval of the Trustees.

### ARTICLE IV - OFFICERS

#### Section 1. Number.

The officers of the Corporation shall be a President, a Vice-President, Financial Officer and a Secretary.

## Section 2. Term of Officers.

The officers for the following calendar year shall be elected by the Trustees from among the members at the regular meeting of the Trustees in December. The term of office of all the officers shall extend for the calendar year after their election and until after their successors are elected. All officers may serve a maximum of two consecutive one-year terms.

## Section 3. Additional Officers.

Additional officers may be elected for such period, have such authority and perform such duties as the Board of Trustees may from time to time determine.

## Section 4. Removal of Officers.

Any officer may be removed for cause by a majority vote of the Board of Trustees or without cause by a two-thirds (2/3) vote of the Board of Trustees.

## Section 5. Resignation.

Any officer may resign at any time by giving written notice to the Board of Trustees. Any such resignation shall take effect at the time specified therein, or, if no time is specified, then upon delivery of the notice.

## Section 6. Vacancies.

A vacancy in any office shall be filled by the Board of Trustees.

## Section 7. President.

The President shall preside at all meetings of the Trustees; shall appoint all committees of the Corporation, subject to approval of the Trustees; and shall be ex-officio, a member of each committee.

## Section 8. Vice-President.

In the absence of the President, the Vice-President shall preside at meetings and shall perform the duties and exercise the powers of the President. The Vice-President shall have such other powers and shall perform such other duties as may be assigned by the Board of Trustees or the President.

Section 9. Financial Officer.

The Financial Officer shall be responsible for assuring the proper accounting procedures and controls are followed including obtaining the Trustee approval for invoice payment.

The Town of Pittsford Director of Finance shall be responsible for the Library Fund balance, operational cash receipts, disbursement of approved Library invoices, and monthly reporting of income and spending performance compared to the Library operating budget.

Section 10. Secretary.

It shall be the duty of the Secretary to: act as Secretary of all the meetings of the board of Trustees; serve as custodian for the minutes of all such meetings; assure that all notices required to be given by the Corporation are duly given and served; perform such other duties as may be assigned by the Board of Trustees or the President.

ARTICLE V - COMMITTEES OF THE CORPORATION

Section 1. Appointment of Committees.

(a) Committees of the Corporation shall include standing committees and special committees. The only standing committee of the Corporation shall be an Executive Committee.

Section 2. Committee Meetings.

(a) Meetings: Notices of meetings of committees shall be given one week prior to the meeting. Committee meetings shall be held at such time and place as shall be fixed by the respective committee Chair or by vote of a majority of all of the members of the committee. Written minutes of the proceedings of each

meeting of each committee shall be kept by a member appointed by the committee Chair and shall be filed with the Secretary of the Corporation.

(b) Quorum and Manner of Acting: Unless otherwise provided by resolution of the Board of Trustees, a majority of all of the members of a committee shall constitute a quorum for the transaction of business, and the vote of a majority of all of the members of the committee shall be the act of the committee. Any one or more members of a committee may participate in a meeting by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

(c) Whenever a committee is required or permitted to take any action by vote, such action may be taken without a meeting if all its members consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consent thereto by the members of the committee shall be filed with the minutes of its proceedings.

### Section 3. Executive Committee.

The Executive Committee shall consist of the President, Vice-President and Financial Officer. The presence of at least two members of- the committee shall be necessary to constitute a quorum at any meeting of the committee. The Executive Committee may transact any required business of the Trustees during the period between meetings of the Trustees, but such action shall be approved by the Trustees at their next regular meeting.

### Section 4. Special Committees

Special Committees may be appointed by the President, subject to approval by the Trustees for such special tasks as circumstances warrant. A special committee shall limit its activities to the accomplishment of the task(s) for which

it is appointed and shall have no power to act except as specifically conferred by action of the Trustees. Upon completion of the task(s) for which appointed, the special committee shall stand discharged.

## ARTICLE VI - CONTRACTS, CHECKS, DRAFTS AND ACCOUNTS

### Section 1. Execution of Contracts.

The Board of Trustees, except where these Bylaws otherwise provide, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation, to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but, unless so authorized by the Board of Trustees or expressly authorized by these Bylaws, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable peculiarly in any amount for any purposes.

### Section 2. Loans.

No loans shall be contracted on behalf of the Corporation unless specifically authorized by the Board of Trustees.

### Section 3. Withdrawals from Foundation Gift Allocation.

The Director, or in the director's absence the Assistant Director is authorized to write checks up to \$ 50.00 and obtain after the fact Trustee approval. Larger amounts require Trustee approval.

### Section 4. Audit of Accounts

In the event that the Trustees maintain an account of funds, an audit will be performed annually independent of the Board's Financial Officer.

## ARTICLE VII – OFFICE AND BOOKS

### Section 1. Office

The office of the Corporation shall be at such place in the State of New York as the Board of Trustees may determine.

### Section 2. Books and Records.

There shall be kept at the office of the Director of Finance of the Town of Pittsford a correct and complete account of the Corporation books and records. At the office proceedings of the Board of Trustees and all committees, (2) a current list of the Trustees and Officers of the Corporation and their residence addresses, (3) a copy of the Certificate of Incorporation, (4) a copy of these Bylaws, and (5) annual balance sheets and statements of receipts and disbursements from the date of incorporation of the Corporation.

## ARTICLE VIII - INDEMNIFICATION, INSURANCE, CONFLICT OF INTEREST

### Section 1. Indemnification.

The Corporation may, to the full extent permitted by law, indemnify its directors, officers, employees and other personnel.

### Section 2. Insurance.

The foregoing shall not obligate the Corporation to purchase Trustees' and officers' liability insurance, but should applicable law permit, the Corporation may purchase such insurance if authorized and approved by the Board of Trustees.

### Section 3. Conflict of Interest.

No contract or other transaction between the Corporation and one or more of its Trustees and officers, or between the Corporation and any other Corporation, firm, association or other entity in which one or more of its trustees

are directors or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or because such Trustee or Trustees or officers are present at the meeting of the Board of Trustees, or of a committee thereof, which authorizes such contract or transaction, or that his/her or their votes are counted for such purpose:

(a) If the material facts as to such Trustee's or officer's interest in such contract or transaction and as to any such common directorship, officer ship or financial interest are disclosed in good faith or known to the Trustees, and the Trustees authorize such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested trustee or officer; or

(b) If the material facts as to such Trustee's or officer's interest in such contract or transaction and as to any such common directorship, officer ship or financial interest are disclosed in good faith or known to the members entitled to vote thereon, if any, and such contract or transaction is authorized by vote of such members.

Common or interested trustees may not be counted in determining the presence of a quorum at a meeting of the Board of Trustees, which authorizes such contract or transaction.

#### Section 4. Loans to Trustees and Officers.

No loans shall be made by the Corporation to its trustees or officers, or to any other corporation, firm, association or other entity in which one or more of its Trustees or officers are directors or officers or hold substantial financial interest.

### ARTICLE IX - FISCAL YEAR

The fiscal year of the Corporation shall be the calendar year.

## ARTICLE X - AMENDMENTS

These Bylaws may be amended, repealed or adopted by vote of two-thirds of the votes entitled to be cast by the entire Board of Trustees of the Corporation at any regular or special meeting of the Trustees. A full statement of the proposed amendment shall be published in the notice calling the meeting.