

SHELTER ISLAND PUBLIC LIBRARY SOCIETY

BY-LAWS

PREAMBLE

The Shelter Island Public Library Society was incorporated under the laws of the State of New York on March 3, 1886 and was admitted as an institution of the University of the State of New York on December 17, 1896. The Society operates as a free association library under Section 253 of the New York State Education Law.

The purpose of the Library Society is to serve as an information and cultural resource for the community. The Library provides access to a wide range of media (books, periodicals, movies and recorded music), access to computers and the Internet, and professional assistance is using all its resources. The Library is also a venue for educational and arts-related events open to the public throughout the year.

The Society shall be governed by a Board of Trustees (the “Trustees,” the “Board”) in accordance with the laws of New York State, the regulations of the Commissioner of Education and by the following by-laws.

ARTICLE I. MEMBERSHIP

Residents of Shelter Island Town who hold a valid Shelter Island Public Library card shall be members of the Association. Members 18 years of age and over shall be voting members. There shall be no fee imposed for membership.

ARTICLE II. BOARD OF TRUSTEES

The Board of Trustees develops the mission of the Library, adopts policies governing the Library, appoints and evaluates a Library Director, evaluates programs and services, maintains the physical facility, sets personnel policy for the staff and exercises fiduciary responsibility for the use of all funds.

The number of Trustees shall be 13.

Eligibility: Any member of the Association who is eighteen (18) years old or over and who is not employed by the Library shall be eligible for election to the Board of Trustees.

Terms of Office: Trustees shall serve for staggered three-year (3-year) terms, not to exceed three (3) consecutive terms. Trustees shall be eligible for re-election following one (1) year off the Board.

Vacancies: In the event a Trustee ceases to hold office, the Board may appoint an eligible individual to serve the remainder of such Trustee's term.

Election: Trustees shall be elected by plurality vote of Association members in attendance at the Board's annual meeting.

Dismissal: Absence from three (3) consecutive regular meetings of the Board without notice or determination of good cause shall constitute automatic resignation from the Board. The Board may defer dismissal by a majority vote.

Dismissal for cause (misconduct, neglect of duty) shall require prior notice to all Trustees and a majority vote of the Board.

Compensation: No Trustee shall receive any form of compensation for serving on the Board but may be entitled to reimbursement for reasonable out-of-pocket expenses incurred on behalf of the Board or the Library upon approval by the Board.

Voting: Each Trustee has one vote, which must be made at the meeting, either in person or by teleconference.

Conduct: All Trustees shall sign off annually on Board confidentiality and conflict of interest policies. Trustees shall disclose any possible conflict of interest in matters under discussion by the Board and must recuse themselves from that discussion and from voting on that matter.

Board Actions: All actions of the Board shall be of the Board as a unit. No Trustee or Board committee shall act on behalf of the Board without prior approval of the Board. No Trustee shall exercise any administrative responsibility with respect to the Library nor, as an individual, command the services of any Library employee.

ARTICLE III. OFFICERS

The Officers of the Board shall be the President, Vice President, Secretary and Treasurer, elected annually by the Board. Officers shall serve for one-year (1-year) terms or until their successors have been elected. In the event an Officer ceases to hold office, the Trustees may appoint a member to serve the remainder of said Officer's term. Officers must be members of the Board.

Duties: The duties of the Officers shall be as follows:

President: Presides over meetings of the Board, authorizes calls for special meetings, appoints committees and serves ex-officio on all appointed committees; executes documents on behalf of the Board and serves as the primary contact with the Library Director.

Vice-President: In the event of the absence of the President, the Vice President assumes the duties and functions of the President.

Treasurer: Shall be in charge of all aspects of the financial affairs of the Society, including the maintenance of appropriate books and records, and shall report to the Board on the status of the Society's financial condition.

Secretary: Shall provide for the taking of minutes of Board meetings and the maintenance of the corporate records and shall distribute Board meeting notices, minutes and other communications as appropriate.

Other Appointments: Assistant Secretaries and assistant Treasurers may be appointed by the Board and are not required to be members of the Board.

ARTICLE IV. MEETINGS

All meetings are open to the public in accordance with the Open Meetings Law of New York State (Public Officers Law, Article 7). The public will be excluded from executive sessions that are convened during an open meeting, providing the topic is of a sensitive nature as defined by the Open Meetings Law.

Regular Meetings: Shall be held at least six (6) times each calendar year at a date and time specified by the Board.

Annual Meeting: The Association's annual meeting shall be held at a meeting date in January of each year. New Officers and Trustees shall be elected at this meeting and other business as may properly come before the Board shall be transacted.

Notice of Meetings: Notice of all Board meetings shall be provided to the local newspapers and posted in the Library in the week prior to the meeting and on the Library's website.

Written or electronic notice of all regular meetings shall be transmitted to each Board member no less than five (5) days or more than ten (10) days prior to the meeting.

Notice of the Association's annual meeting shall be posted in the newspaper of record and at the Library not less than thirty (30) days prior to the annual meeting.

Special Meetings: A special meeting of the Board may be called for a specific purpose by the President at the request of three (3) members of the Board. Notice shall be by written, fax, electronic or telephonic notice. The maximum practical notification shall be made of special meetings.

Quorum: A simple majority of the existing Board shall constitute a quorum at regular meetings.

A Trustee may attend a regular or special meeting by phone in a manner by which such Trustee and all Trustees present may hear each other at the same time.

Approval of any actions, other than election of Trustees, shall require a majority vote of the Board [quorum].

Order of business: The order of business at regular meetings shall include:

Approval of Minutes
Treasurer's Report
Staff Reports

Committee Reports
President's Report
Unfinished Business
New Business
Public Questions

ARTICLE V. COMMITTEES

Standing Committees: A Nominating Committee shall be appointed by the President and shall solicit nominations from the community, including by posting notices in the newspaper of record and at the Library not later than eight (8) weeks prior to the annual meeting.

The Nominating Committee shall present candidates for seats on the Board of Trustees of the Association to members of the Association present at the annual meeting.

The President shall appoint a Budget & Finance Committee, a Human Resources Committee and a Facilities & Technology Committee.

Ad-hoc Committees: The President may appoint additional committees for specific purposes. Committees shall report on their progress at each Board meeting. The President shall serve ex-officio on any appointed committee.

No committee shall have other than advisory powers unless by suitable action of the Board it is granted specific powers to act.

ARTICLE VI. DIRECTOR

The Board shall appoint a Director who shall be the Library's executive officer in charge of implementing Board policies and administering the Library under the direction and review of the Board.

The Director shall regularly inform the President about the operation of the Library and shall render a report thereon to the Trustees at Board meetings. The Director shall also submit to the Board reports and recommendations of policies and procedures that would improve the efficiency and quality of the Library's services.

The Director shall participate in all Board meetings except for those portions at which the Director's appointment or salary is discussed. The Director does not have the right to vote.

The Director's performance shall be evaluated.

ARTICLE VII. FISCAL

The fiscal year of the Library Society shall be the calendar year.

The Board shall select and retain an independent certified public accountant or firm to conduct an annual audit of the financial statements of the Library.

ARTICLE VIII. PROCEDURES

All procedures not otherwise specified in these by-laws shall be in accord with the revised "Robert's Rules of Order."

ARTICLE IX. AMENDMENTS

Amendments to the by-laws may be proposed at any regular meeting and acted on at the next regular meeting. Written notice of proposed changes shall be sent to all Trustees prior to the meeting at which the vote will be taken.

The by-laws may be amended by a simple majority of the Board.

Thirty (30) days notice is required in writing and/or by email for amendments to be considered at a special meeting.

By-laws shall be deemed amended at any time to comply with state or other applicable law.

ARTICLE X. INDEMNIFICATION

The Board, to the fullest extent permitted by law, may indemnify any person made, or threatened to be made a party to any action or proceeding by reason of the fact that he, his testator or intestator was a Trustee, Officer employee or agent of the Library Society, against judgments, fines, amounts paid in

settlement and reasonable expenses including attorneys' fees. The Board may carry insurance against any such liability or cost.

Amended by the Board of Trustees on September 12, 2011.