

## **BYLAWS**

### **PREAMBLE**

The Board of Trustees of the Sayville Library, hereafter designated as the Board, a Corporation created by a charter under Section 255 of New York State Education Law by the Regents of the University of the State of New York, September 26, 1952, shall be governed by the following Articles:

### **ARTICLE I     BOARD OF TRUSTEES**

- Section 1     The Sayville Library shall be governed by a five (5) member Board of Trustees.
- Section 2     The term of office of a trustee is five (5) years.
- Section 3     Each trustee shall have one (1) vote, irrespective of office held.
- Section 4     A trustee must be present to vote on any specific motion unless videoconferencing is provided as per Public Officers Law Article 7.

### **ARTICLE II    OFFICERS**

- Section 1     The officers of the Board shall be as follows:  
                     President  
                     Vice-President  
                     Secretary
- Section 2     The President, Vice-President and Secretary shall be elected at the July reorganizational meeting by the Board from among its membership by a ballot or roll call vote.
- Section 3     The President shall with the prior consent of the Board, appoint a Deputy Secretary.
- Section 4     No member of the Board shall hold the same elected office, i.e. President, Vice-President or Secretary for more than three (3) consecutive years.

### **ARTICLE III   DUTIES OF OFFICERS**

- Section 1     The President shall preside at meetings of the Board. The President shall appoint the members of all committees and shall be a member ex-officio of all committees.
- Section 2     The Vice-President shall perform all duties of the President in the President's absence.
- Section 3     The Secretary shall have charge of the records of the Board and be responsible for a true and accurate account of all proceedings of Board meetings.

In the absence of the President and Vice-President, the Secretary shall preside over meetings and perform all duties of the President.

- Section 4      The President shall, with the prior consent of the Board, employ an independent, licensed Accountant/External Auditor to audit the financial records of the Library and deliver an annual report to the trustees. The cost of said audit shall be charged to the Library.
- Section 5      The President shall, with the prior consent of the Board, employ a Treasurer who will be considered under the terms of Section 2 of Public Officer's Law a Public Officer and will take an Oath of Office at the start of each fiscal year.  
The Treasurer will sign checks, approve invoices issued to the library against warrants, reconcile bank statements and uphold all necessary precepts related to the safeguarding of library funds, including maintaining library accounting records, depositing and disbursing funds and providing monthly reports to the Board.  
The Board of Trustees may, by resolution, pay the Treasurer a stipend it deems by a majority vote to be appropriate.
- Section 6      The President shall, with the prior consent of the Board, employ an Internal Auditor to provide independent and objective evaluations of the company's financial and operational business activities, including its corporate governance. The Internal Auditor may provide insight and recommendations on improving the overall structure and practices of the Library. The Board of Trustees may, by resolution, pay the Internal Auditor a sum it deems by a majority vote to be appropriate.
- Section 7      The President shall, with prior consent of the Board, employ an Attorney, or Attorneys, as the President deems necessary. The Board of Trustees may, by resolution, pay the Attorney reasonable compensation for services performed or expenses incurred on behalf of the Library.
- Section 8      The President may move or second a motion before the board.
- Section 9      The Board, in consultation with the Library Director, shall consider, formulate and decide on all policies affecting the operation of the Library.
- Section 10     The Board shall be authorized to contract with outside professional advisors or consultants, not included in Article III on an annual retainer, on an hourly or per diem basis.
- Section 11     In addition to the foregoing duties, each officer shall have such powers and perform such duties as are incumbent upon similar officers in corporate organizations, and such additional powers or duties as may be conferred upon them by the Board, State Law or Regulations of the Commissioner of Education.
- ARTICLE IV    THE DIRECTOR**
- Section I      The Director shall be the executive officer of the policies adopted by the Board and shall have sole charge of the administration of the Library under the direction and review of the Board.
- Section 2      The Director shall attend all meetings of the Board and may take part in the deliberations, but shall have no vote in any matter under consideration.

- Section 3 The Director shall render and submit to the Board monthly reports, both in print and electronic format, as to the condition and progress of the Library together with recommendations and suggestions that he or she may deem proper.
- Section 4 The Director shall be responsible for the care of the building and equipment. The Director shall appoint the staff of the Library, subject to the approval of the Board, and shall assign them such duties as shall be deemed expedient for the efficient operation of the Library.
- Section 5 The Director or their designee shall act as the official spokesperson for the Library and be responsible for Public Relations administration.

## **ARTICLE V MEETINGS**

- Section 1 The regular monthly meetings of the Board shall be held in the Library on the second Monday of each month, except August, at 7:00 p.m. or at such other time and place as may be determined by a majority of the Board members present at the preceding meeting.
- Section 2 Special meetings of the Board may be called by the President, at his/her discretion, or upon the request of at least three (3) trustees directed to the President.
- Section 3 Notice of the time and place of all Board meetings shall be approved at the July Reorganization Meeting. Special Board meetings shall have no less than five (5) nor more than ten (10) day's notice of the meeting to all trustees and shall state the business to be transacted.
- Section 4 A quorum for Board meetings shall be three (3) trustees.
- Section 5 A majority of the whole Board shall be required to pass motions or take action on issues.
- Section 6 All meetings of the Board shall comply with the Provisions of Article 7, Sections 100 et. seq. of the New York State Public Officers Law commonly known as the "Open Meetings Law."
- Section 7 A public body that uses videoconferencing to conduct its meetings shall, with prior notice, provide an opportunity to attend, listen and observe at any site at which a member participates. (Public Officers Law, Article 7, Section 103c)

## **ARTICLE VI COMMITTEES**

- Section 1 The entire Board of Trustees shall serve in lieu of standing committees.
- Section 2 The President may appoint special committees and their chairman, at any time, from among the members of the Board. The President may also appoint from among residents of the Library District with said residents approved by a majority of the Board.
- Section 3 All committee appointments expire with the call to order of the July reorganization meeting.
- Section 4 At the July reorganization meeting, the Board President will appoint two (2) trustees to serve on a Budget & Personnel Committee.

- Section 5 No committee will have other than advisory powers unless it is delegated specific powers to act by the Board of Trustees, provided that such delegation is in accordance with applicable law.

## **ARTICLE VII FISCAL YEAR**

- Section 1 The fiscal year of the Sayville Library shall be from July 1<sup>st</sup>, through the last day of June.

## **ARTICLE VIII TRUSTEES**

- Section 1 No paid employee or contractor of the Library shall be eligible for election or appointment.
- Section 2 If a vacancy shall occur by resignation, death or otherwise, prior to the expiration of the term of a trustee, the remaining trustees shall elect a successor to serve until the next annual vote. First consideration shall be given to former Library Board of Trustee candidates.
- Section 3 If any Library trustee shall fail to attend three (3) consecutive meetings, that Trustee shall be declared to have resigned pursuant to Section 226.4 of New York State Education Law at the next regular meeting following the third consecutive absence unless the majority of all trustees considers the absences excusable.
- Section 4 No board member, as a board member or as a member of another organization, may do programs or provide a program at the Sayville Library, nor may any staff members except as a part of their regular library responsibilities.
- Section 5 The Board hereby agrees that no trustee, including the President, may act, speak or write on behalf of the Library unless the entire Board specifically bestows that authority.

## **ARTICLE IX AMENDMENTS**

- Section 1 Amendments to these By-Laws may be made by majority vote of the Board at any regular meeting providing that the changes shall have been submitted at the preceding regular meeting and that a copy of the proposed changes is part of the meeting notice.
- Section 2 Immediately following the Board reorganization at the July meeting there will be a review of these By-Laws.

## **ARTICLE X**

- Section 1 In case of dispute, Robert's Rules of Order, latest edition shall prevail.

**ADOPTED:** By Sayville Library's Board of Trustees on the thirteenth day of September in the year 1977.

<b>AMENDED:</b>	November 15, 1977	- Article V,	Section 5
	July 10, 1979	- Article II,	Section 4
	July 16, 1985	- Article II,	Section 4
	July 16, 1985	- Article III,	Section 6

July 18, 1989	- Article V, Section 6
May 13, 1997	- Article VIII, Section 4
September 14, 1998	- Article I, Section 4
October 10, 2000	- Article V, Section 5
June 14, 2005	-Article II, Section 1
	-Article III, Sections 1, 2, 4-9
	-Article V, Section 6
	-Article VI, Section 2, 4, 5
	-Article VIII Section 2, 5
July 12, 2010	-Article V, Section 1
June 10, 2013	-Article II, Section 2
	-Article III, Section 5
	-Article V, Section 3
May 10, 2016	-Article I, Section 4
	-Article III, Section 6 (numbers re-sequenced)
	-Article V, Section 7 (new)
January 9, 2017	-Article III, Section 5
July 10, 2017	-REVIEWED
March 12, 2018	-Article II, Section 4
	-Article IV, Section 5 (new)
	-Article VII, Section 1
July 8, 2019	- REVIEWED
July 13, 2020	- REVIEWED
July 12, 2021	- REVIEWED
July 11, 2022	- REVIEWED
July 10, 2023	- REVIEWED
October, 10, 2023	- Article VI, Section 4