

**BY –LAWS
of the
UTICA PUBLIC LIBRARY**

ARTICLE I. NAME AND ORGANIZATION.

This corporation is and shall be known as the Utica Public Library (“The Library”). The Library is a domestic education corporation duly chartered by the Regents of the University of the State of New York, pursuant to New York Education Law Section 216 and maintains tax exempt status under Internal Revenue Code Section 501(c)(3).

ARTICLE II. PURPOSES.

The purpose of The Library is to promote and maintain library facilities, resources and services in and for the people of the City of Utica, County of Oneida and the State of New York.

ARTICLE III. MEMBERSHIP.

The Library shall have no members.

ARTICLE IV. BOARD OF TRUSTEES AND MANAGEMENT.

4.1. Powers. All powers of The Library shall be vested in the Board of Trustees (“Board”). The Board shall be authorized to take any and all actions in furtherance of The Library’s purposes, and make all rules, regulations and policies for the transaction of the business of The Library in any manner not inconsistent with applicable laws, The Library’s Charter and these By-Laws. The Board shall appoint a Library Director who shall be the executive and administrative officer of The Library and act on behalf of the Board and under the Board’s review and direction. The

Director shall be appointed and removed by a two-thirds (2/3) vote of the full Board and shall hold that position at the pleasure of the Board.

4.2. Composition. The Board shall consist of fifteen (15) Trustees, elected in accordance with applicable law and these By-Laws. In addition a designee of the Mayor of the City of Utica, a designee of the Oneida County Executive and a designee of the President of the Board of Education of the Utica City School District may be appointed by the Board as trustees ex officio.

4.3. Election and Qualification. Trustees, other than ex officio trustees, shall be elected by a majority vote of the Board. A candidate for election as a Trustee must meet the requirements set forth in applicable provisions of New York Education Law and Not-For-Profit Corporation Law. The regular election of Trustees shall occur at the Annual Meeting. Trustees shall assume their duties at the close of the Annual Meeting at which they are elected.

4.4. Term and Term Limits.

- a. Except as otherwise provided by these By-Laws, a Trustee's term of office shall be three (3) years. The terms of office of the Trustees have staggered end-dates so that not more than one-third (1/3) of Trustees' terms shall expire in any year.
- b. A Trustee appointed to fill a vacancy caused by the resignation, death, or removal of a Trustee shall serve the balance of the term of the Trustee whom he/she/they has been elected to replace.
- c. A Trustee may not serve more than three (3) consecutive terms for a total of nine (9) years, except that a Trustee appointed to fill an unexpired term may serve the balance of

that term plus three (3) full terms or a Trustee's third term may be extended for one (1) year when it is considered to be in the best interest of The Library/Board to do so.

Trustees shall be governed by the term limits set forth in these By-Laws as in effect at the time of their election.

- d. If any Trustee fails to attend three (3) consecutive meetings without asking to be excused, the Trustee shall be deemed to have resigned and the vacancy shall be filled as soon as possible. A Trustee may be removed from office for cause at any time by a two-thirds (2/3) majority vote of the Board.

4.5. Vacancies. In the event that any Trustee resigns, dies, or is removed from office prior to the expiration of his/her/their term, the Board of Trustees shall, as soon as possible, elect a replacement Trustee. Said replacement Trustee shall assume his/her/their duties at the close of the meeting at which he/she/they is elected, and shall serve the balance of the term of the departing Trustee. A period of service by an individual as a Trustee pursuant to this section shall not be deemed a "term" for purposes of the term limitations provisions of Section 4.3(c) of this Article.

ARTICLE V. OFFICERS

5.1. Officers and Election. -The officers of the Board shall be elected annually for a one (1) year term at the Annual Meeting and shall consist of a President, Vice President, Secretary, Treasurer, and Assistant Treasurer, each of whom shall continue to hold office until such time as a replacement is elected, or he/she/they is removed. Only Trustees of The Library may serve as officers. -The Board may appoint or elect such other officers as the Board may from time to time deem appropriate.

5.2. Vacancies. Any vacancy in a Library office shall be filled by majority vote of the remaining Trustees then in office. Any officer so elected shall serve for the balance of the unexpired term of his/her/their predecessor.

5.3 Duties.

- a. The President shall preside at all meetings of the Board, chair the Executive Committee, authorize calls for any special meetings, appoint all committees pursuant to Section 8.1 herein, execute all documents authorized by the Board, serve as an ex officio member of all committees, and generally perform all duties required by these By-Laws, or which commonly pertain to the office of President of a New York educational corporation.
- b. The Vice President shall preside at all meetings of the Board in the absence of the President.
- c. The Secretary shall ensure that: true and accurate records of all meetings of the Board are recorded and maintained; notice of all regular and special meetings are timely provided; and also shall perform such other duties as are required by these By-Laws, or which commonly pertain to the office of Secretary of a New York educational corporation.
- d. The Treasurer is authorized to sign or co-sign all checks ~~as provided in Article V, Section 5.1 of these By-Laws~~of the Library, however checks in the amount of Five Hundred and 00/100 Dollars (\$500.00) or more shall be signed by the Treasurer and one other officer of the Board, and shall also perform such other duties as are required by these By-Laws, or which commonly pertain to the office of Treasurer of a New York educational corporation. -The Treasurer shall chair the Finance Committee.
- e. The Assistant Treasurer shall assist the Treasurer.

- f. In the absence of the President, all other officers are authorized to execute all documents authorized by the Board.

ARTICLE VI. MEETINGS.

6.1. Annual Meeting. The Annual Meeting of the Board shall be held at The Library in the month of May each year at a date and time set by the Board.

6.2 Regular Meetings. Regular meetings of the Board shall be held monthly at The Library, except for the months of July and August; provided, however, that the Annual Meeting of the Board shall, for purposes of this section, be deemed to be the regular meeting of the Board in and for the month in which such Annual Meeting is held. The President and Library Director shall prepare the agenda for all regular meetings.

6.3. Special Meetings. Special meetings of the Board shall be held at the call of the President, on his/her/their own initiative, or at the request of at least one-third (1/3) of the Trustees, for the transaction of business as stated in the call for the special meeting. In the event the President fails to act, such special meeting may be called by any two (2) members of the Board by written notice mailed to the Trustees.

6.4 Notice of Meetings. Written notice of the Annual Meeting, regular meetings, and special meetings of the Board shall be issued to the Board by The Library Director. In the event the

Board is to consider the adoption, revision, or annulment of a provision of these By-Laws pursuant to Article XI herein, the notice to the Trustees of such meeting shall include the language of the proposed change(s) and a brief statement of the purpose(s) thereof. Public Notice of all Board meetings shall be given in accordance with Article 7 of the New York Public Officers Law: notice must be given one week before the scheduled meeting to the news media and must be posted in The Library for the public seventy-two (72) hours before the meeting, and it shall be conspicuously placed on The Library's website.

6.5. Waiver. Attendance of a Trustee at any meeting shall constitute a waiver of notice of such meeting except when a Trustee attends for the express purpose of objecting to the transaction of any business on the basis that the meeting is not lawfully called or convened. A Trustee may also waive notice of any meeting in a writing delivered to the Secretary at or before such meeting.

6.6. Quorum. A majority of the Board, other than ex officio members, shall constitute a quorum for the transaction of business at all meetings of the Board. A majority of the duly appointed members of any committee, present in the same manner, shall constitute a quorum for the purpose of transacting the business of that committee. In the absence of a quorum, the chair of the meeting shall adjourn the meeting to another time; notice of such adjournment shall be given to all Trustees or committee members, as applicable, not in attendance at the adjourned meeting. Except as otherwise provided in the New York Education Law, or Not-For-Profit Corporation Law, the vote of a majority of the Trustees present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.

6.7 Parliamentary Authority. The Library shall use the current edition of “Robert’s Rules of Order, Newly Revised” as its parliamentary authority and shall, to the extent possible, follow its guidelines in the conduct of its business.

6.8 Open Meetings. In accordance with New York Education Law § 260-a, all meetings of the Board are open to the public, except The Library’s committee meetings. Executive sessions may be called and held when necessary, as appropriate. Every Executive Session first must be approved in an open meeting by a majority vote and the purpose of the session recorded in the minutes of the open meeting.

ARTICLE VII. FINANCE.

7.1. Fiscal Year. The fiscal year of The Library shall commence on April 1st and end on the following March 31st.

7.2. Audit. The Board shall employ an independent, licensed auditor to conduct a full audit each year, and to report those findings to the Finance Committee and the Board.

7.3. Finance Committee. The Finance Committee shall have supervision of the financial affairs of the Board and shall supervise The Library Director’s preparation of the annual budget for the maintenance and operation of The Library for consideration and action by the Board at a time specified by the President.

ARTICLE VIII

COMMITTEES.

8.1. Appointment. The President shall appoint members to all standing committees and other committees and as provided elsewhere in these By-Laws. Committee membership will be approved by the Board. Non-board members are eligible for committee membership, except as otherwise provided in these By-Laws.

8.2. Standing Committees. There shall be the following standing committees:

- a. Executive Committee, which shall be made up of the officers of the Board. Its responsibilities are to ensure effective board processes, structures, and roles, including evaluation of The Library Director. The Executive Committee may act on behalf of The Library in any manner when the Board of Trustees is not in session, reporting to the Board for its ratification of their action at each regular or special meeting called for the purpose. The Executive Committee does not have the power to adopt the budget, or to take action deemed contrary to or a substantial departure from the direction established by the Board.
- b. Finance Committee, which shall supervise, advise and report on the financial affairs of The Library.
- c. Governance Committee, which shall be responsible for:
 - 1) Strategic Planning: Plan and prepare for annual strategic plan review and update, and to provide recommendations for updates of the strategic plan to the full Board for approval.
 - 2) Nominating: Maintain a slate of potential candidates to serve as Trustees; provide a slate of Trustees for election at the Annual Meeting of the Board. The slate of nominees for the Board shall be sent to the Board at least ten (10) days prior to the

Annual Meeting of the Board. Additional nominations of Trustees, or Officers shall only be considered if: (i) they are made in writing by a minimum of three (3) Directors, and (ii) are received at The Library Office at least two (2) days prior to the Annual Meeting.

- 3) Committee Membership: Work with committee chairs and the Board President to ensure each Trustee has at least one (1) committee assignment.
 - 4) Other: recommend corporate governance/ethical guidelines and oversee compliance with such guidelines, coordinate Board self-assessments, recommend appropriate training for Board members, and review and recommend any necessary changes to these By-Laws.
- d. Development/Community Relations Committee, which will have the responsibility for fundraising and increasing The Library's financial resources from sources other than those raised by local taxes; and increase The Library's visibility in the local area.
 - e. Facilities Committee, which will have the responsibility to support the Director of The Library in review of the needs of the facilities, address issues of emergency and non-emergency needs of the facility, and review funding opportunities for improvements to the facilities. The Facilities Committee will report to the Board on any facilities issues.
 - f. Human Resources Committee, which shall be responsible for the overall human resources strategy for The Library; and help ensure that The Library is in compliance with local, state and federal laws relating to The Library's employees.

8.3. Reports. All committees shall make progress reports to the Board as necessary, or as the Board may require.

8.4. Other Committees. The President may appoint other committees on an “ad hoc” basis with the approval of the Board.

8.5. Committees of the Whole. Committees of the Whole shall be formed at the request of two (2) or more members of the Board.

ARTICLE IX. CONFLICTS OF INTEREST

9.1. Full Disclosure. Trustees, and staff members in decision-making roles, shall disclose, in good faith, all material facts in connection with such Trustee’s, or staff member’s, professional and/or pecuniary interests in other businesses and/or organizations currently engaged in a charitable, or business relationship with The Library, and businesses and/or organizations which may engage in a charitable, or business relationship with The Library to the Board in the following manner:

- a) All Trustees shall provide such information on an annual basis to the Board Secretary on the form approved by the Secretary for this purpose; any Trustee or officer with a pecuniary interest, direct or indirect, in any contract relating to the operations of The Library, or in any other business as described above in this Section, shall disclose such interest at, or prior to, the meeting at which approval of such contract is to be considered.

9.2. Board Member Abstention from Discussion and Voting. Trustees who have an actual, or potential, conflict of interest as described in Section 9.1 herein shall not participate in discussions, or vote, on matters affecting transactions between The Library and a business, or organization, in which the Trustee has an interest.

ARTICLE X. DIRECTORS & OFFICERS

The Library shall indemnify its officers and Trustees for any liabilities and expenses they incur in accordance with the provisions of Article VII of the New York Not-For-Profit Corporation Law from time to time in effect.

ARTICLE XI. DISSOLUTION

Upon the dissolution of The Library, the Board shall, after paying or making provision for the payment of all of The Library's liabilities, distribute The Library's remaining assets in accordance with the provisions of the New York Education Law and Not-for-Profit Corporation Law and The Library's Charter.

ARTICLE XII. AMENDMENTS

12.1. The Board may amend or repeal these By-laws by a majority vote of all the Trustees then in office at any meeting of the Board, provided that written notice of the proposed amendment or repeal has been provided to each Trustee at least ten (10) days prior to the meeting; such notice

shall include the language of the proposed change(s) and a brief statement of the purpose(s) thereof.

Adopted 5/17/77
Revised 9/15/78
Revised 3/17/83
Revised 12/18/86
Revised 2/18/88
Revised 11/15/90
Revised 10/17/96
Revised 1/16/97
Revised 11/18/04
Revised 12/16/04
Revised 1/19/06
Revised 9/20/07
Revised and Approved 4/21/11
Revised and Approved 6/20/13
Revised and Approved 11/20/14
Revised and Approved 5/21/15
Revised and Approved 6/16/16
Revised and Approved 6/15/17
Revised and Approved 5/17/18
Revised and Approved 12/19/19
Revised and Approved 5/28/20