



# Manlius Library Bylaws

Amended and Restated

Approved by Board: March 25, 2021

## MISSION STATEMENT

To enrich lives by empowering people, inspiring ideas, and building community.

## VISION STATEMENT

Manlius Library aspires to be a welcoming community center of knowledge, discovery, and opportunity with free and open access to all.

## PREAMBLE

The Board of Trustees (hereinafter designated as the “Board”) of Manlius Library, existing by virtue of Absolute Charter Number 7868 granted by the Regents of the University of the State of New York on April 28, 1961 and most recently amended on December 10, 2019 recorded as Number 27,081, shall be governed by the laws of New York State, the regulations of the Commissioner of Education, and by the following bylaws.

## BYLAWS

### ARTICLE I: NAME

- a. This organization is and shall be known as Manlius Library (hereinafter referred to as the “Library”).

### ARTICLE II: PURPOSE

- a. The purpose of the organization is to provide superior library services to the residents of the Fayetteville-Manlius School District.

### ARTICLE III: FISCAL

- a. The fiscal year of the library shall be the calendar year.

### ARTICLE IV: BOARD OF TRUSTEES

- a. The library shall be governed by a Board of Trustees, consisting of five (5) to fifteen (15) members, elected for terms of three (3) years each at the Annual Meeting of the Board of Trustees.
- b. Each Trustee must: (a) reside in the Fayetteville-Manlius School District, or own real property in, or own an interest in an entity that owns real property located in, the Fayetteville-Manlius



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School District: (b) be over 18 years of age; and (c) be elected by a majority of persons over 18 years of age, who reside in the Fayetteville-Manlius School District and attend the Annual Meeting.

- c. The Nominating Committee shall designate a slate of Candidates to replace retiring Trustees at the Annual Meeting. Additional nominations may be made from the floor.
- d. The Tenure of each Trustee shall be limited to three (3) consecutive full terms of three (3) years each. The term will begin at the Annual Meeting at which the Trustee is elected and shall end on the Annual Meeting of the third year. Former Trustees who have been off the Board for at least twelve (12) months shall be eligible to serve again as Trustees.
- e. Vacancies which occur for reasons other than expiration of term shall be filled for the balance of the unexpired term by majority vote of the Board.
- f. Absence from three (3) consecutive meetings shall constitute automatic dismissal from the Board unless the Board defers this dismissal by majority vote. The President shall inform the absent Trustee of the Board's decision in writing, including any conditions related to a deferral.
- g. The Board may remove a Trustee for misconduct, incapacity, neglect of duty or refusal to carry into effect the library's educational purpose as provided in Education Law 226; subdivision 8.
- h. Each Trustee shall have one vote, irrespective of the office held.
- i. A Trustee must be present at a meeting to have his/her vote counted.
- j. All actions of the Board shall be of the Board as a unit. No Board member shall act on behalf of the Board, on any matter, without prior approval of the Board. No Board member by virtue of his/her office shall exercise any administrative responsibility with respect to the library nor, as an individual, command the services of any library employee.

## ARTICLE V: OFFICERS

- a. The officers of the Board shall be the President, Vice-President, Secretary, and Treasurer, elected annually by the Board at the Annual Meeting.
- b. Officers shall serve for a period of one (1) year or until their successors have been duly elected.
- c. The President may hold an organizational meeting with other officers prior to the first regular meeting following their election.



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- d. The President shall preside at all meetings of the Board, authorize calls for any special meetings, appoint all committees, execute all documents authorized by the Board, and shall serve as an ex-officio member of all committees, and generally perform the duties associated with the office.
- e. The Vice President, in the event of the absence or disability of the President, shall assume and perform the duties and functions of the President. The Vice President shall assist the President as requested.
- f. The Secretary shall keep a true and accurate record of all meetings of the Board, shall issue notice of all regular and special meetings, and shall perform such other duties as are generally associated with that office.
- g. The Treasurer shall be the disbursing officer of the Board, shall perform such duties as are generally associated with that office, and shall make a monthly itemized account to the Board.
- h. If an officer resigns from the Board, the Nominating Committee shall present a new slate of officers for consideration by the Board at the next meeting. Nominations may also be taken from the floor. The new slate of officers shall be elected by the majority vote of the trustees and shall serve until the next Annual Meeting.

## ARTICLE VI: EXECUTIVE DIRECTOR

- a. The Board shall appoint an Executive Director who shall be the chief executive officer of the library and shall have charge of the administration of the library under the direction and review of the Board. The Executive Director shall be responsible for the care of the buildings and equipment; for the employment and direction of the staff; for the efficiency of the library's service to the public; and for the operation of the library under the financial conditions contained in the annual budget.
- b. The Executive Director shall render and submit to the Board reports and recommendations of such policies, which, in the opinion of the Executive Director, will improve efficiency and quality of library service.
- c. The Executive Director shall attend and participate in all Board and Committee meetings, except for when the board enters executive session for personnel matters relating to the Executive Director but shall have no voting powers.



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## ARTICLE VII: COMMITTEES

- a. The President shall appoint annually an Executive Committee, a Nominating Committee, and a Finance Committee.
- b. Committees for other specific purposes may be appointed by the President.
- c. Committees shall consist of one or more members and a Chair designated by the President.
- d. The Executive Committee shall consist of the President, Vice-President, Treasurer, and Secretary, and other individuals as designated by the President.
- e. The Nominating Committee shall consist of Trustees selected by the President and shall present Trustee candidates and a slate of officers.
- f. The Finance Committee shall consist of the Treasurer and Trustees designated by the President. The Finance Committee shall perform general financial oversight for the Library.
- g. Committees shall make a progress report to the Board at meetings, as necessary.
- h. No committee will have other than advisory powers unless, by suitable action of the Board, it is granted specific power to act.
- i. The President shall be, ex officio, a member of all committees.

## ARTICLE VIII: MEETINGS

- a. The Board shall hold regular meetings at least six (6) times per year, with dates and times established by the Board annually. The schedule of all board meetings will be provided to the Trustees and posted by the Library.
- b. Special meetings for a specific purpose may be called at any time by the President or at the request of at least one-third (1/3) of the Trustees. No business may be transacted at such special meeting except the stated business.
- c. The Annual Meeting shall be held in the first quarter of the calendar year and will be identified as such in the published meeting schedule. The business transacted at this meeting shall include the election of new trustees and officers.
- d. The proposed budget for the subsequent calendar year, required for submission to the Fayetteville-Manlius School District voters, shall be presented no later than at the regular meeting in November.



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- e. A simple majority of the Board shall constitute a quorum for the conducting of all business. A majority of the Board is required for any motion to pass. If a quorum is not present at a regular meeting, the attending members may adjourn the meeting, and the presiding officer shall notify the absent members.
- f. In the case of an emergency, decisions may be made by the Board via e-mail communications; provided that any such decision must be ratified by a majority vote of the Trustees attending the next meeting at which a quorum of the Board is present.
- g. The order of business for regular meetings shall be as determined by the President.

## ARTICLE IX: INDEMNIFICATION INSURANCE

- a. The Library shall indemnify and save harmless any Trustee against reasonable expenses, actually and necessarily incurred in connection with the defense of any action in which such Trustee is a party, or threatened to be made a party, by reason of acting as Trustee of the Library.
- b. Indemnification shall likewise apply to any sums actually paid by way of settlement of any actual or threatened action, or in satisfaction of any judgment rendered against such.
- c. Indemnification shall not apply when a judgment or other final adjudication adverse to the Trustee establishes acts were committed in bad faith or were the result of active or deliberate dishonesty and were material to the cause of action so adjudicated, or that the Trustee personally gained a financial profit or other advantage to which not legally entitled.
- d. The Library is authorized to purchase insurance for indemnification of its Trustees and Officer to the maximum extent permitted by the laws of the State of New York.

## ARTICLE X: AMENDMENTS

- a. The Board may amend these Bylaws at a regular or special meeting of the Board by a majority vote of the Trustees, provided notice of the amendment has been sent or delivered to each member of the Board ten (10) days prior to the meeting.
- b. Any rule or resolution of the Board, whether contained in these Bylaws or otherwise, may be suspended temporarily in connection with business at hand, but such suspension, to be valid, may be taken only at a meeting at which two-thirds of the members of the Board shall be present and two-thirds of those present shall so approve.



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## ARTICLE XI: PROCEDURE

- a. The Board may amend these Bylaws at a regular or special meeting of the Board by a majority vote of the Trustees, provided notice of the amendment has been sent or delivered to each member of the Board ten (10) days prior to the meeting.
- b. All procedures not specified herein shall be in accord with *Robert's Rules of Order, Revised*.