

# **SHELTER ISLAND PUBLIC LIBRARY SOCIETY**

## ***BY-LAWS***

### **PREAMBLE**

The Shelter Island Public Library Society (the “Library”) 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 Library operates as a free association library under Section 253 of the New York State Education Law.

The purpose of the Library 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 electronic resources, access to computers and the Internet, and professional assistance in using all its resources. The Library is also a venue for educational, arts-related events and other events that benefit the community. The Library is open to the public throughout the year.

The Library 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 Library. 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 develops the mission of the Library, adopts policies governing the Library, appoints and evaluates a Library Director, provides oversight of 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 Library who is eighteen (18) years old or over and who is not employed by the Library shall be eligible for election to the Board.

**Terms of Office:** Trustees shall serve for staggered three-year (3-year) terms not to exceed three (3) consecutive terms or nine (9) years.

Trustees shall be eligible for re-election at the completion of each term. After serving for nine (9) consecutive years, 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 Library 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 or video conference.

**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:** Shall preside over meetings of the Board, authorize calls for special meetings, appoint committees and serve ex-officio on all appointed committees; execute documents on behalf of the Board and serve as the primary contact with the Library Director.

**Vice-President:** In the event of the absence of the President, the Vice President shall assume the duties and functions of the President.

**Treasurer:** Shall be in charge of all aspects of the financial affairs of the Library, including the maintenance of appropriate books and records, and shall report to the Board on the status of the Library'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 listed and 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 Library's annual meeting shall be held 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 Library'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. Nine Library members present at the annual meeting shall constitute a quorum.

A Trustee may attend a regular or special meeting by phone, video conference, Skype, or any other method in a manner by which such Trustee and all Trustees present may hear each other at the same time, as long as such method is approved by New York State law.

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

Public Expression

Correspondence

Treasurer's Report

Committee Reports

Director's Report

Old Business  
New Business

## **ARTICLE V. COMMITTEES**

**Nominating Committee:** 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 a slate of candidates for seats on the Board of Trustees of the Library to members of the Library present at the annual meeting.

**Standing Committees:** The President shall appoint a Finance & Investments Committee, a Human Resources Committee, a Communications & Marketing Committee, a Special Events Committee, a Development Committee, a Governance Committee, a Planning Committee and a Facilities & Technology Committee. Charges for each of the standing committees are appended to these bylaws.

**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 administrating 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 annually.

## **ARTICLE VII. FISCAL**

The fiscal year of the Library 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 these 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, against judgments, fines, amounts paid in settlement and reasonable expenses including attorneys' fees. The Board may carry insurance against any such liability or cost.

Adopted by the Board of Trustees - September, 2011.

Amended by the Board of Trustees - November, 2012.

Amended by the Board of Trustees – January, 2019

Amended by the Board of Trustees – May, 2022

## HUMAN RESOURCES COMMITTEE CHARGE

### I. Description

The Human Resources Committee is a standing committee of the Board appointed by the President. The committee reports directly to the Board and takes no unilateral actions without the Board's approval and/or consent. The committee meets as the occasion warrants.

### II. Purpose/Oversight

The committee oversees all personnel issues affecting the Library and makes recommendations to the Board regarding Human Resource matters. The committee provides general oversight over human resources strategies, including hiring and promotions, succession planning, employee policies and procedures, culture and employee satisfaction, diversity and training opportunities. The committee provides general oversight over compensation structure, including annual salary budgets, employee benefit plans and practices. The committee advises the Board on the need for legal assistance in personnel matters. The committee meets with the Director on all issues pertaining to personnel.

### III. Responsibilities

- Review annually the goals and objectives of the Director;
- Review annually the performance of the Director;
- Review and recommend to the Board for its approval total compensation level for the entire library staff for inclusion in the annual budget;
- Review annually and recommend to the Board for its approval any employee bonuses;
- Review and recommend to the Board for its approval any employment, severance or termination arrangements;
- Reviews the personnel manual and all human resources policies periodically to determine effectiveness and implementation of such policies;
- Reviews and participates in established procedures for handling staff complaints and grievances, including sexual harassment and bullying;
- Recommends provisions for the Director's employment contract to the Board for approval/action;
- Review from time to time, employee benefit plans and recommend to the Board for its approval any changes;
- Review any issues that arise related to talent attraction, retention and development as well as diversity
- Ensure that all notices required by law and/or as part of good practice are posted for staff.

**ADOPTED: April, 2019**

**UPDATED: May, 2022**

## COMMUNICATIONS COMMITTEE CHARGE

### I. Description

The Communications Committee is a standing committee of the Board, appointed by the President. The committee reports directly to the Board and takes no unilateral actions without the Board's approval and/or consent. The committee meets as the occasion warrants.

### II. Purpose/Oversight

The committee makes recommendations relating to the Library's overall communications and marketing strategies and tactics including positioning, awareness building and public relations strategies. In addition, it is responsible for supplementing the Library staff's efforts in developing key communications pieces.

### III. Responsibilities

- Augment the Library's marketing and communications activities by contributing ideas and expertise, such as articles to the local press
- Work with the planning task force to set specific goals and develop and set programming guidelines
- Set graphic standards for all communications in all media
- Create newsworthy articles for the media including The Shelter Island Reporter
- Develop and assist in producing brochures, newsletters and reports, including the annual "Special Report"
- Write Trustee and staff biographies for the Library's website.

ADOPTED: 2016

UPDATED: May, 2022



## Special Events Committee Charge

### I. Description

**The Special Events Committee is a standing committee of the Board, appointed by the President. The committee reports directly to the Board and takes no unilateral actions without the Board's approval and/or consent. The committee meets as the occasion warrants.**

### II. Purpose/Oversight

**The committee helps to plan special events, including fundraising events, to support the mission of the Library.**

### III. Responsibilities

- **Plan the annual Book and Author Luncheon**
- **Assist with the annual Tennis Tournament**
- **Plan volunteer appreciation events**
- **Assist with choice of gifts for Trustees and staff members as appropriate**
- **Plan other special events to celebrate library milestones**

## DEVELOPMENT COMMITTEE CHARGE

### I. Charge for the Development Committee

The Development Committee is a standing committee of the Board, appointed by the President. The committee reports directly to the Board and takes no unilateral actions without the Board's approval and/or consent. The committee meets as the occasion warrants.

### II. Purpose/Oversight

The committee creates and supports efforts relating to the overall development of the Library.

### III. Responsibilities

- Contribute to the growth of the Leadership Circle.
- Increase community awareness of and membership in the Library.
- Strategize how to achieve goals of the Board.
- Find and write grants for the Library.
- Help with the Volunteer Appreciation Party.

ADOPTED: May, 2022

## Governance Committee Charge

### I. Description

The Governance Committee is a standing committee of the Board, appointed by the President. The committee reports directly to the Board and takes no unilateral actions without the Board's approval and/or consent. The committee meets as the occasion warrants.

### II. Purpose/Oversight

The committee helps to ensure the Library policies and procedures are in compliance with all applicable law.

### III. Responsibilities

- Review the policy manual, personnel manual, investment policy and bylaws on a regular basis
- Work with the library director in crafting new policies and amending existing policies as needed
- Monitor Board meeting to make sure all actions taken are in compliance with *Robert's Rules of Order*, New York State Open Meetings Law, and library policies and procedures

ADOPTED: May, 2022

## Planning Committee Charge

### I. Description

**The Planning Committee is a standing committee of the Board, appointed by the President. The committee reports directly to the Board and takes no unilateral actions without the Board's approval and/or consent. The committee meets as the occasion warrants.**

### II. Purpose/Oversight

**The committee makes recommendations to the Board with respect to the construction or expansion of the library building.**

### III. Responsibilities

- **Meet with the architects regarding building proposals and related documentation**
- **Assist in preparing materials to support the expansion of the library**
- **Meet with community members to discuss the expansion of the library**
- **Appoint a Capital Campaign sub-committee to seek financing and assist the members of the campaign**
- **Review the construction process and timeline and make recommendation to the Board with respect to same**

Facilities and Technology Committee  
Charge

I. Description

The Facilities and Technology Committee is a standing committee made up of 2 to 5 Board members and, if needed/desired, members of the community. Annual chairperson and members are appointed by the President. The committee reports directly to the Board and takes no unilateral actions without the Board's approval and/or consent. The committee meets as the occasion warrants.

II. Purpose/Oversight

The committee helps to ensure the Library facility remains in good physical conditions and that the proper technology required for optimal use of library resources is in place.

III. Responsibilities

- Work with the library director with respect to upkeep and repair of library mechanicals and physical facility
- Consult with the library IT/Network administrator or the library director with respect to technology purchases or major upgrades.
- Consult with technicians or company representatives about need for repair or replacement of equipment or systems.
- Identify the need for and advise on major purchases affecting the facility or library technology.

ADOPTED: May, 2022