

**BY-LAWS
of the
Board of Trustees
LIVERPOOL PUBLIC LIBRARY
310 Tulip St.
Liverpool, NY 13088**

**ARTICLE I
BOARD OF TRUSTEES**

Section 1. Membership

The Membership of the Board of Trustees of the Liverpool Public Library shall consist of seven (7) persons who at the time of appointment or election shall have attained the age of at least eighteen (18) years and shall be residents of the Liverpool Central School District, as required by Section 3(1) of the “Public Officers Law”.

Section 2. Duties

- A. To generally oversee the operations of the Library.
- B. To establish Library policy.
- C. To raise monies necessary to operate the Library.
- D. To select and evaluate a professional director.
- E. The Board of Trustees shall be responsible for Library policies, including general oversight, fiduciary responsibility, and employment and evaluation of the Library Director. The Board shall possess all powers, duties, privileges and responsibilities accorded to Trustees of public libraries and libraries systems of New York State Public Library Law, Rules and the Board of Regents and Regulations of the Commissioner of Education.

Section 3. Election Procedure

- A. Candidates for the Office of Trustee shall be nominated for election in the same manner as candidates for the Board of Education.
- B. Trustees shall be elected by the voters of the Liverpool Central School District at an annual meeting in the same manner as trustees are elected for the School District Board of Education.

C. The term of office shall begin July 1 and continue for a period of five (5) years or until a replacement by a qualified successor. No Trustee shall hold office consecutively for more than two (2) full terms plus an initial partial term, if any.

D. Each trustee upon election shall take an Oath of Office pursuant to Section Two of the Public Officers Law, within thirty (30) days after commencement of the term of office for which he or she is chosen. The signed Oath shall be filed in the Office of the Onondaga County Clerk.

Section 4. Vacancies

Vacancies on the Board of Trustees shall be filled by appointment of the Board and shall be for a period until the next annual budget meeting, at which time the vacancy shall be filled for the remainder of the normal term by regular election procedures.

Section 5. Conflict of Interest

A. Employees Ineligible – Any employee of the Liverpool Public Library shall be ineligible to hold office as a trustee of the Library.

B. Trustees Ineligible – Trustees or members of their immediate families, to include spouse, parent, child, and sibling shall not enjoy the financial gain from the Library business during the trustee’s term of office.

C. Former Trustees and members of their immediate families, to include spouse, parent, child, and sibling may not be employed by the Library within six (6) months of serving on the Board. All trustees are required to sign a conflict of interest statement annually.

ARTICLE II OFFICERS

Section 1. Names of Officers

The officers of the Board of Trustees shall be President, a Vice-President, and a Secretary of the Board.

Section 2. Duties

A. The President shall, when present, preside at all meeting of the Board, shall appoint all committees with Board approval, and shall have general oversight of all Library matters except as otherwise provided by law or these By-Laws or by action of the Board. The President shall act as or designate the official spokesperson for the Board.

B. The Vice President shall preside at meetings in the absence of the President and shall assist the President in official duties. The Vice President shall succeed the President in that office in the event it becomes vacant.

C. In the absence of both the President and Vice President, the Secretary shall preside over the meeting.

D. The Clerk to the Board of Trustees, appointed by the Board, shall keep a faithful record of all proceedings of the Board, shall give due notice of all meetings and shall perform such duties as may belong to that office or be delegated by the President. The minutes shall be kept in the Library archives and available to the public upon request. The Clerk to the Board of Trustees will receive an annual stipend as set by the Board for these responsibilities.

E. The President shall annually appoint a Financial Advisor to the Board of Trustees, reviewing reports of financial reports from the appointed Treasurer of the Library.

Section 3. Term of Office

The officers shall be selected by the Board of Trustees from its own membership at the organizational meeting for a term of office of one (1) year.

Section 4. Vacancies

In the event of a vacancy in the office of Vice President or Secretary, the Board shall select a replacement from its membership who shall serve for the remainder of the term.

Section 5. Attendance

Any member of the Board of Trustees who misses three (3) consecutive meetings without a reasonable excuse, acceptable to the President of the Board, shall be considered to have resigned his or her post and a replacement shall be appointed.

ARTICLE III FINANCIAL AGENT

Section 1. Definition and Duties

The Liverpool Central School District shall be the Financial Agent for the Library and shall be responsible for the payments of invoices and claims and disbursement of funds in payment of debts against the Library. The Liverpool Central School District will provide the Claims Audit procedure.

Section 2. Treasurer – Officer and Duties

A. The Treasurer of the Liverpool Central School District shall be the Treasurer of the Library but shall not be a member of the Board of Trustees.

B. The Duties of the Treasurer shall be to keep records of income and expense and provide and accounting to the Board of Trustees performing account functions, including but not limited to, claims auditing process.

C. The Internal Auditor for the School District shall be authorized to oversee payment of the debts of the Library after approval of the Director.

**ARTICLE IV
MEETINGS**

Section 1. Regular Meetings

The Board of Trustees shall hold at least twelve (12) regular meetings each year scheduled on a monthly basis.

Section 2. Annual Meeting

One Meeting between April 1 and June 30 of the Liverpool Public Library Board of Trustees shall be designated as the Annual Budget Meeting of the Public Library. Its purpose, and only business, shall be to present a Library budget for the ensuing year for the approval of voters of the Liverpool Central School District and to elect a trustee or trustees.

Section 3. Organizational Meeting

The first regular monthly meeting following the annual meeting and occurring after July 1 shall be designated the organizational meeting.

Section 4. Special Meetings

Special meetings may be held at the call of the President or on the request of three (3) trustees for the transaction of business as stated in the call for the meeting. The President of the Board or the Secretary of the Board may notify each member of the Board of the Special Meeting.

Section 5. Quorum

Four (4) Trustees shall constitute a quorum at all meetings of the Board of Trustees.

Section 6. Rules of Procedure

The parliamentary rules contained in Robert’s Rules of Order, Revised, shall govern this Board in all cases to which they are applicable and in which they are not inconsistent with our Bylaws, or such special rules of order as may be adopted by the Board.

**ARTICLE V
COMMITTEES**

Section 1. Special Committees

The President may appoint such special committees for specific purpose as may be required, with the approval of the Board of Trustees. The committee will work until completion of the appointed task and provide progress reports at regular board meetings.

Section 2. Ex-Officio Member

The President shall be an ex-officio member of all committees unless otherwise designated a member.

**ARTICLE VI
LIBRARY STAFF**

Section 1. Procedure

The Library Director (appointed by the Board) shall advise the Board of Trustees of the hiring and dismissal of the staff.

Section 2. Duties

The Library Director shall execute the policies of the Board and shall have charge of the administration of the Library under the direction and review of the Board. The Library Director shall be responsible for the care of the buildings and equipment for the employment and direction of the staff, for the efficient of the Library's services to the public, and for the operation of the Library under the financial conditions contained in the annual budget. The Library Director shall render and submit to the Board, reports and recommendations of such policies and procedures which in the option of the Library Director will improve efficient and quality of the Library services. The Library Director shall attend all board meetings except the portion of the meeting at which the Library Director's appointment or salary is to be discussed or decided.

Section 3. Compensation

Compensation of the Library Staff shall be as established by the Board of Trustees.

**ARTICLE VII
AMENDMENTS**

Section 1. Amendments

Amendments to these By-laws may be proposed at any regular meeting and shall be voted upon at the next regular meeting. Written notice of the proposed amendment or amendments shall be provided to all Trustees absent from the meeting at which the amendment or amendments were

proposed by U.S. mail no later than ten (10) days prior to the scheduled date of the next regular meeting. All proposed amendments are subject to legal review, and the comments of legal counsel regarding the proposed amendments shall be presented to the Board of Trustees prior to the vote on approval of the proposed amendment or amendments. The vote of a majority of the Trustees present at the meeting at which approval is considered shall be sufficient for adoption of the amendment or amendments.

ARTICLE VIII INDEMNIFICATION AND INSURANCE

Section 1. Indemnification

The Library shall indemnify, to the fullest extent permissible under Public Officers Law § 18, any person, and the heirs and personal representatives of such person, against any and all judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred by or imposed upon such person, or in connection with, or resulting from any claim, action, suit or proceeding, whether civil or criminal, in which such person is a party or is threatened to be made a party by reason of such person being or having been a Trustee, officer, employee or agent of the Library, or by reason of such person being or having been an administrator or a member of any board or committee of the Library or of any such other organization, including, but not limited to, any administrator, board or committee related to any employee benefit plan.

To the fullest extent permissible under the law, the Library may advance expenses incurred in defending a civil or criminal action, suit or proceeding to any such Trustee, officer, employee or agent upon receipt of any undertaking by or on behalf of the Trustee, officer, employee or agent to repay such amount, if it shall ultimately be determined that such person is not entitled to indemnification by the Library. The foregoing right of indemnification and advancement of expenses shall in no way be exclusive of any other rights of indemnification to which any such person may be entitled, under any bylaw, agreement, vote of Trustees or otherwise, and shall inure to the benefit of the heirs and personal representatives of such person. Any repeal or amendment of this Section shall be prospective only and shall not adversely affect any right of protection of a person with respect to any act or omission occurring prior to the time of such repeal or modification.

No indemnification shall be made to or on behalf of a Trustee, officer, employee or agent of the Library if a judgment or other final adjudication adverse to the Trustee, officer, employee, or agent of the Library establishes that his or her 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 he or she

personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

Section 2. Insurance

The Library may purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee or agent of the Library, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of the person's status as such, whether or not the Library would have the power to indemnify such person against such liability under Public Officers Law § 18.

Adopted: 1980

Approved revisions: April 11, 1995, January 6, 1999, February 1, 2017, January 3, 2018