

BYLAWS OF THE OGDENSBURG PUBLIC LIBRARY

ARTICLE I – NAME

This organization is and shall be known as the Ogdensburg Public Library existing by virtue of the provisions in the absolute Charter No. 747 granted by the Regents of the University of the State of New York on December 13th, 1893, and exercising the powers and authority and assuming the responsibilities delegated to it under the aforementioned Charter.

ARTICLE II – MANAGEMENT

1. The business and affairs of the Ogdensburg Public Library shall be managed and conducted by a Board of Trustees that shall number nine (9). The Board of Trustees shall provide a slate of candidates to the Mayor, trustees shall be appointed by the Mayor and confirmed by the Common Council. Each appointment shall be for a term of five years. Trustees must be legal residents of the City of Ogdensburg.
2. The term of members of the Board shall end on December 31st of the fifth year following appointments unless the Trustee shall have resigned or otherwise terminated membership on the Board. Starting in 2022, two trustees shall have terms expiring in years 2022, 2023, 2024 and 2025, and one trustee shall have a term expiring in 2026. The tenure of members of the Board shall be limited to two (2) full consecutive terms of five years each, excluding when an unexpired term is filled.
3. At the November meeting, all trustees eligible for an additional term shall indicate their interest. The Board will review the trustee's past service and, by majority vote, recommend reappointment for another term. Vacancies which occur for reasons other than expiration of the term of office of a trustee shall be filled for the balance of the unexpired term of office by the Board by majority vote of the remaining Trustees after nominations as provided for in these Bylaws.
4. Any trustee who fails to attend three (3) regular meetings of the Board without reasonable cause, or who has not completed and provided certification of three (3) hours of trustee education and Sexual Harassment Training per calendar year, or who engages in misconduct as determined by the Board after a hearing, may be removed. Vacancies created by death, resignation, refusal to act, removal from office, expiration of a term, or any other cause specified in the library's charter may be filled by the Board.
5. When vacancies exist, the Chairperson of the Board shall appoint a Nominating Committee consisting of two members of the Board who shall designate a slate of nominees.

ARTICLE III – OFFICERS

1. The officers of the Board shall be an elected Chairperson, an elected Vice Chairperson, an appointed Secretary, and an appointed Treasurer. The Chairperson and the Vice Chairperson of the Board shall be members of the Board. It shall not be required that the Secretary or Treasurer be members of the Board.
2. Officers shall serve a term of one (1) year from the meeting at which they are elected and until their respective successors are duly elected. Tenure of the Chairperson of the Board shall be limited to two (2) consecutive full terms of one (1) year each.
3. A nominating committee shall be appointed by the Chairperson two (2) months prior (November) to the annual meeting (January) of the Board to designate a slate of officers for the annual meeting. Additional nominations may be made by trustees from the floor. At the close of nominations, a vote for the officers shall be held. The vote for officers shall be by secret ballot if two (2) or more persons have been nominated for one (1) office. Elections will take place at the December meeting. The elected officers shall take office at the January or Annual Meeting.
4. The Chairperson shall preside at all meetings of the Board, authorize calls for any special meetings, appoint all committees, execute all documents authorized by the Board, serve as *ex officio* voting member of all committees, and generally perform all duties associated with the Office of Chairperson. The Chairperson shall have a vote in all matters determined by the Board.

5. The Vice Chairperson, in the event of absence or disability of the Chairperson or the vacancy in that office, shall assume and perform the duties and functions of the Chairperson.
6. The Secretary shall keep 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.
7. An Assistant Secretary may be selected by the Board to assist the Secretary in the performance of the duties of the office.
8. The Treasurer shall be the disbursing officer of the board and shall perform such duties as associated with that office. The Treasurer shall ensure the Library's investments are invested and managed per controlling law, and the investment policy set by and from time to time revised by the Board. The Treasurer, in addition to his/her normal duties, shall also have the power when attested to by any other Officer of the corporation with the seal of the corporation to execute for and in the name of the corporation any and all sales, contracts, agreements, releases, discharges, satisfactions, assignments, deeds, leases, Powers of Attorney, undertaking and all instruments of any character necessary or coincident to the financial operation of the Ogdensburg Public Library.
9. An Assistant Treasurer may be selected by the Board to assist the Treasurer in the performance of his duties. Either the Treasurer or the Assistant Treasurer may be bonded in an amount as may be required by resolution of the Board.

ARTICLE IV –MEETINGS

1. Regular meetings of the Board shall be held on the first Wednesday of each month or as otherwise established by resolution of the Board at the annual (January) meeting. Written notice of meetings shall be sent to all Trustees by the Secretary or Executive Director at least one (1) week prior to regular meetings, and the public notice shall be posted on a bulletin board in the Ogdensburg Public Library building.
2. Special meetings shall be called by the Secretary or Executive Director at the direction of the Chairperson, or at the request of a least one third of the Trustees, for the transaction of business as stated in the call for a special meeting.
3. A quorum for the transaction of business at any meeting shall consist of a majority of the entire Board, who must be present. In the absence of a quorum, the trustees present may adjourn the meeting to a date determined or to the next regular meeting, and written notice of an adjournment of a meeting to a date determined shall be sent to all Trustees.
4. The order of business for regular meetings shall include but not be limited to the following items which shall be covered in the sequence shown as far as circumstances will permit:

Minutes of the Previous Meeting(s), Statistical Reports, Financial Reports, Staff Reports, Committee Reports, Old Business, New Business.

5. The Executive Director shall attend all meetings of the Board and of its committees except when his/her tenure or salary are under consideration and may participate in the discussion and offer professional advice but is not to have a vote upon any question.
6. The meeting held in the month of October shall include on its agenda the proposed budget for the next annual operation period of The Ogdensburg Public Library. The Director shall distribute that proposed annual budget to each member of the Board no later than one (1) week prior to the meeting in October of each year or as otherwise directed by the resolution of the Trustees.
7. All meetings of the Board shall be open to the public with the exception of discussions of matters:
 - A. discussions regarding proposed, pending or current litigation;
 - B. collective negotiations pursuant to article fourteen of the civil service law;
 - C. the medical, financial, credit or employment history of a particular person or corporation, or

matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation;

- D. the proposed acquisition, sale or lease of real property or the proposed acquisition of securities, or sale or exchange of securities held by such public body, but only when publicity would substantially affect the value thereof.
8. If a trustee wishes to attend remotely and take action (ie, vote), under Open Meetings Law, they must meet the following criteria:
- A. The meeting must be announced to the public and include all locations, the physical address, from which board members may take action. These locations will be included in the agenda.
 - B. The location from where you are calling from must be open and accessible to the public, should anyone wish to attend the meeting at that location.
 - C. There must be both audio and video connections between all locations.
 - D. Acknowledgement of remote attendance will be noted in meeting notes.

ARTICLE V – COMMITTEES

1. In addition to the Nominating Committee, the Chairperson shall appoint a Building & Grounds Committee, a Finance Committee, a Personnel Committee, and such other committees as the business of the Board may require from time to time. These committees shall consist of two (2) or more members, at least one of whom is a Trustee, and shall be considered to be discharged upon the completion of the term of office of the Chairperson.
2. The Building & Grounds Committee shall periodically inspect the physical plant of the Library and report important matters to the Board with recommendations for improvements or correction of any faults found.
3. The Finance Committee shall be chaired by the Treasurer and have general supervision over the financial affairs of the Ogdensburg Public Library and shall make policy recommendations to the Board concerning investment of permanent funds received. The Executive Director shall present to the Finance Committee her/his initial recommendation for the annual budget for the maintenance and operation of the Library for consideration by the Board at the October meeting.
4. The Personnel Committee shall be assisted by the Executive Director in any formal collective bargaining negotiations with the representatives of the employees if so recognized by the Board and recommend the form of agreement for approval by the Board.
5. All committees shall have an opportunity to make a progress report to the Board at each of its meetings.
6. The Personnel Committee will conduct an annual written evaluation of the Executive Director in accordance with a Board approved procedure and present the evaluation to the Board and Executive Director.

ARTICLE VI – EXECUTIVE DIRECTOR

1. The Board shall appoint a qualified Library Executive Director or Administrator who shall be the executive and administrative officer of the Ogdensburg Public Library to act on behalf of the Board and under its review and direction.
2. The Executive Director shall have the authority to hire and dismiss all staff. (S)he shall consult with the Board and keep them advised prior to all personnel changes.
3. The Executive Director shall have interim authority to appoint part-time or temporary employees without prior consultation with the Board provided that such appointments are reported to the Board at the next regular Board meeting.
4. The Executive Director shall approve for payment all invoices, bills and statements that are properly presented to the Ogdensburg Public Library. (S)he shall advise the Board when budget modifications are necessary, and monthly, shall inform the Board of the financial position of the library. The Treasurer or

Chairperson of the Board of Trustees shall review and approve all reimbursements to the Executive Director.

5. The Executive Director shall assist the Board in any collective bargaining negotiations with representatives of employees if the representatives are so recognized by the Board.
6. The Executive Director shall be responsible for the proper direction and supervision of the staff, for the care and maintenance of the Library property, for the selection of Library materials in keeping with the stated policy of the Board and for the efficiency of service to the public of the Ogdensburg Public Library. It shall be the Executive Director's responsibility to oversee the operation of the Library and to determine that it is operated within its annual budget figures. The Executive Director shall recommend to the Board policies and carry out policies approved by the Board.

ARTICLE VII – PARLIAMENTARY AUTHORITY

The rules contained in the edition of Robert's Rules of Order, Newly Revised in effect on the date of the most recent amendment of these bylaws shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Board may adopt.

ARTICLE VIII – AMENDMENTS

These Bylaws may be amended at any regular meeting of the Board by a majority vote. No amendment may be made, however, unless notice has been given in writing to each member of the Board fifteen (15) days prior to the regular meeting of the Board wherein the Bylaws amendment will be proposed. All proposed amendments shall be submitted in writing to the Secretary or Executive Director for distribution by the Secretary or Executive Director in accordance with these Bylaws.

ARTICLE IX – DISSOLUTION

In the event of the dissolution of the Ogdensburg Public Library, all assets of the Ogdensburg Public Library shall be distributed in accordance with the Statute of New York State governing dissolutions of Not-For-Profit Organizations.

ARTICLE X – POLICY

These Bylaws will be reviewed annually by the Policy and Personnel Committee.

REVISION OF JANUARY 20, 2024 and APPROVED FEBRUARY 7, 2024