

Bylaws of the Perry Public Library

ARTICLE I – NAME

The name of the organization shall be the Perry Public Library (the “Library”), chartered by the Board of Regents of the University of the State of New York as a School District Public Library pursuant to Education Law §255.

ARTICLE II – PURPOSE

The purpose of the Library is to provide free public library service to the residents of the Perry Central School District in accordance with Education Law §226 and other applicable provisions of the Education Law of the State of New York.

ARTICLE III – AUTHORITY: NUMBER OF TRUSTEES

1. **Authority to Adopt Bylaws:** Pursuant to its Charter and Education Law §226, the Board of Trustees shall have the authority to adopt bylaws for the governance of the Library.
2. **Number of Trustees:** The Board of Trustees shall consist of seven (7) trustees. Pursuant to the Library’s Charter, the Board shall have the power, by vote of two-thirds of the members of the Board of Trustees, to change the number of trustees to not fewer than five nor more than fifteen.

ARTICLE IV – FISCAL YEAR

The fiscal year of the Library shall be January 1 through December 31.

ARTICLE V – BOARD OF TRUSTEES

1. **Governance:** The Library shall be governed by a Board of Trustees elected by the qualified voters of the Perry Central School District in accordance with Education Law §226(4).

The powers of the Board are those set forth in Education Law §226, including custody and control of Library property, employment of staff, and management of Library affairs.

2. **Terms of Office:** Trustees shall serve three-year terms. Each term shall commence on July 1 following the election and shall conclude on June 30 of the third year, consistent with Education Law §226(4).
3. **Eligibility:** Eligibility for office shall be limited to adults (18 and over) residing within the geographical limits of the Perry Central School District, as required by Education Law

§226(4).

- 4. Oath of Office:** Each Trustee, whether elected or appointed to fill a vacancy, shall take and file the constitutional oath of office required by Article XIII of the New York State Constitution and Public Officers Law §10 before entering upon the discharge of official duties.

The oath shall be taken and filed within thirty days of the commencement of the Trustee's term of office. The oath shall be filed in the office of the Clerk of Wyoming County pursuant to Public Officers Law §10.

A separate oath of office shall be required and filed for each term of office. A Trustee appointed to fill a vacancy must take and file an oath prior to serving, and if such Trustee is subsequently elected to a full term, a new oath shall be taken and filed for that term.

Failure to take and file the required oath within thirty days after the commencement of a term of office shall create a vacancy pursuant to Public Officers Law §30(1)(h).

- 5. Vacancies:** When a vacancy occurs on the Board of Trustees, the remaining trustees shall appoint a qualified person to fill the vacancy in accordance with Education Law §226(5).

An appointment to fill a vacancy does not create a new term of office. The person appointed shall serve only for the balance of the unexpired term of the seat to which he or she is appointed.

All trustee terms shall continue to run from July 1 through June 30 of the applicable term year, regardless of the date of appointment. The expiration date of the seat shall not be altered by the appointment.

At the next annual election of the Library, the vacancy shall be filled by election for the remainder of the unexpired term, if any, as required by Education Law §226(5).

- 6. Resignation:** Any trustee may resign at any time by submitting his or her resignation in writing to the President or Secretary of the Board in accordance with Public Officers Law §31.

Such resignation shall become effective upon delivery unless a later effective date is specified in the written resignation.

The Board shall formally acknowledge the resignation by resolution at the next regular or special meeting and shall record the vacancy in the minutes.

- 7. Removal of Trustees:** The Board may remove a trustee for misconduct, incapacity, neglect of duty, or refusal to carry into effect the educational purpose of the Library as provided in Education Law §226(8).

Prior to removal, the trustee shall receive written notice of the proposed grounds for removal and shall be afforded an opportunity to respond before the Board at a meeting held in accordance with the New York State Open Meetings Law.

Removal shall require an affirmative vote of a majority of the whole Board, including vacancies, unless a greater vote is required by law.

The grounds for removal and the vote shall be recorded in the meeting minutes.

- 8. Absence from Meetings:** If a trustee fails to attend three consecutive meetings of the Board without excuse accepted as satisfactory by the trustees, such trustee shall be deemed to have resigned, and the vacancy shall be filled, in accordance with these bylaws and Education Law §226(9).

9. Quorum and Voting

- a. **Quorum:** A quorum shall consist of a majority of the whole Board, including vacancies. No meeting of the Board may take place, and no official business may be conducted without a quorum present.

For purposes of these bylaws, 'whole Board' shall mean the total number of authorized trustee positions, including vacant positions.

- b. **Voting:** Each trustee shall have one vote. Voting by proxy is prohibited.
- c. **Action of the Board:** Except as otherwise required by law or these bylaws, no action of the Board shall become effective unless a quorum is present and a majority of the whole Board, including vacancies, affirmatively votes in favor of the action.

- 10. Collective Authority:** Governance authority and accountability lie with the Board as a whole. Individual trustees, regardless of position, do not have the power to command the services of a Library employee nor to speak or act on behalf of the Library unless specifically authorized by a vote of the Board, consistent with Education Law §226.

- 11. Compensation and Conflicts of Interest:** No trustee or officer shall receive, directly or indirectly, any compensation or other payment from the Library unless authorized by the concurring vote of two-thirds of all trustees then in office. In no event shall compensation exceed reasonable compensation for services actually rendered or reimbursement for disbursements actually incurred.

Trustees shall disclose any interest in a contract with the Library as required by General Municipal Law Article 18 (§800–809) and the Library’s Conflict of Interest Policy. No contract in which a trustee has an interest shall be approved unless authorized in compliance with General Municipal Law Article 18 and by a majority of the trustees then in office, excluding the interested trustee.

ARTICLE VI – OFFICERS

- 1. Officers:** The officers of the Board shall be President, Vice President, and Secretary, elected annually by the Board at its Annual Meeting.
- 2. Removal of Officers:** Any officer elected as provided in these bylaws may be removed by a two-thirds vote of the trustees then in office when, in their judgment, the best interest of the Library will be served by such removal.
- 3. Duties:** The duties of officers shall be those customary to their offices and consistent with Education Law §226 and these bylaws.
 - a. The **President** shall:
 - i. Preside at all meetings of the Board of Trustees unless absent.
 - ii. Approve the monthly Board meeting agenda in consultation with the Library Director.
 - iii. Appoint all committees of the Board and assign a chairperson, subject to Board approval where required.
 - iv. Serve as an ex officio member of all committees and may attend committee meetings but is not required to do so.
 - v. Sign all documents requiring the signature of the President as authorized by the Board.
 - vi. Co-sign checks and financial instruments as required by Board policy and internal financial controls.
 - vii. Perform such other duties as are customary to the office and consistent with Education Law §226 and these bylaws.
 - b. The **Vice President** shall:
 - i. Preside over meetings in the absence of the President.
 - ii. Perform the duties of the President in the event of the President’s absence or disability.
 - iii. Succeed to the office of President for the remainder of the unexpired term should a vacancy occur in that office between elections.
 - iv. Co-sign checks and financial instruments as required by Board policy.

v. Perform such other duties as assigned by the Board.

c. The **Secretary** shall:

- i. Preside over meetings in the absence of the President and Vice President.
- ii. Sign all documents requiring the Secretary's signature as authorized by the Board.
- iii. Take, or ensure the taking of, accurate minutes of all meetings of the Board of Trustees in accordance with Public Officers Law Article 7.
- iv. Ensure that minutes are distributed to trustees and retained as permanent records of the Library.
- v. Ensure that required notices of meetings are issued in compliance with the Open Meetings Law.
- vi. Perform such other duties as are customary to the office or assigned by the Board.

d. The **Fiscal Officer** shall:

- i. Sign all documents requiring the Fiscal Officer's signature as authorized by the Board.
- ii. Signing checks as designated by Board resolution and internal financial control policy.

ARTICLE VII – TREASURER

1. **Appointment:** The Board of Trustees shall appoint a Treasurer who shall serve as an officer of the Library Corporation. The Treasurer shall not be a member of the Board of Trustees and shall serve at the pleasure of the Board.

Appointment shall occur annually at the organizational meeting, or at such other time as the Board determines necessary.

The Treasurer shall be a public officer of the Library within the meaning of the Public Officers Law.

2. **Oath of Office:** Prior to entering upon the discharge of the duties of the office, the Treasurer shall take and file the constitutional oath of office required by Article XIII of the New York State Constitution and Public Officers Law §10.

The oath shall be filed in the office of the Clerk of the County in which the Treasurer resides, unless otherwise required by law.

Failure to take and file the oath within thirty days of appointment shall create a vacancy pursuant to Public Officers Law §30(1)(h).

A new oath shall be required upon each annual appointment.

- 3. Duties:** Pursuant to the authority granted to the Board under Education Law §226, the Treasurer shall be responsible for the custody of the monies of the Library and shall perform the duties required by law and Board policy, including but not limited to:
- Receiving and safeguarding Library funds.
 - Overseeing the deposit of funds into accounts authorized by the Board of Trustees.
 - Disbursing funds only upon proper authorization of the Board.
 - Authorizing or executing payments only as approved by Board resolution and in accordance with the Library's adopted internal financial control policies.
 - Preparing and submitting a monthly Treasurer's Report to the Board of Trustees.
 - Providing documentation of bank reconciliations and account balances.
 - Supporting required financial filings, reports, and audits.

The Treasurer shall exercise independent fiduciary judgment in the custody and disbursement of funds and shall report directly to the Board of Trustees.

Nothing herein shall be construed to diminish the collective financial authority of the Board under Education Law §226.

- 4. Compensation:** The Treasurer may be compensated in an amount determined annually by resolution of the Board of Trustees.

Compensation, if any, shall be processed through the Library payroll system with appropriate deductions withheld as required by law.

The Treasurer shall not be treated as an independent contractor.

- 5. Bonding:** The Treasurer shall be bonded in an amount determined by the Board of Trustees, consistent with the authority granted under Education Law §226(6). The cost of such bonding shall be paid by the Library.
- 6. Relationship to the Board and Staff:** The Treasurer is an officer of the Library Corporation and is accountable to the Board of Trustees.

The Treasurer is not a voting member of the Board.

Nothing herein shall be construed to create an employment contract or confer eligibility for employee benefits except as required by law or expressly authorized by the Board.

- 7. Delegation and Internal Controls:** The Treasurer may oversee certain accounting or clerical functions performed by Library staff or external professionals. However,

fiduciary responsibility for the custody and disbursement of Library funds shall remain with the Treasurer and shall not be delegated to an independent contractor.

The Board of Trustees shall establish and maintain appropriate internal controls and segregation of duties in accordance with applicable law, regulations, and guidance of the Office of the State Comptroller.

ARTICLE VIII – LIBRARY DIRECTOR

- 1. Appointment:** The Board shall appoint a Library Director who shall be the executive and administrative officer of the Library, acting on behalf of the Board and under its review and direction, pursuant to Education Law §226(6).

The Board shall evaluate and fix the compensation of the Library Director annually, by November 30 for the following fiscal year.

- 2. Responsibilities:** In accordance with the official Civil Service title specification, the Library Director shall supervise staff, appoint and remove subordinate employees, manage Library property, administer the budget, select Library materials consistent with Board policy, and ensure effective Library service.

The Library Director or designee shall serve as the official spokesperson for the Library.

- 3. Meetings:** The Library Director shall attend all Board meetings, provide reports, and may participate in discussions but shall not vote.

ARTICLE IX – MEETINGS

- 1. Regular Meetings:** Regular meetings of the Board of Trustees shall be held on the second Monday of the month at a time and location designated by resolution of the Board.

The Board may modify the date, time, or location of a regular meeting by resolution, provided that public notice is given in accordance with the New York State Open Meetings Law, Public Officers Law Article 7.

- a. Order of Business of Regular Meetings**
 - i. Call to Order
 - ii. Pledge to the Flag
 - iii. Consideration and Approval of the Agenda
 - iv. Disclosure of Conflicts of Interest
 - v. Public Comment
 - vi. Approval of Minutes of Prior Meeting(s)
 - vii. Treasurer’s Report

1. Review of Financial Statements
 2. Review and Approval of Vouchers or Account Payables
 3. Budget Status Reports
 4. Capital Fund or Special Project Reports, if applicable
 - viii. Director's Report
 - ix. Staff Reports, if applicable
 - x. Committee Reports
 - xi. Old Business
 - xii. New Business
 - xiii. Other Required Affirmations or Compliance Actions
 - xiv. Dates of Upcoming Meetings and Trustee Education Opportunities
 - xv. Adjournment
- 2. Special Meetings:** Special meetings of the Board of Trustees may be called by the President or upon written request of any three (3) trustees for a specific purpose.

The notice of a special meeting shall state the time, place, and purpose of the meeting. No business other than that stated in the notice shall be transacted at a special meeting.

- 3. Annual Meeting:** The Annual Meeting shall serve as the organizational meeting of the Board. It shall be held in July and shall include the election of officers, the appointment of the Treasurer, the designation of the official newspaper, and the confirmation of banking institutions.

- 4. Open Meetings:** All meetings of the Board shall be open to the public in accordance with the New York State Open Meetings Law, Public Officers Law Article 7.

Public notice of the time and place of every meeting shall be given in accordance with Public Officers Law §104, including notice to the news media and conspicuous posting in designated public locations and on the Library's website.

Executive sessions may be held only as permitted under Public Officers Law §105. The motion to enter executive session shall identify the statutory basis and be recorded in the minutes.

- 5. Committees:** All committees or meetings consisting of two or more trustees shall be subject to the Open Meetings Law pursuant to Public Officers Law §102(2).

ARTICLE X – COMMITTEES

- 1. Establishment of Committees:** The Board of Trustees may establish standing and ad hoc committees to assist in carrying out its responsibilities under Education Law §226.

Committees shall be advisory in nature unless specific authority is granted by formal

resolution of the Board of Trustees.

All committee recommendations shall be subject to review and approval by a majority vote of the whole Board, including vacancies.

2. Standing Committees of the Board:

a. **Building Committee:** Shall advise the Board of Trustees regarding the maintenance, repair, renovation, and capital improvement of Library facilities. The Committee shall review matters relating to building safety, accessibility, code compliance, infrastructure needs, and long-term facility planning. The Committee may review proposals related to construction, capital projects, and grant-funded improvements and shall make recommendations to the Board. The Committee shall not independently authorize construction, contracts, or expenditures unless expressly delegated such authority by formal resolution of the Board of Trustees.

b. **Budget and Finance Committee:** Shall advise the Board of Trustees regarding the development of the annual operating and capital budgets, long-term financial planning and forecasting, and the review of monthly financial statements. The Committee shall review investment practices, reserve policies, audit preparation and results, and the adequacy of internal financial controls and fiscal oversight.

The Committee shall work in coordination with the Treasurer and the Library Director to ensure accurate reporting and sound financial management. Final approval of all financial matters, including budgets, expenditures, contracts, and financial policies, shall remain with the Board of Trustees pursuant to Education Law §226.

c. **Long Range Planning, Board Development, and Personnel Committee:** Shall advise the Board of Trustees regarding the development, implementation, and periodic review of the Library's long-range or strategic plan. The Committee shall also support Board development by assisting with trustee orientation, continuing education planning in accordance with Education Law §260-d, and governance best practices.

In addition, the Committee shall advise the Board regarding evaluation processes for the Library Director and review of personnel policies consistent with Board authority and applicable Civil Service Law. The Committee shall not exercise direct supervisory authority over staff, as administrative authority rests with the Library Director under Education Law §226.

d. **Policy, Board Procedure, and By-Laws Committee:** Shall advise the Board of Trustees regarding the development, review, and revision of Library policies,

Board procedures, and bylaws. The Committee shall periodically review governance documents to ensure compliance with applicable law, including Education Law §226, Public Officers Law Article 7, General Municipal Law provisions governing conflicts of interest, and 8 NYCRR §90.2.

All policy and bylaw amendments shall require formal approval by the Board of Trustees. The Committee shall not implement policy independently but shall present recommendations for Board consideration.

- 3. Appointment of Committee Members:** The President shall appoint all committee members and designate a chair for each committee, subject to approval by the Board of Trustees.

Committee appointments shall be recorded in the minutes.

The President shall serve as an ex officio member of all committees, except a Nominating Committee.

- 4. Ad Hoc Committees:** Ad hoc committees may be established by the President with the approval of the Board for specific purposes and limited durations. Ad hoc committees shall dissolve upon completion of their assigned task unless extended by Board action.
- 5. Collective Authority:** No committee shall act on behalf of the Board or bind the Library unless expressly authorized by resolution of the Board of Trustees.

ARTICLE XI – TRAINING REQUIREMENTS

- 1. Trustee Education:** Each trustee shall complete a minimum of two hours of trustee education annually in accordance with Education Law §260-d. Required topics include financial oversight, accountability, fiduciary responsibilities, and the general powers and duties of a trustee.
- 2. Sexual Harassment Prevention Training:** The Library shall provide annual sexual harassment prevention training meeting the minimum standards of Labor Law §201-g.

Trustees who receive compliant training from another employer may submit documentation to satisfy this requirement.

Mandatory annual sexual harassment prevention training does not count toward the two hours of mandatory trustee education required by Education Law §260-d.

ARTICLE XII – INDEMNIFICATION

The Library shall indemnify its trustees, officers, employees, and agents to the fullest extent permitted under Public Officers Law §18.

The Library may advance expenses and may purchase insurance consistent with Public Officers Law §18.

ARTICLE XIII – DISSOLUTION

Upon dissolution of the Library, remaining assets shall be distributed in accordance with Education Law and the Not-for-Profit Corporation Law of the State of New York.

ARTICLE XIV – AMENDMENTS

These bylaws may be amended by a majority vote of the whole Board, including vacancies, at a regular meeting, provided the proposed amendment has been presented in writing at a prior regular meeting and notice has been given to all trustees at least ten days prior to the vote.

ARTICLE XV – PUBLIC ACCESS

These bylaws shall be made readily accessible to the public, including posting on the Library’s website, in accordance with 8 NYCRR §90.2.

Approved by the Perry Public Library Board of Trustees on [INSERT DATE]

Summary of Bylaw Revisions by Ron Kirsop

1. Reorganization and Modernization of Structure

- Reorganized the entire document into formal Articles with statutory citations.
 - The original bylaws were concise and practice-based. The revised version restructures the document into clearly defined Articles with formal headings and legal references, improving clarity, legal defensibility, and usability.
- Added formal Name, Purpose, Authority, and Fiscal Year articles.
 - The revised document explicitly states the Library’s charter authority under Education Law §255 and §226. This grounds the bylaws in statutory authority rather than general practice.

2. Clarification of Trustee Authority and Governance

- Added explicit reference to Education Law §226 for Board powers.
 - The revised bylaws now clearly anchor trustee authority in statute, reinforcing the Board’s legal responsibility for custody of property, employment of staff, and management of affairs.
- Added “Collective Authority” clause.

- This clarifies that governance authority lies with the Board as a whole and that individual trustees may not act independently. This strengthens governance discipline and reduces liability risk.
- Removed discretionary removal language and replaced with statutory removal process.
 - The prior language allowed removal at the “discretion of the board.” The updated version aligns removal strictly with Education Law §226(8), requiring written notice and opportunity to respond. This protects due process and reduces litigation exposure.

3. Trustee Terms, Vacancies, and Oath of Office

- Clarified that all terms run July 1 through June 30.
 - This prevents the common governance problem where appointed trustees create staggered or irregular term dates.
 - I have seen this a lot over the years, so having clarifying language in bylaws is helpful.
- Clarified that appointments fill only the unexpired term, not a new term.
 - This eliminates confusion and preserves the election cycle.
- Expanded the Oath of Office section.
 - The revised bylaws:
 - Require oath filing under Public Officers Law §10.
 - Require a new oath for each term.
 - Clarify vacancy if oath is not filed within 30 days.
 - This closes a compliance gap that often creates unintended vacancies.

4. Quorum and Voting Standards

- Defined quorum as a majority of the whole Board, including vacancies.
 - This aligns with Public Officers Law §41 and removes ambiguity.
- Defined “whole Board.”
 - This prevents confusion during vacancy periods.
- Clarified that no meeting may occur without a quorum present.
 - This strengthens procedural compliance.

5. Conflict of Interest Modernization

- Added explicit compliance with General Municipal Law Article 18 (§800–809).
 - The original bylaws did not cite governing conflict law. The revision formally anchors trustee conflict disclosure in statute, which is required for public library trustees.
- Clarified voting exclusion for interested trustees.
 - This protects contract validity.

6. Officers

- Clarified officer duties in structured statutory language.
 - The revised duties:
 - Retain original responsibilities.
 - Remove informal phrasing.
 - Clarify succession.
 - Reinforce that officers do not hold unilateral authority.
- Added officer removal provision.
 - Establishes a two-thirds threshold for officer removal for governance stability.

7. Treasurer Restructuring

This is one of the most significant updates.

- Formally established the Treasurer as an appointed public officer, not a trustee.
 - The prior version referenced a non-voting Treasurer but lacked statutory clarity.
- Required oath filing under Public Officers Law §10.
- Required annual reappointment and oath.
- Added bonding requirement under Education Law §226(6).
- Clarified fiduciary responsibility cannot be delegated to contractors.
- Clarified compensation must run through payroll, not independent contractor treatment.

These changes strengthen internal controls and align with Office of the State Comptroller expectations.

8. Library Director Section

- Added citation to Education Law §226(6).
- Clarified evaluation cycle.
- Clarified spokesperson authority.
- Reinforced separation between governance and administration.

This reduces risk of board overreach into operations.

9. Meetings Modernization

- Added structured Regular, Special, and Annual Meeting provisions.
- Added explicit Open Meetings Law compliance language.
- Added public notice requirements under Public Officers Law §104.
- Added executive session citation to §105.
- Expanded and modernized Order of Business.

The original bylaws referenced OML generally. The revision makes compliance explicit and procedural.

10. Committees Clarified and Restricted

- Converted standing committees into advisory bodies unless formally delegated authority.
- Clarified that committee actions require Board approval.
- Added Open Meetings Law applicability for committees of two or more trustees.
- Removed discretionary dismissal language related to committee assignments.

This prevents committee overreach and improves governance discipline.

11. Training Requirements Added

- Added mandatory trustee education under Education Law §260-d.
- Added sexual harassment prevention training under Labor Law §201-g.
- Clarified that SHPT does not count toward trustee education hours.

The prior bylaws did not include statutory trustee training compliance.

12. Indemnification Added

- Added indemnification clause under Public Officers Law §18.
- Authorized insurance and advancement of defense costs.

The original bylaws had no indemnification language. This protects trustees from personal liability exposure.

13. Dissolution Clause Added

- Added dissolution provision referencing Education Law and Not-for-Profit Corporation Law.

This provides legal clarity in the unlikely event of dissolution and aligns with Regents-chartered requirements.

14. Public Access Requirement Added

- Added compliance with 8 NYCRR §90.2 requiring bylaws to be publicly accessible.

This was not previously stated.