



## BYLAWS OF THE BOARD OF TRUSTEES

These Bylaws are intended to govern the Board of Trustees (Board) of the Youngstown Free Library (Library). The Board will assure that the Library is well managed and in a manner that is consistent with the governing state laws and with the policies that the Board has established. It will also adhere to these Bylaws and direct its actions toward the achievement of the Library's mission and goals.

### Article I. The Organization

- A. The name of the organization shall be the Youngstown Free Library.
- B. The purpose of the organization is to provide superior library service to the residents, adults and children of the residents of the communities of the Village of Youngstown and the Town of Porter.
- C. The fiscal year of the library shall be **January 1-December 31**.

### Article II. Board of Trustees

#### A. Membership and Terms

- 1. The Library shall be governed by a Board of Trustees. The Board shall consist of 9 to 13 trustees who will be elected at the Annual Meeting of the Youngstown Free Library Association.
- 2. The term of office for an elected trustee will be 3 years and the election will be arranged so that all terms do not expire during the same year.
- 3. Trustees will be limited to 3 successive 3-year terms. An individual may be re-elected to the Board after an absence of 1 year.
- 4. A vacancy occurring on the Board, other than by expiration of the term of office, will be filled as soon as possible by election by the Board for the remainder of the term of that particular position.
- 5. All Board members must be members of the Association. (Refer to the Association Constitution for details of membership).

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6. 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.
7. All actions of the Board are 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.

**B. Officers**

1. The Board will elect annually the following officers: a **President, Vice-President, Treasurer, Recording Secretary, and Corresponding Secretary.**
2. Officers will be elected at the first regular meeting of the year by a majority vote of the members present. This meeting is held in January.
3. The duties of such officers shall be as follows:
  - a. The **President** shall preside at all meetings of the Board, authorize any special meetings, appoint all committee members, execute all documents authorized by the Board, serve as an ex-officio voting member of all committees, and generally perform all duties associated with that office.
  - b. The **Vice-President**, in the event of the absence or disability of the President, or vacancy in that office, shall assume and perform the duties and functions of the President.
  - c. The **Treasurer** shall be the disbursing officer of the Board and shall perform such duties as generally devolve upon the office. In the absence or inability of the Treasurer, his/her duties shall be performed by such other members as the Board may designate.
  - d. The **Recording Secretary** shall keep a true and accurate record of all meetings and shall perform other duties as are generally associated with that office.
  - e. The **Corresponding Secretary** shall keep a true and accurate record of correspondence sent and received in the name of the Library and shall perform other duties as are generally associated with that office.

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**C. Duties**

**The NYS Handbook for Library Trustees c. 2018** lists as follows the Duties of the Trustees:

1. Create and develop the mission of the library;
2. Regularly plan and evaluate the library’s service programs based on community needs;
3. Select, hire, and regularly evaluate a qualified library director;
4. Secure adequate funding for the library’s service program;
5. Exercise fiduciary responsibility for the use of public and private funds;
6. Adopt policies and rules regarding library governance and use;
7. Maintain a facility that meets the library’s and community’s needs;
8. Promote the library in the local community and in society in general;
9. Conduct the business of the library in an open and ethical manner in compliance with all applicable laws and regulations and with respect for the institution, staff, and public.

**Article III. Meetings**

**A. Regular Meetings**

1. All regular meetings, together with the Annual Meeting of the Youngstown Free Library Association (see Constitution) as well as any committee meeting, which may, by virtue of the number of Board members appointed to that committee constitute a *majority* of Board members, are subject to the NYS Open Meetings law. ([Opengovernment.ny.gov](http://Opengovernment.ny.gov))
2. The Board will hold no fewer than 8 regular meetings each year; the dates and times will be established at the first meeting of the year.
3. The **President** will provide an agenda prior to all regular meetings. The **Recording Secretary** shall provide minutes of the previous meeting. The **Treasurer** shall provide a bimonthly financial report. The **Library Director** shall provide a bimonthly report on the operation of the Library. These documents shall constitute the ‘Board Packet’ and shall be made available to the Board members and the general public 24 hours prior to each meeting.
4. The quorum shall be 1 more than 50% of the current Board Membership. If a quorum is not present at a regular meeting, the attending members may set a date for another meeting to be held within one week, and the presiding officer shall notify the absent members of this specially called meeting.
5. Motions may be passed by a simple majority of those Board members present. Voting by proxy is not permitted.

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6. In the case of a time-critical issue, the Board may vote by an email. First, every member of the Board must respond to the call for a vote, in writing (by email) – so the President will have to ensure all members have responded to the email request. Second, the vote must be unanimous (less any legitimate recusals or abstentions, such as for conflict of interest), allowing the Board President to declare the motion passed by unanimous written consent. Finally, the Board should affirm the email vote at the next meeting so it is recorded in the minutes.
7. Each Trustee shall have one vote, irrespective of office held.
8. A Trustee must be present either in person or via technology to have his/her vote counted.
9. Attendance at Board meetings is important for the overall effectiveness of the governance of the Library. Any trustee with three unexcused absences from scheduled Board meetings in a 12month period: shall be deemed to have resigned. An excused absence is one where the President has been notified in advance.
10. All procedures and practices not listed above shall be in accord with Robert's Rules of Order.

**B. Special Meetings**

Special meetings of the Board may be called by the **President** or upon written request submitted to the **President** by 3 trustees. All Board members will be notified of special meetings in sufficient time to ensure maximum attendance and will be informed to the reason for the meeting. No business may be transacted at such a special meeting except the stated business.

**C. Order of Business**

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 unless circumstances make an altered order more efficient.

1. Call to Order by the President
2. Determination of a quorum and Remarks by the President (if desired)
3. Period for public comment
4. Approval of prior Meeting Minutes
5. Treasurer's Bimonthly Report
6. Director's Bimonthly Report
7. Committee Reports as available
8. Old Business
9. New Business
10. Other Business
11. Reminder of next Board meeting
12. Adjournment

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**Article IV. Committees**

- A. The Following will be standing committees:  
**Executive, Nominating, Finance, Personnel, Sustainability, Scholarship and Grants.** Ad hoc committees may be created with the approval of the Board.
- B Non-Board members may be appointed to committees to add special expertise on issues dealt with by the committee.
- C. All committee actions will be subject to approval by the Board of Trustees.

**Article V. Library Director**

- A. The Board shall appoint a **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.
- B. The **Library Director** shall submit to the Board bimonthly reports on the operation of the Library.
- C. The **Library Director** may speak on all matters under discussion at Board meetings; but will not have the right to vote thereon.

**Article VI. Accountant.**

The Board will employ an independent party under contract to provide accounting services to the Library.

**Article VII. Library Bill of Rights**

The Board subscribes to the American Library Association’s Library Bill of Rights, as cited in the *Library Policies Manual*. The American Library Association affirms that all libraries are forums for information and ideas, and that the following basic policies should guide their services.

- A. Books and other library resources should be provided for the interest, information, and enlightenment of all people of the community the library serves. Materials should not be excluded because of the origin, background, or views of those contributing to their creation.

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- B. Libraries should provide materials and information presenting all points of view on current and historical issues. Materials should not be proscribed or removed because of partisan or doctrinal disapproval.
- C. Libraries should challenge censorship in the fulfillment of their responsibility to provide information and enlightenment.
- D. Libraries should cooperate with all persons and groups concerned with resisting abridgment of free expression and free access to ideas.
- E. A person’s right to use a library should not be denied or abridged because of origin, age, background or views.
- F. Libraries which make exhibit spaces and meeting rooms available to the public they serve should make such facilities available on an equitable basis, regardless of the beliefs or affiliations of individuals or groups requesting their use.
- G. All people, regardless of origin, age, background, or views, possess a right to privacy and confidentiality in their library use. Libraries should advocate for, educate about, and protect people’s privacy, safeguarding all library use data, including personally identifiable information.

Adopted June 19, 1939, by the ALA Council; amended October 14, 1944; June 18, 1948; February 2, 1961; June 27, 1967 January 23, 1980;

inclusion of “age” reaffirmed January 23, 1996; added confidentiality in library use, January 29, 2019.

**Article VIII. Legal Obligations**

- A. Notwithstanding any other provisions of these articles, the Youngstown Free library is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c) or corresponding provisions of any subsequent law.
- B. No part of the net earnings of the Youngstown Free Library shall inure to the benefits of any member, trustee, director, officer of the organization or any other private individual (except

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that reasonable compensation may be made for services rendered to or for the Youngstown Free Library), and no member, trustee, or officer of the Youngstown Free Library or any other private individual shall be entitled to share in the distribution of any of the Youngstown Free Library's assets on the dissolution of the Library.

- C. In the event of the Library's dissolution all of the remaining assets and property of the Youngstown Free Library shall, after payment of all necessary expenses thereof, be distributed to libraries that qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or State or local governments for a public purpose, subject to the approval of Justice of the Supreme Court of the State of New York.
- D. No substantial part of the activities of the Youngstown Free Library shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(h) or participating in, or intervening in (including the publication or distributions of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

In any year in which the Youngstown Free Library is a private foundation as described in Section 509(a), the organization shall distribute its income for said period in such time and manner as not to subject it to tax under IRC 4942, and the organization shall not (a) engage in any act of self-dealing as defined in IRC 4941(d) retain an excess business holdings as to subject the organization to tax under section 4944, or (b) make any taxable expenders as defined in IRC 4945 or corresponding provisions of any subsequent Federal tax laws.

**Article IX. Bylaws**

- A. Amendments to these Bylaws 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 sent to all members at least 10 days prior to the voting session. A simple majority of the whole Board shall be sufficient for adoption of an amendment.
- B. These Bylaws will be reviewed and up-dated as necessary, or at least every 5 years.
- C. A copy of these Bylaws will be maintained in the Library, in the Library Policy Manual, and on the Library website.

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