

WOOD LIBRARY ASSOCIATION BYLAWS

Article I Name

This Association shall be known as the “Wood Library Association” of Canandaigua, New York, hereinafter referred to as Wood Library *or* Library *or* the Association.

Article II Mission

Wood Library’s mission is to provide exceptional public library service. The Association’s goal is to be a comfortable and safe destination where people can satisfy their curiosity, stimulate their imaginations and connect both to their local community and to the world.

Article III Membership

Association membership shall be available to any person eighteen years of age or over who resides within the boundaries of the Canandaigua City School District-upon departure from said district eligibility for membership shall cease.

Article IV Management

Section 1 The business and affairs of the Wood Library shall be managed and conducted by the Board of Trustees, hereinafter referred to as the “Board”, which shall consist of between five and fifteen members, the exact number to be determined by the Board at its September Board meeting. A majority of the whole number shall be a quorum.

Section 2 The term of a Trustee shall be for three years. To establish continuity the Board may stagger the terms of its members from one to three years.

Section 3 Term elections to the Board shall take place at the Annual Meeting of the Association. Nominations for Trustees ages 18 years and older may be made by Application or by a Nominating Committee as hereinafter specified. The Secretary shall report all nominations at the Annual Meeting. Each Association Member shall have one vote for each vacancy on the Board of Trustees. Voting for candidates shall be conducted at the Annual Meeting upon affirmative oral vote of those Association Members present at the Annual Meeting, except in cases where there are more nominations than available seats on the Board. In this case, the vote shall be by written ballot with the results being tabulated, certified and announced by the Secretary of the Board. Members of the Library Association must be present at the Annual Meeting to cast their votes and may be asked to provide proof of residency.

- a. By Nominating Committee: A Nominating Committee will be formed and will carry out its duties as specified in Article VI of the Bylaws and Section 10.4 of the Policies herein.

- a. By Application: Ninety days prior to the Annual Meeting, an announcement shall be posted within the library, on the library website and in a newspaper having general circulation within the boundaries of the Canandaigua City School District, soliciting nominations for library trustee seats that may be vacant and/or will be up for election at the upcoming Annual Meeting. The announcement shall specify that nominations must be received by the Secretary of the Board no later than 60 days prior to the Annual Meeting. To be valid a nomination must include written confirmation from the nominee of his or her willingness to perform the duties of a library trustee, which shall be posted along with the notice soliciting nominations.

Section 4 Trustees may serve three consecutive three-year terms. After a period of one year's absence from the Board, a former Trustee may be elected to serve three consecutive three-year terms. A Trustee elected to complete the unexpired term of another Trustee is considered to have served one term and may subsequently serve two consecutive three-year terms and, after a period of one year's absence, be elected for three consecutive three-year terms.

Section 5 The office of any Trustee shall become vacant upon death, resignation, refusal to act, removal from office or expiration of term. The Trustees may fill any vacancy by electing another for the unexpired term at the next regular meeting of the Board following the vacancy, provided that candidate has submitted an application. In no event shall the position remain vacant for more than one year, nor shall a vacancy be allowed to exist that reduces the number of Trustees to less than two-thirds of the full number.

Section 6 All Trustees must notify the President and/or Director or their designee of any absence prior to the regular meeting of the Board. All notifications should be made in advance and every attempt should be made to communicate an absence at least twenty-four hours prior to the regular meeting of the Board.

Any Trustee who fails to attend three consecutive regular meetings of the Board shall have their attendance brought before the Board. If the Board excuses the absences, the Trustee may continue to serve on the Board. If the Board does not find the reason for the absences to be satisfactory, the Trustee will be deemed to have resigned as a Trustee.

Section 7 Trustees present at meetings are required to vote for or against all motions except on those involving a conflict of interest.

Article V Officers

Section 1 The officers of the Board will be elected by the Trustees at the Annual Meeting and will be a President, a Vice-President, a Secretary, and a Treasurer elected from among the Board.

Section 2 The President will preside at all meetings of the Board, authorize calls for special meetings, appoint all committees, except the Executive Committee, execute documents authorized by the Board, serve as ex-officio member of all committees, except the Nominating Committee, conduct an annual Board self-evaluation, and generally perform all duties associated with that office.

Section 3 The Vice-President, in the event of the absence or disability of the President, or of a vacancy in that office, will assume and perform the duties and functions of the President.

Section 4 The Secretary will sign records of all meetings of the Board, and will perform such duties as are generally associated with that office. The Director will appoint a Recording Secretary to take minutes of all regular and special board meetings.

Section 5 The Treasurer will perform such duties as are generally associated with that office and will serve as the Chair of the Finance Committee.

Article VI Committees

Section 1 At or following the Annual Meeting of the Association, the President will appoint, except in the case of the Executive Committee, which is elected by the Board, Standing Committees from the current Board. Committee assignments are for one year or until successors are appointed. All Committees will work closely with the Director.

Section 2 All Committees will meet regularly and will present a written record of their meetings to the Board. No Committee, except as noted in Section 3, will have other than advisory powers unless the Board has delegated specific power to act on its behalf. The following Standing Committees shall be formed by the Board:

- a. Finance Committee
- b. Audit Committee
- c. Development Committee
- d. Fund-raising Committee
- e. House Committee
- f. Nominating Committee
- g. Policy Committee

Section 3 The Board will elect an Executive Committee of not less than five, who in intervals between meetings of the Trustees may transact such business of the Association as the Trustees may authorize, except to make removals from office. The Committee shall be made up of the President, Vice-President, Secretary and Treasurer and one additional Trustee, and will have immediate supervision of the current affairs of the Association. In emergencies it will act on behalf of the Board and will report on these actions at the next regular meeting of the Board.

The Committee will conduct an annual evaluation of the Director, and will recommend to the Board compensation, benefits, and professional development policies for employees.

Section 4 The Finance Committee will oversee the finances of the Library and will assist the Director in preparing annual budgets for the Board. The Audit and Finance Committees will arrange for a professional annual review of the Library's financial records or a formal audit, at the discretion of the Board. A formal audit will take place upon the appointment of a new Director or significant changes in the Library's organization.

Section 5 The Audit Committee will conduct unannounced reviews of specific accounts or moneys at its discretion. The Audit and Finance committees will arrange for a professional annual review of the libraries financial records or a formal audit at the discretion of the Board. A formal audit will take place upon the appointment of a new director or significant changes in the Library's organization

Section 6 The Development Committee will develop strategies for growing the Library endowment and increasing the annual fund drive.

Section 7 The Fund-raising Committee organizes events and other efforts to raise money for the annual operating budget.

Section 8 The House Committee will supervise the maintenance and repair of the Library building and care of the grounds. It will assist the Director in developing and prioritizing a capital improvement plan.

Section 9 The Nominating Committee is charged with managing term elections in accordance with Article IV. The Committee will develop a list of prospective candidates to fill Trustee vacancies. The Committee will present its list of Trustee nominees and a slate of officers at the Annual Meeting or when vacancies occur.

Section 10 The Policy Committee is charged with reviewing the ByLaws and Policies of the Association. The Committee will make recommendations for changes and amendments to existing policies and develop new policies as needed. The Committee will present recommendations to the entire Board for approval.

Section 11 The President may form special and other standing committees as necessary.

Section 12 Committees may not expend any moneys without the prior approval of the Director.

Article VII – Parliamentary Procedure

In areas not covered by these bylaws, the latest edition of Robert's Rules of Order, Revised will be followed.

Wood Library Policies

10. Trustees

As the Library's governing body and the entity with ultimate accountability for the institution, the Board has the responsibility to hire a competent, professional, and responsible Director and then to evaluate that person's performance periodically.

Having hired a Director, the Board has an obligation to support the Director whole-heartedly within the context of the employment relationship. Good communication and cooperation between the Board and its Director and an appreciation of the interdependency of each other's roles are essential to a well-managed Library.

It is also important for the Board to establish clear lines of communication with the Director. In general, the Board's directions and intentions should be communicated to the Director through the president of the Board. Individual Trustees should refrain from issuing individual instructions to the Director, at Board meetings and especially between meetings.

The day-to-day management of the Library, including the management of staff, is the Director's responsibility. The Director is the only employee directly hired by the Board; the Director is responsible for hiring all others. Trustees have a responsibility to know staff at a friendly but professional distance, to be cordial and supportive and to promote good will, but they must approach staff relationships with a degree of caution. Usurping the administrative prerogatives of the Director can only undermine the Director's position and authority.

Some Trustees may act as volunteers. This can lead to an awkward situation. A Trustee is part of the governing board of the Library, while volunteers report to the Director and perhaps support staff as well. Trustees who volunteer must be sensitive to the potential for role confusion and to the potential conflicts of authority that may arise.
(Handbook for Library Trustees, 2000)

10.1 Duties of Trustees

The duties of Trustees include the following:

- To select and hire a qualified Director
- To secure adequate funding for the Library's service program by participating actively to obtain operating funds
- To exercise stewardship and accountability in the use of funding
- To adopt policies and rules regarding Library use
- To promote the Library in the communities it serves

- To financially support the Library at a “leadership level” to the best of one’s ability

10.2 Qualities of Trustees

In considering candidates for the Board, Trustees should consider the following:

- An awareness of the importance of the Library to the community and a concern that it gives its patrons the best possible service
- Knowledge of the community, its needs and resources
- Willingness to present to local governments the needs of the Library and to give persistent efforts toward securing funds
- Contacts with various community leaders and organizations
- Willingness to devote the time, effort and personal resources to carry out the duties of a trustee
- Complementary interest and occupation as compared to other board members

10.3 Ethical Standards for Trustees

Trustees must promote a high level of Library service while observing these ethical standards:

- They must avoid situations in which personal interests might be served or financial benefits gained at the expense of Library patrons, colleagues, or the institution
- They must disqualify themselves whenever the appearance of conflict of interest exists
- They must distinguish clearly in their actions and statements between their personal philosophies and attitudes and those of the institution, acknowledging the formal position of the Board even if they personally disagree
- They must respect the confidential nature of Library business while being aware of and in compliance with applicable laws governing freedom of information
- They must support to the fullest the efforts of librarians in resisting censorship of Library materials and services by groups and individuals
- They accept appointment to the Board expecting to perform all of the functions of Trustees
- Trustees, staff members and certain consultants will yearly sign and date a Conflict of Interest Policy compliance statement to be kept on file by the Director.

0.41 The Committee will meet in September to

- Identify Trustees whose terms will expire in January

- Identify any other vacancies to be filled on the Board
- Begin to develop a list of potential candidates for these vacancies by interviewing people interested and reviewing with them the duties, responsibilities and ethical requirements for Trustees. The list should include individuals with skills, strengths and interests that will best serve the mission of the Library. The Committee will invite potential candidates to submit an application for Trustee. The Committee will also review all applications for Trustee received as a result of the posted announcement per Article VI, Section 3b.
- Propose a slate of officers for the coming year.

10.42 Trustees who will be re-nominated and those proposed for offices will be asked to serve.

10.43 At the December meeting of the Board a preferential list of Trustee candidates will be presented to the Board for discussion. The Board will recommend the order in which candidates be contacted based on which candidates could best fulfill the Library's current and projected needs for various skills and strengths. The Committee will present its slate of officers and Trustee candidates at the Annual Meeting.

10.44 Following the Annual Meeting, the Nominating Committee shall provide new Trustees copies of the Board's Bylaws and Policies and shall work with the Director to orient them to their duties as Trustees.

10.45 Following an annual Board self-evaluation, the Committee shall plan and implement necessary Board education.