



**Wood Library Association**  
**134 N Main St Canandaigua, NY 14424**  
**Phone: 585-394-1381 FAX: 585-394-2954**

## **WOOD LIBRARY ASSOCIATION BYLAWS**

ADOPTED by the Wood Library Board of Trustees 03/2017; AMENDED 08/24/2020, 11/22/2021, 09/25/2023

### **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 provides a safe and inclusive environment where people can spark their imaginations, satisfy their curiosity, engage in lifelong learning, and make community connections.

### **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 thirteen members. A majority of the whole number shall be a quorum. A majority of the whole Board (including vacancies) is required for any motion to pass.

Section 2 Meetings

Meetings shall be held each month. Meetings are scheduled at the December meeting for the following year. A special meeting of the Board may be called at any time by the President. No business may be transacted at such special meeting except the stated business. The Annual Meeting shall be held in January of each year.

**Article V Trustees**

Section 1 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 2 Term elections to the Board shall take place at the Annual Meeting of the Association. Nominations for Trustees who are members of the Wood Library Association aged 18 years and older may be made by application to a Nominating Committee as hereinafter specified in Article VII, Section 9.

Section 3 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 4 The Trustees may fill any vacant Trustee position by electing another at a regularly scheduled meeting of the Board. All Trustee candidates must have an application on file before the Board will take their candidacy into consideration. In no event shall a vacancy be allowed to exist that reduces the number of Trustees to less than two-thirds of the established board size.

Section 5 All Trustees must notify the President and/or Executive 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 6 Trustees present at meetings are required to vote for or against all motions except on those involving a conflict of interest.

**Article VI Officers**

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

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 an 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. Following the self-evaluation, the President shall plan and implement necessary Board education.

Section 3 The Vice-President/President-Elect, 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. The Vice-President/President-Elect will be nominated for President when the incumbent steps down.

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 Executive 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 VII Committees**

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

Section 2 All Committees will meet regularly and will present a written record of their meetings to the Board. Such records should document actions taken by and/or recommendations made by the Committee. Discussions or work meetings need not be documented with a written report 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. No Committee shall have more members than would constitute a quorum of the entire Board as specified in Article IV of the Bylaws. The following Standing Committees shall be formed by the Board:

- a. Finance Committee (also serving as the Investment Committee)
- b. Audit Committee
- c. Governance Committee
- d. Fundraising Committee
- e. House Committee
- f. Nominating Committee

Section 3 At the Annual Meeting the Board will elect an Executive Committee of President, Vice-President/President-Elect, Secretary, Treasurer, and an additional Trustee who, at 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 Executive Committee 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. If the office of any Executive Committee member shall become vacant, the Trustees may fill such vacancy by electing another Trustee during a regular Board meeting.

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

Section 4 The Finance Committee will periodically review Library finance status and plans and make recommendations to the Board. In addition, the committee will arrange annually for a professional 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 Executive Director or significant changes in the Library's organization. The Finance Committee (which is also the Investment Committee) will develop and implement strategies to increase the Library endowment and execute the terms of the Investment Policy Statement.

Section 5 The Audit Committee will conduct unannounced reviews of specific accounts and transactions at its discretion or at the direction of the Board.

Section 6 The Governance Committee will ensure periodic review and revision of Bylaws and policies and will submit to the entire Board for approval policies to adopt, re-adopt, revise or rescind.

Section 7 The Fundraising Committee will develop and implement strategies to raise money for the annual operating budget.

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

Section 9 The Nominating Committee is charged with managing term elections. The Committee will develop a list of prospective candidates to fill Trustee vacancies that will meet the needs of the library. In addition, it will solicit nominations for the slate of officers from the Board. The Committee will present its list of Trustee nominees and slate of officers at the Annual Meeting or when vacancies occur.

The Nominating Committee meets regularly to:

- Identify Trustees whose terms will expire in January and will not or cannot run for another term
- 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 Committee invites potential candidates to submit an application for Trustee. The Committee reviews all applications for Trustee received as a result of the posted announcement above.

- Propose a slate of officers for the coming year.

The Nominating Committee considers the following qualities when reviewing potential candidates for the Board:

- 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
- Qualified candidates who can complement Board strengths or fill a gap in the current Board's expertise
- A Board composition that reflects the ethnic, racial, and cultural diversity of the community

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 a completed application and 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.

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.

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

Section 10 The President may form special and other standing committees as necessary.

Section 11 Committees may not make any expenditures without the prior approval of the Executive Director.

### **Article VIII Parliamentary Procedure**

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

### **Article IX Amendments**

These Bylaws may be repealed, amended or added to at a regular meeting of the Board by a simple majority vote of the Trustees present. However, a modification may be made only after the substance of the proposed change has been submitted in writing at a prior regular or special meeting, and notice thereof has been given in the announcement of the meeting at which it is to be considered. Any rule or resolution of the Board, whether contained in these Bylaws or otherwise, may be suspended temporarily in connection with business at hand, but such suspension, to be valid, may be taken only at a meeting at which two-thirds of the Trustees of the Board shall be present and two-thirds of those present shall so approve.

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