

JAMES PRENDERGAST LIBRARY ASSOCIATION
BY-LAWS
AS AMENDED

I. Adoption and Amendments

These by-laws, adopted by the Board of Trustees September 10, 1952, are in accordance with the Charter of the James Prendergast Library Association. They may be amended or changed only by a 2/3rds vote of all of the members of the Board. The proposed changes will be presented and reviewed at one meeting and voted on at the next scheduled or special meeting. All amendments or changes of such by-laws must be in accordance with the charter, as amended, of said Association.

II. Board of Trustees

a. Number

The number of trustees shall not be less than seven nor more than fifteen. The trustee's term of office shall be for three years. At the expiration of his/her term of office a trustee shall be eligible for re-election. No trustee may serve more than nine successive years. The board shall maintain two thirds or more of its members to be residents of the Jamestown School District. If the number of board members is not divisible by three then the board shall maintain over two thirds of its members be residents of the Jamestown City School District. There shall also be one non-voting high school student liaison trustee member who will be chosen annually for a one-year term by the Library Board from applications received.

b. Nomination and Election

The Board Governance Committee shall present a slate of trustee members for election to the Board at the annual meeting. The newly elected trustees shall take office at the first meeting following the annual meeting. The Board Governance Committee shall review the two thirds residential requirement when replacing board members or board vacancies to ensure the two thirds residency requirement is in compliance.

c. Vacancies

Any vacancy occurring in the Board of Trustees and any position to be filled by reason of an increase in the number of Trustees may be filled upon recommendation of a qualified candidate by the Board Governance Committee by the affirmative vote of the majority of the Board. A Trustee elected to fill the vacancy shall be elected for the unexpired term of his/her predecessor in office.

d. Mandated Trustee Education Requirements

New York State Board of Trustees Continuing Education Law reads as follows:

“Beginning January first, two thousand twenty-three, each member, elected or appointed, of a board of trustees of a public, free association or Indian library shall be required to complete a minimum of two hours of trustee education annually, from a provider approved by the commissioner on the financial oversight, accountability, fiduciary responsibilities and the general powers and duties of a library trustee. Such trustee education may be delivered online or in person, and may include lectures, workshops, regional or national library association programs, or any other format approved by the commissioner.”

e. Resignations

A Trustee may resign at any time by filing a written resignation with the President of the Board.

f. Removal

Any Trustee may be removed from office with (or without cause) by a two-thirds (2/3) vote of all Trustees then in office (or present at meeting), at any regular or special meeting of the Board, if the meeting notice includes such purpose. The Trustee shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice.

III. Annual Meeting

The annual meeting of the trustees shall be held in December of each year, at which time trustees and officers shall be elected or appointed according to these by-laws and the Charter of the Association. At least five days written notice shall be given to all trustees as to the time and place of the annual meeting.

IV. Officers

The officers of the Association shall be a President, a Vice-President, a Secretary a Treasurer and an Assistant Secretary-Treasurer elected or appointed according to the requirements of the Charter. All officers shall be elected from the membership of the Board of Trustees. The term of office of said officers shall be established by resolution of the trustees, and said trustees holding such offices shall not receive any compensation for their services,

V. Duties of Officers

The President shall preside at all meetings of the Board of Trustees and act as the chief executive officer in the governance of the library. The Vice-President shall act in the absence or disability of the President. The Secretary shall keep an accurate record of the proceedings of the Association, shall be the custodian of its seal and all legal and other papers. Such records may be placed in the library building for permanent record. The Treasurer, or his or her designee, shall oversee receipt

of all funds of the Association and deposit them in such banks as shall be designated by the trustees. The Secretary and the Treasurer shall, at stated intervals, make such reports to the President and Trustees, as they request or require. The Assistant Secretary-Treasurer, shall aid the Secretary and Treasurer and perform such other duties as prescribed by the trustees.

All checks and vouchers shall be signed by two of the officers or one officer of the Association and a staff member as designated by the Board of Trustees.

VI. Meetings

There shall be no less than ten meetings a year of the trustees on such date as the trustees may establish. A quorum shall consist of a simple majority of the elected trustees. If a quorum is not present, a less number can adjourn the meeting to a date named, or without date.

Special meetings may be called by the President, or by a majority of the Trustees.

a. Attendance

Any Board member who misses three unexcused meetings will receive a letter from the Board President reminding the Board member that regular attendance is a responsibility of all Trustees and that those unable to attend regularly should consider resigning from the Board. In the event of illness or other extenuating circumstance, exceptions to this provision may be made by the Executive Committee.

VII. Disbursements

Before payment, all bills approved by the trustees, except that salaries established by the trustees may be paid, and except that bills for regular utility services may be paid to save discounts.

VIII. Committees

The President may at any time appoint committees or task forces to perform such duties as he/she may assign. All Board members must serve on one or more committees. In addition to any Committees created by the Board from time to time, there shall be the following Committees:

- a. Executive Committee
- b. Finance Committee
- c. Fundraising Committee
- d. Building Committee
- e. Strategic Planning Committee

IX. Director

The Director of the Library shall be considered the executive officer of the Library and shall have

sole charge of the administration of the Library under the direction and review of the Board. The Director shall be held responsible for the care of the building, grounds, and equipment; for the employment and direction of the staff; for the efficiency of the Library's services to the public; for the operation of the Library under the financial conditions set forth in the annual budget.

The Director shall be considered an ex-officio officer of the Board and shall take part in their deliberations but shall have no vote. The Director shall attend all board meetings (except those at which his/her appointment or salary is to be discussed). Should the Director be unable to attend a board meeting, his/her designee shall attend and take part in board deliberations.

X. Indemnification

Each trustee and officer of the Association shall be indemnified by the Association against any and all claims and liabilities to which he may become subject to, or for acts alleged to have been committed, omitted, or neglected by him in his capacity as a trustee or officer; and the Association shall reimburse each trustee or officer for all legal expenses reasonably incurred in connection with the defense of claims or liabilities, provided, that no trustee or officer shall be indemnified against, nor reimbursed for, expenses incurred in connection with claims or liabilities arising out of willful misconduct or gross negligence.

This right of indemnification shall not be exclusive of any rights to which a trustee or officer of the Association may otherwise be entitled by law.

Compiled: December, 1969

Amended: November 20, 1986
December 15, 1994
October 22, 1998
January 19, 2012
June 21, 2012
October 15, 2020
December 17, 2020
May 15, 2022
December 15, 2022

NY CPLR § 260-D (2021).