

CHEMUNG COUNTY LIBRARY DISTRICT

BYLAWS (Document #2007-50)

ARTICLE I

NAME

This corporation, created by Absolute Charter No. 24086 by the Regents of the University of the State of New York under Section 255 of the New York State Education Law shall be known as the Chemung County Library District.

ARTICLE II

PURPOSE

The purpose of the Chemung County Library District shall be severalfold:

- 1.) To provide public library services and programs to the citizens of Chemung County in accordance with the District's Mission Statement
- 2.) To adhere to all laws of the State of New York applicable to public libraries including Open Meetings Law and Section 18 of the New York State Public Officers Law;
- 3.) To maintain facilities located throughout Chemung County.

ARTICLE III

BOARD OF TRUSTEES

Section 1. The property, affairs and concerns of the Corporation shall be vested in a Board of Trustees, as dictated by Legislative Act 5321-A/8116-A of the State of New York. The Board shall consist of fifteen (15) residents of Chemung County duly elected by a public ballot, one from each of the fifteen (15) Chemung County Legislative Districts.

Section 2. The Board of Trustees shall be responsible for developing policies, assuring adequate financing and money management, improving public relations and planning and evaluating programs toward established goals. The Board of Trustees will develop and maintain a Strategic Plan for the long term direction of the District.

Section 3. The Board of Trustees shall be responsible for hiring a competent, professional and responsible Library Director in conjunction with Civil Service Regulations, ALA Certification, and NYS Licensing Rules. The Library Director will be responsible for the administration of the library facilities, staff, collection, programs and services, and other duties as may be assigned, under the direction and review of the Board of Trustees. The Board shall review the performance of the Library Director on at least an annual basis and recommend and adopt changes to the Library Director's compensation package prior to preparation of the annual Budget.

Section 4. As set out in Leg. Act 5321-A/8116-A, five Trustees shall be elected by public ballot each year to serve a three-year term, commencing on January 1 of that year and ending December 31 of the third year served. Only qualified voters of the district shall be eligible for election to the Board of Trustees.

Section 5. Candidates for the office of member of the Board of Trustees of the Chemung County Library District shall be nominated by petition. A separate petition shall be required to nominate each

candidate for a vacancy on the Board. The candidate receiving the largest number of votes in an election district shall be elected to fill the vacancy on the Board occurring in such election district. In the event there are no candidates from an election district, the Board of Trustees may appoint a qualified voter from the election district to serve on the Board until the next annual district election.

Section 6. If a Trustee doesn't complete his/her term, a qualified resident of that election district may be appointed by majority vote of the remaining Trustees, to serve until the next regularly scheduled Trustee election. Any Trustee can resign at any time and any such resignation shall be effective upon delivery thereof in writing to the Corporation without necessity for acceptance by the Board. Any Trustee who is absent for three consecutive meetings without excuse accepted as satisfactory by the trustees shall be deemed to have resigned and the vacancy shall be filled.

Section 7. As set out in Leg. Act 5321-A/8116-A, no trustee shall serve more than nine consecutive years.

Section 8. The Board of Trustees shall determine a proposed budget to submit to the voters annually. All future budgets that increase the appropriation last approved by the voters shall be submitted by the Board of Trustees to the residents of the library district for approval by a majority of those residents voting at the annual election. The Board of Trustees shall annually file with the Clerk of the County of Chemung an estimate of the budget to be raised by levy for the library district for the following fiscal year. The Board of Trustees of the Chemung County Library District may accept on behalf of the district any absolute gift, devise or bequest of real or personal property and such conditional gifts, devises or bequests as it shall approve by resolution.

ARTICLE IV

MEETINGS

Section 1. Meetings of the Board of Trustees shall be held on the third Thursday of each month 12 times per annum at times to be established by the Board. All Board meetings will be publicized and are open to the public.

Section 2. A special meeting may be called by the President or by a majority of the Trustees. A public notice will be given for any special meeting.

Section 3. A quorum consisting of 8 Trustees must be present in order to conduct a meeting. All votes requiring majority approval must be approved by at least 8 Trustees regardless of attendance.

Section 4. Prior to each meeting, all members of the Board shall be sent a copy of the agenda, a copy of the minutes of the preceding meeting and all other supporting documents. The following agenda shall take precedence at regular meetings:

- Call to Order

- Pledge of Allegiance

- Approval of Minutes

- Treasurer's Report

 - Report of receipts and disbursements

 - Warrants

- Correspondence

- President's Report

- Director's Report

- Committee Reports

- Old Business

- New Business

- Period for Public Expression

- Adjournment

Section 5. An Executive Session may be called at any time during a regular Board meeting by any Trustee by means of a motion to go into closed or executive Session. As directed by the New York State Public Officers Law, Section 105 (1), the motion must identify the “general area or areas of the subject or subjects to be considered.”

Section 6. As required by Section 105 of the New York State Public Officers Law, attendance at an executive session shall be permitted to all Trustees and to any other persons approved by the Board, unless a trustee is the subject of the executive session, in which case the trustee could be excluded.

ARTICLE V

OFFICERS

Section 1. Legislative Act 5321-A/8116-A states that the Board of Trustees, at its first meeting each fiscal year shall elect or appoint a President, and Vice President, who shall be members of the Board and a Secretary, Treasurer and such other officers as they deem necessary. If the Board so determines, the offices of Secretary and Treasurer may be held by individuals who are not members of the Board of Trustees, and in that event, such officer may, if the Board so determines, receive compensation as fixed by resolution of the Board.

Section 2. The President shall preside at meetings of the Board. The President shall execute all documents approved by the Board. The President shall appoint members of all committees and shall be ex-officio member of all committees, shall authorize calls for special meetings, shall sign official documents and shall perform all other duties of a presiding officer.

Section 3. The Vice President shall, in the absence of the President, perform the functions and have the powers and duties of the President.

Section 4. The Secretary and/or his or her designee shall assure the maintenance of all the records of the Board, including the minutes of all Board meetings; handle all Board correspondence; and be responsible for the collection and filing of all nominating petitions for election to the Board as required by the County Board of Elections .

Section 5. The Treasurer of the Chemung County Library District and/or his or her designee shall be custodian of all funds of the library district including gifts and trust funds paid over to the Trustees. The Treasurer shall, if required by the Board of Trustees, give the Board such security bond for the faithful discharge of his/her duties as the Board may direct. Any premiums incurred for such a Bond shall be paid by the District. The Board of Trustees may authorize the investment of funds in the custody of the Treasurer. No moneys shall be disbursed by the Treasurer of the Library District except after review and approval by the Board of Trustees. The Treasurer and/or his or her designee shall keep such records in such manner as the Board of Trustees may require. The Treasurer shall serve as the Chairperson of the Budget and Finance Committee.

ARTICLE VI

COMMITTEES

Section 1. The President may appoint special committees at any time from among the Trustees or non-Trustees as may be approved by the Board, and the President shall appoint all committee Chairpersons from among their number. Non-Trustees serving on such committees may receive compensation as fixed by resolution of the Board. Such committees shall serve at the pleasure of the President and the Board of Trustees. The special committees may meet as required to perform their assigned duties.

Section 2. There shall be four Standing Committees: Executive Committee, Budget and Finance

Committee, Buildings and Grounds Committee and Personnel Committee. Except for the Executive Committee, these committees may consist of members of the Board and/or non-Trustees as may be approved by the Board. Non-Trustees serving on such committees may receive compensation as fixed by resolution of the Board. The functions of the standing committees, in addition to matters that may be referred to them by the Board from time to Time are as follows:

a. The Executive Committee shall consist of the Officers of the District and the immediate Past President, if such person is otherwise eligible and serving as a Trustee on the Board. This Committee shall perform the functions of the Board of Trustees in the management of the affairs of the District during the intervals between meetings of the Board. All actions of the Executive Committee shall be reported at the next meeting of the Board. The Executive Committee shall annually review the current Bylaws. The Executive Committee shall not have authority as to the following matters:

- (1) Any action specifically required by the Certificate of Incorporation, the Bylaws, or the Not-For-Profit Corporation Law to be taken by the full Board of Trustees;
- (2) The filling of vacancies on the Board of Trustees or in any committee;
- (3) The amendment or repeal of the Bylaws or the adoption of new Bylaws;
- (4) The amendment or repeal of any resolution of the Board by which the terms shall not be amendable or repealable.

b. The Budget and Finance Committee shall work with the Library Director in preparing an annual budget and submitting the budget estimate to be raised by levy to the County Clerk annually as well as to the voters for approval at the annual election. Expenditures not provided for in the annual Budget shall not be made without Board approval. Profit and loss statements for the preceding month shall be contained in monthly reports to the Board. This Committee shall work with the auditors for the District in preparing annual financial reports. In general the financial status of the District shall be monitored by this Committee and recommendations made to the Board after consideration of, among other matters, the proposed budget of the Director and recommendations of other committees.

c. The Buildings and Grounds Committee shall submit a recommendation based on facility evaluation, for capital improvement funds to be established by the Budget and Finance Committee and the Board of Trustees. This Committee shall also review, oversee and make recommendations concerning matters pertaining to the various facilities and properties owned by the District.

d. The Personnel Committee shall meet as necessary to perform the following duties:

- (1) Complete the process to hire a Director when applicable, make recommendation to the Board;
- (2) Review and update Management agreement annually and submit to Board;
- (3) Set goals for the Director upon hiring or at yearly review;
- (4) Send out evaluations for Director two months before annual review. Evaluate performance from Trustees and library personnel;
- (5) Committee will, one month prior to annual review, write up objectives for job improvements and recommendations and review with Director;
- (6) Report information to the Board in the month of his/her anniversary of employment.

Section 3. All formal recommendations of a committee shall be in a report to the Board. All committees, except the Executive Committee, are advisory only, and may proceed in carrying out any recommended action only in accordance with a resolution of the Board.

Section 4. The Library Director shall be notified of all committee meetings and given an opportunity to attend, unless otherwise provided by the Board. Subject to a Board request to consider a matter, each committee shall set its own schedule and meet according to its needs.

ARTICLE VII

MISCELLANEOUS

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

Section 2. Robert's Rules of Order shall prevail in the event of procedural disputes.

Section 3. As required by New York State Education Law, Section 226, "no rule by which more than a majority vote shall be required for any specified action by the Trustees shall be amended, suspended or repealed by a smaller vote than that required for action thereunder.:

Section 4. Every Trustee, Officer, Director of the District shall be indemnified by the Library District to the fullest extent provided by New York State Law. The foregoing right of indemnification shall not be exclusive of any other right to which such person may be entitled.

ARTICLE VIII

AMENDMENTS

Section 1. An amendment to the Bylaws may be proposed by any Trustee. Such an amendment shall be valid after a majority vote at a regular Board meeting. Such amendments may be adopted only after they have been presented at a prior regular Board meeting and included on the Agenda for the meeting when the vote is to take place.

These Bylaws are approved by the Chemung County Library District Board of Trustees on November 17, 2011 to take effect immediately. Revised on August 21, 2014. This version supersedes all previous versions and amendments.

**Chemung County Library District
Whistleblower Policy
Adopted:**

Chemung County Library District requires directors, officers and employees to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. As employees and representatives of the Chemung County Library District, we must practice honesty and integrity in fulfilling our responsibilities and comply with all applicable laws and regulations. A copy of this policy shall be distributed to all trustees, officers, employees, and volunteers who provide substantial services to the District.

Reporting Responsibility

It is the responsibility of all directors, officers and employees to report ethics violations or suspected violations in accordance with this Whistleblower Policy.

No Retaliation

No trustee, officer or employee who in good faith reports an ethics violation shall suffer harassment, retaliation or adverse employment consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within Chemung County Library District prior to seeking resolution outside Chemung County Library District.

Reporting Violations

Chemung County Library District has an open door policy and suggests that employees share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee's supervisor is in the best position to address an area of concern. However, if an employee is not comfortable speaking with their supervisor or is not satisfied with the supervisor's response, they are encouraged to speak with anyone in management whom they are comfortable in approaching. Supervisors and managers are required to report suspected ethics violations to the Chemung County Library District's Compliance Officer, who has specific and exclusive responsibility to investigate all reported violations. For suspected fraud, or when employees are not satisfied or uncomfortable with following Chemung County Library District's open door policy, individuals should contact Chemung County Library District's Compliance Officer directly. Non-employees, such as trustees and volunteers, should report their concerns directly to the Compliance Officer.

Compliance Officer

The Chemung County Library District Compliance Officer shall be responsible for investigating and resolving all reported complaints and allegations concerning violations and, at his/her discretion, shall advise the Director and/or the Board of Trustees. The Compliance Officer has direct access to the Board of Trustees and is required to report to the Board of Trustees at least annually on compliance activity.

Accounting and Auditing Matters

The Board of Trustees shall address all reported concerns or complaints regarding corporate accounting practices, internal controls or auditing. The Compliance Officer shall immediately notify the Board of any such complaint and work with the Board until the matter is resolved.

**Chemung County Library District
Whistleblower Policy
Adopted:**

Acting in Good Faith

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation. Any allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality

Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

Handling of Reported Violations

The Compliance Officer will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Compliance Officer:

Board President

Chemung County Library District Management Staff

Director Ron Shaw

Administrative Assistant Joan Santulli

Policy Approved by the Chemung County Library District Board of Trustees on {Date}.