

Special Meeting

December 12, 2022, 7:00 pm

Agenda

1. Policy committee comment reviews summary of changes.
 2. Board discussion on sections identified for additional comment:
2.A3, 5C2.
 3. Public comment and questions on these items only.
 4. General comments and questions from Trustees on:
Section 1-ORGANIZATIONAL STRUCTURE AND CHARTERED SERVICE AREA
Section 2-BOARD OF TRUSTEES
Section 3- OFFICERS AND THEIR ELECTION
Section 4- DUTIES OF OFFICERS
Section 5- COMMITTEES
 5. Public comments and questions on Sections 1-5 only.
 6. General Comments and questions from Trustees on:
Section 6- MEETINGS
Section 7- DIRECTOR
Section 8- FINANCE
Section 9- PROCEDURES
Section 10- AMMENDMENTS
Section 11- INTERPRETATION
 11. Public Comments and questions on Sections 6-11 only.
 12. Final Comments and questions from Trustees.
 13. Final comments from Policy Committee Members.
 14. *Executive session
 15. *Adjournment
- *requires resolution

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Nyack Library Bylaws

Revisions – Second Reading

December 2022

Prepared & Presented by
Policy Development
Committee

Summary of Proposed Bylaw Changes

(Including those already approved earlier this year.)

1. Reformats text to improve readability.
2. Clarifies language throughout the document.
3. Revises Charter Service Area to account for change in South Nyack governance. (1. B. Already approved.)
4. Strengthens provision to ensure Board speaks with one voice. (2. A. 3. – Removed. To be included in Code of Conduct policy.)
5. Includes guidance on Trustees conduct. (2. A. 8.)
6. Changes the wording of what décor changes require Board approval. (2. A. 6.)
7. Strengthens attendance requirements for Board and Committee meetings. (2. A. 10. & 11.)
8. Includes new sections to comply with state requirements on continuing education and sexual harassment training. (2. A. 11., 12., 13.)
9. Changes Annual Association Meeting (Trustee Election) from January to February. (2. D. 1. Already approved but added clarity) (6. C. 1.)
10. Combines Trustee and budget elections in February. (2. D. 1.)
11. Extends time to submit petition from two weeks to four weeks before election. (2. D. 3.)
12. Modifies candidate qualifications to avoid conflicts of interest by prohibiting employees and members of their immediate family from running for trustee. (2. D. 4.)
13. Schedules Annual Trustee Meeting to coincide with first regular board meeting to provide time between election and seating new trustees. (2. D. 6.) (6. D.)
14. Includes new language to institute term limits to a maximum of three – three year terms. (2. D. 8.)
15. Clarifies reasons for trustee removal from office. (2. E. 1.)

16. Changes notice provision for trustee resignations and requires resignations to be posted and a waiting period before appointment. (2. E. 2. et. seq.)
17. Develops a succession plan by adding the office of Second Vice President. (3. A.; 4. C.)
18. Formalizes the officer nomination process. (3. B. 1.)
19. Institutes officer term limits except for the treasurer. (3. B. 5.)
20. Clarifies and updates duties of officers. (4. A. et. seq.)
21. Sets unanimous vote of Executive Committee to take action prior to formal Board action. (5. A. 4.)
22. Establishes the right of the President to establish an Advisory Council and sets forth a framework. (5. C. 2. – Open for further discussion.)
23. Aligns agenda with current practice. Changes current practice to have public comment after Director's report. (6. F. 1.)
24. Addresses members of the public's failure to comply with public comments rules. (Removed. To be included in policy.)
25. Updates responsibilities of the Library Director. (7. B. 1.)
26. Clarified financial reporting requirements. (8. A.; 8. F. 2.)

NYACK LIBRARY

MISSION STATEMENT

Nyack Library aims to provide all members of its community with the materials and the professional, caring staff assistance they need to help them gain knowledge, broaden their lives, and fulfill their cultural, intellectual, educational and recreational needs.

The Library puts special emphasis on providing timely and accurate information; on meeting recreational needs with current, high-interest materials in a variety of formats; and on stimulating children's and young people's appreciation of reading and learning.

The Library promotes free and open access to its collections and resources to every member of the community.

PREAMBLE

This Free Association Library is a private not-for-profit corporation granted a charter by the State of New York in 1890, amended in 2001, and is named "Nyack Library." This Library and its Board of Trustees (hereinafter the "Board") are governed by the laws of New York State, the regulations of the Commissioner of Education and the following Bylaws.

BYLAWS

(Revised _____)

1. ORGANIZATIONAL STRUCTURE AND CHARTERED SERVICE AREA

A. Structure

Nyack Library is a not-for-profit corporation that operates under a library charter issued by the State of New York. The corporation owns and operates the Library and all of its assets on behalf of, and for the benefit of, all the residents of the Library's Chartered Service Area. Nyack Library is governed by a Board of

Trustees.

B. Service Area

As defined in its current charter, the Library's Chartered Service Area consists of the three incorporated villages of Nyack, Upper Nyack and Grand View-on-Hudson; the two unincorporated hamlets known as South Nyack and Upper Grandview, in the town of Orangetown, as far as they are located in the Nyack Union Free School District; and part of the unincorporated hamlet known as Central Nyack in the town of Clarkstown, as far as it is located in the Nyack Union Free School District.

C. Association

The Association consists of all residents of Nyack Library's Chartered Service Area. The Association shall meet annually at the Annual Association Meeting for the purpose of voting to fill any Board vacancies. That meeting shall take place on the second Tuesday of February or as described in Section 2(C)(1) at a publicly noticed time.

2. BOARD OF TRUSTEES

A. Powers and Duties

1. Nyack Library shall be governed by a Board of not more than eleven Trustees. The Board shall have all powers and duties as given to trustees of educational institutions by the Education Law of the State of New York.
2. All actions of the Board shall be accomplished by affirmative votes of a majority of the members of the Board present at a meeting at which there is a quorum except where a higher standard or super majority is required by these Bylaws, or where the Executive Committee or other committee of the Board is specifically authorized by the Board or these Bylaws to act on its behalf.
3. Acting under its collective authority, the Board shall establish

policy for the operation of the Library, ensure the preparation and adoption of an annual budget, appoint the Library Director, supervise the Director in the operation of the Library, monitor Library operations, and audit and control the Library's finances.

4. As the embodiment of the corporation, the Board of Trustees, collectively, is the owner of the Library, its real estate and all of its assets. The Board is therefore empowered to control this property and to use and dispose of it as the Board shall deem in the best interests of the institution and the Association.
5. Each Trustee has a fiduciary responsibility in overseeing the operations of the Library. In fulfilling this duty, each Trustee has the right to access and query original sources of information including, but not limited to, contracts, bank statements, and bills.
6. The Board, or any committee tasked by the Board with this responsibility, must approve any large-scale decision regarding interior or exterior Library design that may have a long lasting effect on the public's perception of, or experience in, the Library.
7. No Trustee shall speak or act on behalf of the Board without specific prior approval of the Board.
8. Trustees shall, at all times, exercise appropriate and professional behavior with the public, the Library staff, and other Trustees. If any Trustee fails to adhere to this rule, the Trustee shall be referred to the Board President and/or Executive Committee to determine what action, if any, should be taken.
9. Each Trustee has a duty to attend and participate in meetings of the full Board. To the extent feasible, a Trustee shall notify either the President or the Secretary of the Board or the Library Director prior to any Board meeting the Trustee cannot attend.
10. Each Trustee has a duty to attend meetings of those committees to which they have been appointed. To the extent feasible, a Trustee shall notify the Committee Chair prior to any committee

meeting the Trustee cannot attend.

11. A Trustee who is absent for three or more regularly scheduled Board meetings or three or more meetings for an assigned committee within any twelve month period shall be referred to the Executive Committee to determine what action, if any, should be taken.
12. Effective January 1, 2023, each Trustee must complete a minimum of two hours of trustee education each year on topics such as financial oversight, accountability, fiduciary responsibilities and the general powers and duties of a Library trustee. This trustee education may be obtained online or in person, and may include lectures, workshops, or regional or national library association programs. Each Trustee shall provide proof of compliance with this requirement by submitting to the Board Clerk evidence of completion from an approved provider. This evidence may be either a certificate of completion issued by the provider or a signed self-assurance of completion. (See NY Education Law 260-d for additional details.)
13. In addition, each Trustee must also complete New York State certified training in harassment prevention each year as well as any additional training mandated by law. All New York State mandated training must be completed by the date specified by the state. A certificate of completion must be provided to the Board Clerk upon completion.
14. The Board shall serve as an advocate for the Library. The Board is responsible for building and maintaining community support for the Library and its budget, including interactions with municipal and other governmental authorities, fundraising, and the granting of awards to community members for service to the Library. The Board shall promote the Library in the local community and in society in general.

B. Supervision of Library Director

1. The Library Director, or any person temporarily filling the Director's role in the Director's absence, is the only employee

supervised by the Board. The Director is responsible for the management and supervision of all other Library employees.

2. The Board shall assist the Director in an advisory capacity, and the President shall communicate the Board's authorized instructions to the Director.
3. Under the leadership of the President, the Board shall prepare an annual written appraisal of the Director's performance. This appraisal shall be given to, and discussed with, the Director by the President and at least one other Trustee selected by the President within the three months after the end of the fiscal year.

C. Personnel

1. The Board shall approve all personnel actions upon the recommendation of the Director including staff appointments, reassignments, and job descriptions.
2. The Board shall set salaries for all employees not part of the Union chapter called Nyack Library Staff Association. The Board, in consultation with the Director, shall also negotiate the terms and conditions for employees covered under the collective bargaining agreement.

D. Election of Trustees

1. The annual election of Trustees, known as the Annual Association Meeting, will be held in February on the same date and time as the Library budget vote. In any year where no Library budget vote is held or where the budget vote is held after February, the election of Trustees will take place on the second Tuesday of February.
2. At the Annual Association Meeting, no more than four Trustee seats for terms of three years shall be filled. In addition, the seat of any Trustee appointed by the Board since the previous Annual Association Meeting as well as any vacant seat not filled by the Board prior to the election shall also be filled at the Annual

Association Meeting. Those seats shall only be for the remaining term for that seat and not for a full three year term.

3. All nominations for open Trustee seats shall be submitted in writing to the Board Clerk at least twenty-eight days before the Annual Association Meeting. Nomination shall either be by recommendation of the Board's nominating committee and confirmed by vote of the Board, or by petition from the community with at least twenty-five signatures of registered voters from the Library's Chartered Service Area.
4. Trustees must be residents of the Chartered Service Area and be of voting age. Trustees must also be Nyack Library cardholders in good standing for at least one year prior to the filing of an application or petition. A Trustee may not be a current employee or an immediate family member of a current employee of Nyack Library. For the purposes of this provision, immediate family means a spouse, parent, sibling, grandparent, in-law, grandchild, domestic partner, or any person residing in the employee's home.
5. All residents of the Chartered Service Area who are of voting age are eligible to vote for Trustees at the Annual Association Meeting.
6. The Annual Trustee Meeting will take place immediately prior to the first regularly scheduled Board meeting held after the annual Trustee election. Newly elected Trustees will take office at the Annual Board Meeting and shall hold office until a successor is appointed or elected.
7. The Board shall determine the procedures for how the Trustee election will be conducted and adopt rules governing that procedure.
8. Effective with the February 2023 Annual Association Meeting, Trustees may serve no more than three consecutive three-year terms. A termed-out Trustee may reapply for a seat on the Board after an absence of at least one year. A Trustee may extend service on the Board beyond this term limit if there are no qualified candidates to fill the vacancy.

E. Removal and Resignation

1. A Trustee may be removed from the Board for misconduct, incapacity, excessive absences, or for other good cause. Removal of a Trustee requires a two-thirds vote of the full Board.
2. Any Trustee resigning from the Board prior to the expiration of the Trustee's term must submit the resignation in writing to the President and the Secretary. The resignation will be effective upon receipt of the resignation letter unless the letter specifies a later date.
3. Any Board vacancy, whether by resignation or any other means, shall be referred to the Nominating Committee to find a suitable nominee to fill the vacancy. Notice of a Trustee vacancy will be posted for 14 days or until the seat is filled, whichever is later.
4. The Nominating Committee shall present a nominee for appointment to the Board no earlier than the next regularly scheduled Board meeting that is at least 14 days after the President has notified the Nominating Committee of the Board vacancy.
5. To be appointed to the Board, a proposed nominee must receive a majority vote of the full Board.
6. A trustee appointed by the Board to fill a vacancy shall only hold that Trustee position until the next Annual Association Meeting when the remainder of that term will be open for election. The appointed Trustee may run for election at that next Annual Association Meeting.

3. OFFICERS AND THEIR ELECTION

A. Officers

The officers of the Board of Trustees shall be President, First Vice President, Second Vice President, Secretary and Treasurer.

B. Election

1. During the 30 days preceding the Annual Trustee Meeting in February, the Nominating Committee shall compile a list of Trustees who would accept an officer's position. Every Trustee willing to serve for each position will be placed on the ballot for that position.
2. At the Annual Trustee Meeting, all Trustees will receive the written ballot compiled by the Nominating Committee with the names of the candidates for each of the five offices. All Trustees in attendance shall, by secret ballot, vote their choice for each office.
3. To be elected to an office, a nominee must receive the vote of the majority of the full Board. If necessary, successive ballots shall be voted until a majority vote has been cast for that office.
4. The officers shall hold office for one year or until their successors are elected.
5. A Trustee may serve in the same officer position for no more than five consecutive years. The Treasurer position is exempt from this limitation.

4. DUTIES OF OFFICERS

A. President

1. The President shall preside at all meetings of the Board, the Executive Committee, and the Association. The President shall also call for special meetings as needed, make all committee assignments, execute all documents authorized by the Board, serve as an ex-officio voting member of all committees, and perform any other duties associated with the office as set forth in law, in policies adopted by the Board, or as described in the most recent edition of Robert's Rules of Order.
2. The President shall only take actions authorized by the Board or the Executive Committee. The President shall also monitor and report to the Board on the implementation of the Board's policies

and decisions.

3. At the direction of the Board, the President shall act as spokesperson for the Board on issues of Library policy in the Board's communications with the Director, the public, and government agencies. The President and the Director shall handle all requests for information about the Library from the media or public officials, according to a plan upon which they shall mutually agree, or as determined by the Board.
4. The Board's directions and intentions are communicated and explained to the Director through the President.

B. First Vice President

1. The First Vice President shall act as aide to the President when needed and shall perform other duties as may be assigned by the President or the Board.
2. The First Vice President shall assume the role of the President during the President's absence or if the President is temporarily unable to serve. When acting as President during the temporary absence or temporary disability of the President, the First Vice President shall not have the power to assign or reassign committees.
3. If the office of the President becomes vacant, the First Vice President shall assume and perform the duties and functions of the President for the remainder of that term.

C. Second Vice President

1. The Second Vice President shall perform all duties as may be assigned by the President or the Board.
2. The Second Vice President shall assume the role of First Vice President in the temporary absence or disability of the President or if the office of the President becomes vacant.

D. Secretary

1. The Secretary shall sign and attest to documents and Board actions as required in the course of the Library's business.
2. The Secretary shall be responsible for responding to any emails or other Board communications sent to the Nyack Library Trustees. Such responses must be approved by the President, or in the President's absence, a Vice President, prior to sending.
3. The Secretary shall monitor Trustee attendance at Board meetings and report excessive absences to the Executive Committee as set forth in section 2(A)(8).
4. The Secretary shall record any decisions made by the Executive Committee as set forth in section 5(A)(4).
5. The Secretary shall perform any other duties assigned by the President or the Board.

E. Treasurer:

1. The Treasurer shall ensure that the financial policies established by the Board are followed by the Library Director and Business Manager.
2. The Treasurer shall serve as Chairperson of the Finance Committee.
3. If the Treasurer is absent or unable to serve, the Board may designate another Trustee as the Acting Treasurer authorized to perform the duties of the Treasurer.
4. The duties of the Treasurer include:
 - a. Assuming responsibility for the care, custody, and control of all the funds, securities, title deeds, and mortgages and like documents relating to the real and personal property of the Library;

- b. Ensuring that all disbursements of the Library and its affiliates, including checks, drafts, warrants or other orders or authorizations for payment from Library funds are properly approved by management and accompanied by proper documentation. Such disbursements shall be signed by the President and Treasurer, or if either one or both are not available then by the First or Second Vice President;
- c. Ensuring the proper receipt, deposit and accounting for all monies received by the Library, and that all deposits are made in a bank or banks approved by the Board in the name of Nyack Library;
- d. Assuming responsibility for all financing and investing activities of the Library and ensuring that all such financial activities are in compliance with any applicable covenants or other legal requirements. In addition, the Treasurer shall, with the concurrence of the Finance Committee, present proposed financing and investing recommendations to the Board for approval;
- e. Reviewing and providing comments on the Annual Budget, and any amendments to the Budget prepared by the Director and Business Manager and, with the concurrence of the Finance Committee, recommend their adoption by the Board;
- f. Reviewing and providing comments on the Library's property and casualty insurance program as developed by management and, with the concurrence of the Finance Committee, recommend approval by the Board;
- g. Reviewing and providing comments on the audited financial statements and tax returns prepared by the external audit firm and, with the concurrence of the Audit and Finance Committees, recommend acceptance by the Board;
- h. Reporting to the Board at its regular monthly meeting on

the Library's financial condition with respect to receipts and disbursements, budget status, investments, and any significant financial issues. Upon request, the Treasurer shall ensure that the financial books and records of the Library are made available to any member of the Board for inspection according to procedures established by the Board. At the Annual Trustee Meeting, the audited financial statements shall be made available to any attendees upon request.

5. COMMITTEES

A. Executive Committee

1. The Executive Committee shall consist of five members: President, First Vice President, Second Vice President, Treasurer, and Secretary.
2. If there is only one Vice President, then the President shall nominate one other Trustee to the Executive Committee to be confirmed by a majority vote of the full Board for a term of one year.
3. To enable the Board to deal effectively with urgent matters that may arise between regular Board meetings, the Executive Committee may transact such business as is necessary to deal with the pressing matter.
4. Any decisions made by the Executive Committee shall be made in consultation with the Library Director, and shall require the unanimous approval of all Executive Committee members present provided a majority of the Executive Committee is present.
5. Any decisions made by the Executive Committee shall be recorded in writing by the Secretary and shall be reported to the Board at its next regularly scheduled meeting where the Board shall vote to ratify or otherwise modify the decision.

B. Standing Committees

The President shall appoint Trustees to the following standing committees: Finance, Audit, Policy and Long Range Planning, Building and Property, Personnel, and Development.

C. Other Committees:

1. The President shall appoint such other committees as the President deems appropriate to current needs.
2. The President may establish an Advisory Council comprised of members of the public who have volunteered to share their skills and knowledge as needed. Those members need not reside in the Nyack Library service district. The Council members will not be voting members of the Board. At least one Trustee will be a part of the Council.

D. Duties

1. Each committee shall provide a report at each regularly scheduled meeting of the Board.
2. Committees only have advisory powers unless the Board grants a committee the specific power to act.
3. Each committee shall have a charge describing its function, drafted by the President, approved by the Board, and distributed to all Trustees at the Annual Trustee Meeting.
4. Each Committee Chairperson shall monitor committee member attendance and make any necessary referrals to the Executive Committee as set forth in sections 2(A)(9) & 2(A)(10).

6. MEETINGS

A. Regular Monthly Meetings

The regular monthly meetings of the Board of Trustees shall be held on the day and hour to be set by resolution of the Board.

B. Special Meetings

1. Special meetings of the Board may be called at the discretion of the President, or at the request of at least three Trustees made to the President, for one or more specific purposes.
2. Written, telephone or email notice of any special meetings shall be communicated to each member at least two days before the meeting, or in the case of an emergency special meeting, with as much prior notice as practicable.
3. No business may be transacted at a special meeting except the business stated in the notice of the meeting.

C. Annual Association Meeting:

1. The Annual Association Meeting shall be held each February for the purposes of the election of Trustees as set forth in section 2(C).
2. Voting shall begin no later than the opening time of the Library and shall remain open until an evening time established by the Board and stated in the required prior public notices and on the Library website, Library entrance doors, and Library newsletter.
3. The Board Clerk shall advertise the Annual Association Meeting in the Library's official newspaper of record two times, once two weeks before the meeting and once one week before the meeting.
4. The President shall appoint a minimum of two tellers to count the votes. A Trustee not running for election may be appointed to oversee the vote count. The tabulation of the votes to fill vacancies in Trustee positions will occur following the voting and the results will be announced on the Library website no later than the next day.

D. Annual Trustee Meeting:

The Annual Trustee Meeting for the seating of new Trustees and the election of officers and the first regularly scheduled meeting of the new Board of Trustees shall be held in February as set forth in section 2(C).

E. Quorum and Voting

1. A majority of all of the members of the Board, present in person, shall constitute a quorum for the conducting of all business of the Board.
2. If a quorum is not present at a regularly scheduled 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.
3. Each Trustee shall have one vote, irrespective of office held.
4. A Trustee must be present at a meeting in person in order to vote.

F. Agenda

1. The standard order of business of the meeting of the Board shall be:
 - Call to order by the presiding officer
 - Approval of the agenda
 - Approval of the minutes of the preceding meeting(s)
 - Library Director's report
 - Public comment
 - Committee reports
 - Presentation of financial statements and Treasurer's report
 - Old business
 - New business
 - Executive session, if required
 - Adjournment

2. Special presentations may be scheduled at the discretion of the presiding officer.
3. The proposed agenda for each meeting shall be prepared at the direction of the President.

G. Open Meeting Policy

1. All meetings of the Board shall be held in conformity with the current New York State Open Meetings Law.
2. Except as may be otherwise provided in the Open Meetings Law, limited participation by the public at any Board meeting other than a regular Board meeting is at the discretion of the presiding officer of that meeting.

7. DIRECTOR

A. Appointment and Responsibilities

1. The Board shall appoint a Director upon such terms and conditions as the Board shall determine in accordance with these Bylaws.
2. Under the direction and review of the Board, the Director is the chief manager and administrator of the Library, responsible for its day-to-day operations.
3. The Director shall be responsible for implementing the decisions and policies of the Board.

B. Principal Duties

1. The Director shall be responsible for:
 - Managing all staff, including developing appropriate job descriptions and selecting and supervising employees;
 - Maintaining the Library buildings, equipment, and grounds;
 - Helping to prepare the annual budget and managing

finances and expenses within that budget;

- Ensuring a high quality of services and programming for the community;
- Complying with New York State library standards and requirements and other applicable requirements of the law;
- Interacting with other community organizations;
- Collaborating with the Ramapo Catskill Library District (RCLS) and other library directors including the RCLS director;
- Participating in Board meetings, and Board and staff committee meetings;
- Providing other duties as directed by the Board or as set forth in the Director's written job description.

2. The Director is a non-voting ex-officio member of all Board committees.

C. Reports

1. The Director shall attend all Board meetings, except if excused by the President for good cause, including all Executive Sessions, except those Executive Sessions where the Director will be discussed.
2. At regular Board meetings, the Director shall report to the Board on Library performance statistics and all significant Library activities and issues since the prior regular meeting.
3. The Director shall periodically present to the Board reports and recommendations on policies and procedures to improve the quality and efficiency of Library service.
4. Between Board meetings, the Director shall inform the Board President of any significant Library issues that have arisen and any significant decisions made or pending.

8. FINANCE

A. Fiscal Year

The fiscal year of the Library shall run from July 1 through June 30 of the following year. In addition to the financial information provided at every regularly scheduled Board meeting, the regular Board meeting held in the month after the end of the fiscal year should include year-to-date information for the full fiscal year just ended. Full year audited financial statements should be prepared and presented at a later Board meeting as soon as practicable.

B. Funding.

The Board is responsible for obtaining sufficient funding to provide appropriate library service to the community and shall work with the Director to implement such funding programs.

C. Expense Management.

1. The Board has sole authority over the expenditure of Library funds, and shall ensure that all expenditures are properly approved and payments made in accordance with established procedures.
2. To the extent practicable, the Board shall approve in advance all non-recurring and/or over-budget expenditures above cost thresholds established by the Board and set forth in the Policy on Budget Amendments and Financial Operation Thresholds.
3. Where advance approval is not possible, the Board shall approve such expenditures at its next regularly scheduled meeting and, where required, take action to amend the budget.
4. A list of all disbursements made during the prior month shall be provided to the Board with its regular monthly mailing. The Board shall by motion approve such

disbursements at its next meeting.

D. Bonding.

The Library shall be protected by appropriate bonding. The officers and staff to be covered by bonding, and the coverage limits of the bonding, shall be as determined by the Board.

E. Audit.

1. The Library's accounts shall be audited annually by a certified public accountant (CPA) to be selected and appointed by the Board.
2. An Audit Committee consisting of five Trustees appointed by the President shall, in accordance with AICPA guidelines, periodically review the finances of the Library, and shall meet with the CPA before, during and upon completion of the annual audit, and report its findings to the Board.

F. Budget.

1. The Director shall be responsible for preparation of the preliminary and final annual budgets for the upcoming fiscal year in consultation with any and all committees of the Board necessary to the development of the budget.
2. The resultant preliminary budget shall be presented to the Board no later than December 31 of each year.
3. The final budget shall be presented for discussion and adoption by the Board at its regular meeting in June.

G. Contracts

1. All contracts entered into by the Library involving an expenditure over the life of the contract in excess of a threshold amount established by the Board and set forth in the Policy on Budget Amendments and Financial Operation Thresholds must be pre-approved by the

Board.

2. Such contracts shall be signed on behalf of the Library by the President and the Secretary unless a contract requires the signature of another officer.

9. PROCEDURES

All procedures not specified either in the Bylaws or by law shall be governed by the most recent edition of Robert's Rules of Order.

10. AMENDMENTS

A. Amendment Procedure

1. These Bylaws may be amended at any meeting of the Board, provided notification of any proposed amendment has been submitted in writing, and read and discussed at one or more meetings preceding by at least twenty days the meeting at which the vote is taken.
2. Written notice of any proposed amendment or amendments shall be sent to all members absent from the notification meeting at least ten days prior to any voting session.
3. A two-thirds vote of the full Board is necessary for passage of any amendment to the Bylaws.

B. Temporary Suspension.

1. 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 for such suspension to be valid, it may be employed only at a meeting at which three-quarters of the members of the Board shall be present and it must be affirmed by a two-thirds vote of the full Board.
2. Any such suspension shall be noted in the minutes together with its reasons and vote count.

11. INTERPRETATION

Any question as to the correct meaning of any part of these Bylaws shall be submitted to the Board, which shall have the authority to decide all matters of interpretation by vote of a majority of the full Board. All such decisions of interpretation shall be filed together with these Bylaws and provided in writing to each Trustee.

DRAFT