

# ALBERT WISNER PUBLIC LIBRARY

## BY-LAWS

### ARTICLE I. OPERATING STATEMENT

The Albert Wisner Public Library shall carry out all aspects of its operation according to the laws of the United States of American and the State of New York.

### ARTICLE II. MEETINGS

Section 1. Organizational Meeting: The Organizational Meeting of the Albert Wisner Public Library will be held at the regular July meeting.

Section 2. Procedures for Organizational and Special Meetings: Procedures for organizational, regular and special meetings shall conform with New York State Law.

Section 3. Rules of Order: Robert's Rules of Order, Newly Revised, will govern conduct of the meetings unless changed by a two thirds vote of the Board.

### ARTICLE III. BOARD OF TRUSTEES

Section 1. The Board of Trustees of the Albert Wisner Public Library shall consist of seven members elected by the qualified voters of the Warwick Valley Central School District. Terms of office shall be five years or in accordance with the applicable law of the State of New York, and they shall be staggered so that no more than two positions terminate each year. Each member will have equal status, one vote, and all the rights of proposing, seconding, discussion and voting at all the meetings at which they are present.

Section 2. Trustee Eligibility: As governed by the laws of the State of New York, members of the Library Board shall be of voting age and residents of the Warwick Valley Central School District.

Section 3. Board members shall be encouraged to attend conferences and workshops during the year in order to remain informed about current library issues.

Section 4. Vacancies may be filled by appointment by the Board until the next election of Trustees. A change of residence out of the Warwick Valley Central School District or resignation shall automatically create a vacancy for library trustee.

Section 5. Quorum: A simple majority of Board members shall constitute a quorum at any meeting of the Board.

Section 6. Powers of the Board: The Board shall have the full power to employ a Library Director; to define the purpose of the library, the goals and objectives of its service; to appropriate funds in order to carry out the work of the Library and to make all proper provisions and regulations for the management, direction, preservation and security of the building, its

grounds and its contents; and to conduct the affairs of the Library in a manner which it deems to be for the public good.

#### Section 7. Meetings of Board:

A. Regular Meetings: The Board shall meet monthly to receive and to approve reports and to transact all other necessary business according to the laws of the United States of America and the State of New York.

B. Special Meetings: Special meetings may be called by the President or upon request of a majority of Board members.

### ARTICLE IV. OFFICERS

Section 1. Officers: The officers of the library shall be President, Vice President, Secretary and Finance Officer and such others as may be determined by the Board.

Section 2. Election and Term of Officers: Officers shall be elected for a one-year term by members of the Board at the annual organizational meeting.

Section 3. An officer may be removed from office for cause by a two-thirds majority vote of the Board.

#### Section 4. Duties of the Officers:

Duties of the President: The President shall preside at all meetings of the Library and its Board and carry out all decisions of the Board; be an ex-officio member of all standing committees; the President shall be an ex-officio member of the AWPL Foundation; and shall perform all other duties which pertain to the office.

Duties of the Vice-President: The Vice-President, in the absence of the President, shall perform all duties of that office and shall chair one of the standing committees as appointed by the President.

Duties of the Secretary: The Secretary shall be in charge of maintaining an accurate record of the transactions of the Library Board of Trustees and shall prepare and transmit the correspondence at the direction of the Board.

Duties of the Financial Officer: The Financial Officer shall have custody of all funds, be in charge of the accounts of the Library; make monthly report to the Board and an annual report to the State of New York. The Financial Officer shall oversee the deposit of all money in designated banks, withdrawal of funds and recording of all financial transactions. The Financial Officer shall be a member of The Albert Wisner Public Library Foundation and shall be an ex-officio member of the Finance Committee.

## ARTICLE V. APPOINTMENTS:

The Board, by majority vote of the Board present and voting, shall appoint to serve for a period of one year, under the conditions prescribed by law, the following:

Recorder  
Attorney  
Independent Auditor  
Treasurer  
Employee Benefits Firm

Section 1. The Recorder shall keep an accurate record of the transactions of the Board of Trustees' meetings in an official minutes book and shall prepare and transmit the minutes at the direction of the Board.

Section 2. The Attorney shall provide legal advice upon request.

Section 3. The Independent Auditor shall prepare the annual report for the Board of Trustees.

Section 4. The Treasurer shall be responsible for the processing of all payrolls, leave records and invoices and provide all necessary financial reports at the direction of the Board.

Section 5. The Employee Benefits Firm shall manage the medical, vision, dental and 403 (b) programs for Library staff.

## ARTICLE VI. STANDING COMMITTEES

Section 1. Standing Committees: The following standing committees shall operate as organs of the Board of Trustees to carry out necessary business at the direction of the Board.

1. Executive
2. Personnel
3. Buildings and Grounds
4. Community
5. Financial

Section 2. Membership of the Standing Committees: The standing committees shall be composed of members of the Library Board and other interested residents. Members shall be appointed by the President and with the approval of the Board. The Library Director shall serve as consultant to the several committees. The Director shall submit a written report at each Board meeting summarizing committee meetings.

Section 3. Chairperson of Standing Committees: The Chairperson of each committee shall be a Board member appointed by the President with the approval of the Board.

Section 4. Meetings and Reports: All standing committees shall meet as necessary to carry out their functions. A written report shall be presented by the Director at Board meetings.

Section 5. Executive Committee: The Executive Committee shall consist of the Board Officers, serve as a planning committee for the Board, shall have all the powers of the Board when acting on behalf of the Board. Meetings shall be called by the President. It shall submit an action plan detailing the goals and objectives of library service for the coming year to the Board at the beginning of each new fiscal year. The plan shall be reviewed by the Board. The Director shall report on the progress of the action plan.

Section 6. Personnel Committee: This committee shall work with the Director in matters of personnel administration, including determining staffing needs and recommending personnel policy.

Section 7. Buildings and Grounds Committee: This committee shall be in charge of the physical plant and property upon which is located, including all aspects of proper maintenance, cleaning, safety, security, insurance and capital improvements.

Section 8. Finance Committee: This committee shall actively pursue the establishment and continuance of a sound financial program, investment of money and the development of an annual budget.

Section 9. Community Committee: This committee shall be in charge of informing the residents, businesses and professional firms, clubs and organizations of the library programs, achievements and needs. This committee shall distribute news releases to the area media with prior approval of the Executive Committee; provide and make arrangements for speakers to local clubs and provide for other public relations activities in the interest of the Library.

## ARTICLE VII. AMENDING THE GOVERNING RULES

Amendments to the governing rules must be approved by a two-thirds vote of the Board. Amendments may be proposed at any regular meeting but adoption shall not be made prior to the next monthly meeting.

## Article VIII. AMENDMENTS

### A. Indemnification of Officers and Employees

For purposes of this section, the term “employee” shall include elected and appointed officers and employees of AWPL. The term “employee” shall also include former officers and employees of AWPL.

If any claim or action is instituted against an employee of the AWPL arising out of or allegedly arising out of an act or omission of the employee occurring while the employee was acting within the scope of his or her duties as such employee, the AWPL shall at the written request of the employee:

1. Appear and defend against the claim or action at AWPL’s expense;
2. Pay or indemnify the employee in the amount of any judgment, including court costs, obtained against the employee, provided there shall be no payment or

indemnification for any judgment or portion thereof representing an award of punitive or exemplary damages or penalties; and

3. Pay or indemnify the employee in the amount of a compromise or settlement of said claim or action, provided the settlement is first approved the Board of Trustees of the AWPL.

The AWPL may purchase insurance that includes defense and/or indemnification of employees.

The duty to defend or indemnify shall not arise where the claim or action is brought by or at the behest of the AWPL or its Board of Trustees. The duty to defend or indemnify shall not arise where the claim or action arises from a reckless, intentional, malicious or criminal act or omission of the employee. The duty to defend or indemnify shall be conditioned upon: (i) delivery by the employee to the President of the Board of Trustees or the Library Director of a written request to provide for his defense together with the original or a copy of any summons, complaint, process, notice, demand or pleading within ten (10) days after he is served with such document, and (ii) the full cooperation of the employee in the defense of such action or proceeding and in defense of any action or proceeding against the public entity based upon the same act or omission, and in the prosecution of any appeal.

Any matter concerning defense or indemnification of employees that is not addressed herein shall be governed by any provision of section 18 of the state Public Officers Law not inconsistent herewith.

Warwick, New York

August 18, 1993

Amended: May 16, 1995, September 18, 2007,

May 19, 2015, July 5, 2017

June 18, 2019