

BY-LAWS OF THE MAXWELL MEMORIAL LIBRARY

ARTICLE I – NAME

The name of the association is the Maxwell Memorial Library.

ARTICLE II – LOCATION AND SERVICE AREA

The library is located in the village of Camillus at 14 Genesee Street. The area to which the library is chartered, is served by the New York State Department of Education and is all of the Town of Camillus with the exception of Census Tract 126. It is also chartered to serve that portion of the West Genesee Central School District which is located in the Town of Van Buren.

ARTICLE III – PURPOSE

The purpose of the library is to serve the residents of the chartered service area by maintaining a free public library for the purpose of providing information services.

ARTICLE IV – MEMBERS

Any resident of Onondaga County, who holds a valid Onondaga County Public Library card and has chosen Maxwell Memorial Library as their registered branch, is a member of the association. *Membership entitles one to use the library.*

ARTICLE V – BOARD OF TRUSTEES

The business and affairs of the association will be managed and controlled by a Board of Trustees consisting of no fewer than five and no more than fifteen in number, with persons elected in accordance with the Library's Charter and these By-Laws.

The nominating committee shall submit nominations for trustees at the annual meeting. *Nominees must reside in the West Genesee School District.* If there are more nominees than vacancies, each member present shall secretly vote for as many nominees as the number of vacancies. Based on the number of vacancies that exist, those nominees receiving the greatest number of votes shall be elected.

The trustees may at any time, by majority vote, increase or decrease their membership. Additional trustees will be elected by a majority of the trustees in office at that time. Trustees may be decreased at the time of term expiration or through attrition.

The trustees of the association will be elected at the annual meeting of the membership by a quorum of the trustees and their term will be from January through December for their three-year term.

Trustees may be elected for two terms of three years each. A trustee must be off the board for the time of one year before being eligible to run again for the position of trustee.

The number of trustees to be elected will be determined by the Board of Trustees. The trustees will provide for three equal classifications of the members of the Board of Trustees based on the dates of their terms. One class will be elected each year and will serve until the annual meeting in the third year. *If a trustee resigns or leaves office, a new trustee will be elected by the Board of Trustees to fill that unexpired term.* If the number of Trustees is decreased or increased, the class of trustees will be decreased or increased proportionally.

A Trustee may be removed from the Board by a vote of a majority of the Board for misconduct, incapacity, or neglect of duty. Such proposed action and the reason(s) thereof shall be presented by one or more Trustees to all other Board members at least one week in advance of the Board meeting at which removal is proposed to occur, in writing or by electronic notice. The Trustee who is the subject of the proposed removal shall be given a fair opportunity to be heard before the Board votes on the proposed removal.

ARTICLE VI – TRUSTEE DUTIES AND RESPONSIBILITIES

It is the responsibility of the trustees to hire a library director and to ensure that the library is managed in a manner consistent with established policies and regulation of the New York State Department of Education.

The trustees will develop and approve the policies under which the library is to be operated, but will leave the day-to-day operations of the library to be under the direction of the library director.

The library budget will be drafted by the library director, bookkeeper, treasurer, and any trustees that might be appointed by the President. The budget will be approved by a majority of the Board of Trustees.

The trustees will plan for the immediate and long-range operations of the library.

The trustees will, on an annual basis, review and evaluate in writing the performance of the library director in his/her professional duties. The evaluations are to be kept by the president of the Board of Trustees in the director's personnel file.

The Board of Trustees will designate a member of the board to serve as a liaison to any Friends group that is organized for the purpose of providing support and assistance to the library. The Friends group will be an independent group from the library board and will have officers who are not members of the Board of Trustees of the library. The treasury of the Friends group is to be a separate entity from that of the

treasury of the Board of Trustees. The library director will coordinate for the library any activities of the Friends group that may pertain to library functioning.

ARTICLE VII – OFFICERS

The trustees will elect from the membership a President, Vice President, Treasurer, and Secretary and any other officers that the trustees may so determine. The officers will serve a term of one year or until successors are found. Officers may be removed from their respective duties at any time during their tenure in office by the Board of Trustees at a duly-called meeting of the Board of Trustees.

Officers will be elected by a majority of the Board of Trustees at the first regular meeting following the annual meeting.

Duties of officers:

1. The President shall preside at all meetings of the Board of Trustees, authorize calls for special meetings, appoint all committees, execute all documents authorized by the board, serve as ex-officio voting member of all committees, and generally act as the leader of the board.
2. The Vice President, in the event of the absence of the President, or of a vacancy in that office, shall assume and perform the duties and functions of the President. The Vice President acts as a support for and at the direction of the President.
3. The Secretary shall keep a true and accurate record of all meetings of the board, and shall execute all correspondence directed by the board, and shall perform such other duties as requested by the President.
4. The Treasurer shall be the chief disbursing officer of the Board of Trustees. He/she assists the Director in financial and budget preparation, oversees bookkeeping functions and presents monthly financial statements to the Board. The Treasurer shall present statements and tax returns as required. The Treasurer or designee will submit vouchers to the library's funding agencies for any money receivable.

ARTICLE VIII – MEMBERSHIP MEETINGS

The *annual meeting* will be held at a time to be determined by the Board of Trustees. The traditional time for the annual meeting is in the month of October. The President or the Secretary will give ten (10) days' notice of the meeting. In addition to the notice requirements of the New York State Open Meetings Law, ten (10) days' notice of the annual meeting shall be given to the membership by publication of an official notice on the Library's website (www.maxwellmemoriallibrary.org).

Special Meetings may be called by a resolution of the Board of Trustees.

ARTICLE IX – TRUSTEE MEETINGS

Meetings will be held monthly, at dates and times to be established by the Board of Trustees. Meetings will be open to the public. The meeting times will be published on the Library's website, giving at least ten (10) days' notice to members. Trustees may participate in a meeting through the use of video-conference, but only if their participation in such manner is conducted in accordance with the requirements of the New York State Open Meetings Law.

The president may call special meetings.

A majority of the members of the Board of Trustees will constitute a quorum for transacting business at regular and special meetings. A majority vote of the members of the Board of Trustees present at a regular meeting or special meeting will be required for approval of any action. The acquisition or disposition of real property held or to be held by the trustees of the Maxwell Memorial Library will require a two-thirds vote of the trustees present and constituting a quorum at a duly called regular or special meeting of the board.

ARTICLE X – FINANCES

The fiscal year will begin on October 1.

An annual review of the financial records of the association will be made by an auditor or by members of the association designated by the President.

ARTICLE XI – ORDER OF BUSINESS

The order of business will generally be as follows:

- Calling of the meeting to order
- Approval of the minutes of the previous meeting
- Review of the financial report
- Report of the Library Director
- Nominations and elections, if any
- Old Business
- New Business
- Committee Reports
- Adjournment

ARTICLE XII – FILING OF THE MINUTES

The approval of the original copies of the minutes, signed by the Secretary or Secretary pro tempore, is to be kept in a secure place within the library, as well as on the library website. They must be available for inspection upon demand.

ARTICLE XIII – PARLIAMENTARIAN AUTHORITY

Robert's Rules of Order will prevail regarding questions of parliamentary procedure unless otherwise stipulated by the by-laws.

ARTICLE XIV – COMMITTEES

The president of the Board of Trustees will appoint all committees subject to the approval of the Board.

The standing committees are:

- Nominating and Personnel
- Finance
- Buildings and Grounds
- Long Range Planning, Policies and By-Laws
- Public Relations
- Friends Liaison
- OCPL Representative

Ex-Officio members of standing committees may be appointed by the President, and must be approved by a majority of the board.

Special committees may be appointed by the President to provide specialized knowledge to the board. The board must approve the creation and membership of these special committees. Committee members do not have to be members of the Library Board only; they may be staff, members of the Library, or representatives of the larger Onondaga County community.

All committee actions are subject to approval by a majority of the board.

ARTICLE XV – LIBRARY DIRECTOR

The board will appoint a qualified library director who will be the executive and administrative officer of the library.

The library director is responsible for administering both the policies and the budget of the library.

The library director will attend meetings of the board as well as any public meetings that may impact the interests of the library.

The library director has the right to speak on all matters under discussion at board meetings, but does not have the right to vote.

The job description of the library director will be maintained by the Board of Trustees.

ARTICLE XVI – AUTHORIZATION TO SIGN LEGAL DOCUMENTS

Two signatures are necessary on all legal documents. The president and treasurer are authorized to sign mortgages, notes and other legal documents which may be voted by the trustees at any regular or special meeting.

All checks under \$3,000 require one signature, normally that of the treasurer. Checks over \$3,000 require two signatures, that of the treasurer and one other Board officer.

Such signature authorization shall be decided at the annual meeting each year.

ARTICLE XVII – AMENDING BY-LAWS

These by-laws may be amended at any regular meeting of the Board of Trustees by two-thirds of the total membership of the Board of Trustees.

ARTICLE XVIII – INDEMNIFICATION

The Library shall carry an Officers and Directors Liability Insurance Policy to protect itself and any Trustee, officer, employee or agent of the Board of Trustees against any expense, liability, or loss incurred by them involving the lawful execution of their duties, if they acted in good faith for a purpose that they reasonably believed to be in the best interests of the Library. The Library shall indemnify its officers, Trustees and employees to the fullest extent possible under Applicable Laws for any liability above and beyond the limits of the Liability Insurance Policy.

*Amended and accepted by the Maxwell Memorial Library Board of Trustees on
September 2003; January 22, 2018; June 21, 2021; September 15, 2025*