

# **John Jermain Memorial Library**

## **MISSION STATEMENT**

The mission of the John Jermain Memorial Library is to provide a range of reliable resources and innovative services that preserve our past and create a sustainable future by encouraging life-long learning and by offering welcoming spaces for our diverse community.

(Adopted by the Board of Trustees April, 2018)

## **PREAMBLE**

The John Jermain Memorial Library is located on Main Street in the Village of Sag Harbor, County of Suffolk, State of New York. It is a Free Association Library, chartered and registered by the Education Department, University of the State of New York, on May 24, 1957. The Library opened on October 10, 1910 and was deeded to the first Board of Trustees to promote “the public welfare” of the Village of Sag Harbor by Mrs. Margaret Olivia Slocum Sage on June 17, 1912. The Library now serves all residents of the Sag Harbor Union Free School District.

The Bylaws of the John Jermain Memorial Library regulate the affairs of the Library and govern the activities of the Board of Trustees and the Library Staff. They are binding on each, both individually and collectively, in all matters relating to the Library.

The Deed of Trust of the John Jermain Memorial Library authorized the Board of Trustees to adopt Bylaws for the management and maintenance of the Library. Nothing in these Bylaws is intended to be, nor shall be construed to be, contrary to any of the stated intentions for service of said Deed of Trust, even if practices have been amended or updated by vote of the Board of Trustees.

Initial Bylaws were adopted by the first Board of Trustees on July 25, 1912. Minor amendments were approved on July 25, 1913, June 25, 1919 and January 25, 1928, affecting only the schedule for annual and semi-annual meetings of the Board. Completely rewritten Bylaws were adopted on August 11, 1989. The Bylaws were updated June 15, 2005 to indicate that the Board of Trustees will become one elected by the taxpayers. The 2005 Bylaws were reviewed, repealed, and replaced with revised Bylaws on June 16, 2021 to ensure consistency and compliance with all applicable legislation.

The Chairperson of the Policy Committee shall ensure that the Bylaws are reviewed annually, and that they are re-ratified or amended as necessary by vote in an open meeting of the Board. The minutes will serve as a record of such vote and the results thereof.

# BYLAWS

## I. NAME OF ORGANIZATION

The name of the organization shall be the John Jermain Memorial Library.

## II. FISCAL YEAR

The fiscal year of the Library shall be the calendar year.

## III. BOARD OF TRUSTEES

- A. The Library shall be governed by a Board of Trustees, who receive no compensation, goods, or services.
- B. This Board shall consist of seven to 25 members. Trustees shall be elected for terms of three years each, except as otherwise provided in these Bylaws. The Board currently has eight members. Except as provided in these Bylaws, candidates may serve for no more than two consecutive full terms.
- C. Trustees who have served two consecutive full terms may run for office again after a one-year hiatus.
- D. Candidates for election to the Board of Trustees shall be 18 years or older, John Jermain Memorial Library cardholders, and registered voters in the Sag Harbor School District. Employees of the John Jermain Memorial Library and members of their families are not eligible for election. For purposes of eligibility for election “families” are to refer to Trustees’ or employees’ spouses, significant others, children, parents, siblings, stepchildren, grandchildren or in-laws.
- E. No later than six weeks before the date of the vote, public announcement should be made that nominations for candidates for election to the Board of Trustees are being sought. The public announcement shall be made in local newspapers, on the Library website and shall be posted in the Library facility. This announcement shall include the number of Trustee positions to be voted upon; the eligibility requirements for candidacy; the required supporting materials to be submitted; where necessary materials can be obtained and where completed nominations are submitted; and dates for the close of nominations and the election.
- F. No later than six weeks before the voting date, a date for the close of nominations shall be set, which is at least 21 days following the public announcement. The close of nominations shall be determined each year by the District Clerk of the Sag Harbor Union Free School District. No nominations shall be accepted after 5:00 p.m. of the final day of the nomination application deadline.

- G. Candidates, including incumbents, must submit a nominating petition with their name and with a minimum of 25 supporting signatures of registered voters of the Sag Harbor School District. Candidates may use the Sag Harbor School District's official nomination form.
- H. If a candidate wishes, they may provide a short statement (no more than 350 words) with the nomination form, to describe candidate's qualifications for membership on the Board of Trustees.
- I. Except as provided in paragraph Q of this Section III, candidates for election shall be elected at-large from the field of nominees, with the candidates receiving the largest number of votes being declared elected.
- J. Trustees shall be elected at the time of the budget vote on a date and time to be determined by the Board of Trustees. Election results shall be posted on the Library's website, and released to local newspapers within 24 hours of the election.
- K. Newly elected members shall take office at the first meeting of the new calendar year following the annual election, at which time they will sign the Oath of Office.
- L. Each new Trustee shall be provided with guidance and training on the duties and responsibilities of the Board of Trustees, and all Trustees shall be encouraged to participate in workshops, seminars, and other appropriate activities to further improve their skills and enhance their contributions toward the effective and efficient functioning of the Board and the Library.
- M. Any Trustee who is absent for any reason for more than one third of the regular Board meetings during any rolling twelve-month period must resign from the Board, and the Board shall accept such resignation or grant the Trustee a leave of absence at its discretion. The President shall inform the absent Board Member in writing of the Board's decision. Further, if dismissal is deferred by Board action to grant a leave of absence, the President shall inform the absent Board Member in writing of the conditions of this deferral.
- N. The Board may also remove a Trustee for misconduct, incapacity, or neglect of duty as provided in and in accordance with Education Law Section 226(8).
- O. Any vacancy on the Board due to the resignation or removal of a Trustee may be addressed by any one of the following procedures, as determined by a simple majority vote of the members of the Board (including vacancies):
  - 1. Leave the trustee spot empty until the next regular election and then elect someone to fill the remainder of the term; or
  - 2. Appoint someone to serve until the next regular election and then elect someone to fill the remainder of the term; or
  - 3. Hold a special election to elect a trustee to fill the remainder of the term.

- P. No Trustee shall serve for more than two consecutive full three-year terms, unless:
1. The Trustee has first been appointed to fill the seat of a Trustee who has left due to removal or resignation as provided in paragraph O, item 2 of this Section III; or
  2. Unusual or unforeseen conditions preclude holding the annual public vote, in which case the Trustees may vote to temporarily amend these bylaws to include a provision for extending the term length of an elected Trustee for a period of no more than one year. Trustees are prohibited from participating in the discussion and/or vote to extend their own term. The vote to extend an individual Trustee's term in accordance with this paragraph must be approved by a majority of the Board as whole.
- Q. The Library's election to be held in 2021 shall be conducted, as follows: (i) the two seats which have previously been filled by a one-year appointment due to the coronavirus pandemic shall be their own category of at-large seats for which candidates shall run for 2-year terms; and (ii) the three seats which are up for 3-year terms shall be their own category of at-large seats for which candidates shall run for 3-year terms. Candidates for the Board of Trustees must designate in its nominating petition submitted in accordance with Section 3 of the Bylaws which one of the two categories of seats up for election as set forth in this paragraph they seek to fill. Candidates cannot run for more than one category of seat.
- R. Each Trustee shall have one vote, irrespective of office held. Trustees must be present at the meeting to have their vote counted, with "presence," whether in-person or virtual, determined in compliance with New York State Open Meetings Law.
- S. A simple majority of the whole Board (including vacancies) is required for any motion to pass.
- T. All actions of the Board shall be of the Board as a unit. No Board member shall act on behalf of the Board, on any matter, without prior approval of the Board. No Board member by virtue of office shall exercise any administrative responsibility with respect to the Library nor, as an individual, command the services of any employee of John Jermain.

#### **IV. OFFICERS**

- A. The officers of the Board of Trustees shall be a President, a Vice President, a Secretary, and a Treasurer. They shall have the usual powers and duties of such officers:
- B. The President shall preside at the meetings of the Board and shall appoint the members of all committees, unless otherwise provided for in the Bylaws, or unless that power is specifically devolved to an ad hoc committee chair in the resolution establishing the committee. The President shall be a member ex officio of all committees and ad hoc committees.

- C. The Vice-President, in the absence of the President, shall perform all the duties of the President.
- D. The Secretary shall be responsible for a true and accurate account of all proceedings of the Board Meetings. In the absence of the President and the Vice-President, the Secretary shall convene and preside at the meetings of the Board.
- E. The Treasurer shall see that the Library maintains adequate and appropriate financial records, and make recommendations to the Board on acquisition and disbursement of funds.
- F. The normal term of office of each officer shall be one calendar year, commencing on January 1 and terminating on December 31 of each year. A Nominating Committee shall be appointed by the President no later than October of each year, and the Nominating Committee shall present to the Board of Trustees its recommended slate of officers for the upcoming year no later than the regular December meeting of the Board. At this meeting additional nominations will be accepted from the floor, and then a vote will be taken on a secret ballot for each office. A simple majority of the whole Board (including vacancies) is required to win an election. In an uncontested election, a secret ballot is not required.
- G. Although not mandatory, it is suggested that Trustees hold officer positions for no longer than two consecutive years to bring both diversity and oversight to the operations of the Board.

## **V. STANDING COMMITTEES**

- A. The standing committees of the Board of Trustees shall include, but not be limited to, a Personnel Committee; a Finance, Budget, Contracts and Legal Committee; a Building and Grounds Committee; a Policy and Long-Range Planning Committee; and an Outreach and Publicity Committee. The Board of Trustees also includes a Trustee who serves as liaison to, and full voting member of, the Mashashimuet Park Board, as per the Charter of the Park.
- B. The duties and responsibilities of these committees shall be those normally performed by such Committees to support the operations of the Board. All committee members and chairpersons shall be appointed by the President of the Board. All shall be Trustees.
- C. Specific duties of each committee are as follows:
  - 1. The Personnel Committee, in consultation with the Library Director, shall be responsible for adherence to and reviewing of Library personnel policies and for recommending such personnel policy changes and/or additions to the Board as may be deemed necessary. It shall consider all matters concerning

working conditions and remuneration of the staff, and shall make recommendations to the Board accordingly.

2. The Finance, Budget, Contracts and Legal Committee, in consultation with the Library Director, shall be responsible for planning, developing, and monitoring the financial statements of the Library, and for recommending financial policy changes and/or additions to the Board as deemed necessary.
3. The Building and Grounds Committee, in consultation with the Library Director, shall be responsible for the monitoring of the physical upkeep and maintenance of the Library building and its properties.
4. The Policy and Long-Range Planning Committee, in consultation with the Library Director, shall be responsible for the adherence to and review of the Library's operations policies and Bylaws, and for recommending and developing any additions and changes to Bylaws as deemed necessary. In addition, the committee is responsible for annually reviewing the Long-Range Action Plan and recommending to the full Board any changes or additions as deemed necessary to fulfill the Library's mission.
5. The Outreach and Publicity Committee, in consultation with the Library Director, shall be responsible for bringing to the Board any matters or proposals related to maintaining a positive relationship between the John Jermain and the community, as well as promoting services which fulfill the Library's mission.

- D. All committee actions are subject to the approval of the Board of Trustees. Committees may not establish policy or procedure, and any such actions must be presented to the full Board for a vote. Committee membership is set annually at the December meeting by the incoming President of the Board. It is incumbent upon all Trustees to participate fully in the standing committees.
- E. All committees shall make a progress report to the Board at each of its public meetings.
- F. No committee shall have other than advisory powers unless, by suitable action of the Board, it is granted specific power to act.
- G. The President shall be, ex officio, member of all standing and ad hoc committees.
- H. The Director shall be, ex officio, a member of all standing and ad hoc committees.

## **VI. Ad Hoc COMMITTEES**

- A. Ad hoc committees may be appointed with the approval of the Board, when standing committees are unable to fully address issues of a short term and/or critical nature. These committees shall have a formal stated goal, and be of limited time duration.

Such committees shall serve until the completion of the work for which they were appointed.

- B. The establishment of ad hoc committees requires the vote of the Board at an open public meeting. Ad hoc committees shall include at least one member of the elected Board and the Library Director; other members are approved by the Board. In selection of the committee members, the Board shall search for candidates who complement the current Board strengths, and shall actively pursue diversity in committee composition that reflects and celebrates the community.
- C. Ad hoc committees must present the Board with a monthly written report, to be submitted at the regularly scheduled Board meetings.
- D. Ad hoc committees are reviewed by the Board annually at the December meeting to see if their goals have been met. Any committee that works on issues of a cyclical or repeating nature shall be formally disbanded at the end of a given cycle, and formally reinstated when the need again arises; appointment of members of these committees shall be subject to the same guidelines, and members must be formally reappointed to the “new” committee.
- E. Ad hoc committees have no actual or apparent authority to enter into contracts or agreements, to vote, or to make decisions on behalf of the Library. Any such agreements with vendors or similar third parties must be related to an ad hoc committee’s stated purpose and have express written permission from the Director or President of the Board.
- F. Ad hoc committees have no say over the governance of the Library, development of policy, the establishment or use of the Library budget, acquisition or deletion of materials, or the setting of programs.
- G. Ad hoc committee members must follow established Library protocol and procedures, and should be made aware of Library policies on confidentiality, conflict of interest, and nepotism.

## **VII. DIRECTOR**

- A. Active management of the Library is delegated to a qualified Director, who is hired and evaluated by the Board of Trustees.
- B. The Director is responsible to the Board for the day-to-day administration of the Library including, but not limited to, the organization of the Library staff; the hiring, firing, training, performance, morale, and evaluation of staff members; preparing a proposed annual budget for Board approval and operating the Library within the budget as approved by the Board; the acquisition, maintenance, storage and weeding of the Library collections; the routine maintenance of the Library building and grounds; the provision of adequate Library services to the public; the maintenance of

appropriate records of Library activities; and such other functions as may, from time to time, be assigned by the Board.

- C. The Library Director shall hold a Master's Degree from an ALA accredited Library Program and hold or be eligible for a New York State Public Librarian's Certificate or be otherwise qualified under regulations which may be imposed by the New York State Department of Education. When warranted by special circumstances, the Board may waive the requirement for a Master's Degree based upon the background and prior experience of a candidate for the position.
- D. The Director shall attend all Board and Board Committee meetings, unless excused for good and just cause, except the portion of the yearly meeting at which the Director's appointment or salary is to be discussed or decided.
- E. At each regular monthly meeting of the Board of Trustees, the Director shall prepare financial reports and a written report summarizing Library activities for the previous month; highlighting activities, problems, achievements and other events of which the Board should be made aware; and providing recommendations for the Board's review and action. The Director shall render and submit to the Board reports and recommendations of such policies and procedures, which, in the opinion of the Director, will improve efficiency and quality of Library service.

## **VIII. MEETINGS**

- A. Meetings shall be held the third Wednesday of each month. A change in the time, date and/or place of a regular meeting shall be made only on a formal motion approved by the Board and only if there is ample time to provide the required public notification.
- B. A special meeting of the Board may be called at any time by the President and/or upon the request of three members for a specific purpose. No business may be transacted at a special meeting except the stated business. The time, date and/or place of a special meeting must be publicized as required by New York State Open Meetings Law.
- C. All special and regular meetings of the Board are open to the public, except as allowed in the provisions for executive sessions outlined in the New York State Open Meetings Law.
- D. All Meetings shall be conducted in accordance with Robert's Rules of Order. Approval of any action or activity by the Board shall be by a vote of no less than the majority of the total Board membership, including vacancies. A quorum shall be a majority of the total Board members including vacancies.
- E. A tentative agenda shall be prepared for each regular meeting and distributed to all Trustees at least one week prior to the meeting.

- F. Accurate and complete minutes of the action taken at each meeting of the Board shall be prepared, reviewed, approved and filed as a permanent record of Board activities. Draft minutes shall be posted on the Library's website and distributed to all Trustees no later than one week prior to the next meeting.
- G. The order of business for regular meetings shall include, but not be limited to, the following items which shall be covered in the sequence shown unless circumstances make an altered order more efficient:
1. Call to Order
  2. Approval of prior Meeting Minutes
  3. Report from The Friends of the Library
  4. Treasurer's report
  5. Approval of Financial Reports
  6. Director's Report, including statistics, publicity and correspondence
  7. Committee Reports
    - a. Personnel
    - b. Finance, Budget, Contracts and Legal
    - c. Building and Grounds
    - d. Policy and Long Range Planning
    - e. Outreach and Public Relations
    - f. Mashashimuet Park Board Rep
  8. Old Business
  9. New Business
  10. Period for public expression
  11. Adjournment

## **IX. AMENDMENTS**

The Bylaws may be repealed, amended or added to as a result of the annual review or whenever the Board of Trustees deems it necessary, by a vote of a simple majority (including vacancies) of the full Board of Trustees, during an open public meeting. However, such vote may be taken only after the substance of the proposed repeal, amendment, or addition has been presented to the Board in writing, at least ten days prior to the meeting at which it is to be considered and notice thereof has been given in the tentative agenda of the meeting, unless extenuating circumstances require more immediate action.

## **X. INDEMNIFICATION**

Any person made, or threatened to be made, a party to any action or proceeding whether civil or criminal, solely by reason of the fact that they are or were testator or intestate, or are or were a Trustee or Officer of the Library or of any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, at which they served as

such at the request of the Library, shall be indemnified by the Library against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred in connection with the defense of such action or proceeding or in connection with any appeal therein, to the extent of the limits provided under the applicable insurance coverage carried by the Board of Trustees.

## **XI. PROCEDURES**

All procedures not specified herein shall be in accord with *Robert's Rules of Order, Revised*.

*Approved by The John Jermain Memorial Library Board of Trustees Dated: June 16, 2021.*

*All public libraries in New York State are required to make their Bylaws easily accessible to the public, including posting them on the Library's website. (Education Department [Regulations \(8 NYCRR\) § 90.2](#))*