

Policy and Bylaws for the Williamson Public Library Board of Trustees



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BYLAWS OF THE BOARD OF TRUSTEES

OF THE

WILLIAMSON PUBLIC LIBRARY

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ARTICLE I: NAME

This organization shall be known as the Williamson Public Library, established under Absolute Charter No. 4718 granted by the Regents of the University of the State of New York on April 18, 1941, and amended by Document No. 26,258 on April 14, 2015.

ARTICLE II: BOARD OF TRUSTEES

1. The Board of Trustees shall consist of not fewer than five (5) nor more than fifteen (15) members, with the current number being five (5).
2. Vacancies on the Williamson Public Library Board shall be filled by submission of a candidate recommended by the majority of the Williamson Public Library Board to the Town Board for appointment. Trustees shall be appointed by the Williamson Town Board for five-year terms.
3. Trustees shall serve without compensation, in accordance with Education Law §226(7).
4. Trustees must take and file a notarized Oath of Office within thirty (30) days of their appointment per Public Officers Law §30(1)(h). Oaths will be administered and filed with the Town Clerks Office of Williamson. The Trustee will notify the Board the oath has been taken and the date of the oath. The Board President will enter this information as a motion along with the date of the oath for the Library minutes. In the case of a mid-term appointment, a notarized confirmation letter from the Board President shall be provided to the Town of Williamson and the Trustee will take the oath as outlined above and affirm this along with the date at the next Board of Trustees meeting so it may be entered into the minutes.

ARTICLE III: OFFICERS

1. The officers of the Board shall be President, Vice President, and Secretary.
2. Officers shall be appointed annually by the Board from among its members.
3. Duties of officers:
 - President: Presides over meetings and exercises general leadership.
 - Vice President: Acts in the absence of the President.
 - Secretary: Maintains meeting records, issues meeting notices, and keeps official documents.

ARTICLE IV: MEETINGS

1. The Board shall meet monthly on a schedule determined annually.
2. Special meetings may be called by the President or two trustees.
3. A quorum shall consist of a majority of the total number of trustees, including vacancies.
4. Meetings shall be open to the public, in accordance with the Open Meetings Law.
5. Trustees who miss three consecutive unexcused meetings shall be deemed to have resigned, in accordance with Education Law §226(4).
6. Meetings shall be conducted in the following manner: a. Reading and approval of the minutes of the previous meeting. b. Approval of the Treasurer's written report and the approval of expenditures. Expenditures shall be approved by audit of the Board of Trustees by signature on the voucher of expenditures. c. Report of the Library Director d. Report of standing committees e. Report of special committees f. Correspondence and communications g. Unfinished business h. New business i. Adjournment

ARTICLE V: TRUSTEE TERMS AND ROTATION

1. All trustee terms shall begin January 1 and end December 31, per the library's charter.
2. Terms are staggered to ensure continuity of governance.
3. The current rotation of terms is:
 - Term A: Jan 1, 2022 – Dec 31, 2026
 - Term B: Jan 1, 2023 – Dec 31, 2027

- Term C: Jan 1, 2024 – Dec 31, 2028
 - Term D: Jan 1, 2025 – Dec 31, 2029
 - Term E: Jan 1, 2025 – Dec 31, 2030
4. Adjustments to terms may be made by resolution of the Board for staggering purposes or in the case of trustee expansion.

ARTICLE VI: COMMITTEES

1. Committees shall be appointed by the President.
2. All committee actions require Board approval.
3. Committee reports shall be made in writing if requested.
4. All committees are advisory in nature.

ARTICLE VII: LIBRARY DIRECTOR

1. The Board shall appoint a qualified Library Director.
2. The Director shall attend all Board meetings (non-voting), manage library operations, and implement board policy.

ARTICLE VIII: TREASURER

1. The Board shall appoint a Treasurer annually.
2. The Treasurer shall oversee financial operations and present monthly reports.

ARTICLE IX: TRUSTEE EDUCATION

1. Trustees are required to complete a minimum of two hours of continuing education annually, as per Education Law §260-d.
2. Proof of completion shall be filed with the Board President and noted in the Board minutes.
3. Failure to comply shall result in suspension; failure to comply within 90 days shall result in resignation.

ARTICLE X: REMOVAL OF TRUSTEES

1. Any trustee who fails to attend three consecutive meetings without a satisfactory excuse accepted by the Board shall be deemed to have resigned, per Education Law §226(4). The minutes must reflect the absence, lack of excuse, and vote to deem resignation.
2. A trustee may be removed from office for misconduct, incapacity, or neglect of duty under Education Law §226(8), upon written complaint by another trustee and a majority vote of the full Board. At least one week's notice of the proposed action must be given to the accused trustee and all members of the Board.
3. Trustees may also be removed by the Board of Regents under applicable law for failure to fulfill the educational purpose of the corporation.
4. The Board shall consult legal counsel before initiating any removal action to ensure compliance with due process and statutory requirements.

ARTICLE XI: INDEMNIFICATION

1. To the fullest extent permitted by law, the Williamson Public Library shall indemnify and hold harmless its current and former board members, officers, employees, and volunteers ("Indemnitees") from any and all claims, demands, suits, damages, liabilities, losses, and expenses, including attorneys' fees and costs, arising from or relating to any act or

omission made in good faith in the course of their duties on behalf of the Library, except in cases of gross negligence, willful misconduct, or unlawful actions.

2. The Library shall not indemnify any Indemnitee for actions determined to be the result of personal wrongdoing, including but not limited to: a. Fraud, dishonesty, or bad faith actions. b. Violation of any criminal law (except minor offenses). c. Any act that involves a breach of fiduciary duty.
3. The Library may, in its discretion, pay expenses (including attorneys' fees) in advance of the final disposition of any claim, suit, or proceeding, provided that the Indemnitee agrees to repay such advance if it is ultimately determined that they were not entitled to indemnification.
4. The Library may purchase and maintain insurance on behalf of any Indemnitee against any liability or expense incurred in connection with their role, even if the Library would not otherwise be required to indemnify them.
5. Indemnification rights shall survive termination of service and shall benefit the heirs, executors, and administrators of the Indemnitee.
6. This indemnification provision is intended to provide the fullest protection permitted by law and shall be interpreted accordingly. If any part is deemed unenforceable, the remaining parts shall remain in effect.

ARTICLE XII: AMENDMENTS

These bylaws may be repealed, amended, or added to at a regular meeting of the Board, by a majority vote of the Trustees present, but only after the proposed change has been submitted in writing at a prior regular or special meeting.

Library Board of Trustees

Adopted as revised: March 15, 2001

Adopted as revised: January 21, 2016

Presented as revised: January 17, 2019

Adopted as Revised: August 15, 2019

Adopted as Revised July 17, 2025

Adopted as Revised on August 21, 2025

5001 Code of Ethics for Library Trustees

Applies to: All current and incoming members of the Board of Trustees

The Board of Trustees of the Williamson Public Library adopts this Code of Ethics to guide the conduct and responsibilities of trustees in service to the public, the organization, and the law.

1. Service to the Community

- Support the Library's mission to serve all members of the community equitably.
- Advocate for access to information, intellectual freedom, and lifelong learning.

2. Commitment to the Public Good

- Act in the best interest of the Library as a public institution.
- Avoid actions or decisions that benefit personal interests or create the appearance of impropriety.

3. Compliance with Law and Policy

- Abide by all relevant laws including Education Law, Not-for-Profit Corporation Law, and Public Officers Law.
- Comply with the Library's bylaws, policies, and procedures.

4. Conflict of Interest

- Disclose any actual or potential conflicts of interest as required by the Library's Conflict of Interest Policy.
- Recuse oneself from discussion and voting when a conflict exists.

5. Confidentiality

- Maintain confidentiality regarding matters discussed in executive session.
- Respect the privacy of patrons and the confidentiality of library records.

6. Respectful Conduct

- Treat colleagues, staff, and the public with dignity and professionalism.
- Foster a culture of inclusion, civility, and constructive dialogue.

7. Board Responsibilities

- Prepare for and attend meetings regularly.
- Avoid interference in day-to-day operations, which are the responsibility of the Library Director.
- Publicly support decisions of the board once made, even when in dissent.

8. Accountability

- Fulfill the duties of office with honesty, integrity, and dedication.
- Participate in ongoing board education, including the annual training required under Education Law §260-d.
- Accept corrective action if this Code is violated, up to and including removal under Education Law §226(8).

Acknowledgment and Signature

I, _____, have received and reviewed the Williamson Public Library's Code of Ethics for Trustees. I understand and agree to abide by its provisions.

Signature: _____

Date: _____

Policy adopted 2/19/2009

Policy Updated and adopted: July 17, 2025

5002

Williamson Public Library Conflict of Interest Policy

Applies to: Trustees, Officers, Employees, and Volunteers

1. Purpose

The purpose of this policy is to protect the integrity of the Williamson Public Library (the “Library”) when it is considering entering into a transaction or arrangement that might benefit the private interest of a trustee, officer, employee, or volunteer. This policy is intended to supplement—but not replace—any applicable state and federal laws governing conflicts of interest.

2. Definitions

- **Related Party:** Any trustee, officer, key employee, or their relatives who may benefit from or influence a decision involving the Library.
- **Conflict of Interest:** A situation in which a Related Party has a financial interest that could improperly influence their duty to act in the best interest of the Library.
- **Financial Interest:** A direct or indirect ownership, compensation, or other tangible benefit from a transaction or arrangement with the Library.

3. Duty to Disclose

All Related Parties must disclose the existence of any actual or potential conflict of interest, including any financial interest in a proposed transaction, as soon as the conflict is known.

Disclosures must be made:

- Orally at the Board meeting where the issue is being considered
- In writing to the Board President or Secretary in advance, if known

4. Procedures for Addressing a Conflict

1. **Disclosure:** The Related Party discloses the conflict and may answer questions but shall not participate in deliberations or vote on the matter.
2. **Determination:** The Board or a designated committee determines whether a conflict exists.
3. **Board Action:** If a conflict exists, the Board shall consider whether the transaction or arrangement is fair, reasonable, and in the best interest of the Library.
4. **Documentation:** All proceedings shall be documented in the meeting minutes, including:
 - The nature of the conflict
 - Who was present
 - Any alternatives considered
 - The final decision and rationale

5. Recusal and Abstention

Any trustee or officer with a conflict of interest shall:

- Leave the room during discussion and voting
- Not be counted for quorum purposes on the matter
- Not attempt to influence the outcome of the decision

6. Annual Disclosure and Affirmation

Each trustee, officer, and key employee shall:

- Complete and sign a Conflict of Interest Disclosure Form annually
- Affirm they have received, read, and understand this policy
- Disclose any known potential conflicts of interest

7. Violations of the Policy

If the Board determines a trustee, officer, or employee has failed to disclose a conflict, the Board may:

- Take corrective action, including reprimand or removal from the Board or employment
- Refer the matter to legal counsel or regulatory authorities, if necessary

8. Records and Transparency

This policy and all related records shall be maintained in accordance with the Library's Records Retention Policy and shall be available for public inspection upon request.

Annual Conflict of Interest Disclosure and Affirmation Form

Year: [INSERT YEAR]

Pursuant to the Library's Conflict of Interest Policy, each trustee, officer, and key employee is required to annually disclose potential conflicts and affirm their understanding of the policy.

Part 1: Acknowledgment and Affirmation

I, _____, hereby affirm that:

- I have received a copy of the Williamson Public Library's Conflict of Interest Policy.
- I have read and understand the policy.
- I agree to comply with the policy.
- I understand that the Library is a charitable organization and that to maintain its tax-exempt status, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Signature: _____ Date: _____

Part 2: Disclosure of Interests Please answer the following questions to the best of your knowledge. Attach additional pages if necessary.

1. Do you, or any **relative**, have a financial interest in any entity that currently does business with the Library or is being considered for such a relationship?
 - No Yes — If yes, please describe:
2. Do you serve as a director, officer, trustee, partner, or employee of any organization that does or may do business with the Library?
 - No Yes — If yes, please describe:
3. Have you received any gifts or favors (excluding nominal value) from any individual or entity that does or seeks to do business with the Library?
 - No Yes — If yes, please describe:
4. Are there any other relationships, transactions, positions, or circumstances that might give rise to an actual or perceived conflict of interest?
 - No Yes — If yes, please explain:

This form will be kept on file and may be reviewed by the Board or its designee in accordance with the Conflict of Interest Policy.

Self-Assurance of Trustee Education Activity Completion

Beginning January 1, 2023, each library trustee, elected or appointed, of a board of trustees is required to complete a minimum of two hours of trustee education annually. (Education Law 260-d as added by Chapter 468 of the Laws of 2021)

Please use this self-assurance form if a certificate of completion is not available from the approved education activity provider. Please submit this form to the library board president for review and signature. Trustees should retain a copy of the signed form.

I give the following assurance that I attended the following trustee education activity:

Trustee Name:

Approved Provider:

Title of Activity:

Topic/Content:

Format (e.g. workshop, webinar, online course):

Date and Time of Activity:

Contact Hours:

Reason for the Absence of a Completion Certificate:

Trustee Signature

Date

Adopted: January 19, 2023