9 Church Street
Bloomfield, NY 14469
585-657-6264
www.bloomfieldpubliclibrary.org

ARTICLE I
NAME

The name of the corporation is the BLOOMFIELD PUBLIC LIBRARY (the "Library"). The Library is an educational corporation duly chartered by the Regents of the University of the State of New York, pursuant to New York Education Law Sections 216 and 255, and has its principal place of business in Bloomfield, New York.

ARTICLE II
PURPOSES

The purpose of the Library is to operate a public library to serve the residents of the Bloomfield Central School District in Ontario County, State of New York.

ARTICLE III
MEMBERSHIP

The corporation shall have no members.

ARTICLE IV
BOARD OF TRUSTEES

1. Powers. All powers of the Library shall be vested in the Board of Trustees ("Board"). The Board shall be authorized to take any actions in furtherance of the Library's purposes, and make all rules, regulations, and policies for the transaction of the business of the Library, not inconsistent with law, its charter, and these By-laws.

2. Composition. The Board shall consist of five (5) trustees, elected or appointed in accordance with law and these By-laws.

3. Election and Qualification. A candidate for election or appointment as trustee must be a legal resident of the Bloomfield Central School District of Ontario County, New York (the "District"), and must be

a qualified voter of the District, and must otherwise meet the requirements for election as a trustee outlined in applicable provisions of the Education Law. Trustees shall be elected by the voters of the District in accordance with those provisions.

4. Terms.

a. Except as otherwise provided by these By-laws, a trustee's term of office shall be three (3) years. The terms of office of the Trustees have staggered end dates so that not more than three (3) trustees' terms shall expire in any year.

b. Trustees elected to fill a vacancy caused by the resignation, death, or removal of a Trustee shall serve the balance of the term of the trustee whom they have been elected to replace.

c. Elected trustees shall assume their duties on July 1st next following their election and qualification, or as soon thereafter as they may be able to take the oath of office, and shall serve until June 30th of the last year of their term; provided, however, that a vacancy occurring by reason of the resignation, removal or death of a serving trustee shall be filled by the Board until the next regularly scheduled election, in accordance with the provisions of Section 5 of this Article, and any such person appointed to fill a vacancy on the Board shall take office following their appointment and qualification, or as soon thereafter as they may be able to take the oath of office.

d. At any election where more than one trustee vacancy is being filled, and where one or more persons are to be elected for a full term or terms, and one or more persons are to be elected for the unexpired portion of a term or terms, the candidate receiving the highest number of votes shall be entitled to the longest term and the candidates receiving the next highest number of votes shall be entitled, in decreasing order of the respective numbers of votes, to the several vacancies, in decreasing order of the length of such terms or unexpired portions of terms.

e. Each Trustee is required to file a notarized Oath of Office form within 30 days of commencing the term of office for which they are chosen according to Public Officer's Law §30(1)(h). Oaths of Office will be administered at an open meeting and mailed to the Ontario County Clerk's Office within the designated timeline. In the case of an appointment, a notarized confirmation letter from the Board President will accompany the Oath of Office.

5. Vacancies. A vacancy occurring among the elected members of the Board shall be temporarily filled by the affirmative vote of the majority of the remaining trustees. A person so appointed shall assume his or her duties at the meeting at which he or she is appointed by the Board, and shall serve until a successor is duly elected and qualified.

6. Attendance. Any trustee who is absent from three (3) consecutive Board meetings and/or four (4) meetings of the total number of meetings held by the Board in any given year, shall be deemed to have resigned as a trustee if such absences are determined by majority vote of the trustees then in office to have been without reasonable cause.

7. Resignation. Any trustee may resign at any time by submitting his or her resignation in writing to the President or Secretary of the Board. Such resignation shall be effective upon receipt unless another date is specified therein.

8. Compensation of Trustees and Officers. No trustee or officer shall receive, directly or indirectly,

any compensation or other payment from the Library unless authorized by the concurring vote of two-thirds of all trustees then in office and in no event shall any compensation or payment be paid or made except reasonable compensation for services actually rendered or reimbursement for disbursements actually incurred. A trustee or officer with an interest, direct or indirect, in any contract relating to the operation of the Library or in any contract for furnishing supplies thereto shall disclose such interest at or before the meeting at which approval of such contract is to be considered. The Library shall not enter into such contract unless doing so is authorized by a majority of the trustees then in office, excluding the interested trustee.

9. Collective Authority. Governance authority and accountability lie with the Board as a whole. Under New York State law, a library board has broad authority to manage the affairs of the library, but it is a collective authority. Individual trustees, regardless of their position on the Board, do not have the power to command the services of a library staff member, nor to speak or act on behalf of the library, unless they have been specifically granted that authority by a vote of the Board.

ARTICLE V
OFFICERS AND THEIR DUTIES

1. Officers and Election. The officers of the Library shall be the President, Vice President, Vice President for Finance, and Secretary, each of whom shall be elected annually, for a one-year term by majority vote at the Annual Meeting, upon nominations from the floor, and will continue to serve until a replacement is elected at the next Annual Meeting, or they are removed. Only trustees of the Library may serve as officers.

2. Vacancies. Any vacancy in a Library office, except the presidency, shall be filled by majority vote of the remaining trustees then in office, upon a nomination from the floor. Any officer so elected shall serve for the balance of the unexpired term of his or her predecessor.

3. Duties.

a. President. The President shall preside at all meetings of the trustees, and shall ensure appropriate Board representation at presentations of information to individuals or organizations that provide funds to the Library. He or she shall have such powers and exercise such duties as are required by these By-Laws or as are commonly incident to the office of President of a New York educational corporation. The President is the official spokesperson for the Board of Trustees.

b. Vice President. In the absence of the President, the Vice President shall serve in his or her stead, and shall perform such other appropriate duties as may be requested from time to time by the Board or the President. If the President shall resign, die, or be removed from office, the Vice President shall become the President for the balance of that person's unexpired term.

c. Vice President for Finance. The Vice President for Finance, with the assistance of the Treasurer as necessary, shall present a report of the Library's financial activities and condition to the Board as often as the Board may require; shall present the proposed expenditures of the Library to the Board for approval; shall prepare the Library's annual budget for the approval of the Board; and shall, in connection with annual independent audits, prepare and file an annual financial report with the Board. In the absence of the President and Vice President, the Vice President for Finance shall serve in his or her stead.

d. Secretary. The Secretary shall keep written minutes of the meetings of the Board and perform such other duties as may be required by the Board or the President. The Secretary may arrange to have meeting minutes recorded by another person at his/her discretion. In the absence of the Secretary from any meeting of the Board, the President may appoint a Secretary, pro tempore, for that meeting.

e. In the absence of the President, Vice President, and Vice President for Finance from a meeting of the Board, those trustees present shall elect a President, pro tempore, to preside at that meeting.

4. Removal. Any officer elected as provided in the By-Laws may be removed by a two-thirds vote of the trustees then in office when, in their judgment, the best interest of the Library will be served by such removal.

5. Resignation. Any officer may resign his or her office at any time, by written notice to the President, Vice-President, or Secretary of the Board of Trustees. Such resignation shall be effective upon receipt unless another date is specified therein. The resignation by a trustee from an office on the Board shall not be construed as a resignation of the trustee as trustee, unless such resignation is also tendered in accordance with Article IV, section 7 of these By-laws.

ARTICLE VI
MEETINGS

1. Annual Meeting. The Annual Meeting of the Board shall be the next regular meeting after July 1st in each calendar year. It shall be held at such time and place as the trustees shall determine.

2. Regular Meetings. Regular meetings of the Board shall be held at least monthly, at such times and places as the trustees shall determine; provided, however, that the Annual Meeting of the Board shall, for purposes of this section, be deemed to be the regular meeting of the Board in and for the month in which such Annual Meeting is held.

3. Special Meetings. Special meetings of the Board shall be held at the call of the President, on his or her own initiative or upon the written request of two (2) or more members of the Board. Such meeting shall be held as soon as practicable after notice is given to all Board members in accordance with Section 4 of this Article. The agenda of a special meeting shall be limited to the specific items outlined in the notice for the meeting.

4. Notice of Meetings. Public Notice of all Board meetings shall be given in accordance with the open meetings provisions of the Public Officers Law.

5. Waiver. Attendance of a trustee at any meeting shall constitute a waiver of notice of such meeting except when a trustee member, as applicable, attends for the express purpose of objecting to the transaction of any business on the basis that the meeting is not lawfully called or convened. A trustee may also waive notice of any meeting in a writing delivered to the Secretary at or before such meeting.

6. Quorum.. A majority of the whole Board (including vacancies), present, shall constitute a quorum for the purpose of transacting business at all meetings of the Board. A majority of the duly appointed members of any committee, present in the same manner, shall constitute a quorum for the purpose of transacting the business of the committee. In the absence of a quorum, the chair of the meeting shall

adjourn the meeting to another time. Notice of such adjournment shall be given to all trustees or committee members, as applicable, not in attendance at the adjourned meeting.

7. Parliamentary Authority. The Library shall utilize the current edition of Robert's Rules of Order, Newly Revised as its parliamentary authority and agrees, to the extent possible, to follow its guidelines in the conduct of its business.

8. Open Meetings. In accordance with the New York State Open Meetings Law, all meetings of the Board are open to the public. Executive sessions may be called and held when necessary as appropriate. Every Executive Session must first be approved in an open meeting by a majority vote and the purpose of the session recorded in the minutes of the open meeting.

9. Action of the Board. Except as otherwise required by law or these By-laws, no action of the Board shall become effective unless three (3) or more trustees shall affirmatively vote in favor of it. Voting by proxy shall not be permitted.

ARTICLE VII
APPOINTED EXECUTIVES

1. Library Director

a. Appointment. The Board shall appoint a Library Director, who shall be the executive and administrative officer of the library, acting on behalf of the Board and under its review and direction. The Board shall evaluate and fix the compensation of the Library Director annually, by June 30th.

b. Responsibilities. In accordance with the official Civil Service title specification for the position, the Library Director shall be responsible for the proper specification of duties of, the direction of, and the supervision of Staff and he or she shall possess the power and authority to appoint and remove all subordinate employees; for the care and maintenance of Library property; for adequate and proper selection of Library materials in keeping with stated policies established by the Board; for the effectiveness of Library service to the public; for operation within the Library budget; and for such other matters consistent herewith as may be identified by the Board from time to time. The Library Director or his/her designee

is the official spokesperson for the Library.

c. Board Meetings. The Library Director shall attend all meetings of the Board of Trustees and respond to questions from trustees. The Library Director shall give a report to the Board at all regular meetings. The Library Director may participate in the discussions at meetings of the Board and Committees and offer professional advice, but shall not have a vote.

2. Treasurer

a. Appointment. The Board shall appoint a Treasurer at the Annual Meeting, who shall be the financial officer of the library, acting on behalf of the Board and under its review and direction. The Treasurer shall not be a current trustee of the Library.

The Treasurer shall serve at the pleasure of the Board for a one-year term. The Treasurer may succeed himself or herself in office.

b. Responsibilities. The Treasurer shall have custody of the monies of the Library. He or she shall be responsible for collecting the debts owed to the Library; paying the obligations of the Library upon the approval of the Board; administering the budget of the Library in coordination with the Library Director; filing the Library's tax returns; and maintaining books and records in which are recorded the financial transactions and affairs of the Library.

c. Meetings. The Treasurer may be required, from time to time, to attend meetings of the Board and/or its committees and respond to questions from trustees.

ARTICLE VIII
COMMITTEES

1. Committees of the Board. The Board may, from time to time, create committees of the Board. The Board shall appoint three or more members of the Board to such committees and, except as otherwise provided by these By-laws, shall designate the Chair of each no later than the first regular meeting after the annual meeting.

2. Committees of the Corporation. The Board may create committees of the corporation for any other library purpose. The members of any such committee shall be appointed by the Board and may include trustees and one or more persons other than trustees. The Board shall also designate the chair of any such committee. No such committee shall have the authority to bind the Board.

3. Committee Records and Reports. Each Committee established in accordance with these By-Laws will keep written records of its meetings and activities, provide a copy of such records to the Secretary for inclusion in the permanent records of the Library, and report to the Board as often, and in such form, as the Board may require.

ARTICLE IX
FISCAL YEAR

The fiscal year of the Library shall commence on July 1st and end on the following June 30th.

ARTICLE X
INDEMNIFICATION

1. The Library shall indemnify, to the fullest extent permissible under Public Officers Law §18, any person, and the heirs and personal representatives of such person, against any and all judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred by or imposed upon such person, or in connection with, or resulting from any claim, action, suit or proceeding, whether civil or criminal, in which such person is a party or is threatened to be made a party by reason of such person being or having been a trustee, officer, employee or agent of the Library, or of another library, joint agent of the Library, or of another library, joint venture, trust or other organization in which such person serves as a director, officer, employee or agent at the request of the Library, or by

reason of such person being or having been an administrator or a member of any board or committee of the Library or of any such other organization, including, but not limited to, any administrator, board or committee related to any employee benefit plan.

To the fullest extent permissible under law, the Library may advance expenses incurred in defending a civil or criminal action, suit or proceeding to any such trustee, officer, employee or agent upon receipt of any undertaking by or on behalf of the trustee, officer, employee or agent to repay such amount, if it shall ultimately be determined that such person is not entitled to indemnification by the Library.

The foregoing right of indemnification and advancement of expenses shall in no way be exclusive of any other rights of indemnification to which any such person may be entitled, under any bylaw, agreement, vote of trustees or otherwise, and shall inure to the benefit of the heirs and personal representatives of such person. Any repeal or amendment of this Section 1 of Article X shall be prospective only and shall not adversely affect any right of protection of a person with respect to any act or omission occurring before the time of such repeal or modification.

2. The Library may purchase and maintain insurance on behalf of any person who is or was a trustee, officer, employee or agent of the Library, or is or was serving at the request of the Library as a trustee, officer, employee or agent of another Library, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of the person's status as such, whether or not the Library would have the power to indemnify such person against such liability under Public Officers Law §18.

ARTICLE XI
DISSOLUTION

Upon the dissolution of the Library, the Board shall, after paying or making provision for the payment of all of the liabilities of the Library, distribute the remaining assets in accordance with the provisions of the Education Law and Not-for-Profit Corporation Law of the State of New York.

ARTICLE XII
AMENDMENTS

These By-Laws may be amended, or be repealed, by a majority vote of the trustees then in office at any meeting of the Board, provided that written notice of the proposed change or repeal has been provided in writing to members of the Board at least ten (10) days before, or presented at the regular meeting before the meeting at which the proposed change(s) will be considered by the Board. The notice shall include the language of the proposed change(s) and a brief statement of the purpose(s) thereof.

These By-Laws shall also be subject to a mandatory review by the Board every five (5) years.

APPENDIX A.

SEXUAL HARASSMENT PREVENTION TRAINING

As supervisors of the Director of the Bloomfield Public Library, all members of the Board of Trustees shall complete sexual harassment prevention training annually.

Every employer in New York State is required to provide employees with sexual harassment prevention training. An employer that does not use the model training developed by the Department of Labor and Division of Human Rights must ensure that the training that they use meets or exceeds the following minimum standards. Model training materials are available to employers to download.

The training must:

- be interactive.
- include an explanation of sexual harassment consistent with guidance issued by the Department of Labor in consultation with the Division of Human Rights.
- include examples of conduct that would constitute unlawful sexual harassment.
- include information concerning the federal and state statutory provisions concerning sexual harassment and remedies available to victims of sexual harassment.
- Include information concerning employees' rights of redress and all available forums for adjudicating complaints.
- Include information addressing conduct by supervisors and any additional responsibilities for such supervisors.

All employees must receive training on an annual basis, starting October 9, 2018.

Mandatory annual sexual harassment prevention training does not count towards the two hours of mandatory annual trustee education as required by New York State Education Law Section 260-d and the Bloomfield Public Library Trustee Education Policy.

Adopted: November 14, 2022. Revised April 15, 2024. Adopted May 20, 2024,

Revised July 16th, 2024, October 19th, 2026

Reviewed 07/1/25, 07/20/26

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