

**By-Laws  
Of the  
Board of Trustees  
Of the  
Ballston Spa Public Library**

21 Milton Avenue  
Ballston Spa, NY, 12020  
(518) 885-5022

<http://bspl.sals.edu>

## **PREAMBLE**

The Board of the Trustees of the Ballston Spa Public Library, a municipal public library, hereafter designated as “The Board,” a corporation created by a charter granted by the University of the State of New York on (date). hereby enact the following By-Laws:

## **ARTICLE I**

### **NAME**

The name of the corporation is the Ballston Spa Public Library (the “Library”). The Library is a domestic education 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 Ballston Spa, New York

## **ARTICLE II**

### **BOARD OF TRUSTEE MEMBERSHIP**

The library shall be governed by a Board of Trustees, composed of five members, one of whom is appointed to serve a 5-year term, without term limits.

The duties and responsibilities are:

- a. To establish all library policies not conflicting of the Ballston Spa Village Board; such policies shall be adopted with the advice and consent of the Librarians.
- b. To attend a minimum of seven (7) meetings the Library Board per year. If a meeting cannot be made, contact via telephone or e-mail should be made to the Librarian or another Board member. Any Trustee who is absent from three (3) consecutive Board 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.
- c. To serve on any committee appointed by the Library Board President. New members of the Board are recommended by the existing Library Board, subject to the approval of the Ballston Spa Village Board. New Board members must execute the Oath of Office shortly after being appointed.

Each Library Board member shall submit his or her resignation to the President of the Library Board by giving 30 days notice thereof. The resignation shall then be transmitted to the Ballston Spa Village Board.

### **ARTICLE III OFFICERS**

The officers shall be: President, Secretary, and Treasurer who shall be elected at the annual Board meeting in March.

- a. The President shall preside at each meeting of the Ballston Spa Library Board. In addition, he/she will be the liaison member with the Ballston Spa Village Board.
- b. The Secretary shall give any required notices of the meetings of the Library Board. The Secretary may ask the Librarian or Library Assistants for any clerical help necessary in the performance of said duties.
- c. The Treasurer shall be responsible for the funds of the Board and for all documents evidencing same. In addition, the Treasurer shall pay any bills approved by the Library Board. The Treasurer shall recommend any financial investments to the Library Board.

### **ARTICLE IV MEETINGS**

The annual meetings of the Board shall be held on the second Tuesday of March of each year. The regular meetings of the Board shall be on the second Tuesday of each month, and in the months of July and August if needed.

Special meetings may be called by the President at the request of any two Trustees. Four members shall constitute as quorum. The order of business shall be governed by Robert's Rules of Order. The Board shall operate in accordance with the Open Meetings Law (New York State Public Officers Law Article 7).

The order of business shall be:

- a. Call to order
- b. Approval of the prior meetings minutes
- c. Report of Treasurer

- d. Report of Library Director
- e. Reports of committees
- f. Old business
- g. New business
- h. Discussion
- i. Adjournment

## **ARTICLE V COMMITTEES**

The Library Board may set up any committees or working groups, as necessary for the efficient running of the Library.

## **ARTICLE VI CONFLICT OF INTEREST**

Board members may not in their private capacity negotiate, bid for, or enter into a contract with the Ballston Spa Public Library in which they have a direct or indirect financial interest.

A board member shall withdraw from Board discussion, deliberation, and vote on any matter in which the Board member, an immediate family member, or an organization with which the Board member is associated has a substantial financial interest.

A board member may not receive anything of value that could reasonably be expected to influence his or her vote or other official action.

## **ARTICLE VII DUTIES OF THE LIBRARIAN**

The duties of the Librarian shall be as follows:

- To take charge of the library and be responsible for the care and safety of the collection and other public property contained therein.

- To submit to the Board of Trustees appropriate measures for the proper management of the Library.
- To make available to the Board of Trustees pertinent reports or data released by other library associations.
- To obtain pertinent public documents for the Library.
- To order all necessary materials, print and audiovisual materials, for the Library.
- To keep a list of monetary donations to the Library, stating the name of the donor, and the date when the donation was received.
- To arrange for the classification and cataloging of library materials.
- To define and supervise the job performance of the employees of the Library and to report to the board any dereliction of duty.
- To prepare library reports and relay them to the Board of Trustees.
- To discharge such other duties as may be required of a Librarian.

## **ARTICLE VII INDEMNIFICATION**

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 prior to the time of such repeal or modification.

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 IX AMENDMENTS**

These By-Laws may be amended by a majority vote of the Board of Trustees, provided that a written notice of the amendment is submitted to each member of the Board at least 30 days prior to the regular or special meetings.

Approved by the Board of Trustees December 13, 2022