

**BY-LAWS of  
MARCELLUS FREE LIBRARY (MFL)**

**A MEMBER LIBRARY OF  
THE ONONDAGA COUNTY PUBLIC LIBRARY**

Preamble

The Board of Trustees of the Marcellus Free Library, a corporation governed by Section 253 of the New York State Education Law, granted charter by the Board of Regents of the State of New York, dated 1914, shall be governed by the laws of New York State, the regulations of the Commissioner of Education and by the following by-laws.

Section 1. Name and Purpose

The name of the organization shall be the Marcellus Free Library (hereafter "MFL" or "the Library"). The purpose of the organization is to provide superior library service to all individuals, primarily to those residing in the Marcellus Central School District.

Section 2. Board of Trustees:

The business and affairs of the MFL shall be managed and controlled by its Board of Trustees. The Board shall possess all powers, duties, privileges and responsibilities accorded to Trustees of Public Libraries by New York Education Law, Rules of the Board of Regents and Regulations of the Commissioner of Education. The Board shall be comprised of no less than 5 nor more than 25 Trustees elected by the membership of the MFL, with a total of 9 voting positions.

Each Trustee shall hold office for a period of 3 years, so that as nearly as possible the terms of one-third of the members of such Board shall expire annually. No trustee shall hold office consecutively for more than two full terms. Exceptions to the two-term tenure of Board members shall require the affirmative vote of two-thirds of all trustees, not just of quorum. Vacancies which occur for reasons other than expiration of term shall be filled for the balance of the unexpired term by the Board of Trustees. No staff member of the MFL shall be eligible for the office of MFL Trustee.

Section 3. Election of Trustees

Newly elected members shall take office at the first meeting following the annual meeting. Eligibility for office shall be limited to adults residing or owning property within the geographical limits of the Marcellus Central School District throughout their term of service.

Section 4. Absenteeism:

Trustees are expected to attend meetings regularly. If any Trustee shall fail to attend three consecutive meetings without excuse accepted as satisfactory by the Trustees, he shall be deemed to have resigned, and the vacancy shall be filled.

#### Section 5. Officers:

The officers of the MFL Board shall be a President, a Vice-President, a Treasurer and a Secretary, all of whom shall be elected annually by the Trustees and shall hold office at the pleasure of the Trustees. Any officer may be removed from office in accordance with Section 226 of the New York State Education Law. Vacancies occurring among any of the foregoing officers shall be filled by a majority vote of the Trustees, except that the Vice-President will automatically become President if the Presidency becomes vacant. Anyone filling a vacancy will only do so during the unexpired portion of the term of the person leaving office. The Board will appoint such other officers and employees with such powers and duties as it shall deem necessary.

#### Section 6. President:

The President shall preside at all meetings of the MFL. The President shall cast one vote only to break a deadlock, when the Board takes action on resolutions, motions and elections. The President shall act as or designate the official spokesperson for the Board.

#### Section 7. The Vice-President:

The Vice-President shall, in the absence or disability of the President, exercise the powers and perform the duties of the President. The Vice-President shall also perform such duties as shall be prescribed by the Trustees.

#### Section 8. Secretary:

The Secretary shall keep the minutes of all proceedings of the Trustees and the meetings of the Executive Committee, shall attend to the giving and serving of all notices and shall perform all other duties incident to the office of Secretary.

#### Section 9. Treasurer:

The Treasurer shall receive, hold and pay out the funds of the Library under the direction of the Trustees. The Treasurer shall keep an accurate account of every receipt and expenditure, with the date, purpose and amount, and report at the annual meeting and whenever required by the Trustees. The Treasurer shall perform all other duties prescribed by the Trustees.

In the absence or inability of the Treasurer, the Treasurer's duties shall be performed by such other members of the Board as the Board may designate.

#### Section 10. Executive Committee

An Executive Committee shall be comprised of the President, the Vice-President, the Treasurer and the Secretary, the majority of whom shall constitute a quorum. The President shall appoint Trustees to fill any vacancies as may occur in the Executive Committee. The Executive Committee shall be empowered to act on behalf of the MFL only where emergency action is required in intervals between meetings of the Trustees, reporting such action to the Board for approval or disapproval at its next regular meeting. The Executive Committee cannot initiate and implement new policy on behalf of the MFL.

#### Section 11. Committees:

With the advice and consent of the Board, the following standing committees shall be appointed by the President each January to serve for one year: Building and Maintenance, Finance, Personnel and Policy, and Development. A nominating committee shall be appointed by the President no later than three months prior to the Annual Meeting, which will present a slate of officers and names of candidates for new trustees. Additional officer nominations may be made from the floor. Ad hoc committees may be appointed by the President with the advice and consent of the Board. No committee will have other than advisory powers unless, by suitable action of the Board, it is granted specific power to act. The President shall be an ex officio member of all committees.

#### Section 12. Business Meetings:

Business meetings will be held monthly at a date set by the Board. If a regularly scheduled meeting cannot be held for any reason, business scheduled for that meeting shall be transacted at the next regularly scheduled meeting or special meeting. Written notice shall be given no less than 5 days in advance of meetings by the Secretary.

#### Section 13. Special Meetings:

Special meetings of the Board may be called by the President, and must be called upon the receipt of written request by three members. Notice of special meetings shall be given to each Trustee no less than 5 days prior to such meeting, except in emergencies as determined by the President.

#### Section 14. Conduct of Meetings:

Proceedings shall be conducted in the manner usual in deliberative bodies, and, when not contrary to these rules, according to the latest edition of Roberts' Rules of Order. A majority of the Board of Trustees shall constitute a quorum. A majority of affirmative votes will be required to adopt all resolutions and motions and to elect officers.

#### Section 15. Director:

The Director shall be appointed by and serve at the pleasure of the Board of Trustees. The Director shall faithfully execute Board policy, administer the MFL, protect MFL's property and provide library service to the public. The Director shall perform all other duties outlined in the job description.

#### Section 16. Election of officers:

The President, Vice-President, Treasurer and Secretary of the Board shall be elected at the January meeting for a one-year term from a slate selected by the Nominating Committee and presented at the December meeting, as well as from candidates who may have been nominated by other Trustees at the January meeting.

#### Section 17. Fiscal Year:

The Fiscal Year of the MFL shall begin January 1 and end December 31.

#### Section 18. Depositories:

The private funds of the MFL shall be deposited in such bank or banks as may be designated by the Board, and checks drawn against such funds shall be signed by either the President or the Treasurer of the Board.

MFL may maintain a restricted fund balance for any specific financial need, including an endowment to support a sustainable financial foundation for the Library. The Library may stipulate restricted funds for capital purchases or future library projects which may not be sustained in the Library's operational budget. The total amount of any restricted fund balance shall be determined no less than annually by majority vote of the Board of Trustees. The Board of Trustees may at any time elect to increase or decrease the amount of the restricted fund balance by majority vote without regard to the investment performance of the restricted funds.

#### Section 19. Budget:

After the adoption of the budget, any major changes or requests for the transfer of funds from the operating budget must have the approval of the Board at a regularly scheduled meeting or at a special meeting called for that purpose.

The Board of Trustees shall, at the first business meeting of the year, designate one or more board members as liaison between the Board and its financial advisers. This liaison shall be empowered, upon the advice of the Library's financial advisers, to add, transfer, or withdraw money within existing accounts, providing these transactions are deemed in the best interest of the financial stability of the Library.

The liaison shall be accountable to the Board and shall make a complete reporting of transactions at the Board meeting immediately following such transactions.

The liaison serves at the discretion of the Board and may be changed at any time by majority vote of the Board.

Section 20. Proposal, Motions, etc.:

Any proposal or motion brought before the Board which involves MFL policy must be tabled until the next regularly scheduled meeting or until a special meeting is called for the purpose of acting on the particular proposal or motion in question, thus giving Board members time for due consideration of the proposal or motion.

Section 21. Amendments:

Amendments to these By-Laws may be made by a majority plus one of affirmative votes of the members of the Board at a regular or special meeting, provided the proposed amendments were submitted at the immediately previous regular meeting of the Board.

Section 22. Effective Date:

These By-Laws will become effective immediately upon adoption by the MFL Board of Trustees.

Revised:

Jan. 29, 1987  
Apr. 04, 1989  
Jun. 06, 1989  
Nov. 01, 2007  
Jan. 27, 2011  
Oct. 04, 2018  
Apr. 04, 2019  
Jun. 06, 2019  
Oct. 10, 2019  
Mar. 09, 2023