

James Prendergast Library

Board of Trustees Meeting

December 15, 2022

Board members in attendance (in person or virtual):

Dan Hickman
Ned Lindstrom
Cassie Blakeslee
Michael Corey
Joni Blackman
Jessica Carr
Frank Corapi
Mary Zdrojewski

Absent: Judy Long

Staff Present: Anne Greene, Jenn Champ

Public: Cindy Johnson, Matt Mancuso

Meeting Called to order at 5:18 PM by President Dan Hickman

1. Public comment – None
2. Consent Agenda:
 - a. No changes or additions
 - b. Acceptance of minutes of the last meeting
 - i. Motion made by Joni Blackman *Y-8 N-0*
3. Directors Report - Anne Greene
 - a. Thanks to all of the community donations, we have been able to provide winter weather items to many of our patrons.
 - b. JHS English students visited the library last month again. This is an ongoing outreach program and we are excited to be working directly with more high school students. Staff are now planning their first visit to the high school, which will occur in January.
 - c. The library was awarded a \$4,000 grant from the Chautauqua Region Community Foundation to fund new furniture for our Conference Room on the second floor of the Library. This is why we are able to have the conference table for our meetings in the PCC.

- d. The Public Market Report is included in the Board Packet - we were the most popular site visited and had the most collaboration with promotion.

Increases:

Category	% Increased	November 2022	October 2022	Notes
Total Library Circulation	9.9%	144,568	131,513	
Total Database Usage	176.6%	935	338	
Total # of programs offered	0.00%	94	94	

Decreases:

Library Visits	-15.5%	7,370	8,725	
Total Computer Logins	-15.8%	1,068	1,268	
Total Reference Questions	-13.7%	8,484	9,834	
Total Program Attendance	-36.1%	1,037	1,375	

4. Treasurer’s Report: Mike Corey

- a. We received the \$350,000 from the Jamestown Public School district.
- b. Overall, our finances look good.
- c. We invested conservatively so we have not lost too much in our Endowment this year.
- d. Motion made to approve Treasure’s Report by Ned Lindstrom, second by Frank Corapi.
Y-8 N-0

5. Fundraising Committee Report: Cassie Blakeslee

- a. 2023 Fundraising Plan is similar to last year’s plan and it was solid. It has a lot of potential. The plan will need to be approved.
- b. Recommendation from Fundraising Committee to approve 2023 plan. *Y-8 N-0*

6. Strategic Planning Committee Report: Anne Greene

- a. A draft was given to the committee and a full progress report will be available at the January Board meeting.

7. Lease Committee: Mike Corey

- a. Discussion with CCLS Lease Committee will occur after the first of the year.
8. Nominating Committee Report: Cassie Blakeslee
- a. New Board Member Candidates:
 - i. Cindy Johnson (to complete Elizabeth Margarito's uncompleted term from 1/22-12/24 - Liz Left 9/2022): 1/23-12/24
 - ii. Matt Mancuso (to complete Abbey Soffel's uncompleted term from 1/22-12/24 - Abbey left 11/2022): 1/23-12/24
 - iii. Nominating Committee recommends that both, Cindy Johnson and Matt Mancuso be voted on for membership. *Y-8 N-0*
 - b. Election of Trustees:
 - i. Ned Lindstrom (third term)
 - ii. Cassie Blakeslee (second term)
 - iii. Mary Zdrojewski (second term)
 - iv. Judy Long (Judy completed Maggie Scorse's term from 1/21-12/22): 1/23-12/25
 - v. Election of Trustees *Y-8 N-0*
 - c. Election of Slate of Officers:
 - i. President - Dan Hickman
 - ii. Vice President - Ned Lindstrom
 - iii. Treasurer - Michael A. Corey
 - iv. Secretary - Cassie Blakeslee
 - v. Motion made by Cindy Johnson, second by Frank Corapi. *Y-10 N-0*
 - d. Resolution for authorized check signers: Anne Greene
 - i. The James Prendergast Library Association Board of Trustees approves the following resolution Regarding Authorized Signatures for Bank Accounts:

Effective January 1, 2023, only the following people will be allowed to sign checks for JPLA bank accounts at Northwest Bank:

 1. Dan Hickman – President
 2. Ned Lindstrom - Vice President
 3. Michael A. Corey – Treasurer
 4. Kathleen Blakeslee – Secretary
 5. Anne Greene – Executive Director
 6. Tracy Hewitt - Business Office Manager only allowed to sign checks from the Special Account.

- ii. Motion made by Mike Corey, second by Matt Mancuso. *Y-10 N-0*
- e. JPLA Board Committee Job Descriptions: Anne Greene
 - i. Board committee job descriptions that will all need approval:
 - Building Committee
 - Executive Committee
 - Finance Committee
 - Fundraising Committee
 - Nominating Committee
 - Strategic Planning Committee
 - ii. Motion made by Cindy Johnson, second by Frank Corapi to approve all committee job descriptions. *Y-10 N-0*

9. New Business:

- a. Lost and Found Policy:
 - i. No changes made to this policy.
- b. Draft Programming Policy:
 - i. This is a new policy due to the significant increase in programs and attendance.
- c. Open Meetings Law Changes – Procedures and Changes:
 - i. We have established procedures (see Addendum A) and need to pass a resolution (see Addendum B) regarding this change in order to use videoconferencing.
- d. Motion made to approve both policies, adopt procedures, and pass a resolution by Joni Blackman, second by Mike Corey. *Y-10 N-0*

10. Unfinished Business:

- a. Amendments to Bylaws for approval - Amendment were given to the Board of Trustees at the November 17, 2022 Board of Trustees Meeting:
 - i. See Addendum C for amendments to the Bylaws – additions are highlighted in red.
- b. Motion made to approve additions to the Bylaws by Frank Corapi, second by Mary Zdrojewski. *Y-10 N-0*
- c. Building Committee Report on outdoor lights: Jennifer Champ

- i. Work is in progress to create landscaping around the light fixtures. The lights are part of the patio project that is grant funded - the lights are both economical and ecofriendly.

11. Next meeting is January 19, 2023.

12. Meeting called to a close at 6:15 pm by Joni Blackman. *Y-10 N-0*

Addendum A

James Prendergast Library Procedures for Board Member Videoconferencing Pursuant to Public Officers Law § 103-a

In compliance with Public Officers Law (POL) § 103-a(2)(a), the James Prendergast Library, following a public hearing, authorized by resolution on December 15, 2022 the use of videoconferencing as described in POL § 103-a.

The following procedures are hereby established to satisfy the requirement of POL § 103-a(2)(b) that any public body which in its discretion wishes to permit its board members to participate in meetings by videoconferencing from private locations – under extraordinary circumstances – must establish written procedures governing board member and public attendance.

1. James Prendergast Library board members shall be physically present at any meeting of the James Prendergast Library unless such board member is unable to be physically present at one of the designated public meeting locations due to extraordinary circumstances.
2. For purposes of these procedures, the term “extraordinary circumstances” includes disability, illness, caregiving responsibilities, or any other significant or unexpected factor or event which precludes the board member’s physical attendance at such meeting.
3. If a board member is unable to be physically present at one of the designated public meeting locations and wishes to participate by videoconferencing from a private location due to extraordinary circumstances, the board member must notify the Board of Trustees President no later than four business days prior to the scheduled meeting in order for proper notice to the public to be given. If extraordinary circumstances present themselves on an emergent basis within four days of a meeting, the James Prendergast Library shall update its notice as soon as practicable to include that information. If it is not practicable for the Board of Trustees to update its notice, the James Prendergast Library may reschedule its meeting.
4. If there is a quorum of board members participating at a physical location(s) open to the public, the James Prendergast Library may properly convene a meeting. A board member who is participating from a remote location that is not open to in-person physical attendance by the public *shall not* count toward a quorum of the James Prendergast Library but may participate and vote if there is a quorum of board members at a physical location(s) open to the public.
5. Except in the case of executive sessions conducted pursuant to POL § 105, the James Prendergast Library shall ensure that its board members can be heard, seen, and identified while the meeting is being conducted, including but not limited to any motions, proposals, resolutions, and any other matter formally discussed or voted upon. This shall include the use of first and last name placards physically placed in front of the board members or, for board members participating by videoconferencing from private locations due to extraordinary circumstances, such board members must ensure that their full first and last name appears on their videoconferencing screen.
6. The minutes of the meetings involving videoconferencing based on extraordinary circumstances pursuant to POL § 103-a shall include which, if any, board members participated by videoconferencing from a private location due to such extraordinary circumstances.
7. The public notice for the meeting shall inform the public: (i) that extraordinary circumstances

videoconferencing will (or may) be used, (ii) where the public can view and/or participate in such meeting, (iii) where required documents and records will be posted or available, and (iv) the physical location(s) for the meeting where the public can attend.

8. The James Prendergast Library shall provide that each open portion of any meeting conducted using extraordinary circumstances videoconferencing shall be recorded and such recordings posted or linked on the James Prendergast Library website within five business days following the meeting, and shall remain so available for a minimum of five years thereafter. Such recordings shall be transcribed upon request.

9. If board members of the James Prendergast Library are authorized to participate by videoconferencing from a private location due to extraordinary circumstances, the James Prendergast Library shall provide the opportunity for members of the public to view such meeting by video, and to participate in proceedings by videoconference in real time where public comment or participation is authorized. The James Prendergast Library shall ensure that where extraordinary circumstances videoconferencing is used, it authorizes the same public participation or testimony as in person participation or testimony.

10. Open meetings of the James Prendergast Library conducted using extraordinary circumstances videoconferencing pursuant to the provisions of POL § 103-a shall utilize technology to permit access by members of the public with disabilities consistent with the 1990 Americans with Disabilities Act (ADA), as amended, and corresponding guidelines. For the purposes of this guideline, “disability” shall have the meaning defined in Executive Law § 292.

11. The in-person participation requirements of POL § 103-a(2)(c) shall not apply during a [state disaster emergency declared by the governor pursuant to Executive Law § 28 or a local state of emergency proclaimed by the chief executive of a county, city, village or town pursuant to § 24 of the Executive Law] if the James Prendergast Library determines that the circumstances necessitating the emergency declaration would affect or impair the ability of the James Prendergast Library to hold an in-person meeting.

12. These procedures shall be conspicuously posted on the James Prendergast Library website.

**James Prendergast Library
Board Member Videoconferencing Resolution
Pursuant to Public Officers Law § 103-a**

WHEREAS, by passing Chapter 56 of the Laws of 2022 (“Chapter 56”), the New York State Legislature amended Section 103 of the Open Meetings Law; and

WHEREAS, Chapter 56 adds Section 103-a of the Open Meetings Law, permitting the James Prendergast Library to authorize its members to attend meetings by videoconferencing under extraordinary circumstances; and

WHEREAS, Section 103-a(2)(a) requires the James Prendergast Library to adopt a resolution following a public hearing authorizing the limited use of videoconferencing under such circumstances; and

WHEREAS, Section 103-a(2) allows for hybrid meetings by requiring “that a minimum number of members are present to fulfill the public body’s quorum requirement in the same physical location or locations where the public can attend”; and

WHEREAS, Section 103-a(2)(c) requires that members be physically present at any such meeting “unless such member is unable to be physically present at any such meeting location due to extraordinary circumstances . . . including disability, illness, caregiving responsibilities, or any other significant or unexpected factor or event which precludes the member’s physical attendance at such meeting”; and

WHEREAS, in accordance with Section 103-a(2)(d), any members attending by videoconference must, excerpt during executive session, be “heard, seen and identified, while the meeting is being conducted, including but not limited to any motions, proposals, resolutions, and any other matter formally discussed or voted upon”; and

WHEREAS, Section 103-a(2)(g) requires that any meeting where a member attends by videoconference be recorded, posted to the James Prendergast Library webpage within five business days, and transcribed upon request; and

WHEREAS, Section 103-a(2)(h) requires that members of the public be permitted to attend and participate, if authorized, in any meeting by videoconference when a member attends by videoconference.

BE IT RESOLVED, that the James Prendergast Library authorizes its members who experience an extraordinary circumstance, as described above and further defined by any rules or written procedures later adopted, to attend meetings by videoconference: (i) as long as a quorum of the members attend in-person at one or more locations open to the public; (ii) as long as the member can be seen, heard, and identified while the open portion of the meeting is being conducted; and (iii) as otherwise permitted under Chapter 56 of the Laws of 2022; and be it further

RESOLVED, that the James Prendergast Library shall create written procedures further governing its use of videoconferencing by its members in compliance with Chapter 56 of the Laws of 2022.

JAMES PRENDERGAST LIBRARY ASSOCIATION
BY-LAWS
AS AMENDED

I. Adoption and Amendments

These by-laws, adopted by the Board of Trustees September 10, 1952, are in accordance with the Charter of the James Prendergast Library Association. They may be amended or changed only by a 2/3rds vote of all of the members of the Board. The proposed changes will be presented and reviewed at one meeting and voted on at the next scheduled or special meeting. All amendments or changes of such by-laws must be in accordance with the charter, as amended, of said Association.

II. Board of Trustees

a. Number

The number of trustees shall not be less than seven nor more than fifteen. The trustee's term of office shall be for three years. At the expiration of his/her term of office a trustee shall be eligible for re-election. No trustee may serve more than nine successive years. The board shall maintain two thirds or more of its members to be residents of the Jamestown School District. If the number of board members is not divisible by three then the board shall maintain over two thirds of its members be residents of the Jamestown City School District. There shall also be one non-voting high school student liaison trustee member who will be chosen annually for a one-year term by the Library Board from applications received.

b. Nomination and Election

The Board Governance Committee shall present a slate of trustee members for election to the Board at the annual meeting. The newly elected trustees shall take office at the first meeting following the annual meeting. The Board Governance Committee shall review the two thirds residential requirement when replacing board members or board vacancies to ensure the two thirds residency requirement is in compliance.

c. Vacancies

Any vacancy occurring in the Board of Trustees and any position to be filled by reason of an increase in the number of Trustees may be filled upon recommendation of a qualified candidate by the Board Governance Committee by the affirmative vote of the majority of the Board. A Trustee elected to fill the vacancy shall be elected for the unexpired term of his/her predecessor in office.

d. **Mandated Trustee Education Requirements**

All Board members are required to complete a minimum of two hours of trustee education annually, from a provider approved by the commissioner on the financial oversight, accountability, fiduciary responsibilities and the general powers and duties of a library

trustee. Such trustee education may be delivered online or in person, and may include lectures, workshops, regional or national library association programs, or any other format approved by the commissioner.

e. Resignations

A Trustee may resign at any time by filing a written resignation with the President of the Board.

f. Removal

Any Trustee may be removed from office with (or without cause) by a two-thirds (2/3) vote of all Trustees then in office (or present at meeting), at any regular or special meeting of the Board, if the meeting notice includes such purpose. The Trustee shall be given an opportunity to be heard and the matter considered by the Board at the time and place mentioned in the notice.

III. Annual Meeting

The annual meeting of the trustees shall be held in December of each year, at which time trustees and officers shall be elected or appointed according to these by-laws and the Charter of the Association. At least five days written notice shall be given to all trustees as to the time and place of the annual meeting.

IV. Officers

The officers of the Association shall be a President, a Vice-President, a Secretary a Treasurer and an Assistant Secretary-Treasurer elected or appointed according to the requirements of the Charter. All officers shall be elected from the membership of the Board of Trustees. The term of office of said officers shall be established by resolution of the trustees, and said trustees holding such offices shall not receive any compensation for their services,

V. Duties of Officers

The President shall preside at all meetings of the Board of Trustees and act as the chief executive officer in the governance of the library. The Vice-President shall act in the absence or disability of the President. The Secretary shall keep an accurate record of the proceedings of the Association, shall be the custodian of its seal and all legal and other papers. Such records may be placed in the library building for permanent record. The Treasurer, or his or her designee, shall oversee receipt of all funds of the Association and deposit them in such banks as shall be designated by the trustees. The Secretary and the Treasurer shall, at stated intervals, make such reports to the President and Trustees, as they request or require. The Assistant Secretary-Treasurer, shall aid the Secretary and Treasurer and perform such other duties as prescribed by the trustees.

All checks and vouchers shall be signed by two of the officers or one officer of the Association

and a staff member as designated by the Board of Trustees.

VI. Meetings

There shall be no less than ten meetings a year of the trustees on such date as the trustees may establish. A quorum shall consist of a simple majority of the elected trustees. If a quorum is not present, a less number can adjourn the meeting to a date named, or without date.

Special meetings may be called by the President, or by a majority of the Trustees.

a. Attendance

Any member who misses three unexcused meetings will receive a letter from the Board President reminding the Board member that regular attendance is a responsibility of all Trustees and that those unable to attend regularly should consider resigning from the Board. In the event of illness or other extenuating circumstance, exceptions to this provision may be made by the Executive Committee.

VII. Disbursements

Before payment, all bills approved by the trustees, except that salaries established by the trustees may be paid, and except that bills for regular utility services may be paid to save discounts.

VIII. Committees

The President may at any time appoint committees or task forces to perform such duties as he/she may assign. All Board members must serve on one or more committees. In addition to any Committees created by the Board from time to time, there shall be the following Committees:

- a. Executive Committee
- b. Finance Committee
- c. Fundraising Committee
- d. Building Committee
- e. Strategic Planning Committee

IX. Director

The Director of the Library shall be considered the executive officer of the Library and shall have sole charge of the administration of the Library under the direction and review of the Board. The Director shall be held responsible for the care of the building, grounds, and equipment; for the employment and direction of the staff; for the efficiency of the Library's services to the public; for the operation of the Library under the financial conditions set forth in the annual budget.

The Director shall be considered an ex-officio officer of the Board and shall take part in their deliberations but shall have no vote. The Director shall attend all board meetings (except those at

which his/her appointment or salary is to be discussed). Should the Director be unable to attend a board meeting, his/her designee shall attend and take part in board deliberations.

X. Indemnification

Each trustee and officer of the Association shall be indemnified by the Association against any and all claims and liabilities to which he may become subject to, or for acts alleged to have been committed, omitted, or neglected by him in his capacity as a trustee or officer; and the Association shall reimburse each trustee or officer for all legal expenses reasonably incurred in connection with the defense of claims or liabilities, provided, that no trustee or officer shall be indemnified against, nor reimbursed for, expenses incurred in connection with claims or liabilities arising out of willful misconduct or gross negligence.

This right of indemnification shall not be exclusive of any rights to which a trustee or officer of the Association may otherwise be entitled by law.

XI. Amendments

Amendments to the above bylaws may be proposed at any regular meeting but shall become effective only after a favorable vote at a subsequent meeting.

Compiled: December, 1969

Amended: November 20, 1986
December 15, 1994
October 22, 1998
January 19, 2012
June 21, 2012
October 15, 2020
December 17, 2020
May 15, 2022
December 15, 2022