

Item: WLS Bylaws & Gift Acceptance Policy Revisions

Background: From discussions of the Nominating-Board Development Committee and the WLS Board regarding requirements for the attendance of WLS Trustees at regular Board Meetings, the Governance Committee was asked to review the WLS Bylaws.

In addition, a question about stock gifts was referred to the Governance Committee to ensure that the WLS Policy #15 re Gift Acceptance reflects current acceptable practices.

Status: The Governance Committee met on October 25th and discussed the above-mentioned issues. Ms. Draper was asked to prepare revised documents to clarify the process.

The Committee is recommending edits to the Bylaws Article I. TRUSTEES, Section 5 to change the maximum absences from three consecutive meetings to three meetings during a calendar year as grounds for requesting replacement of a trustee. Another edit was to Article VI. COMMITTEES to no longer list the names of the Standing Committees.

The Committee is also recommending a revision to WLS Policy #15 re Gift Acceptance to reflect that all marketable securities will be sold promptly upon receipt.

Revised copies of both the Bylaws and WLS Policy #15 are attached. Additional text is shown as **blue bold** and deletions are shown as ~~blue~~ ~~strikeout~~. Per regular procedure, these documents are being presented a month in advance as Information Items with official approval to be sought at the following month's Board Meeting, which will be held in January 2019.

Any questions can be directed to Cathy Draper, Chair of the Governance Committee.

November 27, 2018

WESTCHESTER LIBRARY SYSTEM

PREAMBLE

The Board of Trustees of the Westchester Library System (WLS), hereafter designated as the Board, a corporation created by a charter granted by the University of the State of New York, November 21, 1958, hereby enacts the following Bylaws.

STATEMENT OF PURPOSE

WLS is a cooperative public library service agency having as members the 38 public libraries in Westchester County. The mission of WLS is to ensure that all residents have seamless access to excellent library service throughout Westchester County. WLS shall serve as a center of innovation for the Westchester County library community. WLS shall provide model programs, affordable and easy-to-use information technology and support services that enable libraries to continuously improve service to their communities.

BYLAWS

Article I. TRUSTEES

Section 1. The WLS Board is composed of ~~fifteen (15)~~ **15** trustees, each of whom is elected for a term of five ~~(5)~~ years. To ensure continuity, three ~~(3)~~ Trustees are elected each year. The Appendix to these Bylaws lists the ~~fifteen (15)~~ library districts which the WLS Trustees represent.

Section 2. The principal responsibilities of the Trustees shall be to appoint an Executive Director for the Westchester Library System, to discharge fiscal responsibility for the System, and to promote public library service in Westchester County. The Trustees also shall act as liaisons between the System and their respective library districts and shall become well-informed about the issues and concerns of their respective libraries by remaining in contact with the local Board(s) of Trustees and Director(s).

Section 3. From January 1, 2008 forward, Trustees shall be limited to serving two consecutive five-year terms. For Trustees, who already were part of the Board prior to 2008, this limitation shall not include any previous terms served.

Section 4. Any vacancy on the Board shall be filled, for the balance of the unexpired term, by the Board on the recommendation of the area which nominated the original incumbent.

Section 5. Attendance at meetings is a prerequisite for continued service as a Trustee. Three ~~(3)~~ or more ~~consecutive unexcused~~ absences **during a calendar year** shall be considered grounds for requesting replacement of the Trustee. The decision to replace a Trustee who has three ~~(3)~~ or more ~~consecutive unexcused~~ absences **during a calendar year** shall rest with the member library or libraries comprising the library district represented by that Trustee.

Section 6. A Proxy may attend Board meetings from time to time, but may not vote in place of the absent member.

ARTICLE II. OFFICERS

Section 1. The officers of the System shall be as follows: President, Vice-President, Secretary, and Treasurer.

Section 2. The President, Vice-President and Secretary shall be elected annually by the Board from its membership.

Section 3. The Treasurer shall be appointed by the Board but need not be a member of the Board.

Section 4. The term of office of all elected officers shall be one year.

Section 5. No member of the Board may serve as President for more than two consecutive years.

Article III. DUTIES OF OFFICERS

Section 1. The President shall preside at meetings of the Board and System. The President shall be authorized to sign checks in payment of obligations of the System as approved by the Board of Trustees.

Section 2. The Vice-President shall preside at meetings and shall perform the other duties of the President in the absence or disability of the President. The Vice-President shall be authorized to sign checks in payment of obligations of the System as approved by the Board of Trustees.

Section 3. The Secretary shall have charge of the records of the System and shall keep the minutes of its meetings. The Secretary shall be authorized to sign checks in payment of obligations of the System as approved by the Board of Trustees.

Section 4. The Treasurer shall have charge of the funds of the System insofar as may be allowed by law. The Treasurer shall be authorized to sign checks in payment of obligations of the System as approved by the Board of Trustees. The Treasurer shall make monthly reports to the Board and such other reports as may be required from time to time. The Treasurer shall attend all meetings of the Board but if not a member of the Board, shall have no vote.

Section 5. The four officers of the Board, and the immediate Past President, who are Trustees shall comprise the Executive Committee. The Executive Committee shall perform such duties as are delegated to it by the Board of Trustees, and consult with the Executive Director as necessary between Board meetings, as appropriate.

Section 6. In addition to the foregoing duties, each officer shall have the authority and perform such duties as may be conferred upon the position by the Board.

Article IV. DUTIES OF THE EXECUTIVE DIRECTOR

Section 1. An Executive Director shall be selected by the Board of Trustees to serve as the Chief Executive Officer of the Westchester Library System.

Section 2. The Executive Director shall have overall responsibility for and supervision of the Library System, performing such duties as are usually required of Library System Directors under State law and regulation, within the framework of the policies and objectives established by the Board. The Executive Director shall also perform such other duties as the Board may direct.

Section 3. The Executive Director shall attend all meetings of the Board (or designate a representative in exceptional circumstances in case of his or her absence). The Executive Director may take part in the deliberations, but shall have no vote. The Executive Director shall submit to the Trustees an annual report as to the progress and condition of the System during the current year, accompanying the same with recommendations and suggestions as may seem to be expedient. The Executive Director shall be authorized to sign checks in payment of obligations of the System as approved by the Board of Trustees.

Article V. MEETINGS

Section 1. The regular meetings of the Board shall be held on the last Tuesday of each month at a time and place determined by the Board. A quorum shall consist of a majority of the Board members entitled to vote. If it is known in advance that a quorum will not be present at a regular meeting, the meeting may, at the discretion of the President, be held at a time at which a quorum can be present.

Section 2. The annual meeting of the System, time and place to be determined by the Board, shall be for the purpose of re-electing or electing new Board members, reviewing the minutes of the previous year's annual meeting of the System and receiving the annual report of the Executive Director, and considering any other business that may properly come before an annual meeting of the System.

Section 3. Special meetings of the Board may be called by the President, or upon request of five Trustees, for the transaction of such business as may be stated in the call.

Article VI. COMMITTEES

Section 1. The Board may designate Standing Committees and delegate to them the necessary powers to conduct their duties. ~~Current standing committees are: Audit, Budget, Development, Governance and Nominating.~~

Section 2. Special Committees may be appointed by the President to conduct special tasks and upon completion of their assignments Special Committees will be dissolved.

Section 3. At the discretion of the Board, Standing and Special committees may be added or dissolved.

Article VII. AMENDMENTS

Section 1. Alterations, amendments or additions to these Bylaws, or the repeal of any thereof, may be made by majority vote of the Board at a regular or annual meeting, provided the changes shall have been submitted at an earlier regular meeting of the Board and a copy of the proposed changes sent by email or postal mail to each Board member at least ten days prior to the meeting at which the vote is to be taken.

Adopted November 25, 1958

Revised November 24, 1959

Revised December 27, 1960

Reaffirmed after Review, September 26, 1978

Revised November 24, 1987

Revised May 31, 1988

Revised October 30, 2001

Revised January 29, 2008

Revised December 9, 2008

Revised April 26, 2016

Revised _____, 2019

APPENDIX
WESTCHESTER LIBRARY SYSTEM
DISTRICTS

DISTRICT I

Croton
Montrose
Yorktown

DISTRICT II

Briarcliff Manor
Ossining
Tarrytown

DISTRICT III

Bedford Hills
Chappaqua
Katonah
Mount Kisco

DISTRICT IV

North Salem
Somers
South Salem

DISTRICT V

Armonk
Bedford Village
Mount Pleasant
Pound Ridge

DISTRICT VI

Ardsley
Dobbs Ferry
Greenburgh
Hastings
Irvington

DISTRICT VII

Harrison
Purchase

DISTRICT VIII

Larchmont
Mamaroneck
Scarsdale

DISTRICT IX

Bronxville
Eastchester
Pelham
Tuckahoe

DISTRICT X

Port Chester
Rye Brook
Rye City
Rye Town

DISTRICT XI

White Plains

DISTRICT XII

Peekskill

DISTRICT XIII

Mount Vernon

DISTRICT XIV

New Rochelle

DISTRICT XV

Yonkers

Subject: Gift Acceptance

Application: WLS trustees, employees, donors

The Westchester Library System (WLS) is a 501(c) (3) entity whose mission is to ensure that all residents have seamless access to excellent library service throughout Westchester County.

This policy will guide WLS staff and trustees when discussing gifts with donors.

WLS solicits and accepts gifts for purposes that will help the organization further and fulfill its mission. All contributions and bequests made to the WLS are tax deductible to the extent allowed by law. WLS urges all prospective donors to seek the assistance of personal legal and financial advisors in matters relating to their gifts, including the resulting tax and estate planning consequences. The following policies and guidelines govern acceptance of gifts made to WLS for the benefit of any of its operations, programs or services.

The WLS Gift Acceptance Policy is guided by the following principles:

- WLS solicits and accepts gifts that are consistent with its mission.
- Donations will generally be accepted from individuals, partnerships, corporations, foundations, government agencies, or other entities, without limitations.
- WLS may seek the advice of legal counsel in matters relating to acceptance of gifts, including deferred and non-cash gifts such as but not limited to: life insurance, annuities, real property, gifts of personal property, stock and in-kind services when appropriate.

Restrictions on Gifts

WLS will not accept gifts that (a) would result in WLS violating its corporate charter, (b) would result in WLS losing its status as an IRS 501(c)(3) not-for-profit organization, (c) are too difficult or too expensive to administer in relation to their value, (d) would result in any unacceptable consequences for WLS or (e) are for purposes outside WLS's mission.

Decisions on the restrictive nature of a gift, and its acceptance or refusal, shall be made by the Executive Committee in consultation with the Executive Director.

Gifts Generally Accepted Without Review

- *Cash:* Cash gifts are acceptable in any form, including by check, money order, credit card, or on-line. Donors wishing to make a gift by credit card must provide the card type (e.g., Visa, MasterCard, American Express), card number, expiration date, and name of the card holder as it appears on the credit card.
- *Marketable Securities:* Marketable securities may be transferred electronically to an account maintained at one or more brokerage firms or delivered physically with the transferor's endorsement or signed stock power (with appropriate signature guarantees) attached. All marketable securities will be sold promptly upon receipt unless otherwise directed by the WLS Executive Committee. In some cases

marketable securities may be restricted, for example, by applicable securities laws or the terms of the proposed gift; in such instances the decision whether to accept the restricted securities shall be made by the Executive Committee.

- *Bequests and Beneficiary Designations under Revocable Trusts, Life Insurance Policies, Commercial Annuities and Retirement Plans:* Donors are encouraged to make bequests to WLS under their wills, and to name WLS as the beneficiary under trusts, life insurance policies, commercial annuities and retirement plans.
- *Charitable Remainder Trusts:* WLS will accept designation as a remainder beneficiary of charitable remainder trusts.
- *Charitable Lead Trusts:* WLS will accept designation as an income beneficiary of charitable lead trusts.

Gifts Accepted Subject to Prior Review

Certain forms of gifts or donated properties may be subject to review prior to acceptance.

Examples of gifts subject to prior review include, but are not limited to:

- *Tangible Personal Property:* The Executive Committee shall review and determine whether to accept any gifts of tangible personal property in light of the following considerations:
 - Does the property further the organization's mission?
 - Is the property marketable?
 - Are there any unacceptable restrictions imposed on the property?
 - Are there any carrying costs for the property for which the organization may be responsible?
 - Is the title/provenance of the property clear?
- *Life Insurance:* WLS will accept gifts of life insurance where WLS is named as both beneficiary and irrevocable owner of the insurance policy. The donor must agree to pay, before due, any future premium payments owing on the policy.
- *Real Estate:* All gifts of real estate are subject to review by the Executive Committee. Prior to acceptance of any gift of real estate other than a personal residence, WLS shall require an initial environmental review by a qualified environmental firm. In the event that the initial review reveals a potential problem, the organization may retain a qualified environmental firm to conduct an environmental audit. Payment for the cost of any environmental review and/or audit shall be the responsibility of the donor. Criteria for acceptance of gifts of real estate include:
 - Is the property useful for the organization's purposes?
 - Is the property readily marketable?
 - Are there covenants, conditions, restrictions, reservations, easements, encumbrances or other limitations associated with the property?
 - Are there carrying costs (including insurance, property taxes, mortgages, notes, or the like) or maintenance expenses associated with the property?
 - Does the environmental review or audit reflect that the property is damaged or otherwise requires remediation?

Donation Processing

WLS recognizes that the accurate and timely processing of gifts is important to both WLS and the donor. WLS assumes the responsibility of ensuring that gifts are recorded and acknowledged appropriately. WLS will provide a donation receipt in accordance with IRS guidelines. The donor is informed of any quid pro quo arrangements in the gift transaction or lack thereof. The 1996 IRS regulations identify the substantiation requirements for charitable gifts as follows:

- Information on how much of a charitable gift is deductible;
- Instructions on how to substantiate gifts of \$250 or more;
- Disclosure requirements for quid pro quo contributions of more than \$75.

Recognizing Gifts

Gifts of cash are recognized when received. The date of a gift is the date that the asset ceases to be in the donor's control and, instead, is with the control of WLS. WLS adheres to the rules of gift acceptance required by the IRS as follows:

- Mail: postmark date;
- Hand delivery: date of physical receipt;
- Wire transfer: date received in the WLS account;
- Journal entry: date of transfer into the WLS account;
- Online: date of transaction.

Pledges are recognized and recorded when they are unconditional and there is sufficient evidence or documentation that the promise was made and received.

Processing a Cash Gift

Any representative of WLS who receives a check or cash that is or may be a contribution shall immediately notify the WLS Executive Director, Chief Financial Officer, or Director of Development of the matter by e-mail, telephone or facsimile, and shall forward such check or cash to WLS. All such gifts shall be promptly deposited into the WLS bank account, and appropriately recorded in the fund accounting and donor management systems. The Executive Director, Chief Financial Officer or Director of Development shall inform all interested parties in the manner and procedure of acknowledging and receiving the donor's gift and recognizing the donor.

| Last approved: ~~May 26, 2015~~ _____, 2019