

WESTCHESTER LIBRARY SYSTEM
Trustee Meeting
January 29, 2019 – Approved March 26, 2019

ORGANIZATION MEETING

The annual Organization Meeting of the Westchester Library System was called to order by Sean Ryan, President, at 6:05 p.m. at WLS Headquarters. The quorum requirement was met with the following people in attendance at both the Organizational and Regular Meetings of the WLS Board of Trustees:

Board Members present: Dave Donelson, Cathy Draper, Karen Kelley, Maureen LeBlanc, Jonathan Marshall, Julie Mills-Worthey, Susan Morduch, Francis Okelo, Joseph Puglia, Sean Ryan, Edris Scherer, Bernie Seiler, Karen Zevin

Board Members absent: None

Also present from WLS were: Terry Kirchner, Patricia Brigham, Francine Feuerman, Rob Caluori, Allison Midgley, Elise Burke

Public Library Directors Association (PLDA) Representative: Andrew Farber, Director of Somers Library

Mr. Ryan asked Susan Morduch, Chair of the Nominating Committee, to report on the trustees who have agreed to run for office. The following agreed to serve another term, and with no nominations from the floor, the proposed slate was presented:

President: Sean Ryan
Vice-President: Susan Morduch
Secretary: Bernie Seiler

Ms. Scherer has also agreed to continue as Treasurer. The slate of officers as noted above was approved on a motion by Ms. Morduch and seconded by Ms. Draper. The motion was approved unanimously.

The Oath of Office required by New York State for public library system trustees was administered to the newly-elected trustees Ms. LeBlanc and Mr. Okelo and re-elected trustee Ms. Scherer. Trustee Hope Furth representing District XI-White Plains has decided to step down; a potential candidate has been nominated.

There being no further business, the organizational meeting adjourned at 6:12 p.m. on a motion by Ms. Scherer and seconded by Ms. Zevin. The motion was approved unanimously.

REGULAR MEETING

The Regular Meeting of the Westchester Library System was called to order by President Ryan at 6:13 p.m.

MINUTES

The minutes of the meeting of November 27, 2018, were approved as submitted on a motion by Mr. Donelson and seconded by Ms. Draper. The motion was approved unanimously.

FINANCIAL REPORTS

The pre-audit financial report through December 2018 was presented by Ms. Scherer and was accepted on a motion by Ms. Scherer and seconded by Mr. Donelson. The WLS audit process has begun, and the Audit Committee will convene soon. The check register was distributed. Ms. Brigham noted that a gift of \$200,000 was received by the Bezos Family Foundation/Director's Gift for the Public Innovation and Engagement (PIE) Department's programs to underserved populations and to support family literacy and educational digital resources such as Tutor.com.

PRESENTATION

Rob Caluori, Director of Information Technology (IT) for WLS, introduced the IT staff members, and spoke about IT standard operations. The Department is responsible for daily management of Virtual Desktop Infrastructure (VDI), member library and wireless networks, patron PC reservations, and the server environment. User support includes operating the Help Desk and training is provided for all staff on all resources. In 2019, focus is on the migration of the Integrated Library System (ILS) from SirsiDynix to Evergreen in March. The general migration map and the ongoing train-the-trainer efforts were reviewed. WLS works with PLDA as the main advisory board for priority setting. Other projects planned for 2019 include: a new inventory and help desk management platform; development of a data warehouse/dashboard system; continued rollout of VDI; upgrade to the WLS website domain and library bandwidth capabilities. Mr. Caluori noted how these programs align with the WLS strategic initiatives of being a solution incubator, modeling best practices and supporting professional development.

ACTION ITEMS

WLS Bylaws & Gift Acceptance Policy Revisions: Ms. Draper, Chair of the Governance Committee, reviewed the recommended revisions to the WLS Bylaws and WLS Policy #15 re Gift Acceptance. Per regular procedure, these documents were presented a month in advance on 11/27/18 as Information Items and the revisions were distributed to WLS Trustees prior to this meeting.

The main changes include the following: *Bylaws:* Under 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; and under Article VI. COMMITTEES, to no longer list the names of the Standing Committees.

The change to WLS Policy #15 re Gift Acceptance reflects that all marketable securities will be sold promptly upon receipt.

The Board approved the revised Bylaws and WLS Policy #15 (see attached) on a motion by Mr. Donelson and seconded by Ms. Scherer. The motion passed unanimously.

PRESIDENT'S REPORT

Mr. Ryan noted that the first WLS newsletter was made available to the WLS trustees for distribution to their district member library directors and board presidents. This newsletter is meant to update trustees about WLS services and foster communication. Any suggestions are welcome.

COMMITTEE REPORT

Innovation Group: Mr. Donelson reported that the Group met prior to the Board Meeting. They have identified the 2020 Census as the lead project for the coming year. WLS and the member libraries are uniquely positioned to help with this initiative; and Dr. Kirchner and Ms. Brigham will develop a plan to define the overall concept, potential partners and donors, and a basic timeline for future action.

EXECUTIVE DIRECTOR'S REPORT

A copy of the Executive Director's Report was mailed in advance of the meeting.

Dr. Kirchner noted that the AARP (American Association of Retired Persons) Foundation is currently providing tax assistance at a number of member libraries.

WLS has had a number of internal changes. Three individuals retired since November 2018: Nancy Coradin, Coordinator, Multi-Language Collections and Services; Karen Kelly, Administrative Assistant for the IT Department; and Francine Vernon, Parent and Youth Outreach Coordinator. Melissa Glazer started on January 2nd as a part-time cataloger to help with the migration. Ms. Kelly's work has been delegated to Kate Meyer and Karen Simmons. An ad has been posted for a new Outreach Program Librarian for the Public Innovation & Engagement (PIE) Department; and Ms. Vernon has agreed to stay on as a part-time consultant to assist with a specific grant project. In the IT Department, Allison Pryor has become a new trainer and Allison Midgley is now the Senior Coordinator for Training.

Due to this year's focus on the upcoming ILS migration, WLS is coordinating limited travel for a small group to attend this year's Library Advocacy Day in Albany on February 27th that is sponsored by New York Library Association (NYLA). WLS will schedule local visits with our State Legislators over the summer—a less hectic time for both parties to have longer, more in-depth conversations.

PLDA LIAISON'S REPORT

Mr. Farber, the 2019 1st Vice President and PLDA Board Meeting Representative, reported on the following that took place at the January PLDA Meeting:

- An ILS Committee was formed to assist with the migration to Evergreen/Equinox;
- A discussion was held regarding how much information to migrate to the new ILS re outstanding fines, active library card holders and the ongoing deletion process;
- Dr. Kirchner announced WLS's collaboration with Westchester County on the 2020 Census;
- Digital collections supported by Central Library funds began in January, and the print McNaughton plan for *The New York Times* adult non-fiction bestsellers will begin in April (after the ILS migration; and
- A change in Westchester County funding was noted that resulted from a new line created under the Board of Legislators' additions of \$50,000 to the County Executive's budget.

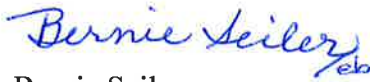
OTHER BUSINESS

Oscar Davis, President of the Mount Vernon Public Library, presented public comment regarding the Central Library.

ADJOURNMENT

Having completed its agenda, the Board adjourned its meeting at 7:50 p.m. on a motion by Ms. Scherer and seconded by Ms. Kelley that passed unanimously.

Respectfully submitted,

A handwritten signature in blue ink that reads "Bernie Seiler" with a small flourish at the end.

Bernie Seiler
Secretary

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