

**BYLAWS
OF THE
BUFFALO & ERIE COUNTY PUBLIC LIBRARY**

Adopted June 17, 1999

Amended May 18, 2000

Amended March 20, 2003

Amended November 16, 2006

Amended December 18, 2008

Amended September 19, 2013

Amended April 17, 2014

Amended and Restated June 12, 2014

Amended October 15, 2015

Amended and Restated April 21, 2016

Amended May 16, 2019

ARTICLE I Tenure of Office and Powers and Duties of Trustees

1. The Board of Trustees of the Buffalo & Erie County Public Library shall consist of 15 members who shall be appointed and serve in accordance with the provisions of Chapter 768 of the Laws of 1953 of the State of New York, known as "An Act authorizing the consolidation of city and county public libraries, etc." and shall have all of the powers and duties as prescribed therein.

2. Vacancies for expired or unexpired terms on the Board of Trustees shall be filled by the County Executive subject to approval by the Erie County Legislature.

3. The funds of the Corporation shall be deposited, drawn upon, invested and otherwise administered as determined by the Board of Trustees, all as subject to the requirements of NY State General Municipal Law sections 10 - 11 and other applicable law.

4. The Board of Trustees may authorize, on behalf of the Corporation, execution of all receipts, releases, and discharges of all moneys received by the Corporation through gift or bequest or otherwise, and execution of all contracts, leases and other agreements of the Corporation.

5. Any Trustee who has served at least one full term and one year as Chairman, may, upon expiration of a final term, be appointed a Trustee Emeritus by a vote of a majority of the entire Board of Trustees. A Trustee Emeritus shall not have a vote and shall not be counted in determining whether a quorum is present. A Trustee Emeritus shall receive notice of all meetings of the Board and shall be entitled to participate in its deliberations and to serve as a non-voting member on any Committee to which the Trustee Emeritus may be appointed.

6. All Trustees shall abide by the Conflict of Interest Policy, Whistleblower Policy, and Ethics Policy adopted by the Board and as amended from time to time.

7. The Chairman shall act as the official spokesperson for the Board of Trustees and is authorized to represent the interests of the Board to all outside parties.

8. Request for review of any matter by Buffalo & Erie County Public Library legal counsel shall be communicated to legal counsel only by the Chairman and/or the Director of the Buffalo & Erie County Public Library, or their specifically authorized designee(s).

ARTICLE II Meetings

1. Regular monthly meetings of the Board shall be held on a day selected by the Board at its organizational meeting each January, and at such place and hour as may, from time to time, be prescribed by the Board; provided that the Board may, by resolution, intermit meetings for a particular month or months. The Chairman or Executive Committee may postpone meetings because of holidays or similar special reason, except that only one such postponement may be made without action of a majority of the Board.

2. Special meetings shall be held on the call of the Chairman or of any three Trustees. Notices of regular and special meetings shall be mailed not less than five nor more than ten days before such meetings and notices of special meetings shall state the subject proposed for consideration.

3. Eight Trustees shall constitute a quorum, provided that any Trustee who is present at a meeting but not present at the time of a vote in accordance with the procedures set forth in the Buffalo & Erie County Public Library's Conflict of Interest Policy due to a Conflict of Interest or Related Party Transaction shall be considered present at the time of the vote for purposes of a quorum. In the absence of a quorum, the Trustees present shall adjourn the meeting to a day fixed, notice of which shall be given by the Secretary.

4. Proceedings shall be conducted in the manner usual in deliberative bodies. The presiding officer shall decide all questions of order, subject to appeal without debate. The "ayes" and "nays" on any vote shall be entered on the minutes at the request of any Trustee present.

5. The order of business shall be as follows:

- A. Call of the Roll.
- B. Approval / Changes to Agenda.
- C. Minutes of Preceding Meeting.
- D. Nominations and Elections of Officers, if any.
- E. Report of the Chair.
- F. Committee Reports.
- G. Report of the Director.
- H. Report of the Foundation.
- I. Report of the Association of Contracting Library Trustees (ACT)/Contracting Library Trustee Report.
- J. Public Comment.
- K. Unfinished Business.
- L. New Business.
- M. Adjournment.

6. Any one or more members of the Board or any Committee may participate in a meeting of such Board or Committee in person or by means of videoconferencing, if all locations of the latter are open to the public, have been identified as such in the notice of the meeting, and all persons participating in the meeting are able to see and hear each other at the same time. Participation by such means shall constitute presence in person at the meeting.

ARTICLE III Officers

1. The officers of the Board shall be a Chairman, a Vice Chairman, a Secretary and a Treasurer, all of whom shall be members of the Board, and shall serve for one year or until their successors are elected.

2. No officer of this Board shall be elected for more than three consecutive one-year terms for the same office.

3. Beginning January 1, 2015, an employee of the Buffalo & Erie County Public Library shall not be the Chairman or hold any other title with similar responsibilities, unless the Board approves the appointment of an employee as Chairman by a two-thirds vote of the entire Board and contemporaneously documents in writing the basis for its approval.

ARTICLE IV Duties, Election and Qualifications of Officers

1. The Chairman shall be elected at the regular meeting of the Board in January of each year. The Chairman shall be a member ex officio of all Committees, except the Governance Committee. The Chairman shall preside at all meetings and shall execute, on behalf of the Corporation, any and all instruments which are authorized by the Board of Trustees to be so executed.

2. The Vice Chairman shall be elected at the regular meeting in January of each year, and shall act as Chairman, with all powers of the Chairman, in the absence or disability of the Chairman, or when the Board of Trustees shall so direct.

3. The Secretary shall be elected at the regular meeting in January of each year. The Secretary shall send notices of meetings of the Board, record its transactions, and conduct its correspondence.

4. The Treasurer shall be elected at the regular meeting in January of each year. The Treasurer shall have powers and duties as determined by the Board of Trustees consistent with Article I, Sections 3 and 4.

5. In the absence or disability at a meeting of the Chairman and Vice Chairman, the Secretary shall preside at the selection by majority vote of the Trustees present and voting thereon of a chairman pro tem, and said chairman pro tern shall thereupon preside at said meeting with all the powers and duties of the office of Chairman.

6. Vacancies among the officers shall be filled by an election by ballot at a regular meeting or special meeting, and a vote of a majority of the Trustees present shall be necessary to hold an election. No such vacancies shall be filled except after nomination at a preceding regular meeting or special meeting.

ARTICLE V Committees

1. In addition to any Committees created by the Board from time to time, there shall be the following Committees:

- A. Executive Committee.
- B. Budget and Finance Committee.
- C. Policy Committee.
- D. Building Oversight Committee.
- E. Governance Committee.

2. The Executive Committee shall consist of the Chairman, Vice Chairman and three other Trustees who shall be elected at the regular meeting of the Board in January of each year. All past Chairmen who are members of the Board (other than any constituting one of such three other Trustees so elected) or who are Trustees emeritus shall be ex officio members of the Executive Committee but shall not have a vote and shall not be counted in determining whether a quorum is present. The Chairman of the Board of Trustees may be Chairman of the Executive Committee or the Chairman may appoint a member of the Board of Trustees who is a member of the Executive Committee to be Chairman of the Executive Committee.

3. The Budget and Finance Committee shall consist of not less than three and not more than five Trustees to be appointed by the Chairman, subject to the approval of the Board.

4. The Policy Committee shall consist of not less than three and not more than five Trustees to be appointed by the Chairman, subject to the approval of the Board.

5. The Building Oversight Committee shall consist of not less than three and not more than five Trustees to be appointed by the Chairman, subject to the approval of the Board.

6. The Governance Committee shall consist of not less than three and not more than five Trustees to be appointed by the Chairman, subject to the approval of the Board. All members of the Governance Committee, including the Chairman of the Committee, must be Trustees and must qualify as Independent Trustees, as defined below, and such independence must be documented in the Board minutes. Each Trustee selected for membership on the Governance Committee must disclose at the time he or she is selected to the Committee and any time thereafter during his or her service on the Committee any circumstances which would disqualify him or her from serving on the Governance Committee. In the event a Trustee is rendered ineligible during the time of his or her service on the Governance Committee, he or she must resign from the Committee immediately and the Chairman of the Board may fill the vacancy with an Independent Trustee, subject to the approval of the Board and provided the appropriate documentation of such Independent Trustee's qualifications is included in the minutes of the Board meeting where such vacancy is filled.

A. "Independent Trustee" means a Trustee who:

(i) is not, and has not been within the last three years, an employee of the Buffalo & Erie County Public Library or an Affiliate of the Buffalo & Erie County Public Library, and does not have a Relative who is, or has been within the last three years, a Key Person of the Buffalo & Erie County Public Library or an Affiliate of the Buffalo & Erie County Public Library;

(ii) has not received, and does not have a Relative who has received, in any of the last three fiscal years, more than \$10,000.00 in direct compensation from the

Buffalo & Erie County Public Library or an Affiliate of the Buffalo & Erie County Public Library (other than reimbursement for expenses reasonably incurred as a Trustee or reasonable compensation for service as a Trustee); or

(iii) is not a current employee of or does not have a Substantial Financial Interest in, and does not have a Relative who is a current officer of or has a Substantial Financial Interest in, any entity that has made Payments to, or received payments from, the Buffalo & Erie County Public Library or an Affiliate of the Buffalo & Erie County Public Library for property or services in an amount which, in any of the last three fiscal years, exceeds:

(I) if the entity's consolidated gross revenues were less than \$500,000: the lesser of \$10,000 or 2% of such entity's consolidated gross revenues entity;

(II) if the entity's consolidated gross revenues were \$500,000 or more but less than \$10 million dollars, \$25,000, or

(III) if the entity's consolidated gross revenues were \$10 million dollars or more, \$100,000; and

(iv) is not and does not have a Relative who is a current owner (whether wholly or partially), director, officer or employee of the Buffalo & Erie County Public Library's outside auditor or who has worked on the Buffalo & Erie County Public Library's audit at any time during the past three years.

B. For purposes of this paragraph:

(i) "Payment" shall not include:

(I) charitable contributions,

(II) fees paid to the Buffalo & Erie County Public Library for services performed as part of its nonprofit purposes, or

(III) payments made by the Buffalo & Erie County Public Library at fixed or non-negotiable rates or amounts for services received,

provided that such services by and to the Buffalo & Erie County Public Library are available to individual members of the public on the same terms, and such services received by the Buffalo & Erie County Public Library are not available from another source.

(ii) "Affiliate" of the Buffalo & Erie County Public Library means any entity controlled by, in control of, or under common control with the Buffalo & Erie County Public Library.

(iii) "Key Person" means any person, other than a director or officer, whether or not an employee of the Buffalo & Erie County Public Library, who (A) has responsibilities, or exercises powers or influence over the Buffalo & Erie County Public Library as a whole similar to the responsibilities, powers, or influence of directors and officers; (B) manages the Buffalo & Erie County Public Library, or a segment of the Library that represents a substantial portion of its activities, assets, income or expenses; or (C) alone or with others controls or determines a substantial portion of the Buffalo & Erie County Public Library's capital expenditures or operating budget.

(iv) "Relative" means his or her (i) spouse, ancestors, brothers and sisters (whether whole or half blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses or domestic partners of brothers, sisters, children, grandchildren, and great-grandchildren; or (ii) domestic partner as defined in Section 2994-a of the Public Health Law.

(v) "Substantial Financial Interest" includes all forms of direct or indirect financial interests, which in the discretion of the Board constitutes a substantial interest, given due consideration to the material facts and circumstances of the interest as disclosed by the Trustee.

7. All vacancies occurring in the Committees shall be filled by the Chairman, subject to the approval of the Board.

8. A majority of any Committee shall constitute a quorum. The actions of all Committees shall be subject to the approval of the Board of Trustees and no Committee shall authorize any expenditure of money without authorization by the Board of Trustees.

9. A Nominating Committee shall be selected at the December meeting in each year. It shall consist of five members, two of whom shall be appointed by the Chairman from the Board of Trustees, and three of whom shall be elected by the Board of Trustees from its members.

The Chairman of the Board of Trustees shall appoint the Chairman of this Nominating Committee. It shall be the duty of the Nominating Committee to present to the January meeting next following nominations for Chairman, Vice Chairman, Secretary, Treasurer and three members of the Executive Committee.

10. Special Committees may be appointed by the Chairman at any time, subject to the approval of the Board. A Trustee Emeritus may also be appointed to such Committee.

11. All Committees shall report their actions or recommendations for action on matters referred to them at the time and in the manner prescribed by the Board of Trustees.

ARTICLE VI Duties of Committees

1. The Executive Committee, in intervals between meetings of the Board of Trustees, shall have all the powers and duties of the Board of Trustees not inconsistent with law. All Trustees should be notified of any actions within three (3) business days.

2. The Budget and Finance Committee shall have general management of the finances, funds and investments of the corporation, subject to the control of the Board of Trustees. It shall prepare, assisted by the Director, a budget request in such form and at such time as may be required by the County and submit the same to the Board each year.

3. The Policy Committee shall support the development of policies that govern and guide Buffalo & Erie County Public Library staff in areas of human resources, circulation of Buffalo & Erie County Public Library materials, collection development, access to Buffalo & Erie County Public Library facilities and resources, and such other matters as pertain to effective operations consistent with the Buffalo & Erie County Public Library's mission of service to the community.

4. The Building Oversight Committee shall act to ensure that adequate facilities are designed, situated, constructed and maintained to meet the Buffalo & Erie County Public Library's mission of service to the community. The Chairman of the Building Oversight Committee shall represent the Board on the Building Advisory Committee, as constituted in the Board's *Guidelines and Procedures for Approval of New Buffalo & Erie County Public Library Construction*.

5. The Governance Committee (formerly the Bylaws Committee) shall oversee matters relating to governance of the Buffalo & Erie County Public Library, including but not limited to, the Bylaws, Ethics Policy, Conflict of Interest Policy and Whistleblower Policy, as adopted and amended by the Board from time to time.

ARTICLE VII Director and Deputy Directors

1. The Director shall be the administrative, executive, and fiscal officer of the Buffalo & Erie County Public Library and subject to the supervision and control of the Board of Trustees, have general control and direction of the employees, business affairs and administration of the Buffalo & Erie County Public Library. The Director shall perform such other duties as may be assigned from time to time by the Board of Trustees.

2. All communications to the Board and matters of administration to be considered by the Board or its Committees shall be submitted to the Board or Committees by the Director with such information or recommendation with respect thereto as the Director may deem necessary. The Director may require the attendance of any Deputy Director at any Board or Committee meeting.

3. The Director shall be responsible for the proper performance of the duties of the Deputy Directors and heads of the Departments and shall have the power and authority to require reports on the details of the work of the several Departments as the Director may deem necessary and desirable. It shall also be the duty of the Director to endeavor to recruit, train and qualify suitable persons as potential candidates for eventual appointment to the office of Deputy Director and Director.

4. It shall be the duty of the Director to attend all meetings of the Board and Committees of the Board, including Budget hearings, or other municipal meetings where action may be taken affecting the interests of the Buffalo & Erie County Public Library.

5. There shall be such Deputy Directors as may be appointed by the Board. The Deputy Directors shall be authorized generally, when directed by the Board, to act for and in place of the Director during the Director's absence or inability to act and shall perform such duties as may be assigned to them by the Board of Trustees and the Director.

6. The term of office of the Director and of each Deputy Director shall be for a period of three years.

ARTICLE VIII Amendments

No Bylaws shall be made, altered or repealed except by majority vote of the entire Board of Trustees. Notice of a meeting to conduct such business shall identify any and all proposed actions. For purposes of amendments, the "entire board" shall consist of the fixed number of Trustees as of the most recent appointment of Trustees.

ARTICLE IX

Nothing contained in these Bylaws shall be construed and interpreted as being contrary to the letter and spirit of Chapter 768 of the Laws of 1953 of the State of New York, under which Act the Buffalo & Erie County Public Library has been incorporated.