

# **By-Laws of the Boston Free Library Association**

## **ARTICLE I: NAME**

The name of this Organization shall be the BOSTON FREE LIBRARY ASSOCIATION.

## **ARTICLE II: PURPOSE**

### **Section 1.**

To assist the library director in providing library service to the residents of the Town of Boston and Erie County.

### **Section 2.**

To set policy which will achieve good library service.

### **Section 3.**

To hire qualified librarians to direct and supervise all staff members and to assemble, organize and make available expertly selected books and other materials which will aid individuals in the pursuit of information, in self-education and in creative use of leisure time.

### **Section 4.**

To assist the director as necessary in preparing the annual budget and to contract, when appropriate, with the Buffalo and Erie County Public Library annually for its services.

### **Section 5.**

To administer any special funds acquired by endowment, bequest or gift.

### **Section 6.**

To interpret the Library's function, needs and objectives to the Community.

## **ARTICLE III: MEMBER QUALIFICATION**

### **Section 1.**

Any person over sixteen (16) years of age may become a member of the Library Association by signing the Membership Record and paying the annual fee as determined by the Board of Trustees.

### **Section 2.**

The Trustees of the Library Association shall be members of the Corporation during their continuance in such office.

### **Section 3.**

Other memberships in the Association may be acquired and discontinued in such manner and upon such terms as its Board of Trustees shall by By-Laws provide.

## **ARTICLE IV: TRUSTEES**

### **Section 1.**

The number of Trustees shall be between five (5) and twenty-five (25) who shall serve for terms of five (5) years. The number of voting positions shall be five (5), President, Vice-president, Treasurer, Secretary and one designated Trustee.

### **Section 2.**

Trustees shall be elected by the members of the Association at a meeting duly called therefore.

### **Section 3.**

The terms of the Trustees shall be as follows:

- A) All present Trustees shall serve out the term for which they have been elected.
- B) At the next Annual Meeting of the Association, the members shall elect one (1) Trustee for a five (5) year term; one (1) Trustee for a four (4) year term and one (1) Trustee for a two (2) year term.
- C) Thereafter, all Trustees shall be elected for a five (5) year term upon the expiration of existing term upon the expiration of existing terms of the Trustees having heretofore been elected.
- D) In the event of the resignation of a Trustee, voluntarily or otherwise, the Board of Trustees will elect an interim Trustee to serve until the next meeting of the Association which will then elect a Trustee to fill the unexpired term of the resigning Trustee as hereinafter provided.
- E) In the event of an election of a Trustee to fill an extraordinary vacancy, the newly elected Trustee shall fill the unexpired term of the Trustee vacating his Office.

### **Section 4.**

The Trustees of the BOSTON FREE LIBRARY ASSOCIATION shall meet at least quarterly upon such notice as may be required by the New York State Education Law.

### **Section 5.**

If a Trustee shall fail to attend three (3) consecutive meetings without excuse accepted as satisfactory by a majority of the Trustees, he shall be deemed to have resigned and the vacancy shall be filled by the Board of Trustees as hereinabove provided.

## **ARTICLE V: OFFICERS**

### **Section 1.**

The Officers of the Board of Trustees shall be President, one (1) or more Vice Presidents, Recording Secretary and Treasurer.

### **Section 2.**

Officers shall be nominated and elected at a meeting of the Trustees duly called therefore and shall serve for five (5) years after which time they may be re-elected. A simple majority of votes cast is necessary for election.

### **Section 3.**

In the event of a vacancy in office, a special election shall be held at the next meeting of the Board of Trustees to fill the vacant office.

## **ARTICLE VI: DUTIES OF OFFICERS**

### **Section 1.**

The President shall preside at all meetings of the Trustees. He or she shall bring to the attention of the Trustees for action all matters necessary for adequate and efficient conduct of the Library.

Via email, the President shall notify the Board of Trustees of meetings at least five (5) and not more than ten (10) days prior to the meetings.

After reviewing, with the Library Director, the meeting minutes recorded by the Recording Secretary, the President will email the minutes to the Trustees at least five (5) and not more than ten (10) days prior to the meetings.

The President shall have the power to appoint the Chairman and members of all committees. The President shall be a member ex officio of all committees. The action of all committees shall be subject to the approval of the Board of Trustees.

### **Section 2.**

The Vice President shall, in the absence of or at the direction of the President, conduct meetings and perform the duties of the President.

### **Section 3.**

The Recording Secretary shall take the meeting minutes and email them to the Board President and Library Director for review within two (2) weeks of each completed meeting.

**Section 4.**

The Treasurer shall keep an accurate record of all financial transactions of the Corporation, including any and all transactions with respect to funds obtained pursuant to contract with the County of Erie, Association funds and any and all endowment funds.

**ARTICLE VII: MEETINGS**

**Section 1.**

Regular meetings of the Trustees shall be held at least four (4) times each year at the Library.

**Section 2.**

Special meetings of the Trustees may be held at any time at the call of the President or Secretary or any three (3) members of the Board provided that written or oral notice thereof be given to all Trustees at least forty-eight (48) hours in advance of the special meeting.

**Section 3.**

A quorum at any meeting of the Board of Trustees shall consist of a majority of the members present at the meeting.

**Section 4.**

The Association shall have one (1) Annual Membership Meeting at a date and time set by the Trustees of the Association to receive and consider the yearly reports of the Board of Trustees and of the Officers of the Association.

**Section 5.**

Whenever a Trustee or Trustees of the Association should be elected by its members, a meeting thereof shall be duly called therefor and the members present at such meeting shall be sufficient quorum for its special purpose.

**Section 6**

A notice of every meeting of the members of the Association, stating the purpose or purposes thereof, and the time and place thereof shall be emailed by the President at least five (5) and not more than ten (10) days prior thereto, to the usual email address of each member of the Association.

**Section 7.**

The order of business at all regular meetings of the Association or of the Board of Trustees shall be as follows:

- Item 1 – Roll Call
- Item 2 – Secretary’s Report
- Item 3 – Treasurer’s Report
- Item 4 – Communications

- Item 5 – Report of the Librarian
- Item 6 – Reports of Committees
- Item 7 – Unfinished Business
- Item 8 – New Business
- Item 9 – Adjournment

### **Section 8**

Roberts Rules of Order shall govern the parliamentary procedure of any meeting of the Association or of the Board.

## **ARTICLE VIII: COMMITTEES**

### **Section 1.**

#### **Executive Committee**

The Executive Committee shall consist of the Officers of the Board, and one additional Trustee selected by the President. The President shall chair the Executive Committee. The Director or Manager of the Library may be invited to attend Executive Committee meetings. The Executive Committee may meet in executive session at any time. During the intervals between meetings of the Board of Trustees, the Executive Committee shall have the authority to exercise any of the following:

- a. To act as specifically authorized by the Board;
- b. To develop recommendations for the Board to consider; and
- c. To interface between the Board and the Director or Manager of the Library.

The Executive Committee shall report its proceedings and actions taken since the last Board meeting at the next regularly scheduled meeting of the Board.

### **Section 2.**

#### **General**

Board committees are established to conduct detailed discussions, research and review and to develop one or more recommendations for the Board to consider at a meeting. There may be Standing Committees, as may be defined in the By-Laws from time to time, and Special (Ad Hoc) Committees, as the Board may define on an annual basis or according to need.

### **Section 3.**

#### **Committee Membership**

The President shall appoint all members of the committees. Standing Committee chairs and members shall be appointed prior to the beginning of the fiscal year. Except as provided in these By-Laws, the Library Director or Manager may attend any committee meeting. The President shall serve as an ex-officio member of all Standing and Special committees with the power to vote. Each committee shall include at least two (2) additional Trustees. Each Trustee may serve on a committee and the Chair of each committee shall be a Trustee. The President or the Chair of a committee (with the approval of the President), may appoint individuals to serve on a committee for a specific period of time who are not Trustees but who bring appropriate expertise. Trustees shall remain the majority membership of all committees.

### **Section 4.**

#### **Committee Responsibilities**

All committees are charged to review and consider the issues assigned to them for recommendation and to fulfill such obligations as are defined in the By-Laws. Unless given specific authority, committees are advisory only.

## **ARTICLE IX: GIFTS**

### **Section 1.**

All gifts to the Library, either of monies or securities, shall be deposited in such bank as may be designated by the Board and shall be handled through the Board in the same manner as checks are drawn against appropriated funds of the Board in the regular course of business.

### **Section 2.**

All gifts of property, other than monies or securities, shall be held or disposed of as may be directed by the Board of Trustees.

## **ARTICLE X: FISCAL YEAR**

The fiscal year of the Association shall close on December 31 of each calendar year.

## **ARTICLE XI: CONFLICTS OF INTEREST**

### **Section 1.**

#### **Adoption of a Conflict of Interest Policy**

By assuming the office of Trustee, each member of the Board is required to adhere to the Boston Free Library Association's Conflict of Interest Policy as set forth in Appendix A of this document. In addition, and as set forth in Appendix A, or any amended version thereof, each Trustee, Officer, or Member of a Committee with powers designated by the Board of Trustees, and the Manager or Director of the Library shall annually sign a statement ("Annual Statement") which affirms such person: has received a copy of the Conflict of Interest Policy; has read and understands the Policy; has agreed to comply with the Policy; and understands the Library is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes. It shall be the responsibility of the President to ensure that each Trustee submits the Annual Statement in accordance with Appendix A.

## **ARTICLE XII: MISCELLANEOUS**

### **Section 1.**

#### **Action Without a Meeting**

Whenever the Board or a committee is required or permitted to take any action by vote, such action may be taken without a meeting on written or electronic consent, setting forth the action to be taken. Any action taken in accordance with this procedure must be approved by a majority of the members of the Board or committee entitled to vote thereon and must be included in the minutes filed with the corporate records of the Library. Action taken in accordance with this Section shall have the same effect as a majority vote of the members of the Board or committee at a meeting. Such action shall take effect when the last signature or consent required is received, unless the consent specifies a later date.

### **Section 2.**

#### **Notice, Waiver of Notice**

Any Trustee present at any meeting of the Trustees shall be presumed to have received due notice thereof. Any meeting shall be a legal meeting without notice if each Trustee waives notice, either before or after the meeting, by writing filed with the minutes of the

meeting. Except as otherwise specified herein, whenever notice to any Trustee of a meeting is required, such notice shall be sufficient, whether given by telephone, facsimile, e-mail or US Mail, at least five (5) days prior to the proposed meeting date, except as otherwise provided herein.

### **ARTICLE XIII: AMENDMENTS**

#### **Section 1.**

Proper notification in writing of such amendment shall be sent to all members prior to the Annual Meeting at which a vote shall be taken on the enactment of such amendment.

#### **Section 2.**

Amendments to these By-Laws shall be introduced at the Annual Meeting of the Association and may be enacted at said Annual Meeting upon vote of all members present and voting thereat.

#### **Section 3.**

Any amendment enacted at an Annual Meeting of the Association shall take effect immediately.

## **Appendix A**

### **BOSTON FREE LIBRARY ASSOCIATION CONFLICT OF INTEREST POLICY**

#### **ARTICLE I. PURPOSE**

The purpose of this conflict of interest policy is to protect the interest of the Boston Free Library Association (the “Library”) when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, trustee, administrator or member of a committee with powers delegated by the Board of Trustees of the Library. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### **ARTICLE II. DEFINITIONS**

1. Interested Person

- A. Any trustee, officer, administrator, or member of a committee with powers delegated by the Board of Trustees, who has a direct or indirect financial interest, as defined below, is an interested person.
- B. Is a Related Party as hereinafter defined.

2. Related Party

- A. Any director, officer or key employee of the Library or any affiliate of the Library;
- B. Any relative of any director, officer or key employee of the Library or any affiliate of the Library; or
- C. Any entity in which any individual described in clauses (i) and (ii) of this subparagraph has a thirty-five percent or greater ownership or beneficial interest or, in the case of a partnership or professional Library, a direct or indirect ownership interest in excess of five percent.

3. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or a Family Member:

- A. Possesses an ownership or investment interest in any entity with which the Library has a transaction or arrangement;
- B. Has a compensation arrangement with the Library or with any entity or individual with which the Library has a transaction or arrangement;
- C. Has a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Library is negotiating a transaction or arrangement;
- D. Is a “Related Party” with respect to any transaction;
- E. Competes with the Library in the rendering of services or in any other contract or transaction with a third party;
- F. Has a material financial interest in or is serving as a director, officer, employee, agent, partner, trustee, personal representative, receiver, guardian, custodian, conservator, or other legal representative of, or consultant to an entity or individual that competes with the Library in the provision of services or in any other contract or transaction with a third party;
- G. Receives gifts, gratuities and/or entertainment including accepting gifts, entertainment or other favors from any individual or entity that:
  - a. Does or is seeking to do business with, or is a competitor of the Library;
  - b. Has received, is receiving or is seeking to receive a loan or grant, or to secure other financial commitments from the Library; or
  - c. Under circumstances where it might be inferred that such action was intended to influence or possibly would influence the Interested Person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value which are not related to any particular transaction or activity of the Library.

4. Compensation

Any direct and indirect remuneration as well as gifts or favors that are not insubstantial.

5. Conflict of Interest

A financial interest is not necessarily a conflict of interest. Except in the case of a Related Party, under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the Board of Trustees or the appropriate committee decides that a conflict of interest exists.

6. Family Member

A Family Member shall include a spouse, parent, child, or spouse of a child, brother, sister or spouse of a trustee, officer, administrator, or member of a committee.

## **ARTICLE III. PROCEDURES**

### 1. Duty to Disclose

- A. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the trustees and members of committees with powers delegated by the Board of Trustees considering the proposed transaction or arrangement.
- B. No Interested Person shall attempt to improperly influence the deliberation or voting with respect to the transaction that give rise to the conflict.

### 2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the Interested Person, he/she shall leave the Board of Trustees meeting or the committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists, provided however that, if the person is determined to be a Related Party, such a conflict will be presumed and addressed as set forth below.

### 3. Procedures for Addressing the Conflict of Interest

- A. An Interested Person may make a presentation at the Board of Trustees or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- B. The chairperson of the Board of Trustees or the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- C. After exercising due diligence, the Board of Trustees or the committee shall determine whether the Library can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- D. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Trustees or the committee shall determine by a majority vote of the disinterested trustees whether the transaction or arrangement is in the Library's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

### 4. Violations of the Conflict of Interest Policy

- A. If the Board of Trustees or the committee has reasonable cause to believe that a trustee, officer, administrator or member of a committee has failed to disclose an actual or possible conflict of interest, it shall inform such person of the basis for such belief and afford him or her an opportunity to explain the alleged failure to disclose.
- B. If, after hearing such person's response and after making further investigation as warranted by the circumstances, the Board of Trustees or the committee determines the member has failed to disclose an actual or possible conflict or interest, it shall take appropriate disciplinary and corrective action.

#### **ARTICLE IV. RECORDS OF PROCEEDINGS**

The minutes of the Board of Trustees and all of the committees with powers delegated by the Board of Trustees shall contain:

- A. The names and persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.
- B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussions, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **ARTICLE V. COMPENSATION**

- A. A voting member of the Board of Trustees who receives compensation, directly or indirectly, from the Library for services is precluded from voting on matters pertaining to that member's compensation.
- B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Library for services is precluded from voting on matters pertaining to that member's compensation.
- C. No voting member of the Board of Trustees or of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Library, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **ARTICLE VI. ANNUAL STATEMENTS**

Each trustee, officer, member of a committee with powers delegated by the Board of Trustees and administrator shall annually sign a statement which affirms such person:

- A. Has received a copy of the conflict of interest policy;
- B. Has read and understands the policy;
- C. Has agreed to comply with the policy; and
- D. Understands the Library is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

#### **ARTICLE VII. PERIODIC REVIEWS**

To ensure the Library operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Library's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in impermissible or excessive benefit.

#### **ARTICLE VIII. USE OF OUTSIDE EXPERTS**

When conducting the periodic reviews as provided for in Article VII, the Library may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Trustees of its responsibility for ensuring periodic reviews are conducted

*(June 2014)*

**BOSTON FREELIBRARY ASSOCIATION**

**STATEMENT OF TRUSTEES' RESPONSIBILITIES  
AND  
CONFLICT OF INTEREST POLICY**

The undersigned hereby affirms that he or she:

1. Has read and understands Boston Free Library Association's Statement of Trustee's Responsibilities;
2. Agrees to fulfill the responsibilities, duties and expectations set forth in such Statement of Trustees Responsibilities to the best of his or her ability;
3. Has received a copy of Boston Free Library Association's Conflict of Interest Policy;
4. Has read and understands such Conflict of Interest Policy;
5. Agrees to comply with such Conflict of Interest Policy; and
6. Understands that Boston Free Library Association is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

\_\_\_\_ I do not have a conflict of interest as defined in the Conflict of Interest Policy.

\_\_\_\_ I do have a potential conflict of interest as defined in the Conflict of Interest Policy as detailed in the attached letter.

Date: \_\_\_\_\_

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Print Name

*(June 2014)*