

TOWN OF COLLINS PUBLIC LIBRARY

**LIBRARY BOARD BYLAWS
Amended June 4, 2020**

ARTICLE I

NAME

Section 1: This organization shall be called “The Board of Trustees of the TOWN OF COLLINS PUBLIC LIBRARY” existing by virtue of the Board of Regents of New York for and in behalf of the Education Department of the State of New York.

ARTICLE II

ELECTION, APPOINTMENT, AND REMOVAL OF A TRUSTEE

Section 1: There are 5-11 Trustee Positions on the Board, as stated in the Library’s charter.

Section 2: All letters of interest, on file and solicited, will be considered by the current Trustees to fill a position.

Section 3: Once the Board reviews all applicants for a Trustee position, they will make their recommendation to the Town of Collins Town Board.

Section 4: The municipality of the Town of Collins appoints Trustees.

Section 5: A Trustee may resign from their position at any time, by submitting a letter of resignation to the Board.

Section 6: A Trustee may be removed from their position:

- A. Violation of the Code of Ethics policy
- B. Failure to disclose an interest in a proposed transaction
- C. Change of residence outside of the district (Erie County/Gowanda CSD)

Section 7: A Trustee will be asked to consider resigning if:

- A. They miss three consecutive regular meetings
- B. They miss four regular meetings in the previous 12 months
- C. Unless mitigating circumstances are presented to the President of the Board.

Section 8: Once there is a vacant Trustee position, other applicants may be considered for the position. When filling a position in this manner, the new Trustee fulfills the rest of the position’s term.

ARTICLE III
OFFICERS

Section 1: The Officers shall be a President, a Vice President, a Treasurer and a Secretary elected from the members at the annual meeting of the board.

Section 2: Officers shall serve a term of three years from the annual meeting at which they are elected and until their successors are duly elected. Board members may serve consecutive terms.

Section 3: The President shall preside at all meetings, appoint all committees of the board, authorize calls for any special meetings, appoint all committees, execute all documents authorized by the board, serve as an ex-officio voting member of all committees except the nominating committee, and generally perform all duties associated with that office.

Section 4: The Vice President shall assist the President in the discharge of his duties and in the event of the absence or disability of the President, or of a vacancy in that office, shall assume and perform the duties and functions of the President.

Section 5: The Secretary shall keep a true and accurate record of all meetings of the board, shall issue notice of all regular and special meetings, and shall perform such other duties as are generally associated with that office.

Section 6: The Treasurer shall keep a correct and up-to-date account of all receipts and disbursements and submit a report at regular meetings to the board. A year-end report shall also be submitted to the board covering amounts received and expended during the year.

Section 7: In the event of an officer vacancy, a Trustee will be nominated from the current members and elected from the members at the first meeting after the office becomes vacant.

Section 8: In the case of an extended illness, a temporary officer may be appointed by a simple majority vote at any regular public meeting.

ARTICLE IV

MEETINGS

Section 1: The regular meetings shall be held at least six times annually. The month, date, and hour to be set by the board at its Annual Meeting.

Section 2: The Annual Meeting which shall be for the purpose of the elections of officers shall be held at the first regular meeting of the year. The adoption of the Annual Report shall take place in a meeting between April and June.

Section 3: There will be two periods for public expression during the meeting; once after the adoption of the meeting minutes and again after all new business has been discussed. Due to restraints on time, there may be a limit to the amount of time given to each member of the public to express their views. Further concerns may be addressed to the Board of Trustees via correspondence.

Section 4: The order of business for regular meetings shall include; but not be limited to, the following items which shall be covered in sequence show so far as circumstances will permit:

- a.) Roll Call of members
- b.) Disposition of minutes of previous regular meeting and any intervening special meeting
- c.) Public Expression
- d.) Financial report/Treasurer's report of the library
- e.) Executive Report
- f.) Committee reports
- g.) Unfinished business
- h.) New business
- i.) Public Expression
- j.) Adjournment

Section 5: Special meetings may be called at the direction of the president, or at the request of two members for the transaction of business as stated in the call for the meeting.

Section 6: A minimum of more than fifty percent of the total number of serving 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 Town of Collins Public Library 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.

Section 7: An affirmative vote is needed to approve any action before the board.

ARTICLE V

CONFLICT OF INTEREST POLICY

Please see Appendix A for the full Conflict of Interest Policy.

ARTICLE VI

LIBRARY DIRECTOR AND STAFF

Section 1: The board shall appoint a qualified library director who shall be the executive and administrative officer of the library on behalf of the board and under its review and direction, the director shall recommend to the board the appointment and specify the duties of other employees. The librarian is responsible for the proper direction and supervision of the staff, for the care and maintenance of the library property for an adequate and proper selection of books in keeping with the stated policy of the board, for the efficiency of library service to the public and for its financial operation within the limitations of the budgeted appropriation. Sometimes, in the case of part-time or temporary employees the director may have interim authority to appoint without prior approval of the board, provided that any such appointment shall be reported to the board at its next regular meeting.

Section 2: The library board shall be available to assist in the selection of a qualified library director and other staff.

ARTICLE VII

COMMITTEES

Section 1: The president shall appoint committees of one or more members each for such specific purposes as the business of the board may require from time to time. The committee shall be considered to be discharged upon completion of the purpose for which it was appointed and after the final report is made to the board.

Section 2: All committees with any new progress shall make a progress report to the library board at each of its regular meetings.

Section 3: A committee of Independent Trustees as appointed by the President of the Board of Trustees shall oversee the organization's Conflict of Interest Policy.

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 Employee 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);

(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 the lesser of \$25,000.00 or 2% of such entity's consolidated gross revenues; 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.

For purposes of this paragraph:

(i) "Payment" does not include charitable contributions, dues or fees paid to the Buffalo & Erie County Public Library for services which the Buffalo & Erie County Public Library performs as part of its nonprofit purposes, provided that such services are available to individual members of the public on the same terms;

(ii) "Affiliate" of the Buffalo & Erie County Public Library means any entity controlled by or in control of the Buffalo & Erie County Public Library;

(iii) "Key Employee" means any person who is in a position to exercise substantial influence over the affairs of the Buffalo & Erie County Public Library, as referenced in 26 U.S.C. § 4958(f)(1)(A) and further specified in 26 C.F. R. § 53.4958-3(c), (d) and (e), or succeeding provisions to the extent such provisions are applicable;

(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; and

(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.

ARTICLE VIII

PARLIAMENTARY AUTHORITY

Section 1: The current edition of ROBERTS RULE OF ORDER NEWLY REVISED shall be the authority on all questions of parliamentary law.

ARTICLE IX

AMENDMENT OF BYLAWS

Section 1: These bylaws may be amended at any regular board meeting by a two-thirds vote and a resolution, provided that the amendment has been submitted in writing at least thirty (30) days prior to the date of any such meeting, or at the previous regular meeting.

ARTICLE X

CONTINUING EDUCATION

Section 1: All Trustees will be encouraged to participate in Continuing Education once per year. There are many ways to participate, including but not limited to: Library Trustee Association Meetings, webinars and presentations over the internet from various sources, and conferences.

Originally adopted 8-1998

Amended 2002, 6-19-2014, 6-2-2016, 6-1-2017, 6-28-2018 and 6-13-2019.

Amended 6-4-2020.

Appendix A: CONFLICT OF INTEREST POLICY

This policy is for application to the Town of Collins Public Library.

ARTICLE I Purpose

The purpose of this Conflict of Interest policy is to protect the Buffalo & Erie County Public Library and Town of Collins Public Library, a contracting member library, when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, trustee, or Key Person of the Library. Library will refer to the Town of Collins Public Library or Buffalo & Erie County Public Library where applicable. It provides guidelines for handling perceived, potential or actual Conflicts of Interest and addresses procedures and disclosures of Related Party Transactions. 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

Section 2.1. Interested Person. An Interested Person is any trustee, officer, employee or member of a committee with powers delegated by the Board of Trustees, who (1) has a direct or indirect Financial Interest, as defined below, and/or (2) is a Related Party, as defined below.

Section 2.2. Disinterested Trustee. A Disinterested Trustee is any trustee who is not an Interested Person.

Section 2.3. Relative. A Relative of an individual means his or her spouse or domestic partner as defined in Section 2994-a of the Public Health Law, 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.

Section 2.4. Financial Interest. A person has a Financial Interest if the person has, directly or indirectly, through business, investment, or a Relative:

(A) An ownership or investment interest in any entity with which the Library has a transaction or arrangement;

(B) A compensation arrangement with the Library or with any entity or individual with which the Library has a transaction or arrangement, except for compensation payable to a Trustee of the Library for service on the Board that is to be made available or provided to all Trustees of the Library on the same or substantially similar terms; or

(C) 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.

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

Section 2.5. Substantial Financial Interest. A Financial Interest in a Related Party Transaction is a "Substantial Financial Interest" if, in the discretion of the Board after giving due consideration to the material facts and circumstances of the Financial Interest as presented, the Board determines that such Financial Interest is substantial.

Section 2.6. Related Party. A Related Party includes:

(A) any trustee, officer or Key Person of the Library or any Affiliate of the Library or any other person who exercises the powers of trustees, officers or Key Persons over the affairs of the Library or any Affiliate of the Library;

(B) any Relative of an individual described in clause (A) of this section; or

(C) any entity in which any individual described in clauses (A) and (B) of this section has a thirty-five percent or greater ownership or beneficial interest or, in the case of a partnership or professional corporation, a direct or indirect ownership interest in excess of five percent.

Section 2.7. 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 Library as a whole similar to the responsibilities, powers, or influence of directors and officers;

(B) manages the 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 Library's capital expenditures or operating budget.

Section 2.8. Affiliate of the Library. An Affiliate of the Library means any entity controlled by or in control of the Library.

Section 2.9. Related Party Transaction. A Related Party Transaction means any transaction, agreement or any other arrangement in which a Related Party has a Financial Interest and in which the Library or any Affiliate of the Library is a participant, except that a transaction shall not be a Related Party Transaction if:

(A) the transaction or the Related Party's Financial Interest in the transaction is de minimis;

(B) the transaction would not customarily be reviewed by the board or boards of similar organizations in the ordinary course of business and is available to others on the same or similar terms; or

(C) the transaction constitutes a benefit provided to a Related Party solely as a member of a class of beneficiaries that the Library intends to benefit as part of the accomplishment of its mission, which benefit is available to all similarly situated members of the same class on the same terms.

Section 2.10. Conflict of Interest. A Conflict of Interest exists if an outside interest or activity influences or appears to influence the ability of an individual to exercise objectivity or impair the individual's ability to perform his or her responsibility in the best interests of the Library.

ARTICLE III Disclosure

Section 3.1. Initial Disclosure. Prior to the initial election of any trustee, officer, or member of a committee with powers delegated by the Board or hiring of any Key Person, the prospective trustee, officer, committee member, or Key Person shall complete, sign and submit to the Chair of the Governance Committee a written Disclosure Statement, attached as Appendix A1, identifying, to the best of his or her knowledge, the following information:

(A) any entity of which such prospective trustee, officer, committee member, or Key Person is an officer, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which the Library has a relationship; and

(B) any transaction in which the Library is a participant and in which the prospective trustee, officer, committee member, or Key Person might have a Financial Interest that may give rise to a Conflict of Interest or Related Party Transaction.

Section 3.2 Annual Disclosure. Each trustee officer, member of a committee with powers delegated by the Board of Trustees, and Key Person shall annually submit to the Chair of the Governance Committee the written Disclosure Statement, attached as Appendix A1, in which such person:

(A) identifies, to the best of his or her knowledge, the information specified in Paragraphs (A) and (B) of Section 3.1 of this Article;

(B) affirms that he or she has received a copy of the Conflict of Interest policy, read and understands the policy, agrees 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.

Section 3.3 Continuing Duty to Disclose. In connection with any actual or possible Conflict of Interest or Related Party Transaction which may arise in the

ordinary course of the year and within Board or committee meetings, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the Board of Trustees or the Governance Committee. Such disclosure may be made in a written statement or orally at a meeting of the Board, provided that such oral disclosure must be documented in the minutes of the meeting at which such disclosure is made and given to the Governance Committee for review in accordance with Article IV, Section 4.2.

ARTICLE IV General Procedures

Section 4.1. General Prohibitions.

(A) An Interested Person is precluded from being present at or participating in any Board or committee deliberation or vote related to the transaction or arrangement giving rise to a Conflict of Interest or Related Party Transaction. Notwithstanding the foregoing, the Board of Trustees or the Governance Committee, may request that an Interested Person present information to the Board or Governance Committee prior to the commencement of deliberations or voting relating thereto.

(B) An Interested Person shall not directly or indirectly attempt to influence improperly the deliberation or voting on the transaction or arrangement giving rise to the conflict.

Section 4.2. Determining Whether a Conflict of Interest or Related Party Transaction Exists.

(A) After the Interested Person's disclosure of the existence of and all material facts relating to his or her Financial Interest as required under Article III, and after any discussion among the remaining members of the Board of Trustees or the Governance Committee and the Interested Person regarding the facts and circumstances of the Financial Interest, the Governance Committee shall discuss and make a recommendation to the Board as to each of the determinations required by Paragraphs (C) and (D) of this Section 4.2. Alternatively, if the existence of the Financial Interest initially arises at a meeting of the Board of Trustees, then the Board of Trustees can directly make the determinations required without seeking recommendations from the Governance Committee, provided the Interested Person leaves the meeting while the remaining members of the Board of Trustees discusses the information disclosed.

(B) Upon due discussion and consideration of the Governance Committee recommendations, the Board shall make each of the determinations required by Paragraphs (C) and (D) of this Section 4.2.

(C) Upon discussion, the remaining Board members shall decide and document in the meeting minutes if the transaction or arrangement constitutes a Related Party Transaction as defined in Article II, Section 2.9. If so, then the Board of Trustees must also determine and document in the meeting minutes whether the Related Party has a

Substantial Financial Interest, as defined in Article II, Section 2.5, in the proposed Related Party Transaction. Regardless of whether or not the Financial Interest is a Substantial Financial Interest, a Related Party Transaction is subject to the procedures set forth in Article V.

(D) If the transaction or arrangement does not constitute a Related Party Transaction as defined in Article II, Section 2.9, then the remaining Board members in their discretion shall decide if a Conflict of Interest, as defined in Article II, Section 2.10, exists nonetheless, after giving due consideration to the material facts and circumstances presented. If the Board determines that the transaction or arrangement involves a Conflict of Interest, then such transaction or arrangement is subject to the procedures set forth in Article V.

ARTICLE V Procedures for Addressing Conflicts of Interest & Related Party Transactions.

Section 5.1. Consideration of Alternatives.

(A) If the transaction or arrangement is a Related Party Transaction in which the Related Party has a Substantial Financial Interest, then consideration of alternatives in accordance with this section is mandatory. For Conflicts of Interest, consideration of alternatives is within the discretion of the Board of Trustees. After disclosure and discussions with the Interested Person, the Board of Trustees may appoint a Disinterested Trustee or committee of Disinterested Trustees to investigate alternatives to the proposed transaction or arrangement. Alternatives must be presented to the Board of Trustees and must be documented in the minutes of the meeting at which the determination is made.

(B) If alternatives are investigated and presented to the Board, then after exercising due diligence and giving due consideration for any such alternative transactions presented, the Board of Trustees 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 or Related Party Transaction.

Section 5.2. Board Decision.

(A) If alternatives are considered, whether mandatory or discretionary, and if the Board of Trustees determines that a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a Conflict of Interest or Related Party Transaction, the Board of Trustees shall determine by a majority vote of the Board whether the transaction or arrangement is in the Library's best interest, for the Library's own benefit, and whether it is fair and reasonable.

(B) In conformity with the above determination, in accordance with the Library's bylaws, the Board of Trustees shall make its decision as to whether to enter into the transaction or arrangement.

(C) If the transaction or arrangement involves a Related Party Transaction in which the Related Party has a Substantial Financial Interest, then a majority of the Board members present at the meeting is required to approve such transaction.

Section 5.3. Documentation Required. In connection with all actual or possible Conflicts of Interest and Related Party Transactions, the Board of Trustees shall document in the minutes of the meeting at which such determinations are made the following:

(A) The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible Conflict of Interest or Related Party Transaction, the nature of the Financial Interest, any action taken to determine whether a Conflict of Interest or Related Party Transaction was present, and the Board's decision as to whether a Conflict of Interest, Related Party Transaction, or Substantial Financial Interest in a Related Party Transaction 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 at the meeting regarding the proposed transaction or arrangement, including the alternatives to the proposed transaction or arrangement considered, if any.

(C) The determination as to whether the transaction or arrangement is fair, reasonable and in the Library's best interest.

(D) The determination as to whether to enter into the transaction or arrangement which gives rise to the Conflict of Interest or Related Party Transaction. If the Board of Trustees approves a Related Party Transaction in which the Related Party has a Substantial Financial Interest, then the minutes must also including the basis for such approval.

(E) A record of any votes taken in connection with the proceedings.

ARTICLE VI Oversight & Reviews

Section 6.1. Oversight Responsibility. The designated Governance Committee of the Board, as defined in the Library's bylaws, shall oversee the adoption of, implementation of, and compliance with this Conflict of Interest policy in accordance with the procedures contained herein and within the process and authority granted under the Bylaws.

Section 6.2. Violation of the Conflict of Interest Policy.

(A) If the Governance Committee has reasonable cause to believe a trustee, officer or Key Person has failed to disclose an actual or possible Conflict of Interest or Related Party Transaction, it shall inform such person of the basis for such belief and afford such person an opportunity to explain the alleged failure to disclose.

(B) If, after hearing the response of the trustee, officer or Key Person and after making further investigation as warranted by the circumstances, the Governance Committee determines that the trustee, officer or Key Person has failed to disclose an actual or possible Conflict of Interest or Related Party Transaction, it shall recommend to the Board appropriate disciplinary and corrective action, up to and including dismissal or termination, and referral to the New York State Board of Regents for possible removal of a trustee, pursuant to New York State Education Law Section 226.

Section 6.3. 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, the Board shall conduct periodic reviews. 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.

Section 6.4. Use of Outside Experts. When conducting the periodic reviews as provided for in Article VI, Section 6.3, 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.

Based on the Conflict of Interest Policy for the libraries within the City of Buffalo and Buffalo & Erie County Public Library System functions, last amended 5/16/2019.

Adopted by Town of Collins Public Library Board of Trustees at a public meeting June 2, 2016. (Supersedes any previous "B&ECPL Conflict of Interest and Ethics Policy".)
*Revised June 28, 2018. Amended June 13, 2019.
Reviewed June 4th, 2020.*

DISCLOSURE STATEMENT
OF
THE Town of Collins PUBLIC LIBRARY
(Appendix A1)

The undersigned, being a trustee, officer, Key Person of the Library, hereby acknowledges and confirms the following:

- (1) I have received, read and understand the Library's Conflict of Interest Policy in effect as of the date written below, and I agree to comply with the Conflict of Interest Policy.

- (2) I understand that 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.

- (3) Personal Interests & Relationships. I am an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or an employee of the following entities with which the Library has a relationship: *[If none, please write "None." If such interests exist, please specify the capacity in which you hold such an interest (for example, employee, director, or owner). If an owner, please specify your percentage ownership].*

- (4) Interests & Relationships of Relatives. A Relative (spouse or domestic partner, 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) of mine is an officer, director, trustee, member, owner (either as a sole proprietor or a partner), or an employee of the following entities with which the Library has a relationship: *[If none, please write "None." If such interests exist, please specify the Relative (for example, sibling or spouse) and the Relative's position (for example, employee, director, or owner). If an owner, please specify the percentage ownership].*

(5) Transactions. The Library is a participant in the following transactions in which I or my Relative may have a Financial Interest that may give rise to a Conflict of Interest or Related Party Transaction, as defined in the Conflict of Interest Policy. *[If none, please write "None." If such transaction(s) exists, please specify the transaction and the potential financial interest involved and whether you or a Relative has such an interest for any such transaction(s). Please specify the Relative and their position, if applicable.]*

I certify that the above statements are true and correct to the best of my knowledge.

Name: _____

Position: _____

Signature: _____

Date: _____