

HULBERT LIBRARY OF THE TOWN OF CONCORD BY-LAWS

18 CHAPEL STREET, SPRINGVILLE NY 14141

ARTICLE I. TENURE OF THE OFFICE OF TRUSTEES

1. The Board of Trustees (hereafter the Board) of the HULBERT LIBRARY of the Town of Concord (hereafter HLTC) shall consist of no less than 5, but no more than 11, members each serving a term of five years. A member will be appointed or reappointed at the expiration of the term (or in the event of a vacancy) by the elected members of the Concord Town Board following submission of the name of the nominee by the HLTC Board. (See Art.I, Sec.2.)
2. To fill an impending vacancy, a Nominating Committee of Board members shall be appointed by the President two months prior to expiration of the term. In the event of an unforeseen vacancy, said Committee may be appointed at the next regular Board meeting.
3. The majority of the Board must be residents of the Town of Concord.

ARTICLE II. OFFICERS

1. The officers of the Board shall be a President, a Vice-President, a Secretary, and a Treasurer elected annually by a majority vote of the members of the Board at the January meeting.
2. Duties of the officers:
 - a. The President shall preside at all meetings, and shall execute on behalf of the HLTC any and all business which is authorized by the Board. The President shall be a member of all Standing and Special Committees.
 - b. The Vice-President shall act as president in the absence or disability of the President or when the Board shall so direct.
 - c. The Secretary shall direct the sending of notice of meetings of the Board, record its transactions and conduct its correspondence.
 - d. The Treasurer shall be responsible for the receiving, recording, disbursing and the keeping and maintaining of accurate records of the funds and documents in the private treasury of the HLTC.

ARTICLE III. MEETINGS

1. Regular meetings shall be held monthly on the second Thursday (holidays excluded), unless expressly designated otherwise at the immediately previous monthly meeting. The Library Director shall, under the direction of the Secretary, have published notices of meetings in the SPRINGVILLE JOURNAL, post the same notice on the main entrance door of the library one week prior to the

meeting, and enter upcoming meetings into the library's Evanced calendar found on the library's webpage (<http://www.buffalolib.org/content/library-locations/concord>) and the Town of Concord's website.

2. Special meetings shall be held at the call of the President and two trustees, all trustees having been notified; notice of said meeting to be posted on the main entrance door of the library.
3. All meetings other than executive sessions shall be open to the general public.
4. A majority of the Board shall constitute a quorum. In the event of a lack of a quorum at a regular monthly meeting, approval for the payment of Bills may be authorized by the President or his designated-officer.
5. Proceedings shall be conducted in the manner usual in deliberative bodies.
 - a. Roberts' Rules of Order will be the parliamentary authority.
 - b. The "ayes" and "nays" on any vote shall be entered on the minutes at the request of any Board member present.
6. The order of business shall be as follows:
 - a. Call to order: time and attendance recorded
 - b. Secretary's Report
 - c. Treasurer Report
 - d. Approval of Bills
 - f. Report on Committee Work performed by the Library Director
 - g. Town Board Report
 - h. Village Report
 - h. Correspondence
 - i. Director's Report
 - j. Old Business
 - k. New Business
 - l. Set next meeting date
 - m. Adjournment

ARTICLE IV.COMMITTEES AND THEIR DUTIES

1. The following standing committees and vacancies on the committees shall be appointed by the President, subject to approval by the majority of the Board:
 - a. Finance and Budget.
 - b. c. Building and Grounds.
 - d. Sustainability
2. Special committees may be appointed by the President, subject to approval by the Board, to carry out specific tasks.
3. All committees shall report their progress at the appropriate time(s).

ARTICLE V. DIRECTOR OF THE LIBRARY

1. The Director of the Library (hereafter Librarian) shall be appointed by a majority of the Board to serve at the pleasure of the Board. The librarian shall be responsible for the proper performance of the duties of a librarian, prudent expenditure of funds allocated to library operation, and the supervision of personnel employed by the Board.
2. The Librarian shall be professionally qualified to serve as Director in accordance with the regulations of the Buffalo and Erie County Public Library (hereafter BECPL), and those of the New York State Commissioner of Education.
3. The librarian shall attend the regular monthly meetings of the Board, and report to the Board at the scheduled time on the regular agenda, as well as respond on all matters pertaining to the operation of the library, as required by the Board.

ARTICLE VI. THE CONTRACT AND BUDGET

1. Annually the Board shall convene to consider the contract agreement between the HLTC and the BECPL. If the contract provisions are satisfactory, the President shall sign said contract and return the specified copies to the proper library division, retaining one for library records.
2. Annually the Librarian of the HLTC shall prepare a list for the Board to be presented to the Town Board for consideration and approval for the funding of materials and/or equipment not requested in the HLTC's budget request to the BECPL.

ARTICLE VII. MINUTES

1. It shall be the responsibility of the Secretary to see that legible minutes of all meetings be recorded, save executive sessions, and that said minutes be printed and kept in a binder available to the general public upon request.

ARTICLE VIII. AMENDMENTS

1. By-Laws may be changed or repealed, or new by-laws made only by a majority vote of the Board and only after prior consideration of the matter and an announcement that the vote is to take place at a specified Board meeting.

ARTICLE IX. MINIMUM STANDARDS

1. In providing quality public library service to the citizens of the Town of Concord, the HLTC shall strive to meet or exceed the minimum standards and levels of excellence proposed by the Committee on Minimum Public Library Standards for New York State; said standards having been established and approved in 1989 by the New York State Board of Regents.

ARTICLE X. STANDARDS OF COMPLIANCE

1. HLTC shall comply with the following:
 - a. Local, state and federal laws.
 - b. Library Bill of Rights.
 - c. Free access to the library for minors:
an interpretation of the Library Bill of Right.
 - d. Freedom to Read Statement.
 - e. Freedom to View Statement
 - f. New York Open Government Law.
 - g. Copyright laws.
 - h. Policy on Confidentiality of Library Records.
 - i. New York Library Association Policy Statement on Due Process.
 - j. Security of employment in the library.
 - k. Equal Employment Opportunity Act of L972, Public Law 92-261, 86 Statute 103.

ARTICLE XI. INDEMNIFICATION

ARTICLE XII. DISSOLUTION

1. In accordance with the fifth covenant in the Contract signed with the BECPL annually in December, the HLTC shall adhere to its agreement regarding the dissolution of a contract library.

Adopted March 1, 1990

Amended February 4, 1991, January 6, 1995, October 2, 2014, February 9, 2017 and June 1, 2017.

March 9, 2023

Signed _____.

SIGNED BY

President _____

Vice-President _____

Secretary _____

Treasurer _____

Trustee _____

Trustee _____

Trustee _____

CONFLICT OF INTEREST POLICY OF THE HULBERT LIBRARY OF THE TOWN OF CONCORD

(ADOPTED AS OF THE 1st DAY OF JULY, 2014)

ARTICLE I Purpose

The purpose of this Conflict of Interest Policy is to protect the Hulbert Library of the Town of Concord ("HLTC") when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, trustee, or Key Employee of the HLTC, including situations that may give rise to Conflicts of Interest and Related Party Transactions.

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. Relative

A Relative of an individual means his or her spouse or domestic partner, ancestors, brothers and sisters (whether whole or half-blood), children (whether natural or adopted), grandchildren; great-grandchildren, and spouses of brothers, sisters, children, grandchildren and great-grandchildren.

Section 2.3. 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 HLTC has a transaction or arrangement;
- (B) A compensation arrangement with the HLTC or with any entity or individual with which the HLTC has a transaction or arrangement; or
- (C) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the HLTC is negotiating a transaction or arrangement.

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

Section 2.4. 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 2.5. Related Party.

A Related Party includes:

- (A) any trustee, officer or Key Employee of the HLTC or any Affiliate of the HLTC;
- (B) any Relative of any trustee, officer or Key Employee of the HLTC or any affiliate of the HLTC;
- (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 2.6. Key Employee.

A Key Employee is any person who is in a position to exercise substantial influence over the affairs of the HLTC.

Section 2.7. Affiliate of the HLTC.

An Affiliate of the HLTC means any entity controlled by, in control of, or under common control with the HLTC.

Section 2.8. 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 HLTC or any Affiliate of the HLTC is a participant.

Section 2.9. 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 HLTC.

ARTICLE III Disclosure

Section 3.1. Disclosure Statement.

Prior to the initial appointment or hiring, and annually thereafter, a trustee, officer, member of a committee with powers delegated by the Board, or Key Employee shall complete, sign and submit to the secretary of the HLTC, a written Disclosure Statement, attached as Appendix A, identifying, to the best of his or her knowledge, the following information:

- (A) any entity of which such person is an officer, trustee, member, owner (either as a sole proprietor or a partner), or employee and with which the HLTC has a relationship; and
- (B) any transaction in which the HLTC is a participant and in which such person might have a Financial Interest that may give rise to a Conflict of Interest or Related Party Transaction.

Section 3.2 Continuing Duty.

All trustees, officers, committee members, and Key Employees have a continuing duty to disclose by oral or written statement the existence of and material facts surrounding any Financial Interest at the time an actual or possible Conflict of Interest or Related Party Transaction arises.

Section 3.3 Violations.

Any trustee, officer, committee member, or Key Employee who fails to comply with the disclosure obligations under this Article III or otherwise violates this Conflict of Interest Policy, may be subject to appropriate disciplinary and corrective action, up to and including referral to the New York State Board of Regents for possible removal of a Trustee, pursuant to New York State Education Law section 226.

ARTICLE IV Procedures

Section 4.1. General Prohibitions. An Interested Person shall not:

- (A) be present at or participate in any Board deliberation or vote related to the transaction or arrangement giving rise to a Conflict of Interest or Related Party Transaction; nor
- (B) directly or indirectly attempt to influence improperly the deliberation or voting on the transaction or arrangement giving rise to the conflict.

Notwithstanding the foregoing, the Board of Trustees may request that an Interested Person present information to the Board prior to the commencement of deliberations or voting relating thereto.

Section 4.2. Initial Determination.

After the disclosure required under Article III, the remaining Board shall decide and document in the meeting minutes whether the transaction or arrangement is a Related Party Transaction, including whether any such transaction involves a Substantial Financial Interest, or a Conflict of Interest.

Section 4.3. Consideration of Alternatives.

If the transaction or arrangement is a Related Party Transaction in which the Related Party has a Substantial Financial Interest, then the Board must consider alternatives to the proposed transaction or arrangement. If the transaction or arrangement is a Conflict of Interest, then the Board may, but is not required, to consider alternatives.

Section 4.4. Board Decision.

The Board of Trustees shall compare the alternatives, if any, with the proposed transaction or arrangement and determine whether the HLTC 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. If 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:

(A) by a majority vote of the Board, whether the proposed transaction or arrangement is in the HLTC's best interest, for the HLTC's own benefit, and whether it is fair and reasonable; and if so, then

(B) whether to enter into the transaction or arrangement, in accordance with the HLTC's bylaws. Note that if the transaction or arrangement involves a Related Party Transaction in which the Related Party has a Substantial Financial Interest, then at least a majority of the Board members present at the meeting is required to approve such transaction.

Section 4.5. Documentation Required.

The Board of Trustees shall document in the minutes of the meeting at which such determinations are made the following:

(A) The existence of a Conflict of Interest or Related Party Transaction;

(B) The resolution of the Board with respect to such Conflict of Interest or Related Party Transaction, including the determination as to whether the transaction or arrangement is fair, reasonable and in the HLTC's best interest.

(C) The basis for approving the transaction or arrangement which gives rise to the Conflict of Interest or Related Party Transaction, including consideration of any alternatives.

ARTICLE V Oversight

A designated Committee of the Board comprised solely of Independent Trustees, as defined in the New York Not-For-Profit Corporation Law (the "Overseeing Committee") shall oversee the adoption of, implementation of, and compliance with this Conflict of Interest policy. If there is no such Overseeing Committee, then the Board, shall oversee the adoption of, implementation of, and compliance with this Conflict of Interest policy, and only those trustees who qualify as Independent Trustees shall be eligible to deliberate and vote on matters relating to the Policy.

APPENDIX A

**DISCLOSURE STATEMENT OF
THE HULBERT LIBRARY OF THE TOWN OF CONCORD**

The undersigned, being a trustee, officer, committee member or Key Employee of the Hulbert Library of the Town of Concord ("HLTC"), hereby acknowledges and confirms the following:

(1) I have received, read and understand the HLTC'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 HLTC 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 HLTC 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 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 HLTC 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 HLTC 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: _____