



AURORA TOWN PUBLIC LIBRARY

Board of Trustees Bylaws

ARTICLE I

Tenure of Office and Powers and Duties of Trustees

1. The Board of Trustees of the Aurora Town Public Library shall consist of five (5) members who shall be appointed by the Board of the Town of Aurora, in consultation with the Library Board, for a term of five (5) years, one member to be appointed in each of the five (5) years.

2. Vacancies for unexpired terms on the Board of Trustees shall be filled for the balance of the unexpired term by the Aurora Town Public Library Board.

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 President, 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 President 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.

ARTICLE II

Meetings

1. Regular monthly meetings of the Board shall be held on a day selected by the Board at its annual organizational meeting each April, 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 President 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 President or of any three Trustees. Notices of regular and special meetings shall be mailed or emailed not less than five days before such meetings and notices of special meetings shall state the subject proposed for consideration.

3. Three 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 Aurora Town 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: 1. Comments from the audience 2. Minutes of the preceding meeting 3. Treasurer's Report & Monthly Financial Statement 4. Director's Report 5. Reports of Interest 6. Personnel 7. Old Business 8. New Business

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 President, a Vice President, 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 3 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 President or hold any other title with similar responsibilities.

ARTICLE IV **Duties, Election and Qualifications of Officers**

1. The President shall be elected at the annual meeting of the Board in April of each year. The President shall be a member ex officio of all Committees, except the Governance Committee. The President 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 President shall be elected at the annual meeting in April of each year, and shall act as President, with all powers of the President, in the absence or disability of the President, or when the Board of Trustees shall so direct.

3. The Secretary shall be elected at the annual meeting in April 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 annual meeting in April 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 President and Vice President, the Secretary shall preside at the selection by majority vote of the Trustees present and voting thereon of a president pro tem, and said president pro tem shall thereupon preside at said meeting with all the powers and duties of the office of President.

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. Governance Committee.

2. The Governance Committee shall consist of not less than three and not more than five Trustees to be appointed by the President, 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. All Trustees 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 Aurora Town Public Library or an Affiliate of the Aurora Town Public Library, and does not have a Relative who is, or has been within the last three years, a Key Employee of the Aurora Town Public Library or an Affiliate of the Aurora Town 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 Aurora Town Public Library or an Affiliate of the Aurora Town 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 Aurora Town Public Library or an Affiliate of the Aurora Town 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 Aurora Town Public Library's outside auditor or who has worked on the Aurora Town Public Library's audit at any time during the past three years.

B. For purposes of this paragraph:

(i) "Payment" does not include charitable contributions, dues or fees paid to the Aurora Town Public Library for services which the Aurora Town 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 Aurora Town Public Library means any entity controlled by or in control of the Aurora Town Public Library;

(iii) "Key Employee" means any person who is in a position to exercise substantial influence over the affairs of the Aurora Town 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.

7. All vacancies occurring in the Committees shall be filled by the President, 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.

10. Special Committees may be appointed by the President 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

The Governance Committee shall oversee matters relating to governance of the Aurora Town Public Library, including but not limited to, the Bylaws, Conflict of Interest Policy, Whistleblower Policy and Ethics Policy as adopted and amended by the Board from time to time.

ARTICLE VII

Director

1. The Director shall be the administrative, executive, and fiscal officer of the Aurora Town 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 Aurora Town 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.

3. 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 Aurora Town Public Library.

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.

Adopted by the Aurora Town Public Library Board of Trustees on September 21, 1998; revised, February 2009; revisions approved June 24, 2014 and confirmed September 23, 2014. Revised May 24, 2016 & Adopted June 28, 2016. Revised September 27, 2016, Confirmed October 18, 2016.