

BYLAWS OF THE EDEN LIBRARY

MISSION STATEMENT

The Eden Library exists to provide quality service to the residents of Eden and surrounding areas in an open and non-judgmental environment with free access to library materials in a variety of formats.

PREAMBLE

The Board of Trustees (hereinafter designated as the "Board") of the Eden Library, created under an absolute charter granted under New York State Education Law by the Board of Regents of the State of New York, dated December 18, 1992 shall be governed by the laws of New York State, the regulations of the Commissioner of Education and by the following Bylaws.

1. NAME OF ORGANIZATION

a.) The name of the organization shall be the Eden Library.

2. PLACE

a.) The Library shall be located in Eden, New York.

3. PURPOSE

a.) The purpose of the library shall be to maintain a circulating library and reading room, free for public use in the Town of Eden in accordance with a charter granted by the State of New York. The Library shall also provide free Internet service within its building at 2901 East Church Street, Eden, New York.

b.) The duties of the Board shall be to oversee the operation of the Library and to be the negotiators between the Library and the Buffalo and Erie County Public Library, of which the Eden Library is a contractual member.

c.) The library shall maintain a file of printed minutes from the Eden Town Board meetings for the most recent two years.

4. FISCAL

a.) The fiscal year of the library shall be the calendar year.

5. BOARD OF TRUSTEES

a.) The library shall be governed by a Board of Trustees. The Board shall consist of six members appointed by the Eden Town Board upon the recommendation of the existing Library Board members. Newly appointed members will take office at the first meeting following the annual meeting for a term of five years, unless fulfilling the unexpired term of a previous board member.

b.) Eligibility for office as a library trustee shall be limited to adults residing or owning property within the Town of Eden.

c.) Absence from three consecutive meetings shall constitute automatic dismissal from the Board unless the Board defers this dismissal by majority vote. The President shall inform the absent Board Member in writing that he/she is no longer on the Board. If dismissal is deferred by Board action the President shall inform the absent Board Member in writing the conditions of this deferral.

d.) Any vacancy shall be filled by special appointment by the Eden Town Board upon the recommendation of the remaining members of the Library Board for the remainder of the term of that particular position.

e.) The board of trustees of the Eden Library shall have the authority to nominate and elect a board member to the position of "member emeritus." Board members emeritus shall be selected from those board members who have served on the board of directors with distinction and excellence. A board member emeritus shall be entitled to receive all written notices and information which are provided to the board of trustees, to attend all board meetings, to participate in meetings of committees, and encouraged to attend all other events conducted by the library. A board member emeritus shall not be subject to any attendance policy counted in determining if a quorum is present at a meeting, be allowed to hold office, or be entitled to vote at any board meeting.

The executive committee of the board may consider a potential candidate at any regular meeting and may nominate an individual for a board emeritus position. The executive committee will present the nomination along with supporting statements to the organization's board of trustees for its consideration. A simple majority vote of trustees at any meeting at which a quorum is present is sufficient to approve an appointment. Emeritus members do not have a term limit.

f.) Each Trustee shall have one vote, irrespective of office held.

g.) A Trustee must be present at a meeting to have his/her vote counted.

h.) A majority of the whole Board (including vacancies) is required for any motion to pass.

i.) All actions of the Board shall be of the Board as a unit. No Board member shall act on behalf of the Board, on any matter, without prior approval of the Board. No Board member by virtue of his/her office, shall exercise any administrative responsibility with respect to the library nor, as an individual, command the services of any library employee.

j.) Each Board member shall sign an annual Disclosure Statement as outlined in the Library's Conflict of Interest Policy.

6. OFFICERS

a.) The officers of the Board shall be the President, Vice-President, Secretary and Treasurer, elected annually by the Board at the annual meeting. These officers shall serve for a period of one year or until their successors shall have been duly elected.

b.) The duties of such officers shall be as follows:

The **President** shall preside at all meetings 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, and generally perform all duties associated with that office.

The **Vice President**, 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.

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.

The **Treasurer** shall be the disbursing officer of the Board and shall perform such duties as generally devolve upon the office. In the absence or inability of the Treasurer, his/her duties shall be performed by such other members of the Board as the Board may designate.

7. DIRECTOR

a.) The Board shall appoint a Director who shall be the executive and administrative officer of the Library. The Director shall be held responsible for the proper performance of duties as spelled out in the job description provided by the Board.

The Director shall be responsible for the care of the buildings and equipment; for the employment and direction of the staff; for the efficiency of the library's service to the public; and for the operation of the library under the financial conditions contained in the annual budget.

b.) The Director shall render and submit to the Board reports and recommendations of such policies and procedures, which, in the opinion of the Director, will improve efficiency and quality of library service. The Director shall attend all Board meetings except the portion of the meeting at which the director's appointment or salary is to be discussed or decided. The Library Director shall have the right to speak on all matters under discussion at Board meetings, but shall not have the right to vote thereon.

8. COMMITTEES

a.) Committees for specific purposes may be appointed by the President. Such committees shall serve until the completion of the work for which they were appointed.

b.) All committees shall make a progress report to the Board at each of its meetings. No committee will have other than advisory powers unless, by suitable action of the Board, it is granted specific power to act.

c.) The Board shall oversee the adoption of, implementation of, and compliance with a Conflict of Interest policy, and only those trustees who qualify as Independent Trustees (see definition of Independent Trustee that is attached to these By Laws) shall be eligible to deliberate and vote on matters relating to the Policy.

9. MEETINGS

a.) Regular meetings shall be held at least six (6) times a year and shall be open to the public except when individual personnel issues are being discussed. Dates for these meetings will be set at the January meeting. Notice of meetings or their cancellation may be sent electronically through e-mail to Board members. All meeting dates are also posted on the Town's official web site and included in Town notifications of meetings.

b.) A special meeting of the Board may be called at any time by the President or upon the request of three members for a specific purpose. No business may be transacted at such special meeting except the Stated business.

c.) The Annual Meeting shall be held in January of each year. The business transacted at this meeting shall include the election of new officers.

d.) The operating and financial reports for the previous year shall be presented at the regular meeting in January.

e.) Four members shall constitute a quorum.

f.) The order of business for regular meetings shall include, but not be limited to, the following:

Call to order

Review of minutes of previous regular meeting and any intervening special meetings

Director's report

- Monthly statistics
- Presentation of bills to be paid

Treasurer's report

Committee reports

Communications

Unfinished business

New business

Period for Public Expression

Executive session (if needed)

Adjournment

10.) AMENDMENTS

a.) Amendments to these By-Laws may be proposed at any regular meeting and shall be voted upon at the next regular meeting. Written notice of the proposed amendment or amendments shall be sent to all absent members at least ten days prior to the voting session.

b.) A simple majority of the Board shall be sufficient for adoption of an amendment.

Amended July 14, 2014

Reviewed March 2020 and presented for approval at a meeting on July 13, 2020

Adoption of amended bylaws August 10, 2020.

DEFINITION OF INDEPENDENT TRUSTEE

"Independent Trustee" means a Trustee who:

- (i) is not, and has not been within the last three years, an employee of the Eden Library or an Affiliate of the Eden Library, and does not have a Relative who is, or has been within the last three years, a Key Employee of the Eden Library or an Affiliate of the Eden 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 Eden Library or an Affiliate of the Eden 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 Eden Library or an Affiliate of the Eden 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.

For purposes of this paragraph:

- (1) "Payment" does not include charitable contributions;
- (2) "Affiliate" of the Eden Library means any entity controlled by, in control of, or under common control with the Eden Library;
- (3) "Key Employee" includes all employees of the Eden Library who are in a position to exercise substantial influence over the affairs of the Eden Library;
- (4) "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 of brothers, sisters, children, grandchildren, and great-grandchildren; or (ii) domestic partner; and
- (5) "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.