



By-laws of the Lancaster Public Library **Board of Trustees**

Article I – Tenure of Office of Trustees

Section 1: The term of office of trustees shall be 6 years.

Section 2: The Board of Trustees shall consist of 6 (six) members in 3(three) classes of terms expiring at two-year intervals. The Trustees are to be elected by the general public in compliance with the Education Law of the State of New York and the Charter of the Lancaster Public Library and in conjunction with the biannual election of Town officers.

Section 3:

Paragraph a: Vacancies among the officers shall be filled by an election at a regular board meeting, and a majority vote of the Trustees present shall constitute approval.

Paragraph b: A vacancy on the Board of Trustees shall be filled by a majority vote of the Board, and the persons so appointed shall hold office until the next general election for that trustee position.

Article II – Officers

Section 1: The officers of the Board shall be President, a Vice-President, a Secretary, and a Treasurer.

Section 2: The president shall appoint a nominating committee two months prior to the end of the calendar year.

Section 3: Officers shall be elected at the first meeting in January by a majority vote of the Board.

Section 4: All officers shall have the usual powers associated with the office (or their duties may be specifically noted in the by-laws).

Section 5: The terms of Board Officers shall be limited to three consecutive one-year terms for each specific Board Office in a Trustee’s 6 (six)-year term of office.

Article III - Duties of Officers

President

- A. Shall construct agenda for each monthly meeting in collaboration with the Director.
- B. Shall conduct monthly meetings of the Board of Trustees.
- C. Shall appoint Nominating Committee in November to propose slate of officers for the following year.
- D. Shall distribute/forward quarterly shortfall reports to the Board of Trustees.

Vice President

- A. Shall act in place of the President in the absence of the President.

Secretary

- A. Shall record and distribute minutes of each monthly meeting.

Treasurer

- A. Shall review budget reports from the Central Library and report on same at monthly meetings of the Board of Trustees.
- B. Shall review monthly financial report of Board accounts and report at meetings of the Board of Trustees.
- C. Shall sign checks drawn on the accounts of the Board of Trustees unless time considerations prevent this.

Article III - Meetings

Section 1: Meetings shall be held a minimum of ten times per year, as scheduled by the Board, at the Lancaster Public Library. All meetings are open to the public except when individual personnel issues are being discussed. Meeting dates and times will be set at the January organizational meeting and the resulting schedule sent to the Town Clerk. The meeting schedule will be posted on the bulletin boards at the Lancaster Library.

Section 2: Special meetings shall be held at the call of the President or any three trustees. The press shall be notified.

Section 3: A quorum will consist of three Board Members.

Section 4: The order of business shall be as follows:

- I. Roll Call
- II. Approval of, or changes to the agenda
- III. Review of the minutes of the previous meeting
- IV. Report of the Director & Statistical Data
- V. Financial Statements
 - a. Monthly Financial Report
- VI. Committee Reports - if any

- VII. Public Comment (Limited to 5 (five) minutes per speaker
- VIII. Nominations and Elections - if any
- IX. Old Business
- X. New Business
- XI. Adjournment

Article IV - Committees

Section 1: The following standing committees will be appointed as needed: Rules, Public Relations, Personnel, Buildings, Governance, Budget and Finance. These committees shall have all the usual powers associated with such committees.

Section 2: The President of the Board shall appoint all committee members.

Section 3: Ad hoc committees may be appointed by the President with the approval of the Board. Non-Board members may be appointed to such committees to bring special capabilities for the resolution of problems confronting the committee.

Section 4: All committee actions are subject to approval by a majority of the Board.

Article V - Library Director

Section 1: The Director shall be held responsible for the proper performance of duties as spelled out in the job description provided by the Board.

Section 2: It shall be the duty of the Director to attend meetings of the Board, including budget meetings, or public meetings where action may be taken affecting the interests of the Library. The director shall have the right to speak on all matters under discussion at Board meetings, but shall not have the right to vote thereon.

Article VI - Internal Auditor

Section 1: The board shall appoint an internal auditor. This may be a board member who does not have check-signing authority; it may also be an individual who does not serve on the library board.

Section 2: The internal auditor will, on a monthly basis, review invoices to expenditures and report these findings to the Board.

Article VII - Responsibilities of the Board

Section 1: The Board shall appoint a qualified library director who shall be the executive and administrative officer of the library.

Section 2: Upon recommendation of the director, the Board shall approve personnel appointments.

Section 3: The Board shall approve monthly financial reports.

Section 4: The Board shall appoint and provide oversight of the Internal Auditor.

Article VIII - Amendments

Section 1: These by-laws may be repealed, amended, or added to by a majority vote of the Board at a regular meeting. Such action may be taken, however, only after the substance of the proposed repeal, amendment, or addition, has been presented in writing at a prior regular or special meeting, and notice thereof has been given in the notice of the meeting at which it is to be considered.

Article IX - Conflict of Interest Policy

Section 1 Purpose: The purpose of this Conflict of Interest Policy is to protect the Lancaster Public Library 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 Lancaster Public Library, including situations that may give rise to Conflicts of Interest and Related Party Transactions.

Section 2, Paragraph a: 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.

Paragraph b: 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.

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

Sub Paragraph 1: An ownership or investment interest in any entity with which the Lancaster Public Library has a transaction or arrangement;

Sub Paragraph 2: A compensation arrangement with the Lancaster Public Library or with any entity or individual with which the Lancaster Public Library has a transaction or arrangement; or

Sub Paragraph 3: A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Lancaster Public Library is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

Paragraph d: 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 3. Related Party. A Related Party includes:

Paragraph a: any trustee, officer or Key Employee of the Lancaster Public Library or any Affiliate of the Lancaster Public Library;

Paragraph b: any Relative of any trustee, officer or Key Employee of the Lancaster Public Library or any Affiliate of the Lancaster Public Library; or

Paragraph c: any entity in which any individual described in clauses (A) and *Paragraph d:* 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 4: Key Employee. A Key Employee is any person who is in a position to exercise substantial influence over the affairs of the Lancaster Public Library.

Section 5: Affiliate of the Lancaster Public Library. An Affiliate of the Lancaster Public Library means any entity controlled by, in control of, or under common control with the Lancaster Public Library.

Section 6: 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 Lancaster Public Library or any Affiliate of the Lancaster Public Library is a participant.

Section 7: 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 Lancaster Public Library.

Section 8: "Independent Trustee" means a Trustee who:

Paragraph a: is not, and has not been within the last three years, an employee of the Library or an Affiliate of the Library, and does not have a Relative who is, or has been within the last three years, a Key Employee of the Library or an Affiliate of the Library;

Paragraph b: 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 Library or an Affiliate of the Library (other than reimbursement for expenses reasonably incurred as a Trustee or reasonable compensation for service as a Trustee); or

Paragraph c: 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 Library or an Affiliate of the 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.

Section 9: 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 Lancaster Public Library, a written Disclosure Statement, attached as Appendix a, identifying, to the best of his or her knowledge, the following information:

Paragraph 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 Lancaster Public Library has a relationship; and

Paragraph b: any transaction in which the Lancaster Public Library 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.

Sub Paragraph 1: The secretary shall provide a copy of all completed Disclosure Statements to the President of the Board.

Paragraph c: 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.

Paragraph d: 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.

Section 10: General Prohibitions. An Interested Person shall not:

Paragraph 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

Paragraph 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 11: Initial Determination. After the disclosure required under Section 3, 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 12: 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 13: Board Decision. The Board of Trustees shall compare the alternatives, if any, with the proposed transaction or arrangement and determine whether the Lancaster Public 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. 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:

Paragraph a: by a majority vote of the Board, whether the proposed transaction or arrangement is in the Lancaster Public Library's best interest, for the Lancaster Public Library's own benefit, and whether it is fair and reasonable; and if so, then;

Paragraph b: whether to enter into the transaction or arrangement, in accordance with the Lancaster Public Library'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 14: Documentation Required. The Board of Trustees shall document in the minutes of the meeting at which such determinations are made the following:

Paragraph a: The existence of a Conflict of Interest or Related Party Transaction;

Sub Paragraph 1: 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 Lancaster Public Library's best interest.

Sub Paragraph 2: 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.

Section 15 Oversight: All trustees, officers, committee members and Key Employees shall abide by the Conflict of Interest Policy adopted by the Board and as amended from time to time, provided a majority (4) of the board members are independent trustees. The entire Board shall oversee the adoption of, implementation of, and compliance with this Conflict of Interest Policy.

**Appendix A
DISCLOSURE STATEMENT
OF THE
LANCASTER PUBLIC LIBRARY**

The undersigned, being a trustee, officer, committee member or Key Employee of the Lancaster Public Library, hereby acknowledges and confirms the following:

(1) I have received, read and understand the Lancaster Public 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 Lancaster Public 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 Lancaster Public 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 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 Lancaster Public 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 Lancaster Public Library is a participant in the following transactions in which my Relative or I 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: _____

Adopted: October 15, 2009
Amended: December 10, 2020