

BY-LAWS OF THE ORCHARD PARK PUBLIC LIBRARY

ARTICLE I: NAME

The name of this organization shall be: the Board of Trustees of the Orchard Park Public Library which oversees the Orchard Park Public Library (the "Library").

ARTICLE II: TRUSTEES

Section 1. Pursuant to the requirements of New York State Laws regarding libraries, the Board of ~~Trustees of~~ the Orchard Park Public Library (hereinafter the "Board") shall ~~consist of five (5) trustees~~ appointed by the ~~Town Board of the Town of Orchard Park~~ (each a "Trustee" and collectively, the "Trustees"), in addition to any ex-officio members of the Board. As used in these By-laws, the term "entire Board" shall mean five (5) Trustees and shall not include any ex-officio members of the Board. At least three (3) Trustees must qualify as Independent Trustees, as defined in Article II, Section 4.

Section 2. One Trustee shall be appointed annually to serve for five (5) years. Each Trustee shall be a resident of the Town of Orchard Park. Each Trustee shall take and file an oath of office at the Town Hall at the beginning of his or her term of office.

Section 3. ~~The Board may remove a Trustee for misconduct, incapacity, neglect of duty, or refusal to carry into effect the library's educational purpose as provided in Education Law 226; subdivision 8. If any Trustee fails to attend three (3) consecutive meetings of the Board without excuse accepted as satisfactory by a majority of the Trustees, he/she shall be deemed to have resigned and from the resulting vacancy shall be filled by a majority vote of the Trustees then in office regardless of their number, subject to approval by the Orchard Park Town Board.~~ In the case of any ~~other~~ vacancy which occurs during an unexpired term of a Trustee, the Board shall elect a replacement by a majority vote of the Trustees then in office regardless of their number, subject to approval by the Orchard Park Town Board. A Trustee elected to fill a vacancy shall hold office until expiration of the term of the originally appointed Trustee.

Section 4. To the extent these By-Laws, a committee charter, or a Board resolution establishing a committee requires that a committee be comprised in whole, or in part, of Independent Trustees, the following definitions shall apply. If a Trustee must qualify as an Independent Trustee in order to participate in any Board action or serve on any committee, the Trustee must disclose, at the time of any such action or 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 being an Independent Trustee as defined herein. In the event a Trustee is rendered ineligible during the time of his or her service on such a committee, he or she must resign from the committee immediately and the Chair of the Board may fill the vacancy with an Independent Trustee, 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: An "Independent Trustee" means a Trustee who:

(1) is not, and has not been within the last three (3) 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 (3) years, a Key Employee of the Library or an Affiliate of the Library;

Commented [PS1]: FOR DISCUSSION: Should we expand the number of trustees?

Commented [PS2R1]: As discussed during our meeting on May 20, 2025, the Library's charter states that there shall be 5 trustees.

Commented [PS3]: These terms are used in the sample by-laws for NYS libraries set forth in NYS Library Guide at the following link: <https://nysllibrary.libguides.com/Handbook-Library-Trustees/sample-bylaws>.

- (2) has not received, and does not have a Relative who has received, in any of the last three (3) 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
- (3) 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 (3) fiscal years, exceeds the lesser of \$25,000.00 or two percent (2%) of such entity's consolidated gross revenues.

(b) Additional Definitions: For purposes of this paragraph:

- (1) "Payment" does not include charitable contributions;
- (2) "Affiliate" of the Library means any entity controlled by, in control of, or under common control with the Library;
- (3) "Key Employee" includes all employees of the Library who are in a position to exercise substantial influence over the affairs of the Library;
- (4) "Relative" means an individual's (A) spouse, ancestors, brothers and sisters (whether whole or half blood), children (whether natural or adopted), grandchildren, greatgrandchildren, and spouses of brothers, sisters, children, grandchildren, and great-grandchildren; or (B) 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.

ARTICLE III: OFFICERS

Section 1. The officers shall be a president, a vice president, a secretary and a treasurer, elected by the Trustees at the Board's first meeting of a calendar year ("Annual Meeting") to serve for ~~one (1) year~~ two (2) years beginning immediately after the Annual Meeting. No officer shall serve more than ~~three (3)~~ two (2) consecutive terms in any one (1) office. In the event of a vacancy in an office, a special election shall be held at the next regular meeting of the Board to fill the vacant office for the remainder of the unexpired term. Beginning January 1, 2016, an employee of the Orchard Park Public Library shall not be the president or hold any other title with similar responsibilities.

Section 2. The president shall preside at all meetings of the Board, authorize calls for any special meetings, appoint all Committees of the Board, execute all documents authorized by the Board, serve as an ex-officio voting member of all Committees of the Board and generally perform all duties associated with that office.

Section 3. 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.

Section 4. The secretary shall keep a true and accurate record of all meetings of the Board and shall perform such other duties as are generally associated with that office.

Commented [PS4]: FOR DISCUSSION: Change the term of officers to two (2) years with a limit of two (2) consecutive terms .

Commented [PS5R4]: Revised as discussed during our meeting on May 20, 2025.

Commented [PS6]: FOR DISCUSSION: Change the term of officers to two (2) years with a limit of two (2) consecutive terms .

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Section 5. The treasurer shall be the disbursing officer of the Board, sign all checks and shall perform such other duties as are generally associated with that office. In the absence or inability of the treasurer, his/her duties shall be performed by such other members of the Board may designate.

Section 6. Any officer may be removed by the Board with ~~or without cause--~~ upon a unanimous vote of the remaining Trustees.

Commented [PS7]: FOR DISCUSSION: Do we want to remove this?

Commented [PS8R7]: Revised as discussed during our meeting on May 20, 2025.

Commented [PS9]: FOR DISCUSSION: Do we want to remove this?

ARTICLE IV: MEETINGS

Section 1. Regular meetings shall be held at least four (4) times each year and shall be ~~open to the public~~ conducted in accordance with New York State's Open Meetings Law (the "Open Meetings Law")..

Section 2. Special meetings may be held at any time at the call of the president or secretary or any two members of the Board, provided that notice thereof be given to all Trustees at least twenty-four (24) hours in advance of the special meeting and notice to the public complies the Open Meetings Law. Special meetings of the Board shall be conducted in accordance with the Open Meetings Law.

Section 3. Notices to the Trustees of regular and special meetings must be written and may be delivered by first class mail, electronic mail or facsimile transmission. When notice is given by first class mail, notice shall be deemed to have been given on the date of mailing. Notwithstanding the following, any notice by electronic mail or facsimile shall not be deemed to have been given if (1) the Library is unable to deliver two consecutive notices to the Trustee by electronic mail or facsimile; or (2) the Library otherwise becomes aware that notice cannot be delivered to the Trustee by electronic mail or facsimile transmission. No notice need be given to any Trustee who submits a signed waiver of notice before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her. Such waiver of notice may be written or electronic.

Section 4. A quorum at any meeting shall consist of a majority of the entire Board.

Section 5. If less than a quorum is present for any duly noticed meeting of the Board, a majority of the Trustees present may adjourn the meeting from time to time, not exceeding thirty (30) days at any one (1) time, until a quorum shall be present and the business of the meeting accomplished.

Section 6. Except as otherwise provided by law or in these By-Laws, any action taken at a meeting of the Board, by a majority of the Trustees present at such meeting at which a quorum is present, shall be deemed to be the action of the Board. 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.

Commented [PS10]: These terms are used in the sample by-laws for NYS libraries set forth in NYS Library Guide at the following link:
<https://nyslibrary.libguides.com/Handbook-Library-Trustees/sample-bylaws>

Section 7. Any one (1) or more members of the Board, or any committee of the Board, 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.

Section 8. Except as otherwise provided by law or these By-Laws, Roberts Rules of Order shall govern the parliamentary procedure of the Board. The order of business shall include, but not be limited to, the following:

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- a. Call to Order
- b. Public comment
- c. Review of minutes of previous meeting
- d. Reports

- Financial reports
- Report of the Director
- Committee reports, if any
- Other reports

- e. Nominations and elections, if any
- f. Unfinished business
- g. New business
- h. Adjournment

ARTICLE V: COMMITTEES

Section 1. The Board may create ad hoc committees ~~of the Board~~ as the Board may deem appropriate from time to time in accordance with Section 2 and Section 3 herein.

Section 2. The Board by resolution adopted by a majority of Trustees of the entire Board, may designate from among its members committees ~~of the Board~~, including an executive committee. Each committee ~~of the Board~~ shall consist of three (3) or more Trustees ~~and shall not include any persons who are not Trustees. Except as otherwise provided by Board resolution, a committee of the Board shall have all the authority of the Board to the extent provided in such resolution and not prohibited by law.~~ Non-Board members may be appointed to such committees to bring special capabilities for the resolution of problems confronting the ~~Committee~~committee.

~~Section 3. The president shall appoint committees of the Board consisting of one (1) or more members each for such specific purposes as the business of the Board may require from time to time. The Section 3. A committee shall be considered to be discharged upon the completion of the purpose for which it was appointed or at the end of the year. No committee of the Board will have other than advisory powers.~~

Section 4. All committee actions are subject to approval by a majority of the Board. No committee will have other than advisory powers unless, by suitable action of the Board, it is granted specific power to act.

Commented [PS11]: FOR DISCUSSION: Governance Committee and Compliance officer to oversee the Whistle Blower Policy.

Commented [PS12]: I suggest that we delete these terms for ease of compliance.

ARTICLE VI: LIBRARY DIRECTOR

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"). The Director shall be a non-voting ex-officio member of the Board, as executive director of the policies adopted by the Board and shall not count for purposes of determining a quorum. The Director shall be held responsible for the proper performance of duties as spelled out in the job description provided by the Board. 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.

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ARTICLE VII: AMENDMENTS

These By-Laws may be repealed, amended, or added to by a majority vote of the entire 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 VIII: CONFLICTS OF INTEREST

All Trustees, officers, committee members, and Key Employees (as defined in Article II, Section 4(b)(3), shall abide by the Conflict of Interest Policy adopted by the Board and as amended from time to time. The Board shall oversee the adoption of, implementation of, and compliance with this Conflict of Interest Policy; provided that only those Trustees who qualify as Independent Trustees, as defined in Article II, Section 4, shall be eligible to deliberate and vote on matters relating to the Policy.