

Amendments adopted by unanimous vote of the Trustees of the Orchard Park Library at a regular meeting held on July 21, 2015.

BY-LAWS OF THE ORCHARD PARK PUBLIC LIBRARY

ARTICLE I: NAME

The name of this organization shall be: "Board of Trustees of 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 shall consist of five members appointed by the Town Board of the Town of Orchard Park. As used in these By-laws, the term "entire Board" shall mean five Trustees and shall not include any ex-officio members of the Board. At least three (3) Trustees shall qualify as Independent Trustees, as defined in Article II, Section 4.

Section 2. One Trustee shall be appointed annually to serve for five 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.

Section 3. If any Trustee shall fail to attend three consecutive meetings without excuse accepted as satisfactory by the Trustees, he/she shall be deemed to have resigned and the 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. 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 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;

(2) 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

(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 fiscal years, exceeds the lesser of \$25,000.00 or 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, great-grandchildren, 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 first meeting of the year to serve for one year. No officer shall serve more than three consecutive terms in any one office. In the event of a vacancy in 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 Corporation, execute all documents authorized by the board, serve as an ex-officio voting member of all Committees of the Corporation 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.

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.

ARTICLE IV: MEETINGS

Section 1. Regular meetings shall be held at least four times each year at the library.

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 written notice thereof be given to all Trustees at least twenty-four hours in advance of the special meeting.

Section 3. Notices of regular and special meetings may be either oral or written or by 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 days at any one time until a quorum shall be present and the business of the meeting accomplished, and of such adjourned meeting, no notice need be given.

Section 6. Except as otherwise provided by law or in these By-Laws, any action taken at a meeting of the Board of Trustees, 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 of Trustees.

Section 7. 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.

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:

- a. Call to Order
- b. Reports
 - Review of minutes of previous meeting
 - Financial reports
 - Report of the Director
 - Committee reports, if any
 - Other reports
- c. Nominations and elections, if any
- f. Unfinished business
- g. New business
- h. Adjournment

ARTICLE V: **COMMITTEES**

Section 1. The Board may create Committees of the Board and Committees of the Corporation as the Board may deem appropriate from time to time in accordance with Section 2 and Section 3 herein.

Section 2. The Board of Trustees by resolution adopted by a majority 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 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.

Section 3. The president shall appoint Committees of the Corporation consisting of one or more members each for such specific purposes as the business of the board may require from time to time. The 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 Corporation will have other than advisory powers.

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 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.

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. Notice of a meeting to conduct such business shall identify any and all proposed actions.

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.