

BYLAWS OF THE WEST SENECA PUBLIC LIBRARY BOARD OF TRUSTEES

ARTICLE I Tenure of Office and Powers and Duties of Trustees

1. The Board of Trustees of the West Seneca Public Library shall consist of 5 members who shall be appointed by the Town Board of the Town of West Seneca and serve in accordance with the provisions of Chapter 768 of the Laws of 1953 of the State of New York, known as "An Act authorizing the consolidation of city and county public libraries, etc." and shall have all of the powers and duties as prescribed therein.
2. Vacancies for unexpired terms on the Board of Trustees shall be filled for the balance of the unexpired term by the Town Board of the Town of West Seneca.
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.
8. Request for review of any matter by West Seneca Public Library legal counsel shall be communicated to legal counsel only by the President and/or the Director of the West Seneca Public Library, or their specifically authorized designee(s).

ARTICLE II Meetings

1. Regular monthly meetings of the Board shall be held on a day selected by the Board at its organizational meeting each January, 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 posted on the library web site 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 West Seneca 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 or her/his designee.
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:
 - A. Call of the Roll.
 - B. Approval / Changes to Agenda.
 - C. Minutes of Preceding Meeting.
 - D. Nominations and Elections of Officers, if any.
 - E. Report of the Director.
 - F. Report of the Treasurer.
 - G. Report of the Friends of the Library.
 - H. Report of the President.
 - I. Old Business
 - J. New Business.
 - K. Public Comment.
 - L. Adjournment.

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. An employee of the West Seneca 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 regular meeting of the Board in January 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 regular meeting in January 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 regular meeting in January of each year. The Secretary or her/his designee shall send notices of meetings of the Board, record its transactions, and conduct its correspondence.
4. The Treasurer shall be elected at the regular meeting in January 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 Chairperson 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. Each Trustee 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 President 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 West Seneca Public Library or an Affiliate of the West Seneca Public Library, and does not have a Relative who is, or has been within the last three years, a Key Person of the West Seneca Public Library or an Affiliate of the West Seneca 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 West Seneca Public Library or an Affiliate of the West Seneca Public 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 West Seneca Public Library or an Affiliate of the West Seneca Public Library for property or services in an amount which, in any of the last three fiscal years, exceeds:

(I) if the entity's consolidated gross revenues were less than \$500,000: the lesser of \$10,000 or 2% of such entity's consolidated gross revenues entity;

(II) if the entity's consolidated gross revenues were \$500,000 or more but less than \$10 million dollars, \$25,000, or

(III) if the entity's consolidated gross revenues were \$10 million dollars or more, \$100,000; 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 West Seneca Public Library's outside auditor or who has worked on the West Seneca Public Library's audit at any time during the past three years.

B. For purposes of this paragraph:

(i) "Payment" shall not include:

(I) charitable contributions,

(II) fees paid to the West Seneca Public Library for services performed as part of its nonprofit purposes, or

(III) payments made by the West Seneca Public Library at fixed or non-negotiable rates or amounts for services received, provided that such services by and to the West Seneca Public Library are available to individual members of the public on the same terms, and such services received by the West Seneca Public Library are not available from another source.

(ii) "Affiliate" of the West Seneca Public Library means any entity controlled by, in control of, or under common control with the West Seneca Public Library.

(iii) "Key Person" means any person, other than a director or officer, whether or not an employee of the West Seneca Public Library, who (A) has responsibilities, or exercises powers or influence over the West Seneca

Public Library as a whole similar to the responsibilities, powers, or influence of directors and officers; (B) manages the West Seneca Public Library, or a segment of the Library that represents a substantial portion of its activities, assets, income or expenses; or (C) alone or with others controls or determines a substantial portion of the West Seneca Public Library's capital expenditures or operating budget.

(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.

(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.

3. All vacancies occurring in the Committees shall be filled by the President, subject to the approval of the Board.

4. 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.

5. A Nominating Committee shall be selected at the December meeting in each year. It shall consist of five members, two of whom shall be appointed by the President from the Board of Trustees, and three of whom shall be elected by the Board of Trustees from its members.

The President of the Board of Trustees shall appoint the President of this Nominating Committee. It shall be the duty of the Nominating Committee to present to the January meeting next following nominations for President, Vice President, Secretary, Treasurer and three members of the Executive Committee.

6. 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.

7. 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 West Seneca Public Library, including but not limited to, the Bylaws, Ethics Policy, Conflict of Interest Policy and Whistleblower 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 West Seneca 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 West Seneca 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 West Seneca 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.

ARTICLE IX

Nothing contained in these Bylaws shall be construed and interpreted as being contrary to the letter and spirit of Chapter 768 of the Laws of 1953 of the State of New York, under which Act the West Seneca Public Library has been incorporated.

Approved by the West Seneca Public Library Board of Trustees on October 16, 2019.
Adopted on November 20, 2019.