

# **By-Laws of the Minoa Free Library**

## **Article I. Name**

This organization shall be known as the Minoa Free Library existing by virtue of the provisions in the Absolute Charter Number 9670 granted by the Regents of the State of New York on April 26, 1968, and exercising the powers and the authority and assuming the responsibilities delegated to it under the said charter.

## **Article II. Board of Trustees**

### *Section 1. Power of Board and Qualification of Trustees*

The business and affairs of the Minoa Free Library shall be managed and conducted by the Board of Trustees. Each trustee shall be at least eighteen (18) years of age.

### *Section 2. Number and Term of Office*

The Board of Trustees shall consist of seven (7) voting members. Each voting member shall serve a term of three (3) years. No trustee shall serve more than three (3) consecutive terms. Exception: In the absence of a viable candidate for the position of trustee, the Board may approve a one year extension as needed to the term of an existing trustee. Term of office shall end each year at the Annual Meeting. Tenure of the President of the Board shall be limited to three (3) consecutive full terms of one year each. The position of trustee is a non-paid position.

### *Section 3. Election of Trustees*

Trustees shall be elected by a majority vote of the existing Board of Trustees.

### *Section 4. Resignations, Removal of Trustees and Vacancies*

- a. Any trustee may resign at any time by giving written notice to the President or the Secretary. Such resignation shall take effect immediately or at a time specified in the letter of resignation.
- b. The Board of Trustees may remove from office by majority vote any trustee on examination and due proof of the truth of a written complaint by any trustee of misconduct, incapacity, or neglect of duty. However, at least one week prior to the proposed action, the Board of Trustees shall provide written notice to the accused and each trustee.
- c. Any trustee who fails to attend three consecutive board meetings without a satisfactory explanation shall be deemed to have resigned and shall be notified by letter from the Secretary or the President.
- d. Vacancies that occur for other than expiration of term shall be filled for the remainder of the term by a newly elected trustee.

## Article III. Organization

### *Section 1. Officers*

The Officers of the Board of Trustees shall be elected from their own number at the first regular meeting following the Annual Meeting. The Secretary and Treasurer and any other desired representatives shall be appointed by the Board of Trustees. They may or may not be members of the Board. If serving in an appointive capacity, and not a member of the Board, they shall not have voting privileges.

### *Section 2. Duties of Officers*

- a. **President.** The President shall preside at all meetings of the Board of Trustees at which the President is present. The Library Board determines policy, sets the operational standards, and oversees public funds. The President shall act to ensure that the fiduciary duties and responsibilities of the Board are properly maintained. The President shall also perform such other duties as may be assigned from time to time by the Board.
- b. **Vice President.** In the absence or incapacity to act of the President, or if the office of President be vacant, the Vice President shall preside at all meetings of the Board of Trustees, and shall perform the duties and exercise the powers of the President, subject to the right of the Board from time to time to extend or confine such powers and duties or assign them to others. The Vice President shall have such powers and shall perform such other duties as may be assigned by the Board of Trustees or the President.
- c. **Treasurer.** The Treasurer shall keep and maintain the books of account and shall have charge and custody of, and be responsible for, all funds and securities of the Library, and shall deposit all such funds in the name of and to the credit of the Library in such banks, trust companies, or other depositories as shall be selected by the Board of Trustees. The Treasurer shall also perform all other duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Trustees. If the position of Treasurer is filled by a non-trustee, it should be a paid position with the amount of pay determined by the Board.
- d. **Secretary.** It shall be the duty of the Secretary to act as secretary of all meetings of the Board of Trustees and to keep the minutes of all such meetings in a proper book or books to be provided for that purpose. The Secretary shall see that all notices required to be given by the Library are duly given and served. The Secretary shall keep a current list of the Library's trustees and officers and their residence addresses

## Article IV. Meetings

### *Section 1. Annual Meeting*

The Annual Meeting will take place in May, with new Trustees and officers taking office at the next regular meeting.

## *Section 2. Regular Meetings*

The regular meetings shall be held on the day and week of each month as established by the Board. Notice thereof shall be given to all the Trustees by the Secretary during the week prior to the meeting. Meetings may be cancelled by the President a week in advance if there is nothing on the agenda; however, the Board will meet a minimum of six (6) times a year. An agenda for each meeting will be provided to each trustee by the President prior to each meeting.

## *Section 3. Special Meetings*

Special meetings may be called by the Secretary at the direction of the President, or at the request of at least three members of the Board for the transaction of business stated in the call for the special meeting.

## *Section 4. Executive Sessions*

The Minoa Free Library Board shall have the power to enter into Executive Session whenever it is deemed necessary, in order to address a controversial situation as defined by the Board. A three-fourth vote of the present and voting members of the Board shall be required in order to invoke the Board's power of Executive Session.

## *Section 5. Quorum*

A quorum will be necessary for the transaction of business at any meeting and shall consist of a majority of the entire Board. In the absence of a quorum, the Trustees present may adjourn the meeting to a date to be determined and all Trustees shall be notified by the Secretary.

## *Section 6. Meeting Content*

The order of business for regular meetings shall include but not be limited to the following items: a) disposition of minutes of previous meeting; b) Treasurer's report; c) report of the Director; d) committee reports; 3) unfinished business; f) new business; g) announcements and adjournments.

## **Article V. Committees**

The Board of the Minoa Free Library shall maintain two standing committees: a Finance Committee, consisting of at least two Board members and the Treasurer, and a Personnel Committee, consisting of at least two Board members. The Director shall meet with both committees in an advisory capacity. The Board President is an ex officio member of all committees. The President shall appoint other committees as the business of the Board may require from time to time. These committees shall consist of one or more members of the Board and other non-Board persons approved by the Board. These committees shall be considered to be discharged upon completion of the business for which they were formed with submission of a report or recommendation to the Board at a regular meeting. These committees shall be appointed to serve no more than for each term of the President without re-approval by the Board.

## **Article VI. Library Director**

The Board shall hire a Director of the Library who shall be its executive and administrative officer. The Director shall be responsible for the proper performance of the duties established by the Board of Trustees as outlined in the job description created for the Library Director. The Library Director shall be required to attend meetings of the Board, including budget meetings and public meetings where action may be taken affecting the interests of the Library. The Director shall have the right to speak on all matters raised at Board Meetings, but shall not have the right to vote thereon.

## **Article VII. Contracts, Checks, Drafts, and Bank Accounts**

### *Section 1. Execution of Contracts*

The Board of Trustees may authorize any officer, agent, or employee in the name of and on behalf of the Library to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances; but unless so authorized by the Board of Trustees, no officer, agent or employee shall have any power or authority to bind the Library by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.

### *Section 2. Loans*

No Loans shall be contracted on behalf of the Library unless specifically authorized by the Board of Trustees.

### *Section 3. Checks, Drafts, etc.*

All Checks, drafts and other orders for payment of money out of the funds of the Library and all notes or other evidences of indebtedness of the Library shall be signed on behalf of the Library in such manner as shall from time to time be determined by resolution of the Board of Trustees.

### *Section 4. Deposits*

All funds of the Library not otherwise employed shall be deposited regularly to the credit of the Library in such banks, trust companies or other depositories as the Board of Trustees may select.

## **Article VIII. Indemnification and Insurance**

### *Section 1. Authorized Indemnification.*

Unless clearly prohibited by law or Section 2 of this Article VIII, the Library shall indemnify any person ("Indemnified Person") made, or threatened to be made, a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by or in the right of the Library, by reason of the fact that he or she (or his or her testator or intestate), whether before or after

adoption of this Section, (a) is or was a trustee or officer of the Library, or (b) in addition is serving or served, in any capacity, at the request of the Library, as a director or officer of any other Library, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement, (provided the Library shall have consented to such settlement) and reasonable expenses, including attorneys' fees and costs of investigation, incurred by an Indemnified Person with respect to any such threatened or actual action or proceeding, and any appeal thereof.

### *Section 2. Prohibited Indemnification.*

The Library shall not indemnify any person if a judgment or other final adjudication adverse to the Indemnified Person (or to the person whose actions are the basis for the action or proceeding) establishes, or the Board of Trustees in good faith determines, that such person's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

### *Section 3. Advancement of Expenses.*

The Library shall, on request of any Indemnified Person who is or may be entitled to be indemnified by the Library, pay or promptly reimburse the Indemnified Person's reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay the Library, with interest, for any amount advanced for which it is ultimately determined that he or she is not entitled to be indemnified under the law or Section 2 of this Article VIII. An Indemnified Person shall cooperate in good faith with any request by the Library that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.

### *Section 4. Indemnification of Others.*

Unless clearly prohibited by law or Section 2 of this Article VIII, the Board of Trustees may approve Library indemnification as set forth in Section 1 of this Article VIII or advancement of expenses as set forth in Section 3 of this Article VIII, to a person (or the testator or intestate of a person) who is or was employed by the Library or who is or was a volunteer for the Library, and who is made, or threatened to be made, a party in any action or proceeding, by reason of the fact of such employment or volunteer activity, including action undertaken in connection with service at the request of the Library in any capacity for any other library, partnership, joint venture, trust, employee benefit plan or other enterprise.

### *Section 5. Determination of Indemnification.*

Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an Indemnified Person, if indemnification has not been ordered by a court, the Board of Trustees shall, upon written

request by the Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to the by-laws. Before indemnification can occur, the Board of Trustees must explicitly find that such indemnification will not violate the provisions of Section 2 of this Article VIII. No Trustee with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Trustees is not obtainable, the Board of Trustees shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these by-laws.

#### *Section 6. Binding Effect.*

Any person entitled to indemnification under these by-laws has a legally enforceable right to indemnification which cannot be abridged by amendment of these by-laws with respect to any event, action, or omission occurring prior to the date of such amendment.

#### *Section 7. Insurance.*

The Library is not required to purchase trustees' and officers' liability insurance, but the Library may purchase such insurance if authorized and approved by the Board of Trustees. To the extent permitted by law, such insurance may insure the Library for any obligation it incurs as a result of this Article VIII as well as for liabilities against which they are entitled or permitted to be indemnified by the Library.

#### *Section 8. Nonexclusive Rights.*

The provisions of this Article VIII shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board of Trustees is authorized to enter into agreements on behalf of the Library with any trustee, officer, employee or volunteer providing them rights to indemnification or advancement of expenses in connection with the potential indemnification in addition to the provisions therefore in this Article VIII, subject in all cases to the limitations of Section 2 of this Article VIII.

### **Article IX. Conflicts of Interest**

#### *Section 1. Definition of Conflicts of Interest.*

A conflict of interest will be deemed to exist whenever an individual is in the position to approve or influence Library policies or actions which involve or could ultimately harm or benefit financially: (a) the individual; (b) any member of his immediate family (spouse, parents, children, brothers or sisters, and any other person residing with an officer or board member); or (c) any organization in which he or an immediate family member is a director, trustee, officer, member, partner or more than 10% shareholder. Service on the board of another not-for-profit Library does not constitute a conflict of interest.

## *Section 2. Disclosure of Conflicts of Interest.*

A trustee or officer shall disclose a conflict of interest: (a) prior to voting on or otherwise discharging his duties with respect to any matter involving the conflict which comes before the Board or any committee; (b) prior to entering into any contract or transaction involving the conflict; (c) as soon as possible after the trustee or officer learns of the conflict; and (d) on the annual conflict of interest disclosure form.

## *Section 3. Approval of Contracts and Transactions Involving Potential Conflicts of Interest.*

A Trustee or officer who has or learns about a potential conflict of interest should disclose promptly to the Secretary of the Library the material facts surrounding any actual or potential conflict of interest, including specific information concerning the terms of any contract or transaction with the Library. All effort should be made to disclose any such contract or transaction and have it approved by the Board before the arrangement is entered into.

Follow receipt of information concerning a contract or transaction involving a potential conflict of interest, the Board shall consider the material facts concerning the proposed contract or transaction including the process by which the decision was made to recommend entering into the arrangement on the terms proposed. The Board shall approve only those contracts or transactions in which the terms are fair and reasonable to the Library and the arrangements are consistent with the best interests of the Library. Fairness includes, but is not limited to, the concepts that the Library should pay no more than fair market value for any goods or services which the Library receives and that the Library should receive fair market value consideration for any goods or services that it furnishes others. The Board shall set forth the basis for its decision with respect to approval of contracts or transactions involving conflicts of interest in the minutes of the meeting at which the decision is made, including the basis for determining that the consideration to be paid is fair to the Library.

## *Section 4. Validity of Actions.*

No contract or other transaction between the Library and one or more of its Trustees or officers, or between the Library and any other Library, firm, association or other entity in which one or more of its Trustees or officers are Trustees or officers, or have a substantial financial interest, shall be either void or voidable for this reason alone or by reason alone that such trustee or Trustees or officer or officers are present at the meeting of the Board of Trustees, or of a committee thereof, which authorizes such contract or transaction, or that his or their votes are counted for such purpose, if the material facts as to such trustee's or officer's interest in such contract or transaction and as to any such common trusteeship, officership or financial interest are disclosed in good faith or known to the Board or committee, and the Board or committee authorizes such contract or transaction by a vote sufficient for such purpose without counting the vote or votes of such interested Trustees or officers. Common or interested Trustees may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee which authorizes such contract or transaction. At the time of the discussion and decision concerning the authorization of such contract or transaction, the interested trustee or officer should not be present at the meeting.

### *Section 5. Employee Conflicts of Interest.*

An employee of the Library with a potential conflict of interest in a particular matter shall promptly and fully disclose the potential conflict to his supervisor. The employee shall thereafter refrain from participating in deliberations and discussion, as well as any decisions, relating to the matter and follow the direction of the supervisor as to how the Library decisions which are the subject of the conflict will be determined. The President shall be responsible for determining the proper ways for the Library to handle Library decisions which involve unresolved employee conflicts of interest. In making such determinations, the President may consult with legal counsel.

The President may report to the Board at least annually concerning employee conflicts of interest which have been disclosed and contracts and transactions involving employee conflicts which the President has approved.

### **Article X. Compensation**

It is the policy of the Library to pay no more than reasonable compensation for personal services rendered to the Library by its employees. The Trustees of the Library shall not receive compensation for fulfilling their duties as Trustees, although Trustees may be reimbursed for actual out-of-pocket expenses which they incur in order to fulfill their duties as Trustee.

### **Article XI. Books and Records**

There shall be kept at the office of the Library: a) minutes of the proceedings of the Board of Trustees; b) a current list of the Trustees and officers for the Library and their residence addresses; c) a copy of these by-laws; d) any other appropriate books and records designated by the Board of Trustees.

### **Article XII. Amendments**

The By-laws of the Minoa Free Library may be amended or repealed by the Board of Trustees. Proposed additions, deletions, or alterations to the By-laws must be transmitted to all trustees at least two (2) weeks prior to a regular meeting at which they will be advanced for discussion and/or action.

### **Article XIII. Ratification**

These By-Laws were approved by the Board of Trustees of the Minoa Free Library on April 27, 2017 and are effective beginning May 1, 2017. They supersede all previous organizational By-Laws.