

## **Bylaws of the Clarence Public Library**

The name of this organization shall be “Board of Trustees of the Clarence Public Library.”

### **Article 1 – Trustees**

- The number of the Board of Trustees shall be no less than five, but shall not exceed seven.
- In case of a vacancy which occurs during an unexpired term, the Board of Trustees shall recommend to the Town Board, a replacement. At the end of an expired term the Library Board may reappoint the incumbent.
- Any trustee absent from three consecutive meetings without excuse accepted as satisfactory by the Trustees, shall be deemed to have resigned and the vacancy shall be filled.
- Any trustee who has served at least two full terms may, upon expiration of his/her 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, but he/she shall receive notice of all meetings of the Board and shall be entitled to participate in its deliberations and to serve on any committee to which he/she may be appointed.

### **Article 2 – Officers and Duties**

- The officers of the board shall be:
  - President
  - Vice President
  - Secretary
  - Treasurer
- Each officer will serve one year, beginning after the annual meeting which will be held in January of each year. Vacancies shall be filled at an election at a regular meeting by a majority vote of the Trustees. Officers shall be elected at the first regular meeting of the library year by a majority of the board.
- The President shall be an ex officio member of all committees and shall preside at all full Board meetings.
- The Vice President shall act as President, with all the powers of the President, in the absence of the President.
- The Secretary shall record the Board’s actions, keep a permanent record and send a copy to the Town after the minutes are approved and conducts any formal correspondence on the Board’s behalf.

- The Treasurer shall periodically review the library's ledgers and present the library's monthly financial statement to the Board at each meeting.
- The President shall appoint the following committees for the year:
  - Long Range Planning
  - Bylaws
  - Personnel
  - Policies
  - Governance Committee, including a compliance officer to oversee Whistleblower Policy
  - Buildings and Grounds
  - As Hoc, as appointed
- Non-board members may be appointed to such committees to bring special capabilities for the resolution of problems confronting the committee.
- All committee actions are subject to approval by a majority of the Board.

### **Article 3 – Meetings**

- Meetings are to be held on the fourth Monday of each month at 4:30 pm as needed.
- They shall be open to the public except when Personnel issues are to be discussed.
- Special meetings may be held at the call of the President or any three board members.
- Notice of all meetings, including an agenda shall be available prior to the meeting in accordance with the Open Meetings Law.
- Four members of the board shall constitute a quorum.
- The agenda shall include at least the following items of business:
  - Record of attendance
  - Review minutes of previous meeting
  - Treasurer's Report
  - President's Report
  - Committee Reports
  - Director's Report
  - Unfinished Business
  - New Business
  - Adjourn

### **Article 4 - Director**

- The Library Board shall appoint a qualified library director who shall be the executive and administrative officer of the library.
- It shall be the duty of the Director to attend meetings of the Library 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 the Board Meetings but shall not have the right to vote thereon.

#### **Article 5 – Amendment of Bylaws**

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

#### **Article 6 – Conflict of Interest Policy**

- The Clarence Public Library does approve the Conflict of Interest Policy in compliance with the New York Not-For-Profit Corporation Law, as amended by the Nonprofit Revitalization Act; motion of intent to amend bylaws approved at a regular meeting of the board the 23<sup>rd</sup> day of June 2014

(Conflict of Interest Policy adopted as of the 1<sup>st</sup> Day of July 2014)

*Bylaws Adopted  
March 18, 2002*

*Amended to include Article 6  
September 22, 2014*

*Amended to include Article 2 – Governance Committee  
January 28, 2019*

*Amended to change start time of regular meetings  
April 24, 2023*

President

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Secretary

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