

## BY-LAWS OF THE SALAMANCA PUBLIC LIBRARY

### Article I – Appointment and Tenure of Office of Trustees

1. The trustees shall be appointed by the Mayor of the City of Salamanca and approved by the Council; the Board of Trustees may make recommendations to the Mayor.
2. The Board of Trustees shall be comprised of five members.
3. The term of office of trustees shall be five years.

### Article II – The Officers

1. The officers of the Board shall be a President, a Vice-President, a Secretary, elected by a majority of the board from within the membership of the board annually.
2. A nominating committee shall be appointed by the President two months prior to the end of the library year.
3. Officers shall be elected at the last regular meeting of the library year by a majority vote of the Board.
4. The Library shall have a Treasurer, elected by a majority of the board annually, to serve as the custodian of the funds of the library. The Treasurer shall not be a trustee, shall take an oath of office, and may receive reasonable compensation as an employee of the Library.
5. All officers shall have the usual powers associated with their office.

### Article III – Meetings

1. Twelve regular meetings shall be held each year, at dates and times to be established by the Board at the beginning of the library year and shall be open to the public except when individual personnel issues are being discussed.
2. Special meetings shall be held at the call of the President or any three trustees.
3. A majority of the designated number of the Board shall constitute a quorum.
4. The order of business shall be as follows:
  - a. Roll call
  - b. Review of minutes from previous meeting
  - c. Approval of vouchers
  - d. Old business
  - e. New Business
  - f. Report of Manger
  - g. Adjournment
5. Vacancies among the officers shall be filled at an election at a regular meeting, and a majority vote of the Trustees present shall be necessary to an election.

### Article IV – Committees

1. The whole Board of Trustees shall serve as part for any appointed committees.
2. Ad hoc committees may be appointed by the President with the approval of the Board. Non-Board members may be appointed to such committees to bring special capabilities for the resolution of problems confronting the Committee.
3. All committee actions are subject to approval by a majority of the Board, except those actions which require a greater number.

## Article V – Library Manager

1. The Board shall appoint a qualified library manager who shall be the executive and administrative officer of the library.
2. The Manager shall be held responsible for the proper performance of duties as spelled out in the job description provided by the Board.
3. It shall be the duty of the Manager to attend meetings of the Board, including budget meetings, or public meetings where action may be taken affecting the interests of the Library. The Manager shall have the right to speak on all matters under discussion at Board meetings, but shall not have the right to vote thereon.

## Article VI – Amendments

1. These By-Laws may be repealed, amended, or added to by a four-fifths vote of the whole 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 VII – Integrity

1. The board shall adopt and oversee the implementation and annual review of a conflict of interest policy as required by Section 715-a of the New York Not-for-Profit Corporation Law. Trustees, the Treasurer, and Manager shall complete the required Conflict of Interest certification before assuming their duties, and thereafter, no less than annually.
2. The board shall adopt and oversee the implementation and annual review of a whistleblower policy to protect any person who in good faith reports any action in relation to the Library that is illegal, fraudulent, or in violation of any adopted policy of the board.”

Adopted by the Salamanca Public Library Board of Trustees on July 26, 1994.

Amended July 30, 2021.

Amended January 5, 2022