

# THE WILLIAM A. AND MARGARETTA TAYLOR MEMORIAL ASSOCIATION

## BYLAWS

### ARTICLE I MEETINGS

Section 1. ANNUAL MEETING. The annual meeting of the Board of Trustees of The William A. and Margarett Taylor Memorial Association for the purpose of election of officers, appointment of the Fiscal Officer and/or Deputy Fiscal Officer, and the adoption of an annual report shall be held on the same date as the regular meeting held in January of each year.

Section 2. REGULAR MEETINGS. The regular meetings of the Board of Trustees shall be held on the third Tuesday of each month at a place and time to be determined by the President of the Board of Trustees.

Section 3. SPECIAL MEETINGS. Special meetings of the Board of Trustees may be called by the Secretary, at the direction of the President, or at the request of six (6) members of the Board of Trustees, for the transaction of business; notice of the time and place of any special meeting must be communicated to all members of the Board of Trustees at least forty-eight (48) hours prior to the time of the special meeting.

Section 4. QUORUM: PUBLIC MEETING. A quorum for transaction of business at an annual, regular or special meeting shall consist of a majority of the duly appointed and elected trustees at the time of such meeting. All meetings are open to the Public.

Section 5. ATTENDANCE OF TRUSTEES. Any trustee who is absent from the annual, regular or special meetings of the Board for three (3) such meetings in one (1) calendar year, without said absence being duly excused, shall be deemed to have voluntarily resigned from the Board and shall be replaced in accordance with the Articles of Incorporation governing election and appointment of Trustees.

Section 6. PROCEDURE. The procedure of all meetings of the Board of Trustees shall be governed by Roberts Rules of Order Newly Revised, except where said rules of order are in conflict with these Bylaws.

## ARTICLE II OFFICERS

Section 1. OFFICERS. The officers of the Board of Trustees shall be a President, a Vice-President, a Secretary and a Treasurer. The officers shall be elected from the members of the Board of Trustees at the annual meeting.

Section 2. NOMINATING COMMITTEE. A Nominating Committee consisting of not less than three (3) members of the Board of Trustees shall be appointed by the President three (3) months prior to the annual meeting. The committee will present a slate of officers at the regular December meeting. Additional nominations for any office may be made from the floor at the annual meeting.

Section 3. TERM OF OFFICE. The term of office for all officers shall be one (1) year, beginning immediately upon election at the annual meeting and ending at the beginning of the next succeeding annual meeting. No member of the Board of Trustees shall serve in the same office for more than two (2) consecutive terms, except the Treasurer, who may serve an unlimited number of consecutive terms. After such office has been held for at least one term by another member of the Board of Trustees, then the original office holder immediately becomes eligible for an additional two (2) consecutive terms.

Section 4. VACANCIES. In the event the President resigns, moves from the City of Cuyahoga Falls, Ohio, or the Village of Silver Lake, Ohio, dies, or in any way becomes unable or unwilling to serve, the Vice-President shall succeed the President and perform the President's duties until the next annual meeting. The Board of Trustees shall elect a new Vice-President not later than the second regular meeting following the vacancy created by the succession of the Vice-President to the Presidency. In the event any other officer moves from the City of Cuyahoga Falls, Ohio, or the Village of Silver Lake, Ohio, dies, or in any other way becomes unable or unwilling to serve his or her term of office, the Board of Trustees shall elect a new officer to such vacancy not later than the second regular meeting following the creation of said vacancy.

Section 5. PRESIDENT. The President shall preside at all meetings of the Board of Trustees, authorize calls for special meetings, execute all documents authorized by the Board of Trustees, appoint all committees and any chairs thereof, and shall serve as an ex-officio member of all said committees with the exception of the Nominating Committee. The President shall have a vote on any matter that may come before the Board of Trustees at any meeting of said Board the same way as any other members of the Board of Trustees.

Section 6. VICE-PRESIDENT. The Vice-President, in the event of the absence or disability of the President, or in the event of a vacancy of that office, shall assume and perform the duties and functions of the President.

Section 7. SECRETARY. The Secretary shall keep a true and accurate record of all meetings of the Board of Trustees and the minutes shall include a record of those members of the Board of Trustees present at such meetings, shall issue notice of all regular,

special and annual meetings, shall oversee the minutes of all meetings and transcription of said minutes into a permanent record as soon as possible after each meeting, provide each member of the Board of Trustees with a copy of said minutes as soon as possible after each meeting, and shall maintain an archive of Board Bylaws and amendments to be provided as necessary.

Section 8. TREASURER. The Treasurer shall serve as chair of the Finance/Audit Committee and report to the Board on all matters addressed by the Committee in the exercise of its duties. The Treasurer, or another officer of the Board of Trustees, shall sign instruments for the financial operation of the Library upon proper preparation and certification by the Fiscal Officer. Proper certification shall include an attested statement by the Fiscal Officer assuring the availability of funds for expenditures and such documentation as shall be required by the Board of Trustees.

Section 9. OTHER OFFICERS UNDER ARTICLE II. Other officers may be established by the Board, who shall determine the duties of each such officer.

Section 10. AUTHORITY AND DUTIES. The officers shall have such authority and perform such duties in addition to their duties specifically set forth in these Bylaws as the Board of Trustees may determine.

### ARTICLE III DIRECTOR AND FISCAL OFFICER

Section 1. DIRECTOR. The Board of Trustees shall appoint a qualified librarian as Director of the Library who shall serve as executive and administrative officer of the Library on behalf of the Board of Trustees and under its review and direction. Once the Board has established an employee position and specified the duties thereof, the Director may hire employees of the Library who are not addressed in the By Laws, subject to final approval by the Board. The Director shall be held responsible for the proper care and maintenance of library property, for an adequate and proper selection of books and other media in accordance with the stated policy of the Board of Trustees, for the efficiency of library service to the public, for providing necessary input into the development process of the yearly budget and appropriations, for operation of the Library within budgetary constraints, and for such other duties as the Board may prescribe.

Section 2. FISCAL OFFICER. The Board shall appoint the Fiscal Officer, who shall be directly responsible to the Board. The Fiscal Officer shall have full charge of the financial operations of the Library in accordance with the objectives and policies adopted by the Board and subject to direction and review by the Board. The Fiscal Officer's duties shall include, but not be limited to the following:

- a. Ensuring funds and assets of the Library are secure;
- b. Ensuring all financial accounting operations comply with State, Federal and Local laws;
- c. Assisting the Executive Director and the Finance Committee in

development of an annual Budget pursuant to which operations will be managed;

- d. Presenting timely and accurate reports to the Board on Library financial activities; and
- e. Participating in long-range planning for the Library.

The Fiscal Officer shall present to the Board analyses of revenue, expenditures and inventory.

The Fiscal Officer shall give a report at each meeting of the Board concerning the financial operations of the Library and shall submit for Board consideration recommendations concerning all matters requiring action by the Board. The Fiscal Officer shall consult with the President and the Chairpersons of the standing committees concerning the work of the Library.

#### ARTICLE IV COMMITTEES

Section 1. STANDING COMMITTEES. The standing committees of the Board of Trustees shall be: Art, Building, Finance, Friends of the Library, Graefe Memorial and Scholarship.

- a. Art- The Art Committee shall be composed of members of the Board of Trustees and the Library Director. They shall review any art work offered to the library and will make recommendations to the Board of Trustees as to whether or not to accept it.
- b. Building- The Building Committee shall work with the Library Director to determine building, grounds, furniture, fixtures and equipment needs. The committee shall make recommendations to the Board of Trustees regarding these needs.
- c. Finance/Audit- The Finance/Audit Committee shall be chaired by the Treasurer. In consultation with the Library Director and the Fiscal Officer, the committee shall advise the Board of Trustees on all matters relating to the library's budget, appropriations, funds and investments. The Finance/Audit Committee shall serve as the Board of Trustees' liaison with the auditor.
- d. Friends of the Library- One member of the Board of Trustees shall be appointed to serve on the Executive Committee of the Friends of the Library. The trustee shall serve as a liaison between the Board and the Friends.

- e. Graefe Memorial- The Graefe Memorial Committee shall see that the graves of Mr. and Mrs. Graefe are decorated at the appropriate times of the year.
- f. Scholarship- The Scholarship Committee shall oversee the Caroline Affleck Scholarship Fund and any subsequent scholarship funds. The committee shall review applications for the scholarship and recommend recipients, if any, to the Board.

Section 2. Other standing committees may be formed with the approval of the Board of Trustees as the business of the library may require.

Section 3. Standing committee members and chairs shall be appointed by the president annually.

Section 4. Ad hoc committees may be appointed by the President as necessary. Ad hoc committees shall be considered to be discharged upon the completion of the purpose for which it was appointed and after the final report of the ad hoc committee has been presented to the Board of Trustees.

## ARTICLE V AMENDMENTS

These Bylaws of The William A. and Margaretta Taylor Memorial Association may be amended as follows:

A proposed amendment shall be presented at a regular meeting of the Board of Trustees by any member of the Board or group of members. The full language of the proposed amendment and the name of the member or members proposing such amendment shall be recorded in the minutes of the meeting at which it is presented.

After being read and so recorded, the proposed amendment shall be held over until the next succeeding regular meeting when it shall be taken up for action during the period devoted to old business. The member who presented the proposed amendment at the earlier meeting shall move for its adoption and upon proper second and discussion, the roll shall be called of those members present and the amendment shall be adopted and become part of the Bylaws of The William A. and Margaretta Taylor Memorial Association if the roll call shows at least seven (7) affirmative votes.

*Amended and approved by the Taylor Memorial Public Library Board of Trustees, October 15, 2002.*

*Amended and approved by the Cuyahoga Falls Library Board of Trustees, April 19, 2005.*

*Amended and approved by the Cuyahoga Falls Library Board of Trustees, July 16, 2013.*

*Amended and approved by the Cuyahoga Falls Library Board of Trustees, February 18, 2014.*

*Amended and approved by the Cuyahoga Falls Library Board of Trustees, December 18, 2018.*

*Revised: Article II, Section 8 - 9, approved by the Cuyahoga Falls Library Board of Trustees, March 19, 2019*

*Addition: Article VI, approved by the Cuyahoga Falls Library Board of Trustees, March 19, 2019*

*Addition: Cuyahoga Falls Library Trustee Ethics Statement, approved by the Cuyahoga Falls Library Board of Trustees, March 19, 2019*

*Amended Article II, Section 8 by the Cuyahoga Falls Library Board of Trustees, May 18, 2021*

ARTICLE VI  
CONFLICT OF INTEREST

Section 1. CONFLICT OF INTEREST. Trustees must avoid situations in which their personal interests conflict with the needs of the Library, particularly with respect to decisions involving financial transactions entered into by the Library. Trustees shall avoid any situation in which there may be an appearance of a conflict of interest and which might result in injury to the standing of the Board or Library in the eyes of the community. A conflict of interest shall be defined as any situation in which the personal interests of a Trustee might be served or the financial benefit gained at the expense of Library users or at the expense of the Library. A direct conflict exists whenever there is a proposed transaction or arrangement in which a Trustee has any actual or potential involvement, interest, relationship or gain. An indirect conflict exists in the following situations: when any party involved in a transaction with the Library is an entity in which the Trustee has a material (no more than 5% equity interest) or financial interest, or if a Trustee has a business affiliation or family relationship with a party involved in a transaction with the Library.

Under no circumstances shall any Trustee participate in any decision in which the Trustee has a direct or indirect conflict of interest. Any resolution shall hold the Library's interest paramount, and shall maintain the highest level of integrity. The foregoing is intended to supplement but not replace any applicable federal or state laws governing conflicts of interest applicable to nonprofit and tax-exempt entities.

Section 2. ETHICS STATEMENT. Should any Trustee perceive a direct or indirect conflict of interest, it must be brought to the attention of the Board immediately, and the Board shall examine the nature and extent of the potential conflict. If the Board determines that the extent of a Trustee's conflict of interest warrants disqualification from office, the Board may remove a Trustee from office by an affirmative vote of eight (8) Trustees.

All Trustees of the Board are required to sign annually a copy of an ethics statement. Such statement shall be kept on file with the Secretary of the Board. The ethics statement shall be substantially as appears in Appendix "A", and may be modified in part by the Board as needed.

APPENDIX A

**CUYAHOGA FALLS LIBRARY TRUSTEE ETHICS STATEMENT**

Cuyahoga Falls Library Trustees are accountable for the resources of the library and accountable to ensure that the library provides the best possible service to its community.

Every Trustee makes a personal commitment to contribute the time and energy to execute faithfully his/her duties and responsibilities effectively and with absolute truth, honor, and integrity.

- Trustees shall respect the opinions of their colleagues and not be disrespectful when they disagree or oppose a viewpoint different from their own.
- Trustees shall demonstrate good faith complying with all the laws, rules and regulations applicable to their position.
- Trustees shall fulfill their responsibilities as fiduciaries and shall exercise their duties in the best interests of the Library.
- Trustees shall uphold library patrons' rights to privacy in the use of library resources.
- Trustees shall not disclose information required to be confidential by law or by the Board of Trustees.
- Trustees shall comply, in good faith, with freedom of information laws.
- Trustees shall avoid situations in which personal interests might be served or personal financial benefits [gained for either themselves or other Trustees, Library Officers, and Board Committee members, as a result of their position.
- Trustees have the duty to abstain from discussion and voting on any issue in which he or she has the appearance of a conflict of interest.
- Trustees shall not use their position to gain unwarranted privileges or advantages for themselves or others from the Library or from those who do business with the Library.
- Trustees shall not interfere on an individual basis with the management responsibilities of the Director or the supervision of Library Staff.
- Trustees shall abide by Article VI. Sections 1 and 2 of the By Laws.

By signing below I agree to be bound by the ethics statement herein while I occupy the Library position of Trustee, accepting that a breach of such obligations subjects me to potential disqualification from my position, among other possible consequences. I further and specifically certify that I, except as I note in writing at the end of this statement, am not now, or at any time during the past year, have been a participant, directly or indirectly, in any arrangement, agreement, investment or other activity with any vendor, supplier, or other party doing business with the Cuyahoga Falls Library which has resulted or could result in a personal benefit to me.

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

Printed Name: \_\_\_\_\_