REGULATIONS

OF

THE HUDSON LIBRARY & HISTORICAL SOCIETY

PREAMBLE

The Hudson Library and Historical Society (the "Library") is a nonprofit corporation formed and organized on October 29, 1910 under the laws of the State of Ohio. The Library shall at all times conduct its business and activities in accordance with all applicable laws, its Articles of Incorporation and these Regulations.

MISSION STATEMENT

The Hudson Library and Historical Society, known for its commitment to intellectual freedom, shall meet its patrons' needs for educational, informational and entertainment resources and services in a timely, responsive, and dependable manner. The Hudson Library and Historical Society will provide access to information, assist in preservation of community history, and provide genealogical and historical resources.

DEFINITIONS

A "Member" is any Hudson resident, aged at least eighteen (18) years, with a library card valid at the Library. Each Member of the Library shall be entitled to one (1) vote when voting at annual or special meetings of the Library.

A "Trustee" in good standing is any duly elected or appointed Hudson resident, aged at least eighteen (18) years, with a valid library card, ~~owing no fines or funds to the Library~~, who is not an officer or an employee of an organization which contracts or solicits to contract for services or goods with the Library, or owns more than a 5% equity interest in such an organization.

Adopted November 25, 2013; Updated February 28, 2016

ARTICLE I

TRUSTEES

Section 1: BOARD OF TRUSTEES

The Board of Trustees of the Library (the "Board") is committed to supporting and upholding the mission statement set forth above. The Trustees of the Library are its "directors" for all purposes of the Ohio Nonprofit Corporation Law.

The primary function of the Board is to represent, act and serve in the best interest of the Library and the entire community and to provide the Library staff with direction and support in completing the mission. All of the corporate authority of the Library shall be exercised by or under the direction of the Board.

Section 2: AGENTS

The Board shall have the power to employ and discharge agents, to prescribe their duties, and to determine their compensation.

Section 3: TERMS OF TRUSTEES

The Board shall consist of nine (9) Trustees elected by a majority vote of the Members in attendance at the Annual Meeting. Trustees will serve three (3) year terms. Terms will be staggered so that three (3) Trustees will be elected each year at the Annual Meeting of the Members. ~~The number of consecutive terms that a Trustee may serve will be limited to three (3) full terms. A Trustee shall not serve more than a total of nine (9) years.~~

Section 4: ELIGIBILITY REQUIREMENTS

To be eligible for nomination to serve as a Trustee, a person must be a Member in good standing, owing no fines or funds to the Library, and provide at least three (3) references. No person employed by the Library is eligible to serve as a Trustee nor are any relatives of library staff members. No person may serve on the Board who is an officer or an employee of an organization which contracts or solicits to contract for services or goods with the Library, or owns more than a 5% equity interest in such an organization.

Section 5: APPLICATION, NOMINATION AND ELECTION

Applications to serve as a Trustee will be accepted by the Nominating Committee Chairperson. Trustees are to be elected by the Members according to the number of Trustee vacancies and the term of the vacancy. Trustees shall be elected at the Annual Meeting in accordance with the procedures set forth in Article III.

Section 6: VACANCY

Any Trustee vacancy, however created, occurring before the expiration of a Trustee's term shall be filled by a majority vote of the remaining Trustees. Any Trustee so elected shall serve until the next Annual Meeting of the Members at which the Members shall elect a successor Trustee to serve for the remainder of the unexpired term. In the event that the remaining Trustees choose not to elect a successor Trustee before the Annual Meeting immediately following the creation of a vacancy, the successor Trustee shall be elected by a majority of the Members present at such Annual Meeting for the remainder of the unexpired term. The successor Trustee elected by the Members may be the same Trustee who was elected by the Board.

ARTICLE II

REMOVAL OF A TRUSTEE

Section 1: GROUNDS

A Trustee may be removed from office for cause in the manner herein provided. It is the right of the Board to initiate removal proceedings based on a Trustee's failure to fulfill Board commitments, and for other good and just cause, including, without limitation, the following:

(i) ~~three (3)~~ four (4) absences from any regular meetings of the Board and/or committee meetings in any one year;
(ii) a felony conviction;
(iii) permanent relocation of the Trustee's place of residency outside of Hudson;
(iv) violation of the conflict of interest policy of the Board; or
(v) material misrepresentation on application materials.

Section 2: PROCEDURE

The Board may remove a Trustee by the following procedure:

(A) A motion to remove a Trustee must be made at a regular meeting of the Board, and must receive the preliminary approval of at least a majority of the Trustees present at such meeting.
(B) If the Trustee sought to be removed is not present at such meeting of the Board, the President shall, within one week thereafter, notify such Trustee in writing of the adoption of such preliminary approval, and of the time and place when the final vote shall be taken thereon, and stating that such Trustee will be afforded a full opportunity to be heard on his or her behalf.
(C) Such motion to remove a Trustee shall be finally voted upon at the next regular meeting of the Board and the motion to remove must receive the affirmative vote of at least two-thirds (2/3) of all remaining elected Trustees, after the Trustee sought to be removed has been afforded the opportunity to fully state his or her reasons in opposition thereto.

Section 3: REMOVAL FROM OFFICE

If any Trustee so removed is an officer of the Library, such removal shall automatically remove him or her as such officer.

Section 4: ELECTION OF SUCCESSOR

In the event of such a removal of a Trustee, a successor shall be elected according to the procedures stated in Article I, Section 6.

ARTICLE III

MEETINGS AND VOTING

Section 1: MEETINGS OF MEMBERS

(A) Annual Meeting. The Annual Meeting of the Members shall be held each year at the Library or, if deemed necessary, at another ~~a~~ public forum at a location in Hudson, Ohio, on any day in the month of February. Such date and location of the Annual Meeting shall be determined by the Board. At the Annual Meeting of Members, annual reports of the Executive Director/Curator and Fiscal Officer shall be received and Trustees shall be elected to fill vacancies by a vote of the Members according to Article III, Section 2 of these Regulations. Notice of the time and place of the Annual Meeting shall be given by the Secretary by posting a notice of the meeting in the Library building, on the Library website, and by publication in a local newspaper of general circulation at least seven (7) but not more than thirty (30) days before the date of such meeting. The Secretary shall keep minutes of the Annual Meeting. Minutes of the previous Annual Meeting shall be posted by the Secretary on the Library website and the Secretary shall make such minutes available to any member of the public in hard copy upon request. The Members present at any Annual Meeting of the Members shall constitute a quorum for the conduct of all business that may properly be brought before the meeting.

(B) Special Meetings. Special meetings of the Members may be called by the President after vote of a majority of the Board. Notice of the time, place and purpose of any special meeting shall be given by the Secretary by posting a notice of the meeting in the Library building and on the Library website at least thirty (30) days before the date of such meeting. The Secretary shall keep minutes of any special meeting. The Members shall consider only those items on the agenda for action at any such special meeting. The Members present at any Special Meeting of the Members shall constitute a quorum for the conduct of all business that may properly be brought before the meeting.

Section 2: NOMINATION AND ELECTION OF TRUSTEES

(A) At the Annual Meeting of the Members, the Nominating Committee Chairperson or his/her designee (herein referred to as the "Presiding Officer") shall review the election procedures with

the Members, present the Nominating Committee's report to the Members (which report shall constitute formal nominations of each of the persons who applied for and are eligible to serve as a Trustee). Nominations will not be accepted from the floor.

(B) The Presiding Officer shall close the nominations and conduct the election.

(1) Where there are the same number of candidates as vacancies, the Presiding Officer shall name the nominees and offices for which they are nominated and call for one vote (by show of hands) on all nominees collectively and thereafter declare those unopposed candidates duly elected.
(2) Where there are more nominees than vacancies to be filled, the Presiding Officer shall poll the Members in good standing by written ballot using ballot forms issued at the Annual Meeting for this purpose. With assistance from staff, and oversight by legal counsel, the Presiding Officer shall tally the votes and announce the results, allowing a vote for the number of candidates as there are vacancies.
(3) The process for determining who is elected in the event of a tie votes shall be determined as follows:

Number of Vacancies	**Candidate**	**Votes**	**Result**
One Vacancy	A	18	Runoff election between Candidates A and B
	B	18	
	C	14	
	D	10	
Two Vacancies	A	18	Candidate A is elected. Runoff between Candidates B and C
	B	15	
	C	15	
	D	9	
Two Vacancies	A	18	Candidates A and B are elected
	B	18	
	C	10	
	D	10	
Two Vacancies	A	18	Candidate A is elected. Runoff election among Candidates B, C and D
	B	10	
	C	10	
	D	10	
Two Vacancies	A	15	Runoff election among Candidates A, B and C. Candidate D is dropped from consideration
	B	15	
	C	15	
	D	10	

(4) In the event of election for the balance of an existing term, the person with the largest number of votes shall serve the longest term.

(C) Members must be present at the Annual Meeting at the time of the election of Trustees to submit a vote. Absentee ballots, proxy voting, voting through the use of "authorized communications equipment" (as that term is defined in Ohio Revised Code section 1702.01(Q)) and voting by mail are not permitted. Votes will not be accepted until such time as the Presiding Officer calls for the vote or collection of completed ballots. Each Member may vote one ballot.

(D) Newly elected Trustees are sworn in at the end of the Annual Meeting.

(E) All candidates for Trustee positions must be present at the annual meeting unless there are extenuating circumstances that preclude attendance.

Section 3: MEETINGS OF THE BOARD

(A) Regular meetings. Regular meetings of the Board shall be held on Monday in the fourth week of each month, unless the holding of such regular meeting or meetings shall be changed temporarily or permanently by vote of the Trustees at a preceding meeting. The President, with consensus of the Board of Trustees, may dispense with any regular meeting.. Business that may be brought before the Board may be transacted at any regular meeting. The Secretary shall electronically provide to each Trustee notice of, and the agenda for, each regular meeting of the Board at least three (3) days in advance of such meeting. Notice of each regular meeting shall also be given by the Secretary by posting a notice of the meeting at the Library building and on the Library website at least three (3) days in advance of the meeting.

(B) Special Meetings. Special meetings of the Board may be called by the President or by any three (3) Trustees. Notice of any such special meeting shall be given to each Trustee by the person or persons calling such meeting with at least three (3) days' prior notice. Such notice may be given by mail, telephone or electronic mail and shall state the time, place and purpose of such special meeting. Notice of the time, place and purpose of any special meeting shall also be given by the person or persons calling such meeting by directing the Secretary to post a notice of the meeting in the Library building and on the Library website at least three (3) days before the date of such meeting. The Secretary shall keep minutes of any special meeting of the Board. The Board shall consider only those items on the agenda for action at any such special meeting.

(C) Annual Organizational Meeting. An annual organizational meeting of the Board shall be held each year immediately following the Annual Meeting. At this meeting, the Board shall nominate and elect the President and Vice President. The Board shall also appoint the Executive Director, Fiscal Officer and Deputy Fiscal Officer at this meeting.

(D) Location. Meetings of the Board shall be held at the Library building unless another location is designated by a vote of the majority of the Trustees or, with respect to special meetings, a different location is given in the notice of such meeting.

(E) Quorum and Transaction of Business. Except with respect to the filling of a vacancy on the Board, a majority of the elected Trustees shall constitute a quorum for the conduct of all business brought before a meeting, except as otherwise expressly provided in these Regulations.

Whenever less than a quorum is present at the time and place appointed for any meeting of the Board, a majority of those Trustees present may adjourn the meeting from time to time until a quorum shall be present. The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board.

(F) Meetings Open to Public. All regular and special meetings of the Board shall be open to the public. Upon written request, the Secretary shall provide personal notification to individuals by mailing such notices in self-addressed stamped envelopes provided by the person requesting such notice or by electronic notification.

(G) Minutes. The Secretary shall keep, for each regular and special Board meeting, minutes rendered with sufficient detail to permit the public to understand and appreciate the rationale behind the Board's decisions and that include the identification of speakers, the order and substance of their statements and a record of votes on all motions. The Secretary shall distribute to each Trustee minutes of the preceding regular or special meeting of the Board at least one (1) day before the next regular or special meeting. The Secretary shall post on the Library website minutes of regular meetings and the Secretary shall make available to the public upon request minutes of special meetings. A Trustee desiring to have a communication recorded in the minutes of a meeting shall submit the communication in writing to the Secretary and it shall be recorded in the minutes of the meetings of the Board. Minutes shall be approved by the Board and signed by the President.

ARTICLE IV

OFFICERS

Section 1: PRESIDENT AND VICE-PRESIDENT

The elected officers of the Library shall be a President and Vice-President, each of whom shall be a Trustee.

Section 2: TREASURER AND SECRETARY

The Treasurer of the Library shall be the Fiscal Officer and the Secretary shall be the Deputy Fiscal Officer. Each shall participate in Board meetings but shall not have voice or vote. The Deputy Fiscal Officer may serve in the absence of the Fiscal Officer.

Section 3: ELECTION

The President and Vice-President shall be elected by a majority vote of the Trustees at the annual organizational meeting of the Board, or, if not elected at such meeting, may be elected at a subsequent regular meeting or special meeting called for that purpose. The Trustees shall appoint the Executive Director, Fiscal Officer and Deputy Fiscal Officer at the annual organizational meeting of the Board, or at a subsequent regular meeting or special meeting called for that purpose.

(Delete space/line)

Section 4: OFFICER TERMS

The President and Vice-President shall hold their offices for a term of one (1) year, and until their successors are elected and qualified, except in the case of resignation, removal from office or death.

(Add space/line)

Section 5: VACANCY

A vacancy in any office, however created, may be filled by a majority vote of the Board for the remainder of the term of such office at a subsequent regular meeting or special meeting called for that purpose.

ARTICLE V

DUTIES OF OFFICERS

Section 1: PRESIDENT

The President shall be the principal executive officer of the Library. Under the control of the Board, the President shall have oversight of the business and affairs of the Library, shall sign and acknowledge instruments and documents necessary for the transaction of the business of the Library, and shall transact such business as is usually transacted on behalf of the Board of Trustees, and as may be directed by the Board. The President shall preside at Board and Member meetings.

Section 2: VICE-PRESIDENT

The Vice-President shall perform the duties of the President in the absence or disability of the President, and when so acting, shall have all of the powers and duties of the President. In the absence of the President, the Vice-President shall preside at Board and Member meetings.

Section 3: SECRETARY

The Secretary shall be custodian of the minutes of all proceedings of the Board, the Members, committees and advisory groups. The Secretary shall give notice of all proceedings and shall collect and maintain a proper record of each meeting of the Board, the Members, committees and advisory groups. The Secretary shall take the minutes of meetings of the Board and the Members unless the President delegates the taking of such minutes to another. The Chairperson of a committee or advisory group delegates the taking of minutes to a member of the committee or advisory group. The Secretary shall post on the Library website minutes of meetings of the Board and the Members. The Secretary shall keep such books and records as may be required by law or by the Board and shall in general perform all duties incident to the office of secretary and such other duties as may be assigned by the Board or the President. The Fiscal Officer may perform these tasks in the absence of the Secretary.

Section 4: FISCAL OFFICER

The Fiscal Officer shall be responsible for the financial operations of the Library, ensure that funds and assets of the Library are secure and determine all financial accounting operations that are necessary to comply with state, federal and local laws. The Fiscal Officer shall provide timely and accurate internal and external reporting in accordance with applicable laws, regulations, policies and decisions of the Board. If the Fiscal Officer is unavailable to perform these duties, the Deputy Fiscal Officer may be asked to perform these tasks.

Section 5: DELEGATION OF DUTIES

In the absence of any officer, or for any other reason that the Board deems sufficient, the Board may delegate the powers and duties, or any of them, of such officer to any other officer or to an employee of the Library

ARTICLE VI

COMMITTEES OF THE BOARD

Section 1: COMMITTEES AND ADVISORY GROUPS

The President and/or the Board by majority vote may create such committees or advisory groups as they deem necessary for the operation of the Board and the Library. These committees and their responsibilities shall be ~~defined in the Handbook. Nothing in the Handbook shall supersede these Regulations.~~ posted on the Library website.

Section 2: STANDING COMMITTEES

The standing committees of the Board are:

(A) Finance Committee. Each year, not later than the March Board meeting, the President shall appoint a Finance Committee consisting of at least three (3) Trustees. The President shall appoint the Chairperson of the Finance Committee. The Finance Committee shall report to the Board at each regular meeting of the Trustees. The responsibilities of the Finance Committee shall include, but not be limited to, the following:

(1) Reviewing and providing oversight in the preparation of the Library budget, making recommendations and providing fiscal advice to the Board on financial matters;
(2) Monitoring the investment of Library's ~~Endowment Funds~~private funds in accordance with the investment policies and objectives approved by the Board from time to time;
(3) Monitoring the Library's financial transactions through a review of monthly financial reports prepared by the Fiscal Officer, and conducting its assessment of Library fiscal operations through reviews of audits, internal monitoring instruments or other operational assessment methods;

(4) Monitoring the preparation and timely filing of all financial reporting required by applicable municipal, county, state and federal law; and
(5) Overseeing all statutorily required audits.

(B) Nominating Committee. The procedures set forth in these Regulations for the nomination and election of Trustees are designed to assure full, fair and open consideration of all candidates, provide confidential balloting for contested positions, and avoid excessive demands on the time of those participating in the nomination and election process.

(1) Chairperson shall be appointed by the President of the Board each year, in the event of vacancies that are required to be filled in advance of the Annual Meeting. Each Trustee who is not running for election is expected to participate in the Nominating Committee activities, such as reference checking and interview meetings, to the extent possible.

(2) No later than December 15 each year, the Chairperson of the Nominating Committee shall cause an announcement to be posted on the Library website and in the Library building, and to be published in a local newspaper of general circulation. The announcement shall include the following:

(a) Notice of the number of vacancies on the Board and a brief explanation of the nomination and election procedures; and

(b) The date on which applications for names and resumes of persons to be considered as applicants by the Nominating Committee must be received. The deadline shall be no later than thirty (30) days prior to the Annual Meeting of the Members. Applications received after the closing date shall not be considered by the Nominating Committee.

(3) The Chairperson of the Nominating Committee shall:

(a) No later than three (3) weeks prior to the Annual Meeting of the Members, distribute to each Trustee copies of all applications and resumes received prior to the end of the nomination period.

(b) Designate members of the Nominating Committee to speak to references regarding the eligibility and qualifications of the candidates.

(c) Set times, dates and place for the Nominating Committee to meet and speak with the candidates. At these meetings, Board members will seek information from candidates and answer candidate's questions.

(4) The Nominating Committee Chairperson shall prepare a report which includes the names and experience of all eligible applicants. The Nominating Committee shall present its report to the Members at the Annual Meeting pursuant to Article III, Section

2(a), which report shall constitute the formal nomination of those persons named in the report.

(5) In the event of a vacancy, the Nominating Committee will:

(a) Solicit applications for a qualified replacement Trustee as quickly as feasible.

(b) Arrange for an interview(s) with qualified candidates.

(c) Report to the Board of the formal nomination of that person or persons named in the report.

(C) ~~Endowment~~ Philanthropy Committee. Each year, no later than the March Board meeting, the President shall appoint a~~n~~ Philanthropy ~~Endowment~~ Committee consisting of at least three (3) Trustees and ~~two non-Trustees~~. The President shall appoint the Chairperson of the Philanthropy ~~Endowment~~ Committee. The Philanthropy ~~Endowment~~ Committee shall report to the Board at each regular meeting. The responsibilities of the Philanthropy ~~Endowment~~ Committee shall include, but not be limited to, the following:

(1) ~~(1)~~ Setting priorities for fundraising efforts including short- and long-term organizational needs as well as traditional endowment needs;

(2) Identifying alternate sources of revenue for the Library to build the ~~Endowment~~ private funds of the Library~~Fund~~.

Cultivating and stewarding charitable donations and sponsorships from individual donors, foundations, corporations, and others in collaboration with HLHS staff;

(3) ~~(2)~~

Reviewing current endowment ALTERNATIVE FUNDING sources routinely;

(4) ~~(3)~~ Planning and implementing ad hoc special events in coordination with staff leadership as appropriate, and, c~~C~~onvening an ad hoc Fundr ~~R~~aising Committee, when deemed appropriate, to plan specific events; and

(4) Setting fund-raising goals to correspond with the needs of the library.

Formatted: Numbered + Level: 1 + Numbering Style: 1, 2, 3, … + Start at: 1 + Alignment: Left + Aligned at: 0.5" + Indent at: 0.75"

Section 3: MEETINGS OPEN TO THE PUBLIC

All meetings of the standing committees and advisory groups shall be open to the public. Notices of such meetings shall be posted by the Secretary in the Library building and on the Library website. Upon written request, the Secretary shall provide personal notification to individuals by mailing such notices in self-addressed stamped envelopes provided by the person requesting such notice or electronic communication/contact.

Section 4: MINUTES

The Secretary or a designee of the Chairperson of a committee or advisory group shall keep minutes of each committee and advisory group meeting, in a manner that is fully consistent with governing law. The Chairperson of each committee or advisory group shall post or have posted on the Library website minutes of his or her committee or advisory group.

ARTICLE VII

EXECUTIVE DIRECTOR AND FISCAL OFFICER

Section 1: APPOINTMENT AND DUTIES OF EXECUTIVE DIRECTOR

The Board shall appoint and fix the compensation of the Executive Director, who shall serve at the discretion of the Board. The Executive Director shall have full charge of the administration and day-to-day operations of the Library in accordance with the objectives and policies adopted by the Board and under the direction and review of the Board. Subject to the general policies adopted by the Board from time to time, the Executive Director's duties shall include, but not be limited to the following:

(a) Developing, coordinating, and delivering quality library services to the community.
(b) Managing the Library building, facilities and equipment;
(c) Developing, with the assistance of the Fiscal Officer and Finance Committee, an annual Budget pursuant to which operations will be managed.
(d) Presenting reports to the Board on Library activities on a monthly basis;
(e) Developing and presenting an annual plan of activities for discussion by the Board;
(f) Managing the Library's public relations activities;
(g) Supervising the employment and direction of the Library staff;
(h) Directing the selection, acquisition and disposition of books and non-book materials within the annual appropriations adopted by the Board; and
(i) Developing and implementing historic preservation goals, objectives and programs of the Library.

The Executive Director shall keep the Board informed as to program needs and requirements, desirable expenditures of Library funds and any special achievements or problems requiring action by or approval of the Board. The Executive Director shall give a report at each meeting of the Board concerning the work of the Library and shall submit for Board consideration recommendations concerning all matters requiring action by the Board. The Executive Director shall consult with the President and the Chairpersons of the standing committees concerning the work of the Library and the agenda for each meeting of the Board. The Executive Director shall attend all meetings of the Board, except those executive sessions at which the Executive Director's appointment, salary or evaluation is to be considered or decided.

Section 2: APPOINTMENT AND DUTIES OF FISCAL OFFICER

The Board shall appoint and fix the compensation of the Fiscal Officer, who shall serve at the discretion of 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 under the direction and review of the Board. Subject to the general policies adopted by the Board from time to time, 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. The Fiscal Officer shall attend all meetings of the Board, except those executive sessions at which the Fiscal Officer's appointment, salary or evaluation is to be considered or decided.

If the Fiscal Officer is unavailable to perform these duties, the Deputy Fiscal Officer may be asked to perform these tasks.

Section 3: ANNUAL EVALUATION

The Board shall evaluate the job performance and compensation of the Executive Director and Fiscal Officer each year.

ARTICLE VIII

INDEMNIFICATION

The Library shall indemnify, defend and hold harmless any Trustee, officer, the Executive Director, Library employee or agent, past or present, who is a party to any legal action resulting from any act authorized by the Board or arising out of or related to serving in such capacity. No indemnification shall be made with respect to any claim, issue or matter for which that person shall have been finally adjudged to be liable for gross negligence or intentional misconduct in the performance of his or her duty to the Library, unless the Board deems indemnification appropriate, in view of all the circumstances. Anything to the contrary notwithstanding, the Library shall not indemnify any Trustee, officer, the Executive Director, Library employee or agent if such indemnification shall constitute a violation of any of the provisions of the Internal Revenue Code of 1986 applicable to an organization described in Section 501(c)(3) of said Code or the corresponding provisions of any applicable future United States Internal Revenue law.

ARTICLE IX

BOARD RULES AND POLICIES

The Board may adopt such rules and policies as it deems proper for the efficient operation and management of the Library facilities, property, trusts, and other funds, and for the efficient operation and government of the Board. Such policies and rules shall not be inconsistent with these Regulations. All such Board policies and rules shall be specifically set forth in the Library Policy Manual.

ARTICLE X

AMENDMENTS

These Regulations may be amended or changed by the Members at a meeting held for such purpose pursuant to the affirmative vote of a majority of the Members present. A complete copy of the text of any proposed amendment or change shall be included in the notice of the meeting and, made available for public inspection at the Library building at least thirty (30) days prior to the meeting of Members. Any proposed amendment or change to these Regulations must be consistent with the Articles of Incorporation of the Library and the laws of the State of Ohio.

ARTICLE XI

CONDUCT OF TRUSTEES

Section 1: GENERAL DUTIES

Each Trustee shall represent the best interests of the Library. Trustees, in their fiduciary capacity, shall promote the highest level of Library service while observing ethical standards. Trustees shall avoid situations in which personal interests might be served or financial benefits gained at the expense of the Library. It is incumbent upon each Trustee to disqualify himself or herself immediately whenever the appearance of a conflict of interest exists. Trustees must distinguish clearly in their actions and statements between their personal philosophies and attitudes and those of the Library. A Trustee must keep confidential information confidential. Trustees must be prepared to support to the fullest the efforts of librarians in resisting censorship of library materials by groups or individuals. A Trustee shall perform the duties of a Trustee in good faith, in a manner the Trustee reasonably believes to be in or not opposed to the best interests of the Library, and with the care that an ordinarily prudent person in a like position would use under similar circumstances.

Section 2: CONFLICTS 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 institution 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. 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. 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.

All trustees of the board are required to sign a copy of the Conflict of Interest form annually which is kept on file by the Secretary of the Board.