



# BOARD OF TRUSTEES BYLAWS REVISION

## Comprehensive Summary of Changes

January 2026

### EXECUTIVE SUMMARY

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The Southern Adirondack Library System Board of Trustees has completed a comprehensive revision of its bylaws, transforming them from functional but outdated governance documents into best-in-class bylaws that meet legal requirements and incorporate modern accountability standards.

#### Revision Highlights:

1. Achieved full legal compliance with New York State Education Law
2. Added critical accountability mechanisms (board evaluation, director evaluation)
3. Restructured financial oversight for better separation of duties
4. Enhanced transparency and Open Meetings Law compliance
5. Added trustee protection (indemnification)
6. Clarified governance processes and authority

### SECTION 1: CRITICAL LEGAL COMPLIANCE CHANGES

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#### TRUSTEE EDUCATION REQUIREMENT



##### Article IV, Section 7

**PREVIOUS:** No trustee education requirement in bylaws

**CURRENT:**

"All trustees shall annually complete a minimum of two hours of continuing education as required by Education Law Section 260-d."

**Rationale:**

7. Required by Education Law 260-d (effective January 1, 2023)
8. SALS was non-compliant without this provision
9. Ensures informed, effective board governance

#### AUDIT REQUIREMENTS STRENGTHENED



##### Article X, Section 3

**PREVIOUS:**

"An independent cash audit of SALS financial records shall be performed each year."

**CURRENT:**

"An independent audit or review of system financial records shall be performed each year, with a full audit to be performed not less often than every three years."

**Rationale:**

- 10. "Cash audit" language was too limited
- 11. Better financial oversight and regulatory compliance
- 12. Aligns with 8 NYCRR 90.6 requirements

## SECTION 2: GOVERNANCE ACCOUNTABILITY ENHANCEMENTS

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### BOARD SELF-EVALUATION

#### Article IV, Section 8

**PREVIOUS:** No board self-evaluation requirement

**CURRENT:**

"The Board of Trustees shall conduct an annual self-evaluation in accordance with a board-approved process to assess board effectiveness, trustee engagement, and governance practices."

**Rationale:**

- 13. Promotes continuous improvement
- 14. Identifies strengths and areas for development
- 15. Increases board effectiveness

**Implementation Impact:**

- 16. Develop board-approved evaluation process
- 17. Schedule annual evaluation (recommend before officer elections)
- 18. Use results for board development planning



### DIRECTOR EVALUATION

#### Article VIII, Section 4

**PREVIOUS:** No formal director evaluation requirement

**CURRENT:**

"The Board of Trustees shall conduct an annual evaluation of the Executive Director's performance in accordance with a board-approved process."

**Rationale:**

- 19. Ensures clear expectations and accountability
- 20. Strengthens board-director relationship
- 21. Provides opportunity for feedback and professional development

**Implementation Impact:**

- 22. Develop board-approved evaluation process
- 23. Schedule annual evaluation (recommend November/December)
- 24. Use results for goal-setting and professional development



## OFFICIAL SPOKESPERSON DESIGNATED

### Article IV, Section 1B

**PREVIOUS:** No clear designation of who speaks for board

**CURRENT:**

"All actions of the Board shall be of the Board as a unit. The President, or the Board's designee, shall act as the official spokesperson for the Board and is authorized to represent the interests of the Board to all outside parties."

**Also Added (Section 1C):**

"Unless designated as the official spokesperson of the Board, an individual SALS Trustee shall not exercise any administrative responsibility nor command the services of any employee of SALS or a SALS member library."

**Rationale:**

- 25. Prevents confusion about board positions
- 26. Clear communication authority

## SECTION 3: FINANCIAL OVERSIGHT RESTRUCTURING

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## FINANCE OFFICER ROLE CREATED

### Article V, Section 1 & Section 2D

**PREVIOUS:** Unclear financial officer structure with an appointed Treasurer and a Financial Clerk and also some discrepancies with best practices in NYS.

**CURRENT:** Creates 3-layer financial oversight system

#### Layer 1: Finance Officer (Trustee)

"The Finance Officer shall be elected from among the trustees and shall serve as the Board's internal oversight of financial operations."

##### Duties:

- 27. Review monthly financial reports for accuracy
- 28. Serve as Internal Claims Auditor
- 29. Present financial summaries to Board
- 30. Ensure compliance with 8 NYCRR 90.6
- 31. Chair/member of Audit & Finance Committee
- 32. Authorized check signer

#### Layer 2: Treasurer (Appointed and Non-Voting)

"The Board shall annually appoint (or hire) a Treasurer who shall not be a member of the Board."

##### Duties:

- 33. Charge of funds per law
- 34. Oversight of deposits/disbursements

- 35. Maintain accounting records
- 36. Monthly Treasurer's Report to Board
- 37. Attend meetings if needed (no vote)
- 38. Bonded/insured

**Layer 3: Independent Auditor (External)**

- 39. Annual review/audit
- 40. Full audit every 3 years

**Rationale:**

- 41. Separates operational duties (Treasurer) from oversight (Finance Officer)
- 42. Trustee provides board-level financial review
- 43. Professional staff handles day-to-day operations
- 44. Better checks and balances than single-person system
- 45. Matches MVLS best practice model

**Implementation Impact:**

- 46. Elect Finance Officer from trustees in January 2026
- 47. Clarify Treasurer position (hired)
- 48. Train Finance Officer on duties and reporting



**FINANCIAL CLERK PROVISION REMOVED**

**PREVIOUS:** Separate Financial Clerk appointed per Commissioner's Regulations

**CURRENT:** Removed from Bylaws

**Rationale:**

- 49. Modern three-layer system (Finance Officer/Treasurer/Auditor) provides adequate oversight and simplifying structure while maintaining strong controls
- 50. Financial Clerk duties absorbed into Treasurer role and some into SALS' staff role(s)

**Implementation Impact:**

- 51. Confirm proper duties of the Treasurer's role and SALS' staff duties
- 52. Appoint Treasurer in January based on Kim's input from RFQ
- 53. Ensure bonding/insurance adequate

## SECTION 4: TRUSTEE PROTECTION ADDED

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**INDEMNIFICATION ARTICLE XIV**

**PREVIOUS:** Only mentioned Directors & Officers insurance; no indemnification language

**CURRENT:**

"SALS agrees to provide legal counsel and to indemnify the members of the Board of Trustees with respect to claims that arise from actions or inactions within the scope of their duties and/or the performance of authorized duties, in conformity with the law and System bylaws and policy. To qualify, an individual must cooperate in the defense of any action or proceeding and abide by applicable carrier requirements."

**Rationale:**

- 54. Protects trustees acting in good faith within scope of duties

- 55. Standard best practice
- 56. Aids in trustee recruitment
- 57. Reduces personal liability concerns
- 58. Complements D&O insurance

**Implementation Impact:**

- 59. Legal protection for trustees
- 60. May affect D&O insurance terms (review policy)
- 61. Important recruiting/retention tool

## SECTION 5: CONFLICT OF INTEREST STRENGTHENED

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### RECUSAL DOCUMENTATION REQUIRED

**Article XIII, Section 2 (ENHANCED)**

**PREVIOUS:** General conflict policy mentioned; abstention required

**CURRENT - ADDED:**

"It is the responsibility of the trustee to notify the Board of a perceived, potential, or actual conflict of interest and recuse themselves from that portion of the board meeting. Declarations and recusals shall be noted in the minutes."

**Rationale:**

- 62. Creates paper trail for transparency
- 63. Documents proper conflict handling
- 64. Protects board from appearance of impropriety

**Implementation Impact:**

- Increased transparency and accountability

## SECTION 6: COMMITTEE STRUCTURE IMPROVEMENTS

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### EXECUTIVE COMMITTEE FORMALIZED

**Article VI, Section 1 (CLARIFIED)**

**PREVIOUS:** Executive Committee referenced, but not formally defined

**CURRENT - CLARIFIED:**

"The Executive Committee, consisting of the officers and the immediate Past President, if the immediate Past President is still a member of the Board, and otherwise in conformance with New York State Law, shall transact such business as may be necessary between meetings of the Board to the extent permissible by law. All actions taken by the Executive Committee shall be reported to the full Board at its next regularly scheduled Board meeting."

**Rationale:**

- 65. Clear composition (officers + Past President)
- 66. Authority limited to time-sensitive matters
- 67. Reporting requirement ensures accountability
- 68. Operational efficiency with oversight

**Implementation Impact:**

- 69. Executive Committee can act between meetings
- 70. Must report all actions to full Board
- 71. Cannot alter/amend Board actions

**COMMITTEE PARTICIPATION EXPANDED****Article VI, Section 2 (ENHANCED)**

**PREVIOUS:** Committees composed only of trustees

**CURRENT - ADDED:**

"These committees may be made up of current trustees and other interested parties. No committee should have enough trustee representation to secure a quorum of the board. Any committee so constituted shall be designated a committee of the whole."

**Rationale:**

- 72. Allows community/expert participation
- 73. Prevents shadow governance (quorum protection)
- 74. Engages stakeholders beyond board
- 75. Flexibility for specialized expertise

**Implementation Impact:**

- 76. Can recruit community members for committees
- 77. Must ensure no committee has 7+ trustees (quorum)
- 78. Expands talent pool for committee work

**AD HOC COMMITTEES FORMALIZED****Article VI, Section 4**

**PREVIOUS:** No formal ad hoc committee provision

**CURRENT:**

"Special advisory or Ad Hoc Committees to perform specific tasks may be appointed by the President with the approval of the Board. All such committees shall have a defined and limited duration. Ad Hoc Committees shall consist of at least one SALS Board member. The President and Executive Director shall be non-voting ex-officio members."

**Rationale:**

- 79. Provides framework for temporary committees
- 80. Requires board approval (accountability)
- 81. Ensures limited scope and duration
- 82. President/Director involvement maintained

**Implementation Impact:**

- 83. Can create task forces for specific projects
- 84. Must have clear charge and sunset date
- 85. Board must approve creation

## SECTION 7: OPEN MEETINGS LAW COMPLIANCE ENHANCED

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### **SPECIFIC COMPLIANCE REQUIREMENTS ADDED**

#### **Article VII, Section 1C**

**PREVIOUS:** General reference to Open Meetings Law

#### **CURRENT - SPECIFIC REQUIREMENTS:**

Consistent with NYS Education Law, board meetings shall comply with the Open Meetings Law by:

- 86. Publicly posting advance notice, sending advance notice to the media, posting board agenda and packets before the meeting on the System web site and making them available in hard copy upon request.
- 87. Allowing remote attendance and viewing only
- 88. Making available via the website or otherwise the draft minutes within one week of a meeting.

#### **Rationale:**

- 89. Specific compliance steps prevent inadvertent violations
- 90. Transparency best practice
- 91. Matches RCLS detailed approach
- 92. Clear staff guidance

#### **Implementation Impact:**

- 93. Draft minutes within one week (faster than before)

## SECTION 8: RELATED ORGANIZATIONS FRAMEWORK

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### **RELATED ORGANIZATIONS ARTICLE XII**

**PREVIOUS:** No formal framework for subsidiaries/partnerships

**CURRENT:** N/A

#### **Section 1:** Defines related organizations

"Related Organizations are separate, controlled entities or subsidiaries that assist the Southern Adirondack Library System in the implementation of the system mission. All related organizations must be approved by SALS Board of Trustees, and there must be a mechanism for the System to maintain control over any related organization."

#### **Section 2:** Joint Automation Council

Formal recognition of MVLS/SALS Joint Automation Project governance

#### **Rationale:**

- 94. Provides framework for partnerships
- 95. Ensures board control over related entities
- 96. Documents existing Joint Automation relationship

#### **Implementation Impact:**

- 97. Framework for future partnerships (e.g., foundations, collaboratives)
- 98. Board approval required for new related organizations

## SECTION 9: OFFICER ELECTION CLARIFICATION

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### ELECTION PROCESS CLARIFIED

#### Article V, Section 4 (REWRITTEN)

**PREVIOUS:** Confusing timing language about when elections occur

**CURRENT - CLARIFIED:**

- A. The President shall appoint an Officer Nominating Committee at the Board meeting immediately preceding officer elections in even-numbered years.
- B. The Nominating Committee will present a slate of officer candidates at the first regularly scheduled Board meeting following the Annual Meeting in even-numbered years.
- C. Additional nominations may be made from the floor. If there is more than one candidate per office, voting shall be done by written ballot.
- D. Membership on the Nominating Committee does not prohibit nomination for office."

**Rationale:**

- <sup>99</sup>. Clear sequence of events
- <sup>100</sup>. No confusion about timing
- <sup>101</sup>. Transparent nomination process

## CLARIFICATIONS

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☒ Term Limit Language Clarified Article IV, Section 5

**PREVIOUS:** "No Trustee may serve more than two full terms consecutively, except where previously appointed or elected to fill an unexpired term."

**CURRENT:** "A Trustee may serve any number of terms as long as not more than two (2) are consecutive."

**Rationale:** Clearer, simpler language; same intent

☒ Attendance Removal Process Clarified Article IV, Section 6

**PREVIOUS:** "shall at the next regular meeting following the fourth absence, be declared to have resigned"

**CURRENT:** Removed automatic timing; follows Education Law 226(8) process with complaint and notice

**Rationale:** Allows board discretion; follows legal requirements

☒ Annual Membership Meeting Details Added Article VII, Section 4 (ENHANCED)

**PREVIOUS:** Basic annual meeting provisions

**CURRENT - ADDED:**

- Quorum definition (libraries in attendance)



- Voting allocation (one vote per library)
- Meeting scope clarification

## UNCHANGED ITEMS

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The following provisions were **retained**:

### Board Structure

- ☒ 12 trustees (manageable size)
- ☒ At least one trustee per county (geographic representation)
- ☒ 5-year staggered terms
- ☒ 2-term consecutive limit

### Meeting Structure

- ☒ 7 regular meetings per year
- ☒ Quorum = 7 trustees (majority)
- ☒ Annual Meeting third Monday in May

### Officer Structure

- ☒ 2-year officer terms
- ☒ Elections in even-numbered years
- ☒ President, Vice President, Secretary positions

### Fundamental Provisions

- ☒ Authority from Board of Regents charter
- ☒ Governed by Education Law Section 255
- ☒ Robert's Rules of Order
- ☒ Calendar fiscal year
- ☒ Amendment process (2/3 vote, 15 days' notice)

## IMPLEMENTATION CHECKLIST

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### PRIORITY 1: Financial Structure (Immediate)

1. Elect Finance Officer from trustees
2. Clarify Treasurer appointment/hiring status
3. Create Finance Officer duties
4. Update and clarify Treasurer duties
5. Train Finance Officer on Internal Claims Auditor role
6. Review bonding/insurance amounts

### PRIORITY 2: Committee Structure (within 30 days)

1. Update committee charge documents
2. Define Library Services committee scope
3. Consider adding non-trustee members, as appropriate
4. Update committee appointment process

**PRIORITY 3: Policies & Procedures (within 90 days)**

1. Update/adopt Conflict of Interest Policy
2. Create board evaluation tools
3. Create director evaluation tools
4. Update trustee orientation materials
5. Update officer nominating procedures

**PRIORITY 4: Evaluation Processes (within 90 - 120 days)**

1. Develop board self-evaluation process
2. Schedule annual board evaluation for [Month] 2026
3. Develop director evaluation process
4. Schedule annual director evaluation for November/December 2026

## **SUPPORTING DOCUMENTS NEEDED**

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To fully implement these bylaws, the following supporting documents should be developed or updated:

1. Finance Officer Duties (Article V, Sec. 2D)
2. Treasurer Duties (Article V, Sec. 3)
3. Board Self-Evaluation Process & Tools (Article IV, Sec. 8)
4. Director Evaluation Process & Tools (Article VIII, Sec. 4)
5. Committee Charge Documents (Article VI)
6. Conflict of Interest Policy (Article XIII)
7. Open Meetings Law Compliance Procedures (Article VII)
8. Officer Nomination Procedures (Article V, Sec. 4)
9. Trustee Orientation Packet (Updated to reflect new bylaws)

## **BENEFITS OF THESE REVISIONS**

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**Legal Compliance**

- ☒ Meets all NYS Education Law requirements
- ☒ Properly implements Open Meetings Law
- ☒ Strengthens financial accountability per 8 NYCRR 90.6

**Board Effectiveness**

- ☒ Clear roles prevent confusion
- ☒ Annual evaluations drive improvement
- ☒ Education requirement builds trustee capacity

- ☒ Better financial oversight reduces organizational risk

#### **Trustee Protection**

- ☒ Indemnification provides legal protection
- ☒ Clear conflict procedures prevent ethical issues
- ☒ Defined spokesperson role protects individual trustees
- ☒ Reduced personal liability concerns aid recruitment

#### **Organizational Excellence**

- ☒ Structure supports strategic governance
- ☒ Accountability mechanisms ensure performance
- ☒ Flexibility allows adaptation to changing needs
- ☒ Transparency builds public trust
- ☒ Professional financial management structure

## **APPROVAL**

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#### **Motion for Adoption**

"I move that the Board of Trustees adopt the revised Bylaws of the Board of Trustees dated January [specific date], 2026, as presented, replacing all previous versions, effective immediately upon adoption, and that the President and Executive Director be authorized to take all necessary steps to implement these bylaws."

## **CONCLUSION**

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These bylaws revisions represent a comprehensive modernization of SALS governance documents. The changes achieve full legal compliance, incorporate accountability best practices, strengthen financial oversight, protect trustees, and position SALS for effective governance well into the future.

The revised bylaws transform SALS from having governance documents with gaps to having bylaws that meet or exceed the standards of peer library systems reviewed.