

BYLAWS OF THE BOARD OF TRUSTEES

as Revised at the January 19, 2021 Board Meeting

- I. **Name.** The name of this board shall be the Board of Trustees of the Southern Adirondack Library System, hereinafter referred to as “the Board.” The Southern Adirondack Library System is hereinafter referred to as “SALS.” The members of the Board of Trustees of the Southern Adirondack Library System, are hereinafter referred to as “Trustees.” Officers of the Board of Trustees are hereinafter referred to as “Officers.”

The System derives its authority from a charter issued provisionally by the University of the State of New York Education Department on June 27, 1958 and made absolute on March 29, 1963.

The System is governed by Section 255 of the New York State Education Law, by all other applicable New York State laws, the Rules of the Board of Regents, the Regulations of the Commissioner of Education, and these Bylaws.

- II. **Purposes.** To provide assistance and services to member libraries, helping libraries to meet community needs, and to extend and improve library service to those areas or special populations not served by public libraries.
- III. **Membership.** The Board shall be composed of twelve Trustees, three residents each from Hamilton, Saratoga, Warren, and Washington Counties. An employee of the System or of a member library shall be ineligible for election as a SALS Trustee. No person otherwise qualified shall be barred from membership on the Board by reason of sex, race, color, religion, or place of national origin, except that each Trustee shall be a citizen of the United States of America.

Trustees shall be elected by a majority vote of the trustees of the participating libraries in SALS who are present at the SALS Annual Meeting. The term of office, which shall begin immediately upon adjournment of the annual meeting of SALS, shall be for five years. No Trustee may serve more than two full terms consecutively, except where previously appointed or elected to fill an unexpired term. In the event that no nomination is submitted at the annual meeting the Board shall, as soon as possible, fill by appointment the vacancy for that calendar year. At the next annual meeting the membership shall elect a person to fill the remainder of the term created by the vacancy.

In the event of resignation, death, non-residency, or inability to serve, a successor shall be elected by a majority vote of the entire number of the remaining Trustees of the Board to serve until the next annual meeting, when the remainder of the unexpired term shall be filled by regular nomination and election.

A Trustee who fails to attend four Board or Committee meetings per annum, or is absent from three consecutive meetings, without an excuse accepted as satisfactory by the Board

shall, at the next regular meeting following the fourth absence, be declared to have resigned. The Board may also remove a Trustee for misconduct, incapacity, or neglect of duty. The President shall inform the removed Trustee, in writing, that the member is no longer on the Board. If dismissal is deferred by Board action, the President shall, in writing, inform the absent Trustee of the conditions of this deferral.

Trustees shall abide by all policies adopted and amended by the Board.

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 of Trustees and is authorized to represent the interests of the Board to all outside parties. 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. (SALS Trustees who also serve as local library trustees should follow the guidelines of their local library when doing business for their local library board.)

- IV. **Officers.** The officers shall be as follows: President, Vice-President, and Secretary. The officers of the Board shall be elected at the Board's first regularly scheduled meeting following the annual meeting of SALS in even-numbered years. Each officer shall be elected for a two-year term, and no officer may serve more than two full terms consecutively, except where previously elected to fill an unexpired term

The President shall preside at meetings of the Board and of SALS, appoint committees, authorize calls for special meetings, serve as an ex-officio member of all standing committees, and generally perform the duties of a presiding officer.

The Vice-President shall perform the duties of the President in case of the absence or disability of the President, and shall succeed to the office of President upon the resignation or death of the President.

The Secretary shall have charge of the records of the Board and shall keep the minutes of its meetings. In case of the absence or disability of the Secretary, the Board will appoint a Secretary Pro tem empowered to perform the necessary duties during the absence.

In addition to the foregoing duties, each Officer shall have such power and perform such duties as are incumbent upon similar officers in corporate organizations, and shall have additional powers or duties as may be conferred by the Board.

The President shall appoint an Officer Nominating Committee immediately following the annual meeting in even-numbered years, which will establish a slate of Officers for election by the board at the first regularly scheduled meeting following the annual meeting. Additional nominations from the floor will be accepted. If there is more than one candidate per office, voting shall be done by written ballot. Membership on this committee shall not prohibit nomination for office.

Officers shall serve until the election which occurs at the first regularly scheduled meeting following the SALS Annual Meeting in even-numbered years. If they are no longer members of the Board following the SALS Annual Meeting, or if they resign from office

or leave the Board for any reason during the year, the members shall elect replacement officer(s) pro tem to serve until the next election.

- V. **Financial Officers.** A Treasurer shall be appointed by the Board, shall attend to the fiscal affairs of SALS, and shall be bonded /insured appropriately. The Treasurer shall attend all Board meetings and may take part in the deliberations, but shall have no vote. Subject to the stated policies of the Board, the Treasurer shall pay out funds by check signed by the Treasurer, or, in case of the disability of the Treasurer, by the President or Vice President, who shall also be bonded /insured. The Treasurer shall keep an accurate record of all monies received and disbursed and make a report thereof to the Board monthly and at other times as the Board shall require.

A Financial Clerk shall be appointed in accordance with the Commissioner’s Regulations, and the Treasurer and the Financial Clerk shall be responsible to the Board for the conduct of their business in compliance with the Commissioner’s Regulations.

- VI. **Director.** The Director of SALS shall be appointed by, and be responsible to, the Board of Trustees. The Director shall attend all Board meetings and may take part in the deliberations, but shall have no vote. The Director shall have sole charge of the administration of SALS under the direction and review of the Board, and shall be held responsible for the care of the System headquarters and equipment, for the direction of the staff, for the efficiency of the System’s service, and for the operation of the System under the financial conditions set forth in the annual budget. The Director shall be responsible to the Board for the employment, training, supervision, and direction of personnel in conformance with applicable law and regulations, and shall submit an annual report as to the progress and condition of the System, accompanying the same with recommendations and suggestions. The Director shall submit all personnel actions to the Board of Trustees for official appointments. (*See Handbook for Library Trustees of New York State, 2018 Edition, Personnel: Appointment of Staff*)

- VII. **Committees.** The Board may consider and act on any matter before it, with or without recommendations from a committee. The President shall appoint standing committees, and may appoint ad hoc committees, as described herein. Each committee chairperson shall be responsible for periodic meetings of the committee and shall have an opportunity to report at each regular meeting of the Board. Each standing committee shall consist of at least three members, at least one of whom shall be a member of the SALS Board, and a majority of whom shall constitute a quorum. In addition, the President shall be a non-voting, ex-officio member of all committees except the Officer Nominating Committee. In the event of a tie vote in a committee meeting, the committee may request that the President vote to break the tie. Standing committees shall be appointed to serve for one year.

Standing Committees:

- Audit and Finance Committee
- Library Services Committee
- Building Committee
- Personnel Committee
- Advisory Committee on Central Library Aid and Services
- Trustee Nominating Committee

Bylaws Committee

Ad Hoc Committees. Ad Hoc Committees may be appointed by the President. Each Ad Hoc Committee shall consist of at least one SALS Board member and the President shall be a non-voting ex-officio member. A majority of appointed members shall constitute a quorum.

VIII. **Meetings.** The Board shall meet seven times a year at a time and place designated by the Board.

Meetings may be postponed if a poll of members indicated that a quorum cannot be in attendance.

A quorum shall consist of a majority (seven members) of the full Board (twelve members). A Trustee must be present – either in person or virtually (in accordance with the New York State Open Meetings Law) - at a meeting to have the member’s vote counted.

Upon the adopted motion of any trustee at any meeting, the Board may adjourn to Executive Session for such purposes as are authorized by law. The motion for Executive Session shall state the reason for the Session.

Special meetings of the Board may be called by the President or at the written request of any three Trustees acting in concert for the transaction only of such business as is stated in the call of the meeting.

The Annual Meeting of SALS shall be on the third Monday in May but may be postponed to another date in May if necessary. Notice of the annual meeting shall be sent to all trustees of member libraries at least two weeks before the meeting. Notice of emergency postponement of the annual meeting will be sent as quickly as practicable.

In the event of a national, statewide or regional emergency, the board may choose, or be required, to hold monthly, Annual, and/or special meetings virtually. The electronic meeting application must allow for meeting participants to be both seen and heard. All other provisions of sections VIII and IX shall apply.

IX. **Order of Business.** The order of business at the regular meeting shall be as follows:

- (a) Public Comments
- (b) Election of Board Officers, Chairperson pro tem, or special presentation, as necessary
- (c) Approval of minutes of last meeting
- (d) Report of Treasurer, Monthly Budget report, and review of the warrants
- (e) Report of Director
- (f) Report of Committees
- (g) Unfinished Business
- (h) New Business
- (i) Report of the Director’s Council
- (j) Announcements
- (k) Public Comments

(l) Adjournment

The order of business may be changed at any meeting by general consent.

X. **Fiscal Year.** The fiscal year of SALS shall be the calendar year.

XI. **Records, Financial Accounting, and Bonding.** All records of the System and the Board shall be maintained at the SALS..

Copies of financial records and activities shall be maintained in accordance with accepted accounting practice. The action of the Board in regard to payment of bills and to financial reports shall be recorded.

An annual independent cash audit of SALS financial records shall be performed.

The Treasurer, and other officers or staff as determined by the Board, shall be bonded in an amount to be determined by the Board (Commercial Crime Coverage.) The Board of Trustees shall be covered by Legal Liability Insurance (Directors and Officers Insurance.)

XII. **Amendments.** These Bylaws may be amended at any regular meeting of the Board, or at a special meeting called for that purpose, by an affirmative vote of two-thirds of the full Board, provided that written notice of the proposed amendment has been mailed or sent electronically to each member of the Board at least fifteen days prior to the meeting.

XIII. **Conflict of Interest.** No trustee, nor the Director, nor any member of their immediate families, shall personally benefit financially from any transaction made by or on behalf of SALS. All Trustees must sign the SALS Conflict of Interest Disclosure Form and comply with the policy. The forms will be retained with other Board records at SALS.

XIV. **Policies.** Policies adopted by the Board shall be kept in a separate section of the minute book.

XV. **Procedures.** *Robert’s Rules of Order* (latest edition) shall govern all proceedings except as otherwise provided in these Bylaws.

*Initially Adopted: May 1958
Previous revision of these bylaws: June 1988
Previous revision of these bylaws: April 27, 1994
Previous revision of these bylaws: June 20, 1997
Previous revision of these bylaws: March 21, 2001
Previous revision of these bylaws: March 19, 2003
Previous revision of these bylaws: April 12, 2005
Previous revision of these bylaws: April 18, 2006
Previous revision of these bylaws: November 17, 2015*