



BYLAWS OF THE BOARD OF TRUSTEES

ARTICLE I NAME, AUTHORITY, AND GOVERNANCE

- Section 1: The name of this organization shall be the Southern Adirondack Library System, hereinafter referred to as the "System" or "SALS."
- Section 2: The System is located at 22 Whitney Place, Saratoga Springs, NY 12866.
- Section 3: 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.
- Section 4: 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.

ARTICLE II OBJECTIVES

- Section 1: The System exists to enhance library services to residents of the System service area through resource sharing, coordinated services, and support to member libraries as specified in the System's adopted Plan of Service.

ARTICLE III SYSTEM MEMBERSHIP

- Section 1: Membership in the System shall be open to public, school district, association and special district libraries chartered by the Board of Regents located within the area served by the System that subscribe to the System's Plan of Library Service, upon application to and acceptance by the Board of Trustees of the System, hereafter referred to as the "Board" and approval by the Commissioner of Education as required by Education Law 255(2)(i). Such members shall be entitled to voting privileges at the Annual Meeting of the System and as required by Education Law and Department of Education Regulations.

ARTICLE IV BOARD OF TRUSTEES

- Section 1: General Powers and Objectives

A. The Board is entrusted with the governance of the System. It shall adopt Bylaws and a Plan of Service, and amend them as necessary. It shall establish policies to ensure the achievement of the System's objectives, employ an Executive Director, approve the terms of participation for members, supervise the expenditure of the System's funds, discharge all such responsibilities as provided for in these Bylaws, and exercise such other responsibilities as may be appropriate.

B. 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.

C. 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.)

Section 2: Number and Representation

A. The Board shall be composed of twelve (12) Trustees, all of whom are residents of the Area of Service. The Board shall always have at least one (1) Trustee from each county in the Area of Service, which consists of Hamilton, Saratoga, Warren, and Washington Counties.

B. Trustees must maintain residence in the corresponding county to remain qualified for their position.

C. Trustees, while designated on a county basis, are System Trustees charged with the responsibility of representing the System as a whole.

Section 3: Board Eligibility

No SALS employee, nor any employee of a participating library, shall be eligible for election or appointment as a voting member of the SALS Board of Trustees. 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.

Section 4: Nomination and Election

Trustees shall be nominated and elected at the Annual Meeting by member libraries represented, in accordance with the procedures outlined in Section 7:

Section 5: Terms of Office

Terms shall be staggered so that three shall expire on the 31st day of December each year.

A term of office shall be five (5) years.

A new term of office shall begin immediately upon adjournment of the SALS' Annual Meeting.

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

Section 6: Trustee Attendance

Attendance at meetings is a prerequisite for continued service as a Trustee. 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, and recorded as "excused" in the minutes of the relevant meetings, shall be deemed to have resigned per Education Law 226; such removal shall be noted in the minutes. Any Trustee who fails to attend half the regular meetings in a fiscal year shall be removed on the basis of neglect of duty; such removal will be by complaint and notice per Education Law 226(8). Vacancies based on removal shall be filled in accordance with Section 7: Absences shall be monitored by the Secretary.

Commented [BK1]: Previous was unclear: No Trustee may serve more than two full terms consecutively, except where previously appointed or elected to fill an unexpired term.

Commented [BK2]: This was removed: shall at the next regular meeting following the fourth absence, be declared to have resigned.

Section 7: Trustee Education

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

Section 8: Board Self-Evaluation

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.

Commented [BK3]: New additions

Section 9: Filling of Vacancies

A. Any vacancy, which occurs between an Annual Membership Meeting and the second board meeting prior to the subsequent Annual Membership Meeting, shall be filled by the Board. Other vacancies shall remain vacant until the election process which shall be completed at the Annual Membership Meeting.

B. Immediately following declaration by the Board that a vacancy exists, notice thereof shall be given by the Chair of the Nominations and Elections Committee by email to the President of the Board of each member library of the county in which such vacancy occurs. For any vacancy which occurs between an Annual Membership Meeting and the second board meeting prior to the subsequent Annual Membership Meeting the notice shall also request recommendations for the appointment. At the next regular meeting, but not less than 25 days after sending of such notice, the Board shall fill, by appointment, that part of the vacancy, which coincides with the current calendar year. At the Annual Membership Meeting any unexpired part of the position shall be filled by election through the procedure provided for in Section 3:

C. In the event that no nomination is submitted at the Annual Meeting, the Board shall, as soon as possible, fill the vacancy by appointment 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.

D. Each library Trustee represented at the Annual Meeting shall have one vote. At least one Trustee of each member library desiring to vote must be present to cast the vote for the participating library. The Annual Meeting shall be presided over by the President of the Board or an appointee of the President and shall be conducted according to Robert's "Rules of Order."

Section 10: Suspension and/or Removal

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.

ARTICLE V. OFFICERS AND APPOINTMENTS

Section 1: Officers

The officers of the System shall be: President, Vice President, Secretary, and Finance Officer. The Board shall annually appoint a Treasurer who is not a member of the Board.

Commented [BK4]: See Nichols presentation on The Public Library Treasurer in NYS.

Section 2: Officer Duties

The officers and their duties shall be as follows:

- A. The President shall preside at Board and System meetings, appoint committees and their members, authorize special meetings, and serve ex-officio as a member of all committees except the Nominating Committee. However, the President is not required to attend all committee meetings; and shall exercise such powers as are authorized in these Bylaws or by the Board.
- B. The Vice President shall have all the responsibilities and perform all 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.

C. The Secretary shall have charge of the records and minutes of the Board and shall be responsible for maintaining them on permanent file at the System headquarters. Minutes shall note Trustees attending, excused absences, and unexcused absences. 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. The Secretary shall be authorized to sign checks in payment of obligations of the System as approved by the Board of Trustees.

D. The Finance Officer

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

- i. Review monthly financial reports and treasurer's reports for accuracy and compliance with Board policy.
 - ii. Serve as Internal Claims Auditor, reviewing bills approved by the Executive Director for regularity before payment.
 - iii. Present financial summaries and recommendations to the full Board.
 - iv. Ensure compliance with 8 NYCRR 90.6 and other applicable financial regulations.
 - v. Serve as Chair or member of the Audit & Finance Committee.
 - vi. Be authorized to sign checks in payment of obligations of the System as approved by the Board of Trustees.
- E. In addition to the foregoing duties, each officer shall have such powers and perform such duties as may be conferred by the Board.

Section 3: Appointed Positions

- A. The Board shall annually appoint (hire) a Treasurer who shall not be a member of the Board. The Treasurer shall:
- i. Have charge of the funds of the System insofar as allowed or required by law.
 - ii. Be responsible for oversight in the depositing and disbursing of library funds and maintaining appropriate records.
 - iii. Provide a monthly Treasurer's Report to the Board.
 - iv. If needed, attend Board meetings and may participate in deliberations, but shall have no vote.
 - v. Be bonded/insured in an amount determined by the Board.

Commented [BK5]: NOTE: Per Nichols' information, if a trustee is receiving a check, they shouldn't be part of the signing process. This comment is just noting that if an officer needs to be reimbursed for expenses, **another officer** should sign that specific check. We should not need to change the bylaws for this as it should be covered by our conflict of interest policy.

Commented [BK6]: New section per Nichols' information.

Commented [BK7]: Re-written per Nichols' information.

Section 4: Election

- 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.

Commented [BK8]: This section has been re-written. Please confirm accuracy.

Section 5: Terms of Office

- A. The term of office shall be two (2) years beginning immediately upon election, not to exceed two (2) consecutive full terms, except where previously elected to fill an unexpired term.
- B. 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.

Section 6: Filling of Vacancies

Should an office become vacant prior to its expiration, the Board, at the first regular meeting held after such vacancy occurs, shall elect one of its members to fill the unexpired term.

Commented [BK9]: Previous: 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.

ARTICLE VI COMMITTEES AND THE BOARD

Section 1: The Executive Committee

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. The Board may consider and act on any matter before it, with or without recommendations from a committee.

Section 2: Standing Committees

Standing Committees of the Board are listed below. 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.

- A. Audit & Finance
- B. Nominating
- C. Personnel & Planning

D. Bylaws & Policies

E. Library Services

F. Facilities

Section 3: Membership on Committees

- A. The President will appoint the members and designate the Chair of all committees.
- B. Each standing committee shall consist of at least three members.
- C. All appointments expire at the end of the calendar year.
- D. The President and Executive Director are ex-officio members of all committees.
- E. All Trustees are expected to serve on at least one (1) committee.
- F. 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.

Section 4: Ad Hoc Committees

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 a non-voting ex-officio members.

ARTICLE VII MEETINGS

Section 1: Board Meetings

- A. 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.
- B. Board members shall receive the agenda and other pertinent materials no fewer than five (5) business days prior to the meeting.
- C. Consistent with NYS Education Law, board meetings shall comply with the Open Meetings Law by:
 - i. 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.
 - ii. Allowing remote attendance and viewing only
 - iii. Making available via the website or otherwise the draft minutes within one week of a meeting.
- D. 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

Commented [BK10]: Keep general name and define scope in committee charge. Could have subcommittees:

- Grants & Awards
- Central Library Aid & Services
- Member Services

E. The order of business at the regular meeting shall be as follows:

- Roll Call
- Approval of minutes of last meeting
- Treasurer's Report
- Report of Payment of Bills
- Director's Report
- Directors Council Report
- Committee Reports, as appropriate
- Unfinished Business
- New Business
- Announcements
- Public Comments
- Adjournment

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

Section 2: Executive Session

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.

Section 3: Special Meetings

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.

Section 4: Annual Membership Meeting

- A. The Annual Meeting of SALS shall be on the third Monday in May. The meeting may be changed to another date in May, if necessary.
- B. 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 possible.
- C. A quorum shall be those Member libraries in attendance at the meeting. Each Member library represented is allocated one vote.
- D. The Annual membership meeting shall include, but not be limited to, The Trustee election to fill expired or vacant terms.

ARTICLE VIII EXECUTIVE DIRECTOR

Section 1: An Executive Director shall be selected by the Board of Trustees to serve as the Chief Executive Officer of the Southern Adirondack Library System.

Section 2: The Executive Director shall have overall responsibility for and supervision of the Library System, performing such duties as are usually required of Library System Directors under State law and regulation, within the framework of the policies and objectives established by the Board. The Executive Director shall also perform such other duties as the Board may direct.

Commented [BK11]: I removed the following: Section 6: In the event of a national, statewide or regional emergency, the board may choose or be required to hold virtual monthly, Annual, and/or special meetings. 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.

Commented [BK12]: This section was re-written and Section 4 was added.

Section 3: The Executive Director shall attend all meetings of the Board (or designate a representative in exceptional circumstances in case of his or her absence). The Executive Director may take part in the deliberations, but shall have no vote. The Executive Director shall submit to the Trustees an annual report as to the progress and condition of the System during the current year, accompanying the same with recommendations and suggestions as may seem to be expedient. The Executive Director shall be authorized to sign checks in payment of obligations of the System as approved by the Board of Trustees.

Section 4: The Board of Trustees shall conduct an annual evaluation of the Executive Director's performance in accordance with a board-approved process.

ARTICLE IX FISCAL YEAR

Section 1: The fiscal year of SALS shall be the calendar year, January 1 to December 31.

Section 2: The Board shall adopt fiscal control policies and protocols to ensure the System, the Treasurer, and the Auditor conduct their duties per the requirements of 8 NYCRR 90.6 and other applicable laws, regulations, and policies.

ARTICLE X RECORDS, FINANCIAL ACCOUNTING, AND BONDING

Section 1: All records of the System and the Board shall be maintained at the SALS' System Headquarters.

Section 2: 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.

Section 3: 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.

Section 4: 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.)

Commented [BK13]: Replaced: "An independent cash audit of SALS financial records shall be performed each year." Which was too limited in language.

ARTICLE XI. RULES OF ORDER

Section 1: Robert's Rules of Order, latest revised edition, shall, in the absence of provisions to the contrary herein, be observed in governing the transactions of the business of the System.

ARTICLE XII RELATED ORGANIZATIONS

Section 1: 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

The Joint Automation Council oversees the operation of the MVLS/SALS Joint Automation Project, which delivers library computer services to MVLS and SALS member libraries on behalf of the two participating systems. The membership and

duties of the council are outlined in the Joint Automation Agreement approved and signed by the MVLS and SALS Boards of Trustees.

ARTICLE XIII CONFLICT OF INTEREST

Commented [BK14]: Re-written

Section 1: All Trustees shall abide by the *Conflict of Interest Policy* adopted by the Board. A conflict of interest exists when a matter to be acted upon by the Board confers a direct benefit to any Trustee, Trustee's family member, business, or agency from which a Trustee of the Board derives an income or has authority in governance. No Trustee shall be interested directly or indirectly in any claim against or contract with the System for lawful compensation and expenses. 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 headquarters.

Section 2: A trustee shall abstain from voting on any matter before the Board, which places him or her in a conflict of interest. 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.

ARTICLE XIV: INDEMNIFICATION

Commented [BK15]: This section is new.

Section 1: 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.

ARTICLE XV AMENDMENTS

Section: 1 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.

Adopted: May 1958
Amended: June 1988
Amended: April 27, 1994
Amended: June 20, 1997
Amended: March 21, 2001
Amended: March 19, 2003
Amended: April 12, 2005
Amended: April 18, 2006
Amended: November 17, 2015
Amended: January 19, 2021
Amended: October 15, 2024
Amended: January X, 2026