

# Bylaws | Mid-Hudson Library System

## BYLAWS OF THE MID-HUDSON LIBRARY SYSTEM

### **ARTICLE I: NAME, AUTHORITY AND GOVERNMENT**

- Sec. 1. The name of this organization shall be the Mid-Hudson Library System, hereinafter referred to as the System.
- Sec. 2. The System derives its authority from a charter issued provisionally by the University of the State of New York Education Department on November 20, 1959, made absolute on December 18, 1964, and amended on September 21, 1973.
- Sec. 3. 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**

- Sec. 1. The objectives of the System shall be to foster and improve library service to the residents of the System area, through the member libraries, as specified in the System's Plan of Service.

### **ARTICLE III. MEMBERSHIP**

- Sec. 1. Membership shall be open to the libraries chartered by the New York State Board of Regents within the area served by the System.

### **ARTICLE IV: BOARD OF TRUSTEES**

- Sec. 1. The Board of Trustees, hereinafter referred to as the Board, is entrusted with the governance of the System. It shall adopt Bylaws, adopt a Plan of Service and amend it as necessary, establish such policies as will insure the achievement of the System's objectives, employ a Director, and employ and appoint other staff upon the recommendation of the Director and as the Board deems necessary, 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.
- Sec. 2. Number and Representation  
The number of trustees shall be fifteen. Each county in the System shall have three trustees who shall maintain a residence within the county for which they serve. An employee of the System or of a member library or of a reading center shall be ineligible for election as a System trustee.
- Sec. 3. Nomination and Election

Trustees shall be nominated and elected at the Annual Membership Meeting by member libraries represented, in accordance with rules of procedure established by the Board.

Sec. 4. Term of Office

Terms shall be staggered so that three shall expire on the 31st day of December each year. A term of office of a trustee shall be five years. A trustee may not serve more than two consecutive full five-year terms, except where previously appointed or elected to fill an unexpired term. Following such service a trustee may again be appointed or elected after an interim of one year.

Sec. 5. 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 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 regular mail 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 mailing 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 Membership 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.

Sec . 6. Qualifications

Each trustee is required to have attended a library trustee education workshop offered by the Mid-Hudson Library System or a comparable trustee education provider within three years preceding their election to the board or within their first year as a trustee. Trustees appointed or elected before 2013 shall have until December 31, 2015 to meet this requirement.

Sec. 7. Disqualification

Without an excuse accepted as satisfactory by the Board, any trustee who fails to meet the Qualifications of Section 6 shall be declared to have resigned, or any trustee who fails to attend four Board or Committee meetings per annum, without an excuse accepted as satisfactory by the Board shall, at the next regular meeting following the fourth absence, be declared to have resigned.

Sec. 8. Number of Votes

Each trustee present shall have one vote. Presence at a meeting shall be deemed to include fully participatory two-way access.

Sec. 9. Liaison Members

- a. In addition to the 15 trustees provided for in Section 2, the board shall include 2 members (1) to whom the provisions of Sections 1 thru 7, above, shall not be applicable, (2) who shall not vote on any issue presented to the board, and (3) who shall not participate in executive sessions of the Board unless specifically approved to do so by a majority of the Board.
- b. The liaison members shall be
  1. A representative designated annually by the Board of Trustees of the Central Library. The representative may serve consecutive terms.
  2. A representative of the directors association designated annually by the Directors Association according to procedures provided in the Association's bylaws. The representative may serve consecutive terms.
- c. Privileges and obligations. Liaison members
  1. Shall serve one-year terms to coincide with the System's fiscal year.
  2. Receive all communications provided to other members of the Board.
  3. Provide written reports pertaining to issues relevant to the Central Library and to the Directors Association.

**ARTICLE V. OFFICERS**

Sec. 1. The Officers, and their Duties, shall be as follows:

- a. The President shall preside at all meetings of the Board and of the System's members; shall serve ex-officio as a member of all committees except the Nominating Committee; shall sign official documents; 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.
- c. The Secretary shall have charge of the records of the Board and of the System and the minutes of all meetings of the Board and of the System.
- c. The Treasurer shall have charge of the funds of the System insofar as allowed or required by law. The Treasurer shall be responsible for payment of all bills of the system as approved by the auditor of the bills and shall keep accurate books of accounts, showing receipts and disbursements. The Treasurer shall present to the Board monthly reports and any such other reports as may be required.
- d. In addition to the foregoing duties, each officer shall have such powers and perform such duties as may be conferred by the Board.

Sec. 2. Election

Officers shall be elected at the December meeting, by the Board, from among its members, and shall perform the duties of their office during the fiscal year which follows thereon, or until successors are elected.

Sec. 3. Terms of Office

The term of office of all officers shall be one year. No member of the Board shall serve in any individual office for more than three consecutive full terms.

Sec. 4. 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.

## **ARTICLE VI. COMMITTEES**

Sec. 1. Establishing Committees

- a. 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. If the Past President is no longer seated on the Board, the Nominating and Elections Committee will nominate an additional member.
- b. Other committees, to carry out specialized activities or responsibilities, may be authorized by the Board.

Sec. 2. Membership on Committees

- a. Except as noted under Section 1-a the President will appoint the members and designate the Chairman of all committees.
- b. All appointments expire on the 31st day of December each year.

## **ARTICLE VII. MEETINGS**

Sec. 1. Membership Meetings

- a. The Annual Membership Meeting shall be held in October or November. Notice of this meeting shall be served by the Secretary, in writing, on every trustee of every member library not fewer than 30 days prior to the meeting.
- b. Special Membership Meetings may be called by the Board, or at the written request of any ten presidents of member library boards, acting in concert, upon not less than 14 days written notice to the President of the Board of each member library. At such meetings only such business shall be transacted as is stated in the call of the meeting.
- c. A quorum shall be those member libraries represented.
- d. The order of business at the Annual membership meeting shall include, but not be limited to: the trustee election to fill expired or vacant terms; reports from the President, Treasurer, and Executive Director.

Sec. 2. Board Meetings

- a. Trustees shall be notified not fewer than five days prior to the meeting.
- b. At all regular and special meetings a majority of the entire Board, as defined in Article IV, Section 2, shall constitute a quorum.
- c. Regular Meetings
  - 1. The meetings of the Board as often as may from time to time be required by New York State law, shall be held at times and places to be designated by the Board.
  - 2. The order of business at the regular meetings shall be determined by the presiding officer, and shall include the following:

- Roll Call
    - Minutes of Previous Meeting
    - Treasurer's Report
    - Report of Payment of Bills
    - Director's Report
    - Other Reports
    - Communications
    - Unfinished Business
    - New Business
    - Adjournment

The order of business may, at any point in the meeting after roll call, be modified by a majority of the trustees present or at the discretion of the presiding officer.

- 3. The regular December meeting shall be the Annual Board Meeting for the purpose of electing officers, reviewing the Minutes of the Annual Membership Meeting, receiving the preliminary annual report of the Treasurer and of the Director, and considering any other business that may properly come before an Annual Board Meeting.
  - d. Special Meetings

Special meetings of the Board may be called by the President or at the written request of any five Board Members acting in concert for the transaction only of such business as is stated in the call of the meeting.
  - e. Executive Sessions

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.

**ARTICLE VIII. FISCAL YEAR**

Sec. 1. The fiscal year shall be from January 1 through December 31.

**ARTICLE IX. RECORDS, FINANCIAL ACCOUNTING AND BONDING**

- Sec. 1. All records of the System and the Board shall be maintained at the System service center.
- Sec. 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.
- Sec. 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.
- Sec. 4. The Treasurer, and other officers or staff as determined by the Board, shall be covered by commercial fidelity bonding in an amount to be determined by the Board. The Board of Trustees shall be covered by Directors and Officers Insurance.

**ARTICLE X. RULES OF ORDER**

- Sec. 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 XI CONFLICT OF INTEREST**

- Sec. 1. A conflict of interest exists when a matter to be acted upon by the Board confers a direct, substantial benefit to any trustee, business or agency from which a trustee of the Board derives an income or has authority in governance.
- Sec. 2. A trustee shall abstain from voting on any matter before the Board, which places him or her in a conflict of interest.

**ARTICLE XII. AMENDMENTS**

- Sec. 1. Amendments to these bylaws may be proposed by the MHLS Board of Trustees, or submitted to the MHLS Board of Trustees by a resolution of the Board of Trustees of any member library, in writing, at least 120 days prior to a membership meeting. Amendment shall be by a majority vote of the designated representatives of member libraries voting at any membership meeting provided that the text of the proposed changes shall have been mailed to the board president of all member libraries at least 90 days prior to the membership meeting.

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Adopted: November 20, 1959  
Revised: September 1972  
October 1973  
March 15, 1980  
November 15, 1980  
September 27, 1985  
September 22, 1990  
October 17, 1992  
December 14, 1993  
October 15, 1994  
December 21, 1995  
October 19, 1996  
October 16, 1999  
October 06, 2001  
November 01, 2003  
October 14, 2005

October 18, 2013  
October 24, 2014