

Bylaws, Policy & Procedures Committee

Tuesday, May 9, 2023

1. Roll Call

- ✓ Debra Klein, Chair (G)
- ✓ Stuart Auchincloss (U)
- ✓ Peter Carey (P)
- ✓ Kenneth Goldberg (U)
- ✓ Janet Schnitzer (C)
- ✓ Barry Ramage (D) (ex officio)
- ✓ Rebekkah Smith Aldrich (Staff Liaison)

2. Stuart Auchincloss moved, and Kenneth Goldberg seconded a motion to approve the minutes from the previous meeting. The motion passed unanimously.

3. **The Committee Members reviewed the MHLS** Bylaws and discussed several issues to ensure the bylaws reflect both current practice and to ensure transparency in the governance of the system. **ACTION:** All items noted below were passed unanimously by committee members and are evident in the proposed draft attached to this report:

- a. Stuart Auchincloss moved, and Peter Carey seconded, a motion to propose an amendment to ARTICLE IV: BOARD OF TRUSTEES, Sec. 3 to allow for the election of system trustees by electronic ballot to ensure a higher level of engagement by member libraries in this process. The motion passed unanimously.
- b. Janet Schnitzer moved, and Peter Carey seconded, a motion to propose an amendment to ARTICLE IV: BOARD OF TRUSTEES, Sec. 5 to further clarify the election process to allow for electronic voting on the election of trustees. The motion passed unanimously.
- c. Stuart Auchincloss moved, and Kenneth Goldberg seconded a motion to propose an amendment to ARTICLE IV: BOARD OF TRUSTEES, Sec. 6 to align with the new board-approved Trustee Continuing Education Policy. The motion passed unanimously.
- d. Stuart Auchincloss moved, and Janet Schnitzer seconded a motion to propose an amendment to ARTICLE IV: BOARD OF TRUSTEES, Sec. 9.c.1 to clarify that members of the System Services Advisory Committee do not need to individually serve a year's term as the practice has been to have a rotating roster of SSAC members serve as liaisons. The motion passed unanimously.
- e. Kenneth Goldberg moved, and Stuart Auchincloss seconded a motion to propose an amendment to ARTICLE VI. COMMITTEES Sec. 1.a. to clarify that if an immediate past president is serving in a different capacity on the Executive Committee that a fifth, at-large member of the committee will be appointed. The motion passed unanimously.
- f. Stuart Auchincloss moved, and Janet Schnitzer seconded, a motion to propose an amendment to ARTICLE VII. MEETINGS, to both clarify that in the case of a vote being held at the annual membership meeting, only one vote per library is allocated regardless of the number of representatives in attendance from a member library; and that the chair of the Nominations & Elections Committee would be required to report on the outcome of the trustee election as part of the meeting proceedings. The motion passed unanimously.
- g. Janet Schnitzer moved, and Stuart Auchincloss seconded a motion to propose an amendment to ARTICLE XI. CONFLICT OF INTEREST to add a new section to codify the board's long-time practice to ensure a member of the Incentives Committee who is also a member of a member library board that is applying for funding

through the State Aid for Library Construction Program either recuses themselves from the proceedings to recommend award amounts through that program or steps down from the committee. The motion passed unanimously.

- h.** Stuart Auchincloss moved, and Kenneth Goldberg seconded a motion to propose an amendment to ARTICLE XII AMENDMENTS to increase the number of member libraries that would need to vote in the affirmative to pass an amendment to the bylaws and to allow for electronic voting to ensure members have access to voting for amendments regardless of their ability to attend an Annual Membership Meeting. The motion passed unanimously.

- 4. **Dissolution clause:** It was noted that the MHLS bylaws do not have a dissolution clause. Executive Director Aldrich reported that the dissolution of education corporations, such as MHLS, is defined in Section 220-224, and 226 of NYS Education Law and therefore does not need to be restated in the bylaws.

The meeting was adjourned at 10:03am