

STLS By-Laws: By-Laws of the Southern Tier Library System

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ARTICLE I

Name

This organization shall be known as the Southern Tier Library System.

ARTICLE II

Purpose

The purpose of the Southern Tier Library System shall be to expand and improve public library service in the counties of Allegany, Chemung, Schuyler, Steuben and Yates in the State of New York.

ARTICLE III

Membership

Membership of the Southern Tier Library System (henceforth referred to as the System) shall be open to all libraries chartered by the New York State Board of Regents within the five county area served by the System.

An Annual Membership Meeting of the System shall be held each year, preferably in October. The Director of the System shall be responsible for notifying the member libraries of the System of the time and place of the Annual Membership Meeting. Each member library shall be represented at the Annual Membership Meeting by an individual selected by the board of trustees of that library. That individual shall cast one vote in all actions taken at the Annual Membership Meeting.

As a minimum, four items shall be placed on the agenda: (1) Election of Trustees, as needed, to the Board of Trustees of the System, this election to be made by the representatives of the member libraries present at the meeting; (2) A brief report by the Director of the System on the performance of the System during the previous 12 months and plans for the year ahead; (3) A report of the audited finances of the System for the previous financial year, to be presented by the Director of the System; (4) A report of member library evaluations, to be presented by a Trustee of the System representing the System Services Committee of the System Board of Trustees.

ARTICLE IV Board of Trustees

Section 1 The System shall be governed by a Board of Trustees consisting of fifteen members. Ten of the Board positions shall be distributed equally between the five counties comprising the System. In recognition of the population differences between the five counties, the remaining Board positions shall be assigned as follows: Allegany County, one additional Trustee; Chemung County, two additional Trustees; and Steuben County, two additional Trustees. At least two, but not more than two, of the four Steuben County Trustees shall reside in the Southeast Steuben County Library service area. All Trustees shall be nominated by the member libraries of the counties they represent.

Current employees of the System and current employees of member libraries shall be disqualified from serving as Trustees of the System.

Section 2 Terms of Trustees shall be staggered so that three expire each year. A term of office of a Trustee shall be five calendar years, beginning on January 1. A Trustee may not be elected to more than two consecutive full five-year terms. Following such service a Trustee may again be appointed or selected after an interim of at least one year.

Section 3 Prior to each Annual Membership Meeting, the President of the Board of Trustees of the System shall ask a System Trustee from any county with vacancies on the Board to form a one-person Member Library Nominating Committee. The Trustee constituting the Committee shall actively canvass the library community in the subject county to identify and nominate one or more candidates to stand for election at the Annual Membership Meeting for the positions of the retiring Trustee or Trustees. Trustees from the subject county who have indicated their willingness to serve an additional five-year term (as described below in the last paragraph of this Section) shall not be eligible for selection by the President to carry out the process of canvassing, identifying and selecting candidates.

If no Board Trustee is available, from the subject county, the System President may personally carry out the nominating process or may ask a System Trustee from another county to carry out the nominating process.

The System President shall inform, in writing, all the presidents of the member libraries and reading centers of the System of the nominating process described in this section and encourage them to recommend potential candidates to the Trustee on the STLS Board who has been selected to carry out the selection process. The directors of libraries and reading centers shall also be informed by a copy of the communication from the System President. The communication shall make clear that, where a System Trustee or Trustees have indicated a willingness to serve an additional five-year term, this in no way precludes the nomination of other candidates for election.

Additional candidates may be nominated from the floor at the Annual Membership Meeting. These nominations shall be made solely by representatives from libraries in the same county as that of the Trustee position to be

filled. Trustees shall be elected at the Annual Membership Meeting of the System (see Article III).

Upon completion of a first full term, if agreeable to the System Board of Trustees and the individual Trustee, a recommendation shall be made to the appropriate Nominating Committee that the Trustee shall be considered for nomination for a second five-year term. In the case of a Trustee completing the term of a departing Trustee, the new Trustee may serve 2 five-year terms in addition to completing the remainder of the predecessor's term.

Section 4 In the event of a vacancy on the Board occurring during an unexpired term, a successor Trustee shall be elected by the remaining Trustees to serve from the day of election until the end of the calendar year. Candidates for this Trustee position shall be nominated by the same process as stated in Section 3 of this Article.

In the event, that after diligent effort by the Nominations Committee, no candidate for an expired term is available for election at the annual meeting, the Nominations Committee will continue their efforts to identify a candidate for the open position. Such a candidate will be elected by the remaining Trustees to serve from the day of election until the end of the calendar year.

Section 5 In accordance with New York State Education Law, Section 226(4), "If any trustee shall fail to attend three consecutive meetings without excuse accepted as satisfactory by the trustees, he shall be deemed to have resigned..." Each trustee must state the reason for their absence to STLS staff. The staff will keep a record of reasons for absence. The vacancy shall be filled in accordance with the provisions in Article IV, Section 4 of the System by-laws.

The Board may remove a Trustee for misconduct, incapacity, neglect of duty, or refusal or failure to carry into effect the System's purpose as defined in the mission statement. In the event information is brought forward that a Trustee is engaged in behavior(s) that suggest that he/she should be removed from the Board, he/she may be subject to a removal hearing conducted by the Board in a Special Meeting called for that purpose upon at least ten (10) days written notice specifying the time and place of such hearing and a description of the allegations.

The President, if not the accused, or the Vice President if the President is the accused, shall preside over such meeting as he/she would over any other Board meeting. He/she will appoint a Board member to present the substance of the allegations and the proof thereof and the accused Trustee will be permitted a full and fair opportunity to respond.

The hearing will take place in Executive Session and such a hearing is not a hearing on the record, nor is it open to the public. Each Trustee shall have one vote, except for the accused. If the number of Trustees present at this Executive Session who vote in favor of removal constitutes a two-thirds majority vote of the full fifteen-member Board of Trustees then the motion shall be carried. For the purpose of this hearing, including the subsequent open meeting as noted below, the President or the presiding officer, if not the President, shall have a vote. Immediately following the Executive Session, if there is a determination that the accused Trustee is subject to removal, a resolution in open meeting shall be moved to a vote for the accused

Trustee to be removed from the Board. The accused Trustee shall not be permitted to vote in the open meeting. This resolution shall require a two-thirds majority vote of the full fifteen-member Board of Trustees, to become effective.

Section 6 Every Trustee, Officer, Director and staff member of the System shall be indemnified by the Library System to the fullest extent provided by New York State law for claims arising out of the employee's duties for the System. The foregoing right of indemnification shall not be exclusive of any other right to which such person may be entitled.

ARTICLE V Officers

Section 1 The Officers of the System and its Board of Trustees shall be President, Vice-President, Secretary, and Treasurer. They shall be elected annually at the January meeting of the System Board, as stated in Section 3 of this Article. All Officers shall be members of the Board of Trustees, except for the Treasurer, as stated in Section 2D of this Article.

Section 2

A The President shall preside at all meetings of the Board and also at the Annual Membership Meeting; shall appoint members of all committees; shall be ex-officio member of all committees except the Nominating Committee; shall authorize calls for special meetings; shall sign official documents; and shall perform all other duties of a presiding officer.

B The Vice-President shall perform all the duties of the President in case of the absence or disability of the President; shall act as parliamentarian for the interpretation of Robert's Rules of Order, if required; and shall be given first consideration for chairperson of any ad hoc committees that may be appointed by the President.

C The Secretary shall keep the minutes of all Board meetings and shall maintain a record of attendance of Board members. The Secretary shall also be the custodian of the System's records. System staff shall assist the Secretary in the duties required.

D The Treasurer, who may be a non-Board member duly appointed by the Board, shall have charge of the funds of the System, shall have oversight of all moneys received and disbursed and of all financial records; shall make a report of the status of the funds of the System at each regular meeting of the Board; shall sign all checks; and shall be bonded with such penalties and sureties as the Board may require. A Trustee shall be authorized by the Board to sign checks during a temporary absence or incapacity of the Treasurer.

E In addition to the foregoing duties, each Officer shall have the same responsibilities and power as do similar officers in corporate organizations, and shall have such additional powers or duties as may be conferred by the Board.

F Executive Committee – The committee shall consist of five members – the President, Vice President, Secretary, and Treasurer, as well as the immediate Past President, if he or she is a current member of the Board, or, if not, another Trustee elected by the Board. This Executive Committee is empowered to make time-sensitive decisions and to advise the Director on crucial issues between regularly scheduled Board meetings or when there is not a quorum at a regular Board meeting. Three members present shall constitute a quorum for the action within the Executive Committee. Three members voting affirmative shall be required to approve any action by the Executive Committee. As directed by New York State Public Education Law, Section 226, the Executive Committee may not make removals from office. The Secretary shall make a written record of the decisions and actions taken at all meetings of the Executive Committee and report them at the next regular meeting of the Board of Trustees.

G The Board shall employ an independent certified public accountant annually to examine the books and records of the System and report those findings directly to the Board. The cost of said audit shall be charged to the System.

Section 3 The term of office of all elected Officers shall be one calendar year. No Officer shall serve for more than three consecutive full year terms, except for the Secretary and Treasurer.

Section 4 Any Officer may be removed from office by two-thirds majority vote of the full Board of Trustees.

Section 5 Should an office become vacant prior to its expiration, the Board, at the first regular meeting held after such vacancy occurs, and shall select one of the members of the Board to fill the unexpired term.

ARTICLE VI Committees

Section 1 Prior to the beginning of the Calendar year, the President shall appoint a Chair and members of Standing Committees. The Chair shall be responsible for reporting results of committee meetings to the Secretary for distribution to the Trustees at time of notification of meetings. Representative of such standing Committees are:

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A Administration – to review, oversee and make recommendations concerning matters of policy, personnel and public relations and to conduct the director’s annual performance evaluation.

B Finance and Audit – to develop annual budgets, budget amendments, financial plans, borrowing arrangements and any other financial matters, to receive and investigate concerns under the STLS whistleblower policy.

C Board Officers Nominating Committee – to identify nominees for Board Officers and to present their report at the January organizational meeting. There shall be one Trustee from each county on this committee.

D Operations – to review, oversee and make recommendations concerning matters affecting the facility, property, equipment and vehicles.

E System Services – (1) to develop long term planning, including the System Plan of Service and/or any changes thereto; (2) to assist in developing Central Library Development and Central Book Aid plans; (3) to oversee the annual Evaluation of System Services by the member libraries.

F Executive Committee - Five members will consist of the President, Vice President, Secretary and Treasurer, as well as the Past President, if available, or, if not, someone elected by the Board. This Executive Committee is empowered to make time-sensitive decisions and to advise the Director on crucial issues between regularly scheduled Board meetings or when there is not a quorum at a regular Board meeting.

Section 2 The President may appoint other committees as necessary.

Section 3 All committee appointments expire at the end of the calendar year, unless otherwise stated.

ARTICLE VII The Director

Section 1 The Director of the Southern Tier Library System shall be its chief administrative officer and shall possess at least the minimum qualifications required by New York State Education Law. He or she shall be appointed by the Board of Trustees, by a two-thirds majority of the full Board, and shall perform his/her duties according to a written job description and/or contract with the Board of Trustees. Removal of the Director shall be pursuant to the terms of the contract, upon a two-thirds majority vote of the full Board.

Section 2 The director shall supervise the System staff and be responsible for the hiring, termination, direction, training and evaluation of personnel, their job classifications and job descriptions, with the methods involved to be approved by the Board.

Section 3 The Director shall administer the System in accordance with the policies adopted by the Board and shall efficiently serve the member libraries within the budgeted appropriations. The Director will be responsible for the operation and maintenance of the System's headquarters, facility, and equipment.

Section 4 The Director will normally attend all board meetings and may take part in deliberations but shall have no vote. He or she shall furnish such information and reports as may be requested by the Board, assist in the development of the annual budget, make recommendations, and offer professional advice.

Section 5 At each Annual General Meeting the Director shall present a brief report on (1) the condition and progress of the System concerning established goals and objectives during the current year, and (2) recommendations for the coming year.

Section 6 The Director shall be evaluated annually in writing by the Board. This evaluation of his/her performance shall be based on, but not limited to, (1) performance against objectives jointly established by the Director and the Board, and (2) a review by the Board of input from the Trustees of STLS, and directors of the member libraries.

ARTICLE VIII Regular Meetings of the Board

Section 1 Board meetings shall be held at least ten times each calendar year, as called by the President upon reasonable notice to all Board members. Board meetings may also be called upon the request of any member of the Board. A quorum shall consist of eight members of the Board. Unless stated otherwise in these by-laws, motions before the Board shall be approved by a simple majority of those Trustees present. Robert's Rules of Order shall govern the Board in matters of parliamentary procedure.

Section 2 Prior to each meeting, all members of the Board shall be sent a copy of the agenda, a copy of the minutes of the preceding meeting, and a copy of the committee reports.

Section 3 An Executive session may be called at any time during a regular Board meeting by any Trustee by means of a motion to go into closed or executive session. As directed by the New York State Officers Law, Section 105, (1) the motion must identify the "general area or areas of the subject or subjects to be considered", (2) the subjects to be discussed must be limited to the eight items specified in the

law, and (3) the motion must be adopted by a majority vote of the full Board of Trustees. As required by Section 105, attendance at an executive session shall be permitted to all Trustees and to any other persons approved by the Board.

ARTICLE IX Amendment of the By-laws

Amendment of these by-laws shall be a two-step process requiring action both by the Board of Trustees and subsequently by the member libraries at an Annual Membership Meeting.

Any member of the Board may initiate the amendment process as follows: (1) By presenting a proposed amendment at any Board meeting, with a vote to be taken at the next Board meeting or (2) By presenting a proposed amendment in writing at least five days prior to a meeting, a vote to be taken at that meeting. In either case, this first step in the adoption of an amendment requires a two-thirds majority vote of the Trustees present, except that, as required by New York State Education Law, Section 226, "no rule by which more than a majority vote shall be required for any specified action by the trustees shall be amended, suspended, or repealed by a smaller vote than that required for action thereunder."

If the proposed amendment or amendments are approved by the board, they shall be presented to the member libraries in writing not less than 20 days prior to the Annual Membership Meeting, at which time they will be considered by the general membership for approval. Each amendment shall come into effect if it receives a plurality of votes from the duly appointed representatives of the member libraries present at the Annual Membership Meeting.

These by-laws supersede those approved September 23, 1958, revised by vote November 13, 1989, revised by vote October 22, 1991, revised by vote February 15, 1995, revised by vote May 18, 1999, revised by vote December 18, 2001, revised by vote March 22, 2005, revised by vote May 16, 2006, revised by vote June 20, 2006, revised by vote October 16, 2007, revised by vote October 21, 2008, and revised by vote October 25, 2011.