

SOUTHERN TIER LIBRARY SYSTEM
BY-LAWS

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

Section 1.

The 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.

Section 2.

An Annual Membership Meeting of the System shall be held each year, preferably in October. The Executive Director of the System shall be responsible for notifying the member libraries 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.

Section 3.

An agenda for the Annual Meeting shall be sent to each member library at least thirty days in advance of the Annual Meeting. Agenda shall be addressed to the member library's Board President and Director. A minimum of three items shall be placed on the Annual Meeting agenda (1) Election of Trustees, as needed, to the Board of Trustees of the System -- this election shall be made by the representatives of the member libraries present at the meeting; (2) A brief report by the Executive Director of the System on the performance of the System during the previous 12 months and plans for the year ahead; (3) a report by the Executive Director regarding the audited finances of the System for the previous financial year.

ARTICLE IV Board of Trustees

Section 1.

The System shall be governed by a Board of Trustees consisting of fifteen members. Each member of the Board of Trustees shall reside within the county they will represent on the Board. Ten of the Board positions shall be distributed equally among 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 in the counties they represent. Current employees of the System and current employees of member libraries are not eligible to serve as Trustees of the System.

Section 2.

A term of office of a Trustee shall be five calendar years, beginning on January 1. Terms of Trustees shall be staggered so that three expire each year. 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.

When a vacancy occurs on the Board of Trustees, whether through the normal completion of a Trustee's authorized period of service, or the departure before the completion of an authorized period of service, the Public Relations Committee shall, in a timely fashion, actively canvass the library community in each county wherein the vacancy exists to identify and nominate one or more candidates. In the case where the term was completed by a Trustee fulfilling the authorized period of service, the candidate or candidates shall stand for election at the next Annual Membership Meeting. In the case of a premature ending of a term, the candidate or candidates shall be presented to the current Board of Trustees for consideration for appointment as a Trustee, as noted in Article IV, Section 5.

Section 4.

The System shall inform, in writing or by electronic mail, all Member Library Trustee and Reading Center Board Presidents of the System of the nominating process described in this section and encourage them to recommend potential candidates to the Public Relations Committee. At the same time, the Member Library and Reading Center Directors shall also be informed by a copy of the communication from the System. The communications 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 to the position.

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.

Section 5.

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 next Annual Meeting. Candidates for this Trustee position shall be nominated by the same process as stated in Section 4 of this Article. In the event that, after diligent effort by the Public Relations Committee, no candidate for an expired term is available for election at the Annual Meeting, the Public Relations Committee shall 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 next Annual Meeting.

Section 6.

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, they shall be deemed to have resigned..." The vacancy shall be filled in accordance with the provisions in Article IV, Section 5 of the System by-laws. Therefore, each Trustee shall notify either the Board President or the Executive Director in advance if unable to attend a Board meeting.

The Board of Trustees 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 that information is brought forward that a Trustee is engaged in behavior(s) that suggest that the Trustee should be removed from the Board, the Trustee 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 of the Board, if not the accused, or the Vice President if the President is the accused, shall preside over such meeting as they would over any other Board meeting. The presiding officer will appoint a Board Trustee 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 which 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 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.

As directed by New York State Public Education Law, Section 226, the Executive Committee may not make removals from office.

Section 7.

Every Trustee, Officer, Executive Director and staff member of the System shall be indemnified by the 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. Officers shall be members of the Board of Trustees; refer to Section 2D of this Article for Treasurer duties.

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; shall authorize calls for Special Board Meetings and Emergency Board Meetings; shall sign official documents; shall serve as liaison to STLS Directors' Advisory Council; 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 ensure that the minutes of all Board meetings are kept and recorded.

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 monies received and disbursed, and of all financial records; shall have oversight of all duly appointed signatories and the signing of all checks; shall make a report of the status of the funds of the System at each regular meeting of the Board; and shall be covered by a commercial fidelity bond.

E. The Past President or Elected Trustee, shall serve as the fifth member of the Officers of the Board, or Executive Committee.

F. In addition to the foregoing duties, each Officer shall have such additional powers or duties as conferred by the Board.

Section 3.

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

Section 4.

Any Officer may be removed from office by a 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, shall select one of the members of the Board to fill the unexpired term.

ARTICLE VI Committees

Section 1.

After the Annual Organizational Meeting in January, the incoming President of the Board of Trustees shall promptly appoint the Chairs and members of the Standing Board Committees. Each Committee Chair shall be responsible for reporting results of committee meetings for distribution to the Trustees at the time of notification of Board meetings.

A. The Executive Committee shall consist of the President, Vice-President, Secretary, and Treasurer, as well as the immediate Past-President, if that person is a current member of the Board, or, if not, another Trustee elected by the Board. The responsibilities of this Committee are:

1. To create and set the agenda for all regular Board meetings;
2. To make decisions required before the next regular Board meeting and to advise the Executive Director on crucial issues between regularly scheduled Board meetings, or when there is not a quorum at a regular board meeting;
3. To plan and implement the orientation of newly appointed/elected Board members on the workings of the Board of Trustees and the System.

B. The Finance and Facilities Committee shall consist of five members of the Board appointed by the President. The responsibilities of this committee are:

1. To review annual budgets, budget amendments, financial plans, borrowing arrangements and any other financial matters;
2. To receive and investigate possible financial concerns under the STLS Whistleblower and Ethical Conduct Policy;
3. To review, oversee and make recommendations concerning matters affecting the facility, property, equipment and vehicles of STLS.

C. The Personnel and Policies Committee shall consist of five members of the Board appointed by the President. The responsibilities of this committee are:

1. To review, oversee and make recommendations concerning matters of personnel;
2. To develop and review written policies to ensure the effective operation of the System, as required by NYS Commissioner's Regulation 90.2 for part of the minimum standards set by the Board of Regents;
3. To oversee the Executive Director's Annual Performance Evaluation as established by the Board.

D. The Public Relations Committee shall consist of five members of the Board of Trustees appointed by the President. The responsibilities of this committee are:

1. To oversee awarding of System grants;
2. To oversee such activities as System awards, and planning the Annual Meeting, etc.;
3. To oversee the process of nominating candidates for election to the Board of Trustees;
4. To advocate on behalf of the System.

Section 2.

The President may appoint Board members to *ad hoc* committees necessary to deal with temporary issues or projects as established by the Board.

Section 3.

All committee appointments shall continue until new appointments are made by the newly elected President of the Board as required in Article VI, Section 1.

Section 4.

All committee meetings except for the Executive Committee will have a quorum of a majority of enrolled members. The quorum for the Executive Committee is three (3).

Section 5.

All committee meetings are subject to the Open Meetings law.

ARTICLE VII The Executive Director

Section 1.

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

Section 2.

The Executive 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. These shall be approved by the Board.

Section 3.

The Executive 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 Executive Director shall be responsible for the operation and maintenance of the System's headquarters, facility and equipment.

Section 4.

The Executive Director shall attend all Board meetings and may take part in deliberations but shall have no vote. The Executive Director 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 Membership Meeting the Executive Director shall present a brief report on; (1) the condition and progress of the System concerning established goals and objectives during the current year, (2) recommendations for the coming year and (3) a report on the financial condition of the System as stated in Article III, Section 3.

Section 6.

The Executive Director shall be evaluated annually in writing by the Board. This evaluation of the Executive Director's performance shall be based on (1) performance against objectives jointly established by the Executive Director and the Board, and (2) a review by the Board of input from the Trustees of STLS and/or Directors of the member libraries.

ARTICLE VIII Board Meetings

Section 1. Meeting Procedure

- A. Board meetings shall be held at least ten (10) times each calendar year, as called by the President of the Board upon at least a seven day notice to all Board members. Special meetings may be called as noted in Section 3 of this Article.
- B. At all Board meetings a quorum shall consist of eight members of the Board.
- C. Unless stated otherwise in these By-Laws, motions before the Board shall be approved by a simple majority of those Trustees present.
- D. The latest edition of Robert's Rules of Order shall govern the Board in matters of parliamentary procedure.

E. Public notice of the time and place of all scheduled Board meetings shall be given to the news media at the beginning of the System's fiscal year, and shall be conspicuously posted in a public space of the System's offices with the System's website.

F. All Board meetings are subject to the Open Meetings Law. Board members may participate in meetings remotely, but must follow current Open Meetings Law in order to be eligible to vote.

Section 2.

A. 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, a copy of the Treasurer's report and a copy of the committee reports.

B. 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 New York State Public 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 majority vote of the full Board. 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.

Section 3.

A. A Special meeting is a separate Board meeting held at a time different from that of any regular Board meeting. It is convened only to consider one or more items of business specified in the call for the meeting. Only business mentioned in the call for the meeting may be transacted.

B. Such Special meetings shall be called at the direction of the President of the Board or at the written request of four (4) Board members to the President.

C. Advance notice and an agenda should be given to the Trustees at least five business days before the day the Special meeting is to be held and should specify the time and place of the meeting.

D. If, in a Special meeting, it becomes necessary to take an emergency action for which no notice was given, that action must be ratified at the next regular Board meeting or at another Special meeting called for that purpose in order to be legal.

Amendment of the By-Laws

1. Amendment of these By-Laws shall be a two-step process requiring approval both by the Board of Trustees and subsequently by the member libraries at an Annual Membership Meeting.
2. 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."
3. If the proposed amendment or amendments are approved by the Board, they shall be presented to the member libraries at the next regularly scheduled Annual Membership Meeting. Each amendment shall come into effect if it receives a simple majority of votes from the duly appointed representatives of the member libraries present at the Annual Membership Meeting. However, the Board may act in accordance with the Board approved amendment(s) between the first and second step of the amendment process. In the event that the Board approved amendment(s) is not ratified by the membership at the Annual Meeting, such amendment(s) shall be revoked until further approved revision.

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, revised by vote October 25, 2011, revised by vote October 23, 2012, revised by vote October 23, 2012, revised by vote October 22, 2013, revised by vote October 7, 2014, revised by vote October 6, 2015, October 7, 2022.

Southern Tier Library System – Board of Trustees Committee Structure

