

**NORTH COUNTRY LIBRARY SYSTEM
WATERTOWN, NEW YORK**

BYLAWS OF THE BOARD OF TRUSTEES

Approved August 22, 2019

I – Name

The name of this Board shall be the Board of Trustees of the North Country Library System (NCLS).

II – Purpose

These Bylaws establish the rules of governance for the NCLS Board of Trustees and the procedures for conducting Board business.

III – Mission Statement

The North Country Library System supports local libraries and the communities they serve to maximize sharing, creativity, and innovation and improve the lives of North Country residents at home, at work, at school, and at play.

IV – Membership

1. The Board shall be composed of nine members, two residents each from Jefferson, Lewis, Oswego, and St. Lawrence Counties and one central library member-at-large.
 - No single library shall have more than one of its trustees serving on the NCLS Board of Trustees.
 - No current staff member or contracted worker of the North Country Library System or of a Member Library shall hold a seat on this Board of Trustees.

The Board members shall be elected by the trustees of the member libraries at the Annual Meeting in the fall. A trustee's term shall begin on January 1 and shall be for five years. In the event of resignation, death, ineligibility to serve, or a lack of nominations from the member libraries, the Board shall make appointments to serve until the end of the year. The unexpired term of the vacancy shall be filled at the next election by the procedures outlined in these bylaws and the term of a trustee elected in this case shall be for the remainder of the term of the vacant seat. A Board member may be re-elected but may not serve more than two consecutive elected terms.

2. There shall be a Central Library seat on the NCLS Board of Trustees. The term of this seat shall be five years and it shall be filled by appointment of one of the trustees of the Central Library. Vacancies created by resignation or otherwise shall be filled by appointment by the Central Library board. If the Central Library does not appoint one of their trustees to fill the vacancy, then

the seat shall be filled for the remainder of the term as an at-large seat by election at the next Annual Meeting of the NCLS Board of Trustees. If the Central Library does not appoint one of their trustees and there are no candidates for election, then the seat shall be deemed vacant until such time as the Central Library designates one of their trustees to serve or until one or more of the member libraries nominate candidates for the vacant seat to be selected by election at an Annual Meeting of the NCLS Board of Trustees.

3. Any System trustee who fails to attend three consecutive meetings without excuse shall be deemed to have resigned, according to paragraph 226.4 of the Education Law.

Trustees shall assume Board office on the first day of the new year.

V – Board Member Conflict of Interest Statement

The members of the North Country Library System Board of Trustees shall avoid acting in circumstances where their personal interest conflicts with that of the public whose interest they have been elected to represent. Each member of the Board shall, at the first attended meeting of the calendar year, sign a statement that attests to the avoidance of such conflict.

VI - Officers

1. EX OFFICIO: The Director is an Ex Officio, non-voting member of the Board.
2. The PRESIDENT of the Board shall preside at all meetings, appoint all committees, authorize calls for special meetings and shall perform the duties of presiding officer. The President may serve for no more than three consecutive one-year terms.
3. The VICE-PRESIDENT of the Board shall preside at all meetings from which the President is absent and shall generally perform the duties of the President in the event that he/she is absent or incapacitated. In the absence of both the President and Vice-President from a Board meeting, the members shall select an acting President from among the Board members for that meeting. The Vice-President may serve for no more than three consecutive one-year terms.
4. The SECRETARY of the Board shall designate who shall prepare and submit any and all reports required by law or requested by the Board; who shall issue notices of all regular meetings, and on the authorization of the President, or upon written request of a majority of the Board members, of all special meetings; who shall have custody of the minutes and other records of the Board; and who shall be responsible for maintaining a complete set of minutes and other records on permanent file at the System Service Center.
5. FINANCIAL OFFICERS:

In compliance with Regulation 90.6(c)(1) of the Commissioner of Education, the NCLS Board shall appoint two separate accounting officers:

- **TREASURER:** The Board shall arrange to have a qualified trustee or other individual who reports solely to the Board as the Treasurer. The Treasurer shall certify that money is available to pay bills, and shall verify the itemized record of receipts and payments. The Treasurer shall make regular reports to the board attesting to the accuracy of the financial records.
- **FINANCIAL CLERK:** The Business Manager shall serve as the Financial Clerk. The Financial Clerk shall maintain a general ledger of itemized receipts and payments, which shall be classified as required for the Annual Report.

In compliance with Regulation 90.6(c)(11), the NCLS Board shall designate an individual to serve as auditor:

- **AUDITOR:** The Director shall serve as Auditor. The Auditor shall approve disbursement of funds as provided for in the Board approved budget.

In compliance with the State Comptroller's recommended best practice, the NCLS Board shall appoint one of its trustees to serve as the Board's financial officer:

- **FINANCIAL OFFICER:** The chair of the Finance Committee shall serve as the Financial Officer. The Financial Officer shall oversee the regular audit of claims, oversee the development of the annual budget, and otherwise serve in such a capacity.

6. The **DIRECTOR** shall be considered the executive officer for the Board and shall have sole charge of the administration under the direction and review of the Board. The Director shall be held responsible for the care of the System Service Center and equipment, for the direction of staff, for the efficiency of System services, and for the operation of the System under the financial conditions set forth in the annual budget. The Director shall attend Board meetings, and may take part in the discussion but shall have no vote. As executive officer of the North Country Library System Board, the Director shall be responsible to the Board for the supervision, employment, direction and training of personnel.
7. In the absence of the Director, a person designated by the Director or President of the Board shall perform the duties of Director.

VII – Meetings

1. Regular meetings of the North Country Library System Board shall be held at least six times each year normally on the fourth Thursday of the month at 10:00 a.m. at the System Service Center or at any other place and time as may be designated by the Board.

2. Special meetings may be called by the President or upon written request of the majority of the members. When the President of the Board or the Director determines that immediate Board action must be taken, a special meeting may be held.
3. Notice of all meetings shall be sent to each trustee by the director, by no more than 10 days or less than five days prior to the date of the meeting.
4. The Annual Meeting of the trustees of the member libraries shall be held in the fall; place and date to be set by the Board. The member libraries shall be notified at least 45 days prior to the meeting. The principal business of the Annual Meeting shall be the election of members to the Board of Trustees. Each Member Library Board may cast a single vote for each vacant seat on the NCLS Board.

VIII - Committees

1. Executive Committee

- A. Membership: The President, Vice President, Secretary, and Financial Officer shall be members of the Executive Committee. The NCLS Director shall be a member of the Executive Committee.
- B. Responsibilities:
 1. The Executive Committee shall transact such business as may be necessary between meetings of the board and report on all actions taken to the full board at the next regularly scheduled meeting.
 2. The Executive Committee shall work with the NCLS Director to establish annual and long-term NCLS objectives and regularly assess our progress toward the objectives.

2. Finance Committee

- A. Membership: The President shall appoint a Finance Committee at the first meeting of the calendar year.
- B. Responsibilities:
 1. Work with the director to develop long-range plans to ensure financial stability.
 2. Work with the director to develop budgets to achieve the financial goals.
 3. Ensure compliance with New York State and federal non-profit laws and recommend practices.
 4. Oversee the annual audit of NCLS financial records and practices.

3. Nominating Committee

- A. Membership: The President shall appoint a Nominating Committee at the first meeting of the calendar year.
- B. Responsibilities:
 - 1. Present the names of candidates for new NCLS trustees to be selected during the annual meeting.
 - 2. Present a slate of board Officers to be elected during the final board meeting of the year.

4. Personnel Committee

- A. Membership: The President shall appoint a Personnel Committee at the first meeting of the calendar year.
- B. Responsibilities:
 - 1. Oversee the review and revision of all employee policies and procedures, including the Employee Handbook.
 - 2. Ensure NCLS is in compliance with state and federal labor laws.
 - 3. Ensure all trustees and staff are aware of the annual education requirements and that new trustees receive appropriate information about their responsibilities.
 - 4. Perform an annual performance review for the Director.

5. Other Committees

Other committees for the study, investigation, and resolution of special problems may be authorized by the Board, and the members appointed by the President with the approval of the Board. Such committees shall serve until the completion of the work for which they are appointed. When the committee work spans calendar years, the President shall, with approval of the Board, appoint committee members at the first meeting in each calendar year.

IX - Quorum

A quorum for the transaction of business shall consist of a majority of the currently held seats on the Board.

X – Order of Business

The order of business at the regular meetings shall be as follows:

- 1. Approval of the agenda
- 2. Welcome and introduction of guests

3. Approval of minutes of previous meeting
4. Period for public expression
5. Report of the Business Manager
6. Approval of receipts and expenditures
7. Director and staff reports
8. Board committee reports
9. Old business
10. New business
11. Period for public expression
12. Time and place of next meeting
13. Adjournment

This order of business may be changed at any meeting by a vote of the majority of the members of the Board present. Except as otherwise provided in the bylaws, the latest version of Robert's Rules of Order shall govern the proceedings.

XI - Amendments

A proposal to amend these bylaws may be made at any regular meeting of the Board with a quorum present. Proposed amendments to these bylaws shall be sent to Member Library Boards of Trustees after the first reading and approval. Comments and suggestions in writing, which are received at the Service Center at least 24 hours prior to the second meeting, shall be brought before this Board of Trustees before the second vote on a bylaw amendment is taken. Amendments take effect after approval at the second meeting of this Board of Trustees.