

SOUTHERN ADIRONDACK LIBRARY SYSTEM  
22 WHITNEY PLACE  
SARATOGA SPRINGS, NEW YORK 12866

**BYLAWS OF THE BOARD OF TRUSTEES**

as Revised at the April 18, 2006 Board Meeting

- I. **Name.** The name of this board shall be the Board of Trustees of the Southern Adirondack Library System, hereinafter referred to as “the Board.” The Southern Adirondack Library System is hereinafter referred to as “SALS.”
- II. **Purposes.** To provide assistance and services to member libraries and to extend and improve library service to those areas or special populations not served by public libraries.
- III. **Membership.** The Board shall be composed of twelve members, three each from Hamilton, Saratoga, Warren, and Washington Counties. Board members shall be elected by a majority vote of the trustees of the participating libraries in SALS who are present at the SALS annual meeting. No person otherwise qualified shall be barred from membership on the Board by reason of sex, race, color, religion or place of national origin, except that each trustee shall be a citizen of the United States of America. The term of office, which shall begin immediately upon adjournment of the annual meeting of SALS, shall be for five years. A Board member may be re-elected, except that no member may serve more than two full terms consecutively.

In the event of resignation, death, non-residency, or inability to serve, a successor shall be elected by a majority vote of the entire number of the remaining trustees of the Board to serve until the next annual meeting, when the remainder of the unexpired term shall be filled by regular nomination and election. If any trustee shall fail to attend three consecutive meetings without excuse accepted as satisfactory by the Board, the trustee shall be deemed to have resigned, and the vacancy shall be filled. A member of the Board may be removed from office, for due cause shown, by at least a two-thirds vote of the entire Board membership.

- IV. **Officers.** The officers shall be as follows: President, Vice-President, and Secretary. The officers of the Board shall be elected at the Board’s first regularly scheduled meeting following the annual meeting of SALS in even-numbered years. Each officer shall be elected for a two-year term, and no officer may serve more than two full terms consecutively.

The President shall preside at meetings of the Board and of SALS, appoint committees, authorize calls for special meetings, and generally perform the duties of a presiding officer.

The Vice-President shall perform the duties of the President in case of the absence or disability of the President, and shall succeed to the office of President upon the resignation or death of the President. In case both the President and the Vice-President are absent from a meeting, any member may call the meeting to order, and the members present (there being a quorum) shall elect a Chairman pro tem.

The Secretary shall have charge of the records of the Board and shall keep the minutes of its meetings. An assistant secretary may perform the routine duties of the Secretary, subject to the Secretary’s approval.

In addition to the foregoing duties, each officer shall have such power and perform such duties as are incumbent upon similar officers in corporate organizations, and shall have such additional powers or duties as may be conferred by the Board.

The President shall appoint an Officer Nominating Committee immediately following the annual meeting in even-numbered years. Membership on this committee shall not prohibit nomination for office. This committee shall present a slate of officers for election by the board at the first regularly scheduled meeting following the annual meeting. Additional nominations from the floor will be accepted. If there is more than one candidate per office, voting shall be done by written ballot.

Officers shall serve until the election which occurs at the first regularly scheduled meeting following the annual meeting in even-numbered years. If they are no longer members of the Board following the annual meeting, or if they resign from office or leave the Board for any reason during the year, the members shall elect replacement officer(s) pro tem to serve until the next election.

- V. **Financial Officers.** A Treasurer shall be appointed by the Board, and shall attend to the fiscal affairs of SALS, and shall be bonded appropriately. Subject to the stated policies of the Board, the Treasurer shall pay out funds by check signed by the Treasurer, or, in case of the disability of the Treasurer, by the President, who shall be bonded. The Treasurer shall keep an accurate record of all moneys received and disbursed and make a report thereof to the Board monthly and at other times as the Board shall require.

A Financial Clerk shall be appointed in accordance with the Commissioner’s Regulations, and the Treasurer and the Financial Clerk shall be responsible to the Board for the conduct of their business in compliance with the Commissioner’s Regulations.

- VI. **Director.** The Director of SALS shall be appointed by and be responsible to the Board of Trustees. The Director shall attend all Board meetings and may take part in the deliberations, but shall have no vote. The Director shall have sole charge of the administration of SALS under the direction and review of the Board, and shall be held responsible for the care of the System headquarters and equipment, for the direction of the staff, for the efficiency of the System’s service, and for the operation of the System under the financial conditions set forth in the annual budget. The Director shall be responsible to the Board for the employment, training, and supervision and direction of personnel in conformance with applicable law and regulations, and shall submit an annual report as to the progress and condition of the System, accompanying the same with recommendations and suggestions. The Personnel Committee shall conduct a performance review of the Director periodically.

- VII. **Committees.** The Board may consider and act on any matter before it with or without recommendations from a committee. The President shall appoint standing committees, and may appoint ad hoc committees, as described herein. Each committee chairperson shall be responsible for periodic meetings of the committee and shall have an opportunity to report

at each regular meeting of the Board. Each standing committee shall consist of at least three members, at least one of whom shall be a member of the SALS Board, and a majority of whom shall constitute a quorum. In addition, the President shall be a member, ex-officio, of all committees except the Officer Nominating Committee. Standing committees shall be appointed to serve for one year.

The **Audit and Finance Committee** shall have general supervision of the policies and plans for the fiscal resources of SALS. Monthly bills that have not been audited by the Board may be audited for payment by the Committee, and must be reported to the Board at its next meeting. In October of each year, the Committee shall submit to the Board a proposed annual budget for the following calendar year. In the preparation of the budget the Committee shall request and consider recommendations from the Building Committee, the Library Services Committee, the Personnel Committee, and the Director.

The **Library Services Committee** shall consider, and make recommendations concerning the services provided by SALS to and through member libraries. Such recommendations will include attention to traditional library services as well as to the tools used to deliver those services including the use of technology for such delivery.

The **Building Committee** shall conduct periodic inspections of buildings owned by SALS and shall make recommendations to the Board concerning repairs and alterations, replacement or addition of building equipment, insurance coverage of buildings, and such other matters as may be referred to it by the Board.

The **Personnel Committee** shall make recommendations to the Board concerning the establishment of staff positions and salary schedules, and shall adjudicate if necessary any formal grievance brought to it by a staff member, reporting the matter and the decision to the Board at its next meeting. The Director shall inform the Committee in advance of staff appointments and promotions. The Director's performance shall be reviewed periodically by this committee.

The **Advisory Committee on Central Library Aid and Services** shall recommend policies to SALS Board to optimize Central Library Aid and Central Library Book Aid for the benefit of the membership as a whole. The Committee shall be composed of three members from SALS Board. The Committee chair will invite to committee meetings as non-voting resource persons the Director of the Central Library, and individuals representative of other member libraries to reflect SALS' diverse membership in size and geography. The committee chair will also invite the board of the Central Library to designate one of its board members as a non-voting resource person to attend committee meetings.

The **Trustee Nominating Committee**. New Board members are elected to fill vacant positions at the SALS annual meeting. The Trustee Nominating Committee shall prepare a slate of candidates for election to the Board. The Committee shall be composed of one member of the SALS Board whose term is not expiring, who shall serve as Chairperson, and four members of boards of member libraries who are not members of the SALS Board. Of the latter four members, one shall come from each of the four counties served by SALS.

The Chairperson of the Trustee Nominating Committee shall solicit names of nominees from member library boards in the county in which vacancies will occur. Anyone may submit the name of a candidate to the Trustee Nominating Committee. If no name has been submitted for a particular vacancy, the Chairperson of the Trustee Nominating Committee shall solicit and select a name at his/her discretion. If more than one name is submitted to fill a particular vacancy, the Chairperson of the Trustee Nominating Committee, after consulting with the Trustee Nominating Committee and the President of SALS Board of Trustees, shall select one name for the slate.

The Chairperson of the Trustee Nominating Committee shall submit the proposed slate, with only one recommended candidate per vacancy, to the Secretary in time for inclusion in the call to the annual meeting. After presenting the slate at the annual meeting, the Chairperson of the Trustee Nominating Committee will ask if there are any nominations from the floor by individual member boards. If this results in an election with more than one nominee per vacancy, voting shall be done by written ballot. Each member library board attending the annual meeting shall have one vote, arrived at by a caucus of its members. In the event of a tie vote in a contested election, the SALS Board shall cast the deciding vote. If there are no nominations from the floor, the Chairperson of the Trustee Nominating Committee instructs the Secretary to cast one ballot each for the persons nominated by the Trustee Nominating Committee.

The **Bylaws Committee** shall periodically review the bylaws for needed changes suggested by the Committee or other members of the Board.

**Ad Hoc Committees.** Ad Hoc Committees may be appointed by the President. Each Ad Hoc Committee shall consist of at least one SALS Board member and the President shall be a member ex-officio. A majority of appointed members shall constitute a quorum.

VIII. **Meetings.** The Board shall meet seven times a year at a time and place designated by the Board. Meetings may be postponed if a poll of members indicated that a quorum cannot be in attendance. In addition, the president or any three members may call a meeting of the Board upon five days written notice. A quorum shall consist of a majority of the full Board.

The Annual Meeting of SALS shall be on the third Monday in May except that, when conditions beyond the control of the Board make it necessary, the annual meeting may be postponed to another date in May. Notice of the annual meeting shall be sent to all trustees of member libraries at least two weeks before the meeting. Notice of emergency postponement of the annual meeting will be sent as quickly as practicable.

IX. **Order of Business.** The order of business at the regular meeting shall be as follows:

- (a) Election of Board Officers or Chairperson pro tem as necessary
- (b) Approval of minutes of last meeting
- (c) Report of Treasurer
- (d) Approval of Bills
- (e) Report of Director
- (f) Report of Committees
- (g) Unfinished Business
- (h) New Business

(i) Adjournment

The order of business may be changed at any meeting by general consent.

- X. **Fiscal Year.** The fiscal year of SALS shall be the calendar year.
- XI. **Amendments.** These Bylaws may be amended at any regular meeting of the Board, or at a special meeting called for that purpose, by an affirmative vote of two-thirds of the full Board, provided that written notice of the proposed amendment has been mailed or sent electronically to each member of the Board at least fifteen days prior to the meeting.
- XII. **Conflict of Interest.** No trustee, nor the Director, nor any member of their immediate families, shall personally benefit financially from any transaction made by or on behalf of SALS.
- XIII. **Policies.** Policies adopted by the Board shall be kept in a separate section of the minute book.
- XIV. **Procedures.** *Robert's Rules of Order* (latest edition) shall govern all proceedings except as otherwise provided in these Bylaws.

*Initially Adopted: May 1958*  
*Previous revision of these bylaws: June 1988*  
*Previous revision of these bylaws: April 27, 1994*  
*Previous revision of these bylaws: June 20, 1997*  
*Previous revision of these bylaws: March 21, 2001*  
*Previous revision of these bylaws: March 19, 2003*  
*Previous revision of these bylaws: April 12, 2005*