

# Clinton-Essex-Franklin Library System

## *Bylaws*

*Adopted by the Board of Trustees  
Revised October 28, 2019*

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Applies to: Management Confidential Employees, Board of Trustees

### **ARTICLE I. NAME & OBJECTIVE**

- (a) The name of this Board shall be the Board of Trustees of the Clinton-Essex-Franklin Library System, hereinafter referred to as the System.
- (b) The objective of the System shall be to foster and improve public library service to the residents of the System area.

### **ARTICLE II. GOVERNING BODY – BOARD OF TRUSTEES**

The Board shall consist of fifteen trustees (five each from Clinton, Essex and Franklin Counties) appointed by the Board of Supervisors or Legislators of each county. The term of office for a trustee shall be five years and be limited to two successive full terms. Full terms begin January 1 and the oath of office will be administered at the regular January meeting of the Board of Trustees. Following such service a trustee may again be appointed or elected after an interim of at least one (1) year from that trustee's last date of service.

The System is governed by Section 255 of the New York State Education Law, by all other applicable New York State Laws, the rules of the Board of Regents, the regulations of the Commissioner of Education, and these Bylaws.

### **ARTICLE III. BOARD MEMBERSHIP**

- (1) Candidates for Membership  
The Board may suggest to the respective County legislative body the names of individuals to fill vacancies on the Board. The Board's Nominating Committee shall provide the Board with names of eligible individuals. Any Trustee, staff member or member of the public may suggest names to the Nominating Committee.
- (2) Eligibility for Board Membership  
Trustees are required to reside in the County they represent. A current employee of the System or member library or a reading center shall be ineligible for appointment and/or election as a System trustee.

(3) Resignation of a Trustee

A trustee may resign by giving due written notice to the President of the Board of Trustees. To fill a vacancy caused by death, resignation or removal, the Board of Supervisors or Legislature shall appoint a new trustee for the unexpired term.

(4) Absenteeism

If any trustee is absent for three (3) consecutive meetings without excuse accepted as satisfactory by the trustees, the trustee is deemed to have resigned in accordance with Paragraph 226(4) of the Education Law. The Board may, upon receipt of acceptable justification for the absence, recommend to the Board of Supervisors or Legislature of the appropriate county that said trustee be reinstated.

(5) Liaison Members

- A. In addition to the fifteen (15) trustees provided for in Article II, the Board shall include two (2) liaison members:
1. Who shall not vote on any issue presented to the Board or be counted in the computation of a quorum at any meeting; and
  2. Who shall not participate in executive sessions of the Board unless specifically approved to do so by a majority of the Board.
- B. The liaison members shall be:
1. A representative designated annually by the Board of Trustees of the Central Library. The representative may serve consecutive terms.
  2. A representative of the Clinton-Essex-Franklin Directors Association (CEFDA) designated annually by CEFDA according to procedures provided in the Association's Bylaws. The representative may serve consecutive terms.
- C. Privileges and obligations. Liaison members:
1. Shall serve one (1) year terms to coincide with the System's fiscal year.
  2. Receive the Board meeting agenda and accompanying materials provided to other members of the board.
  3. Provide written reports to the CEF Board on relevant issues.

**ARTICLE IV. ROLE OF TRUSTEES**

The principal responsibilities of the trustees are to: (1) appoint and evaluate a Director for the Clinton-Essex-Franklin Library System; (2) set policy; and (3) exercise financial oversight.

**ARTICLE V. EXECUTIVE COMMITTEE**

There shall be designated an Executive Committee of not less than five (5) Trustees of the Board. The members of said Executive Committee shall be comprised of the Officers of the Board (i.e. President, Vice President, Secretary, and Treasurer) as well as a Trustee nominated at large by the Nominating Committee as part of their process in submitting a proposed slate of officers to the Board. The committee, in intervals between meetings of the Board, may transact such business as may be authorized by the Trustees except the removal of persons from office or matters pertaining to the amendment of the bylaws; authorize the sale, lease, exchange or other disposition of all or substantially all the assets of the system, or approve amendments to the Charter.

**ARTICLE VI.           OFFICERS**

1.     The Officers, and their Duties, shall be as follows:
  - a) The President shall preside at all meetings of the Board; shall serve ex-officio as a member of all committees except the Nominating Committee; shall sign official documents; and shall exercise such powers as are authorized in these Bylaws or by the Board.
  - b) The Vice President shall have all the responsibilities and perform all the duties of the President in case of the absence or disability of the President.
  - c) The Secretary shall have charge of the records of the Board, minutes of all meetings of the Board and shall issue notice of all regular and special meetings.
  - d) The Treasurer shall ensure that all funds of the System are accounted for using sound accounting principles and are distributed in a manner congruent with the System's purpose (mission) and compliant with rules and procedures outlined in System contracts and grant awards.
  - e) In addition to the foregoing duties, each officer shall have such powers and perform such duties as may be conferred by the Board.
2.     Election

Officers shall be elected by January, by the Board, from among its Trustees, and shall perform the duties of their office during the fiscal year which follows thereon, or until successors are elected.
3.     Term of Office

The term of office of all officers shall be one (1) year. No member of the Board shall serve in any individual office for more than three (3) consecutive full terms.
4.     Removal

Remove or suspend from office by vote of a majority of the entire Board at a special meeting, any trustee, officer on examination and due proof of the truth of a written complaint by any trustee of misconduct, incapacity, or neglect of duty, provided that at least one week's previous notice of the proposed action shall have been given to such involved trustee and all other trustees by registered mail.
5.     Filling of Vacancies

Should an office become vacant prior to its expiration, the Board shall elect one of its members to fill the unexpired term.

**ARTICLE VII.           INDEMNIFICATION**

(a) Except as provided in subsection (b) below and to the extent permitted by New York law, the Library System shall indemnify any person (and such person's heirs, executors, guardians, administrators and any other legal representative of that person) who was or is a party or is threatened to be made a party to or is involved in (including as a witness) any threatened, pending or completed action, suit, proceeding or inquiry (brought in the right of the Library or otherwise), whether civil, criminal, administrative, or investigative, and whether formal or informal, including appeals, by reason of the fact that such person is or was a Trustee, Liaison, officer of the Library, or member of a Committee of the Board or of the Library System, for and against all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person or such person's heirs, executors, guardians, administrators or legal representatives in connection with such action, suit, proceeding, or inquiry, including appeals. Notwithstanding the foregoing, the Library shall only indemnify a person seeking indemnification in

connection with an action, suit, proceeding or inquiry (or part thereof) initiated by such person if such action, suit, proceeding or inquiry (or part thereof) was authorized by the Board.

(b) The Library shall not indemnify any person described in subsection (a) above if a judgment or other final adjudication adverse to such person establishes that the acts of such person were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that such person personally gained a financial profit or other advantage to which he or she was not legally entitled.

(c) The Library System may purchase and maintain insurance to indemnify the Library System and any person described in subsection (a) above to the full extent such insurance is permitted by law.

## ARTICLE VIII. MEETINGS

1. Regular Meetings  
Regular meetings of the Board shall be held no fewer than six (6) times a year. The regular meeting of January each year will also be designated the annual meeting. Meetings will be called by the President, or by written request to the Director, signed by any three trustees. The Director shall cause written notices of all meetings to be mailed or sent electronically to all trustees at least five days prior to the meeting date.
2. Order of Business  
The order of business may be changed at any meeting by general consent. The order of business at the regular meetings shall include the following:
  1. Call to Order
  2. Approval of Agenda
  3. Minutes
  4. Financial Report
  5. Approval of Bills
  6. Public Comment Period
  7. Director's Report
  8. Committee Reports
  9. Communications
  10. Old Business
  11. New Business
  12. Adjournment
3. Postponement of a Meeting  
The President or Executive Committee may postpone meetings except that only one (1) postponement may be made without the approval of the Executive Committee.
4. Special Meetings  
Special meetings of the Board of Trustees may be called by the President or by the written request of one-third of the Trustees in office for a specific purpose. No business may be transacted at such special meeting except the stated business.
5. Executive Sessions  
Upon the adopted motion of any trustee at any meeting, the Board may adjourn to Executive Session for such purposes as are authorized by law. The motion for Executive Session shall state the reason for the Session.
6. Freedom of Information & Public Notice  
The Board acknowledges its obligations under Section 260-a of the Education Law and Article VII of the Public Officers Law to conduct open Board meetings and to publicly announce its meetings.
7. Parliament Authority  
Robert's Rules of Order, Revised, shall govern all proceedings of meetings of the Board not covered by these bylaws.
8. Voting  
Each trustee shall have one (1) vote and must be present at a meeting to have this vote counted.

9. Records

All records of the System and the Board, including Board minutes and System financial records, shall be maintained at the System office.

10. Quorum

A simple majority of the whole Board (including vacancies) shall constitute a quorum for the conducting of all business. A majority of the whole Board (including vacancies) is required for any motion to pass. If a quorum is not present at a regular meeting, the attending members may set a date for another meeting to be held within one week, and the presiding officer shall notify the absent members of this specially called meeting.

11. Remote Attendance

Upon approval of the Board, remote attendance by teleconference can be used for any regular and special meetings of the Board or committees as long as the teleconference complies with current Open Meeting laws and regulations.

**ARTICLE IX. COMMITTEES**

1. The President will appoint the members and designate the chairperson of all committees, subject to ratification by a majority vote of the Board, and their term shall expire at the end of the calendar year.
2. The recommendations of all committees shall be subject to the approval of the Board of Trustees. No committee shall authorize any expenditure of money without approval of the Board. The President shall have the power of increasing the number of members of any committee and of appointing such additional members to any committee, subject to the approval of the Board.
3. With the advice and consent of the Board, committee membership is not limited to the trustees. Any member of the public at large may be appointed to a committee.
4. Committees of the Board include but are not limited to the following:
  - a) Finance-- The Finance Committee shall consist of appointed members of the Board as determined by the President; however, in no circumstances is the independent auditor, or an employee or relative of the independent auditor's firm, to serve on the committee. The Treasurer shall serve on the committee. In conjunction with the Executive Director, the Finance Committee shall develop a budget for approval by the Board of Trustees and propose policies governing the finances of CEFLS for adoption by the Board. The Finance Committee also oversees the accounting and financial reporting process, including the annual audit of CEFLS's financial statements. All policies and actions of the Finance Committee are subject to approval of the Board.
  - b) Nominating-- The Nominating Committee shall be responsible for ensuring the accurate composition of the Board of Trustees as outlined in the Bylaws and recruiting and nominating Trustees. The Nominating Committee shall develop a slate of officers from the Trustees who are in continuing terms on the Board and present the slate at a fall meeting for election at the annual meeting in January.
  - c) Personnel-- The Personnel Committee shall periodically review CEFLS's personnel policies and, as necessary, interpret, clarify, or recommend changes to any policies. The Personnel Committee shall also review and provide input on the Executive Director's job description, major revisions to staff job descriptions, salary ranges, benefits, and performance review procedures. The Personnel Committee shall conduct an annual evaluation of the Executive Director as directed by the Board.

5. Committees for specific purposes, such as contracts, property, policies, or any project may be appointed by the President. A chairperson will be appointed by the President and the purpose and time of service will be set by the President at the time of the creation of the *ad hoc* committee.

**ARTICLE X.            DIRECTOR**

1. The Director shall be considered ex-officio executive officer of the Board and shall take part in their deliberations but have no vote. The Director will offer professional advice to the members of the Board. The Director shall have sole charge of the administration of the Library System under the direction and review of the Board.
2. In the Director's absence his or her designee shall attend board meetings and take part in board deliberations.
3. The Board will name an Interim or Acting Director upon the retirement, resignation or removal of the Director. Such Interim or Acting Director will serve until a new Director is appointed by the Board and shall exercise all powers and responsibilities of the Director.

**ARTICLE XI.            FISCAL YEAR**

The fiscal year for the Clinton-Essex-Franklin Library System shall be January 1 through December 31.

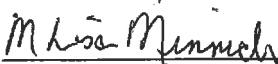
**ARTICLE XII.            CONFLICTS OF INTEREST**

No Trustee, nor liaison member, nor the Director, nor any member of their immediate families shall personally benefit financially from any transaction made by or on behalf of the Clinton-Essex-Franklin Library System.

**ARTICLE XIII.            AMENDMENTS TO THE BYLAWS**

Amendments to these bylaws may be made by a majority vote of the full Board at any regular meeting provided that the proposed changes have been submitted at an earlier regular meeting and that a copy of the proposed changes is part of the call of the meeting.

Revised: October 28, 2019

  
Secretary

  
President