

BY-LAWS

Mid-York Library System Preamble

The Board of Trustees of the Mid-York Library System, hereafter designated as the Board, a corporation created by a charter granted under Section 255 of the New York State Education Law by the Regents of the University of the State of New York, June 24, 1960, hereby enacts the following by-laws.

By-Laws

ARTICLE I -System Governance

SECTION 1 The system shall be governed by a Board of Trustees consisting of fifteen members as follows: Three trustees from Herkimer County, three trustees from Madison County and nine trustees from Oneida County, of which two trustees will be nominated by Jervis Public Library, two trustees will be nominated by Utica Public Library and the balance are to be nominated at large from the balance of Oneida County.

SECTION 2 Every Trustee, Officer, Director, employee and staff member of the Mid-York Library System shall be indemnified by the system to the fullest extent that such indemnification may be lawful under the New York Not-For-Profit Corporation Law and New York Public Officers Law, Section 18, and such person shall be entitled to all benefits conferred under those statutes. Such indemnification shall include, but not be limited to, payment of judgments, fines, settlements and reasonable expenses including attorney's fees and court expenses. The foregoing right of indemnification shall not be exclusive of any other right to which such person may be entitled.

ARTICLE II -- Officers

SECTION 1 The officers of the Board shall be as follows:

President

Vice-President

Secretary

Treasurer – If the treasurer is a member of the Board

SECTION 2 The officers shall be elected by the board at the last meeting of the year.

SECTION 3 The term for any office shall be one year; nevertheless, an incumbent shall serve until a successor has been elected.

SECTION 4 No officer shall serve as President or Vice-President for more than two consecutive terms or major fraction thereof.

SECTION 5 Any officer may be removed from office held under Article II by two-thirds of the trustees present at a special meeting called as prescribed under Article V, Section 2; provided, however, that notice of such meeting shall have been served on each Trustee, by registered mail, not less than five days nor more than ten days prior to the date of such meeting.

SECTION 6 A Financial Clerk and Auditor shall be appointed annually to serve at the pleasure of the Board.

ARTICLE III – Duties of Officers and Appointees

SECTION 1 The President shall preside at all meetings of the Board and shall appoint the members of all committees and shall be an ex-officio member of all committees.

SECTION 2 The Vice-President shall perform all the duties of the President in the President's absence.

SECTION 3 The Secretary shall have charge of the records of the System and keep minutes of all meetings.

SECTION 4 The Treasurer shall have charge of the funds of the System. The Treasurer shall keep accurate financial records, showing receipts and disbursements; shall make a report of the status of the funds of the System at each regular meeting as well as such other financial reports as may be required.

SECTION 5 The Board shall employ an independent, licensed Auditor annually to examine the financial records of the System and report those findings directly to the Board. The cost for said Auditor shall be charged to the System.

SECTION 6 The Treasurer and the Board's Auditor shall each be covered by commercial fidelity bond.

ARTICLE IV – The Director

SECTION 1 The Director is appointed by, and serves at the pleasure of the Board.

SECTION 2 The Director may be removed from office by a (two-thirds) majority of the Board.

SECTION 3 The Director shall be considered the executive officer of the System and shall be responsible for the administration of the System.

SECTION 4 The Director shall be responsible for the operation and maintenance of Headquarters' plant and equipment and for the efficient delivery of System services under the financial requirements set forth in the annual budget.

SECTION 5 The Director shall attend meetings take part in the discussions, but shall have no vote.

SECTION 6 As Executive Officer of the Mid-York Library System, the Director shall be responsible for the employment, training, direction, supervision and evaluation of personnel.

SECTION 7 The Director shall submit to the Board all reports requested by the Board.

SECTION 8 The Director shall submit an annual report to the Board indicating status and conditions of the system, progress against established goals and objectives and make such recommendations as deemed pertinent.

SECTION 9 The Director shall actively assist all Board Committees in the planning and execution of their responsibilities.

SECTION 10 The Director shall be evaluated annually in writing by the board; such evaluation shall consider the performance of the Chief Executive in the execution of the duties and responsibilities of office.

ARTICLE V – Meetings

SECTION 1 The Board shall meet no less than six times per year on a schedule to be determined and announced at the last meeting of the previous year.

SECTION 2 Special meetings of the Board may be called by the President or at the request of any five trustees of the Board.

SECTION 3 Notice of special meetings shall state the specific business to be transacted.

SECTION 4 Notice of any and all meetings shall be served on each trustee by the Director neither more than ten days nor less than four days prior to the date of the meeting. An Agenda shall be issued for each meeting accompanying the notice of meeting.

SECTION 5 The annual meeting of all the members of the System and the Trustees of the member libraries for the purpose of electing System trustees shall be in October. Notice of this meeting shall be served by mail by the Director on every trustee of every member library no less than ten days prior to the date of the meeting.

SECTION 6 A total of eight members of the Board shall constitute a quorum.

ARTICLE VI – Committees

SECTION 1 The President shall be empowered to appoint an Executive Committee of not less than five members to act on an advisory basis. The elected officers shall be members of the Committee and each of the three Counties shall be represented.

SECTION 2 The President shall appoint a Chair and members of Standing Committees in addition to the Executive Committee. Representative of such standing committees are:

1. Operations and Administration – to review matters of policy, facilities management, personnel management and to conduct director's annual performance evaluation.

2. Planning – to develop long term plans, including the System Plan of Service and/or any changes thereto and assist in developing CLD and CBA plans.
3. Finance – to develop annual budgets, budget amendments, financial plans, borrowing arrangements, audits, and any other financial matters.
4. Board Development and Nominating – to nominate, welcome, inform, advise and assist new Board Members; to periodically revise and maintain trustee notebooks; to propose a slate of nominees for Board Offices, to be presented at the last meeting of the calendar year.

SECTION 3 The President may appoint other Committees as necessary.

SECTION 4 All committee appointments expire at the end of the calendar year, unless otherwise stated.

ARTICLE VII – Fiscal

SECTION 1 The fiscal year of the System shall be the calendar year.

SECTION 2 A motion to borrow money requires the affirmative vote of two-thirds of all trustees.

SECTION 3 The budget of the System shall be adopted annually by the Board.

SECTION 4 The Treasurer shall oversee the Business Manager in the overall financial operation of the system.

ARTICLE VIII – Trustees

SECTION 1 System trustees, incumbents, and candidates, shall reside in the county or chartered service area they represent.

SECTION 2 No salaried nor wage employee of the System or any of its members shall be eligible for election or appointment as System trustees.

SECTION 3 Candidates for trustees shall be nominated by the Mid York Library System Board Nominating Committee, after receiving recommendations from the relevant Member Library Representatives/Boards. In the case of nominees to represent the Utica Public Library or the Jervis Library of Rome, the boards of trustees of those libraries respectively shall serve as the nominating committee. The Nominating Committee shall endeavor to rotate the selection of Trustee Candidates in such a manner that every Member Library shall have an opportunity to be represented on the Board of Trustees before an library shall serve a second time.

The composition of the nominating committees shall be rotated in such a manner that every member library shall have an opportunity to be represented on its respective county nominating committee before any library shall serve a second time. The Board of Trustees

shall annually publish a schedule showing the libraries to be represented on each nominating committee for no less than five years in the future.

SECTION 4 It shall be the duty of the nominating committees to announce any vacancies on the Board of Trustees and to solicit nominations from the libraries to be represented. The nominating committees shall complete their work and submit their report and nominations to the President of the Board no later than September 30 of each year.

SECTION 5 Candidates for trustee may also be nominated from the floor at the annual meeting of the System in October, provided, however, that such nomination must be made and seconded by a trustee of a member library in the County having the vacancy, and that the nominee is present and willing to serve if elected.

SECTION 6 System trustees shall be elected by member libraries present at the annual meeting in October from among the candidates duly nominated; each member library to have one vote.

SECTION 7 The nominee receiving the largest number of votes for each seat shall be deemed to be elected.

SECTION 8 A System trustee shall serve a five year term of office and may, when duly nominated and elected, serve a second five year term. No Trustee may serve for more than two full five-year terms.

SECTION 9 If a vacancy shall occur prior to the expiration of the term of a System Trustee, the remaining System Trustees shall elect a successor to serve the remainder of the unexpired term, giving due consideration to the area to be represented. Such interim term shall not be considered in the term(s) a Trustee may serve in Article VIII Section (8).

SECTION 10 “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, and the vacancy shall be filled.” (New York State Education Law, s226.4.)

ARTICLE IX – Amendments

Amendments to these by-laws may be made by majority vote of the Board at any regular meeting provided that the changes shall have been submitted at the preceding regular meeting and that a copy of the proposed changes is part of the meeting notice.

ARTICLE X – Parliamentary Authority

The conduct of the Board’s affairs shall be in accordance with the most recent edition of Robert’s Rules of Order Newly Revised when they are not inconsistent with the provisions of these bylaws.

Bylaw Revision Dates:

July 15, 1993	February 26, 2004	November 18, 2010
November 17, 1994	July 21, 2005	
July 20, 2000	September 18, 2008	