

## BOARD OF TRUSTEES BYLAWS

### SYSTEM PURPOSE

The OWWL Library System (the System) exists to support the expansion and improvement of public library services in Livingston, Ontario, Wayne and Wyoming Counties. The System provides to its members consultation services, technology support, advocacy, and guidance on library related topics. The System also acts as a forum for discussion, coordination of services, and distribution of State and Federal aid across the four counties.

### BOARD OF TRUSTEES

- 1) The Board of Trustees shall consist of nine members, ~~Representation shall include one Trustee from each of the four counties (Ontario, Wyoming, Wayne, and Livingston): four at-large members, and one representative from the Central Library, two from each of the four counties the System serves, and one from the Board of the Central Library.~~
- 2) Any person residing in the area served by the System is eligible to hold the office of Trustee, except employees of the System or employees of a member library.
- 3) System trustees shall be elected by a meeting of the member library trustees during the System's Annual Meeting held in the last quarter of each year (Education Law 255; subdivision 2).
- 4) The Central Library member shall serve their full OWWL Library System Board of Trustees term, regardless of the length of their Central Library Board term.
- 5) The term of each shall be three years. No trustee shall hold office consecutively for more than three full three-year terms.
- 6) ~~Three~~ Terms shall expire on December 31 each year.
- 7) In the case of a vacancy, the term shall be filled by an appointment ~~of the appropriate county representative, selected~~ by the System's board of trustees until the next annual election.
- 8) The Board may remove a Trustee for misconduct, incapacity, neglect of duty, ~~neglect of System Policies,~~ or refusal to carry into effect the System's educational purpose as provided in Education Law 226; subdivision 8.
- 9) Each Trustee shall have one vote, irrespective of office held.
- 10) A Trustee must be present at a meeting to have their vote counted.
- 11) A simple majority of the whole Board (including vacancies) is required for any motion to pass.
- 12) All actions of the Board shall be of the Board as a unit. No Board member shall act on behalf of the Board, on any matter, without prior approval of the Board. No Board member by virtue of their office shall exercise any administrative responsibility with respect to the System nor, as an individual, command the services of any library employee.
- 13) The fiscal year of the OWWL Library System shall be the calendar year.

## OFFICERS

- 1) The officers shall be President, Vice President, Treasurer, and Secretary. A Claims Auditor independent of the Board, shall be appointed annually by the Board.
- 2) All officers and appointees shall be elected at a regular meeting prior to the first regular meeting of the year and following the Annual Meeting.
  - a. The President shall preside at all meetings and shall have the usual powers of a presiding officer. At the first regular meeting following the Annual Meeting, the President shall appoint a nominating committee to prepare and propose a slate of officers. This slate is to be presented at the next regular meeting and after its acceptance to be effective for the following year.
  - b. The Vice President shall act as President in the absence of the President.
  - c. The Secretary shall be responsible for coordinating meeting notices, appointing a designee for recording minutes of Board Meetings, and responding to any correspondence on behalf of the Board.
  - d. The Treasurer shall present a financial report at each regularly scheduled Board Meeting and shall Chair the Finance Committee of the Board.
  - e. The Claims Auditor shall be appointed by the Board to ensure that all expenditure vouchers are properly itemized and documented before payments are made.
- 3) In the case of an officer vacancy the President shall appoint a nominating committee to propose an officer. The officer is to be presented at the next regular meeting and after its acceptance to be effective immediately.

## MEETINGS

- 1) The Board shall hold regular meetings at such a place and time as may be prescribed by the Board and shall meet not less than eight times per year.
- 2) Special meetings shall be held on the call of the President or any three trustees for a specific purpose. No business may be transacted at such special meeting except the stated business.
- 3) A majority of the whole board, including vacancies, shall constitute a quorum for the transaction of business.
- 4) Any Board member unable to attend any meeting of the Board should notify the Board President and/or the System's Executive Director in order to secure a quorum at each meeting.
- 5) Proceedings shall be conducted in the manner usual in deliberative bodies as follows:
  - a. The Minutes of the previous meeting
  - b. Financial Report And Audit
  - c. Communications and Reports
  - d. Old Business
  - e. New Business
  - f. Next Meeting Date
  - g. Adjournment
- 6) This order of business may be changed or suspended during any meeting of the Board by consent of the Trustees present.

- 7) If any Trustee shall fail to attend three consecutive meetings without an excuse accepted as satisfactory by the Board, he or she shall be deemed to have resigned, and the vacancy shall be filled (Education Law 226; subdivision 4).
- 8) Any Trustee wishing to resign should present that request in writing to the Board President. The resignation shall be voted on at the next regular or special meeting. Resignations shall be approved in a manner that does not allow board representation to fall below quorum.
- 9) There shall be an Annual Meeting the last quarter of each year at which members will be elected to the Board or to fill expired terms. Representatives of Member Libraries will be encouraged to attend.

## COMMITTEES

- 1) The Standing Committees of the Board of Trustees shall include:
  - a. **Personnel Committee:** Reviews staff appointments, terminations, benefits, and salaries. This committee also conducts the Executive Director's annual evaluation.
  - b. **Finance Committee:** Oversees the fiscal operation of the system. The committee works with the Executive Director with regard to the preparation of an annual budget.
  - c. **Audit Committee:** Selects the independent auditor based on procurement policies and receives the independent auditor's report. The committee receives Conflict of Interest disclosures from trustees and key employees and determines irreconcilable conflicts.
  - d. **Policy Committee:** Develops fiscal and other required policies, reviewing and updating every five-years in accordance with minimum standards of service according to Section 90.2 of the Regulations of the Commissioner of Education.
- 2) Ad Hoc Committees will be appointed by the Board as the need arises.
  - a. **Construction Grant Aid Award Committee:** Responsible for oversight of New York State public library construction grants-aid to member libraries and makes construction grant award recommendations to the Board. The President will annually appoint the committee after member library intent to apply forms are received by the System. Trustees that also serve on the board of an applying library will be ineligible to serve on the committee.
  - b. **Nominating Committee:** Established at the first regular meeting following the Annual Meeting to nominate officers for the subsequent year.
- 3) All reports of committees shall be presented in writing at the subsequent Board of Trustees meeting.
- 4) No action of any committee shall be binding until approved by the Board unless full authority has previously been given by the Board.
- 5) No committee shall authorize any expenditure without authority of the Board.
- 6) Committees shall be appointed by the Board prior to the first meeting of the year.
- 7) The President shall be, ex officio, a member of all committees.

## TRUSTEE EDUCATION

The Board shall comply with New York State Education Law Section 260-d requiring a minimum of two hours of continuing education annually for each year of a Trustee's term. The local administration of this law shall be dictated by the System's Trustee Education Policy.

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## LIAISONS TO THE BOARD

- 1) The **Executive Director** of the OWWL Library System shall be considered the Executive Officer of the Board. They shall have sole charge of administration of the System and shall be directly responsible to the Board of Trustees.
- 2) **A representative from the Director's Advisory Council** shall serve as the Member Library Liaison to the Board.

## AMENDMENT

These bylaws may be repealed, amended or added to at a regular meeting of the Board by a majority vote of the Trustees present, but only after the substance of the proposed change has been submitted in writing at a prior regular or special meeting, and notice thereof has been given in the notice of the meeting at which it is to be considered.

*Amended: December 14, 2022; June 9, 2021; December 9, 2020; January 13, 2016; December 14, 2011; June 8, 2011; March 8, 2000; November 16, 1994; June 16, 1993  
Established: June 28, 1990*

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