

# UHLS: By-Laws

The Upper Hudson Library System, 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, on June 16th, 1989, enacts the following By-laws.

## **I. PURPOSE**

Mission Statement

The Upper Hudson Library System (UHLS) coordinates resources and activities that will improve the services of the public libraries in Albany and Rensselaer Counties.

## **II. MEMBERSHIP**

Library representation

UHLS is governed by a Board of Trustees, hereinafter called "the Board," consisting of 14 members (hereinafter called the "full Board") as follows: 5 members, one from each library chartered to serve 24,000 or more; 4 members, two from each county, from libraries chartered to serve 7,000 to 23,999; 4 members, two from each county, from libraries chartered to serve 6,999 or less; one member from the UHLS Directors Association. Representatives will be solicited from each of the above groups by the Nominating Committee.

To be eligible for service on the Board, an individual must maintain, throughout the term of service, residence in the service area of the library they are to represent (for library designated seats), or in the service areas of any of the libraries they are to represent (for representative seats). A member library may only have one individual from their service area serving on the board at any time, with the exception of the Directors Association representative.

When considering candidates for service on the Board, member libraries are encouraged to nominate individuals who are library users and have some familiarity with the work of libraries and/or library boards.

If a trustee serving on the Board does not maintain residency as described above, or if they resign from the Board, the UHLS Board President will request that the member library board (for library designated seats) or the boards of the represented libraries (for representative seats) recommend a replacement. If a Library Director serving on the Board resigns from a member library and/or the Board, the UHLS Board President will ask the Directors Association to recommend a replacement.

Exceptions to the rules for library representation may be made by a two-thirds vote of the full Board.

Terms of office

The term of office, which begins at the first meeting after the Annual Business Meeting, is five years. A Board member may serve a second term, but no one may be elected to serve more than two full terms consecutively. If a Trustee fails to attend three consecutive meetings without an excuse accepted as satisfactory by the Board, the Trustee is considered to have resigned. Any vacancy may be filled by Board appointment to complete an unexpired term. Approval of the appointment requires a simple majority of the full Board. A member of the Board may be removed from office, for due cause shown, by at least a two thirds vote of the full Board.

Election of trustees to fill expired terms takes place at the Annual Business Meeting with each member library board having one vote. A simple majority of the member libraries present is needed to elect a Trustee.

Exceptions to the rules for terms of office may be made by a two-thirds vote of the full Board.

Trustee  
Emeritus

When an individual has served on the UHLS Board for at least five years, the equivalent of one full term, and has made major contributions to UHLS, that individual may be nominated by a UHLS Board member to be a Trustee Emeritus. A majority vote of the full Board is necessary to make the appointment. The appointment is honorary and does not include the privilege of voting. A Trustee Emeritus is not required to attend the regular Board meetings but may attend at his/her pleasure. A Trustee Emeritus is expected to serve as a resource to the Board in his/her area of expertise.

### **III. OFFICERS**

Election  
and terms

The officers of the Board are elected at the first Board meeting following the Annual Business Meeting. The officers are as follows: President, Vice-President, Treasurer, and Secretary. Each officer is elected for a one-year term and remains in office until a replacement is chosen. No officer may serve in one office more than three full terms consecutively except with a 2/3rds vote of the full Board.

Responsibilities

The President presides at meetings of the UHLS Board, appoints the members of all committees, and generally performs the duties of a presiding officer.

The Vice-President performs all the duties of the President in the case of the absence or disability of the President, and completes an unexpired term of office as President if necessary.

The Treasurer attends to the fiscal affairs of UHLS. The Treasurer, or another member of the Finance Committee, makes a report of the status of the UHLS funds at each regular meeting as well as other financial reports that may be required or requested.

The Secretary has charge of the records of the Board and keeps the minutes of the 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 has such power and performs such duties as may be conferred by the Board. If a vacancy occurs in the Vice-President, Treasurer or Secretary positions, these Officers can be appointed by the President and confirmed by the Board at their next regular meeting.

### **IV. FINANCIAL CLERK AND AUDITOR**

A Financial Clerk is appointed in accordance with the Regulations of the Commissioner of Education. The UHLS Executive Director will be the Financial Clerk and is responsible to the Board for the conduct of all fiscal matters related to UHLS' operations. Such management is subject to the policies of the Board and must be in compliance with the Commissioner's Regulations. The Financial Clerk must keep accurate financial records, showing receipts and disbursements.

Each year, the Board employs an independent, licensed auditor to examine the books of UHLS and report the findings directly to the Board. The cost for the auditor is charged to UHLS.

### **V. EXECUTIVE DIRECTOR**

Appointment

The UHLS Executive Director is appointed by, and serves at the pleasure of the Board. The Executive Director is the executive officer of the UHLS and, under the direction and review of the Board, has sole charge of its administration. The Executive Director attends all Board meetings and takes part in discussion, but is not eligible to vote. The Executive Director actively assists all Board committees in the planning and execution of their responsibilities. The Executive Director shall be evaluated annually by the Board.

Responsibilities

The Executive Director is responsible for the operation and maintenance of UHLS' headquarters and equipment and for the efficiency of its service. As Financial Clerk, the Executive Director is also responsible for its operation under the financial conditions set forth in the annual budget. As executive officer, the Executive Director is responsible to the Board for the employment, training, supervision, direction and evaluation of personnel in conformance with applicable laws and regulations. The Executive Director must submit an annual report to the Board indicating the condition and progress of UHLS as measured against the established goals and objectives, and makes recommendations and suggestions for future development and activities.

**VI. MEETINGS**

Regular The Board meets at least every other month at a designated time and place. The Annual Business Meeting is held in June and counts as one meeting.

Notice An agenda and notice of all regular meetings are sent to each Trustee by the Executive Director at least ten (10) calendar days in advance of the meeting. Minutes of the Board meetings are posted on the UHLS website for electronic access from the member libraries.

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. With respect to meetings scheduled two weeks in advance, the Board will comply with the public notice provisions contained in Section 260-a of the Education Law and post public notices of such meeting at least one (1) week prior to its scheduled date. With respect to meetings scheduled at least one (1) week in advance, the Board will comply with the public notice requirements of Section 104(1) of the Public Officers Law and post public notice of such meeting at least seventy-two (72) hours before such meeting.

Special Special Board meetings may be called by any of the following methods: by the President of the Board; by the Executive Director; at the request of any five Trustees of the Board acting in concert; or by the Executive Director, on written request signed by the Presidents of the Board of Trustees of any ten member libraries. A special meeting may be convened on not less than two (2) days telephone notice. Public notice of a special meeting will be given to the maximum extent possible in accordance with the provisions of the Public Officers Law.

Quorum A quorum consists of a simple majority of the full Board (14 members). A simple majority of those present is necessary to carry a vote. The President is allowed to vote on all matters brought before the Board. Members must be present to vote; proxy votes are not acceptable.

**VII. COMMITTEES**

Appointment The Board may consider and act on any matter before it with or without recommendations from a committee. The President appoints standing committees following the election of officers and appoints *ad hoc* committees as needed. Each committee chair is responsible for periodic meetings of the committee and will have an opportunity to report at each regular meeting and at the Annual Business Meeting. Each standing committee consists of at least three members, a simple majority of whom is a quorum. The President is an *ex officio* member of all committees, except the Nominating Committee for the Officers of the UHLS Board. Standing committees are appointed to serve for one year but may continue to serve until replacements are chosen. The standing committees are described below.

Responsibilities The FINANCE COMMITTEE supervises the policies and plans for the financial resources of UHLS. It reviews all bills and oversees the preparation of the annual budget. In the preparation of the budget as developed by the Executive Director, the Committee

solicits and considers recommendations from other Board Committees and from member libraries. The Directors Association appoints a voting representative to this Committee.

The ADMINISTRATION COMMITTEE develops policy and oversees the By-laws, procedures, personnel, legal, building and grounds, and other administrative matters that are not specifically delegated to the Executive Director or to another Board Committee. The Directors Association appoints a voting representative to this Committee.

The SERVICES COMMITTEE recommends policy regarding the services and activities of UHLS, including planning for the future. It regularly solicits and considers recommendations from the member libraries. The Directors Association appoints a voting representative to this Committee.

The NOMINATING COMMITTEE FOR UHLS TRUSTEES is composed of one member of the UHLS Board whose term is not expiring and two members from boards of member libraries, one from each county, who are not members of the UHLS Board. In the cases where the UHLS Trustees are eligible for re-election, the Chair can act alone in nominating those individuals. The Committee submits a proposed slate of candidates at the last regular meeting of the Board before the Annual Business Meeting.

THE NOMINATING COMMITTEE FOR UHLS OFFICERS is appointed by the President and confirmed by the Board at the last regular meeting before the Annual Business Meeting. This Committee is composed of three members of the UHLS Board whose terms are not expiring. This Committee prepares a slate of officers to be presented at the first regular meeting of the Board following the Annual Business Meeting.

#### **VIII. ORDER OF BUSINESS**

Business is conducted in accordance with the accepted rules of parliamentary procedure. Except as otherwise provided, the latest edition of *Robert's Rules of Order*, governs the proceedings.

#### **IX. FISCAL YEAR**

The UHLS fiscal year is the calendar year.

#### **X. OFFICE AND BOOKS**

The UHLS offices are located at 28 Essex Street, Albany, New York, 12206, or at such place as the Board of Trustees determines.

The following documents are kept at the UHLS offices: all of the financial records as required by the auditors and state and federal regulations; a copy of the Certificate of Incorporation; a current copy of these By-laws; all minutes of the Board meetings; and a manual of policies adopted by the UHLS Board of Trustees.

#### **XI. AMENDMENTS**

These By-laws may be amended at any regular meeting of the UHLS Board, or at a special meeting called for that purpose, by an affirmative vote of two-thirds of the full Board, provided that the changes have been submitted at the preceding regular meeting and that a copy of the proposed changes is part of the meeting notices.

## **XII. LIMITATIONS AND EXEMPT ACTIVITIES**

No Trustee, Staff member, or any member of their immediate families may benefit financially from any transaction made by, or on behalf of, UHLS.

UHLS may not participate in any way in political campaigns on behalf of any candidate for public office.

No Director, Board member, employee, or representative of UHLS may take any action or carry on any activity by or on behalf of UHLS not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

## **XIII. DISSOLUTION**

In the event of the dissolution of UHLS, or in the event it ceases to carry out the purpose herein set forth, all the business, property and assets of the corporation will be distributed to the member libraries in accordance with the procedure set by the New York State Department of Education. In no way will any of the assets or property of UHLS, or the proceeds of any of the assets or property, in the event of dissolution, go, or be distributed to, any private individual for any purpose whatsoever.

Adopted July, 1987 (By Upper Hudson Library Federation in application for State charter.)

## **XIV. AMENDMENTS**

- Amended September 13, 1989 (Section V, paragraph 6)
- Amended September 13, 1989 (Section VI, paragraph 2)
- Amended September 13, 1989 (Section VII, paragraph 6)
- Amended May 9, 1990 (Section II, paragraph 2)
- Amended August 21, 1991 (Sections II-IV, VI, VII, X-XII)
- Amended November 13, 1991 (Section VI)
- Amended April 8, 1992 (Section II and X)
- Amended July 14, 1993 (Section VII, paragraph 5)
- Amended October 13, 1993 (Section III, paragraph 4)
- Amended April 12, 1995 (Section II, paragraph 2)
- Amended October 11, 1995 (Section II, paragraph 5 and Section IV)
- Amended September 11, 1996 (Section VII, added ASC UHLAN Committee)
- Reviewed December 1998 - no changes
- Amended January 10, 2001 (Section VII, removed Building and Grounds Committee and Automated Services Committee. Added Building responsibilities to Admin. Committee)
- Amended September 11, 2002 (All Sections reviewed. Major changes to: Purpose; Sections II- IV, Section VI, Section VII)
- Amended October 8, 2008. (All Sections reviewed. Major changes to Mission Statement, deleted Vision Statement, changed "Director" to "Executive Director" and modified the Nominating Committee, Section VII, to reflect current practices)
- Amended July 8, 2015. Changed the requirements for Board membership in Section II - Library Representation