

# **DIRECTORS ASSOCIATION OF UPPER HUDSON LIBRARY SYSTEM BY-LAWS**

## **Article I. Name**

The name of this organization shall be the Directors Association of Upper Hudson Library System (UHLS).

## **Article II. Purpose**

The purpose shall be to address the needs and concerns of member libraries; to provide a forum for the exchange of ideas; to encourage the dissemination of information in the field of library management; and to forward consensus recommendations to UHLS and the UHLS Board of Trustees.

## **Article III. Membership**

The Association shall be open to the Director or acting Director of each member library. Each UHLS member library may designate an alternate employee to attend Directors Association meetings in the absence of the Director, and may choose whether or not to allow alternates to vote on the Director's behalf. Votes cast by duly appointed alternates will be counted on the same basis as votes cast by Directors. The Executive Director and Managers of UHLS are welcome to attend as non-voting guests.

## **Article IV. Officers**

The officers shall include a chairperson, a vice-chairperson, and a secretary.

A. The chairperson will preside at all meetings, authorize calls for special meetings, appoint representatives and committees, and prepare agendas.

B. The vice-chairperson will serve in the absence of the chairperson.

C. The secretary will facilitate the recording, review, and distribution of the minutes electronically to all members of the organization and to the Executive Director of UHLS.

D. The Chair shall appoint a three-member Nominating Committee no later than May. The committee shall prepare and present a slate of candidates for office at the June Annual Meeting. Additional candidates may be nominated from the floor. Officers are elected for a two-year term by a majority vote of those members present. Terms of office will begin on July 1 of the first year and end on June 30 of the second year. Vacancies that occur during the term of office shall be filled by appointment of the Chairperson.

## **Article V. Representatives to UHLS Board of Trustees**

A. The Director's Association will elect a member to recommend for appointment to serve as the Association's representative to the UHLS Board of Trustees. S/he shall represent and speak for the member libraries and report back to the Association. The UHLS Board representative shall be elected to serve a five year term. The representative shall also serve on either the Services, Finance or Administration Committee. If the representative resigns from a member library or from the UHLS Board, the Director's Association shall elect a replacement to recommend for appointment to complete the term.

B. Representatives will be elected to serve on each of the UHLS Board's Services, Finance, and Administration Committees, depending on which committee the Director's Association representative to the UHLS Board chooses to serve. These committee representatives shall represent and speak for member libraries and report back to the Association. Each committee representative shall be elected to serve a two-year term. If the representative resigns from a member library or from the Committee, the Director's Association shall elect a replacement to complete the term.

## **Article VI. Representatives to UHLS Advisory Committees**

Representatives will be elected to serve on various UHLS advisory committees including, but not limited to, Central Library Advisory Committee, e-Content Advisory Committee, and Automation Advisory Committee.

A. The Central Library Advisory Committee shall consist of representatives from the Central Library, UHLS staff and a representative from a small, medium and large library from both Albany and Rensselaer Counties. The representatives will be elected to serve a two-year term.

B. The e-Content Advisory Committee shall consist of representatives from UHLS staff, the Central Library, one large library (not Albany Public), two medium and two small libraries. The representatives will be elected to serve a two-year term. One to four at-large members may also be appointed by the membership of the Committee.

C. The Automation Advisory Committee shall consist of representatives from UHLS staff and four library directors. The representatives will be elected to serve a two-year term. Two to four at-large members may also be appointed by the membership of the Committee.

## **Article VII. Standing Committees and Ad Hoc Committees**

A. The Chair may appoint Standing Committees to address common or ongoing issues of the Association as needed. Representatives will be elected to serve on the committees for a two-year term.

B. The Chair may appoint Ad Hoc Committees to study, review and make recommendations to the Association. Representatives will be appointed to serve for the duration of the study. Members of the Ad Hoc Committees need not be members of the Association.

### **Article VIII. Quorum**

The members of the Directors Association and duly appointed alternates present at meetings shall be considered a quorum. One more than half of those attendees present shall be considered a majority.

### **Article IX. Meetings**

A. At least five meetings a year shall be held. Day and time shall be established by consensus.

B. The Annual Meeting will be held at the regular meeting in June. At this time, officers will be elected (if necessary) and the status of members elected or appointed to UHLS and Association committees will be reviewed. At the Annual Meeting, topics and/or dates for quarterly Management Topic Discussions (continuing education) will be set.

C. Directors, Acting Directors, and duly appointed alternates may virtually attend Association meetings by teleconference, video conference, or by other means approved by a vote of the Association. Votes cast by virtual attendees shall be counted in the same manner as votes cast by physical attendees.

### **Article X. Executive Board**

The officers and UHLS committee representatives shall act as an Executive Board to make decisions between meetings if necessary.

### **Article XI. Guidance**

The Association endorses the Library Bill of Rights and the Librarian's Code of Ethics as published by the American Library Association.

### **Article XII. Amendments**

Amendments to these By-Laws may be made by a majority vote at any regular meeting provided that the proposed change or changes shall have been submitted to all members at least four days in advance.

### **Article XIII. Interpretation**

Robert's Rules of Order as last revised shall be followed when applicable.

**Adopted by the Directors Association June 1995**

**Revised November 1, 2002**

**Revised August 5, 2005**

**Revised March 1, 2013**

**Revised June 3, 2016**

**Revised March 6, 2020**