

NIOGA LIBRARY SYSTEM
BY-LAWS

Preamble

The Board of Trustees of the Nioga Library System, hereafter designated as the Board, a corporation created by charter granted by the University of the State of New York on the 31st day of August 1959, hereby enacts the following revision of the By-Laws of the System:

ARTICLE I

Name

Section 1. The name of this organization shall be "Nioga Library System."

ARTICLE II

Mission

The mission of the Nioga Library System is to extend and improve library services to the residents of Niagara, Orleans and Genesee Counties by assisting local libraries in meeting the information needs of their communities through leadership, education, inspiration and enhanced resource sharing.

ARTICLE III

Management

Section 1. The business and affairs of the Nioga Library System shall be managed by a Board of Trustees which shall consist of eleven (11) members, elected by the trustees of libraries participating in the System.

Section 2. Membership on the Board of Trustees shall consist of one (1) resident from each city having a library participating in the System; two (2) residents from each of the three (3) counties within the geographical limits of the System with at least one (1) of these two (2) residing outside of any city having a library participating in the System; and one (1) resident of the geographical area of the System who shall be elected at large.

ARTICLE IV

Trustees

- Section 1.** Two trustees shall be elected at each Annual Meeting of the System, except that at the annual meeting in 1972 and every fifth year thereafter, three (3) trustees shall be elected, each trustee to serve for a term of five (5) years commencing at the next annual meeting of the Board of Trustees.
- Section 2.** To be eligible for election as a trustee of the System, a candidate must be a citizen of the United States, of full age and a resident of the area he/she will represent if elected.
- Section 3.** A candidate may not be elected, nor shall a trustee continue to hold office if the individual is or becomes:
- a) A non-resident of the area which he/she represents.
 - b) An employee of the System, or a spouse, sibling, parent or child of such employee.
 - c) A current or former director or employee of a member library of the System.
 - d) A trustee of a participating library during a period when another trustee of the same library shall be serving as a trustee of the System.
 - e) An elected salaried official of any municipal corporation.
- Section 4.** At the annual meeting of the Board, the President of the Board of Trustees shall appoint a Nominating Committee. The members of the Nominating Committee shall be System trustees and each of the counties shall have equal representation on the Committee.
- Section 5.** No later than six (6) months prior to the Annual Meeting of the System, the Nominating Committee shall notify the trustees of each participating city library of the vacancy, if any, in the representation of that library on the System Board of Trustees. The trustees shall be informed of the requirements of these By-Laws as to the filling of the vacancy, and the eligibility of candidates. Nomination of candidates for election as trustee to represent the city shall be made by the trustees of the participating city library by resolution adopted at a regular or special meeting thereof. The candidate's name shall be submitted to the Nominating Committee at least three (3) months prior to the date of the Annual Meeting of the System. The nominee shall stand for election at the next Annual Meeting of the System.

- Section 6.** No later than six (6) months prior to the Annual Meeting of the System, the Nominating Committee shall notify the trustees of each participating library within a county of the vacancy, if any, in the representation of the county on the System Board of Trustees. The trustees of each of the participating libraries within the county shall be informed of the requirements of these By-Laws as to the filling of the vacancy, and the eligibility of candidates. Nominations of candidates for election as trustees to represent the county shall be made by the trustees of the participating libraries within the county by resolution adopted at a regular or special meeting of any of the participating libraries of the county. The name of the candidate or candidates shall be submitted to the Nominating Committee at least three (3) months prior to the date of the Annual Meeting of the System. The Nominating Committee shall submit the names of all of the qualified candidates to the System Board of Trustees for their review at a board meeting at least thirty (30) days prior to the date of the Annual Meeting of the System. The nominees shall stand for election at the next Annual Meeting of the System.
- Section 7.** Upon the default of participating libraries of cities or counties to nominate a candidate for election to represent the city or county, the Nominating Committee may do so two (2) months prior to the date of the Annual Meeting of the System. The Nominating Committee shall submit the name of the candidates to the System Board of Trustees for their review at a board meeting at least thirty (30) days prior to the date of the Annual Meeting of the System. Such candidate nominated by the Nominating Committee shall stand for election at the next Annual Meeting of the System.
- Section 8.** No later than six (6) months prior to the date of the Annual Meeting of the System, the Nominating Committee shall notify the trustees of each participating library of the vacancy, if any, for the at-large trustee to be elected to the System Board of Trustees. The trustees shall be informed of the requirements of these By-Laws as to the filling of the vacancy and the eligibility of candidates. Recommendations of candidates for election as trustee at-large shall be sent by the trustees of the participating libraries to the Nominating Committee at least three (3) months prior to the date of the Annual Meeting of the System. In addition to the recommendations from the participating libraries, the Nominating Committee may nominate a candidate of its own choice. The Nominating Committee shall submit the names of all of the qualified candidates to the System Board of Trustees for their review at a board meeting at least thirty (30) days prior to the date of the Annual Meeting of the System. The nominees shall stand for election at the next Annual Meeting of the System.

Section 9. At the Annual Meeting of the System, trustees shall be elected to the Board of Trustees of the System from among the candidates nominated by resolution of the participating libraries, by the Nominating Committee and by write-in ballot.

Section 10. In accordance with New York State Education Law §226 (4), any trustee who shall fail to attend three consecutive regular meetings of the Board shall be subject to removal from office by action of the Board in the absence of reasonable written excuses from the trustee for such absences.

Section 11. The Board may remove a trustee for misconduct, incapacity, neglect of duty or refusing or failing to carry into effect the library system's educational purpose. In the event information is brought forward that a trustee is engaged in behavior(s) that suggest that he/she should be removed from the Board, he/she may be subject to a removal hearing conducted by the Board in a Special Meeting called for that purpose upon at least ten (10) days notice specifying the time and place of such hearing and a description of the allegations.

The President shall preside over such meeting as he/she would over any other Board meeting. He/she will appoint someone to present the substance of the allegations and the proof thereof and the trustee shall be permitted a full and fair opportunity to respond.

Such hearing is not a hearing on the record. Each trustee shall have one vote. A majority vote of those in attendance at any meeting shall carry the motion; a tie vote shall lose a motion. The President, or presiding officer, shall have a vote on all motions. Such hearing is not open to the public.

At the close of the hearing, if there is a determination that the trustee is subject to removal, a resolution in public session will be moved to a vote for the trustee to be removed from office.

Section 12. A trustee who wishes to serve a second five (5) year term on the System Board of Trustees must be re-nominated by the member libraries of the area he/she serves and be elected to the position at the Annual Meeting of the System. No trustee may serve more than two consecutive terms.

ARTICLE V

Voting

Section 1. At Annual Meetings of the System, voting shall be by participating libraries, each library being entitled to cast one vote for each vacancy such vote to be cast by a trustee present and authorized by the member library board of trustees to act as its designated voter.

Section 2. In the event of any tie vote, the designated voter for each member library continues to vote until the tie is broken.

ARTICLE VI

Officers

Section 1. The Officers of the System shall be as follows:

- A. President
- B. Vice-President
- C. Secretary
- D. Treasurer

and if deemed necessary or advisable during any fiscal year:

- E. Assistant Secretary
- F. Assistant Treasurer

Section 2. The President, Vice President and Secretary shall be elected annually by the Board from its membership at the Annual Meeting of the Board (see Article IX, Section 5).

Section 3. The term of office of all elected officers shall be one year.

Section 4. The Treasurer shall be appointed by the Board. The person holding the office of Treasurer need not be a member of the Board.

Section 5. An Assistant Secretary and an Assistant Treasurer, if deemed necessary or advisable, shall be appointed by the Board. Any person so appointed may, but need not, be a member of the Board.

Section 6. The Treasurer, and at the discretion of the Board, any employee handling funds of the System, shall be covered by fidelity bond.

ARTICLE VII

Duties of Officers

Section 1. The President shall preside at meetings of the Board and System.

Section 2. The Vice-President shall preside at meetings and shall perform the other duties of the President in the case of absence or disability of the President.

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

Section 4. The Treasurer shall have charge of the funds of the System. He shall effect payroll disbursements as approved by the Board by draft or check, all such drafts or checks to be signed by the Treasurer, solely. He shall effect payment of all general disbursement items approved by the Board by draft or check, all such drafts or checks to be signed by the Treasurer or a trustee and counter-signed by the Executive Director or Assistant Director. The Treasurer shall keep accurate books of account showing receipts and disbursements and shall make monthly reports to the Board and such other reports as may be required from time to time. If not a member of the Board, the Treasurer may be requested to attend any or all meetings of the Board, but shall have no vote.

Section 5. The Assistant Secretary shall, as required by the Board, assist the Secretary in the performance of the duties of the Secretary and shall perform the duties of the Secretary in case of the absence or unavailability of the Secretary.

The Assistant Treasurer shall, as required by the Board, assist the Treasurer in the performance of the duties of the Treasurer, and shall perform the duties of the Treasurer in case of the absence or unavailability of the Treasurer.

Section 6. In addition to the foregoing duties, each officer shall have such power and perform such duties as are incumbent upon similar officers in corporate organizations, and such additional powers or duties as may hereafter be conferred upon them by the Board.

ARTICLE VIII

Executive Director

Section 1. The Board of Trustees shall appoint a qualified Executive Director who shall be the executive and administrative officer of the System, subject to the authority of the Board.

Section 2. The Executive Director shall make recommendations to the Board of Trustees with regard to appointment, classification, salary schedule, promotion or dismissal of System employees and shall specify their duties.

Section 3. The Executive Director shall have interim authority to appoint part-time or temporary employees on a provisional basis without prior approval of the Board but subject to such approval. Any such appointment is to be reported to the Board at its next regular meeting.

- Section 4.** The Executive Director shall provide leadership in fulfilling the mission of the library system and shall be responsible for the proper direction and supervision of the staff, for the care and maintenance of library property, for an adequate and proper selection of library materials in keeping with the stated policy of the Board, for the efficiency of service to the member libraries and for operation within the budgeted appropriation.
- Section 5.** The Executive Director shall attend all meetings of the Board as directed by the Board, furnish such information and reports as may be requested by the Board, assist in development of annual System budget, make recommendations, participate in discussions and offer professional advice.

ARTICLE IX

Meetings

- Section 1.** Regular meetings of the Board shall be held no fewer than six (6) times a year at a time and place to be determined by the President.
- Section 2.** Special meetings of the Board may be called by the President, or upon the request of three (3) Trustees, for the transaction of such business as may be stated in the call.
- Section 3.** A quorum for the transaction of business at meetings of the Board shall consist of a majority of the entire Board, present in person, or under special circumstance and with permission of the Board, trustees may participate in Board meetings through video conferencing or some other electronic method that meets the requirements of the Open Meetings Law. In the absence of a quorum, the Trustees present may adjourn the meeting to a date determined, and written notice thereof shall be sent to all Trustees.
- Section 4.** The date for the Annual Meeting of the System for the purpose of electing Trustees, receiving the annual report of the Board and the Director, and considering such other business as may properly come before the Annual Meeting of the System, shall be determined by the Board.
- Section 5.** The Annual Meeting of the Board shall be held as the first meeting of the Board after the Annual Meeting of the System, which meeting shall be held for the purpose of election of officers, reception of the report of the Director and Treasurer, and the transaction of such other business as may properly come before such meeting.

ARTICLE X

Committees

- Section 1.** The President may appoint standing Committees and/or Special Committees at any time from among the Board members. With the advice and consent of the Board, any member of the public at large may be appointed to a committee, to serve in an advisory capacity only.
- Section 2.** The President, Vice President, Secretary, Treasurer (if a trustee) and past President (if remaining a trustee) shall constitute an Executive Committee. The President shall appoint a trustee to fill any vacancy created if the Treasurer is not a trustee or if the past President is no longer a trustee. Such committee may act on behalf of the Board of Trustees when the Board is not in session to transact such business of the System as shall have been authorized by the Board. Action taken by such Executive Committee shall be reported to the Board at the following regular meeting of the Board or at any special meeting called for the purpose of receiving such a report. Three members shall constitute a quorum for the transaction of business. Meetings may be called by the President or by any two members, and action may be taken by telephone or mail communication of the members of the Committee.

ARTICLE XI

Fiscal Year

- Section 1.** The fiscal year of the System shall be from January 1st to December 31st.

ARTICLE XII

Vacancies on Board

- Section 1.** The Nominating Committee shall immediately inform appropriate libraries when a vacancy occurs on the System Board of Trustees. Requests for recommendations from member library boards must be sent to the Nominating Committee within 30 days of receipt of notification concerning the vacancy.

Appointments to fill vacancies shall be made at the next Board meeting after the 30 day period. An individual appointed to fill a vacancy shall serve for the balance of the unexpired term.

ARTICLE XIII

Section 1. Meeting procedures shall be determined by the latest edition of Robert's Rules of Order Newly Revised.

ARTICLE XIV

Limitations and Exempt Activities

Section 1. No Trustee, staff member, or any member of their immediate families may benefit financially from any transaction made by, or on behalf of, Nioga.

No director, trustee, employee, or representative of Nioga may take any action or carry on any activity by or on behalf of Nioga 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.

ARTICLE XV

Amendments

Section 1. Alterations, amendments or additions to these By-Laws, or the repeal of any thereof, may be made by two-thirds vote of the Board at a regular, special or annual meeting provided the changes shall have been submitted at an earlier regular meeting of the Board and a copy of the proposed changes mailed or given to each Board member at least ten (10) days prior to the meeting at which the vote is to be taken.

ARTICLE XVI

Adoption

Section 1. The foregoing By-Laws shall become effective upon adoption thereof by the Trustees by a two-thirds vote.

Section 2. Article III, Section 1, changing the number of trustees on the Board of Trustees from ten (10) to eleven (11) became effective on January 1, 1973 with a charter amendment approved on June 23, 1972 by the Board of Regents of the University of the State of New York.

Section 3. Article III, Section 2, revising the composition of the Board of Trustees; and Article IV, Section 1, specifying that terms of office for duly elected trustees begin at the first meeting of the Board of Trustees following the Annual Meeting of the System became effective with a charter amendment approved on June 9, 1998 by the Board of Regents of the University of the State of New York.

ARTICLE XVII

The Nioga Library 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 By-Laws.

ARTICLE XVIII

Section 1. In compliance with Section 260-d of the New York Education Law, Effective January 1, 2023, each Trustee shall be required to annually complete a minimum of two hours of trustee education from a provider approved by the New York Commissioner of Education; topics shall include financial oversight, accountability, fiduciary responsibilities and the general powers and duties of a library trustee.

Section 2. Each Trustee shall demonstrate compliance with the requirements of This section by filing with the President evidence of completion of trustee education from an approved provider no later January 10 of the year following the year to which the training applies.

Section 3. Actual and necessary expenses incurred by a Trustee in complying with This section shall be a charge against the library, however, to be reimbursed; all such charges must be approved by the President prior to being incurred by a Trustee.

(Article XVIII Approved at the March 21, 2023 Board of Trustee meeting).