



RAMAPO CATSKILL LIBRARY SYSTEM BYLAWS

ARTICLE I NAME, AUTHORITY AND GOVERNANCE

- Section 1. The name of this organization shall be the Ramapo Catskill Library System, hereinafter referred to as the System or RCLS.
- Section 2. The System is located at 619 Route 17M, Middletown, New York 10940-4395.
- Section 3. The System derives its authority from a charter issued by the Board of Regents of the University of the State of New York on December 18, 1959, made absolute on June 25, 1965, and amended on June 27, 1975.
- Section 4. The 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 Bylaws.

ARTICLE II OBJECTIVES

- Section 1. The objectives of the System shall be to foster and improve library service to the residents of the System service area, through the member libraries, as specified in the System's Plan of Service and the current Mission Statement.

ARTICLE III SYSTEM MEMBERSHIP

- Section 1. Membership in the System shall be open to public, school district, association and special district libraries chartered by the Board of Regents that are located within the area served by the System and that subscribe to the System's Plan of Library Service, upon application to and acceptance by the Board of Trustees of the System, hereafter referred to as the "Board". Such members shall be entitled to voting privileges at the Annual Meeting of the System and as required by Education Law and Regulations.

ARTICLE IV BOARD OF TRUSTEES

Section 1. General Powers and Objectives

The Board is entrusted with the governance of the System. It shall adopt Bylaws, adopt a Plan of Service, and amend them as necessary, establish such policies as shall insure the achievement of the System's objectives, employ an Executive Director, supervise the expenditure of the System's funds, discharge all such responsibilities as provided for in these Bylaws, and exercise such other responsibilities as may be appropriate.

Section 2. Number and Representation

The Board shall be composed of eleven (11) Trustees, four (4) each from Rockland and Orange Counties, two (2) from Sullivan County, and one (1) from the portion of Ulster County served by the System. In addition to the eleven (11) Trustees, the Board shall include one (1) non-voting member representing the member library Directors Association, and who shall not participate in executive sessions of the Board unless specifically invited to do so by a majority of the Board.

Trustees shall maintain a legal residence within the county from which they have been designated within the RCLS service area.

Trustees, while designated on a county basis, are System Trustees charged with the responsibility of representing the System as a whole.

Section 3. Board Eligibility

No RCLS employee or any full-time employee of any its members shall be eligible for election or appointment as a voting member of the RCLS Board of Trustees. However, a part-time employee of one of the member libraries shall be eligible for election or appointment as a voting member of the RCLS Board of Trustees.

Section 4. Nomination and Election

Trustees shall be nominated and elected at the Annual Meeting by member libraries represented, in accordance with the procedures outlined in Section 7.

Section 5. Term of Office

A term of office shall be five (5) years.

A new term of office shall begin on January first.

A Trustee may serve any number of terms as long as not more than two (2) are consecutive.

Section 6. Trustee Attendance

Attendance at meetings is a prerequisite for continued service as a Trustee. The Secretary shall advise the Board if a Trustee has missed three consecutive meetings or has failed to attend at least 50% of scheduled Board meetings in a given calendar year. The Board shall conduct a review with appropriate notice to the Trustee(s), at which it may consider extenuating circumstances.

Section 7. Filling of Vacancies

a) In the event of a vacancy prior to the expiration of the term of a Trustee, due to resignation or other cause, a caucus of the Board members representing the County in which the vacancy occurred shall be held for the purpose of nominating a successor. The successor Trustee shall be appointed by the Board to serve until the next Annual Meeting. At the next Annual Meeting a replacement shall be elected to complete the unexpired term. The term will start on January first for newly elected Trustees. An election or appointment to fill a vacancy of less than twenty-three months shall not be counted as a term.

b) Prior to August 1st of any year in which the term of any Trustee shall end, the Secretary of the Board shall notify the RCLS Executive Director, and the member library Trustees in the affected county of each pending vacancy. The Trustees of each member library in the affected county may nominate a person to fill each such vacancy. Any such nomination shall be seconded by the Trustees of at least one other member library in the affected county. Notice of any such seconded nomination shall be sent to the Secretary of the Board at least thirty (30) days prior to the Annual Meeting.

c) The name of each such seconded nominee shall be sent by the Secretary of the Board to all member libraries at least fifteen (15) days before the Annual Meeting and shall be presented at such meeting. Additional nominations may be received from the floor, provided that any such nomination be made by a Trustee of one and seconded by a Trustee of another member library in the county having the vacancy, and that the nominee has indicated, orally at the Annual Meeting or in writing, their willingness to serve if elected.

Each library represented at the Annual Meeting shall vote as a unit. At least one Trustee of each member library desiring to vote must be present to cast the vote for the participating library. The Annual Meeting shall be presided over by the President of the Board or an appointee of the President and shall be conducted according to Robert's "Rules of Order."

d) If no candidate for Trustee shall receive a majority of the votes cast for any vacancy, the two candidates receiving the highest number of votes shall participate in a run-off election to fill such vacancy. In the event of any tie vote in the runoff, the candidate receiving the most votes from member libraries in the affected county shall prevail. If the deadlock continues, it shall be resolved by vote of a majority of the Trustees of the Board attending the Annual Meeting.

ARTICLE V OFFICERS AND APPOINTMENTS

Section 1. The reorganization of the Board shall be held at the regular meeting in January for the purpose of electing officers, and considering any other business that may properly come before the Board.

Nominations shall be made at the preceding December meeting.

Section 2. The officers of the System shall be a President, Vice President, Secretary and Treasurer.

Section 3. The Officers and their duties shall be as follows:

a) The President shall preside at Board and System meetings and serve ex-officio as a member of all committees except the Nominating Committee. However, the President is not required to attend all committee meetings; and shall exercise such powers as are authorized in these Bylaws or by the Board.

b) The Vice President shall have all the responsibilities and perform all the duties of the President in case of the absence or disability of the President.

c) The Secretary shall have charge of the records and minutes of the Board and shall be responsible for maintaining them on permanent file at the System headquarters.

d) The Treasurer, who shall be bonded in such an amount as may be required by the Board, shall have charge of the funds of the System insofar as may be allowed by law. The Treasurer shall pay all bills of the System as approved by the Executive Director or the Board, shall keep accurate books of account, receipts and disbursements, and shall present to the Board monthly reports and such other reports as may be required from time to time.

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

Section 4. Term of Office

The term of office shall be one (1) year, not to exceed either two (2) years for President and Vice President, or four (4) for Secretary or Treasurer.

Section 5. The Board shall annually appoint an Assistant Treasurer, an Auditor of the Bills and an independent Auditor.

- a) The Assistant Treasurer shall perform the routine duties of the Treasurer, subject to the Treasurer's approval.
- b) The Auditor of the Bills shall review, for regularity, the bills, which have been approved by the Executive Director and paid by the Fiscal Officer.

ARTICLE VI COMMITTEES

Section 1. Establishing Committees

a) The Executive Committee shall be comprised of the President, Vice President, Secretary, Treasurer, and the immediate Past President, if still a Board member. The Executive Director shall serve on the Executive Committee as a member without a vote, if specifically invited to do so by the majority of Committee.

The Executive Committee shall transact such business as may be necessary between meetings of the Board. All actions taken by the Executive Committee shall be reported to the full Board at its next regularly scheduled Board meeting.

b) A standing Personnel and Finance Committee consisting of no more than five members shall be appointed by the President.

c) The President of the Board shall appoint a Nominating Committee of not less than three (3) Board members to select candidates for the position of President, Vice President, Secretary, and Treasurer.

d) The entire Board shall serve in lieu of other Standing Committees. Special committees for the study and investigation of special problems may be appointed by the President with the approval of the Board.

e) The President shall appoint the members and designate the Chairperson of all committees and define the charges to the committees. All Trustees are expected to serve on at least one (1) committee.

f) All committee appointments shall expire at the calling of the regular Board meeting in January or at the expiration of the time assigned for the committee's work.

ARTICLE VII EXECUTIVE DIRECTOR

- Section 1. The Executive Director shall be appointed by the Board in conformance with the Education Law and shall serve at the pleasure of the Board. The Executive Director shall be responsible for the effective operation and management of RCLS in accordance with the policies and directives of the Board.
- Section 2. The Executive Director is expected to attend all regularly scheduled meetings of the Board, participate in its deliberations, but have no vote. Prior to every regular Board meeting, the Executive Director is expected to submit a report to keep the Board up to date with issues and operational matters which affect the System. The Executive Director shall also attend Board committee meetings when requested.
- Section 3 The Executive Director shall perform duties in accordance with a written job description and contract with the Board.
- Section 4. Removal of the Executive Director shall be pursuant to the terms of the contract.

ARTICLE VIII MEETINGS

- Section 1. Board meetings shall be held every month, with the exception of July.
- Board meetings shall be held on the third Monday of each month at System headquarters or at such other times and places designated by the Board.
- The meetings in January and February shall be held on the Tuesday following the National Holidays or at such other times and places designated by the Board.
- A Board Member Retreat shall be held in July on a day and at a time designated by the Board.
- Board members shall receive the agenda and other pertinent materials no fewer than five (5) business days prior to the meeting.
- Remote participation is authorized for regular Board meetings subject to certain conditions and restrictions.
- Remote participation is subject to the Open Meeting Law, specifically including public notice of all locations and the continued ability throughout the meeting to see and hear all participants.
- Section 2. A quorum of the Board shall be no less than six voting members.

Section 3. Special meetings of the Board may be called by the President or upon the written request of three Trustees for the transaction of such business as may be stated in the call.

Section 4. The regular meetings shall include, but not be limited to, the following items, not necessarily presented in this order:

- Minutes of prior meetings
- Financial Report
- Executive Director's Report
- Board Discussion
- Committee Reports
- Other Reports
- Communications
- Unfinished Business
- New Business
- Adjournment

Section 5. Upon the adopted motion of any Trustee at any meeting, the Board may adjourn to Executive Session for such purposes as are authorized by law. The motion for Executive Session shall state the reason for the Session. The Executive Director shall also attend Executive Sessions when requested.

Section 6. An Annual Meeting of the System shall be held in August or September of each year, at which the approved System budget for the following year shall be presented and Board members shall be elected.

A quorum at the Annual Meeting shall be those member libraries represented, from which a majority consensus is required to carry a vote.

ARTICLE IX FISCAL YEAR

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

ARTICLE X RECORDS, FINANCIAL ACCOUNTING, AND BONDING

Section 1. All records of the System and the Board shall be maintained at the System headquarters.

Section 2. Copies of financial records and activities shall be maintained in accordance with accepted accounting practice. The action of the Board in regard to payment of bills and to financial reports shall be recorded.

Section 3. An independent audit or review of system financial records shall be performed not less than every three years.

Section 4. The Treasurer, and other officers or staff as determined by the Board, shall be covered by commercial fidelity bonding in an amount to be determined by the Board. The Board of Trustees shall be covered by Directors and Officers insurance.

ARTICLE XI CONFLICT OF INTEREST

Section 1. A conflict of interest exists when a matter to be acted upon by the Board confers a direct benefit to any Trustee, business or agency from which a Trustee of the Board derives an income or has authority in governance.

All Trustees shall abide by the Conflict of Interest Policy adopted by the Board.

Section 2. A Trustee shall abstain from voting on any matter before the Board that places him or her in a conflict of interest.

Section 3. It is the responsibility of the Trustee to notify the Board of a conflict of interest and recuse himself/herself from that portion of the Board meeting.

ARTICLE XII INDEMNIFICATION

RCLS agrees to provide legal counsel and to indemnify the members of the Board of Trustees with respect to claims that arise from actions or inactions within the scope of their duties and/or the performance of authorized duties. To qualify, an individual must cooperate in the defense of any action or proceeding as provided herein.

ARTICLE XIII AMENDMENTS

Section 1. Amendments to these Bylaws may be made by majority vote of the Board at a regular meeting, provided the changes were submitted at a prior regular Board meeting. A copy of the proposed changes shall have been made available to each Board member at least ten days prior to the meeting at which the vote is to be taken.

Approved by the Ramapo Catskill Library System Board of Trustees at their meeting of March 31, 1975.

Effective July 1, 1975

Amended May 27, 1981

Amended June 17, 1985

Amended March 21, 1988

Amended September 19, 1988

Amended September 16, 1996

Amended February 16, 1999

Amended June 19, 2000

Amended April 15, 2002
Amended November 17, 2008
Amended May 21, 2012
Amended April 16, 2018
Amended August 16, 2021
Reviewed October 10, 2021 & November 15, 2021
Amended December 20, 2021