

# MOHAWK VALLEY LIBRARY SYSTEM BYLAWS

## ARTICLE I Name

This organization shall be known as the Mohawk Valley Library System, MVLS, as specified in the permanent Charter granted March 25, 1977 and amended September 13, 2002. The MVLS is a cooperative library system serving the libraries and people in the counties of Fulton, Montgomery, Schenectady, and Schoharie.

## ARTICLE II Purpose

The Mohawk Valley Library System educates, empowers and supports public libraries in Fulton, Montgomery, Schenectady, and Schoharie counties, helping libraries enrich their communities.

## ARTICLE III Trustees

- Section 1. The governing body of the System shall be a Board of Trustees. There shall be thirteen members of the Board: three representatives from each member county and one representative from the Directors' Council.
- Section 2. The term of office of trustees shall be for a period of five years – that period to begin and end during the organizational meeting.
- Section 3. If any trustee shall fail to attend three consecutive regular meetings, without a valid excuse, (s)he shall be deemed to have resigned, and the vacancy shall be filled. The trustee may petition the Board for an exception.
- Section 4. In the event of resignation, death, or inability to serve, a successor shall be elected for the unexpired portion of the term by the Board of Trustees.
- Section 5. At the first meeting of the calendar year, the President shall propose names for, and the Board shall appoint a Nominating Committee. The Nominating Committee shall identify candidates to fill the trustee terms that are set to expire in the current year. Such nominations to fill expiring terms shall be made at the MVLS Annual Meeting, with candidates elected via vote by the member library representatives (Directors and Trustees) present at such meeting.
- Section 6. Any person residing in the county which is to be represented or the chartered area of a member library of that county, is eligible to hold the office of trustee. Any person recommended by the Directors' Council as their representative is eligible to serve as trustee.
- Section 7. A trustee who is about to complete two consecutive five year terms shall be eligible for re-election to the Board only after a lapse of one year.

Section 8. All trustees shall be covered under Directors and Officers Liability Insurance or its equivalent.

Section 9. A trustee may be nominated by a Board member and appointed with a majority vote of the Board to be a Trustee Emeritus. The trustee shall have served at least ten years and made major contributions to Mohawk Valley Library System Board. The appointment is honorary and does not include the privilege of voting. A Trustee Emeritus is not required to attend Board meetings but serves as a resource to the Board.

#### ARTICLE IV Officers

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

- A President
- A Vice-President
- A Treasurer
- A Secretary

Section 2. The officers shall be elected annually by the Board of Trustees. The President, Vice-President, and Secretary shall be chosen from the members of the Board.

Section 3. The Treasurer shall be elected annually by the Board of Trustees, but need not be a member of the Board.

Section 4. The term of office of all elected officers shall be one (1) year.

Section 5. No person may serve as President for more than three (3) consecutive years.

#### ARTICLE V Duties of Officers

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

Section 2. In the absence of the President, the Vice-President shall preside at meetings and shall perform the duties of the President.

Section 3. The Treasurer shall have oversight of the funds of the System insofar as may be allowed by law.

Section 4. The Secretary shall have oversight of the records of the Board and the System.

Section 5. The Treasurer, President, and Vice-President shall be authorized to sign checks for the System and shall be covered by appropriate insurance. The President, or if (s)he is not available, the Vice-President shall be

authorized to sign contracts, applications for aid, and other legal documents.

- Section 6. The board may, at its sole discretion, by majority vote at any meeting, confer signing authority on additional trustees. Any signing authority so approved will terminate at the next reorganizational meeting of the board, unless it terminates before that meeting as the result of board action.

## ARTICLE VI Meetings

- Section 1. There shall be a minimum of six regular meetings of the Board of Trustees each year, including the annual meeting. All meetings shall be open to the public.
- Section 2. The annual meeting of the System shall be held not later than May 31 of each year and shall be called by the Secretary.
- Section 3. The Board of Trustees shall hold its annual organization meeting concurrent with the first regular meeting of the Board after the Annual Meeting. At that meeting, the Board shall elect its officers and fix its schedule of regular meetings for the forthcoming year. The Board shall also designate its official bank and newspaper.
- Section 4. Special meetings for the Board of Trustees may be held on call of the President of the Board or on request of any three (3) trustees, and on at least five days written notice to all of the trustees.
- Section 5. Business shall be conducted by the Board in accordance with Roberts Rules of Order. A majority of the whole number of trustees which number shall include vacancies all constitute a quorum.
- Section 6. A majority of the whole number of trustees (which number shall include vacancies) shall vote in the affirmative to approve a resolution.

## ARTICLE VII Committees

- Section 1. Committees of the Board  
The Committees of the Board shall be the Executive and Nominating Committees. All members of committees of the board shall be current board members, an immediate past president or a non-board treasurer.
- a. The Executive Committee shall consist of the four officers, the immediate past president and one member at large elected by the board. The Executive Committee shall have authority to act for the board only for time-sensitive matters that occur between scheduled board meetings. The Executive Committee may not alter or amend any action of the Board. The Board may alter and/or amend any action of the Executive Committee.
  - b. The formation and duties of the Nominating Committee are listed in Article III Section 5 of these By-Laws.

Section 2. Committees of the Corporation

The Committees of the Corporation are listed below. These committees may be made up of current trustees and other interested parties. No committee should have enough trustee representation to secure a quorum of the board. Any committee so constituted shall be designated a committee of the whole.

- a. Audit and Finance
- b. Personnel
- c. Building and Grounds
- d. Library Services
- e. Awards

Section 3. Membership on Committees

- a. Except as noted under Section 1a, the President will appoint the members and designate the Chair of all committees.
- b. All appointments expire at the organizational meeting.
- c. The President and Director are ex-officio members of all committees.

Section 4. Special & Advisory Committees

The Board or the President may from time to time create Special, Advisory or Ad Hoc Committees to perform specific tasks. All such committees shall have a defined and limited duration, a specific purpose and shall fully comply with Article VII Section 3 above.

ARTICLE VIII  
Related Organizations

Section 1. Definition

Related Organizations are separate, controlled entities or subsidiaries that assist the Mohawk Valley Library System in the implementation of the system mission. All related organizations must be approved by the Mohawk Valley Library System Board of Trustees, and there must be a mechanism for the system to maintain control over any related organization.

Section 2. Joint Automation Council

The Joint Automation Council oversees the operation of the MVLS/SALS Joint Automation Project, which delivers library computer services to MVLS and SALS member libraries on behalf of the two participating systems. The membership and duties of the council are outlined in the Joint Automation Agreement approved and signed by the MVLS and SALS Boards of Trustees.

Section 3. The Foundation for Mohawk Valley Libraries

The Foundation for Mohawk Valley Libraries is a supporting organization that works to raise funds to benefit the Mohawk Valley Library System and its member libraries. Foundation board members are appointed by the MVLS board and membership. The Foundation Bylaws outline the duties of Foundation trustees and officers and dictate the activities of the Foundation. Most Foundation Bylaws can be changed only with the approval of the MVLS Board of Trustees.

ARTICLE IX  
Director

- Section 1. The Director shall be the active executive and administrator of the System, acting under the direction and review of the Board, and shall act as professional advisor to the trustees. (S)He shall have, subject to the approval of the Board, general control and direction of the employees, business affairs including the approval of vouchers and payroll, real and personal property, and administration of the library system. (S)He shall issue the usual requisitions for the purchase of any supplies, equipment, and all other necessary purchasing within the budget appropriation, except that all non-recurring capital expenditures shall have the approval of the Board. The Director shall act as financial clerk of the System. (S)He shall also perform such other duties as (s)he may be directed to perform by the Board.
- Section 2. The Director shall be held responsible for the proper performance of their duties by all Mohawk Valley Library System employees.
- Section 3. The Director shall, under the supervision of the Board prepare the Annual Report, and such other reports as the Board may request.
- Section 4. It shall be the duty of the Director to attend all meetings of the Board, including budget meetings. (S)He shall have the right to speak on all matters under discussion at such Board meetings, but (s)he shall not have the right to vote thereon.

ARTICLE X  
Assistant Director

- Section 1. The Assistant Director shall be appointed by the Director subject to the approval of the Board.
- Section 2. In the absence of the Director, the Assistant Director is empowered to sign payrolls, requisitions, and other official papers for the Mohawk Valley Library System.

ARTICLE XI  
Amendments

- Section 1. Amendments to these Bylaws may be made by majority vote of the Board at a regular 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 and/or emailed to each Board member at least ten (10) days prior to the meeting at which the vote is to be taken.

Revised and Approved  
February 21, 2002  
Revised and Approved  
March 17, 2005  
Revised and Approved  
September 15, 2005  
Revised and Approved  
June 21, 2007  
Revised and approved  
September 18, 2014  
Revised & Approved  
October 15, 2015