



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" and approval by the Commissioner of Education as required by Education Law 255(2)(i). Such members shall be entitled to voting privileges at the Annual Meeting of the System and as required by Education Law and Department of Education 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 ensure the achievement of the System's objectives, employ an Executive Director, approve the terms of participation for members, 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.

Trustees must maintain residence in the corresponding county to remain qualified for their position.

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, nor any employee of a participating library, 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. Any Trustee who fails to attend three consecutive regular meetings without excuse recorded as "excused" in the minutes of the relevant meetings, shall be deemed to have resigned per Education Law 226; such removal shall be noted in the minutes. Any Trustee who fails to attend half the regular meetings in a fiscal year shall be removed on the basis of neglect of duty; such removal will be by complaint and notice per Education Law 226(8). Vacancies based on removal shall be filled in accordance with Section 7. Absences shall be monitored by the Secretary.

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 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 a vote of a majority of the Trustees of the Board attending the Annual Meeting.

Section 8. Suspension and/or Removal

The Board may suspend and/or remove a Trustee upon due proof of misconduct, incapacity, neglect of duty per Education Law 226, subdivision 8.

As required by law, removal or suspension of a trustee shall be upon a written complaint by another trustee. Notice of the complaint and the contemplated suspension or removal shall be received by all trustees at least seven days before the vote.

Suspension or removal shall be per a majority vote of the entire Board.

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. Minutes shall note Trustees attending, excused absences, and unexcused absences.
- d) The Treasurer shall ensure the funds of the library system are deposited in a bank or banks designated by the board of trustees and shall ensure such funds are expended only under the direction of such trustees upon properly authenticated vouchers. Before entering upon his duties, such treasurer shall execute and file with the trustees an official undertaking in such sum and with such sureties as the board shall direct and approve.
- 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) terms 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.

The Assistant Treasurer shall pay all the bills of the System as approved by the Executive Director or the Board, shall keep accurate books of account, receipts and disbursement and shall present to the Board monthly financial reports and other reports and supportive documents as requested.

The Auditor of the Bills shall review, for regularity, the bills approved by the Executive Director and paid by the Chief Financial Officer.

ARTICLE VI COMMITTEES OF THE BOARD

Section 1. Establishing Committees

- a) The Executive Committee shall comprise the President, Vice President, Secretary, Treasurer, and the immediate Past President, if still a Board member, and if the Board Officer's term expires in the prior year, they shall remain in office until the organizational meeting. 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 the 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. The Board shall hold regular meetings at such times and places to be designated by the Board and shall meet not less than eight times per year.

Board members shall receive the agenda and other pertinent materials no fewer than five (5) business days prior to the meeting.

Consistent with the Education Law, board meetings shall comply with the Open Meetings Law by: publicly posting advance notice, sending advance notice to the media, posting board agenda and packets before the meeting on the System web site and making them available in hard copy upon request, allowing remote attendance and viewing only as provided by board-approved policy, and posting on the website or otherwise making available the draft minutes within one week of a meeting.

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 and other Board-invited individuals 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 AND FISCAL PRACTICES

- Section 1. The fiscal year of the System shall be from January 1st to December 31st.
- Section 2. The Board shall adopt fiscal control policies and protocols to ensure the System, the Treasurer, the Assistant Treasurer, and the Auditor of Bills conduct their duties per the requirements of 8 NYCRR 90.6 and other applicable laws, regulations, and policies.

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, or a Trustee's family member.
- All Trustees shall abide by the Conflict of Interest Policy adopted by the Board.
- No Trustee of the System shall be interested directly or indirectly in any claim against or contract with the system for lawful compensation and expenses.
- 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 perceived, potential or actual conflict of interest, and recuse themselves from that portion of the Board meeting as required by policy. Declarations and recusals shall be noted in the minutes.

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, in conformity with the law and System bylaws and policy. To qualify, an individual must cooperate in the defense of any action or proceeding as provided herein and abide by applicable carrier requirements.

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

Reviewed by Bylaws & Policy Review Committee 7-14-2022, 7-25-2022, 9-30-2022, 11-07-2022

Amended November 21, 2022

Reviewed by Bylaws & Policy Review Committee 11-13-2023

Amended by RCLS Board of Trustees 12-13-2023

Reviewed by Bylaws & Policy Review Committee 03-11-2024

Amended by RCLS Board of Trustees 05-21-2024