

**HUDSON AREA ASSOCIATION LIBRARY
BY-LAWS**

Preamble

The Board of Trustees (hereinafter designated as the "Board") of The Hudson Area Association Library, a corporation created under a charter granted under Section 253 of the New York State Education Law by the Board of Regents of the State of New York, dated June 29, 1973, will be governed by the laws of New York State, the regulations of the Commissioner of Education and by the following by-laws.

1. NAME OF ORGANIZATION

- a. The name of the organization will be the Hudson Area Association Library

2. PURPOSE

- a. The purpose of the organization is to provide superior library service to the residents, adults and children of the City of Hudson, town of Greenport, and adjacent townships per the 1968 Permanent Charter.

3. FISCAL

- a. The fiscal year of the library will be the calendar year.

4. BOARD OF TRUSTEES

- a. The library will be governed by a Board of Trustees. The Board will consist of no more than 15 and no less than 11 members, elected for terms of 3 years each. Newly elected members will take office at the first meeting following the annual meeting.
- b. Trustees are expected to attend all regular and special meetings as well as work actively on the committees to which they are assigned.
- c. No Trustee will serve for more than two consecutive three-year terms. After at least a one-year hiatus, a Trustee may be re-elected.
- d. Any vacancy will be filled by special election of the Board. The trustee so elected will take office upon election for a term ending three years from the next annual meeting.
- e. Each Trustee will have one vote, irrespective of office held.

f. A Trustee must be present at a meeting to have his/her vote counted. A Trustee is considered present if on a videoconference but not a teleconference subject to the restrictions in Section 8 e herein.

g. All actions of the Board will be of the Board as a unit. No Board member will act on behalf of the Board, on any matter, without prior approval of the Board. No Board member by virtue of his/her office will exercise any administrative responsibility with respect to the library nor, as an individual, command the services of any library employee.

5. OFFICERS

a. The officers of the Board will be the President, Vice-President, Recording Secretary, Corresponding Secretary and Treasurer, elected annually by the Board at the annual meeting. These officers will serve for a period of one year or until their successors will have been duly elected.

b. The duties of such officers will be as follows:

i. The President will preside at all meetings of the Board, authorize calls for any special meetings, appoint all committees, execute all documents authorized by the Board, may serve as an ex-officio voting member of all committees, and generally perform all duties associated with that office.

ii. The Vice President, in the event of the absence or disability of the President, or of a vacancy in that office, will assume and perform the duties and functions of the President.

iii. The Recording Secretary will keep a true and accurate record of all meetings of the Board, issue notice of all regular and special meetings, prepare minutes for distribution within two weeks of such meeting, maintain a record book consisting of the minutes of all past meetings, and will perform such other duties as are generally associated with that office. The Corresponding Secretary will handle correspondence including acknowledgment of gifts, and will perform such other duties as are generally associated with that office.

iv. The Treasurer maintains all financial records of the library, pays all bills incurred by the library from Library Funds, acts as chairman of the finance committee, reports monthly to the board, in writing, of the financial status of the library, presents an annual financial report at the annual meeting of the board, and will perform such duties as generally devolve upon the office. In the absence or inability of the Treasurer, his/her duties will be performed by such other members of the Board as the Board may designate.

6. DIRECTOR

- a. The Board will appoint a Director who will be the executive officer of the policies of the Board and will have charge of the administration of the library under the direction and review of the Board. The Director will be responsible for the care of the buildings and equipment; for the employment and direction of the staff; for the efficiency of the library's service to the public; and for the operation of the library under the financial conditions contained in the annual budget. The Director will render and submit to the Board reports and recommendations of such policies and procedures, which, in the opinion of the Director, will improve efficiency and quality of library service. The Director will attend all Board meetings except the portion of the meeting at which the director's appointment or salary is to be discussed or decided.

7. COMMITTEES

- a. A nominating committee will be appointed by the President in December who will present a slate of officers and names of candidates for new trustees in February. Additional nominations may be made from the floor.
- b. Task Forces for specific purposes may be appointed by the President. Such task forces will serve until the completion of the work for which they were appointed.
- c. All committees will make a progress report to the Board at each of its meetings.
- d. No committee will have other than advisory powers unless, by suitable action of the Board, it is granted specific power to act.

8. MEETINGS

- a. Meetings will be held each month, the date and hour to be set by the Board. Written notice of all meetings will be e-mailed by the Recording Secretary to each member at least five days before the meeting. Notice of these meetings must be given in the Register Star and posted on the library's website not less than 72 hours prior to the meeting

b. A special meeting of the Board may be called at any time by the President or upon the request of three members for a specific purpose. No business may be transacted at such special meeting except the stated business. Notice must be given to the public "to the extent practicable" at a reasonable time prior to the meeting

c. The Annual Meeting will be held in March of each year immediately following the regular monthly meeting. The business transacted at this meeting will include the election of new trustees and new officers and the ratification of the approved operating budget for the current calendar year. Public notice of this meeting must be given in the Register Star and posted on the library's website at least 15 days prior to the meeting.

d. The operating and financial reports for the previous year and the budget for the subsequent calendar year will be presented for approval at the regular meeting in January.

e. A simple majority of the existing Board will constitute a quorum for the conducting of all business. The vote of a Trustee on a teleconference will not be counted. The vote of a Trustee on a videoconference will be counted provided the videoconference site is open to the public and cited in the notice of the meeting.

f. The order of business for regular meetings will include, but not be limited to, the following items:

- i. Roll call of members
- ii. Disposition of minutes of previous regular meeting and any intervening special meetings
- iii. President's Report
- iv. Treasurer's Report
- v. Director's reports
- vi. Committee report
- vii. Unfinished business
- viii. New business
- ix. Period for Public Expression
- x. Adjournment

9. AMENDMENTS

a. Amendments to these By-Laws may be proposed at any regular meeting and will be voted upon at the next regular meeting. Written notice of the proposed amendment or amendments will be sent to all absent members at least ten days prior to the voting session. A simple majority of the Board will be sufficient for adoption of an amendment.

b. Any rule or resolution of the Board, whether contained in these By-Laws or other wise, may be suspended temporarily in connection with business at hand, but such suspension, to be valid, may be taken only at a meeting at which two-thirds of the members of the Board are present and two-thirds of those present must approve.

10. PROCEDURE

a. All procedures not specified herein will be in accord with Robert's Rules of Order, Revised.

**Approved by The Hudson Area Association Library Board of
Trustees on January 8, 2014**