HUDSON AREA ASSOCIATION LIBRARY BY-LAWS

Preamble

The Hudson Area Association Library (the "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 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 YEAR

    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 ("the Board") of Trustees ("Trustees" and each a "Trustee"). The Board will consist of no more than eighteen (18) and no less than thirteen (13) Trustees, elected for terms of three (3) years each. Newly elected Trustees 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. The Trustee so elected will take office upon election for a term ending three (3) years from the next annual meeting of the Board ("Annual Meeting").

    e. Each Trustee will have one (1) vote, irrespective of office held.

    f. A Trustee must be present at a duly called meeting to have such Trustee's vote counted. A Trustee is considered present at a meeting if such Trustee participates in such meeting via videoconference, but not via 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 Trustee will act on behalf of the Board, on any matter, without prior approval of the Board. No Trustee 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, and Treasurer, elected annually by the Trustees 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, will authorize calls for any special meetings, will appoint all committees, execute all documents authorized by the Board, may serve as an *ex officio* voting member of all committees, and, generally, will 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 a reasonable time after such meeting; maintain a record book or digital file consisting of the minutes of all past meetings; and will perform such other duties as, generally, may devolve upon the office. In the event there is no Recording Secretary the following procedure will be followed: The members of the Board of Trustees will be listed alphabetically by last name. The President, Vice President, and Treasurer are excluded from this list. Each month in ascending alphabetical order a Trustee will fulfill the duties of the Secretary. These include taking minutes at board meetings. The duties will extend to the moment any corrections or amendments are approved at the next month's board meeting and the approved minutes are filed. Changes in the list of members of the Board of Trustees by addition or deletion will be made as these occur.
iv. The Treasurer will: maintain all financial records of the library; pays all bills incurred by the library from library funds; act as chairman of the finance committee; report monthly to the board, in writing, of the financial status of the library; prepare an annual financial report of the library's business; and perform such duties as, generally, may devolve upon the office. In the absence or disability of the Treasurer, his/her duties will be performed by such other Trustee or Trustees as the President may designate.

6. LIBRARY DIRECTOR

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

7. COMMITTEES

    a. A Board Development Committee will establish and carry out procedures to: assess and plan board composition; recruit, nominate, orient and train new trustees; develop engagement and skills for all trustees.The committee will present a slate of officers and candidates for new trustees at the January meeting. Election occurs at the Annual Meeting except as required by vacancies that may arise. The Vice President is the Chair of the committee. Additional nominations may be made from the floor during the annual meeting or such other meeting of the Board during which officers of the Board are to be elected.

    b. Task forces or special committees may be formed for a specific purpose. The members of each such task force or special committee will be appointed by the President and will serve until the completion of the work for which such task or special committee was formed.

    c. All committees will make a progress report to the Trustees at each Board meeting.

    d. No committee will have other than advisory powers unless, by suitable action of the Board, it is granted specific power to act.

8. BOARD ADVISORS

    a. The Board of Trustees may appoint individuals to serve as Board Advisors to provide strategic guidance, subject-matter expertise, and community insight in support of the Library’s mission.

    b. Board Advisors are not members of the Board of Trustees and shall not have voting rights or fiduciary responsibilities. Advisors may participate in Board and committee

meetings at the invitation of the Board Chair or Executive Director but shall not be counted toward quorum.

c. Board Advisors may serve on committees in a non-voting capacity but may not serve as committee chairs.

d. Board Advisors are expected to support the Library's fundraising, advocacy, and community engagement efforts.

e. Advisors shall be appointed by a majority vote of the Board of Trustees for a term of up to one year and may be reappointed at the Board's discretion.

f. All Board Advisors are required to review and sign the Library's Conflict of Interest Policy upon appointment and annually thereafter.

g. The Board of Trustees may remove a Board Advisor at any time, with or without cause, by majority vote.

9. MEETINGS

a. Meetings of the Board will be held each month, the date and hour to be set by the President. Written notice of all meetings will be delivered by email or other electronic method by the Recording Secretary to each member at least five (5) days before the meeting. Notice of these meetings must be given in the Register Star (or its successor or such other local publication of reasonably wide circulation) and posted on the library's website not less than seventy-two (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 (3) members for a specific purpose. No business may be transacted at such special meeting except as stated in such notice. To the extent practicable, notice of such special meeting must be given to the public in advance of such meeting.

c. The Annual Meeting will be held in March of each year immediately following its regular monthly meeting. The business transacted at the Annual Meeting will include the election of new Trustees and new officers and the ratification of the approved operating budget for the current fiscal year and the Treasurer's presentation of the library's annual financial report. Public notice of the Annual Meeting must be given in the Register-Star (or its successor or such other local publication of reasonably wide circulation) and posted on the library's website at least fifteen (15) days prior to such meeting.

d. The operating and financial reports for the previous fiscal year and the budget for the current fiscal year will be presented by the Treasurer for approval by the Trustees at the Board's regular meeting in January of each year.

e. Ten (10) Trustees will constitute a quorum for the conducting of all business at a meeting of the Board. The vote of a Trustee on a teleconference will not be counted for the purpose of establishing a quorum. The vote of a Trustee on a videoconference will be counted for the purpose of establishing a quorum provided the videoconference site is open to the public and cited in the notice of such meeting.

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

   i. Roll call of Trustees
   ii. Disposition of minutes of the previous regular meeting and any intervening special meetings
   iii. President's report
   iv. Treasurer's report
   v. Library Director's reports
   vi. Committee reports
   vii. Unfinished business
   viii. New business
   ix. Period for public expression
   x. Adjournment

10. AMENDMENTS

a. Any amendment to these by-laws may be proposed at any regular meeting and will be voted upon at the next Board's regular meeting. Written notice of the proposed amendment will be sent to all Trustees at least ten (10) days prior to the meeting at which such amendment will be voted upon. A simple majority of the Trustees attending such meeting will be sufficient for adoption of an amendment.

b. Any rule or resolution of the Board, whether contained in these by-laws or otherwise, may be suspended temporarily in connection with business at hand, but such suspension, in order for it to be valid, may be taken only at a meeting at which two thirds (2/3) of the Trustees are present and two thirds (2/3) of those Trustees present at such meeting have approved.

11. PROCEDURES

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

Approved by the Hudson Area Association Library Board of Trustees on 7/16/2026.