

Bylaws of the Directors Association of the Mid-Hudson Library System

ARTICLE I. NAME: The name of this organization shall be the **DIRECTORS ASSOCIATION OF THE MID-HUDSON LIBRARY SYSTEM**, hereafter referred to as "Directors Association."

ARTICLE II. PURPOSE: The purpose shall be to address the needs and concerns of member libraries; provide a forum for the exchange of ideas; encourage the dissemination of information in the field of library management; forward recommendations to the Mid-Hudson Library System; and forward recommendations to the Mid-Hudson Library System Board of Trustees on issues pertaining to the management of services provided by the Mid-Hudson Library System including, but not limited to, collective agreements and cost sharing for services.

The Directors Association has the ultimate responsibility for establishment, review, and modification of the policies and procedures for system automation.

ARTICLE III. MEMBERSHIP: The Directors Association shall consist of the designated director/manager of each member library as defined by NYCRR Title 8 – Education §90.8. Administrators and consultants of the Mid-Hudson Library System and member libraries are welcome to attend as non-voting members.

ARTICLE IV: COMMITTEES

Section 1. Advisory Committees: The Directors Association shall have three permanent advisory committees: System Services (SSAC), Resource Sharing, and Central Library and Collection Development. These committees shall develop recommendations for Directors Association consideration and action based on charges approved by the Directors Association, as modified from time-to-time.

Section 2. Composition and Officers: Each advisory committee will be composed of two members from each county, as chosen by each county's directors association. A non-voting staff representative from MHLS will be assigned to each advisory committee by MHLS. Unless stated elsewhere in these by-laws, each committee shall select a Chair and Secretary from among its voting members with each office being held by directors from different counties.

Section 3. Terms: Terms for the three permanent advisory committees are four (4) years, staggered.

Section 4. System Services Advisory Committee: The Committee has more specific Directors Association management functions so its responsibilities are detailed here.

- A. **Charge:** The System Services Advisory Committee (SSAC) shall be responsible for conducting the affairs of and planning programs for the Directors Association between meetings of the membership and for chairing and recording the business proceedings of regular and special meetings.
- B. **MHLS Board of Trustees Liaison:** There shall be an SSAC representative at each meeting of the MHLS Board of Trustees. The representative will have the responsibility of providing a report of activities and concerns of the Directors Association, along with Directors Association meeting minutes, to the Board of Trustees and to provide a report back to the Directors Association of the activities and concerns of the Trustees.
- C. **Officers:** Committee officers and their duties are as follows:

- a. Terms of Office: No Committee member shall hold any one office for more than two (2) full terms consecutively.
 - b. Chair: The Chair shall preside at all meetings of the Directors Association. The Chair will have the agenda sent to member libraries at least one week prior to meeting of the Association.
 - c. First Vice-Chair: The First Vice-Chair shall preside at the meetings of the SSAC and shall have all the responsibilities and perform all the duties of the Chair in case of absence of the Chair.
 - d. Second Vice-Chair: The Second Vice-Chair shall have all the responsibilities and perform all the duties of the Chair in case of absence of the First Vice-Chair, or take minutes in the absence of the Secretary.
 - e. Secretary: The Secretary shall have charge of the records of the Directors Association and shall record and disseminate the minutes of all meetings of the Directors Association. The Secretary shall have the minutes sent to member libraries at least seven (7) days prior to meeting of the Association.
 - f. Assistant Secretary: The Assistant Secretary shall have charge of the records of the SSAC and shall record and disseminate the minutes of all meetings of the SSAC. The Assistant Secretary shall have the minutes sent to the members of the SSAC at least seven (7) days prior to the meeting of the Committee.
- D. Election: Annually prior to the Directors Association's first meeting of the calendar year, the members of the SSAC shall choose officers.

Section 5. Additional Committees. From time to time, the Directors Association may appoint *ad hoc* committees from amongst its member library directors and staff to research, report, and/or draft statements on issues of relevance.

Section 6. Participation and Voting. Committees may conduct online meetings whereby remote participation is provided for committee members as well as any other member library director who chooses to participate, in accordance with established meeting protocols. A quorum shall consist of a simple majority in attendance by computer and phone and members may cast their vote either onsite or through remote participation. Committee actions shall require an affirmative vote from a majority of the Committee.

ARTICLE V: DIRECTOR ASSOCIATION MEETINGS

Section 1. Frequency: Five (5) or more regularly scheduled meetings a year will be held at the discretion of the SSAC. A calendar of meeting dates, times, and locations will be announced in January.

The Chair of the Association in collaboration with another member of the SSAC and the Executive Director of the System shall have authority to cancel, postpone meetings, or change from in-person to online. SSAC and the Executive Director will set a new date if necessary.

Special Meetings may be called by SSAC for issues that due to their nature cannot wait until the next scheduled meeting. Seven (7) days notice must be given to all members prior to the Special Meeting.

Both regular and special meetings may be held online or in person. In the event of a weather, civil, or public health emergency, authority to reschedule an in person meeting to an online meeting rests with the Chair of the SSAC or the Chair of the DA and the Executive Director, both of whom need to agree to this action. All online meetings shall be recorded and MHLS shall email the link to said recording to each member library director's email on file within twenty-four (24) hours after the conclusion of the meeting.

Section 2. Quorum: Twenty (20) members of the Directors Association must be present at a meeting to be considered a quorum. The Secretary will call the roll of members to verify attendance and a quorum to do business.

Section 3. Voting: The individuals as defined in Article III shall comprise the voting membership of the Directors Association. The voting representative is vested with full and complete authority to vote and take any other action deemed appropriate at any Association meeting. This vote shall be cast at Director Association meetings in person by the authorized representative or designee who is appointed by the Director/Manager and is a staff or board member of the library. There is no proxy voting.

Decisions of the Directors Association require a minimum of twenty (20) votes or a simple majority whichever is greater.

Issues that arise at meetings shall be tabled and placed on agenda for a vote at the next Directors Association meeting. Issues that arise at a special meeting that are both time sensitive and caused by a civil or public health emergency but not a weather emergency can be voted on at that meeting.

Voting Methods: The procedure of unanimous consent may be used in cases where there appears to be no opposition to routine business or on questions of minor importance. The routine voting procedures for situations in which unanimous consent is not obvious, for major decisions, or when a motion passes requesting a vote are as follows:

- In Person: Absent unanimous consent, votes taken during in person meetings shall be done by a show of hands for an accurate tally of all present.
- Online: Absent unanimous consent, votes taken during online meetings shall be done by roll call or an electronic voting method. Therefore, all online participants must be prepared to utilize an electronic voting method via the meeting software, mobile app, or other online voting platform.

Any item requiring a vote must be on the published agenda of the meeting that it will be voted on, no less than seven (7) days prior to the meeting. This includes but is not limited to, action items referred to the Directors Association by a committee.

ARTICLE VI: GUIDANCE:

The Association shall conduct meetings according to Robert's Rules, latest edition.

The Association shall endorse *The Library Bill of Rights* and the most current *The Librarian's Code of Ethics*, as published by the American Library Association.

Procedures pertaining to Directors Association and committee business meetings shall be reviewed not less than biennially by the SSAC.

ARTICLE VII: AMENDMENTS:

These Bylaws shall be reviewed at least biennially by the SSAC for currency. The SSAC shall report to the Directors Association of the review and its outcome.

Amendments to these Bylaws may be made by a majority vote at any meeting provided that the proposed changes shall have been submitted to the membership no later than seven (7) calendar days prior to the scheduled meeting at which the vote will take place.

Adopted: 11/13/1986, Went in effect 1/1987

Amended: 3/10/89, 5/17/89, 5/16/94, 5/11/95, 10/29/02, 4/2/09, 6/2/15, 11/15/18, 11/12/20, 2/28/24