

## ARTICLE I – Background and Collateral Documents

The Clifton Park-Halfmoon Library District (hereinafter “the District”) was created by vote of the residents of the District on February 28, 2002 pursuant to the authority of Chapter 370 of the laws of 2001, and subject to its being chartered by the Board of Regents. On February 11, 2003, the Board of Regents amended the existing Charter of the Shenendehowa Public Library to change the chartered service area to include that portion of Halfmoon outside the limits of the Mechanicville and Waterford school districts.

The above actions added a portion of the town of Halfmoon to what had been the Clifton Park Library District, doing business as the Shenendehowa Public Library. The Clifton Park Library District came into being upon the vote of the residents of Clifton Park on September 5, 1985, pursuant to the authority of Chapter 519 of the laws of 1985, and a provisional charter granted by the Board of Regents on December 13, 1985, which became effective December 31, 1985. Also effective December 31, 1985, the Board of Regents dissolved the education corporation known as the Shenendehowa Free Library, and directed the transfer of its assets to the Shenendehowa Public Library. The provisional charter was made absolute by Regents action on December 18, 1992.

## ARTICLE II – Operating Procedures

The enabling legislation described above and the charters of December 31, 1985 and February 11, 2003, contain provisions which substantially control the procedures to be followed in the operation of the Clifton Park-Halfmoon Public Library (hereinafter “the Library”). Various provisions of the Education Law, other statutes (both state and federal), the Rules of the Board of Regents, and regulations of the Education Commissioner of the State of New York also bear on the manner in which the library must be operated. The purpose of the bylaws that follow is to complement and supplement the aforesaid authorities and to provide guidance on matters of policy and procedure in the operation of the library. All questions of

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order not provided for in any of the aforesaid authorities or in these bylaws shall be determined in accordance with Roberts Rules of Order.

ARTICLE III – Board of Trustees

- A. Composition of the Board: The District shall be managed, operated, and controlled by a Board of eleven trustees constituted in accordance with Chapter 370 of the Laws of 2001, Chapter 519 of the Laws of 1985 and section 226 of the Education Law. Any trustee who fails to attend three consecutive meetings without reasons accepted as satisfactory by the Board shall be deemed to have resigned. Trustee vacancies may be filled with qualified candidates appointed by the Board. Such appointments shall expire at the end of the calendar year following the next regular library district election in which they are appointed. At any regular election if more than one seat is being filled, the qualified candidate with the most votes will fill the longest term.
- B. Officers of the Board: An organizational meeting will be held each year within 7 days of January 1<sup>st</sup>. The purpose of this meeting shall be to:
- elect officers,
  - administer the oath of office to all trustees,
  - appoint Counsel, Recorder, and Secretary,
  - adopt an annual calendar,
  - set election date,
  - solicit committee interest so that appointments can be made at the regular January meeting,
  - provide trustee education and orientation as necessary.

No other business shall be conducted at this organizational meeting; all other business shall be conducted at the scheduled regular meeting of the Board.



### Role of the Nominating Committee

Prior to the final meeting in the year preceding officer elections, the President shall recommend to the Board a Nominating Committee of three Board members.

The Nominating Committee shall not include any current officers. The Board shall approve the appointment of the committee by a majority vote. The nominating committee shall seek and evaluate candidates for the offices of president, vice-president, and treasurer.

At the final meeting of the year preceding officer elections, the nominating committee will make its recommendation to the full Board for consideration and discussion.

### Election Process

At its organizational meeting in January, the Board shall elect a president, vice-president, and treasurer, who shall be members of the Board. The nominating committee will present the recommended officers for consideration and discussion. Nominations from the floor will be considered in accordance with Roberts' Rules of Parliamentary Procedure.

If the only candidates for office are those presented by the Nominating Committee, they may be elected as a slate by a majority vote of the Board. If there are any contested races, then a separate election must be held for each office and the winner shall be determined by a majority vote of the full Board. If there is no majority of present voting Board members a runoff will be held among the top two candidates, with a majority vote of present voting Board members determining the winner.

The elected officers begin their term immediately upon conclusion of voting. The term of office for each of the aforesaid officers shall be one year, and no



individual shall hold the same office for more than three consecutive terms.

The duties of each office shall be as follows:

1. President: The President shall preside at all meetings of the Board and preserve order. He or she shall enforce the by-laws and perform such other duties as the by-laws shall direct. He or she shall appoint all committees and shall be a member ex-officio of all committees. The President shall have the power to call special meetings of the Board as well as meetings of all committees whenever he or she deems it necessary. The President shall jointly with the Treasurer have authority to sign all bank drafts and checks. The President shall have the authority to act for the Library between meetings of the Board unless the matter at issue involves a conflict between or among the enabling legislation, the charter, and/or the bylaws. Should the President be precluded by illness or otherwise from performing his or her duties, the Vice-President shall perform the duties of the President.
2. Vice-President: The Vice-President shall perform the duties of the President in the event of the President's absence or disability, and shall succeed to the office of the President upon the resignation or death of the President. If both the President and the Vice-President are absent from a meeting, then any member of the Board may call the meeting to order, and the members present shall elect a chairman *pro-tem*. In the event the President or Treasurer is not available, the Vice-President shall have the authority to sign all bank drafts and checks.
3. Treasurer: The duties of the Treasurer, in addition to those specified in Section 4 of Chapter 370 of the Laws of 2001, shall be to ensure the keeping of accurate records of all monies received and disbursed by the Library and to make a report thereof to the Board at each regular meeting and at such other times as the Board shall require. The



Treasurer shall jointly, with the President, have authority to sign all bank drafts and checks on behalf of the Library.

C. Appointees of the Board

1. Counsel: Counsel to the Board shall not be a member of the Board but shall be an attorney admitted to practice in the State of New York. Counsel shall attend all meetings of the Board, regular and special, and such committee meetings as the Board shall require. It shall be Counsel's duty to advise the Board on all legal matters and to prepare and review such documents as the Board shall deem appropriate.
2. The Recorder: The Recorder shall attend all meetings of the Board, regular and special, and such committee meetings as the Board shall require and shall record the minutes of such meetings.
3. Secretary: The secretary shall be responsible for the posting of legal notices for the annual elections required by the enabling legislation, for certifying the results of said elections, for advertising for and receiving applications for all positions in the professional staff of the Library which are appointed by and serve at the pleasure of the Board, for developing, in conjunction with the President of the Board and the Director of the Library, the agenda for each monthly meeting of the Board, and such other duties as the Board shall require.

- D. Employees, Consultants, and Independent Contractors: The Board shall have the authority to retain or employ such professional or other consultants, independent contractors or employees as it shall deem appropriate, including but not limited to architects, engineers, accountants, library consultants, and public relations consultants on such terms and for such periods as it deems appropriate.

- E. Board Records: The Library Director shall be responsible for the maintenance and safekeeping of all records of the Board, including minutes of meetings of the Board and of its subcommittees, and all financial records.

#### ARTICLE IV – Director

The Director of the Clifton Park-Halfmoon Public Library is not a member of the Board of Trustees, but shall be entitled to attend all meetings of the Board and to take part in the deliberations.

#### ARTICLE V – Committees

The President shall not later than the second meeting of the Board each year appoint a Chair and not less than two (2) members of the Board to serve on each of the following standing committees: (a) Building and Grounds, (b) Personnel, (c) Public Relations, (d) Policy, (e) Legislative, and (f) Long Range Planning. The President shall not later than the second meeting of the Board each year appoint not less than two (2) members to serve on the Finance and Audit Committee, which shall be a standing committee. The Treasurer of the Board shall serve as a member and the Chair of the Finance and Audit Committee. Other committees may be appointed as needed to serve until discharged by the Board, and such other committees may be composed in whole or in part of individuals other than Board members. A quorum for the transaction of any committee business shall consist of a simple majority of the members of the committee.

#### ARTICLE VI – Meetings

The Board shall meet monthly at a time and place designated by the Board. In no event shall meetings be held less frequently than quarterly. The President may call a special meeting of the Board on not less than 72 hours notice. A quorum for the transaction of business at any such meeting shall consist of a simple majority of the entire Board.

ARTICLE VII – Order of Business

The order of business at all regular meetings shall be as follows:

1. Election of Board Officers or Chairman *pro tem*, as necessary
2. Approval of Agenda
3. Approval of Minutes of last meeting
4. Public Comment
5. Board Comment
6. Report of the President
7. Acceptance of Treasurer’s Report
8. Report of Director
9. Reports of Committees
10. Unfinished Business
11. New Business
12. Adjournment

This order of business may be changed at any meeting by general consent.

ARTICLE IX – Fiscal Year

The fiscal year of the Clifton Park-Halfmoon Public Library shall be the calendar year.

ARTICLE X – Policies

Policies adopted by the Board shall be recorded in the minutes and shall be kept in a separate policy book.

ARTICLE XI – Conflict of Interest

No trustee or director or any member of their immediate families shall personally benefit financially from any transaction made by or on behalf of the Clifton Park-Halfmoon Public Library. No applicant for employment with the Library shall be considered disqualified for such employment solely because they are related by blood or marriage to a trustee or director, and such employment shall not

constitute “financial benefit” with the meaning of this Article. Members of the Board of Trustees may not be employed by the Library.

ARTICLE XII – Amendments

Amendments to these bylaws may be proposed at any regular meeting and shall be voted upon at a subsequent regular meeting. Written notice of the proposed amendment or amendments shall be sent to all members at least ten days prior to the voting session. A two-thirds majority of the whole Board (including vacancies) shall be sufficient for adoption of an amendment..

Initial Adoption Date: 5/19/1986

Modified Date	Description of Modification
6/16/1997	
3/15/2004	
09/19/2005	
12/19/2005	
3/19/2007	Added organization meeting date and agenda
07/16/2007	Added term limits to officers
3/21/2011	Added Long Range Planning as a standing committee
6/15/2015	Changed Finance Committee to Finance and <i>Audit</i>
12/21/2015	Added trustee education and orientation to Organizational Meeting
3/21/2022	Added detailed information about the nominating process for officers
2/27/2023	Edited Article V to define that the Treasurer is the Chair of the Finance and Audit Committee
12/18/2023	Added the Vice-President as an authorized check signer. Changed the process for bylaw amendment proposals.
2/23/2026	Added President’s report to the meeting agenda