



OWWL LIBRARY SYSTEM

BOARD OF TRUSTEES BYLAWS

SYSTEM PURPOSE

The OWWL Library System (the System) exists to support the expansion and improvement of public library services in Livingston, Ontario, Wayne and Wyoming Counties. The System provides to its members consultation services, technology support, advocacy, and guidance on library related topics. The System also acts as a forum for discussion, coordination of services, and distribution of State and Federal aid across the four counties.

BOARD OF TRUSTEES

1. The OWWL Library System Board of Trustees shall be composed of nine members, representing diverse perspectives from its service area. Trustees are dedicated to acting in the best interests of the OWWL Library System and ensuring the continued sustainability of library services across Ontario, Wayne, Wyoming, and Livingston Counties.
2. Any person residing in the area served by the System is eligible to hold the office of Trustee, except employees of the System or employees of a member library.
3. System trustees shall be elected by a meeting of the member library trustees during the System's Annual Meeting held in the last quarter of each year (Education Law 255; subdivision 2).
4. The term of each shall be three years. No trustee shall hold office consecutively for more than three full three-year terms.
5. Terms shall expire on December 31 each year.
6. In the case of a vacancy, the term shall be filled by an appointment by the System's board of trustees until the next annual election.
7. The Board may remove a Trustee for misconduct, incapacity, neglect of duty, neglect of System Policies, or refusal to carry into effect the System's educational purpose as provided in Education Law 226; subdivision 8.
8. Each Trustee shall have one vote, irrespective of office held.
9. A Trustee must be present at a meeting to have their vote counted.
10. A simple majority of the whole Board (including vacancies) is required for any motion to pass.
11. All actions of the Board shall be of the Board as a unit. No Board member shall act on behalf of the Board, on any matter, without prior approval of the Board. No Board member by virtue of their office shall exercise any administrative responsibility with respect to the System nor, as an individual, command the services of any library employee.

12. The fiscal year of the OWWL Library System shall be the calendar year.

OFFICERS

1. The officers shall be President, Vice President, Treasurer, and Secretary. A Claims Auditor independent of the Board, shall be appointed annually by the Board.
2. All officers and appointees shall be elected at a regular meeting prior to the first regular meeting of the year and following the Annual Meeting.
 - a. The President shall preside at all meetings and shall have the usual powers of a presiding officer. At the first regular meeting following the Annual Meeting, the President shall appoint a nominating committee to prepare and propose a slate of officers. This slate is to be presented at the next regular meeting and after its acceptance to be effective for the following year.
 - b. The Vice President shall act as President in the absence of the President.
 - c. The Secretary shall be responsible for coordinating meeting notices, appointing a designee for recording minutes of Board Meetings, and responding to any correspondence on behalf of the Board.
 - d. The Treasurer shall present a financial report at each regularly scheduled Board Meeting and shall Chair the Finance Committee of the Board.
 - e. The Claims Auditor shall be appointed by the Board to ensure that all expenditure vouchers are properly itemized and documented before payments are made.
3. In the case of an officer vacancy the President shall appoint a nominating committee to propose an officer. The officer is to be presented at the next regular meeting and after its acceptance to be effective immediately.

MEETINGS

1. The Board shall hold regular meetings at such a place and time as may be prescribed by the Board.
2. The Board shall meet no fewer than six times per year (Education Law 255; subdivision 2).
3. Special meetings shall be held on the call of the President or any three trustees for a specific purpose. No business may be transacted at such special meeting except the stated business.
4. A majority of the whole board, including vacancies, shall constitute a quorum for the transaction of business.
5. Any Board member unable to attend any meeting of the Board should notify the Board President and/or the System's Executive Director in order to secure a quorum at each meeting.
6. Proceedings shall be conducted in the manner usual in deliberative bodies as follows:
 - a. Minutes of the previous meeting
 - b. Financial Report and Audit
 - c. Communications and Reports
 - d. Old Business
 - e. New Business
 - f. Next Meeting Date
 - g. Adjournment

7. This order of business may be changed or suspended during any meeting of the Board by consent of the Trustees present.
8. If any Trustee shall fail to attend three consecutive meetings without an excuse accepted as satisfactory by the Board, he or she shall be deemed to have resigned, and the vacancy shall be filled (Education Law 226; subdivision 4).
9. Any Trustee wishing to resign should present that request in writing to the Board President. The resignation shall be voted on at the next regular or special meeting. Resignations shall be approved in a manner that does not allow board representation to fall below quorum.
10. There shall be an Annual Meeting during the last quarter of each year at which Trustees will be elected to the Board or to fill expired terms. Representatives of Member Libraries will be encouraged to attend.

COMMITTEES

1. The Standing Committees of the Board of Trustees shall include:
 - a. **Personnel Committee:** Reviews staff appointments, terminations, benefits, and salaries. This committee also conducts the Executive Director's annual evaluation.
 - b. **Finance Committee:** Oversees the fiscal operation of the system. The committee works with the Executive Director with regard to the preparation of an annual budget.
 - c. **Audit Committee:** Selects the independent auditor based on procurement policies and receives the independent auditor's report. The committee receives Conflict of Interest disclosures from trustees and key employees and determines irreconcilable conflicts.
 - d. **Policy Committee:** Develops fiscal and other required policies, reviewing and updating every five-years in accordance with minimum standards of service according to Section 90.2 of the Regulations of the Commissioner of Education.
 - e. **Construction Aid Award Committee:** Responsible for oversight of New York State public library construction aid to member libraries and makes construction grant award recommendations to the Board. The President will annually appoint the committee after member library intent to apply forms are received by the System. Trustees that also serve on the board of an applying library will be ineligible to serve on the committee.
2. Ad Hoc Committees will be appointed by the Board as the need arises.
 - a. **Nominating Committee:** Established to nominate officers for the subsequent year.
3. All reports of committees shall be presented in writing at the subsequent Board of Trustees meeting.
4. No action of any committee shall be binding until approved by the Board unless full authority has previously been given by the Board.
5. No committee shall authorize any expenditure without authority of the Board.
6. Committees shall be appointed by the Board prior to the first meeting of the year.
7. The President shall be, ex officio, a member of all committees.

LIAISONS TO THE BOARD

1. The **Executive Director** of the OWWL Library System shall be considered the Executive Officer of the Board. They shall have sole charge of administration of the System and shall be directly responsible to the Board of Trustees.

INDEMNIFICATION OF BOARD MEMBERS, OFFICERS, AND EMPLOYEES

1. **General Indemnification:** To the fullest extent permitted by law, the System shall indemnify and hold harmless its current and former board members, officers, and employees (hereinafter referred to as "Indemnitees") from any and all claims, demands, suits, damages, liabilities, losses, and expenses, including attorneys' fees and costs, arising from or relating to any act or omission made in good faith in the course of their duties on behalf of the System, except in cases of gross negligence, willful misconduct, or unlawful actions.
2. **No Indemnification for Personal Wrongdoing:** The System shall not indemnify any Indemnatee for actions that are determined to be the result of personal wrongdoing, including but not limited to:
 - a. Fraud, dishonesty, or bad faith actions.
 - b. Violation of any criminal law (except minor offenses).
 - c. Any act that involves a breach of fiduciary duty.
3. **Advance of Expenses:** The System may, at its discretion, pay expenses (including attorneys' fees) in advance of the final disposition of any claim, suit, or proceeding, provided that the Indemnatee agrees to repay such advance if it is ultimately determined that they were not entitled to indemnification under this provision.
4. **Insurance:** The System may, at its discretion, purchase and maintain insurance on behalf of any Indemnatee against any liability or expense incurred in connection with their role as a board member, officer, employee, or volunteer, even if the System would not otherwise be required to indemnify them under this provision.
5. **Survival of Indemnification Rights:** The indemnification rights provided under this provision shall continue in effect even after the Indemnatee has ceased to hold the position or role that gave rise to the indemnification rights, and shall benefit the heirs, executors, and administrators of the Indemnatee.
6. **Limitation of Liability:** This indemnification provision is intended to provide indemnity to the fullest extent allowed by law, and it shall be construed in a manner that is consistent with applicable law and regulations. If any part of this provision is found to be invalid or unenforceable, such finding shall not affect the validity or enforceability of the remaining provisions.

AMENDMENT

These bylaws may be repealed, amended or added to at a regular meeting of the Board by a majority vote of the Trustees present, but only after the substance of the proposed change has been submitted in writing at a prior regular or special meeting, and notice thereof has been given in the notice of the meeting at which it is to be considered.

*Amended: March 12, 2025; March 13, 2024; December 14, 2022; June 9, 2021; December 9, 2020; January 13, 2016; December 14, 2011; June 8, 2011; March 8, 2000; November 16, 1994; June 16, 1993
Established: June 28, 1990*