

**Onondaga County Public Library Board of Trustees**  
**Bylaws**  
**Revised Nov. 15, 2023**

***Section 1. Purpose***

This organization is and shall be known as the Onondaga County Public Library (OCPL) as established by Resolution #522 adopted by the Onondaga County Legislature December 3, 1973, and under a provisional charter December 13, 1974, and absolute charter granted December 14, 1979, by the Board of Regents of New York State; to assure, expand and improve library service in the area served by the member libraries and in other sections of Onondaga County which do not now have library service, and to provide library materials and information services directly to the residents of Onondaga County.

***Section 2. Board of Trustees***

The Onondaga County Public Library Board of Trustees serves as the Board of Trustees for both the Onondaga County Public Library system and the City of Syracuse branch libraries, including the Central Library.

Library Policies including general oversight, fiduciary responsibility and employment and evaluation of the Executive Director is under the authority of the Onondaga County Public Library Board of Trustees. The Board shall possess all powers, duties, privileges and responsibilities accorded to Trustees of public libraries and library systems by New York State Public Library Law, Rules of the Board of Regents and Regulations of the Commissioner of Education. The Board shall be comprised of eleven Trustees appointed by the County Executive, subject to confirmation by Onondaga County Legislature.

The term of office of a Trustee shall be five years and shall run from January 1 to December 31. The terms of office of the Trustees shall be such that every year the terms of office of two Trustees expire except that every fifth year the terms of office of three Trustees expire. No Trustee shall hold office consecutively for more than two full terms plus an initial partial term, if any. No staff member of the OCPL or of any library served by it shall be eligible for the office of OCPL Trustee.

***Section 3. Appointment of Trustees***

Trustees whose terms will expire December 31 of a given year shall serve until their successors have been appointed by the Onondaga County Executive and confirmed by the Onondaga County Legislature. The Board president shall inform the County Executive 180 days and again in 90 days in advance of the expiration of the terms of Trustees. All trustees must be residents of Onondaga County throughout their terms of service; anyone who permanently leaves the county forfeits her/his position on the Board.

***Section 4. Absenteeism and Removal of a Trustee***

Trustees are expected to attend the Regular Board meetings. Trustees who notify the Board

President or Board clerk of a pending absence prior to the start of the Board meeting will be placed on a Consent Agenda as having an excused absence providing that the Consent Agenda is approved by a majority vote of the Board. If any Trustee fails to notify the Board President or Board clerk of a pending absence for three consecutive meetings, that Trustee will be deemed to have resigned from the Board of Trustees.

By the authority given to the Board of Trustees under New York State Law a Trustee may be removed by the vote of a majority of the entire Board. Such removal shall be upon notice and on examination and due proof of the truth of a written complaint by any Trustee alleging misconduct, incapacity or neglect of duty. At least one week's notice of the proposed action must be given to the accused and to each Trustee.

### ***Section 5. Officers***

The officers of the system shall be a President, a Vice President, Secretary and Treasurer, all of who shall be elected annually by the Trustees and shall hold office at the pleasure of the Trustees. Any officer may be removed from office in accordance with New York State Public Library Law. Vacancies occurring among any of the foregoing offices shall be filled by the Trustees, except that the Vice President shall automatically be President if the presidency becomes vacant. Anyone filling a vacancy will only do so during the unexpired portion of the term of the person who occupied the office. The Board shall appoint such other officers and employees with such other officers and employees with such powers and duties as it shall deem necessary.

### ***Section 6. President***

The President shall preside at all meetings of the Trustees. The President shall cast only one vote each time the Board takes action on resolutions, motions and elections. The President and Executive Director shall be responsible for the submission of long-range OCPL goals to the Board, and shall recommend to the Trustees such modifications and revisions as are necessary during the President's tenure of office. The President shall act as or designate the official spokesperson for the Board. The President shall appoint committees as may be required with approval of the Board.

### ***Section 7. Vice President***

The Vice President shall in the absence or disability of the President exercise the powers and performs the duties of the President. The Vice President shall also perform such duties as shall be prescribed by the Trustees.

### ***Section 8. The Secretary***

The Board Secretary or designee shall keep the minutes of all proceedings of the Trustees. Minutes shall indicate how each Trustee votes.

### ***Section 9. Treasurer***

The Treasurer shall have such duties and responsibilities as directed by the President.

### ***Section 10. Executive Committee***

An Executive Committee shall be comprised of the President, Vice President, Secretary, and Treasurer and, the immediate past President or designee, the majority of whom shall constitute a quorum. The President shall appoint Trustees to fill any vacancies that may occur in the Executive Committee. The Executive Committee shall be empowered to act on behalf of the OCPL Board only when time sensitive action is required in intervals between meetings of the Trustees, reporting such action to the Board for approval or disapproval at its next regular meeting. The Executive Committee cannot initiate and implement new policy on behalf of the OCPL Board.

Regarding the OCPL Executive Director, the Executive Committee carries out four duties on behalf of the Board of Trustees:

- (1) conduct an annual performance evaluation of the Executive Director, which measures the Director's performance against mutually agreed objectives, and submit a written report to the Board of Trustees;
- (2) recruit and hire the Executive Director, when there is a vacancy;
- (3) be involved in human resource matters as appropriate (e.g., annual review);
- (4) regularly review the job description of the Executive Director (Library Director V) to ensure its accuracy and work with the Onondaga County Department of Personnel to update as needed.

### ***Section 11. Committees***

The President, with the advice and consent of the Board shall appoint standing and special committees. The President shall be an ex-officio member of all committees. A majority of committee members must be Board members. The Board, by resolution, may invite non-members to serve on committees. Such committee members shall serve at the pleasure of the Board under the direction of the committee chairperson. All committee members, whether or not a member of the Board, shall enjoy equal voting rights and privileges within the committee. However, non-Board committee members shall have no voting rights on Board decisions.

Committee Meetings shall be open to the public, except where it is appropriate to enter into an executive session of the Committee, and are subject to Open Meeting Law.

### ***Section 12. Regular Meetings***

Monthly meetings of the Board shall be held no fewer than nine (9) times a year.

### ***Section 13. Organizational Meeting***

The organizational meeting shall be the first Regular meeting of the calendar year.

### ***Section 14. Special Meetings***

Special meetings of the OCPL Board may be called by the President or by written request, to the Director, of three members. Notice of special meetings shall be provided in writing or sent electronically to each Trustee by law. Such meeting shall be held as soon as practicable after notice is given to all Board members. The agenda of a special meeting shall be limited to the

specific items set forth in the notice for the meeting.

### ***Section 15. Conduct of Meetings***

As a public body, the OCPL Board of Trustees follows New York State Public Officers Law, Article 7 (Open Meetings Law) for the conduct of all of its meetings.

**Open Meetings.** In accordance with the New York State Open Meetings Law (Ch. 47, Article 7), all meetings of the Board are open to the public. Executive sessions may be called and held when necessary, as appropriate. Every Executive Session must first be approved in an open meeting by a majority vote of the Board and the purpose of the session recorded in the minutes of the open meeting. All committee meetings are subject to the Open Meetings law.

**Quorum.** For Board meetings, six trustees, which is a simple majority of the whole Board including vacancies, shall constitute a quorum for conducting all business. Six trustees, which is a majority of the whole Board including vacancies, is required for any motion to pass. Voting by proxy shall not be permitted. In the absence of a quorum, the chair of the meeting shall adjourn the meeting to another time. Notice of such adjournment shall be given to all Trustees or Committee members, as applicable, not in attendance at the adjourned meeting.

**Parliamentary Authority.** The parliamentary rules contained in *Robert's Rules of Order, Revised*, shall govern this Board in all cases to which they are applicable and in which they are not inconsistent with the Bylaws or Open Meeting Law, or such special rules of order as may be adopted by the Board.

**Public Notice.** Public notice of the time and place of all scheduled Board meetings shall be given to the news media and shall be conspicuously posted in one or more designated public venues in accordance with New York State Open Meetings Law.

**Meeting Minutes.** Minutes of all Board meetings, including committee meetings, are recorded by the Board Secretary or designee, and are available to the public on the OCPL website within two weeks, with minutes of an action taken within an Executive Session available within one week. All minutes and Board reports are maintained in the administrative offices at the OCPL Central Library.

### ***Section 16. Executive Director***

The Board of Trustees shall appoint the Executive Director. The Executive Director shall faithfully execute OCPL Board policy, administer the OCPL, and otherwise oversee all library operations. The Executive Director shall attend all meetings of the board unless excused by the President.

### ***Section 17. Election of Officers***

The President, Vice President, Secretary and Treasurer of the Board shall be elected at the December meeting for a one-year term beginning January from the slate selected by the President and presented at the November meeting, as well as from candidates who may be nominated by other Board members at the December meeting. The slate shall be circulated to all Board members at least ten days prior to the December meeting.

### ***Section 18. Fiscal Year***

The Fiscal Year of the OCPL Board of Trustees shall begin January and end December 31.

### ***Section 19. Investments***

The investment funds of the OCPL Board of Trustees shall be invested and withdrawals authorized in accordance with Board policy.

### ***Section 20. Budget***

A budget designed to further OCPL's mission shall be presented to the OCPL Board annually for their adoption and approval.

### ***Section 21. Proposals, Motions, etc.***

Any proposal or motion brought before the OCPL Board that involves major OCPL policy initially is placed on the agenda for first consideration. It is acted on at the subsequent regularly-scheduled meeting, or until a special meeting is called for the purpose of acting on the particular proposal or motion in question, thus giving the Board members time for due consideration of the proposal or motion.

### ***Section 22. Amendments***

These by-laws may be amended at any regular meeting of the Board, by a two-thirds vote of the current board members, provided that the amendment has been submitted in writing at the previous regular meeting.

### ***Section 23. Effective Date***

These By-laws will become effective immediately upon adoption by the OCPL Board of Trustees. (The By-laws were adopted by the Board on February 15, 1978; revised November 21, 1984; August 16, 2000; November 2003; and June 2012; Oct. 2013; Oct. 2014; Dec. 14, 2022; Nov 15, 2023).