THE CENTRAL NEW YORK LIBRARY RESOURCES COUNCIL

TRUSTEES' BYLAWS

Amended May 20, 2003

Article I OFFICERS

1. The Officers shall consist of a President, Vice-President, Secretary, and Treasurer.

2. The Officers shall be elected annually by the Board of Trustees. The election of Officers shall take place at a special Board meeting held immediately following the annual meeting, and their terms shall be for one (1) year. No Officers shall serve more than two (2) consecutive one-year terms, with the exception of the Treasurer.

3. The Officers shall have the usual powers and duties of their offices.

Article II DUTIES AND POWERS

1. The Board of Trustees of the Council shall have the responsibility of managing and controlling the affairs of the Council and shall have all the powers and duties of Board of Trustees of chartered educational institutions as defined in the Education Law of New York State.

2. Contracts may be entered into between the Board of Trustees and other educational institutions, other public or private agencies or corporations for the purpose of providing and receiving services, facilities and staff for the Council upon terms agreed by and between the parties of such contract.

3. The Board shall have the power to raise funds by dues of members, by solicitation of contributions and by qualification for Federal and State aid as available for the purposes of the agency, and shall have the power to expend funds, subject to annual audit, a copy of which shall be available for inspection by member institutions.

4. The Board shall have the power under such terms and conditions as it may deem appropriate, to approve staff positions and to designate committees.

5. Prior to June 1 in each year, the Board shall adopt a budget for the ensuing fiscal year, which shall run from July 1 to June 30. The budget may be modified at succeeding meetings of the board.

6. An Executive Committee, consisting of the President, Vice-President, Secretary, Treasurer and one additional trustee~~s~~ elected by the Board annually, and Executive Director ex-officio, shall have interim powers to transact such business as the Board may authorize except to make removals from office. The Executive Committee shall set the agenda and may formulate and distribute draft resolutions for Board meetings. It shall function as a Personnel Committee to make recommendations on personnel matters. The Executive Committee may not initiate and implement new policy, and all actions taken will be submitted to the Board at its next meeting for appropriate action.

Article III MEETINGS

1. The Board shall have no fewer than six (6) meetings per year, at times and places to be set by the President and upon notes mailed at least seven (7) days prior to the meeting except that a meeting of the Board shall be held immediately following the annual meeting without prior notice.

2. Other meetings may be called on ten (10) days' notice by the President or on request of three (3) of the Trustees.

3. Between regular meetings of the Board, the President may ask for a vote of the Board by mail, telephone, or e-mail on questions which require action before the next meeting of the Board. The Board members will be informed of the result of the vote immediately following the vote and the result of the vote will be presented at the next Board meeting for inclusion in the minutes.

4. Proxy voting shall not be permitted.

5. In extraordinary circumstances, members of the Board may participate in a meeting

of such Board by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at said meeting.

Article IV COMMITTEES

1. There shall be standing committees, which shall report directly to the Board of Trustees, and program committees, which shall report directly to the Executive Director of CLRC. The Executive Director will have the responsibility to keep the Board of Trustees fully informed as to the activities and progress of the program committees.

2. The President shall have the power to appoint all Committee Chairs and to approve membership of committees. Appointments to the Executive and Nominating & Board Development committees shall be confirmed by the Board of Trustees. Special committees may be appointed by the President with the consent of the Board. The President shall appoint a special selection committee to make recommendations in the event of a vacancy in the position of Executive Director.

3. All standing committees shall be chaired by a member of the Board. The President and Executive Director shall be ex-officio members of all committees except the Nominating & Board Development Committee.

4. Standing Committees, in addition to the Executive Committee, shall be the Finance, Nominating & Board Development, and Planning & Review committees.

   Executive Committee
   An Executive Committee, consisting of the President, Vice-President, Secretary, Treasurer, and one additional trustee elected by the Board annually, and Executive Director ex-officio, shall have interim powers to transact such business as the Board may authorize except to make removals from office. The Executive Committee shall set the agenda and may formulate and distribute draft resolutions for Board meetings. It shall function as a Personnel Committee to make recommendations on personnel matters. The Executive Committee may not initiate and implement new

policy, and all actions taken will be submitted to the Board at its next meeting for appropriate action.

Finance Committee

- The Finance Committee shall review the council's annual budget as prepared by the Executive Director, and shall recommend a budget for presentation to the Board at the May meeting of the Board of Trustees.
- The Committee shall monitor income and expenditures on an ongoing basis; shall review at least biennially the Council's dues policy and structure; and shall review as necessary present programs as well as new initiatives for budgetary impact. The Committee shall make appropriate recommendations relating to these activities to the Board of Trustees.
- The Committee shall investigate and find sources of financial support other than that from State aid, including gifts, grants, and charges for services.

Nominating and Board Development Committee

The Nominating and Board Development Committee shall be chaired by a member of the Board of Trustees and consist of 4 members, not all of whom must be trustees of the Council. The committee shall:

- In advance of the Annual Meeting, and in accordance with Nominating Procedures specified in the Council Constitution, prepare a slate of candidates for election to the Board of Trustees by the membership present at the Annual Meeting.
- Prepare a slate of Board officers for election at the Board's first meeting.
- Make any necessary nominations to the Board to fill Board vacancies, as specified in the Council Constitution.
- Conduct ongoing Board development, including prospecting, recruiting, selecting, orienting, training and assessing performance.

Planning & Review Committee

- The major responsibility of the Planning and Review Committee is to assist the CLRC Board in assuring that CLRC activities work towards its mission. The committee will review the Mission statement annually and make appropriate recommendations to the Board
- The Planning and Review Committee will biannually review CLRC governance documents, policies and procedures. The Planning and Review Committee will also oversee the periodic review of Bylaws charges to each of CLRC's

committees, including any recommendations by committees for changes. The P&R Committee will forward any appropriate recommendations to the Board for consideration

- The Planning and Review Committee will review all proposals by members or membership committees for any new or revised activities or plans of action for consistency with CLRC's Five Year Plan and other relevant CLRC documents. Based on this review, the Planning and Review Committee will either return the proposal to the appropriate committee for further consideration or will forward it to the CLRC Board for action.
- The Planning and Review Committee along with the Executive Director will be responsible for the annual update of the Five Year Plan, with special emphasis on the upcoming fiscal year. Committee work will be guided by member input and needs, availability of fiscal resources, and changes in Commissioner's Regulations and New York State law. The updated plan will be presented to the Board.
- At five year intervals the Planning and Review Committee at the direction of the CLRC Board will develop and implement a strategic planning process that results in the Five Year Plan.
- The Planning and Review Committee will establish such subcommittees as may be required for its work.

Program Committees shall be established by the Board of Trustees as needed. These may include such committees as the Hospital Library, Library Resources and Services, Automation, Bibliographic Services, Continuing Education, Digitization, Documentary Heritage, and Preservation committees.

Archival Services Committee

The Committee will guide CLRC on the effective use of New York State's Documentary Heritage Program resources, and advise on issues, information, and continuing education opportunities relating to local, regional, and national preservation efforts.

Automation Committee

Consistent with New York State regulations 90.19 and other applicable laws and regulations of New York State, the Automation Committee shall be broadly representative of all library systems and types of libraries in the CLRC region. The Committee shall:

- advise and assist in the development of long range planning for regional automation
- advise and assist in the development of annual plans for regional automation, including disposition of library automation grant monies for which the Council applies under RBDB, LSTA and other funding programs;
- facilitate cooperation, coordination and communication for regional automation between CLRC and all types of libraries and library systems within the region;
- when mutually beneficial, facilitate cooperation and coordination with other regions;
- assist in developing continuing education opportunities related to automation.

Bibliographic Services Committee

This Committee will concern itself with all aspects of the Council's bibliographic services programs, including resource sharing, material delivery and the Union List of Serials. This committee is empowered to create such ad hoc working committees or task forces as may be deemed necessary for concerns relating to the bibliographic services programs. Promote the development and marketing of the virtual regional catalog as a tool for resource sharing (including CopiCat). Assist in developing continuing education opportunities related to resource sharing.

Continuing Education Committee

This committee will organize and conduct continuing education programs in an aspect of librarianship or in a related area of current interest to staffs of member libraries. This committee has responsibility for seeing that the public programs planned and implemented by the Board of Trustees, Council staff and other Council committees enhance the priorities of the Council's Five Year Plan of Service. It is empowered to create small, ad hoc working committees of individuals chosen for their interest and expertise in a particular field to plan and direct each program. At least one (1) member of the parent committee must serve with any such ad hoc working group. The Committee is also empowered to join with other organizations, such as NYLA or regional ACRL groups, for the joint sponsorship of appropriate workshops or other continuing education programs. On a regular basis, conduct a Survey on the effectiveness of the Council's Continuing Education Program.

Digitization Committee

The CLRC Digitization committee will represent libraries of all types as well as other cultural heritage organizations with an interest in quality digitization programs in the region. The CLRC Digitization Committee will:

- Advise on regional and cooperative digitization efforts for the CLRC region.
- Serve as an advisory committee for CLRC digitization grant projects (providing advice on funding sources, applications, project progress, and evaluation). The grant for 2002/2003 is "Preparing Central New York History for the Future - Part 2." It is a training / planning grant.
- Identify best practices and quality digitization programs and share
- Expertise within the region. Issues of interest include Metadata and description, cost analyses, and gateway access.
- Convene and coordinate an annual continuing education meeting of people from libraries and cultural heritage organizations involved in or interested in digitization programs.

Hospital Library Committee

Consistent with New York State regulations, the committee advises and assists in the development of the annual NYS Hospital Library Services Program Priorities. The committee addresses concerns of participating hospitals and advocates for the needs of health sciences libraries. The committee will assist in developing continuing education opportunities related to the Hospital Library Services Program.

Legislative Committee

This committee will concern itself with means of achieving two primary objectives: to monitor relevant state and federal legislation and to affect outcome of proposed legislation which might impact the Council. The principal strategy of this committee will be to empower the region's librarians and other library supporters to become effective advocates on behalf of their own libraries or systems. The Committee will take an active role in developing programs and activities that support library advocacy.

Library Resources and Services (LRS) Committee

The Library Resources and Services (LRS) Committee is established to provide information and guidance to CLRC member libraries for effective development and management of library resources, including print, media, and electronic collections, personnel, and services. The LRS will evaluate existing resources and services and

assess future needs of Central New York libraries in order to identify strategies to enhance current resources or implement new ones. The Committee will review the Coordinated Collection Development Program on a regular basis.

Article V EXECUTIVE DIRECTOR

The Executive Director shall be the chief administrative officer of the Council and he/she shall be appointed by the Board of Trustees.

Article VI QUORUM

A majority of the membership of the Board of Trustees shall constitute a quorum.

Article VII AMENDMENTS TO THE TRUSTEES' BYLAWS

The Bylaws may be amended by a two-thirds vote of those present at a meeting of the Board of Trustees provided that the written text of the proposed amendment was mailed to all Trustees with the notice of the meeting.

Article VIII RULES OF ORDER

The rules contained in the current edition of Robert's Rules of Order shall govern the Council in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, regulations of the Commissioner of Education, or any statutes applicable to this organization.

Trustees' Bylaws Amendments:
5/20/03, 8/22/01, 5/24/99, 12/19/95, 10/25/94, 3/28/94, 2/22/94, 2/25/92, 12/17/91, 4/30/91, 12/18/90, 4/24/90, 12/19/89, 5/16/89, 5/24/88, 1/19/88, 7/15/86, 6/25/85, 5/17/83, 3/16/82, 1/19/82, 5/19/81, 3/20/79, 11/11/75, 1/25/75, 11/72