

THE CENTRAL NEW YORK LIBRARY RESOURCES COUNCIL

TRUSTEES' BYLAWS

10/21/2022

ARTICLE I. NAME

The name of this organization shall be The Central New York Library Resources Council.

ARTICLE II. OBJECTIVES

The Board of Trustees shall be organized exclusively for the purpose of supporting the leadership, operations, and programming of The Central New York Library Resources Council, hereafter CLRC.

ARTICLE III. MEMBERS

Section 1. Eligibility

- A. Any person interested in supporting the leadership, operations and programming of the CLRC may become a member of the Board of Trustees.
- B. Fifteen (15) Members shall be elected by the membership at large to serve for five (5) years each.

Section 2. Classes of Membership

- A. The CLRC Executive Director serves in an ex-officio capacity as a non voting member.
- B. All other Board Members are Voting Members of the Board of Trustees.

Section 3. Rights and Privileges

- A. All Members shall be eligible to hold elective office, except that no employee of the CLRC shall be eligible to hold elective office.
- B. Any person interested in supporting the leadership, operations, and programming of the CLRC may be appointed to Committees.

ARTICLE IV. OFFICERS

Section 1. Elected Officers

- A. The elected Officers of the Board of Trustees shall be a President, a Vice President, an Immediate Past President, a Treasurer, a Secretary, and a Member-at-Large, nominated and elected as stipulated in Article V. of these Bylaws.
- B. Elected Officers shall take office at the close of the Annual Meeting following their election and shall serve, unless they resign, die, become incapacitated, or are removed, until the close of the Annual Meeting at the end of their terms or until successors are elected and assume their duties.
- C. The Vice President shall be elected annually. Upon completion of this term, the Vice President shall assume the office of President.
- D. The President shall assume the office of Immediate Past President at the close of the term as President. A member shall wait three years from the completion of the term as Immediate Past President before again being eligible to serve as Vice President.
- E. Board members, including Elected Officers may be removed from office for just cause after due process and by affirmative vote of two-thirds of the members of the Board of Trustees.

Section 2. Vacancies in Elected Offices

- A.** A vacancy arising in the office of President shall be filled by the Vice President, who shall cease to be the Vice President. They shall serve out the unexpired one-year term of the President and shall continue as President for the full succeeding one-year term to which they were elected. In the event the Vice President is unable to fulfill the role of President, the Board shall elect a new President in place of the Vice President assuming the position.
- B.** A vacancy arising in the office of the Vice President shall be filled by the Board of Trustees. A member appointed by the Board to fill a vacancy in the office of Vice President shall serve in that office only until the close of the next Annual Meeting, at which time a newly elected Vice President shall take office.
- C.** Any vacancy arising in any other elected office and in the membership shall be filled by the Board of Trustees.
- D.** Vacancies not covered by these Bylaws shall be filled in a manner determined by the Board of Trustees.

Section 3. Duties of Elected Officers

- A.** The President shall preside at all meetings of the Board of Trustees and Executive Committee and shall perform all other duties prescribed by these Bylaws and by the parliamentary authority adopted by the Board.
- B.** The Vice President, at the request of the President and the Board of Trustees or during the President's absence or inability to act, shall perform the duties of the President. The Vice President shall have other such powers and shall perform such other duties as may be assigned by the Board of Trustees or prescribed by these Bylaws and by the parliamentary authority adopted by the Board.
- C.** The Immediate Past President shall develop the slate for Executive Committee Officers and serve as ex-officio, nonvoting Chair of the Nominating Committee and serves as Parliamentarian
- D.** The Treasurer shall have responsibility for the fiscal integrity of the Council in concert with the Executive Director and serves as the Chair of the Finance Committee and shall perform other such duties as the President and Board of Trustees may assign. The Treasurer can serve (2) consecutive 5 year terms.
- E.** The Secretary shall record and submit the minutes of all meetings of the Board of Trustees, the Executive Committee and the proceedings of the Annual Meeting and shall perform such other duties as the President and Board of Trustees may assign.
- F.** The Members shall perform such duties as designated by the Board of Trustees or prescribed by these Bylaws and by the parliamentary authority adopted by the Board.

Section 4. Appointed Officers

The Board of Trustees shall appoint the Executive Director and evaluate the Executive Director annually in January and may be subject to a background search at the Board's discretion

Section 5. Duties of Appointed Officers

- A.** The Executive Director shall serve as Chief Executive Officer for the Council and as such shall have responsibility for planning, implementation, execution, and coordination of the Council's programs under and in concert with the Board of Trustees. The Executive Director shall represent the Council and shall perform such other duties as the Board of Trustees may assign.

ARTICLE V. NOMINATIONS AND ELECTIONS

Section 1. Membership and Term of Office of the Nominating Committee

- A.** Three (3) members shall be elected annually to the Nominating Committee.
- B.** A call for nominating committee candidates will take place in April of each year. Members of the Board of Trustees may not serve as voting members of the Nominating Committee.
- C.** Three (3) candidates will be chosen by the chair.

- D. All three (3) shall serve for a term beginning as soon as votes of election in which they were elected have been counted and ending when votes have been counted in the election using the ballot they prepared.
- E. Term limit is one year from October to the following October. Members may not hold two consecutive positions.
- F. Any vacancy in the Nominating Committee that may arise will be filled by the Committee chair

Section 2. Candidates for Nominating Committee Membership

Any person interested in supporting the leadership, operations and programming of the CLRC may become a member of the Nominating Committee. Nomination or self-nomination will be accepted.

Section 3. Nomination of Board of Trustee Members

- A. The Nominating Committee shall prepare annually a slate of nominees for each Trustee vacancy whose term expires.
- B. The slate shall be distributed to the membership at least thirty (30) days prior to the Annual Meeting.

Section 4. Nominations of Board of Trustee Officers

The Immediate Past President shall prepare annually a slate of nominees to the Executive Committee prior to the Annual Business Meeting.

- A. Members of the Executive Committee will be elected at the Board of Trustees meeting immediately following the Annual Meeting.

Section 5. Report of the Nominating Committee

The Nominating Committee shall submit a copy of its report to the Board of Trustees

Section 6. Elections

- A. The election of Members shall take place prior to or during the Annual Meeting in person or via electronic vote and their terms shall be for five (5) years. Candidates for Members shall be declared elected upon receiving a majority of the votes of those present or a majority of CLRC members via electronic vote. Where there are more than two candidates, a plurality shall elect. If a tie occurs, selection from among the tied candidates shall be by lot.
- B. The election of Officers shall take place at a special Board meeting held immediately following the Annual Business Meeting and their terms shall be for one (1) year. No Officer shall serve more than two (2) consecutive one-year terms, with the exception of the Treasurer. Where there are more than two candidates, a plurality shall elect. If a tie occurs, selection from among the tied candidates shall be by lot.

ARTICLE VI. MEETINGS

Section 1. Meetings

The Board of Trustees shall hold no fewer than six (6) meetings annually.

Section 2. Special Meetings

In the interval between regular meetings, special meetings of the Board may be called by the President or if requested by three (3) or more of the Members of the Board of Trustees. Only business specified in advance notices of such meetings shall be transacted.

Section 3. Place of Meetings

The Executive Director in consultation with the President shall set the times and places of the meetings.

Section 4. Notice of Meetings

The Executive Director in consultation with the President shall send members notice of meetings and special meetings at least ten (10) days in advance except that a meeting of the Board shall be held immediately following the Annual Meeting without prior notice. Notice of every meeting shall state the place, day, and hour of such

meeting, and in the case of a special meeting, shall specify the business to be transacted. The schedule of meetings will be posted on the CLRC website.

Section 5. Voting Body

The voting body at any meeting of the Board shall consist of all Voting Members who are present at the meeting. Between regular meetings of the Board, the President may ask for a vote of the Board on questions requiring action prior to the next meeting of the Board. Proxy voting shall not be permitted, electronic voting is allowed

Section 6. Quorum

Eight (8) Members shall constitute a quorum.

ARTICLE VII. BOARD OF TRUSTEES

Section 1. Membership

Fifteen (15) Members elected by the membership at large shall serve as Voting Members of the Board of Trustees. The President shall serve as Chair of the Board of Trustees and shall not vote except to make or to break a tie. The Executive Director shall serve as *ex officio*, nonvoting Member of the Board of Trustees. Use this for ties in other articles.

Section 2. Powers

- A.** The Board of Trustees shall have the responsibility of managing and controlling the affairs of the Council and shall have all the powers and duties of Boards of Trustees of chartered educational institutions as defined in the Education Law of New York State.
- B.** Executive director signs contracts, 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.
- C.** The Board shall have the power to raise funds by dues of members, by solicitation of contributions and by qualification for the 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.
- D.** The Board shall have the power to approve staff positions and to designate Committees.
- E.** 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 amended at succeeding meetings of the Board.

Section 3. Executive Committee

- A.** The Board of Trustees shall elect an Executive Committee from among its members to assist, as directed by these Bylaws and the Board, in the management of the Council's business.
- B.** An Executive Committee, consisting of the President, Vice President, Immediate Past President, Secretary, Treasurer and member-at-large elected by the Board annually, and Executive Director ex-officio, shall have interim powers to transact such business as the Board may authorize.
- C.** The Executive Committee shall set the agenda and may formulate and distribute draft resolutions for Board meetings. The Executive Committee may not initiate and implement new policy, and all actions taken will be submitted to the Board at the next meeting for appropriate action. It shall function as a Personnel Committee to make recommendations on personnel matters. The Executive Committee may exclude any or all of its members who are appointed Officers of the Council from an executive session when reviewing or evaluating the performance of an appointed Officer.

ARTICLE VIII. COMMITTEES AND REPRESENTATIVES

Section 1. Standing Committees

There shall be the following administrative Committees with composition and duties prescribed by these Bylaws: Executive Committee, Nominating Committee, Finance Committee and the Planning and Review Committee.

Section 2. Members

To the extent possible, the President shall designate and shall announce Committee members and Chairs in advance of the beginning of his or her term of office, when these appointments shall take effect. Unless otherwise recommended by the Executive Committee and approved by the Board of Trustees, members of the standing Committees shall be appointed for terms of five (5) years and may be reappointed for a second but not a third consecutive term. The President of the Board of Trustees and the Executive Director shall be *ex-officio* members of all Standing Committees. The President shall have the discretion to terminate appointments. The Finance and Executive Committee will meet before each Board meeting.

Section 3. The Finance Committee

- A. The Finance Committee shall review the CLRC'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.
- B. 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.
- C. The Committee shall investigate and find sources of financial support other than that from State aid, including gifts, grants, and charges for services.
- D. The Treasurer shall serve as Chair of the Finance Committee and shall not vote except to make or to break a tie.

Section 4. The Planning and Review Committee

- A. The Planning and Review Committee shall assist the Board in assuring that CLRC activities advance its mission. The Committee shall review the Mission statement annually and make appropriate recommendations to the Board.
- B. The Planning and Review Committee shall biennially review CLRC governance documents, policies and procedures and, in coordination with the Parliamentarian, review the Bylaws. The Planning and Review Committee shall forward any appropriate recommendations to the Board for consideration.
- C. The Planning and Review Committee shall review all proposals by members, Committees and task forces for any new or revised activities or plans of action for consistency with CLRC's Five year Plan of Service and other relevant CLRC documents. Based on this review, the Planning and Review Committee shall either return the proposal to the appropriate Committee or task force for further consideration or shall forward it to the CLRC Board for action.
- D. The Planning and Review Committee along with the Executive Director shall be responsible for the annual update of the Five Year Plan of Service, with special emphasis on the upcoming fiscal year. Committee work shall 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 shall be presented to the Board.
- E. At five year intervals the Planning and Review Committee at the direction of the CLRC Board shall develop and implement a strategic planning process that results in the Five Year Plan of Service.
- F. The Planning and Review Committee shall establish such subcommittees as may be required for its work.

Section 5. Ad Hoc Committees and Task Forces

There shall be such other Committees and task forces appointed by the President of the Board of Trustees shall from time to time deem necessary to carry on the work of the Council. The President shall designate the Chairs of all ad hoc Committees and task forces. The life of an ad hoc Committee or task force shall be determined by the Board of Trustees.

Section 6. Representatives to Allied Organizations

Representatives may be appointed by the President to facilitate communication between the Council and allied organizations. Representatives shall serve terms as required by the sponsoring organization or as prescribed by the Executive Committee.

Section 7. Publication of Rosters

A list of all the Council's standing and ad hoc Committees and task forces, together with their members, chairs and charges as well as a list of representatives to allied organizations shall be published annually.

Section 8. Council Business

The work of all Committees, task forces and representatives shall be under the charge of the Board of Trustees, and none shall commit the Council to a policy or action without prior approval of the Board of Trustees or the President on behalf of the Board.

Section 9. Meetings

Meetings of all Committees and task forces shall be open to any member of the Council, except that advance notice to the Council shall not be required and except that executive sessions may be held to discuss matters affecting personnel or other matters requiring discretion.

ARTICLE IX. DISSOLUTION

In the event of dissolution of the Council, all liabilities and obligations shall be paid or adequate provision made for payment. Any assets not so disposed shall be disposed of by consensus of the Board of Trustees under Section 501(c)(3) of the Internal Revenue Code. No funds shall benefit any individual member of the Council. If no consensus is met, remaining assets shall be distributed to a not-for-profit organization(s) as described in Section 501(c)(3) of the Internal Revenue Code for purposes consistent with this Council.

ARTICLE X. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Board of Trustees in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any Special Rules of Order the council may adopt.

ARTICLE XI. AMENDMENT OF THE BYLAWS

Section 1. Notification

The Bylaws may be amended or rescinded by two-thirds of the membership voting on any properly proposed and considered amendment as specified in this Article.

Section 2. Consideration

Opportunity shall be given at any meeting of the Board of Trustees for debating and amending any properly proposed amendments to any part of the Bylaws.

Section 3. Ballot

A ballot containing all proposed amendments, along with a transcription or summary discussion on the amendments, shall be distributed to each Voting Member. To amend or rescind any portion of the Bylaws requires a two-thirds vote in the affirmative of those present at the annual Business Meeting or via electronic vote

Section 4. Effective Date

The Bylaws and any future amendments thereto shall become effective immediately after their acceptance.

Trustees' Bylaws Amendments:

10/21/2022, 12/12/2013, 5/18/2011, 4/20/2011, 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