

THE CENTRAL NEW YORK LIBRARY

RESOURCES COUNCIL

TRUSTEES' BYLAWS

Article I. PURPOSE OF BYLAWS

These Bylaws shall govern the operations of the Board of Trustees as elected by the Members and empowered by the Charter and Constitution.

Article II. RESPONSIBILITY AND AUTHORITY OF THE BOARD OF TRUSTEES

A. Powers

1. 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.
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.

The Executive Director is empowered to sign contracts that meet all of the following criteria:

- Valued at less than \$5,000
- Cover a period of 12 months or less
- Are covered in CLRC's approved budget

For all other contracts, the Executive Director must receive written approval by a majority of the Executive Committee before signing.

3. 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.
4. The Board shall have the power to approve staff positions, including the Executive Director, 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 amended at succeeding meetings of the Board.

Article III. COMPOSITION OF THE BOARD OF TRUSTEES

- A. The number of trustees shall be fifteen (15).
- B. Any person at least 18 years of age and having an interest in or concern for the improvement of reference and research service within the Council's served area is eligible to serve as a trustee.
- C. As required by law, at all times the Board of Trustees will include a representative of:
 - Syracuse University (or the member academic library with the largest collection)
 - Mid-York Library System,
 - Onondaga County Public Library,
 - at least one Board member representing the school library systems in the region,
 - at least two non-librarian members from the research community supported by the Council.
- E. The remaining members of the Board should be broadly representative of the major public libraries, academic libraries, special libraries, and cultural heritage organizations within the served area.
- F. Employees of the Council are not eligible to serve as a trustee.

Article IV. TRUSTEE ELECTIONS

- A. The Trustees of the Council shall be elected by the designated representatives of the member institutions at the Annual Meeting.
- B. Recommendations of the Nominating and Board Development Committee shall be sent to the member institutions at least thirty (30) days in advance of the Annual Meeting.
- C. Additional nominations by petition bearing signature of five (5) of the representatives of member institutions may be submitted to the Secretary at least ten (10) days in advance of the Annual Meeting.
- D. The Secretary shall then prepare ballots containing the names of all nominees for use at the Annual Meeting.
- E. The term of office shall be five (5) years.
- F. If a Trustee resigns before the expiration of his term of office, the Board of Trustees,

upon the recommendation of the Nominating and Board Development Committee, by majority vote, shall fill the vacancy until the next Annual Meeting.

- G. Trustees shall continue to hold office until their successors are elected. No Trustee shall hold office for two (2) consecutive full terms. A Trustee's term of office shall be terminated if they miss three (3) consecutive or unexcused meetings.

Article V. TRUSTEE MEETINGS

- A. Meetings

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

- B. 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.

- C. Place of Meetings

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

- D. Notice of Board Meetings

1. The Executive Director in consultation with the President shall send members notice of meetings and special meetings at least five (5) days in advance except that a meeting of the Board shall be held immediately following the Annual Meeting without prior notice.

2. 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.

3. The schedule of meetings will be posted on the CLRC website.

- E. Voting Body

The voting body at any meeting of the Board shall consist of all trustees 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.

- F. Quorum

Eight (8) Trustees shall constitute a quorum of the Board of Trustees.

Article VI. TRUSTEE OFFICERS

- A. Officers

1. The 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 VI.B. of these Bylaws.

2. 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.
3. The Vice President shall be elected annually. Upon completion of this term, the Vice President shall assume the office of President.
4. 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.
5. 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.

B. Nominations of Board of Trustee Officers

1. The Immediate Past President shall prepare annually a slate of nominees for Trustee Officers, and those assuming new Trustee Officer positions prior to the Annual Business Meeting.
2. The Trustee Officers (who shall also be the members of the Executive Committee) will be elected at the Board of Trustees meeting within seven days following the Annual Meeting.

C. Vacancies in Board Office

1. 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 rather than have the Vice President assuming the position.
2. A vacancy arising in the office of the Vice President shall be filled by the Board of Trustees. A Trustee 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; in such cases the new President shall be elected by the Board.

D. Duties of Trustee Officers

1. 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.

2. 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.
3. The Immediate Past President shall develop the slate for Executive Committee Officers, shall serve as ex-officio, nonvoting Chair of the Nominating Committee.
4. The Treasurer shall have responsibility for the fiscal integrity of the Council, 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.
5. 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.
6. The Member-at-Large shall be available to assist as needed in the event another Board Officer becomes temporarily unavailable.
7. All Trustees 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.

Article VII. BOARD COMMITTEES AND REPRESENTATIVES

A. Standing Committees

There shall be the following "Standing Committees": Executive Committee, Nominating Committee, Finance Committee, Planning and Review Committee, and Library Resources & Services Committee.

B. Committee Members

Unless otherwise provided in these Bylaws, the President shall consider nominations submitted by CLRC members or staff for open seats on Standing Committees. The President may approve nominations in writing at any time, after which the committee member's term will begin immediately. In collaboration with the Executive Director, the President shall review standing committees periodically to ensure they remain staffed and active. Non-trustees may be appointed to any committee except the Executive Committee. 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 consecutive term. The Finance and Executive Committee will meet before each Board meeting.

C. Executive Committee

1. As authorized by the New York Education Law, 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.
2. An Executive Committee, consisting of the President, Vice President, Immediate Past President, Secretary, Treasurer and Member-at-Large elected by the Board annually, shall have interim powers to transact such business as the Board may authorize.
3. 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.

D. Nominating and Board Development Committee

1. Three (3) representatives of Member organizations shall be elected annually to the Nominating and Board Development Committee (the "Nominating Committee").
2. 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.
3. Three (3) candidates for members of the Nominating Committee will be chosen by the Chair.
4. All three (3) shall serve for a term from April to the following April. Members may not hold two consecutive positions.
5. Any vacancy in the Nominating Committee that may arise will be filled with another non-trustee appointed by the Committee Chair.
6. 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.
7. The Nominating Committee shall prepare annually a slate of nominees for each Trustee vacancy whose term expires.
8. The slate shall be distributed to the Membership at least thirty (30) days prior to the Annual Meeting.
9. The Nominating Committee shall submit a report, outlining its work, to the Board of Trustees.

10. The Past-President shall serve as Chair of the Nominating Committee as a non-voting member.

E. The Finance Committee

1. 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.
2. The Finance Committee shall monitor income and expenditures on an ongoing basis; shall review at least biennially the Council's dues policy and structure; oversee fiscal controls; and shall review as necessary present programs as well as new initiatives for budgetary impact. The Finance Committee shall make appropriate recommendations relating to these activities to the Board of Trustees.
3. The Finance Committee shall, along with the Executive Director and any external consultant, investigate and find sources of financial support other than that from State aid, including gifts, grants, and charges for services.
4. The Treasurer shall serve as Chair of the Finance Committee and shall not vote except to break a tie.

F. The Planning and Review Committee

1. 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.
2. The Planning and Review Committee shall biennially review CLRC governance documents, policies and procedures and, in coordination with the Parliamentarian, review the Constitution and Bylaws. The Planning and Review Committee shall forward any appropriate recommendations to the Board and Membership for consideration.
3. 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.
4. 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.

5. 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.
6. The Planning and Review Committee shall establish such subcommittees as may be required for its work.

G. 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.

H. 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.

I. 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 maintained by the Executive Director and updated continually on the CLRC website.

J. Council Business

The work of all Committees, task forces and representatives shall be under the charge of the Board of Trustees, and except as authorized by these Bylaws and a specific resolution, none shall commit the Council to a decision, contract, policy or action.

K. Meetings of Committees

Meetings of all Committees and task forces shall be open to any representative of a Member of the Council, but the Committee may vote to go into executive session as needed.

Article VIII. EXECUTIVE DIRECTOR

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

The Executive Director shall serve as Chief Executive Officer for the Council and as such shall have responsibility for planning, implementation, execution, compliance

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 IX. DISSOLUTION

In the event the Membership determines that a dissolution of the Council is warranted, the Trustees shall develop and implement a plan to ensure that all liabilities and obligations shall be paid or adequate provision made for payment. Any assets not so disposed of 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.

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

- A. Notification
The Bylaws may be amended or rescinded by two-thirds of the Board of Trustees voting on any properly proposed and considered amendment as specified in this Article.
- B. 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.
- C. Ballot
A ballot containing all proposed amendments, along with a transcription or summary discussion on the amendments, shall be distributed to each trustee.
- E. Effective Date
The Bylaws and any future amendments thereto shall become effective immediately after their acceptance.

Trustees' Bylaws Amendments:

12/14/ 2023, 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