

BYLAWS Of The SOUTHEASTERN NEW YORK LIBRARY RESOURCES COUNCIL

ARTICLE I: NAME AND AUTHORITY

Section 1.1

The **name of the organization** governed by these bylaws shall be the Southeastern New York Library Resources Council, hereinafter referred to as **SENYLRC**.

Section 1.2

SENYLRC derives its **authority** from an Absolute Charter issued by the University of the State of New York Education Department, dated September 25, 1970.

Section 1.3

The **governance of SENYLRC** shall be in accordance with Article 5, Section 226 and Section 255 no 3 of the New York State Education laws, the Rules of the Board of Regents, the Regulations of the Commissioner of Education, and these Bylaws.

ARTICLE II. MISSION

Section 2.1

SENYLRC is a consortium of academic, special, hospital, research public, public/school library systems, and cultural heritage organizations in the counties of Columbia, Dutchess, Greene, Orange, Putnam, Rockland, Sullivan, and Ulster.

Section 2.2 Mission.

The mission of the Southeastern NY Library Resources Council is to support its members in the Mid Hudson Valley in order to enrich their services and enhance access to information for their users.

Section 2.2.3 Vision

The Vision of SENYLRC is to achieve service excellence in libraries by:

- Thoughtfully applying emerging technologies to resource sharing, collection building, information access and communications;
- Providing imaginative, accessible and relevant development opportunities for staff at all levels;

- Becoming a focal point for the exchange of ideas, collaboration, the development of new tools and the promotion of the transforming power of libraries.

Section 2.3 Plan of Service.

SENYLRC shall annually review and, when required, revise and submit for approval by the Commissioner of Education, a **Plan of Service** which shall be prepared in accordance with the requirements of Section 90.5, paragraph c. of the Regulations of the Commissioner of Education.

ARTICLE III: MEMBERSHIP

Section 3.1. Eligibility.

Eligibility shall be in accordance with membership criteria as set forth in Education Law Article 5, Section 272, number 2, paragraph c., and the Commissioner's Regulations 90.5 (b).

Section 3.1.1 Membership Categories

There shall be two categories of membership in the Southeastern NY Library Resources Council: Governing and HRVH.

Section 3.1.2 Governing Members

Governing members shall each have one vote on Council issues at the annual meeting and are eligible to serve if elected to the Board of Trustees.

Section 3.1.3 HRVH Members

HRVH members participate in the Hudson River Valley Heritage service. HRVH members are eligible to receive other Council services at fees established for this membership category. HRVH members are not eligible to vote or be elected to the Board of Trustees, but may serve on Council committees.

Section 3.2. Minimum Criteria for Membership.

A governing member and an organization applying for governing membership is required to demonstrate a) how its membership will improve the library resources presently available to the research community within SENYLRC's service area; and b) how its membership will improve reference and research services to the users of the applicant. Governing members must agree to and comply with *Requirements/Service Criteria for Governing Membership*. (Appendix A). HRVH members must agree to and comply with the requirements outlined in the HRVH Membership Agreement (Appendix B).

Section 3.3 Representation.

Each governing member shall annually designate, at SENYLRC's request, a representative and alternate to vote on SENYLRC issues and to represent the member at meetings of SENYLRC. Each governing member shall have one vote, to be cast by its designated representative or alternate.

Section 3.4 Proxy Representation.

Governing members unable to attend meetings of the membership may designate, in writing to the President of the Board, the name of a proxy representative empowered to act on behalf of the member during a designated meeting.

Section 3.5 Dues.

Governing and HRVH members are responsible for paying dues, the level of which shall be recommended by the Board and ratified by a majority of the members represented and voting at the Annual Meeting. Non-payment of dues within the first six months of the fiscal year may result in the loss of privileges of membership. Member privileges will be reinstated upon payment of dues. Non payment for a full 12 months may result in loss of membership upon review by the Board of Trustees.

Section 3.5.1 Payment of SENYLRC Invoices.

Payment of SENYLRC invoices is required within 90 days of receipt. Thereafter a penalty fee of 2 % per month may be levied. Non-payment after 180 days may result in suspension of the unpaid service(s) upon review by the Board of Trustees. The unpaid balance will still be due to SENYLRC.

Section 3.6.1 Termination of Membership by SENYLRC.

The Board of Trustees may terminate membership for non-compliance with the membership criteria. Prior to such action, the member will be offered the opportunity to request a temporary waiver by explaining in writing the circumstances for non-compliance and the anticipated time frame for compliance. The Board will consider the waiver request in any termination discussion. Any member terminated for non-compliance will be obligated to pay all outstanding financial obligations to SENYLRC.

Section 3.6.2 Termination of Membership by Member

A member may terminate membership at any time by written notification to the Board, provided its financial obligations to SENYLRC have been met.

Section 3.7 Fees for Services.

The Executive Director shall periodically recommend a structure of service fees to the Board of Trustees for its approval.

ARTICLE IV: BOARD OF TRUSTEES

Section 4.1 Functions, Duties and Powers.

The Board of Trustees, hereinafter referred to as the Board, is entrusted with the governance of SENYLRC. It shall adopt and revise bylaws, maintain a current Plan of Service, establish such policies as will ensure the achievement of SENYLRC's objectives, have the power to appoint an Executive Director, discharge all such responsibilities as are provided for under Article I, Section 3, and exercise such other responsibilities as may be appropriate. The Board may enter into contracts with other educational institutions and public or private agencies, associations, or corporations for the purpose of providing and receiving services, facilities and staff.

Section 4.2 Board Composition.

The number of trustees shall be 15 including:

Section 4.2.1 Elected Mandated Positions

As stated by Education Law (Section 255, number 3, paragraph a)

- One representative from each constituent public library system,
- One representative from the member academic library with the largest collection,
- At least two non-librarians from the research community served by SENYLRC.

Section 4.2.2 Other Elected Positions

- A minimum of one person representing the school library systems in the region,
- A minimum of two people representing the academic library community,
- A minimum of two people representing the special library community, one of which must be from the hospital library community.

Section 4.3 Current/Past Council Employees.

Candidates for the Board of Trustees may not be current employees of the Southeastern New York Library Resources Council nor have been employed by The Southeastern New York Library Resources Council within the previous five years.

Section 4.4 Terms of Office.

The terms shall be staggered so that three shall expire on the 30th day of June. A term of office of a trustee shall be five years. A trustee may not serve more than two consecutive full five-year terms, except where previously appointed or elected to fill an unexpired term. Following such service a trustee may again be appointed or elected after an interim of at least one year.

Section 4.5 Nomination of Trustees.

The President, with consent of the Board, shall appoint a Trustee Nominating Committee composed of members of the Board. Its purpose shall be the nomination of trustees.

Section 4.6 Election of Trustees.

The Nominating Committee shall prepare a ballot that will be mailed to the membership of SENYLRC not later than (30) days prior to the Annual Meeting. The ballot shall be marked by the designated individual of each voting member institution and must be received at the SENYLRC office no later than five (5) working days prior to the Annual Meeting. The report of the Nominating Committee and the results of the election of Trustees shall be presented at the Annual Meeting. Those elected shall assume office July 1.

Section 4.7 Vacancies.

Following a declaration by the Board that a vacancy exists, the Board, taking into consideration a recommendation by the Trustee Nominating Committee, shall, at a subsequent regular meeting, fill the vacancy for the remainder of the fiscal year. Prior to the next annual membership meeting, the position shall be filled by election for the unexpired part thereof through the procedure provided for in Article IV, Sections 4.5 and 4.6.

Section 4.8 Disqualification.

A trustee who fails to attend three consecutive Board or Executive Committee meetings without an excuse accepted as satisfactory by the Board or Executive Committee, and/or fails to attend four meetings in a fiscal year, shall, at the next regular meeting following the absences, be declared to have resigned. A trustee may be removed from office for incapacity or misconduct in office, as outlined in the state law (Section 226, number 4)

ARTICLE V: OFFICERS

Section 5.1 Duties.

The **officers, and their duties**, shall be as follows:

Section 5.1.1

The **President** shall preside at all meetings of the Board and of SENYLRC's members; shall serve as a non-voting member of all Board committees with the exception of the Nominating Committee on which the President does not serve; shall sign official documents; and shall exercise such powers as are authorized in these Bylaws and by the Board.

Section 5.1.2

The **Vice President** shall have all responsibilities and perform all duties of the President in case of the absence or disability of the President.

Section 5.1.3

The **Secretary** shall have responsibility for the records and minutes of the Board and of SENYLRC. In addition, the Secretary shall have all the responsibilities and perform all the duties of the President in case of the absence or disability of both the President and Vice President.

Section 5.1.4

The **Treasurer** shall have responsibility for the funds of SENYLRC, including investments, receipts, and disbursements.

Section 5.1.5

The **Assistant Secretary-Treasurer** shall have all responsibilities and perform all duties of the Secretary and of the Treasurer in case of the absence or disability of either.

Section 5.1.6

In addition to the foregoing duties, each officer shall have such powers and perform such duties as are incumbent upon similar officers in other New York State not-for-profit corporate organizations, and as may be conferred by the Board.

Section 5.2 Election.

A slate of Officers, proposed by the Officer Nominating Committee, shall be elected by the Board from among its members, and they shall serve at the pleasure of the Board. The election shall follow the Annual Membership Meeting and precede the beginning of the next fiscal year.

Section 5.3 Term of Office.

The **term of office** of all officers shall be equal to and coincide with the fiscal year. No member of the Board shall serve as president for more than two consecutive years; no member shall serve as Treasurer for more than five consecutive years.

Section 5.4 Filling of Vacancies.

Should an office become vacant prior to its expiration, at the recommendation of the Officer Nominating Committee, the Board shall elect one of its members to fill the unexpired term at the first regular meeting held after such a vacancy occurs.

ARTICLE VI. INDEMNIFICATION

Section 6.1

SENYLRC shall indemnify its officers, director, trustees, and employees to the full extent permitted by law, for any and all liability for their acts or omissions as officers, director, trustees, and employees of the organization.

ARTICLE VII COMMITTEES

Section 7.1 Committees of the Board.

The purpose of a Board Committee is to make recommendations to the Board relating to its charge. The following are the standing committees of the Board: Executive Committee, Personnel Committee, Planning Committee, Trustee Nominating Committee, Officer Nominating Committee, and Bylaws Committee.

Section 7.1.1 Executive Committee.

The Executive Committee shall consist of the officers of the board, and the Executive Director as an ex officio member without a vote. The immediate past president shall also serve on the Executive Committee providing that person continues to serve on the board. The Executive Committee recommends actions for approval of the full board and may act for the board. The executive committee deals with

- Urgent situations that cannot wait for the next full board meeting;
- Specific questions referred to the committee by the board;
- Issues that need preliminary discussion and refinement before consideration by the full board,
- Routine matters that may not require full board disposition.

The Executive Committee shall report at the next meeting of the board.

Section 7.1.2 Ad Hoc Committees.

The Board may authorize ad hoc committees to carry out specialized activities or responsibilities.

Section 7.1.3

Board Committees are limited to members of the Board.

Section 7.1.4 President's Appointments.

Except as noted under Section 7.1.1, the President will appoint members and designate the chairperson of all committees of the Board. The President's appointments of individuals to serve on standing and ad hoc committees shall require the Board's confirmation at its first meeting following such action.

Section 7.1.5 Committee Term.

All appointments to Board Committees shall end at the conclusion of the business of the committee or at the end of the fiscal year, whichever shall occur first.

Section 7.1.6 Ex Officio.

The President shall be an ex officio non-voting member of all committees except the two Nominating Committees.

Section 7.2 Committees and Interest Groups of SENYLRC.

The Board of Trustees, and/or its President, acting on its own initiative or in response to the request or recommendation of any group or organization representing Council members, may establish standing committees or ad hoc committees or interest groups as needed, composed of the staff of Council governing members and/or HRVH members. In establishing a Council committee or interest group, the Board will determine the charge(s) to the Committee or interest group. The Board, and or its President, shall appoint a liaison from the Board to a committee, and may appoint, at its discretion, a liaison to an interest group.

Section 7.2.1 Council Committee.

The role of a **Council committee** is advisory to the board. Its purpose is to make recommendations to the Board on issues relating to its charge. The Committee will provide a minimum of one report to the Board per fiscal year, the timeframe and frequency of which will be determined by the Board. The President of the Board, in consultation with the Executive Director, will appoint committee members. The term of membership on a standing Council committee will be for three years coinciding with SENYLRC's fiscal year. At the President's discretion, the Committee member may be re-appointed for a second consecutive three-year term. The President will appoint a Chair for each standing committee for a period of one year with an option for re-appointment for a second year.

Section 7.2.2 Vacancy.

If a vacancy occurs during the year, the President of the Board, in conjunction with the Executive Director, may appoint an interim committee member to complete the unexpired term. This appointee is then eligible to serve a maximum of 2 complete terms.

Section 7.2.3 Absence.

A committee member who fails to attend three consecutive committee meetings without an adequate excuse, and/or misses 4 committee meetings during the fiscal year, shall be declared to have resigned.

Section 7.2.4 Interest Group.

The purpose of a **Council Interest Group** is to provide an informal forum for discussion, idea sharing and program planning on issues and topics relating to the charge for which the interest group was created. The Board will continue to sanction the activities

of the interest group insofar as the issues, interests and participation remain as when the Board originally established the interest group.

Section 7.2.5 Staff Liaison.

SENYLRC will provide staff liaison and administrative and clerical assistance as needed to all Council committees and interest groups.

ARTICLE VIII. CONFLICT/ DUALITY OF INTEREST

Section 8.1 Conflict Defined.

A conflict or duality of interest may exist when a trustee or his/her organization may exclusively and/or disproportionately benefit directly or indirectly from activities or decisions of SENYLRC.

Section 8.2 Disclosure Required.

Any duality of interest on the part of Trustees shall be disclosed to the Board of Trustees, and made a matter of record in the minutes when the interest becomes a matter of Board action.

Section 8.3. Abstaining from Discussion and Vote.

Any trustee having a conflict or duality of interest may excuse him or herself from discussion and should abstain from voting on the issue

ARTICLE IX MEETINGS

Section 9.1 Council Membership Meetings.

Council membership may include two types of meetings.

Section 9.1.1

The **Annual Meeting** of SENYLRC shall be held on the first Friday in the month of June. Notice of this meeting shall be served by the Secretary, in writing, on every member not less than fifteen days prior to the meeting. At this meeting the nominating committee shall report the results of the election of trustees.

Section 9.1.2

Special meetings of SENYLRC may be called by the Board or at the request of ten member institutions, acting in concert, upon not less than 7 days written notice to each member. At such meetings only such business shall be transacted as is stated in the call of the meeting.

Section 9.1.3

A **quorum** at any properly convened membership meeting shall be 10% of the membership.

Section 9.2 Board Meetings.

The Board shall annually adopt a schedule of at least six meetings of the Board for the subsequent fiscal year at times and places to be designated by the Board. Trustees shall be notified not fewer than 7 days prior to the meeting. It shall be in the sole power of the President to reschedule or cancel regular meetings due to unusual conditions.

Section 9.2.1 Business Order.

The order of business at regular meetings shall be determined by the presiding officer, and may include the following:

- Roll Call
- Minutes of Previous Meeting
- Treasurer's Report
- Report of Payment of Bills
- Director's Report
- Committee Reports
- Other Reports
- Old Business
- New Business
- Communications
- Adjournment

Section 9.2.2

Special Meetings of the Board may be called by the President or at the request of any five Board members acting in concert for the transaction only of such business as stated in the call of the meeting. Special meetings require a minimum of three days prior notice to Board members and must be held within the SENYLRC region at a readily accessible place.

9.2.3 Electronic Meetings

In circumstances determined by the President of the Board, members of the Board may participate and vote in a Board meeting using electronic teleconferencing means of communication that allows all persons participating in the meeting from different locations to hear each other at the same time. Participation by such means shall constitute presence in person at the meeting. Voting during an electronic meeting shall be conducted by alphabetical roll call. If one or more of the members of the Board loses communication or is otherwise disconnected, if there is no loss of quorum, the presiding officer will direct someone to attempt connection restoration without adjournment. If the disconnection results in a loss of the quorum, the transaction of business may not continue until a quorum has been reestablished.

Section 9.2.4

A **quorum** at all regular and special meetings shall be eight trustees.

Section 9.2.5 Voting.

Each trustee shall have one vote and must be present at the meeting (in-person or via an electronic meeting) to have this vote counted. When a vote is taken by roll call during an electronic meeting, the roll of participating members shall be called by the secretary in alphabetical order. The presiding officer's name is called last, and only when his or her vote will affect the result. Those in favor will answer "yes"; those opposed will answer "no"; and those abstaining will answer "abstain."

Section 9.2.6 Executive Session.

At the discretion of the presiding officer, or upon the adopted motion of any trustee of any meeting, the Board may adjourn to Executive Session for such purposes as are not prohibited by law.

ARTICLE X BUDGET AND FISCAL YEAR

Section 10.1 Budget Adoption.

Not later than the June meeting of the Board of Trustees, the Board shall adopt a budget for the ensuing **fiscal year** which shall be from July 1 through June 30.

ARTICLE XI RECORDS FINANCIAL ACCOUNTING AND BONDING

Section 11.1 Council Records.

All records of SENYLRC and the Board shall be maintained at SENYLRC headquarters.

Section 11.2

Financial records shall be maintained in accordance with accepted accounting practices. The action of the Board in regard to payment of bills and to financial reports shall be recorded.

Section 11.3 Audit.

An audit of Council and Board records shall be performed each year in accordance with the Commissioner's Regulations 90.6, paragraph c., number 16.

Section 11.4 Bonding.

The Treasurer, and other officers or staff as determined by the Board, shall be covered by commercial fidelity bonding in an amount to be determined by the Board.

ARTICLE XII PARLIAMENTARY RULES

Section 12.1

The current edition of *Robert's Rules of Order Newly Revised* shall be used as the authority at all meetings of the Board and Council committees on all procedural questions not covered by the governance of SENYLRC as stated in Article I, Section 1.3 of these bylaws.

ARTICLE XIII: BYLAW REVISIONS

Section 13.1 Bylaws Annual Review.

The Bylaws Committee shall annually review these Bylaws for accuracy and consistency.

Section 13.2 Amendments.

These bylaws may be amended by the following process.

Section 13.2.1

The Bylaws Committee will present a proposal of changes to the Board for discussion only.

Section 13.2.2

The Bylaws Committee will send the proposed changes, incorporating any suggestions made by the Board, to SENYLRC membership for written comment at least eight (8) weeks before the scheduled Board vote on the proposed changes.

Section 13.2.3

The Bylaws Committee will evaluate comments from member libraries regarding the proposed changes and present the committee's final recommendations to the Board for subsequent discussion and appropriate action.

Section 13.2.4

A two-thirds vote of those present at a meeting of the Board of Trustees is required for adoption of the revisions, provided that the written text of the final proposed amendment(s) is mailed to all the trustees with the notice of the meeting.

Created: June 6, 1986
Revised June 16, 1994
Revised June 15, 1995
Revised August 15, 2001
Revised June, 2006
Revised June, 2010
Revised June 2011

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