

BYLAWS
of the
SOUTHEASTERN NY LIBRARY RESOURCES COUNCIL

ARTICLE I NAME AND AUTHORITY

Section 1.1 Name

The name of the organization governed by these bylaws shall be the Southeastern NY Library Resources Council, hereinafter referred to as Southeastern or the Corporation.

Section 1.2 Authority

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

Section 1.3 Council Regulation

Southeastern is governed per the New York State Education Law and related regulations, the New York State Not-for-Profit Corporation Law, applicable rules of the New York Board of Regents, and these bylaws.

ARTICLE II MISSION

Section 2.1 Area Served

Southeastern is a consortium of public and school library systems; academic, special and hospital libraries; and cultural heritage organizations. Its service area includes the counties of Columbia, Dutchess, Greene, Orange, Putnam, Rockland, Sullivan, and Ulster.

Section 2.2 Mission

The organization operates under a mission statement as approved by the Board of Trustees in the Plan of Service: *Southeastern New York Library Resources Council connects the region's community of libraries and cultural heritage organizations to information, resources, support, and professional development opportunities to enhance the capacity for services, advocacy, outreach and engagement for members.*

Section 2.3 Plan of Service

Southeastern 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

The Board of Trustees maintains and from time to time amends a document setting forth membership categories, criteria, dues, and member responsibilities.

Section 3.2 Representation

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

Section 3.3 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 3.4 Membership Dues

Members are responsible for paying dues, the level of which shall be recommended by the Board and outlined in Southeastern's Membership Criteria and Requirements. Non-payment of dues within the first six months of the fiscal year may result in loss of membership privileges. The Board of Trustees may extend that period if presented with a written statement of extenuating circumstances. 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 3.4.1 Membership Reinstatement

Membership may be reinstated at the discretion of the Board of Trustees within 18 months of the end of membership.

Section 3.4.2 Payment of Southeastern Invoices

Payment of Southeastern 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 Southeastern.

Section 3.4.3 Termination of Membership by Southeastern

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 Southeastern.

Section 3.4.4 Termination of Membership by Member

A member will provide notification of termination of membership no later than April 30 of the year. Any member terminating its membership shall be responsible for all membership dues for the current fiscal year and any subscription or other contractual obligations to the end of the term of the subscription or contract.

Section 3.5 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 Southeastern. It shall adopt and revise bylaws, maintain a current Plan of Service, establish such policies as will ensure the achievement of Southeastern'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, including authorizing Board members to sign checks. The Board may authorize the Executive Director to 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

As determined by the Board and in compliance with the requirements below, the number of Trustees shall be no less than 13 and no more than 15, and shall at a minimum include the following:

Section 4.2.1 Elected Mandated Positions

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

- One Trustee representing each constituent public library system,
- One Trustee representing the member academic library with the largest collection,
- Two non-librarians from the research community served by Southeastern.

Section 4.2.2 Other Elected Positions

- One Trustee representing the school library systems in the region,
- Three additional Trustees representing the academic library community,
- One Trustee representing the public library community,
- One Trustee representing the special library community,
- One Trustee representing the hospital library community,
- One Trustee representing the cultural heritage community (from a governing or HRVH member).

Section 4.3 Current/Past Council Employees

Candidates for the Board of Trustees may not be current employees of the Southeastern NY Library Resources Council nor have been employed by the Southeastern NY 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 un-expired 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 and Officer Nominating Committee composed of members of the Board. Its purpose shall be the nomination of Trustees and officers of the

Board.

Section 4.6 Election of Trustees

The Trustee and Officer Nominating Committee shall prepare the slate and direct the Southeastern staff to distribute a ballot to the membership of Southeastern 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 Southeastern office no later than five (5) working days prior to the Annual Meeting. The report of the Trustee and Officer 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 and Officer 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 un-expired part thereof through the procedure provided for in Article IV, Sections 4.5 and 4.6.

Section 4.7.1 Reelection After Filling Long-Term Vacancy

A Trustee elected to fill a vacancy for an unfinished term with more than two years remaining in that term of office, may stand for reelection for one additional complete term of office as outlined in Article IV Section 4.4.

Section 4.7.2 Reelection After Filling Short-Term Vacancy

A Trustee elected to fill a vacancy for an unfinished term with two or less years remaining in that term of office, may stand for reelection for up to two consecutive complete terms of office as outlined in Article IV Section 4.4.

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 Duties of the President

The President shall preside at all meetings of the Board and meetings of Southeastern membership; shall serve as a non-voting member of all Board committees with the exception of the Trustee and Officer Nominating Committee on which the President does not serve; shall sign official documents; shall conduct the evaluation of the Executive Director in conjunction with the Finance and Personnel Committee; and shall exercise such powers as are authorized in these Bylaws and by the Board.

Section 5.1.2 Duties of the Vice-President

The Vice President shall have all responsibilities and perform all duties of the President in case of the absence or disability of the President. The Trustee in the Vice-President position may be slated to become the Board President, upon the end of the service term(s) of the current President or their departure from the Board.

Section 5.1.3 Duties of the Secretary

The Secretary shall have responsibility for the records and minutes of the Board and of Southeastern. 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 Duties of the Treasurer

The Treasurer shall chair the Finance & Personnel Committee and have responsibility for the funds of Southeastern, including investments, receipts, and disbursements.

Section 5.1.5 Duties of the Assistant Secretary-Treasurer

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 Signing Authority

The Board maintains and as needed updates specific policies with respect to signing authority of officers and directors.

Section 5.2 Election

A slate of Officers, proposed by the Trustee and 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 Trustee and Officer Nominating Committee, the Board shall elect one of its members to fill the un-expired term at the first regular meeting held after such a vacancy occurs.

ARTICLE VI INDEMNIFICATION

Section 6.1 Insurance

Southeastern may purchase and maintain insurance to indemnify Southeastern for any obligation which it incurs as a result of the indemnification of Trustees and officers, and to indemnify Trustees and officers in instances in which they may be indemnified by the Corporation; however, no insurance may provide for any payment, other than cost of defense, to or on behalf of any Trustee or officer if a judgment or other final adjudication adverse to the insured Trustee or officer establishes that their acts of active and deliberate dishonesty were material to the cause of action so adjudicated, or that they personally gained in fact a financial profit or other advantage to which they was not legally entitled, or in relation to any

risk the insurance of which is prohibited under the insurance law of this state.

ARTICLE VII COMMITTEES

Section 7.1 Executive Committee

Elect an executive committee of not less than five, who, in intervals between meetings of the Trustees, may transact such business of the Corporation as the Trustees may authorize, except to make removals from office.

Section 7.2 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: Finance & Personnel Committee, Planning Committee, Trustee and Officer Nominating Committee, and Bylaws Committee. The standing committees shall meet and report to the Board at least once annually.

Section 7.2.1 Finance & Personnel Committee

The responsibilities of this committee are to:

- Review and recommend actions, policies and procedures relating to personnel issues including health insurance and other staff benefits;
- Review all financial statements and contracts;
- Review and recommend to the full Board the annual budget of the Council;
- Recommend to the full Board financial investments;
- Conduct the evaluation of the Executive Director in conjunction with the Board President;
- Oversee and review the annual audit process.

Section 7.2.2 Planning Committee

The responsibilities of this committee are to:

- Annually review and recommend revisions, if necessary, of the 5 year Plan of Service to the full Board;
- Undertake other planning initiatives as directed by the Board.

Section 7.2.3 Trustee and Officer Nominating Committee

The responsibilities of this committee are to:

- Undertake an annual review of Board members' terms of office;
- Consult with the full Board to identify prospective candidates for the Board;
- Oversee the election of Trustees of the Board and fill vacancies that arise as further delineated in Sections 4.6 and 4.7 of these Bylaws;
- Annually propose a slate of officers of the Board and fill vacancies as further delineated in sections 5.2 and 5.4 of these Bylaws.

Section 7.2.4 Bylaws Committee

The responsibilities of this committee are to:

- Facilitate the annual review, and as needed, revision, of the Bylaws per Article XIII.

Section 7.2.5 Ad Hoc Committees

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

Section 7.2.6 Standing Committees of the Board

Membership in Standing Committees of the Board is limited to members of the Board.

Section 7.2.7 President's Appointments

Except as noted under Section 7.1, 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 7.2.8 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 7.2.9 Ex Officio

The President shall be an ex officio non-voting member of all committees except the Trustee and Officer Nominating Committee.

Section 7.3 Committees and Interest Groups of Southeastern

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 members or members of school library systems or public library systems. 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 7.3.1 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 Southeastern'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 7.3.2 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 un-expired term. This appointee is then eligible to serve a maximum of 2 complete terms. This section 7.3 excludes vacancies on the Executive Committee and any other committee with powers to bind the Board, which shall be done by election of a quorum of the Board.

Section 7.3.3 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 7.3.4 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 7.3.5 Staff Liaison

Southeastern 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 of Interest and Service as a Trustee

The Board shall maintain a Conflict of Interest Policy meeting the requirements of New York State.

Prior to the initial election of any Trustee, and annually thereafter, such Trustee shall complete, sign and submit to the Secretary of the Corporation or a designated compliance officer a written statement identifying, to the best of the collective knowledge of the Trustees, any entity of which such Trustee is an officer, director, Trustee, member, owner (either as a sole proprietor or a partner), or employee and with which the Corporation has a relationship, and any transaction in which the Corporation is a participant and in which the Trustee might have a conflicting Interest.

Each Trustee annually review the Conflict of Interest Policy and resubmit such written statement.

The Secretary of the Corporation (or designee) shall provide a copy of all completed statements to the chair of the Executive Committee.

As required by the Conflict of Interest Policy, it is expected that any Trustee with a financial interest in any matter being discussed or voted upon by the Board or a committee of the Board shall disclose such interest prior to participating in any discussion, and if there is a conflict of interest as defined by the policy, state their recusal from any vote in the minutes of the meeting, and not participate in such vote.

ARTICLE IX MEETINGS

Section 9.1 Council Membership Meetings

Council membership may include two types of meetings.

Section 9.1.1 Annual Meeting

The Annual Meeting of Southeastern shall be held on the first Friday in the month of June or another date soon thereafter as determined by the Board. 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 Trustee and Officer Nominating Committee shall report the results of the election of Trustees.

Section 9.1.2 Special Meetings

Special meetings of Southeastern 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 Quorum

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
- Adjournments

Section 9.2.2 Special Meetings

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 Southeastern region at a readily accessible place or virtually as described in 9.2.3.

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. Such electronic meetings may be conducted by Board Committees at the discretion of the Committee chair.

Section 9.2.4 Quorum

A majority of the whole number of current Trustees shall be a quorum.

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 their 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 Southeastern and the Board shall be maintained at Southeastern headquarters and retained in accordance with the Southeastern Records Retention Policy.

Section 11.2 Financial Records

Financial records shall be maintained in accordance with accepted accounting practices and in accordance with the Southeastern Records Retention Policy. 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 External Authority

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 Southeastern 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 Proposal

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

Section 13.2.2 Membership Commentary

The Bylaws Committee will send the proposed changes, incorporating any suggestions made by the Board, to Southeastern membership for written comment at least four (4) weeks before the scheduled Board vote on the proposed changes.

Section 13.2.3 Commentary Review

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 Voting

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 made available to all the Trustees with the notice of the meeting.

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