

BYLAWS of the SOUTHEASTERN NY LIBRARY RESOURCES COUNCIL

ARTICLE I: NAME AND AUTHORITY

Section 1.1

The **name of the organization** governed by these bylaws shall be the Southeastern NY 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, and public libraries, ~~and~~ public and school library systems, and cultural heritage organizations. Its service area includes the counties of Columbia, Dutchess, Greene, Orange, Putnam, Rockland, Sullivan, and Ulster.

Section 2.2 Purpose

The purpose of the organization is defined in the Charter §2.

Section 2.3 Mission

The organization operates under a mission statement as approved by the Board of Trustees in the Plan of Service.

Section 2.4 Vision

The organization operates under a vision statement as approved by the Board of Trustees in the Plan of Service.

Section 2.5 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

Membership categories, criteria, dues, and member responsibilities are set by the Board of Trustees and defined in SENYLRC's Membership Criteria and Requirements.

Section 3.2 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 3.3 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 SENYLRC's Membership Criteria and Requirements. Non-payment of dues within the first six months of the fiscal year may result in the loss of privileges of membership, which may be extended at the discretion of the Board of Trustees for extenuating circumstances provided to the council in writing. 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 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 3.4.3 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 3.4.4 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 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 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, 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

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 one person representing the special library community
- A minimum of one person representing the hospital library community
- A minimum of one person 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 SENYLRC staff to distribute a ballot 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 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

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

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

The **President** shall preside at all meetings of the Board and meetings of SENYLRC 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

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 chair the Finance & Personnel Committee and 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 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

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, 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 7.1.1 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, including the appointment of an interim or acting director if warranted;
- Routine matters that may not require full Board disposition.

After the Executive Committee meets, it shall report at the next meeting of the Board.

Section 7.1.2 Finance & Personnel Committee

The responsibilities of this committee are to:

- Review and recommend actions, policies and procedures relating to a 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;
- Oversee and review the annual audit process.

Section 7.1.3 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 7.1.4 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 7.1.5 Bylaws Committee

The responsibilities of this committee are to:

- Annually review and revise if necessary the Bylaws as delineated in Article XIII.

Section 7.1.6 Ad Hoc Committees

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

Section 7.1.7

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

Section 7.1.8 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 7.1.9 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 7.1.10 Ex Officio

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

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 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 7.2.1 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 un-expired 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 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 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
- Adjournments

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

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 and retained in accordance with the SENYLRC Records Retention Policy.

Section 11.2

Financial records shall be maintained in accordance with accepted accounting practices and in accordance with the SENYLRC 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

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 four (4) 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 made available to all the trustees with the notice of the meeting.

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