

SOUTH CENTRAL REGIONAL LIBRARY COUNCIL BYLAWS

ARTICLE I INTRODUCTION

- Section 1 *Charter.* The name of the organization governed by these bylaws shall be the South Central Regional Library Council (SCRLC). SCRLC has been established in accordance with the requirements of reference and research library resources systems as defined in paragraphs a and b of subdivision 2 of section 272 of the Education Law. SCRLC shall be governed by a Board of Trustees which is selected in accordance with Education Law and representative of SCRLC membership and users.
- Section 2 *Purpose.* The purposes of this organization shall be to serve the reference, research, and resource needs of the region's libraries.
- Section 3 *Area Served.* The SCRLC region, for purposes of this article, shall include the counties of Allegany, Broome, Cayuga, Chemung, Chenango, Cortland, Delaware, Otsego, Schuyler, Seneca, Steuben, Tioga, Tompkins, and Yates.

ARTICLE II BOARD OF TRUSTEES

- Section 1 *Function of the Board.* The Board of Trustees shall have the responsibility of managing and controlling the affairs of SCRLC, and shall have all the powers and duties of boards of trustees of chartered educational organizations as defined in section 226 of the Education Law of New York State.
- Section 2 *Number and Composition.* The number of trustees shall be fourteen which number shall include at least one representative of each constituent public library system, at least one representative of the member academic library with the largest collection, and at least two non-librarians from the research community served by SCRLC.
- Section 3 *Term of Office.* The term of office of trustees shall be five years. No trustee shall hold office consecutively for more than two full terms, or two full term and one partial term. Full terms of trustees shall begin on January 1 and end on December 31. Partial terms shall begin upon the election of a successor.
- Section 4 *Election of Trustees.* Trustees shall be elected by the designated representatives of the member institutions at the annual meeting.

- Section 5 *Nomination Procedures.* The president, with the consent of the Board of Trustees, shall appoint a nominating and board development committee comprised of no fewer than three members. One purpose of the nominating and board development committee shall be the nomination of trustees. The report of the nominating and board development committee shall be sent to members of SCRLC with the notice of the annual meeting. Additional nominations may be made by duly designated representatives of member institutions at the annual meeting.
- Section 6 *Executive Committee.* There shall be an executive committee consisting of the president, vice president, the Chairs of the Finance and Personnel Committees and one other Board member at large to be appointed annually by the president. The executive committee, in intervals between meetings of the Board of Trustees, may transact such business of SCRLC as the trustees may authorize, except to make removals from office. The executive committee may conduct its business by telephone conference call, provided that a) prior notice is given to Executive Committee members, and b) at least a majority of Executive Committee members participate in the telephone conference call. Minutes shall be kept of the telephone conference call meeting.
- Section 7 *Removal from Office.* The Board of Trustees shall have the power to remove a trustee from office. A trustee may be removed from office for incapacity, neglect of duty including repeated unexcused absence, or misconduct in office as outlined in the state law and regulations.
- Section 8 *Trustees Vacancies.* In the event of a vacancy on the board during an unexpired term, a successor trustee shall be elected by the remaining trustees to serve until the next annual meeting.
- Section 9 *Indemnification.* SCRLC shall indemnify its officers, director, and trustees to the full extent permitted by law, for any and all liability for their acts or omissions as officers, director, or trustees of the organization.
- Section 10 *Conflict of Interest.*
1. *Conflict Defined.* A conflict of interest may exist when a trustee or his/her organization may exclusively and/or substantially benefit directly or indirectly from activities or decisions of the Council; this may or may not include the duality of interest arising from trustee representation required in Education Law. NYS Education Law §255 (3)(a).
 2. *Disclosure Required.* Any conflict 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. Trustees may be requested by any other trustee to abstain from voting because of a conflict of interest.
 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 III
OFFICERS AND DUTIES**

- Section 1 *Trustee Officers.* The officers shall consist of a President, Vice President, Secretary, and Treasurer.
- Section 2 *Election and Terms.* The officers shall be elected annually from among the Board, by the Board of Trustees at the last meeting of the calendar year. Officers shall serve terms beginning January 1 and ending December 31. No officer shall serve more than three consecutive one-year terms.
- Section 3 *Powers and Duties.* Subject to the rules and directions of the Board of Trustees, the officers shall have the usual powers and duties of their offices.

**ARTICLE IV
MEETINGS OF THE BOARD OF TRUSTEES**

- Section 1 *Regular Meetings.* Regular meetings of the Board of Trustees shall be held no fewer than six times a year.
- Section 2 *Other Meetings.* Other meetings may be called by the president or on request of three of the trustees.
- Section 3 *Notices.* Notices of all meetings shall be mailed not less than ten days prior to the meeting, to the usual address of each trustee.

**ARTICLE V
QUORUM**

- Section 1 A quorum of the trustees shall be a majority of the whole.

**ARTICLE VI
COMMITTEES**

- Section 1 *Standing Committees of the Board.* There shall be the following standing committees: executive, finance, personnel, by-laws and state regulations, and nominating and board development. There shall be no fewer than three members on each standing committee, of which at least two shall be trustees. The chairpersons of standing committees of the board shall be trustees. The Board of Trustees may establish other standing committees by board resolution.

- Section 2 *Ad Hoc Committees of the Board.* The Board of Trustees shall have the power to establish ad hoc committees. It shall determine the charge, the membership, and the term of each committee.
- Section 3 *Appointments to Board Committees.* The president shall have the power to appoint members to all board committees and to designate the chairperson. Appointments to the nominating committee shall be confirmed by a vote of the Board of Trustees.
- Section 4 *Advisory Committees.* The executive director shall have the power to establish committees that serve in an advisory or consultative capacity to the executive director. The executive director shall describe in writing the specific charges and terms for such committees, and shall appoint their members. The executive director shall inform the Board of Trustees of the establishment of committees and the names of all committee members.

**ARTICLE VII
DIRECTOR**

- Section 1 The chief administrative officer of SCRLC shall be a full time executive director who shall be appointed by the Board of Trustees. Upon vacancy of the directorship, a search committee appointed by the president shall make recommendations to the Board of Trustees for filling that vacancy. The director shall be a trained professional librarian who has had at least eight full years of professional library experience, at least two years of which shall have been in an administrative capacity, or equivalent experience or who holds, or is eligible for, certification under section 90.7 of the regulations of the Commissioner of Education.

**ARTICLE VIII
BUDGET AND FINANCE ACCOUNTING**

- Section 1 *Budget.* The Board of Trustees shall adopt a budget at least thirty days before the ensuing fiscal year. This budget may be modified at succeeding regular or special meetings of the Board of Trustees. The Treasurer shall report at all regular meetings of the Board of Trustees.
- Section 2 *Fiscal Year.* The fiscal year shall be July 1 to June 30.
- Section 3 *Disbursal of Funds.* The Treasurer is empowered to disburse SCRLC funds on the basis of a pre-numbered voucher-check system. In the absence of the Treasurer, the President is empowered to disburse SCRLC funds. All disbursements shall be audited by the Board of Trustees in accordance with the financial accounting procedures set down in Regulations of the Commissioner of Education, section 90.6.
- Section 4 *Bonding.* The Treasurer and President shall be bonded annually.

**ARTICLE IX
PLAN OF SERVICE**

Section 1 The SCRLC shall submit for approval by the Commissioner of Education a plan of service in a form to be prescribed by him. Such plan shall be revised periodically as determined by the Commissioner of Education. The plan shall be in accordance with the requirements of section 90.5 of the regulations of the Commissioner of Education.

**ARTICLE X
FULL MEMBERSHIP**

Section 1 *Eligibility.* Any of the following organizations who serve a research community and who meet the membership requirements as found in the regulations of the Commissioner of Education section 90.5 (as amended 1/7/94) are eligible for membership: libraries of institutions of higher education, public library systems, central or co-central libraries of public library systems, public libraries, school library systems, school libraries, other special libraries, for profit and non-profit organizations.

Hospital libraries are also eligible for membership if they meet standards established under Education Law, section 272.

The organization must also:

- a.1. demonstrate how it will bring improved library or information resources to the SCRLC region; and/or
 2. demonstrate how it will bring improved reference or research services to its community.
- b. be willing to cooperate in meeting the goals of SCRLC.

Section 2 *Board Approval.* The Board of Trustees shall approve each new application for membership.

Section 3 *Privileges and Obligations.*

1. Each member institution shall be entitled to share in the benefits resulting from achievement of the stated purposes of SCRLC.
2. When admitted to membership, each member institution shall designate a representative to attend members' meetings and to vote.
3. Each member institution shall have one vote.
4. Each institution shall pay dues as prescribed by these bylaws.

Section 4 *Termination.* An institution may terminate its membership at any time by written notification to the Board of Trustees of SCRLC.

Section 5 *Meetings of the Membership.* The annual meeting of member institutions

shall be held in September or October at a place within the region and on a date selected by the president, at which time the election of trustees shall take place. Additional meetings of the members may be called by the president, by a majority vote of the Board of Trustees, or upon written petition by one-third of the members.

Written notice of all members' meetings shall be sent to the members no more than fifty and no less than ten days in advance of the meeting. A quorum for the purpose of transacting business shall be the voting members present. Except where otherwise prescribed in the By Laws, decisions shall be made by a majority vote.

- Section 6 *Dues.* Dues for members shall be recommended by the Board of Trustees and ratified by a majority vote of the member institutions voting. Non-payment of dues without good cause shown within four months after the beginning of the fiscal year shall automatically result in termination of membership.

ARTICLE XI AFFILIATE MEMBERSHIP

- Section 1 *Eligibility.* Libraries, institutions, or organizations not meeting the Commissioner of Education's requirements and sympathetic to the purposes and mission of the Council may become non-voting affiliates.

The library, institution or organization must:

- a. demonstrate how it will bring library or information resources to the SCRLC region and
- b. be willing to cooperate in meeting the goals of SCRLC.

- Section 2 *Privileges and Obligations.* Each affiliate shall be entitled to share in the benefits resulting from achievement of the stated purposes of SCRLC. Each affiliate shall pay dues as prescribed by these bylaws.

- Section 3 *Dues.* Dues for affiliates will be established by the Board of Trustees.

ARTICLE XII PERSONAL MEMBERSHIP

- Section 1 *Eligibility.* Any individual sympathetic to the purposes and mission of the Council may become a non-voting Personal Member.

- Section 2 *Dues.* Dues for personal members will be established by the Board of Trustees.

**ARTICLE XIII
REPORTS**

Section 1 SCRLC shall transmit to the Department of Education an annual report as prescribed by the Commissioner of Education.

**ARTICLE XIV
AMENDMENTS**

Section 1 The bylaws may be amended by a two-thirds vote of those trustees present at a meeting of the Board of Trustees, provided that the written text of the proposed amendment was mailed to all trustees with the notice of the meeting.

**ARTICLE XV
DISSOLUTION**

Section 1 Dissolution of this organization and distribution of its assets will be done in accordance with Section 220 of New York Education Law and appropriate sections of the Internal Revenue Code.

Revised and adopted May 7, 1981

Amended:

3-18-82
9-23-83
3-16-84
11-15-85
1-15-86
11-14-86
1-14-87
9-18-87
6-16-89
5-14-93
9-20-96
11-14-97
1-30-98
9-13-02
9-26-03
4-1-05
9-16-05
9-14-07