BYLAWS OF THE
Capital District Library Council for Reference and Research Resources

ARTICLE I  INTRODUCTION
A. CHARTER:
The name of this organization governed by these Bylaws shall be the Capital District Library Council for Reference and Research Resources (hereinafter referred to as CDLC or the “Council”) as specified in the Provisional Charter granted by the Board of Regents on June 24, 1966 and the Absolute Charter granted by the Board of Regents on September 24, 1971, in accordance with the requirements of reference and research library resources systems as defined in New York State Education Law (NY Ed. Law) §272.2(a-b).

B. PURPOSE:
The purpose of this organization shall be as set forth in the Absolute Charter.

C. SERVICE AREA:
The Capital District shall be defined as that area encompassing the ten counties of Albany, Fulton, Hamilton, Montgomery, Rensselaer, Saratoga, Schenectady, Schoharie, Warren and Washington.

ARTICLE II  MEMBERSHIP
A. MEMBERSHIP CATEGORIES
1. INSTITUTIONAL MEMBERSHIP:
   a. Eligibility: An organization which meets the criteria provided by the Commissioner’s Regulations for the Library Reference and Research Resources Systems set forth at 8 NYCRR § 90.5(b)(1), or the Council’s criteria as defined in the Council Plan of Service, is eligible for membership.
   b. Voting: Institutional members shall be entitled to one vote on voting matters, and the organization’s director or his/her designated representative shall cast the organization’s ballot.

2. OTHER MEMBERSHIP:
   a. Eligibility: Institutions not meeting New York State Education Department and Council criteria for Institutional Membership may be eligible for another status if they meet the criteria defined by the CDLC Board of Trustees.
   b. Voting: These classes of membership are not eligible to vote.
B. RESPONSIBILITIES:

The Board of Trustees shall define the duties and responsibilities of each membership category. The Board of Trustees may terminate membership if duties and responsibilities are not fulfilled.

C. SERVICES:

Each class of membership will be eligible for services and benefits of the Council as defined by the trustees.

D. MEMBERSHIP TERM:

The term of membership shall coincide with the Council’s fiscal year.

E. DUES:

1. The dues of each membership category shall be established by the Board of Trustees.

2. Non-payment of dues, without good cause shown, shall result in termination of membership at the discretion of the Board, after 15 days’ notice to the member.

F. REINSTATMENT:

Membership may be reinstated at the discretion of the Board.

G. MEMBERSHIP MEETINGS:

1. An annual membership meeting shall be held at least annually at such time and place to be determined by the Board. Membership meetings may be called at such other times as the President or a majority of the trustees shall determine, or upon the request of a majority of the institutional members. The President, or his/her designee, shall preside over the general and special meetings.

2. Notice of all membership meetings shall be sent to members no fewer than ten days in advance of the meeting.

3. A quorum for the purpose of transacting business of the Council at membership meetings shall be at least ten percent of the entire institutional membership.

4. A majority vote of those institutional members voting shall prevail, except as provided in Article X regarding Amendments to By-Laws.

5. Voting at general and special meetings shall occur via paper ballot. Every member entitled to vote at a meeting of members may authorize another person or persons to act for the member by written or electronic proxy.
6. Members may take action without a meeting upon the written or electronic consent of all of the members entitled to vote, which consent shall set forth the action so taken.

ARTICLE III BOARD OF TRUSTEES

A. GENERAL MANAGEMENT:

1. The general management of the affairs of the Council shall be vested in a Board of Trustees. The members of the Board of Trustees, acting in concert, are the legal institutional embodiment of the Council. The Board shall have control of the property of the Council and shall determine its policies with the advice of its various committees. It shall have power to authorize expenditures and take all necessary and proper steps to carry out the purposes of the Council and to promote its best interest.

2. The Board of Trustees shall employ an Executive Director who shall have, subject to the overall control and direction of the Board, general charge, oversight and direction of the affairs and business of CDLC, and sole responsibility for the employment and discharge of staff in accordance with the Board-established policies.

B. NUMBER AND COMPOSITION:

The number of trustees shall be fifteen. The Council has six mandated trustees: one trustee position for each public library system member; one for the largest academic institution; and at least two non-librarians from the research community served by the Council. The nine at-large members are intended to be broadly representative of the institutional membership, which includes academic, public, school, and special libraries.

C. TERM OF OFFICE:

1. The term of office for elected trustees shall be five years.

2. No trustee shall hold office consecutively for more than two complete terms, excluding partial terms to fill a vacancy. Full terms shall begin on July 1 and end on June 30.

3. 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 out the remainder of
the term. A partial term trustee is eligible for regular term election at the next election following the completion of said term.

4. Incumbent board members who retire or relocate to a non-member institution during their term, and who are a resident of the ten counties served, may serve out the remainder of their term at the request of the remaining Board of Trustees.

5. If any trustee fails to attend three consecutive meetings without excuse accepted as satisfactory by the trustees, (s)he shall be deemed to have resigned, and the vacancy will be filled. Trustees may also be removed by action of the Board for having excessive absences. Trustees may be removed by the New York State Board of Regents.

D. TRUSTEE NOMINATION/APPOINTMENT PROCEDURES:

1. NOMINATION OF TRUSTEES
   a. The President, with approval of the Board, shall appoint a nominating committee.
   b. The nominating committee shall announce vacancies and shall invite institutional members to nominate nominees for (1) at-large positions and (2) mandated positions of non-librarians from the research community. The committee will review all nominees and submit a list of candidates to the Board by April 15 of each year.
   c. The Council will forward a ballot to the director, or designee, of each Institutional Member.

2. APPOINTMENT OF TRUSTEES - Mandated trustee positions for public library systems and the largest academic institution shall be appointed by the represented institution.

E. ELIGIBILITY FOR NOMINATION:

1. The nine at-large trustees must have an employment affiliation with a member institution, be able to represent their constituency, and have authorization from their institution to serve as a trustee.

2. Trustees having served two consecutive complete terms may reestablish their eligibility after a one-year absence from the Board.

3. Trustees not employed by a member institution must be residents of one of the ten counties served by the Council.
4. Trustees may not be employees of the New York State Education Department.

F. ELECTION:

The trustees shall be elected no later than June 1 of each year by the directors or designees of the member institutions, with a term starting on July 1.

G. VACANCIES:

1. In the event of a vacancy on the Board during an unexpired term of an at-large or non-librarian representing the research community position, a successor trustee shall be appointed by the Board to serve out the remainder of the term.

2. In the event of a vacancy on the Board during an unexpired term of a mandated position, a successor trustee will be appointed by the represented institution to serve out the remainder of the term.

H. MEETINGS:

1. Regular meetings shall be held at least six times a year, and special meetings will be called when necessary to conduct the official business of the Council.

2. A notice of every meeting, stating the purpose and the time and place, shall be sent to the Board by the Executive Director.

3. The first board meeting of the fiscal year will be an annual organizational meeting which will include Board committee appointments, appointment of the financial clerk, conflict of interest certification for trustees, and any other annual activities deemed appropriate by the Board.

4. When deemed useful by the President in consultation with the Executive Director, members of the Board may participate in a meeting of such Board by virtual means which allow all participants in the meeting to see and hear each other at the same time. Participation by such means shall constitute presence in person at said meeting.

I. QUORUM:

A quorum of the trustees shall be eight.

J. VOTING:

Approval of actions shall be by majority vote of the trustees present, except as allowed for in the Bylaws.
ARTICLE IV  

BOARD OF TRUSTEES OFFICERS

A. OFFICERS:

The officers of the Board of Trustees shall consist of a President, Vice President, Secretary, and Treasurer.

B. TERM OF OFFICE:

The term of office for all officers shall be one year. No trustee shall serve as President for more than three consecutive terms. No trustee shall serve as Treasurer for more than five consecutive terms.

C. ELECTION OF OFFICERS:

The nominating committee shall develop a slate of officers from the trustees who are in continuing terms on the Board, and present the slate for election at the June meeting. Nominations from the floor shall also be accepted. Terms for incoming officers will begin on July 1.

D. DUTIES:

1. President: The President shall be the principal officer of the Council. (S)he shall preside at all meetings of the members and of the Board of Trustees. The President may sign any deeds, mortgages, bonds, contracts or other instruments that the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these Bylaws or by statute to some other officer or agent of the Council. The President shall appoint members to committees and perform any additional duties authorized by the Board of Trustees. The President serves as an ex-officio member of all committees of the Board.

2. Vice President: In absence of the President, or in the event of his/her inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as may be authorized by the President or by the Board of Trustees.

3. Secretary: The Secretary shall ensure the recording, dissemination, and retention of the minutes of all meetings of the membership and of the Board of Trustees, in accordance with the provisions of these Bylaws or as required by law.
4. Treasurer: The Treasurer shall chair the Finance Committee and have responsibility for the funds of the council, including investments, receipts and disbursements. (S)he shall report to the Board at all meetings, according to a format prescribed by the Board of Trustees.

ARTICLE V  COMMITTEES

A. STANDING COMMITTEES OF THE BOARD:

Standing committees must be comprised exclusively of Board members. There shall be no fewer than three members on each committee of the Board. The Board shall appoint trustees to all committees of the Board, except that in the case of the Executive Committee, the appointment shall be made by no less than a majority of the entire Board. The committees of the Board are listed below.

1. Executive Committee. The Executive Committee shall consist of the elected officers of CDLC: President, Vice President, Secretary, and Treasurer. The Executive Committee shall oversee the business and affairs of CDLC as necessary during intervals between meetings of the Board. The Executive Committee shall be responsible for periodically reviewing the Council Bylaws and recommending changes when necessary; ensuring that the Council acts in compliance with all relevant laws and regulations; and reviewing proposed changes in state law and/or regulations and recommending appropriate action to the Board. The Executive Committee cannot, without specific authorization by the Board of Trustees, purchase real property, borrow money, amend the Bylaws, or hire or terminate the Executive Director. Meetings of the Executive Committee may be called by the President or by any three (3) members of the committee. The Executive Committee shall submit a report of its actions at all regularly scheduled or special meetings of the Board.

2. Finance Committee. The Finance Committee shall consist of appointed members of the Board as determined by the President; however, in no circumstances is the independent auditor, or an employee or relative of the independent auditor’s firm, to serve on the committee. The Treasurer shall serve on the committee and shall chair the committee. In conjunction with the Executive Director, the Finance Committee shall develop a budget for approval
by the Board of Trustees and propose policies governing the finances of CDLC for adoption by the Board. The Finance Committee also oversees the accounting and financial reporting process, including the annual audit of CDLC’s financial statements. All policies and actions of the Finance Committee are subject to approval of the Board.

3. Nominating Committee. The Nominating Committee shall be responsible for ensuring the accurate composition of the Board of Trustees as outlined in the Bylaws; recruiting and nominating Trustees for at-large positions and for mandated positions of non-librarians from the research community. The Nominating Committee shall develop a slate of officers from the Trustees who are in continuing terms on the Board and present the slate for election at the June meeting.

4. Personnel Committee. The Personnel Committee shall periodically review CDLC’s personnel policies and, as necessary, interpret, clarify, or recommend changes to any policies. The Personnel Committee shall also review and provide input on the Executive Director’s job description, major revisions to staff job descriptions, salary ranges, benefits, and performance review procedures. The Personnel Committee shall conduct an annual evaluation of the Executive Director as directed by the Board.

B. AD-HOC COMMITTEES OF THE BOARD:

Additional committees of the board, as needed for special purposes, may be created and appointed by the Board of Trustees.

C. COMMITTEES OF THE CORPORATION:

These are committees created to advise the Council and the Board on specific aspects of Council programs and services. The Board will establish these committees and approve the composition (number and representation of membership) and the charge for each committee to ensure appropriate direction and member representation. The Board may choose to elect one member of the Board of Trustees to serve on each committee of the corporation. The Executive Director will appoint the balance of the committee membership. The Executive Director and/or the Board representative shall regularly inform the Board of
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the committee membership, activities, and meeting schedule. Committees of the Corporation shall not have the authority to bind the Board of Trustees.

ARTICLE VI FISCAL YEAR
The fiscal year of Council shall be July 1 to June 30.

ARTICLE VII AUDIT REPORT
The accounts of the Council shall be audited each year by an independent certified public accountant who is not an officer, board member or employee of the Council.

ARTICLE VIII AUTHORITY
A. If there is any conflict between the provisions of the Absolute Charter and the Bylaws, provisions of the Absolute Charter shall govern.

B. The governance of the Council shall be in accordance with New York State Education Law, the Rules of the Board of Regents, the Regulations of the Commissioner of Education, and these Bylaws.

ARTICLE IX INDEMNIFICATION FOR TRUSTEES, OFFICERS, AND EMPLOYEES
A. The Council shall indemnify its trustees, officers and employees against judgments, fines, amounts paid in settlement and reasonable expenses and costs, including attorney’s fees, in connection with any claim asserted against the trustee, officer and/or employee by action in court or otherwise, by reason of the fact that such person was a trustee, officer or employee of the Council and acting in good faith for the purpose which such person reasonably believed to be in the best interest of the Council, and not unlawful.

B. Indemnification shall be provided in the manner and to the full extent afforded by Sections 722 through 726 of the Not-for-Profit Corporation Law; and as permitted by such law, the Council may provide additional indemnification pursuant to: an agreement, action of the Board of Trustees, or by provision of these bylaws.
ARTICLE X

AMENDMENTS TO BYLAWS

A. Proposed Bylaw amendments must be received by the trustees at least one meeting prior to voting.
B. Proposed Bylaw amendments must be approved by a two-thirds (2/3) vote of the Board of Trustees.

Adopted and Approved by the Board of Trustees

Date: March 17, 2017

Amendment: Article 5, Section C: The Board may choose to elect one member of the Board of Trustees to serve on each committee of the corporation
amended to The Board may choose to appoint one member of the Board of Trustees to serve on each committee of the corporation

Adopted and Approved by the Board of Trustees April 20, 2018