

South Central Regional Library Council Bylaws

Article 1. Introduction

- 1.1. *Charter.* The name of the organization governed by these Bylaws shall be the South Central Regional Library Council (SCRLC), as per the charter amendment granted by the Board of Regents on September 17, 1997. SCRLC was established through a provisional charter issued on May 25, 1967 and an absolute charter granted on May 22, 1972, 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). SCRLC shall be governed by a Board of Trustees, which is selected in accordance with and representative of SCRLC membership and users.
- 1.2. *Type.* SCRLC is a 501(c)(3) Type B nonprofit corporation.
- 1.3. *Area Served.* The SCRLC region shall include the fourteen counties of Allegany, Broome, Cayuga, Chemung, Chenango, Cortland, Delaware, Otsego, Schuyler, Seneca, Steuben, Tioga, Tompkins, and Yates.
- 1.4. *Location.* The principal office of SCRLC is to be located centrally within the SCRLC region.
- 1.5. *Governing Effect.* If there is any conflict between these Bylaws, provisions of the Charter, or NY Ed. Law, provisions of the Charter and NY Ed. Law shall govern.

Article 2. Plan Of Service, Purpose, Mission

- 2.1. SCRLC shall submit a Plan of Service for approval by the New York State Commissioner of Education, in accordance with the requirements of §90.5 of the Regulations of the Commissioner of Education. Such plan shall be revised periodically as determined by the Commissioner of Education. The complete Plan of Service is available on the SCRLC website.
- 2.2. *Purpose.* The purpose of this organization shall be “to improve reference and research library services within the area, and to promote interlibrary cooperation in the use of such resources” (Charter §2).
- 2.3. *Mission.* SCRLC leads and advocates for member libraries by promoting learning, collaboration, and innovation. For SCRLC’s vision and values, visit the SCRLC website.

Article 3. Board Of Trustees

- 3.1. *General Management.* The general management of the affairs of SCRLC shall be vested in a Board of Trustees. The Board of Trustees shall have control of the property of SCRLC and shall determine its policies with the advice of various committees. It shall have power to employ the Executive Director, authorize expenditures, and take all

necessary and proper steps to carry out the purposes of SCRLC and to promote its best interest.

3.2. *Number.* There shall be at least six (6), but no more than fifteen (15) seats on the Board of Trustees, including officers.

3.3. *Composition.*

3.3.1. *Elected Mandated Positions.* As stated in NY Ed. Law §255.3(a), the Board will consist of:

- 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 SCRLC.

3.3.2. *Other Non-Mandated 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 maximum of one at large person representing the library or research community.

3.4. *Qualifications.* Each member of the Board of Trustees must be at least eighteen (18) years of age, and reside or work within the SCRLC region.

3.5. *Compensation, Reimbursement, and Loans*

3.5.1. *Compensation.* No Trustee, officer or member of a committee shall receive compensation for their services. The Board of Trustees shall be empowered to provide reasonable compensation, together with reimbursement for reasonably incurred expenses, for offices or positions not afforded voting privileges for purposes of corporate decision-making, such as the position of Executive Director.

3.5.2. *Reimbursement.* Notwithstanding the mandates of this article, at the discretion of the Board of Trustees, individual Trustees, officers, members of committees and employees may be reimbursed in an amount determined by the Board for expenses reasonably incurred by them in the performance of their duties.

3.5.3. *Loans.* No loans shall be made by SCRLC to its Trustees, officers, and members of committees or to any other corporation, firm, association or other entity in which one or more of its Trustees, officers or committee members are directors or officers or hold a substantial financial interest, except as may be permitted by law.

3.6. *Selection, Terms of Office, Vacancies and Removal*

3.6.1. *Selection.* The membership shall elect all Trustees of SCRLC.

- 3.6.2. *Selection Procedure.* All members entitled to vote shall cast a vote for a number of candidates equal to the number of vacancies to be filled until the required number of Board members, as specified in Bylaws section 3.2, is achieved. If, at any time during this process, there is a tie among a number of candidates, which number is greater than the number of vacancies remaining, the voters shall thereupon vote again, casting a number of votes equal to the remaining vacancies.
- 3.6.3. *Terms of Office.* The term of office of Trustees shall be five (5) years. No Trustee shall hold office consecutively for more than two full terms. Full terms of Trustees shall begin on January 1 and end on December 31 as per NY Ed. Law §255.3(b).
- 3.6.4. *Vacancies.* A vacancy in office shall arise upon the death, resignation, removal or lapse of membership of a Trustee. Except in the case of the office of President, a vacancy on the Board of Trustees occurring in the interim between annual meetings shall be filled by an interim successor appointed by the Board of Trustees. At the next annual meeting following the vacancy, the membership shall elect a permanent successor to complete the vacated term. In the event that the interim successor is subsequently elected to serve as a permanent successor, the first year of the term shall be deemed to have commenced upon election, without regard to the duration of interim service.
- 3.6.5. *Resignation.* A Trustee may resign at any time by giving written notice to the Board of Trustees, the President, or the Secretary. The resignation shall take effect upon receipt thereof by the Board of Trustees.
- 3.6.6. *Removal.* 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 state law and regulations.
- 3.7. *Diversity.* SCRLC is committed to diversity, equity, and inclusion in all aspects of its operation from its Board of Trustees and guiding principles to staffing, programs, and services. In addition to having representation from many types of libraries and library systems, it is our belief that a diverse Board - including but not limited to race, ethnicity, gender identity or expression, sexual orientation, age, ability, skill sets, and experiences - can effectively position us to address the changing needs of our members and their communities. No one will be denied consideration on the basis of any legally prohibited discrimination involving but not limited to such factors as those mentioned above. SCRLC is an affirmative action/equal opportunity employer.

Article 4. Executive Director

- 4.1. *Executive Director.* The Board of Trustees shall employ an Executive Director (chief administrative officer) who shall have, subject to the overall control and direction of the

Board, general charge, oversight and direction of the affairs and business of SCRLC, and sole responsibility for the employment and discharge of staff in accordance with Board established policies. The Executive Director shall be the principal administrative officer of SCRLC, charged with the duties of effectuating the purposes of SCRLC, carrying out the directives of the Board of Trustees in performing any and all functions necessary and proper to ensure that the policies, objectives and aims of SCRLC are carried out, and shall sit as an ex officio non-voting member of the Board of Trustees. Under the Regulations of the Commissioner of Education §90.5(a)(1), the Executive Director is required to be “a trained professional librarian and 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 as determined by the commissioner, and who holds, or is eligible for, certification under §90.7.”

Article 5. Officers of the Board

- 5.1. *Officers, Election, Term.* 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 with the exception of the Treasurer, who shall serve no more than three (3) consecutive three-year terms.

- 5.2. *Removal, Resignation.* Officers serve at the discretion of the Board of Trustees. Any officer elected by the Board may be removed by the Board. In the event of the death, resignation or removal of an officer, the President of the Board shall appoint an acting successor to fill the unexpired term. This appointment shall be confirmed or disapproved by the full Board within the next two regular meetings.

- 5.3. *Officers and Duties.*
 - 5.3.1. *President.* The President shall be the principal officer of SCRLC and shall preside at all meetings of the members and of the Board of Trustees. The President, the Secretary, the Treasurer or any other proper officer of SCRLC authorized by the Board of Trustees 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 agency of SCRLC. In general, the President shall be the spokesperson for the Board of Trustees and shall perform all duties as may be prescribed by the Board.

 - 5.3.2. *Vice President.* In the absence of the President, or in the event of their 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 assigned by the President and/or the Board of Trustees.

5.3.3. *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.

5.3.4. *Treasurer.* The Treasurer shall be responsible for the supervision of all monies received or expended by SCRLC and shall keep the Board informed on all pertinent financial matters. The Treasurer shall provide a financial report at all regular meetings of the Board of Trustees in a format prescribed by the Board and shall present the annual financial report at the annual meeting of the membership. The Treasurer shall serve as a member of the Finance and Audit Committee and may serve as the Board’s liaison with the independent auditor.

Article 6. Meetings of the Board of Trustees

6.1. *Regular Meetings.* The Board of Trustees must convene regular meetings no fewer than six times per year (NY Ed. Law §255.3(c)).

6.2. *Special Meetings.* Special meetings of the Board of Trustees shall be held whenever called by the President, Vice President, Secretary, Treasurer, any chairperson of a standing committee, or on the request of three or more Trustees. Notice of special meetings shall state the purpose, time, and place of the meeting.

6.3. *Attendance.* Trustees are expected to make every effort to attend regular Board meetings in person. If inclement weather prevents the Board from meeting in person, the President may cancel the meeting or conduct the meeting electronically.

6.3.1. *Electronic Communication.* Any one or more members of the Board of Trustees or any committee may participate in a meeting of such Board or committee by means of telephone or computer conferencing, allowing all persons participating in the meeting to communicate with each other at the same time. Participation by such means shall constitute presence in person at a meeting.

6.4. *Meeting Schedule.* Dates for Regular Board meetings shall be determined by the beginning of the calendar year. The yearly schedule of regular Board meetings shall be posted to the public area of the website and to the Board area. Packets and documents for regular Board meetings shall be made available five (5) days prior to each meeting.

6.5. *Conduct of Meetings.*

6.5.1. Business at meetings shall be conducted pursuant to rules established by the Board of Trustees in accordance with all applicable federal and state laws. The current edition of *Roberts Rules of Order* shall be used as a guideline in answering all questions of proper parliamentary procedure.

6.5.2. *President.* At all meetings of the Board of Trustees, the President, or, in their absence, the Vice-President or, in their absence, another Trustee chosen by the Board, shall preside.

- 6.5.3. *Secretary.* At all meetings of the Board of Trustees, the Secretary, or, in their absence, another Trustee chosen by the President, shall act as Secretary of the meeting.
- 6.5.4. *Business Order.* The order of business at regular meetings shall be determined by the President.
- 6.5.5. *Consent Agenda.* The President may elect to use a consent agenda format. At the beginning of the meeting, Board members may ask that an item be removed from the consent agenda for discussion.
- 6.5.6. *Quorum.* A quorum shall be required for the legal and proper conduct of the business of the Board of Trustees. A majority of the total number of members of the Board of Trustees then in existence shall constitute a quorum for the transaction of any business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any Board members.
- 6.5.7. *Voting.* Each member of the Board of Trustees shall have one vote. A majority vote of those present, provided a quorum was established at the beginning of the meeting, shall be sufficient on any proposition presented and acted upon at a meeting. Proxies who may be attending in a Board member's place are not entitled to vote.
- 6.5.8. *Adjournment.* A majority of Trustees present at a meeting of the Board of Trustees, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all Trustees who were absent at the time of the adjournment.

Article 7. Committees

- 7.1. *Standing Committees.* There shall be no fewer than three members on each standing committee, of which at least two shall be Trustees. The Chairperson of each standing committee shall be a Trustee. The President shall, subject to approval of the Board, appoint the following standing committees: Executive, Bylaws & State Regulations, Nominating & Board Development, Finance and Audit, and Personnel. Each may have such sub-committees as necessary.
- 7.1.1. *Executive Committee.* The Executive Committee shall consist of the elected officers of SCRLC: President, Vice-President, Secretary, and Treasurer; the Chairs of the Personnel and Finance and Audit Committees; and one other Board member at large to be appointed annually by the President. The President shall serve as the chair of the Executive Committee. The Executive Committee shall oversee the business and affairs of SCRLC. In intervals between meetings of the Board of Trustees, the Executive Committee may transact such business of SCRLC as the Trustees may authorize, except to make removals from office. The Executive Committee shall be responsible for overseeing the personnel affairs of SCRLC not under the purview of the Personnel Committee, including, but not limited to evaluating, at least annually, SCRLC's Executive Director. 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 Chair 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.

7.1.2. *Bylaws & State Regulations Committee.* The Bylaws & State Regulations 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.

7.1.3. *Nominating & Board Development Committee.* The Nominating and Board Development Committee shall be responsible for ensuring the accurate composition of the Board of Trustees as outlined in Bylaws section 3.3; recruiting and nominating officers and Trustees to be presented to the Board for later presentation to the membership for the purpose of election; coordinating orientation for new Trustees; and assuring the continued development and training of the Board.

7.1.4. *Finance and Audit Committee.* The Finance and Audit Committee shall consist of appointed members of the Board in addition to other SCRLC members 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 may chair the committee. In conjunction with the Executive Director, the Finance and Audit Committee shall develop a budget for approval by the Board of Trustees and propose policies governing the finances of SCRLC for adoption by the Board. The Finance and Audit Committee also oversees the accounting and financial reporting process, including the audit of SCRLC's financial statements. The committee annually hires an independent auditor and reviews with the independent auditor the results of the audit and the management letter. All policies and actions of the Finance and Audit Committee are subject to approval of the Board.

7.1.5. *Personnel Committee.* The Personnel Committee shall consist of appointed members of the Board in addition to other members as determined by the President. This committee shall periodically review SCRLC's personnel policy and as necessary recommend changes, interpret, or clarify the policy. In conjunction with the Finance and Audit Committee, this committee shall annually establish a compensation package for employees. 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.

7.2. *Advisory Committees.* The Executive Director shall have the power to establish member advisory committees that serve in an advisory or consultative capacity to the Executive Director. Advisory committee recommendations are sent to the Board for approval through SCRLC's Executive Director. Advisory committees do not have the authority to

approve recommendations. 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 the establishment of committees and the names of all committee members.

7.3. *Ad Hoc Committees.* Additional committees may be created and appointed by the President with the consent of the Board of Trustees, as needed for special purposes.

Article 8. Financial Responsibilities

8.1. *Budget.* The Board of Trustees shall adopt a budget at least thirty days before the ensuing fiscal year (Regulations of the Commissioner of Education §90.6(c)(7)). 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.

8.2. *Fiscal Year.* The fiscal year shall be July 1 to June 30 according to Regulations of the Commissioner of Education §90.6(a).

8.3. *Disbursal of Funds.* The Treasurer is empowered to disburse SCRLC funds on the basis of a pre-numbered voucher-check system and to approve all electronic payments. In the absence of the Treasurer, the President is empowered to disburse SCRLC funds.

8.3.1. *Bank Checks and Drafts.* All bank checks and drafts and all other such orders for the payment of monies out of the funds of SCRLC, and all notes or other evidences of indebtedness of SCRLC, shall be signed by the Treasurer, as authorized by the Board of Trustees. In the absence of the Treasurer, such documents will be signed by the President.

8.4. *Annual Audit.* The Board of Trustees shall request and review an independent audit in accordance with the financial accounting procedures established in Regulations of the Commissioner of Education §90.6.

8.5. *Bonding.* The Treasurer and President shall be bonded annually.

8.6. *Contracts.* No officers, agents or employees shall have the power or authority to bind SCRLC by any contract or engagement or to pledge its credit or render it financially liable in any amount for any purpose unless so authorized by the Board of Trustees, or expressly authorized by these Bylaws.

8.7. *Loans.* No loans shall be contracted on behalf of SCRLC without the express written authorization of the Board of Trustees.

8.8. *Bank Deposits.* All funds of SCRLC not otherwise employed shall be deposited to the credit of SCRLC in such banks, savings and loan associations, trust companies or other depositories as the Board of Trustees may select.

Article 9. Conflict of Interest

9.1. Disclosure

9.1.1. *Initial Disclosure.* Prior to election to the Board, and thereafter on an annual basis, all Trustees shall disclose in writing, to the best of their knowledge, any interest (as defined herein) the Trustee may have in any corporation, organization, partnership, other entity or individual which provides professional or other goods or services to SCRLC for a fee or other compensation, and any position or other material relationship the Trustee may have with any other not-for-profit corporation with which SCRLC has any business relationship (collectively, a "conflict of interest"). A copy of each Conflict of Interest and Ethics Certification (Appendix A) shall be available to any SCRLC Trustee on request.

9.1.2. *Subsequent Disclosure.* If at any time during their term of service, a Trustee acquires any interest or otherwise a circumstance arises which may pose a conflict of interest, that interest or other conflict shall be promptly disclosed to the President of the Board.

9.1.3. *Ongoing Obligation of Disclosure.* When any matter for decision or approval comes before the Board, or any committee of the Board, in which a Trustee has an interest or other conflict, that interest or other conflict shall be immediately disclosed to the Board or relevant committee by that Trustee.

9.1.4. *Monitoring and Reporting Disclosure.* The Executive Director will monitor Board member compliance with and signature of the annual Conflict of Interest and Ethics Certification and report the results to the Board. Conflicts will be handled according to Bylaws section 9.6 below.

9.2. *Definition of Interest.* Whether a Trustee has an interest as an individual, or with an entity, shall be determined by whether that Trustee would derive a material individual economic benefit, either directly or indirectly, from any transaction or relationship involving themselves or the entity or any decision on a matter involving themselves and the entity by the Board or a committee thereof. The fact that the Trustee, or an entity with which they are affiliated may advocate, lobby or otherwise encourage governmental action on matters of general impact shall not constitute an interest or conflict pursuant to the terms of this provision.

9.3. *Voting.* No Trustee shall vote on any matter in which they have a conflict of interest.

9.4. *Non-Participation.* Any Trustee who has a conflict of interest in a matter shall leave the room in which discussion regarding that matter is carried on.

9.5. *Attempts to Influence.* Trustees shall not attempt to influence other Trustees regarding matters in which they have a conflict of interest, without first disclosing that conflict of interest.

9.6. *Conflicts Review.* The Executive Committee, composed entirely of Trustees without an interest (as defined herein) in a given transaction, shall review any transaction or agreement that is proposed for approval by the Board, which might be considered to constitute a conflict of interest (an "interested party transaction") for a particular Trustee.

Article 10. Board Ethics

10.1. *Duty of Care.* All members of the Board shall exercise the same standard of care that a reasonable person would exercise under similar circumstances at all times. Each SCRLC Trustee shall endeavor to understand all, or substantially all, of the consequences of their actions and/or omissions.

10.2. *Duty of Loyalty.* No Trustee shall engage in or condone any conduct that is disloyal, disruptive, damaging, or competes with SCRLC. No Trustee shall take any action, or establish any interest, that compromises their ability to represent SCRLC’s best interest. All Trustees are expected to represent the interests of SCRLC at all times while serving as Trustees.

10.3. *Duty of Obedience.* No Trustee shall disobey an authorized decision of the Board of Trustees and/or membership.

10.4. *Ethics Pledge.* As a 501(c)(3) not-for-profit corporation domiciled in New York State, the Board of Trustees of SCRLC is committed to maintaining the highest standard of conduct in carrying out its fiduciary duties of care, obedience and loyalty in pursuit of its charitable mission. As such, each and every member of Board shall:

- Be aware of and fully abide by the Bylaws, rules and regulations, and policies of SCRLC, pursuant to NY Ed. Law and the New York State Not-for-Profit Corporation Law (N-PCL);
- Ensure compliance of SCRLC with all laws, regulations and contractual requirements;
- Respect and fully support the duly made decisions of the Board in accordance with their fiduciary duties of obedience and loyalty;
- Respect the work and recommendations of committees who are duly charged and have convened and deliberated accordingly, pursuant to NY Ed. Law and the N-PCL;
- Work diligently to ensure that the Board fully assumes its role as a policy-making, governing body;
- Respect the role and responsibilities of the Executive Director in regard to the day-to-day management of the organization, including personnel, and for implementation of Board policies and directives;
- Adhere to the roles and responsibilities outlined in the Board of Trustees Manual.

10.5. *Harassment.* Harassment of any kind is not productive and cannot be tolerated by SCRLC. Any individual bound by these Bylaws who is subject to abusive or suggestive language relating to race, ethnicity, national origin, gender, age, religion, marital status, veteran status, disability, sexual orientation or any other characteristic protected by law, or who experiences sexually oriented physical touching is encouraged to report it

immediately to the President of the Board of Trustees. In the event that the allegation concerns the Board President, the allegation should be reported to the Vice-President. Any individual bound by these Bylaws who is aware of such conditions should report such activity immediately.

Article 11. Indemnification

- 11.1. *Authorized Indemnification.* Unless clearly prohibited by law or these Bylaws, SCRLC shall indemnify any person (an “Indemnified Person”) made or threatened to be made a party in any action or proceeding, whether civil, criminal, administrative, investigative or otherwise, including any action by SCRLC, by reason of the fact that they (or their) testator or administrator, if then deceased), whether before or after adoption of this article: (a) are or was a Trustee or officer of SCRLC, or; (b) are serving or served, in any capacity, at the request of SCRLC, as a Trustee or officer of any other corporation, or any partnership, joint venture, trust, employee benefit plan or other enterprise. The indemnification shall be against all judgments, fines, penalties, amounts paid in settlement (provided SCRLC shall have consented to such settlement) and reasonable expenses, including attorneys’ fees and costs of investigation, incurred by an indemnified person with respect to any such threatened or actual action or proceeding.
- 11.2. *Prohibited Indemnification.* SCRLC shall not indemnify any person if a judgment, or other final adjudication, adverse to any indemnified person establishes, or the Board of Trustees in good faith determines, that such person’s acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated or that they personally garnered any financial profit or other advantage to which they were not legally entitled.
- 11.3. *Advancement of Expenses.* SCRLC shall, on request of any indemnified person who is or may be entitled to be indemnified by SCRLC, pay or promptly reimburse an indemnified person’s reasonably incurred expenses in connection with a threatened or actual action or proceeding prior to its final disposition. However, no such advancement of expenses shall be made unless the Indemnified Person makes a binding, written commitment to repay SCRLC, with interest, for any amount advanced for which it is ultimately determined that they are not entitled to be indemnified under the law or these Bylaws. An indemnified person shall cooperate in good faith with any request by SCRLC that common legal counsel be used by the parties to such action or proceeding who are similarly situated unless it would be inappropriate to do so because of actual or potential conflicts between the interests of the parties.
- 11.4. *Indemnification of Employees and Others.* Unless clearly prohibited by law or these Bylaws, SCRLC shall indemnify any person (or their testator or administrator, if then deceased) who is or was employed by SCRLC or who is or was a volunteer for SCRLC against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney’s fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, in connection with any claim asserted against the employee by court action, or otherwise, by reason of the fact that such employee acted in good faith for a purpose which they reasonably believed to be in the best interest of SCRLC and, in

criminal actions of proceedings, in addition, had no reasonable cause to believe that their conduct was unlawful.

11.4.1. *Nonexclusivity.* Bylaws section 11.4 shall not be exclusive but shall include, by implication, any and all rights and remedies available to SCRLC and its employees by statute or otherwise, including but not limited to the purchase and maintenance of insurance to fund the aforementioned indemnification.

11.5. *Determination of Indemnification.* Indemnification mandated by a final order of a court of competent jurisdiction will be paid. After termination or disposition of any actual or threatened action or proceeding against an indemnified person, if indemnification has not been ordered by a court, the Board of Trustees shall, upon written request by an Indemnified Person, determine whether and to what extent indemnification is permitted pursuant to these Bylaws. Before indemnification can occur, the Board of Trustees must expressly find that such indemnification will not violate the provisions of Bylaws section 11.2. No Trustee with a personal interest in the outcome, or who is a party to such actual or threatened action or proceeding concerning which indemnification is sought, shall participate in this determination. If a quorum of disinterested Trustees is not obtainable, the Board of Trustees shall act only after receiving the opinion in writing of independent legal counsel that indemnification is proper in the circumstances under then applicable law and these Bylaws.

11.6. *Binding Effect.* Any person entitled to indemnification under these Bylaws has a legally enforceable right to indemnification which cannot be abridged by amendment of these Bylaws with respect to any event, action or omission occurring prior to the date of such amendment.

11.7. *Insurance.* SCRLC is required to purchase Directors and Officers (“D & O”) liability insurance. To the extent permitted by law, such insurance shall insure SCRLC for any obligation it incurs as a result of this article, or operation of law, and it may insure directly the Trustees, officers, employees or volunteers of SCRLC for liabilities against which they are not entitled to indemnification under this article, as well as for liabilities against which they are entitled or permitted to be indemnified by SCRLC.

11.8. *Nonexclusive Rights.* The provisions of this article shall not limit or exclude any other rights to which any person may be entitled under law or contract. The Board of Trustees is authorized to enter into agreements on behalf of SCRLC with any Trustee, officer, employee or volunteer to provide them rights to indemnification or advancement of expenses in connection with potential indemnification in addition to the provisions therefore in this article, subject in all cases to the limitations of Bylaws section 11.2.

Article 12. Membership

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

12.2. *Full Membership. Eligibility.* Any of the following organizations who serve a research community and who meet the membership requirements as found in the regulations of

the Regulations of the Commissioner of Education §90.5 are eligible for membership: libraries of institutions of higher education, public library systems, public libraries (central or any other) that are members of a public library system, school library systems, school libraries that are members of a school library system, other special libraries, or other libraries of for-profit or non-profit organizations. Hospital libraries are also eligible for membership if they meet standards established under NY Ed. Law §272. The organization must also demonstrate how it will bring improved library or information resources to the SCRLC region and/or demonstrate how it provides reference or research services to its community, and be willing to participate in meeting the goals of SCRLC.

12.2.1. *Privileges and Obligations.*

12.2.1.1. Each member institution shall be entitled to share in the benefits resulting from achievement of the stated purposes of SCRLC.

12.2.1.2. When admitted to membership, each member institution shall designate a representative to attend meetings of the membership and to vote.

12.2.1.3. Each member institution shall have one vote.

12.2.1.4. Each member institution shall pay dues as prescribed by these Bylaws.

12.2.1.5. Each member institution shall submit reports, including annual interlibrary loan figures and updates to its materials and operating budgets, as requested.

12.2.2. *Dues.* Dues for member institutions 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 result in loss of membership benefits.

12.3. *Affiliate Membership. Eligibility.* Libraries, institutions, or organizations that do not meet the membership requirements as found in the Regulations of the Commissioner of Education §90.5 may become non-voting affiliates. The library, institution, or organization must demonstrate how it will bring library or information resources to the SCRLC region and be willing to participate in meeting the goals of SCRLC.

12.3.1. *Privileges and Obligations.* Each affiliate shall be entitled to share in the benefits offered by SCRLC. Each affiliate shall pay dues as prescribed by these Bylaws. Affiliate members may be eligible for selected specified awards and grants.

12.3.2. *Dues.* Dues for affiliates will be established by the Board of Trustees. Non-payment of dues without good cause shown within four months after the beginning of the fiscal year shall result in loss of membership benefits.

12.4. *Personal Membership. Eligibility.* Any individual sympathetic to the purposes and mission of SCRLC may become a non-voting Personal Member.

12.4.1. *Dues.* Dues for personal members will be established by the Board of Trustees. Non-payment of dues without good cause shown within four months after the beginning of the fiscal year shall result in loss of membership benefits.

12.5. *Termination.* An institution or individual may terminate their membership at any time by written notification to the Board of Trustees of SCRLC. Dues that have been paid will not be returned or prorated.

Article 13. Meetings of the Membership

13.1. *Annual Meetings of the Membership.* The annual meeting of the membership shall be held in September or October, at which time the election of Trustees shall take place.

13.2. *Special Meetings of the Membership.* Special meetings of the membership may be called at any time by the President, or by a majority vote of the Board of Trustees, provided there is a quorum, or upon written request of at least ten (10) percent of the qualified voting members.

13.3. *Written Notice of Meetings.* Written notice of meetings shall be given to members. Notices shall state the purpose, place, date, and hour of the meeting. A copy of the notice of any meeting shall be given by first class mail, not less than five (5) nor more than fifty (50) days before the date of the meeting (NY Ed. Law §255.3(b)).

13.4. *Quorum.* A quorum shall be required for the legal and proper conduct of the business of the membership. Members entitled to cast the lesser of 100 or 10% of the total votes of the members shall constitute a quorum for the transaction of any business. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any members.

13.5. *Adjournment.* A majority of the voting members present, whether or not a quorum has been established, may adjourn any meeting to another time and place. Notice of the adjournment and the rescheduled meeting shall be given to all voting members.

13.6. *Chairperson.* At all meetings of the membership, the President, or, in their absence, the Vice-President or, in their absence, another Trustee shall preside.

13.7. *Secretary.* At all meetings of the membership, the Secretary, or, in their absence, another Trustee shall act as Secretary at the meeting.

13.8. *Votes Authorized.* Every full member institution of record of SCRLC shall be entitled to one vote upon each proposition.

13.9. *Qualification.* The Board of Trustees may fix a date as the record date for the purpose of determining the members entitled to vote. The record date shall not be more than fifty (50) nor less than ten (10) days before the date of the meeting.

13.10. *Voting.*

13.10.1. *Election of Trustees.* Members of the Board of Trustees shall be elected by a plurality of the votes cast at a meeting of the membership except as may otherwise be required by law and/or these Bylaws.

13.10.2. *Other Actions of the Membership.* Whenever any corporate action, other than the election of Trustees, is to be taken by vote of the membership, it shall, except as otherwise may be required by law and/or these Bylaws, be authorized by a plurality of the votes cast at such meeting.

13.11. *Proxies.*

13.11.1. *Proxies Authorized.* Every voting representative may authorize another person or persons to act for such member by proxy

13.11.2. *Revocation.* Every proxy shall be revocable by the member executing same, except as may otherwise be provided by law. The authority of the holder of a proxy to act shall not be revoked by the incompetence or death of the member who executed the proxy, unless, before the authority is exercised, written notice of an adjudication of incompetence or of death is received by the Secretary.

13.12. *List of Members at Meeting.* A list or record of member institutions entitled to vote, certified by the Secretary, shall be produced at any meeting of the membership upon the request.

Article 14. Reports

14.1. *Annual Report for Library Systems.* SCRLC shall transmit an annual report to the New York State Department of Education as prescribed by the Regulations of the Commissioner of Education §90.5(d).

14.2. *Annual Report to the Membership.* The Board of Trustees shall present at the annual meeting and attach to the meeting minutes a review of SCRLC’s programs and services and associated activities, and a financial report certified by a firm of independent public accountants showing in appropriate detail the following:

- The assets and liabilities, including the trust funds, if any, of SCRLC as of the end of the twelve-month fiscal period terminating not more than six months prior to said meeting;
- The principal changes in assets and liabilities, including trust funds, if any, during said fiscal period;
- The revenue or receipts of SCRLC both unrestricted and restricted to particular purposes, during said fiscal period; and
- The expenses or disbursements of SCRLC, both general and restricted to particular purposes, during said fiscal period.

Article 15. Amendments

15.1. *Bylaws Amendments.*

15.1.1. Bylaws may be amended, repealed, or altered in whole, or in part, at any annual meeting, regular meeting, or special meeting, first by a two-thirds (2/3) majority vote of the Board of Trustees, followed by a two-thirds (2/3) majority vote of the membership, provided there is a quorum at both meetings.

15.1.2. The Board may approve a Bylaws amendment by a two-thirds (2/3) majority vote of the Board of Trustees, pending approval by the membership. Once an amendment is passed by the Board, the Board may operate under the pending Bylaws until the membership has the opportunity to vote. Pending Bylaws amendments will be made available for the membership to review. If the membership were to vote against an amendment, the Board would return to operating under the last approved version of the Bylaws.

15.2. *Charter Amendments.* An amendment, repeal or alteration, in whole or in part, of SCRLC's Charter shall be authorized by a two-thirds (2/3) majority vote of the Board of Trustees, followed by a two-thirds (2/3) majority vote of the membership, provided there is a quorum at both meetings. Such action shall become effective once all statutory approvals are subsequently secured and the applicable Certificate of Amendment or Restated Charter is accepted for filing by the New York State Department of State.

15.3. *Merger or Consolidation.* The Merger or Consolidation of SCRLC, if not state-mandated, shall be authorized by a two-thirds (2/3) majority vote of the Board of Trustees, followed by a two-thirds (2/3) majority vote of the membership, provided there is a quorum at both meetings. Such action shall become effective once all statutory approvals are subsequently secured and the applicable Certificate of Merger or Consolidation is accepted for filing by the New York State Department of State.

15.4. *Dissolution.* Dissolution of this organization and distribution of its assets will be done in accordance with NY Ed. Law §219-220 and appropriate sections of the Internal Revenue Code.

15.5. *Leases and Sale of Real Property.* In any transaction where the organization endeavors to purchase, mortgage, sell or lease real property of the organization, it will first determine if such transaction constitutes a disposition of "all or substantially all" of its assets and if so shall obtain the consents required by NY Ed. Law and N-PCL §510 or these Bylaws. In any event where real property is disposed of, same shall not occur except with the consent of a two-thirds (2/3) majority vote of the Board of Trustees, followed by a two-thirds (2/3) majority vote of the membership, provided there is a quorum at both meetings.

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, 11-18-91, 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, 10-20-2014, 12-18-2014, 2-13-2015, 10-30-2015, 10-27-2017

Amended and approved by the Board of Trustees 10-30-2015, 10-27-2017, 10-24-2018
Approved by the Membership: 10-30-2015, 10-27-2017, 10-24-2018

Appendix A

**South Central Regional Library Council Board of Trustees
Conflict of Interest and Ethics Certification**

A Conflict of Interest and Ethics Certification must be completed and signed by each Board member during the first meeting of the year. Board members who are absent or who join the Board mid-year will complete and sign the document before the next meeting.

Conflict of Interest Disclosure

Please Circle ‘Yes’ or ‘No’ and Answer as Appropriate.

1. Have you had a direct or indirect business relationship during the past calendar year or current year with SCRLC through ownership of more than 35% with any person who is a current or former officer, director, Trustee or key employee of SCRLC?

Yes (please describe below) No

2. Do you have a family member who had a direct or indirect business relationship with SCRLC during the past calendar year or current year?

Yes (please describe below) No

3. Other than your role in an SCRLC member institution, did you serve as an officer, director, Trustee, key employee, partner or member of an entity (or a shareholder of a professional corporation) that did business with SCRLC during the past calendar year, is currently or may be doing business in the current year?

Yes (please describe below) No

4. Did you have during the past calendar year or current year, or anticipate having a conflict(s), as defined in the Bylaws, that has not been previously disclosed herein?

Yes (please describe below) No

Certification

I, the undersigned, certify that I have read and understand SCRLC’s Conflict of Interest and Board Ethics Statements. I agree that my actions will fully comply with the statements and their intent. I affirm that neither I, nor any member of my family or household, has had an interest or taken any action which counters the Conflict of Interest policy of the organization or impedes my ability to act as a fiduciary and in the best interests of SCRLC, except potentially those interests or actions as stated and fully disclosed above.

Board Member Name (Print) _____

Signature _____

Date _____

Excerpt from SCRLC Bylaws – Conflict of Interest and Board Ethics:

Article 9. Conflict of Interest

9.1. Disclosure

9.1.1. *Initial Disclosure.* Prior to election to the Board, and thereafter on an annual basis, all Trustees shall disclose in writing, to the best of their knowledge, any interest (as defined herein) the Trustee may have in any corporation, organization, partnership, other entity or individual which provides professional or other goods or services to SCRLC for a fee or other compensation, and any position or other material relationship the Trustee may have with any other not-for-profit corporation with which SCRLC has any business relationship (collectively, a "conflict of interest"). A copy of each Conflict of Interest and Ethics Certification (Appendix A) shall be available to any SCRLC Trustee on request.

9.1.2. *Subsequent Disclosure.* If at any time during **their** term of service, a Trustee acquires any interest or otherwise a circumstance arises which may pose a conflict of interest, that interest or other conflict shall be promptly disclosed to the President of the Board.

9.1.3. *Ongoing Obligation of Disclosure.* When any matter for decision or approval comes before the Board, or any committee of the Board, in which a Trustee has an interest or other conflict, that interest or other conflict shall be immediately disclosed to the Board or relevant committee by that Trustee.

9.1.4. *Monitoring and Reporting Disclosure.* The Executive Director will monitor Board member compliance with and signature of the annual Conflict of Interest and Ethics Certification and report the results to the Board. Conflicts will be handled according to Bylaws section 9.6 below.

9.2. *Definition of Interest.* Whether a Trustee has an interest as an individual, or with an entity, shall be determined by whether that Trustee would derive a material individual economic benefit, either directly or indirectly, from any transaction or relationship involving **themselves** or the entity or any decision on a matter involving **themselves** and the entity by the Board or a committee thereof. The fact that the Trustee, or an entity with which **they are** affiliated may advocate, lobby or otherwise encourage governmental action on matters of general impact shall not constitute an interest or conflict pursuant to the terms of this provision.

9.3. *Voting.* No Trustee shall vote on any matter in which **they have** a conflict of interest.

9.4. *Non-Participation.* Any Trustee who has a conflict of interest in a matter shall leave the room in which discussion regarding that matter is carried on.

9.5. *Attempts to Influence.* Trustees shall not attempt to influence other Trustees regarding matters in which they have a conflict of interest, without first disclosing that conflict of interest.

9.6. *Conflicts Review.* The Executive Committee, composed entirely of Trustees without an interest (as defined herein) in a given transaction, shall review any transaction or agreement that is proposed for approval by the Board, which might be considered to constitute a conflict of interest (an "interested party transaction") for a particular Trustee.

Article 10. Board Ethics

10.1. *Duty of Care.* All members of the Board shall exercise the same standard of care that a reasonable person would exercise under similar circumstances at all times. Each SCRLC Trustee shall endeavor to understand all, or substantially all, of the consequences of **their** actions and/or omissions.

10.2. *Duty of Loyalty.* No Trustee shall engage in or condone any conduct that is disloyal, disruptive, damaging, or competes with SCRLC. No Trustee shall take any action, or establish any interest, that compromises **their** ability to represent SCRLC's best interest. All Trustees are expected to represent the interests of SCRLC at all times while serving as Trustees.

10.3. *Duty of Obedience.* No Trustee shall disobey an authorized decision of the Board of Trustees and/or membership.

Ethics Pledge. As a 501(c)(3) not-for-profit corporation domiciled in New York State, the Board of Trustees of SCRLC is committed to maintaining the highest standard of conduct in carrying out its fiduciary duties of care, obedience and loyalty in pursuit of its charitable mission. As such, each and every member of Board shall:

- Be aware of and fully abide by the Bylaws, rules and regulations, and policies of SCRLC, pursuant to NY Ed. Law and the New York State Not-for-Profit Corporation Law (N-PCL);
- Ensure compliance of SCRLC with all laws, regulations and contractual requirements;
- Respect and fully support the duly made decisions of the Board in accordance with their fiduciary duties of obedience and loyalty;
- Respect the work and recommendations of committees who are duly charged and have convened and deliberated accordingly, pursuant to NY Ed. Law and the N-PCL;
- Work diligently to ensure that the Board fully assumes its role as a policy-making, governing body;
- Respect the role and responsibilities of the Executive Director in regard to the day-to-day management of the organization, including personnel, and for implementation of Board policies and directives;
- Adhere to the roles and responsibilities outlined in the Board of Trustees Manual.

10.4. *Harassment.* Harassment of any kind is not productive and cannot be tolerated by SCRLC. Any individual bound by these Bylaws who is subject to abusive language relating to race, ethnicity, national origin, gender, age, religion, marital status, veteran status, disability, sexual orientation or any other characteristic protected by law, or who experiences sexually oriented physical touching or suggestive language is encouraged to report it immediately to the President of the Board of Trustees. In the event that the allegation concerns the Board President, the allegation should be reported to the Vice-President. Any individual bound by these Bylaws who is aware of such verbally or physically abusive conditions should report such activity immediately.