



Notable Changes to the Bylaws

- The Preamble replaces the Introduction.
- The Membership and mission provisions are now at the top of the document.
- Redundancy has been eliminated, and in many places, clauses have been consolidated.
- Recitals regarding financial duties and the sections regarding the executive director have been left largely unchanged because these are tied to policy and/or the job description, and we want to ensure the changes do not need to be conformed in additional documents or policy.
- Rather than use separate articles with numerals, the sections are numbered continuously, for ease of reference.
- The Diversity Statement (formerly 3.7) is now considered under number 4. Our attorney advised that specific recitals of how to meet those objectives be reserved for board policy, rather than the bylaws. This provides greater flexibility as tactics and terminology evolve.
- Affiliate Members are under number 8 entitled, Mission-aligned Affiliates on and in Appendix A.
- Technology: Another major change is an emphasis on the use of technology whenever possible to notify members of and enable attendance at meetings. While the law does require trustees be elected at the annual membership meeting, there is no rule barring attendance at such meetings via video conferencing, so our attorney recommended that capability. See 9.2 and 19.3.
- Other changes include streamlining recitals of the obligations of trustees when it comes to fiduciary duties and ethics, and the use of appendices to remove some of the components that can be addressed through policy rather than inclusion in the bylaws.
- For example, 16.5 states, "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." This change eliminated the exception in the current bylaws that says "except for the President" (The Board elects its officers.)
- 18.2 Removal, Resignation. Officers serve at the discretion of the Board of Trustees. "Any officer elected by the Board may be removed by the Board, who shall thereafter vote to appoint a successor." This is a change from the current approach, which empowers the President to appoint a successor officer. This change is more in keeping with the Council's stated preference and history of collaborative decision-making.

- 18.3.2 Vice President. “In the absence of the President, 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.” This version removes “in the event of their inability or refusal to act” as the first provision is redundant, and the second is invitation for conflict; if a President refuses to undertake their duty, the Board should suspend or remove them for dereliction of duty prior to having the VP perform the act in their stead.
- 19. Meetings of the Board of Trustees. This has been edited for brevity, without substantial changes.
- 19.5—*Business Order* is defined in the proposed bylaws.
- 20. Committee structure: A major change is to the committee structure and use of committees. SCRLC does not use a committee structure to delegate tasks, and in particular, does not use the executive committee as set out in the current bylaws. Therefore, the changes reflect the current practices.
- A chart of committees, charges, and outputs has been added for ease of reference (20.4).
- New appendices:
 - A Governing Terms for Affiliate Membership
 - B Trustees’ Annual Ethics Resolution (to be read aloud at the first meeting of the Board of Trustees each year)
 - Board Routine Activity Calendar.



Bylaws

Preamble

*South Central Regional Library Council ("SCRLC" or "the Council") was **established** through a provisional charter issued by the New York Board of Regents (the "Regents") on May 25, 1967 and an absolute charter granted on May 22, 1972 (the "Charter").*

*Per its Charter and the **Education Law of New York**, SCRLC is an education corporation consisting of member organizations ("Members") and governed by an elected board of trustees (the "Board").*

*The **Board**, in addition to corporate oversight, supervises SCRLC's **Executive Director**, who has direct responsibility for managing day-to-day operations of the corporation.*

*These **Bylaws** confirm how Members join SCRLC, how the Board governs SCRLC, and how the Council complies with key requirements of applicable law and regulations.*

The Council is a 501(c)(3) charitable organization.

Purpose, Mission, Ethics

1. The purpose ("Purpose") of SCRLC is to serve its Members by improving reference and research library services, and to promote interlibrary cooperation in the use of such resources. (Charter §2).
2. The mission ("Mission") of SCRLC is to empower Members through advocacy, networking, resources, and professional development; and by supporting diversity, innovation, and collaboration to strengthen their ability to serve their communities and promote environmentally sustainable practices.
3. SCRLC follows the Code of Ethics of the American Library Association.
4. SCRLC acknowledges and honors that to further its Purpose, achieve its Mission, and honor its Ethics, the leadership of the corporation must continually assess its plans, policies, and actions through a lens of equity, diversity, inclusion, and sustainability.

Members & Service

5. As set forth in the Charter, SCRLC serves qualifying member organizations within fourteen counties of the State of New York: Allegany, Broome, Cayuga, Chemung, Chenango, Cortland, Delaware, Otsego, Schuyler, Seneca, Steuben, Tioga, Tompkins, and Yates.

6. Types of Members

6.1 Membership shall be maintained to meet the criteria for state aid as set by Education Law 272, the requirements of 8 NYCRR 90.5, and shall be further determined per criteria set by the Board of Trustees from time to time.

6.2 As allowed by governing regulations, Membership *may also* include:

- public, school, free association, hospital, and "Indian libraries" (as that term is defined by the Education Law);
- libraries of educational agencies;
- libraries of nonprofit organizations; and
- other special libraries that provide service within the area served by the system, provided they meet the criteria for membership set by these Bylaws.

6.3 The status of being a current Member is referred to in these Bylaws as "Membership."

6.4 The complete body of Members shall be referred to as the "Full Membership."

7. Becoming an active Member of SCRLC

7.1 Qualified organizations wishing to join SCRLC must submit an application setting forth how the applicant will bring improved library or information resources to the SCRLC region, and/or how the applicant provides reference or research services to its community.

7.2 The Board of Trustees shall offer Membership to any applicant that meets the criteria for Membership, but the full privileges of Membership shall only be active when a an applicant has paid their dues.

7.3 The Board shall certify a list of Members at the last regular meeting before the Membership's Annual Meeting, and a current list of Members shall be published on the SCRLC website.

7.4 Each Member shall designate a representative to attend meetings of the Membership and to vote.

7.5 Dues shall be recommended by the Board of Trustees and ratified by a majority vote of the Members attending the meeting where the vote is being conducted.

Mission-aligned Affiliates

- 8.1 Organizations that do not meet the Membership requirements but that do meet other mission-aligned criteria set by the Board of SCRLC may become non-voting affiliates of SCRLC ("Affiliate Members"), per the Affiliation Terms adopted by the Board from time-to-time.
- 8.2 To the extent aligned with SCRLC's Mission and Purpose, and confirmed per policy and/or agreements, such Affiliate Members may qualify for benefits of affiliation with SCRLC.
- 8.3 Such status, called "Affiliate Membership" shall be contractual, and Affiliate Members do not have either the privileges or responsibilities of Members unless agreed to by the Council and the Affiliate Member.
- 8.4 The current governing terms for Affiliate Membership shall be annexed to these Bylaws as an Appendix (Appendix A), but in no event are they part of these Bylaws.
- 8.5 Designated representatives of Affiliate Members may attend meetings of the Members but not vote.

Membership Meetings and Action

9. Annual Membership Meeting

- 9.1 The annual meeting of the Membership ("Annual Membership Meeting") shall be held in the autumn, at which time the election of Trustees shall take place.
- 9.2 In recognition of the accessibility, ecological, and logistical complications of conducting the Annual Membership Meeting solely in-person, and the need to ensure the timely and routine conduct of business, upon a resolution of the Board of Trustees at a meeting preceding the Annual Membership Meeting enabling remote participation, Member representatives may attend the Annual Meeting via electronic conferencing. For purposes of a quorum, attendance at the Annual Membership Meeting via electronic conferencing is signified by the representative being in effective two-way communication and able to see the chair of the meeting, to vote in real time, to offer comments in real time, and clearly hear and contemporaneously participate in all resolutions and agenda items, including but not limited to any vote to elect Trustees.

10. Special Meetings of the Membership

Special meetings of the Full Membership may be called at any time by the President, or by a majority vote of the Board of Trustees, or upon written request of at least ten (10) percent of the qualified voting Members. Member representatives may attend and vote at a Special Meeting electronically if such ability is included in the resolution to call the meeting, and the means of participation is included in the notice. For purposes of a quorum, attendance at a

Special Meeting via electronic conferencing is signified by the representative being in effective two-way communication and able to see the chair of the meeting, to vote in real time, to offer comments in real time, and clearly hear and contemporaneously participate in all resolutions and agenda items, including but not limited to any vote to elect Trustees.

11. Notice and Conduct of Membership Meetings

11.1 To save physical resources and in recognition of the Full Membership's profession being proficient in electronic means of communication, notice of meetings shall be given to Members solely via electronic mail. Notices shall state the purpose, place, date, and hour of the meeting. Notice of meetings that include the option of participation via videoconferencing shall include the means to connect to the meeting in the notice.

11.2 A meeting with at least 10% of all current Members' representatives attending in person or via videoconferencing shall have a quorum to conduct business.

11.3 At all meetings of the Full Membership, the President, or, in their absence, the Vice-President or, in their absence, another Trustee shall preside; the Secretary, or, in their absence, another Trustee shall act as Secretary to generate minutes of the meeting.

12. Membership Election of Trustees

Trustees shall be elected by a plurality of the votes cast by the Full Membership, except as may otherwise be required by law and/or these Bylaws.

13. Membership Action by Electronic Vote

To enable the timely and routine conduct of business, aside from the election of Trustees, upon a resolution of the Board of Trustees sent to the designated representatives no earlier than 60 days and no later than 10 days before the voting is to open, the Membership may vote via electronic mail. The period of voting shall be open for 10 business days, and the results shall be sent to the Full Membership within the next 5 business days after the close of voting. Only votes cast from a Member representative's designated email address shall be counted.

Board of Trustees

14. Role of Board of Trustees

14.1 The general management of the affairs of SCRLC shall be vested in a Board of Trustees.

14.2 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.

15. Composition of Board of Trustees

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

15.2 As required by New York State Education Law §255.3(a), the Board of Trustees will include:

- 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.

15.3 As required by these Bylaws, the Board of Trustees shall also include:

- 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.

16. Trustee Nominations, Elections, Terms, Conditions, Vacancies, and Removal

16.1 Nominations for trustee candidates shall be made by the Board of Trustees. To be nominated, a candidate must be at least eighteen (18) years of age and reside or work within the SCRLC region.

16.2 Upon nomination, the Full Membership shall elect Trustees of SCRLC at the Annual Membership Meeting.

16.3 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 of the fifth year of service.

16.4 No Trustee, officer or member of a committee shall receive compensation for their services, however, 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.

16.5 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.

16.6 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.

16.7 All Trustees 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.

16.8 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.

16.9 No Trustee shall disobey an authorized decision of the Board of Trustees and/or Membership.

17. Trustee Ethics and Conflict of Interest

17.1 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 (Appendix C) and Ethics Certification (Appendix B) shall be available to any SCRLC Trustee on request.

17.2 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 using the approved form appended to these Bylaws.

17.3 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.

Officers of the Board of Trustees

18.1 *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.

18.2 *Removal, Resignation.* Officers serve at the discretion of the Board of Trustees. Any officer elected by the Board may be removed by the Board, who shall thereafter vote to appoint a successor.

18.3 *Officers and Duties.*

18.3.1 *President.* The President shall preside at all meetings of the members and of the Board of Trustees and shall finalize the agenda for meetings. 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.

18.3.2 *Vice President.* In the absence of the President, 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.

18.3.3 *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.

18.3.4 *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.

18.3.5 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.

Meetings of the Board of Trustees

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

19.2 *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.

19.3 *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.

19.4 *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.

19.5 *Business Order.* The order of business at regular meetings shall be determined by the President. Meetings of the Board begin with acknowledgment that to further its Purpose, achieve its Mission, and honor its Ethics, the leadership of the corporation must continually assess its plans and achievements through a lens of equity, diversity, inclusion, and sustainability.

19.6 *Quorum.* 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.

Board of Trustees Committees

20.1 The SCRLC Board of Trustees shall use annually appointed committees to effect the generative and deliberative work of the Board, but in the absence of a specific resolution of limited duration, shall not delegate to any one committee any responsibility vested in the Board by law.

20.2 No committee may act for or bind the Board unless expressly authorized in the resolution creating that committee, and any such authorization will be of finite duration.

20.3 To cultivate future leaders and derive the benefits of additional input and expertise, the Board may invite non-trustees to participate as non-voting members of certain committees. Such "advising members" must be approved via a resolution of the full Board.

20.4 Annually appointed committees may include, but shall not be limited to:

Committee Name:	Committee Charge:	Chair and composition:	Output:
Bylaws, Policies & State Regulations	Reviews the Council Bylaws and Policies-- recommends changes and the seeking of legal advice; Ensures Council compliance with relevant laws and regulations; Reviews proposed changes in state law or regulations—recommends appropriate action.	Chair: TBD by Committee Members: Trustees only.	Bylaws for the membership to vote on; Updated/new policies for Board approval; Compliance reports; Recommended action for proposed changes to state law or regulations.
Finance & Audit Review	Receives, assesses, and as appropriate, recommends to the full Board the passage of the annual budget. Hires the auditor; Receives, assesses, and as appropriate, recommends to the full Board the passage of the annual audit.	Chair: Treasurer Members: Trustees only	Financial reports for every meeting; Annual budget recommendations; Auditor meets with full Board Re: annual audit and 990.

Nominating & Leadership Development	Identifies and cultivates advisors and future trustees, while ensuring the accurate composition of the Board; Recruits nominees to be presented to the Membership for election; coordinates new Trustee orientation; Plans Board development and training.	Chair: TBD by Committee Members: Trustees only	Routine trustee nominations; as-needed advisor nominations; Presents slate of trustee nominations at Annual Membership Meeting; Board retreats, development, training.
Personnel	Reviews SCRLC's Employee Handbook; Recommends the seeking of legal advice or changes to clarify the policy; In conjunction with the Finance & Audit Review Committee, determines staff raises/compensation package; Evaluates the Executive Director and job description; Performs major revisions to staff job descriptions, salary ranges, and benefits; Addresses ethics and conflicts of interest issues.	Chair: TBD by Committee Members: Trustees only	Employee Handbook revisions; Annual Executive Director Evaluation; Raises / compensation packages; Revises job descriptions, salary ranges, and benefits; Assessment of ethics and conflict of interest disclosures as needed.
Planning & Purpose	Solicits, reviews, assesses, and develops recommendations to the full Board regarding past, present, and prospective service goals of SCRLC; Develops 5-year plan of service.	Chair: TBD by Committee Members: May be Trustees and advisors.	Presents reviews, assessments, and recommendations to the full Board regarding past, present, and prospective Council service goals; 5-year plan of service.

20.5 In addition to committees in routine operation, the Board may create and empower "ad hoc" committees to address items on specific timelines or with specific, short-term goals.

Executive Director

21.1 *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.

21.2 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.

21.3 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."

Plan of Service

22.1 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.

22.2 Such plan shall be revised periodically as determined by the requirements of the Commissioner of Education and the Board.

22.3 The complete Plan of Service shall be at all times made available on the SCRLC website.

Reports

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

23.2 *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.

Financial Responsibilities

24.1 *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.

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

24.3 *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.

24.3.1 *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.

24.4 *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.

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

24.6 *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.

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

24.8 *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.

Conflict of Interest

25.1 The Board of Trustees shall adopt and enforce a "Conflict of Interest" policy meeting the current requirements of the New York Not-for-Profit Corporation Law. Such policy shall include the definition of relevant terms and a formal disclosure form for initial, subsequent, and ongoing disclosure of potential conflict as defined by the policy. Refer to Appendix C.

25.2 *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 as provided in the policy, a current copy of which shall be appended to these Bylaws.

Indemnification

26.1 *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 were 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.

26.2 *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.

Amendments to Charter and Bylaws

27.1 *Bylaws Amendments.* 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.

27.2 *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.

Revised and adopted May 7, 1981

Amended and Approved by the Membership: 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, 10-24-2018, 10-4-2019.

Appendices: Governing Terms for Affiliate Membership, Conflict of Interest Form, Board Calendar, Template Committee Resolutions, Conflict of Interest Policy, Whistleblower Policy

Appendix A

South Central Regional Library Council Governing Terms for Affiliate Membership

An organization not meeting the Commissioner of Education's requirements but which is sympathetic to the purposes and mission of the Council may become a non-voting affiliate member. A prospective affiliate member must either demonstrate how it will bring improved library or information resources to the SCRLC region; or, demonstrate how it will bring improved reference or research services to its community; and is willing to cooperate in meeting the goals of SCRLC.

A non-public/school library meeting the Commissioner Regulations and which has least one MLS/MLIS librarian must be a Full Member.

There are currently three types of membership within the Affiliate Membership Category:

- Affiliate Members
- Community Groups
- Personal Memberships

Each type of affiliate membership has associated benefits; a chart outlining the membership benefits is maintained on the SCRLC website.

Appendix B

Trustees' Annual Ethics Resolution

(to be read aloud at the first meeting of the Board of Trustees each year)

BE IT RESOLVED that the Board acknowledges that as the body responsible for 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.

Signature: _____

Date: _____

Appendix C

Conflict of Interest Policy, Procedures, and Certification Form

Policy

This Conflict of Interest Policy is designed to help Board members, the Executive Director, employees, and others associated with SCRLC identify situations that present potential conflicts of interest. Furthermore, this policy provides SCRLC with a procedure to appropriately manage conflicts in accordance with legal requirements and to meet the goals of accountability and transparency in its operations.

Definitions

Conflict of Interest: Conflicts of interest can arise on the part of Board members, the Executive Director, employees, and volunteers. Conflicts of interest are “personal” and not “organizational.”

Contract or Transaction: Any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan or grant, the establishment of any other type of financial relationship, or the exercise of control over another organization. The making of a gift to SCRLC is not a contract or transaction.

Family Member: A spouse, domestic partner, parent, step-parent, child or spouse of a child, sibling or spouse of a sibling, grandparent, grandchild, in-law, or corresponding family member of any person’s spouse or domestic partner.

Material Financial Interest in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect the judgment of a Board member, employee, volunteer or anyone else associated with SCRLC with respect to transactions to which the entity is a party.

The following circumstances create a conflict of interest:

A Board member, Executive Director, employee, or volunteer (or family member of any of the foregoing) who is personally involved as a party to a contract or involved in a personal transaction with SCRLC for goods or services, receiving a direct or indirect benefit.

A Board member, Executive Director, employee, or volunteer (or a family member of any of the foregoing) who has a personal material financial interest in a transaction between SCRLC and an entity in which the Board member, Executive Director, employee, or volunteer (or a family member of the foregoing) is a director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative.

A Board member, Executive Director, employee, or volunteer (or a family member of the foregoing) who is engaged personally in some capacity or has a personal material financial interest in a business or enterprise that competes with SCRLC.

Other situations may create the appearance of a conflict, or present a duality of interests in connection with a person who has influence over the activities or finances of SCRLC. All such circumstances should be disclosed to the Board or Executive Director, as appropriate, and a decision made as to what course of action the organization or individuals should take so that the best interests of SCRLC are not compromised.

Gifts, Gratuities, Honoraria, and Entertainment. Accepting these items or other favors from individuals or entities can also result in a conflict or duality of interest when the party providing the favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the interested person in the performance of their duties. This does not preclude the acceptance of items of nominal or insignificant value unrelated to any particular transaction or activity.

Procedures

Board Members: Prior to Board action on a contract or transaction involving a conflict of Interest, the Board member having a conflict of Interest and who attends the meeting shall disclose all facts material to the conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting.

A Board member who plans not to attend a meeting at which he or she has reason to believe that the Board will act on a matter in which the person has a conflict of interest shall disclose to the Chair of the meeting all facts material to the conflict of interest. The Chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.

A Board member having a conflict of interest shall not participate in or be permitted to hear the Board's discussion of the matter except to disclose material facts and to respond to questions. He or she shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.

A Board member who has a conflict of interest with respect to a contract or transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote.

The Board member having a conflict of interest may not vote on the contract or transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting.

Employees and Volunteers: Those having a conflict of interest with respect to a contract or transaction that is not the subject of the Board, shall disclose to their supervisor, or the Executive Director, any conflict of interest that she or he has with respect to a contract or transaction. Such disclosure shall be made as soon as the conflict of interest is known to the employee or volunteer in question; she or he shall refrain from any action that may affect

SCRLC's participation in the contract or transaction. If it is not entirely clear that a conflict of interest exists, the individual with the potential conflict shall disclose the circumstances to his or her supervisor or to the Executive Director, who shall determine whether Board discussion is warranted or whether there exists a conflict of interest that is subject to this policy.

If Board members are aware that staff or volunteers have a conflict of interest, relevant facts should be disclosed by the Board member or by the interested person him/herself, if invited to the Board meeting. The individual having conflict of interest shall not participate in or be permitted to hear the Board's discussion of the matter except to disclose material facts and to respond to questions; nor shall he or she be present in the meeting room when the vote is taken, unless the vote is by secret ballot. He or she shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.

Confidentiality: Each Board member, Executive Director, employee, or volunteer shall exercise care not to disclose confidential information acquired in connection with disclosures of conflicts of interest or potential conflicts, which might be adverse to the interests of SCRLC.

Furthermore, Board members, the Executive Director, employees or volunteers shall not disclose or use information relating to SCRLC's business for personal profit or advantage or the personal profit or advantage of their family member(s).

Review of Policy: Each board member, director, employee or volunteer shall be provided with and asked to review a copy of this Policy and to acknowledge in writing that he or she has done so.

Annually, each Board member, Executive Director, employee or volunteer shall complete a disclosure form identifying any relationships, positions or circumstances in which she or he is involved and that he or she believes could contribute to a conflict of interest. Such relationships, positions or circumstances might include service as a director of or consultant to another nonprofit organization, or ownership of a business that might provide goods or services to SCRLC. Any such information regarding the business interests of a Board member, Executive Director, employee or volunteer (or a family member thereof) shall be treated as confidential and shall generally be made available only to the Board President, the Executive Director, and any committee appointed to address conflicts of interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.

Subsequent Disclosure: If at any time during his or her term of service, a Trustee, employee or volunteer 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 (Trustees) or to the Executive Director (staff and volunteers).

This Policy shall be reviewed annually by each member of the Board of Trustees, employee, or volunteer. Any changes to the policy shall be communicated to all Trustees, staff and volunteers.

Approved by the Board of Trustees, March 2010; Amended 3/31/2017 and 5/19/17.

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

A Conflict of Interest 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 _____

Appendix D

Whistleblower Policy

It is the intent of SCRLC to adhere to all laws and regulations that apply to the Council and the underlying purpose of this policy is to support SCRLC's goal of legal compliance. The support of all employees is necessary to achieving compliance with various laws and regulations.

If any employee reasonably believes that a policy, practice, or activity of the Council is in bona fide violation of law, a written complaint must be filed by that employee with the Executive Director. Such reports should be directed to the Executive Director unless he/she is implicated in the complaint in which case the report should be directed to the President of the Board of Directors.

An employee shall be protected from retaliation only if the employee brings the alleged bona fide unlawful activity, policy, or practice to the attention of SCRLC and provides the Council with a reasonable opportunity to investigate and correct the alleged unlawful activity. The protection described below is only available to employees that comply with this requirement. SCRLC will not retaliate against an employee who in good faith has made a protest or raised a complaint against some policy, practice, or activity of the Council, or of another individual or entity with whom SCRLC has a business relationship, on the basis of a bona fide reasonable belief that the practice is in violation of law or a clear mandate of public policy.

SCRLC will not retaliate against an employee who discloses to a supervisor and a public enforcement body, any activity, policy, or practice of the Council that the employee reasonably believes is a bona fide violation of a law, or a rule, or regulation mandated pursuant to law or is in violation of a clear mandate of public policy concerning the health, safety, welfare, or protection of the environment.

Notwithstanding the above, it is the clear preference of SCRLC that an employee who believes that some policy, practice, or activity of the Council is in violation of the law attempt to resolve the concern internally with SCRLC prior to disclosing his/her allegations to, or raising or filing any complaints with, any external public body or official.

Notwithstanding the above, no concerned employee or whistleblower should expect protection under this policy if he/she knowingly initiates, facilitates, supports, conceals, or is otherwise complicit in the illegal policy, practice, or activity that is the subject of his/her disclosure, protest, or complaint unless his/her complicity is itself prompted by duress or is motivated by reasonable fear of some form of retaliation.

This policy does not protect any employee acting in bad faith or under a mere suspicion; who is deliberately dishonest; or has personally garnered financial profit or some other advantage to which he/she is not legally entitled. As such, no concerned employee or whistleblower disclosing, protesting, or complaining about an allegedly illegal policy, practice, or activity, or

another employee that is complicit in any such policy, practice, or activity, should expect protection under this policy if his/her actions in raising his/her concerns are in bad faith, mere suspicion, deliberately dishonest, or intended to garner financial profit, or some other advantage, to which he/she is not legally entitled.

For the purposes of this policy bona fide shall mean, in addition to its vernacular definition, that the employee has some actual evidence rather than a mere suspicion that the policy, practice, or activity is an actual violation of a law or a regulation of a public enforcement body.

Approved by the Board of Trustees March 21, 2014; Amended March 31, 2017

Appendix E

South Central Regional Library Council Board of Trustees Sample Board Resolutions

Sample resolution for appointing committee

WHEREAS the Board uses annually appointed committees to enhance the work of the leadership, but not to delegate responsibility vested in the full board by law; and

WHEREAS the INSERT COMMITTEE shall INSERT CHARGE for TIME SPAN;

BE IT RESOLVED that TRUSTEE NAME, TRUSTEE NAME, TRUSTEE NAME, TRUSTEE NAME, and TRUSTEE NAME are appointed to the COMMITTEE NAME; and

BE IT FURTHER RESOLVED that said committee shall report back to the board with INSERT DELIVERABLES; and

BE IT FURTHER RESOLVED that [said committee shall not have authority to bind the corporation or act on behalf of the Board OR said committee shall be able to act on behalf of the board for the limited purpose of INSERT].

Sample resolution for appointing "advising member" to committee

WHEREAS to nurture future leaders and derive the benefits of additional input and expertise, the Board may invite non-trustees to participate as non-voting members of committees ("advising members").

BE IT RESOLVED THAT the Board gratefully appoints NAME is appointed to the COMMITTEE NAME as a non-voting, advising member for the term of TIME SPAN.

Appendix F

South Central Regional Library Council Board of Trustees Board Routine Activity Calendar

Month	Event	Action	Notes
January-February	Board Meeting Nominating & BD Committees meet	Approve Tech/digitization grant round; Reaffirm and make Committee assignments; Sign Conflict of Interest/Ethics document. Committee discusses Board retreat and NYCON Otsego County mini grant opportunity.	Membership applications are approved at all meetings. The Treasurer reports at all regular Board of Trustees meetings. Board committees meet as needed depending on projects.
February	Library Advocacy Day	Supports Library Advocacy Day. ED applies for NYCON Otsego County Mini Grant.	Late February or early March.
March-April	Board Meeting Finance & Audit Personnel Committees meet	Review preliminary budget Provide input on salaries and benefits.	
May	Board Meeting	Approve Budget, including BARC, electronic resources & Individual tech/digitization grants.	The Board of Trustees shall adopt a budget at least thirty days before the ensuing fiscal year (Commissioner of Education Reg §90.6(c)(7)). This budget may be modified at succeeding regular or special meetings of the Board of Trustees.
June	Nominating & Board Dev	Nomination of Board candidates.	
July	Board Retreat/Meeting	Annual Membership Meeting Resolution (note: include consideration of virtual attendance in resolution and notice).	
July	Personnel	ED Evaluation.	

Month	Event	Action	Notes
August	Bylaws Committee	Review Bylaws & associated documents. Annual Meeting Notice Sent late August/early Sept.	
September	Board Meeting	Certify list of members; publish current list on SCRLC website. Approve Annual Report.	Note: Annual report dates vary, which means it may not be available for approval until October.
October	Annual Membership Meeting/Board Meeting	Elect new trustees; Approve required Council documents, e.g., bylaws. Schedule the following year's Board meetings.	
November	F & A meet with Auditors	Detailed review of audit and 990.	
December	Board Meeting New Trustees orientation	Auditors present; accept audit/990; Elect Board officers for following year. Approves budget amendment. Discuss preferred parliamentary procedure.	Orientation happens before 1 st meeting of the new year.