Bylaws of the Rochester Regional Library Council

1. Organization
   a. **Name.** The name of the organization governed by these Bylaws is the “Rochester Regional Library Council” (“RRLC” or the “Council” or the “Organization”). The New York State Board of Regents granted a Provisional Charter on June 24, 1966 and a permanent Charter on September 24, 1971.
   b. **Authority and Laws.** The Council is a non profit organization established in accordance with the requirements for reference and research library resources systems as defined in § 272(2) (a) and (b) of New York State Education Law, and New York State Not-for-Profit Corporation Law, as applicable. RRLC is a 501(c)(3) non profit organization which qualifies the Council for exemption from income taxation.
   c. **Purpose.** The purpose for which the Council exists are defined in the Charter: “To improve reference and research library services within the area, and to promote interlibrary cooperation in the use of such resources.”
   d. **Service Area.** RRLC serves the counties of Livingston, Monroe, Ontario, Wayne, and Wyoming, hereinafter referred to as the “Rochester region”.
   e. **Office.** The principal office of the Council shall be located in the county of Monroe in the State of New York.
   f. **Fiscal Year.** The fiscal year of the Council shall begin on July 1 and end on June 30.
   g. **Exempt Activities.** Notwithstanding any other provision of these bylaws, no member, trustee, officer, employee, or representative of the Council shall take any action or carry on any activity by or on behalf of the Council not permitted to be taken or carried on by an organization exempt under § 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under §170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.
   h. **Construction.** If there is any conflict between the provisions of the Council’s Certificate of Incorporation or Charter and these Bylaws, provisions of the Certificate of Incorporation or Charter shall govern.
   i. **Dissolution.** Dissolution of this organization and distribution of its assets will be done in accordance with §219-220 of NYS Education Law and appropriate sections of the Internal Revenue Code.
2. Governance

a. General Management. The general management of the affairs of the Council shall be vested in a Board of Trustees, hereinafter referred to as “the Board”. The Board shall have control of the property of the Council and shall determine its policies with the advice of its various committees. The Board shall have power to employ necessary staff and other help, authorize expenditures, and take all necessary and proper steps to carry out the purposes of the Council and to promote its best interest.

b. Conflict of Interest. The Board shall establish a process for disclosure of conflicts of interest by any trustee or key employee of the Council. The Board will adopt and enforce a policy to protect the Council’s interest when contemplating a potential transaction or arrangement that may benefit the personal interest of any trustee or key employee of the Council.

c. Indemnification. The Council shall indemnify its trustees and officers against judgments, fines, amounts paid in settlement and reasonable expenses and costs, including attorney’s fees, in connection with any claim asserted against the trustee, officer and employees by action in court or otherwise, by reason of the fact that such person was a trustee or officer of the Council and acting in good faith for the purpose which such person reasonably believed to be in the best interest of the Council, and not unlawful. Indemnification shall be provided in the manner and to the full extent afforded by the Not-for-Profit Corporation Law.
3. **Board of Trustees**
   
a. **Powers and Duties.** The Board shall have all of the powers and duties of boards of trustees of chartered educational organizations as defined in the Education Law, the Not-for-Profit Corporation Law and other applicable laws, including but not limited to the right to acquire and hold property and to appoint and fix the salaries of such employees, including that of the Executive Director of the Council, as the trustees shall deem necessary.

b. **Board Composition.** The Board shall consist of no fewer than five and no more than 15 members. The Board members shall include representatives of its Members as required by §255 of New York State Education Law. In addition, membership on the Board may include representatives of Members or any persons having interest and concern for the improvement of reference and research library services in the Rochester region.

c. **Nomination Procedures.** At a Board meeting prior to the expiration of trustees’ terms, and allowing for sufficient time for the slate of candidates to be sent to Full Members in accordance with these bylaws, the Nominating and Board Development Committee shall recommend a slate of candidates. Upon approval of the majority of those present at the Board meeting, the slate of candidates shall be sent to the Full Members.

d. **Election and Terms of Office.** The Trustees of the Council shall be elected by the designated representatives of the Full Members.

e. **Term.** The term of office of a trustee shall be five years. No trustee shall hold office consecutively for more than two full terms except where the trustee is completing the unexpired term of his or her predecessor. Newly elected trustees shall take office upon being elected.

f. **Resignation or Removal.** A trustee may resign at any time by giving written notice to the Board or the Executive Director, and the resignation shall take effect upon receipt thereof. Acceptance of such resignation shall not be necessary to make it effective. If a trustee shall fail to attend three consecutive Board meetings without excuse accepted as satisfactory by the President of the Board, such trustee shall be deemed to have resigned and the vacancy shall be filled by the Board by a majority vote of the trustees.

g. **Vacancies.** Board vacancies occurring from resignation or removal may be filled, upon recommendation of the President or the Nominating Committee, by a majority vote of the Board at a regularly scheduled meeting. A trustee elected to fill a vacancy shall hold office for the unexpired term of their predecessor. A partial term Trustee is eligible for election to serve a full 5-year term upon completion of said partial term.

h. **Meetings.**
i. **Regular Meetings.** Regular meetings of the Board shall be held no less than six times per year on dates and at times determined by the President of the Board. No notice shall be required for regular meetings of the Board for which the time and place have been fixed.

ii. **Special Meetings.** Special meetings may be called by the President or upon the written request of at least five trustees and shall be held at such time or place specified on at least 10 days notice. Notice may be made via postal or electronic mail to a trustee’s preferred address. Notice must specify the purpose and location of the meeting.

iii. **Video and Phone Attendance.** The President may direct that any regular or special meeting be held via video or phone conference in times of emergency or due to extenuating circumstances out of the Council’s control. Notice of such meetings shall be made according to the terms for Special Meetings above. The President may also authorize one or more trustees to attend an in-person meeting via video or phone conference as needed.

iv. **Meeting Governance.** The President shall preside at all meetings of the Board. If the President is not present the Vice President shall preside. If the Vice President is not present, a trustee chosen by the Board shall preside.

i. **Voting and Action by the Board.**

   i. **Quorum.** Except to the extent provided in these bylaws, a majority of the current members of the Board shall constitute a quorum, and the affirmative vote of a majority of those trustees present at a meeting shall be required for the transaction of business. A majority of the trustees present, whether or not a quorum, may adjourn a meeting to another time and place, with notice given to all trustees not present.

   ii. **Vote.** Except to the extent provided by law and these bylaws, action of the Board shall be by a majority of the trustees present at the time of vote, a quorum being present at such time. Trustees attending the meeting via video or phone conference shall be considered present.

   iii. **Action without Meeting.** Any action required or permitted to be taken by the Board or Board committees may be taken without a meeting if all members of the Board or committee consent in writing or by electronic mail to the adoption of a resolution authorizing the action. The resolution and the written consent thereto shall be filed with the minutes of the Board or committee meeting.

   iv. **Related Party Transactions.** Prior to taking any action on a related party transaction as that term is defined in the Not-For-Profit Corporation Law, the Board shall consider alternative transactions to the extent available.
Any related party transaction shall be approved by a vote of the majority of all of the trustees then in office, and the Board shall contemporaneously document in writing the basis for the Board’s approval, including the Board’s consideration of any alternative transactions.

j. **Officers of the Board.** The Board of Trustees may elect from among themselves a President, a Vice President, a Secretary, a Treasurer, and such other officers as they may determine. Any two or more offices may be held by the same person except the office of President and Secretary.

   i. **Election of Officers.** Each officer shall be elected annually at a meeting of the Board immediately prior to the start of the fiscal year, and shall serve from July 1 to June 30th. Each such officer shall hold office for 12 consecutive calendar months until each such officer’s successor has been duly elected. The Board may remove any officer with or without cause at any time. No officer may serve more than three consecutive one-year terms with the exception of Secretary and Treasurer.

   ii. **Duties of Officers.** The President or any other proper officer of the Council authorized by the Board may sign any deeds, mortgages, bonds, contracts, or other instruments that the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these bylaws or by statute to some other officer or agency of the Council.

   iii. **Removal or Resignation.** Officers serve at the discretion of the Board. The Board may remove any officer. In the event of the death, resignation, or removal of an officer, the President 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.

   iv. **President.** The President shall be the principal executive officer of the Council and shall in general shall have such powers and duties as are customary and incidental to the highest elected officer of an organization. The President shall preside at all meetings of the members and the Board, and perform such other duties as may be prescribed by the Board as needed.

   v. **Vice President.** In 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. Any Vice President shall perform such other duties as may be assigned by the President or by the Board.

   vi. **Secretary.** The Secretary shall keep the records and minutes of the meetings of the Board, see that all notices are duly given in accordance
with the provisions of these bylaws or as required by law, and be custodian of the corporate records of the Council. The Secretary may designate a Council employee to assist with this duty. The Secretary shall perform all duties incident to the office of secretary and such other duties as may be assigned by the President or the Board.

vii. **Treasurer.** The Treasurer shall be responsible for the supervision of and accounting for all monies received and expended by the Council. In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as may be assigned by the President or the Board. The Treasurer shall report to the Board at all meetings according to a format prescribed by the Board.

viii. **Executive Director.** The Board shall appoint an Executive Director who will be the employed chief administrative officer of the Council. The Executive Director is charged with the duties of effectuating the purposes of the organization, carrying out the directives of the Board and the members, and performing any and all functions necessary and proper to ensure that the policies, objectives, and aims of the Council are carried out. The Executive Director shall serve at the pleasure of and submit to the instructions of the Board. The Executive Director shall serve as an ex officio member of the Board and each committee thereof, without vote, and shall not be counted for the purposes of determining the presence of a quorum.

k. **Committees of the Board.** The Board shall appoint not less than three trustees as further provided in these bylaws to serve on each of the following committees of the Board: Executive; Audit; Finance; and Nominating and Board Development.

i. **Powers and responsibilities.** Each committee and every member thereof shall serve at the pleasure of the Board. Except as otherwise provided in these bylaws, no committee of the Board shall have the power to represent, bind, or otherwise speak for the Council without the express consent of the Board. Each committee shall keep minutes of proceedings and regularly report to the Board.

ii. **Quorum and Manner of Acting.** Unless otherwise provided by resolution of the Board, a majority of all the members of a committee shall constitute a quorum for the transaction of business and the vote of a majority of all the members of the committee shall be the act of the committee. The procedures and manner of acting shall be subject at all times to the directions of the Board.

iii. **Executive Committee.** There shall be an Executive Committee consisting of all of the elected officers of the Board together with at least
one other trustee who shall be elected by an affirmative vote of a majority of all of the trustees then in office. The total number of members of the Executive Committee shall not be less than five. The President shall serve as Chair of the committee. Meetings of the committee may be called by the Chair or by any two members of the committee. The committee shall:

1. maintain surveillance of the business and affairs of the Council and shall be empowered to transact only such business as may be necessary between meetings of the Board, to the extent permitted by law
2. be responsible for hiring, training, supervising, evaluating, and if necessary, terminating the employment of the Executive Director
3. be responsible for ensuring that the Council engages in strategic planning
4. submit a report of its actions at all regularly scheduled or special meetings of the Board.

iv. **Finance Committee.** The Finance Committee shall be composed of members of the Board elected by a majority thereof. The Treasurer shall serve as Chair of the committee. The committee shall:

1. develop a budget for approval by the Board
2. propose policies governing the finances of the Council for adoption by the Board
3. oversee the investments of the Council.

v. **Audit Committee.** The Audit Committee shall be composed of independent members of the Board elected by a majority thereof. The committee shall be directly responsible for the appointment, compensation, and oversight of the work of any public accountant or public accounting firm retained by the Council for the purpose of preparing and issuing an audit report or related work for the Council. Each such public accountant or firm shall be required to report directly to the committee. To the extent that it determines necessary to carry out its duties, the Audit Committee may retain independent counsel and other advisors at the Council's expense. The committee shall:

1. appoint the independent auditor(s) of the Council
2. review the proposed scope of the annual audit of the Council and identify areas of particular concern to the Board
3. review the independent auditors’ reports on the financial statements at the conclusion of the audit of the Council
4. review the independent auditors’ management letters to the Council and management's responses thereto
5. review the adequacy of the accounting policies and internal control structures of the Council
6. review the plans for and results of internal audit activities
7. review the relationships between management and the independent auditors, including discussing with the independent auditor(s) any significant disagreements
8. oversee the design of and monitor findings, conclusions, and corrective actions resulting from the corporate compliance program of the Council
9. review and discuss with the independent auditor(s):
   a. any material risks and weaknesses in internal controls identified by the auditor
   b. any restrictions on the scope of the auditor's activities or access to requested information
   c. the adequacy of the Council's accounting and financial reporting processes
10. periodically review the conflicts of interest policy of the Council and oversee compliance therewith
11. set up internal procedures for receiving and handling complaints concerning accounting, internal control, and auditing matters and for confidential, anonymous submissions by employees of the Council concerning questionable accounting, auditing, or other financial matters.

vi. **Nominating and Board Development Committee.** The Nominating and Board Development Committee shall consist of members of the Board elected by a majority thereof. The committee shall be responsible for:
   1. ensuring that the composition of the Board accurately reflects the terms of Board and committee members
   2. regularly assessing the composition and function of the Board
   3. recruiting and nominating officers and trustees
   4. coordinating orientation for new Trustees and assuring the continued development and training of the Board.

vii. **Personnel Committee.** The Personnel Committee shall consist of members of the Board elected by a majority thereof. The committee shall:
   1. be responsible for overseeing the personnel affairs of the Council, including, but not limited to developing and reviewing personnel policies.

I. **Committees of the Council.** Committees of the Council may be created and committee members appointed by majority vote of the Board as may be needed.
for special purposes. Such committees may have as members individuals who are not trustees. No such committee shall have any authority to bind the Board.

i. **Advisory Committee.** There shall be an Advisory Committee established by the Board as a committee of the Council to advise the trustees on program and budget priorities and such other matters as the Board may lawfully delegate. The members of the committee shall consist of permanent and rotating members as defined in the rules and regulations adopted by the committee as necessary and appropriate to govern its operations. Such rules and regulations shall not conflict with these bylaws.
4. **Membership**

   a. **Eligibility.** The following eligibility criteria have been established in compliance with the Education Law and regulations of the Commissioner of Education, and shall be deemed amended as needed to maintain such compliance.

   i. Any chartered institution of higher education in the Rochester region whose library meets Education Department standards or which submits an appropriate five-year plan for the realization of these standards. (Commissioner’s Regulations 90.5)

   ii. Any public library system in the Rochester region which meets Education Department standards as prescribed by Commissioner’s Regulations.

   iii. Any school library system some part of which falls within the Rochester region and which meets Education Department standards as prescribed by Commissioner’s Regulations.

   iv. Libraries of chartered educational agencies, correctional facilities, hospitals, non-profit organizations, and private corporations providing serious reference and research library services in the Rochester region. Provision of serious reference and research services is demonstrated by meeting the following criteria:

      1. employment of an appropriate information specialist responsible for supervising library collections and services

      2. agreement to share library resources in accordance with the Council’s policies and procedures

      3. having at least 3,000 volumes or the equivalent, sufficient current acquisitions or access to maintain collection quality, and an annual budget that allows the library or organization to provide high quality service

   v. Organizations not meeting the above criteria may apply for Affiliate or Patron membership. Some libraries and organizations may be eligible for membership by virtue of legislative programs regulated by the Education Department.

   vi. All membership applications are subject to approval by the Board, with the exception of Patron Members.

   b. **Benefits, Duties, and Responsibilities.** Each member shall be entitled to share in the benefits resulting from achievement of the stated purposes of the Council.

      i. **Voting Members.** Each Full Member shall have one vote. When admitted to membership, each Full Member shall designate a representative to attend member meetings and to cast the Full Member’s vote in the manner required by these bylaws. The matters on which Full Members are entitled to vote are set forth in these bylaws.
ii. **Membership Types.** The Board shall define the duties and responsibilities of each type of membership and acceptance of the same shall be a condition for membership in the Council. The Board may terminate membership if duties and responsibilities are not fulfilled.

c. **Categories of Membership.** Membership categories include but are not limited to:

i. **Full Member.** Any library located in the Rochester region and meeting the criteria listed in section A(1-5) above shall be a Full Member. A Full Member is a voting member.

ii. **Affiliate Member.** Libraries or organizations located within the Rochester region that do not meet the minimum requirements for Full or Membership status. An Affiliate Member is not entitled to vote. To be an Affiliate Member, an organization must be able to demonstrate:

1. capability of participating in resource and knowledge sharing
2. willingness to share expertise with other RRLC members
3. evidence that the parent institution has made some level of financial commitment to information services

iii. **Patron Member.** Patron Membership is a limited, non-voting membership for those individuals who would like to be associated with the RRLC network and support the purposes of the Council, but are not already affiliated with a RRLC member organization. A Patron Member is not entitled to vote.

d. **Dues, Contributions, Grants, and Contractual Income.** The scale of annual dues for Members shall be recommended by the Board and ratified by a majority vote of Full Members. Non-payment of dues by a Member within 12 months after the beginning of the fiscal year shall automatically result in loss of the privileges of membership. Contributions, grants, or gifts may be solicited and accepted by the Board for the advancement of the purposes of the Council. The Board may contract with public or private corporations to accomplish its purposes.

e. **Meetings of Members, Notice, and Voting.**

i. **Meetings.** A meeting of Members shall be held annually on a date and at a location shall be selected by the President. Special meetings of the Members may be called by the President or by a majority vote of the trustees. Special meetings may also be called by a written petition signed by at least one-third of all Full Members.

ii. **Notice.** Notice of Member meetings shall be made via postal or electronic mail to a Member’s preferred address. Notice must specify the purpose and location of the meeting. Notice must be given not less than 10 and no more than 60 days before the meeting.
iii. **Voting.** Except as provided by law and these bylaws, a quorum for the transaction of business shall be the majority of the Full Members. Each Full Member is entitled to one vote. In the election of trustees, a majority of the Full Member votes cast shall elect. Except to the extent provided by law, all other action shall be by a majority of the votes cast, provided that the majority of the affirmative votes cast shall be at least equal to a quorum. Any action required or permitted to be taken by the Full Members may be taken without a meeting via email or other electronic method. Results of electronic votes and actions shall be filed with the minutes of the Members’ meeting immediately following.

iv. **Proxy.** Each Member may authorize another person to act for such Member by proxy in all matters in which a Member may participate, including waiving notice of any meeting, voting or participating in a meeting, or expressing consent or dissent without a meeting. Every proxy shall be signed by the Member or its attorney in fact, and shall be revocable at the pleasure of the Member executing it, except as otherwise provided by law. Each proxy shall expire at the adjournment of the meeting for which it was intended.
5. **Amendments to Bylaws**

   a. By majority vote, the Board shall have the power to amend any of these bylaws other than those as to which control thereof is vested exclusively in the Full Members.

   b. Bylaws subject to the exclusive control of the Full Members may be amended by the vote of a majority of the Full Members through voting procedures as described in the Membership section of these bylaws.

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