

BYLAWS OF THE NORTHERN NEW YORK LIBRARY NETWORK

I. ORGANIZATION

The name of this organization shall be the Northern New York Library Network.

The University of the State of New York Board of Regents granted the Network a Provisional Charter on October 29, 1965 and an Absolute Charter on November 20, 1970.

II. AUTHORITY AND LAWS

The Network has been established as an education corporation as defined in Section 216(a) (5) of the New York State Education Law, in accordance with the requirements for reference and research library resources systems as defined in Sections 272(2) (a) and 272(2) (b) of the New York State Education Law.

III. PURPOSE

1. To improve reference and research library resources and services.
2. To provide a means for the development of interlibrary cooperative plans and services within the area of the Network.
3. To serve as a regional multitype library agency primarily dedicated to cooperatively providing support and services necessary for all of its members to meet their individual goals. Service is provided to libraries in the seven counties of Northern New York for the ultimate benefit of the library user.

IV. SERVICE AREA

For the purposes of this article, Northern New York shall be defined as the area encompassing the counties of Jefferson, Lewis, Oswego, St. Lawrence, Clinton, Essex, and Franklin, and such other adjacent areas as may desire to participate.

V. MEMBERSHIP

1. Full Voting Membership in the Network shall be open to any library in Northern New York which falls into one of the following categories:
 - a) Any chartered institution of higher education which fulfills the applicable qualifications currently promulgated, at the time of its application, by the New York State Education Department under the Commissioner's Regulations for Reference and Research Library Resources Systems, or which meets the qualifications which in the future the New York State Education Department may issue in place of those.
 - b) Any public library system or school library system within the Network's region, approved by the New York State Education Department.
 - c) Public library system members which are central or co-central libraries or public libraries which, including all holdings in branches, have major collections of adult nonfiction volumes.

- d) Any library of a nonprofit organization or any special, technical, hospital, health, or research library which can demonstrate that it will improve the library resources presently available to the research community in the Network area and bring improved reference and research services to its user clientele.
2. Associate memberships shall be non-voting memberships and are open to individuals or institutions otherwise ineligible for full voting memberships.
3. When admitted to membership, each full voting member shall designate an individual as its representative to cast its vote. Only full voting members shall be entitled to vote, and each such member shall have only one vote.
4. Each full voting member shall be entitled to share in all the benefits of membership and shall be expected to cooperate in meeting the goals of the Network.
5. In no event shall the membership of the corporation be less than three Full voting Members.

VI. DUES AND CONTRIBUTIONS

1. The schedule of dues for each category of membership shall be set by majority vote of the Board of Trustees.
2. Annual dues shall become due and payable on July 1st of each year for all members.
3. Nonpayment of dues by a member within the calendar month following the start of the fiscal year shall automatically result in loss of the privileges of membership. However, the member may be returned to good standing upon later payment of dues for the then current fiscal year.
4. Contributions or gifts may be accepted by the Board of Trustees for the advancement of the purposes of the Network.

VII. BOARD OF TRUSTEES

The Network shall be managed and governed by a Board of Trustees, which shall have all the powers and duties of Trustees of educational institutions as provided in the New York State Education Law. These include, among others, the power to enter into contracts for receiving and providing services, to provide facilities, to appoint an executive director, to determine a scale of dues payable by member institutions, to solicit grants and contributions, to receive Federal and State aid, to invest and expend funds, and to establish rules, regulations and procedures for the conduct of Network operations.

1. The number of Trustees shall be no less than seven and no more than nineteen. Trustees shall be elected by the vote of the Network members and shall serve for a term of five years. No Trustee shall serve more than one full five-year term without at least a one-year hiatus. The Board of Trustees shall include at least one representative of each constituent public library system (by a member of each system's staff, membership, or board of trustees); at least one representative of the member academic library with the largest collection; at least one person representing the school library systems in the region (by a staff member of a member school library system or its advisory council) and at least two lay persons from the research community served by the Northern New York Library

Network. In so far as possible, members of the Board of Trustees shall be selected so as to provide an equitable representation of the types of libraries and geographic regions represented in the membership of the Network.

2. Nominations: The President shall appoint a Nominating Committee not later than sixty (60) days prior to the annual meeting, which shall nominate individuals to fill expiring terms of the Board of Trustees. The Nominating Committee shall prepare a ballot that will be delivered to the full voting membership of the Network not later than thirty (30) days prior to the Annual Meeting. The ballot will be marked by the designated individual of each voting member institution and must be received at the Network office no later than three (3) days prior to the Annual Meeting. The report of the Nominating Committee and the results of the election of Trustees shall be presented at the Annual Meeting. Those elected shall assume office July 1.
3. Should any Trustee position become vacant, the Trustees may at their next meeting, by majority vote, fill the vacancy until the next election.
4. Board Officers shall be elected by the Board of Trustees and shall consist of a President, Vice President, Secretary, and Treasurer and shall serve for a term of one year or until successors are elected. They shall be elected at the first meeting of the fiscal year by the Board of Trustees, and shall have, subject to the rules and direction of the Trustees, the usual powers and duties of such officers.
5. The regular meetings of the Board of Trustees shall be held at least six (6) times a year and special meetings may be called when necessary to conduct the business of the Network. The Trustees may hold meetings by conference telephone call or similar methods, allowing all persons participating to hear each other at the same time. A quorum for conducting business shall consist of a majority of the Trustee membership.
6. A notice of every meeting, stating the purpose, or purposes, the time and place, shall be mailed by the Secretary at least five (5) and not more than ten (10) days prior to the meeting, to the usual address of each Trustee.
7. If any Trustee shall fail to attend (3) consecutive meetings without excuse accepted as satisfactory by the Trustees, he or she shall be deemed to have resigned and the vacancy will be filled in the manner described in these bylaws.
8. Approval of Board of Trustees actions shall be by simple majority vote of the Trustees present.
9. The Network to the full extent that such indemnification may be lawful under the New York State not-for-profit corporation law shall indemnify every Trustee and Officer and staff member of the Network. The foregoing right of indemnification shall not be exclusive of any other right to which persons may be entitled.

VIII. COMMITTEES

To further the mission of the Network, the board may empower committees as follows:

1. Committees of the Board

By a resolution passed by a majority, the board may create Committees of the Board, each consisting of three or more Directors, which shall have the authority to bind the board.

Each such Committee of the Board shall have the authority of the Board to the extent provided in the board resolution creating it, except that no committee of any kind shall have authority as to the following matters:

- a) The submission to members of any action requiring members' approval under the Not-for-Profit Corporation Law.
- b) The filling of vacancies in the board of directors or in any committee.
- c) The fixing of compensation of the directors for serving on the board or on any committee.
- d) The amendment or repeal of the by-laws or the adoption of new by-laws.
- e) The amendment or repeal of any resolution of the board which by its terms shall not be so amendable or repealable.
- f) The election or removal of officers and directors.
- g) The approval of a merger or plan of dissolution.
- h) The adoption of a resolution recommending to the members action on the sale, lease, exchange or other disposition of all or substantially all the assets of a corporation or, if there are no members entitled to vote, the authorization of such transaction.
- i) The approval of amendments to the certificate of incorporation.

The board may designate one or more directors as alternate members of any committee of the board, who may replace any absent member or members at any meeting of such committee. The committee shall designate a chair in the manner proposed by the resolution creating it.

Each Committee of the Board shall serve at the pleasure of the Board.

Only independent directors may participate in any board or committee deliberations or voting relating to matters regarding financial audit, but any board or committee member with an interest in the matter may present information as background or answer questions at a committee or board meeting prior to the commencement of deliberations or voting relating thereto.

2. Committees of the Corporation

A majority of the Board or the President may create other than committees of the board, which shall be committees of the corporation. No such committee shall have the authority to bind the board. Members of such committees of the corporation, who may be non-directors, shall be elected by the board or appointed by the President for terms governed by the method of creating the committee.

The President shall designate ad hoc chairpersons of all committees of the corporation who shall call the first meeting, at which time the committee will select a chairperson by majority vote from among its members.

IX. FISCAL YEAR

The fiscal year for the Network shall run from July 1 to June 30.

X. MEETINGS OF THE NETWORK MEMBERSHIP

The Annual Meeting of Members of the Network shall be held in the Spring of each year or on such date and at such a place as shall be selected by the Board of Trustees of the Network.

The President of the Board of may call special Meetings of the Members upon a majority vote of the trustees. Special Meetings of the Members may also be called by a written petition signed by at least one-third of the entire full voting membership.

A quorum for the purpose of transacting business of the Network shall be ten (10) full voting members. A majority vote of those full voting members voting at meetings shall prevail.

XI. AMENDMENTS

Proposed amendments to the Bylaws of the Network will be submitted by ballot to all full voting members, and will be approved by a two-thirds positive vote of those full voting members responding to the proposal. Prior to the distribution of the ballot, the text of the proposed amendment(s) will be made available to all full voting members, along with the notice to vote, at least thirty days prior to the vote.

Revised:

October 1987

May 1989

May 1990

October 1990

October 1995

May 2001

October 14, 2016

May 7, 2020