

## Bylaws of Members

### Article 1 Organization

#### Section 1

##### **Name**

The name of this organization governed by these bylaws is the “Western New York Library Resources Council” (“WNYLRC”, “the Council”, “the Organization”). The New York State Education Department’s Board of Regents granted a provisional charter on October 28, 1966, and an absolute charter on December 17, 1971.

#### Section 2

##### **Authority and Laws**

WNYLRC has been established as a type “B” 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 and the New York State Not-for-Profit Corporation Law, as applicable.

#### Section 3

##### **Service Area**

WNYLRC serves the counties of Cattaraugus, Chautauqua, Erie, Genesee, Niagara, and Orleans, hereinafter referred to as Western New York.

#### Section 4

##### **Organization Type**

WNYLRC is a 501c (3) type “B” non-profit corporation which qualify the Organization for exemption from income taxation.

#### Section 5

##### **Purpose**

WNYLRC shall conduct its business:

- a. as a multi-type, cooperative network of library agencies and systems; and,
- b. in cooperative programs and services designed to meet the research and informational needs of the citizens of Western New York among public and school library systems, academic, hospital, law, cultural, commercial, and business, and other special library agencies
- c. to improve reference and research library services within the designated service area and to provide interlibrary cooperation in the use of such resources
- d. the fiscal year of WNYLRC shall be from the 1<sup>st</sup> of July through the 30<sup>th</sup> of June

#### Section 6

##### **Office**

The principal office of the Council shall be located in the vicinity of Buffalo, NY.



## Article II Governance

### Section 1 Laws

WNYLRC operates in accordance and as established in Sections 226 and 255 of the New York State Education Law.

### Section 2 Board of Trustees

- a. The Organization is governed by a board of trustees of the Council herein referred to as “the Board” and shall have the responsibility of managing and controlling the affairs of the Council but do so without compensation as indicated in the law. It shall have all of the powers and duties of boards of trustees of chartered educational institutions, as defined in the Educational Law of New York State. This includes:
  1. The right to acquire and hold property
  2. The responsibility to employ a full-time executive director who is a trained professional librarian and who has had at least eight full years of post-Master of Library Science professional library experience, at least two years of which shall have been in an administrative capacity and holds public library certification as defined in §90.7
  3. The authority to appoint and fix the salaries of such officers and employees as the trustees shall deem necessary
  4. The authority and responsibility for the fiscal conduct of the Council
  5. The authority to contract with public or private corporations for the purpose of providing or receiving services, facilities, and staff necessary to the policies and goals of WNYLRC
  6. The authority to accept contributions, grants, and gifts on behalf of WNYLRC where consistent with the policies and goals adopted by the membership
- b. Conflict of Interest. The Board shall adopt and at all times honor a *Conflict of Interest Policy* to assure that Board Members and WNYLRC employees act in the Organization’s best interest and comply with applicable statutory, regulatory and ethical requirements. The *Conflict of Interest Policy* shall be signed annually by all members of the Board and staff.
- c. The Council shall indemnify through D&O\Directors and Officers insurance its Trustees, Officers, Employees and Volunteers against judgments, fines, amounts paid in settlement and reasonable expenses and costs, including attorney’s fees, in connection with any claim against them by court action by the reason of the fact they acted in good faith for a purpose believed to be in the best interest of the Organization.
- d. The Organization shall submit for approval by the commissioner a 5-year plan of service and updated annually in a form and by a date prescribed by the commissioner.

### Section 3 Board of Trustees Membership

- a. The membership of the Board shall be fifteen (15).
- b. The number of the members may be changed within the legal limitations by a two-thirds ratification of the voting members.
- c. The membership of the Board shall include the following as required by New York State regulations:
  1. one (1) representative from each of the three (3) public library systems



2. one (1) representative from the academic member library with the largest collection
3. two (2) non-librarians from the research community served by WNYLRC, one of whom can represent the cultural heritage community
- e. The membership of the Board shall also include:
  1. one (1) representative from three (3) of the five (5) school library system members
  2. two (2) representatives from academic libraries with at least one representing a private academic
  3. three (3) representatives from the special library members
  4. one (1) representative from the faculty of the *Department of Library and Information Studies, University at Buffalo*
- e. Members of the Board shall serve for a term of five (5) years. Additionally:
  1. One-fifth of the Board membership shall be elected annually
  2. The term of office shall begin on the 1<sup>st</sup> of January
  3. Consecutive service shall be limited to two (2) terms
  4. Mid-term vacancies shall be filled by a majority vote of the Board and a newly appointed trustee completing another's term shall serve until the completion of the former trustee's term.
  5. Removals, suspensions, or additions can be made by vote of a majority of the entire board

#### **Section 4      Nomination Procedures for Open Board of Trustees Positions**

- a. The Nominating Committee of the Board shall solicit names of candidate(s) from the Board and the WNYLRC membership, and then recommend a slate of nominees to the Board President and Executive Director. The Board will review and vote on the slate at least 30 days prior to the annual meeting
- b. The Nominating Committee shall reconvene as needed to recommend individuals to fill unexpected vacancies on the Board until a new committee is appointed the following spring
- c. The slate of nominees, with biographical information, shall be distributed to the membership along with the official notices of the annual meeting
- d. Additional member nominations may be made by duly designated representatives of the voting membership in attendance at the annual meeting

#### **Section 5      Board of Trustees Officers**

- a. The Board shall elect a president, vice-president, secretary, and treasurer
- b. Subject to the rules and directions of the board of trustees, the officers shall have the usual powers and duties of their offices, plus additional powers and duties as may be assigned to them by the board of trustees
- c. The term of office of the president and vice-president shall be one (1) year. The vice-president shall be president-elect, and shall succeed to the office of president, unless the board of trustees, before the president-elect takes office, decides otherwise
- d. The term of office of the secretary and treasurer shall be one (1) year. The treasurer may serve continued annual terms at the request of the board. The treasurer need not be a member of the board
- e. No officer, excepting the treasurer, shall hold the same position consecutively for more than two (2) years



- f. Either the secretary or Executive Director may serve as financial clerk in lieu of a staff member (view §90.5 regulations)

**Section 6 Board of Trustees Quorum**

- a. A simple majority of the whole number of trustees shall be a quorum.

**Section 7 Board Meetings**

- a. Regular meetings of the Board shall be held no fewer than six (6) times a year as stated in NYS Law 255 Section 3 (c). The officers shall be elected for the forthcoming year during the next meeting of the board following the annual meeting of members.
- b. Additional meetings can be called by the president, or at the written request of three (3) trustees.
- c. Notices of all meetings shall be sent by the president or executive director of the Council not less than five (5) days, or more than ten (10) days, before the meeting to the preferred address of each trustee.
- d. Regular meetings will be held at the location designated in the notice. The president may grant permission for individual trustees to attend using audio or video conferencing.
- e. A trustee who fails to attend three (3) consecutive duly called meetings without an excuse acceptable to a majority whole of the number of trustees, shall be deemed to have resigned.
- f. In between regular meetings, the president, executive director, or executive committee may ask for select board business to be conducted via email or other computer mediated communication. In this case, the business will be described and electronically transmitted to the board of trustees with at least three (3) days, nor more than (8) days, notice. Votes taken electronically will be confirmed by vote at the next regular meeting of the board.
- g. An executive session of the full board can be requested by any board member. Executive session is a separate meeting, or a portion of an existing Board meeting convened to discuss confidential matters. Attendance is limited to voting members of the board; others are included at the discretion of the board president or designee if they have information to inform the discussion. A motion adopted by majority vote is required to enter and end executive session. The reasons or subject for the executive session are stated in the motion, and only the subject matter referenced in the motion may be discussed during executive session. The motions to enter and end Executive Session must include the time for each motion. All persons entitled to or invited to attend, and all persons consulted or directed to prepare materials are expected to keep all matters confidential relative to executive session. Motions to enter and end executive session are recorded as part of the regular board meeting minutes or as a separate document if executive session is held outside the regularly scheduled board meeting time by the board secretary or designee. Minutes of the proceedings of an executive session are not recorded. Written record of official actions, signed by the president or session chair, will be filed with the regular meeting minutes.



## Section 8 Board Committees

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- a. There shall be standing committees of the Board of Trustees. Minimally, the Board will establish the Executive Committee, the Business & Finance Committee, and the Nominating Committee.
- b. Executive Committee. The total number of the executive committee members shall not be less than five (5). It will be composed of the elected officers of the board of trustees (President, Vice President/President Elect, Treasurer, Secretary, and Immediate Past President) with other trustee appointments such as the Executive Director.
  1. Duties: The Executive Committee, in intervals between meetings of the board of trustees, may transact such business of the Council as the trustees may authorize, except to make removals from office.
- c. Business & Finance Committee. The Business & Finance Committee will consist of five (5) members of the Board of Trustees including the Treasurer as Chair, and the Executive Director who will serve as Ex Officio.
  1. Duties: The Business & Finance Committee will recommend to the full Board the Organization's annual operating and capital budgets, oversee the business practices and policies of the Organization, oversee long and short-term investments, oversee the Organization's long term financial plan, and oversee all audits including meeting with the independent auditor \* before and after the audit has occurred.  
  
***\*WNYLRC Definition: An independent auditor is any Certified Public Accountant performing the audit of the financial statements of the Organization who is not, nor is any member of his/her firm, a Trustee, and Officer, an employee or volunteer of the Organization or has a relative who is such an individual.***
- d. Nominating Committee. The WNYLRC Board of Trustees President shall appoint a Nominating Committee, subject to board approval. The Nominating Committee shall consist of minimally two (2) members from the Board of Trustees and include members from the general WNYLRC membership. One of the Trustees shall act as chair of the Nominating Committee.
  1. Duties: The Nominating Committee shall oversee the election of new Board officers including soliciting names of candidates for open positions from the Board and the membership, recommend a slate of nominees to the WNYLRC Board President and Executive Director, and reconvene as needed to recommend individuals to fill unexpected mid-term vacancies.
- e. Adhoc Board Committees and Task Groups. The WNYLRC Board of Trustees may create additional committees or task groups as warranted by current fiscal and/or organizational needs by resolution adopted by the majority of the entire Board of Trustees and may designate other standing or ad hoc committees as needed and determine membership on these additional committees or task groups.
  1. The Board shall review all standing and ad hoc committees annually.



## Article IV Operations

### Section 1 Executive Director

- a. The Executive Director is the chief administrative officer who shall have, subject to the direction of the Board, general charge, oversight and direction of the affairs and business of the organization, and sole responsibility for the employment and discharge of staff in accordance with Board established policies.
- b. The Executive Director shall be the principal administrative officer of the organization, charged with the duties of effectuating the purposes of the organization, 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 the organization are carried out, and shall sit as an ex officio non-voting member of the Board of Trustees.
- c. Under the Regulations of the Commissioner of Education §90.5(a)(1), the Executive Director is required to be “a trained professional librarian and who has had at least eight full years of professional library experience, at least two years of which shall have been in an administrative capacity, or equivalent experience as determined by the commissioner, and who holds, or is eligible for, certification under §90.7.”

## Article V Membership

### Section 1 Membership Categories

- a. Governing Membership The following criteria will determine eligibility for Governing Membership in WNYLRC:
  1. Eligible Library and Cultural Organizations
    - a. Governing Members must have an MLS degree library professional on staff.
    - b. Any library that meets current State Education Department (SED) standards that resides within a degree-granting **chartered** institution of higher education or has submitted an appropriate five-year plan for the realization of those standards (see Commissioner’s Regulations 90.5)
    - c. Hospital libraries that meet the standards established by the regents in accordance with section §254
    - d. Any school library system meeting the current SED standards including New York State Educational Law and Commissioner’s Regulations. Individual public and school libraries that are members of a school or public library system are considered an affiliate and are eligible for some WNYLRC benefits under this category but concede their voting rights to the system headquarters
    - e. Any public library systems meeting the current SED standards including New York State Educational Law and Commissioner’s Regulations. Individual public and school libraries that are members of a school or public library system are considered an affiliate and are eligible for some WNYLRC benefits under this category but concede their voting rights to the system headquarters
    - f. Any individual public library who is a member of a public library system but wishes to be an individual member



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- g. Any individual school library who is a member of a school library system but wishes to be an individual member
  - h. Any special reference and research library that is or resides in a **chartered** educational agency or non-profit chartered organization such as a museum or historical society
  - i. Any special reference and research library that is non-chartered or resides in a non-chartered educational agency but who has a MLS degreed professional on staff
2. Governing Members agree to the extent possible to share resources freely and willingly with other WNYLRC members onsite, onsite by appointment, and/or via interlibrary loan at no cost to the borrower
3. Eligible Individuals or Groups Served Through Governing Membership
- a. All staff of member organizations including student workers
  - b. All Board of Trustee appointees of member organizations
  - c. All faculty working in the Governing Member organization
4. Ineligible Individuals or Groups Not Served Through Governing Membership
- a. Friends of Libraries groups
  - b. Departments outside of the member library or archives including another department faculty
  - c. Library patrons or users
- b. Standard Membership. The Standard Membership is for non-chartered organizations and/or who do not have a MLS degreed professional on staff.
- 1. Eligible Library and Cultural Organizations
    - a. Any special reference and research library in the private or public sector within an organization such as a correctional facility
    - b. A non-chartered historical society or not-for-profit
    - c. Any free Association Library who is a member of a public or school library system
    - d. Any Native American Library who is a member of a public or school library system
    - e. Non-chartered, non-profit organizations and private corporations providing serious reference and research library services in the WNYLRC service area, which house a collection or repository of resources of interest to a broad audience used to support the institution's primary clients and/or community
  - 2. Standard Members agree to the extent possible to share resources freely and willingly with other WNYLRC members onsite, onsite by appointment, and/or via interlibrary loan at no cost to the borrower
  - 3. Eligible Individuals or Groups Served Through Standard Membership
    - a. All staff of member organizations including student workers
    - b. All Board of Trustee appointees of member organizations
    - c. All faculty working in the Standard Member organization
  - 4. Ineligible Individuals or Groups Not Served Through Standard Membership
    - a. Friends of Libraries groups
    - b. Departments outside of the member library or archives including another department faculty
    - c. Library patrons or users



- c. Patron Membership. The Patron Membership is for those organizations that do not meet the Governing or Standard Membership level. These members have limited benefits and are non-voting.
  - 1. Eligible Library and Cultural Organizations
    - a. Organizational Membership  
Organizations that do not have a physical collection per se to resource share but may have expertise to share in library and information science, or may work on behalf of WNYLRC members in other venues in support of libraries and/or resource sharing
    - b. Individual Membership
      - ii. Personal – Retirees from the field of librarianship, individual librarians and library assistants who prefer to keep current with issues affecting the WNY library community
      - iii. Consultant - Individual consultants that provide services in the field of librarianship
      - iv. Student – Students who are currently obtaining their MLS or graduates who have had their MLS less than 12 months

## **Section 2 Membership Eligibility Review**

- a. All Governing Members, since they are voting members, shall be subject to review by the WNYLRC Board of Trustees as to eligibility at a regularly scheduled board meeting.
- b. Standard and Patron Members, since they are non-voting members, are approved by the WNYLRC Executive Director.

## **Section 3 Membership Meetings**

- a. Annual Meeting. The president shall designate an annual meeting of the membership during the fall of each year.
- b. Additional meetings. Additional meetings of the membership may be called by the President or Board of Trustees. Members may call for an additional meeting via written petition to the president signed by ten (10) percent of the voting members.
- c. Other Meetings. Meetings to be held other than the annual meetings require a minimum of two (2) weeks-notice to the members.
- d. All notices of meetings of the membership shall be in writing and delivered by the most appropriate method to all main contacts of Governing Members of WNYLRC. Notices via Listserv messages are also provided to other member types as needed.
- e. Issues that will be voted on will be presented at membership meetings and an opportunity for discussion of ballot issues will be provided. Each Governing Member of WNYLRC shall have one (1) vote. Each member shall designate a representative who will attend membership meetings [i.e., WNYLRC Annual Meeting of the Membership] as a voting member. Voting may take place electronically after membership meetings to ensure a quorum.
- f. Voting privileges. Governing Members are eligible to vote. Standard and Patron Members shall not have voting privileges.
- g. Proxy Representation. Members participating in the voting process may designate, in writing to the board secretary or presiding officer and/or the





Executive Director, the name of a proxy representative empowered to act on behalf of the member during a designated meeting or a vote.

- h. Quorum. A simple majority of the voting members and/or their designated proxies shall constitute a quorum.
  - 1. The board secretary or presiding officer shall establish the presence of a quorum prior to the conduct of business at a membership meeting or at the conclusion of electronic voting
  - 2. In the event of a tie during a membership vote, the WNYLRC board secretary can cast the deciding vote

## Section 4 Membership Dues

- a. Dues. Each member will be assessed annual membership dues. The Board of Trustees shall recommend a dues scale for members.
- b. A majority of the voting members shall ratify proposed dues scales at a properly designated meeting of the membership.
- c. Dues for all categories are to be evaluated and subject to change every 3 years. See Section 3 for more information.
- d. The current dues schedule is available in a separate document titled *Membership Dues Schedule*. Dues must be paid within 60 days. Members in arrears may be dropped from WNYLRC at the next meeting of the Board of Trustees. Members dropped from WNYLRC membership and who wish to seek reinstatement shall be required to reapply for membership.
- e. Membership year runs July 1 — June 31.
  - 1. Governing Membership: Dues are based on a materials budget range. The materials budget is defined as a single library's materials budget that includes the purchasing of print, non-print (e.g., videos, CDs, DVDs, etc.), and electronic resources. Governing Members with more than one library can elect to pay by one of the following:
    - a. Organizations with more than one library may elect to pay dues for each library. In this case each library will be deemed a Governing Member, **OR**
    - b. Organizations with more than one library may elect to pay for a single membership based on the combined materials budgets of all of the organization's libraries. In this case, the organization will be deemed a Governing Member, with the organization having a single vote at the annual meeting, and its subsidiary members will enjoy all other benefits of Governing Membership, **OR**
    - c. Organizations, such as library systems, with more than one library may elect to pay for a single membership based on its headquarters materials budget. In this case, the headquarters will be deemed a Governing Member, with the organization having a single vote at the annual meeting, and its subsidiary libraries and their staffs will be considered Affiliate Participants \*

***\*WNYLRC Definition: Affiliate Participants are librarians and library support staff employed at individual schools and public library branches that have chosen not to pay dues directly to WNYLRC. Although they are eligible to join WNYLRC directly, affiliate members receive most of their services through their school or public library system which, in most cases, pays dues***



***directly to WNYLRC but not on behalf of their member libraries  
and therefore their member libraries are not considered  
Governing Members.***

2. Standard Membership: Dues are based on a Materials Budget Range. The Materials Budget is defined as a single library or repository materials budget that includes the purchasing of print, non-print (e.g. videos, CDs, DVDs, etc.), and electronic resources.
3. Patron Membership dues are based on a flat rate.
4. Individual Membership dues are based on a flat rate.

## **Section 5 Membership Privileges**

- a. Membership may contract with WNYLRC and/or its members for special services and activities consistent with the policies and goals of WNYLRC.
- b. Governing Membership Primary Privileges
  1. Voting privileges
  2. Eligible to serve on the WNYLRC Board of Trustees
  3. Eligible to serve on WNYLRC Standing Committees
  4. Eligible to participate in training and other services at Governing Membership discounted rates
  5. Eligible to apply for grants when available
  6. Eligible to utilize member services
- c. Standard Membership Primary Privileges
  1. Non-voting
  2. Eligible to serve on the WNYLRC Board of Trustees
  3. Eligible to serve on WNYLRC Standing Committees
  4. Eligible to participate in training and other services at Standard Membership discounted rates
  5. Eligible to apply for grants when available
  6. Eligible to utilize member services
- d. Patron Membership Primary Privileges
  1. Non-voting
  2. Eligible to serve on WNYLRC Standing Committees (one slot is available on each committee)
  3. Eligible to participate in training and other services at Patron Membership discounted rates
- e. Affiliate Participants Primary Privileges
  1. Non-voting
  2. Eligible to serve on WNYLRC Board of Trustees as appointed by their public or school library system
  3. Eligible to serve on WNYLRC Standing Committees
  4. Eligible to participate in training at Governing members discounted rates
  5. May apply for grant funds through their public or school library system
  6. May be able to utilize selected member services with approval from their public or school library system



## Section 6 Membership Standing Committees

- a. The Executive Committee shall charge all standing committees and appoint members as required.
- b. The duties of each standing committee shall be such as are associated with its name or assigned to it by the Board of Trustees. The Board of Trustees reviews and approves all standing committee charges on an annual basis.
- c. The Executive Committee is also responsible for establishing and revising committee guidelines to ensure a fair and representative roster is appointed for each committee. Please see the WNYLRC Committee Guidelines for more information on appointing WNYLRC members to these committees.

## Article V Bylaw Amendments

### Section 1 Bylaws Amendments

- a. Written copies of proposed amendments to the organization bylaws shall be sent to the membership with an official notice of a meeting.
- b. Ratification requires a two-thirds (2/3) vote of the established quorum of the voting members.

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- 1967: Bylaws of the Members were adopted December 9, 1967.
  - 1988: Bylaws revised September 20, 1988.
  - 1991: Proposed changes in Article V, Section 2 were approved by the Board of Trustees at the regular meeting of April 16, 1991. Bylaws revised October 22, 1991.
  - 2000: Retyped for electronic format by 10/02/00.
  - 2001: Bylaws revised October 24, 2001.
  - 2001: Bylaws revised to reflect changes in Dues Structure and Membership Categories as approved by WNYLRC membership at Annual Meeting on October 24, 2001.
  - 2003: Bylaws updated on 10/22/03 to reflect the current name of the library school at the University at Buffalo to: University at Buffalo.
  - 2005: Bylaws updated on 10/19/05 to reflect dues structure extension for the next 3 years as approved by the WNYLRC membership at the Annual Meeting on October 19, 2005.
  - 2007: Bylaws revised July 16, 2007 to reflect changes in Article II, Section B, Article III, Section 4.b., Article IV, Section 2 and Section 3, Article V, Section 2.d. 1 and 4 and Article V, Section 3. a. and as approved by the WNYLRC membership at the Annual Meeting on October 3, 2007.
  - 2008: Bylaws revised May 20, 2008 to reflect changes in Article II, Section 2.a. and as approved by the WNYLRC membership at the Annual meeting on October 22, 2008.
  - 2009: Bylaws revised February 10, 2009 to reflect changes in Article II, Section 1 B, line a-c and as approved by the WNYLRC membership at the Annual Meeting on October 28, 2009.
  - 2011: Bylaws revised April 13, 2011 and approved by the WNYLRC Board of Trustees at their meeting on April 27, 2011. Approved by the WNYLRC membership at the Annual Meeting on October 5, 2011.
  - 2012: Bylaws revised August 6, 2012 and approved by the WNYLRC Board of Trustees at their meeting on September 18, 2012. Approved by the WNYLRC membership at the Annual Meeting on October 17, 2013.
  - 2014: Minor clarification of language, Article IV, Member Privileges and Responsibilities – f 3. Reviewed by WNYLRC Board of Trustees at their meeting on September 23, 2014.



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- 2016 Combined Board and Member bylaws into a single document. Approved by the WNYLRC Board of Trustees at their meeting on March 3, 2016. Approved by the WNYLRC membership in the Annual Meeting of the Membership in October 2016, by electronic vote.
- 2017 Revised changes to Member bylaws. Approved by the WNYLRC Board of Trustees at their meeting on May 24, 2017. Approved by the WNYLRC membership at the Annual Meeting of the Membership on October 31, 2017 by electronic vote.
- 2018 Revised changes to Member bylaws. Approved by the WNYLRC Board of Trustees at their meeting on June 20, 2018. Approved by the WNYLRC membership at the Annual Meeting of the Membership on September 20, 2018 by electronic vote.
- Revised and approved new fiscal year July 1 to June 30 in September 2021. Bylaws amended.
- 2022 Revision. Approved by the WNYLRC membership introduced at the Annual Meeting of the Membership on September 27, 2022.