

OPERATIONS MANUAL FOR CTLS

1. IMPLEMENTATION PROCEDURES for the CTLS BYLAWS

ARTICLE I. NAME No designated procedures

ARTICLE II. LEGAL AUTHORITY No designated procedures

ARTICLE III. PURPOSES No designated procedures

ARTICLE IV. MEMBERSHIP

Section 2. Library membership in the Corporation

(a) Any established library in Texas may qualify for membership in the Corporation. Application for membership may be submitted at any time during the year and will become effective upon the date that the required membership fees are received by the Corporation. Fees collected for membership are for a full 12 months and are not pro-rated.

Fees for Library membership are: *(to be determined)*

(b) Rights and Privileges

(i) Benefits for library members include *(to be determined)*

(d) Representation of Library Members

(i) The Library member representative may be any individual appointed by the director of the member library. The director of the member library may also serve in this capacity.

(ii) The representative shall be enrolled or confirmed at the beginning of the fiscal year and may be re-enrolled at the member's representative without limit. This individual shall be the official voting representative of the member who shall cast ballots for the elected Directors. An alternative representative may be appointed to fulfill the duties of the member representative.

(iii) The individual may be appointed to Corporation Committees and Advisory Councils, and may bring issues and matters before the Board of Directors and the Membership.

Section 3 Partner membership in the Corporation

(a) Partner membership are for organizations and individuals that support the purpose of the Corporation. Cultural and educational institutions that share users or are aligned with the mission and goals of the Corporation may become members. Businesses and corporations, both nonprofit and for profit, that share common interests with the Corporation are also eligible to join as members. Individuals who wish to promote the work of libraries and support the Corporation are eligible for this category of membership.

Application for membership may be submitted at any time during the year and will become effective upon the date that the required membership fees are received by the

Corporation. Fees collected for membership are for a full 12 months and are not pro-rated.

Fees for Partner membership are: *(to be determined)*

(b) Rights and Privileges

(i) Benefits for Partner members include *(to be determined)*

(d) Representation of Partner Members

(i) The Partner member representative shall be enrolled or confirmed at the beginning of the fiscal year and may be re-enrolled at the member's representative without limit. This individual shall be official voting representative who shall cast ballots for the elected Directors.

(ii) The Partner member may be appointed to Corporation Committees and Advisory Councils, and may bring issues and matters before the Board of Directors and the Membership.

ARTICLE V. BOARD OF DIRECTORS

Section 2 Composition of Board of the Corporation

(a) Elected Directors may compose at least 5 of the positions on the Board at any one time. These seats may be filled by representatives of Members Libraries that compose certain population sizes.

(i) Qualifications for a Director from a Member library shall be any individual who is knowledgeable of the needs and services of the patrons served by the size of community or type of library he/she seeks to represent.

(ii) Candidates should be able to engage in fundraising activities Ability and willingness to seek funds on behalf of the Corporation for programs that benefits libraries and their patrons.

(c) Whenever possible, the following sizes of communities and libraries shall be represented on the Board:

Position 1 serving a population up to 10,000

Position 2 serving a population of 10,001 to 25,000

Position 3 serving a population greater than 25, 000

Position 4 serving any type or size of library

Position 5 serving any type or size of library

(d) Appointed directors shall be supporters of libraries and aligned institutions who wish to contribute to the growth and betterment of libraries of all types.

Qualifications for appointed Directors may meet one or more of the following criteria:

- (i) Strong supporter of libraries and their mission and role in society
- (ii) Ability and willingness to seek funds on behalf of the Corporation for programs that benefits libraries and their patrons
- (iii) Participation in the Annual Giving Campaign
- (iii) Ability and willingness to provide pro bono professional or other skills needed by the Corporation

Section 3 Term of Office

(a) Following an election, the director will take office at the first board meeting in January following the vote.

(b) Following the adopt of the Proposed Bylaws, the Board will realign Director positions in a manner that supports the goals of the Corporation. Director positions shall be realigned within 4 months of adoption of Bylaws by the CTLS membership.

Section 4 Board Nominations:

(a) Elected Directors: The Executive Director shall recruit a nominating committee made up of Member representatives.

(i) The Executive Director will recruit knowledgeable members to identify and recruit candidates for the elected Director positions.

(ii) This committee shall present a slate of candidates to the membership at the annual fall meeting.

(iii) Members shall vote on candidates at this meeting if a quorum is present.

(iv) If a quorum is not present, a written ballot shall be sent out to all member representatives of record no later than October 20 of that year. Ballots may be returned either in paper or electronic format.

(b) Appointed Directors: The Board and Executive Director shall recruit candidates from the library, academic, philanthropic, and civic community at large.

(i) Candidates shall be interviews by the Board of Directors prior to appointment.

(ii) The Board shall appoint new Directors to fill a 3 year term at a regular or special meeting of the Board.

Section 5 Elections or Appointments to the Board

(a) Elections for Directors may be held at or after the fall membership meeting on a date set by the Board.

(i) Each representative for a Member shall have one vote for each Board seat to be filled in the election.

(ii) The Corporation office will provide a slate of candidates to the representatives at least two weeks before the membership meeting.

(iii) If the election is held by mail or electronically, the ballots must be received at the Corporation office by 5:00 p.m. on the final day designated for returning ballots.

(iv) only votes cast on official ballots will be counted.

(v) In the event of a tie vote between candidates with the highest number of votes, the result shall be determined by the toss of a coin or drawing of cards by the candidates or their appointed representatives.

(vi) If, at the fall membership meeting, there is only one candidate for a position, the Chair may call for a vote by acclamation of the eligible representatives present.

(vii) Representatives will be given distinctive markers at registration which will serve as the official ballot for the purposes of conducting an election by acclamation.

(b) Appointed Directors may present to the Board at any regular or special Board meeting.

(i) Candidates for appointment to the CTLS Board will interviewed by serving Directors at a posted meeting of the Board.

(ii) The membership shall be notified of this proposed action in accordance with the standard procedures for meeting announcements found in **Article XI** of the Bylaws.

Section 6 Vacancies

(a) This provision covers elected or appointed Directors and shall apply equally to any vacant Director position.

(b) Vacancies may be filled by a majority vote of the Board at a Board meeting at which a quorum is present.

(c) Members shall be notified of this proposed action in accordance with the standard procedures for meeting announcements found in **Article XI** of the Bylaws.

Section 9 Board Meetings and Notice

(a) Quorum for a Board or Board Committee meetings shall be a simple majority of the members then serving on the Board or committee.

(b) A Board member shall be considered present at any meeting him or her in telephone or other electronic communication with the other Board members participating in the meeting.

(c) Special called meetings of the Board may meet at other times upon its own motion or upon 3 days or 72 hours written notice by the Board Chair. Requirements for a quorum are the same as for regular meetings of the Board.

- (d) Protocol for addressing the Board shall be found in the CTLS Operations Manual under *General Corporation Policies and Procedures – Board of Directors Meeting Protocol*.
 - (i) Open or closed meetings of the Board of Directors may be held by telephone, videoconference, other electronic, or internet broadcast at the discretion of the Board.
 - (ii) Any Member representative member may appear before the Board of Directors at any open meeting.
 - (iii) The agenda shall provide, as a standing item, an opportunity for speakers to address the Board of Directors.

Section 10 Board Committees

- (d) The Resource Development Committee shall prepare a resource development plan for CTLS, Inc. This committee may be composed of all Board members and other supporters of the Corporation.
 - (i) The Board members, Staff, and members may nominate individuals to serve on this committee.
 - (ii) The Chair of the Board may appoint members for a variable term which may co-inside with a particular fundraising campaign or grant application.
 - (iii) Staff liaison shall be provided by the Executive Director or his or her representative.

ARTICLE VI. OFFICERS OF THE BOARD

Section 2. Duties of Board Officers -

- (c) Secretary
 - (i) For the conduct of elections, the Secretary shall designate tellers for the purpose of counting written ballots. A member of the staff may assist in the duties at the request of the Secretary.
 - (ii) The Secretary shall report the results of all votes or elections to the Chair of the Board of Directors.

ARTICLE VII. INDEMNIFICATION OF OFFICERS AND DIRECTORS No designated procedures

ARTICLE VIII. EXECUTIVE DIRECTOR No designated procedures

ARTICLE IX. PROHIBITIONS AND ETHICS No designated procedures

ARTICLE X. ADVISORY COUNCILS

- (a) The Board may create one or more Advisory Councils upon a recommendation of the Long Range Planning Committee or upon a petition by five or more Corporation Members.
- (b) The Chair of the Board of Directors shall appoint the members of each Advisory Council.
- (c) The Board may create terms and conditions for each Advisory Council which may include specific duties or charges related to the purpose of the Council.
- (d) An Advisory Council may be required to hold meetings of the interest group it represents, prepare reports and studies for the Board, and participate in the planning process for the Corporation.

ARTICLE XI. CORPORATE MEETINGS

Section 1 Regular Meetings and Notice

- (a) The Chair of the of the Board of Directors shall announce these meetings in writing to each member library and representative at least 30 days in advance of the meeting.
- (b) An agenda with support materials that will inform members about Corporation issues and elections shall be included in this notification.

Section 2 Special Meetings and Notice

- (a) A special meeting may be called by a majority of the Board of Directors, by one-third of the representatives of the Corporation's Members, or by one-third of the Member institutional directors.
 - (i) The petition to call a special meeting shall be submitted to the Executive Director. The meeting must be held within thirty days after submission of a petition.
 - (ii) Notice of the special meeting must state the purpose or purposes for which the meeting is called. The Chair of the Board of Directors shall send written notice to each member library and representatives at least 10 days in advance of the meeting.
 - (iii) Business to be transacted at any special meeting shall be limited to that which is included in the call.

ARTICLE XII. COMMITTEES

Section 1 Standing Committees

- (a) Long Range Planning Committee
 - (i) The Long Range Planning Committee (LRPC) may have up to eleven voting members, one of whom will be a Board member.
 - (ii) Members will be appointed who represent the diversity of the membership of the Corporation. All members will be expected to

effectively represent the needs and interests of libraries, small and large libraries. Different regions and types of institutions in CTLS shall also have representation on the Committee. The committee members may be librarians, Board members, representatives or other library supporters. In addition to the appointed members, the Board Chair, or his or her representative, shall serve as an *ex officio* member of the LRPC.

(ii) Members of the committee may serve consecutive terms at the pleasure of the Chair.

(iii) It shall be the main responsibility of the LRPC to determine the needs of members in cooperation with the Executive Director and to formulate and submit short-term and long-term plans and recommendations to the Board.

(iv) The LRPC may meet upon its own motion or at the call of the LRPC Chair.

(v) The LRPC Chair may appoint one or more subcommittees to perform specific assigned tasks. Members of the subcommittees need not be drawn from the LRPC membership.

(vi) The LRPC Chair, or his or her representative, shall report to the Board the status of the Committee's work and any recommendations the LRPC may have. A representative of the LRPC may also make reports to Corporation members at Corporation membership meetings.

(vii) A Committee member who dies, resigns, misses 3 consecutive scheduled Committee meetings without prior notice to the LRPC Chair or Secretary, or fails to meet the duties and obligations of the LRPC membership, as determined by a majority vote of the LRPC, shall be replaced by the Board of Directors.

(b) Other Standing Committees

(i) The Board may establish other standing committees. In appointing members to the committee, the Board Chair shall attempt to insure representation of the interested members.

(ii) The Board Chair shall appoint the Committee Chair and the committee may then elect its own officers at the first meeting each year.

(iii) The Board of Directors will establish operational rules for the standing committee when it is established.

Section 2 Special (ad hoc) Committees

Special committees may be composed of Members and staff, and any other citizen with relevant expertise.

(i) The Board Chair shall appoint the Committee Chair and this individual shall file reports of committee findings and recommendations to the Executive Director for distribution to the Board.

(ii) The Executive Director, or his or her representative, shall attend each meeting of special committees to represent the Corporation.

ARTICLE XIII. RECORD, BUDGETS, AND FINANCIAL ACCOUNTING

No designated procedures

ARTICLE XIV. FIDELITY BONDING No designated procedures

ARTICLE XV. FISCAL YEAR No designated procedures

ARTICLE XVI. PARLIAMENTARY AUTHORITY No designated procedures

ARTICLE XVII. DISSOLUTION No designated procedures

ARTICLE XVII. AMENDMENT OF BYLAWS No designated procedures

3. AMENDMENT OF OPERATIONS MANUAL

This Operations Manual may be altered, amended, or changed by vote of a simple majority of Directors at a regular Board meeting. Notification of changes to the Operations manual must be given in writing to member representatives at least 10 days prior to a regular or special meeting.