

**The New York State Higher Education Initiative is a collaboration of New York's public and private academic institutions and their libraries. Its mission is to develop, enhance and preserve our research and educational services, collections and resources for the benefit of faculty, students, and the larger research community, and to promote new methods of scholarly communication.**

**ARTICLE I. OFFICES**

1. The principal office of the New York State Higher Education Initiative (the "Initiative") shall be located at 22 Corporate Woods, Third Floor, Albany, NY 12211.
2. These offices shall be provided by Nylink, a library supported membership organization, operating as a unit of the Provost and Vice Chancellor of Academic Affairs of the State University of New York, as specified in the Memorandum of Understanding between the Initiative, NYLINK and the State University of New York Research Foundation.

**ARTICLE II. MEMBERSHIP**

1. Membership in the Initiative is open to dues-paying, accredited institutions of higher education in the State of New York and to public research libraries in the State of New York belonging to the Association of Research Libraries. A single institution of higher education shall be defined as an institution having its own president or other chief executive officer. Affiliation with any other institution through consortial or other arrangements shall not constitute participation in that institution's individual membership in the Initiative.
2. For the purposes of representation on the Initiative's Governing Board, an institution joining the Initiative shall be designated as falling in one of the following membership categories:
  - a. Public institutions affiliated with the State University of New York.
  - b. Public institutions affiliated with the City University of New York.
  - c. NYSL, NYPL and private institutions whose annual institutional library expenditures exceed \$10 million and shall be classed as Very Large.
  - d. Private institutions whose annual institutional library expenditures are at least \$2 million but less than \$10 million and shall be classed as Large.
  - e. Private institutions whose annual institutional library expenditures are at least \$500,000 but less than \$2 million and shall be classed as Medium.
  - f. Private institutions whose annual institutional library expenditures are less than \$500,000 and shall be classed as Small.
3. The Board of Directors may, at its discretion and in the best interests of the organization, consider petitions for membership by other types of institutions which do not meet the criteria of NYSHEI but do have a similar academic or research mission and the potential to contribute to the advancement of NYSHEI and its members. Institutions granted membership will be non-voting Associate members.

4. Application for membership in the Initiative shall be made in writing to the Governing Board. Annual membership shall begin on September 1, except in the first year of an institution's membership, when membership shall begin immediately upon acceptance of an institution's application by the Governing Board.
5. There shall be an Annual Meeting of the membership on a date to be determined by the Governing Board. The Governing Board shall also be empowered to call special meetings of the membership.

### **ARTICLE III. DUES**

1. For the purposes of the assignment of dues in the Initiative, all members affiliated with the State University of New York or the City University of New York shall be classed according to their annual institutional library expenditures, as Very Large, Large, Medium, or Small.
2. Annual dues are set by the Governing Board in consultation with the Finance Committee.
3. Annual dues for Associate Members shall be assessed on the same basis as for full members.
4. A 2/3-majority vote of the Governing Board of the Initiative, following a period of 60 days for member comments, shall be required to make changes in the annual dues.

### **ARTICLE IV. GOVERNING STRUCTURE**

1. The Governing Board of the Initiative shall have the ultimate responsibility for all activities of the Initiative and its staff, including but not limited to the establishment of criteria for membership, the establishment of dues, approval of contracts and other agreements, and for all communication between the Initiative and its members, other institutions, consortia, and organizations. The Governing Board shall meet a minimum of three times each year.
2. The Governing Board shall be composed of the following voting representatives:
  - a. Two (2) representatives of the City University of New York.
  - b. Three (3) representatives of the State University of New York.
  - c. One (1) representative of the Very Large private members.
  - d. Two (2) representatives of the Large private members.
  - e. Three (3) representatives of the Medium & Small private members.
3. At the first meeting of the initial Governing Board, by vote of the Board, one-half of the representatives shall be assigned two-year terms and one-half shall be assigned three-year terms. Thereafter, all newly elected representatives shall serve terms of three (3) years. Representatives shall serve no more than two (2) consecutive terms.
4. Election of representatives to the Governing Board shall be determined by the constituent members in each membership class.
  - a. The representatives from the State University of New York will be chosen by the SUNY Council of Library Directors.
  - b. The representatives from the City University of New York will be chosen by the Council of Chief Librarians.

- c. For each of the categories of private institutions, the representatives shall be elected by a majority vote of the institutions, represented by their directors or their designates, in a particular category, each institution having one vote. For purposes of voting for representatives, the New York Public Library and the New York State Library will be included in the Very Large Private category.
- 5. When a vacancy occurs on the Governing Board, the Board shall make an interim appointment, which shall terminate at the time of the next regular election for Board members.
- 6. The Governing Board shall review the status of any Board member who misses an undue number of meetings.
- 7. The following persons shall be non-voting members of the Governing Board:
  - a. The Executive Director of the Initiative.
  - b. The Executive Director of Nylink.
  - c. A representative of the New York State Education Department, to be appointed by the Commissioner of Education.
  - d. A representative of the State University of New York, to be appointed by the Chancellor from the staff of the Office of Library and Information Services.
  - e. A representative of the City University of New York, to be appointed by the Chancellor from the staff of the Office of Library Services.
- 8. The officers of the Governing Board shall be a chair and a chair-elect, and any other officers the Governing Board shall think appropriate. An effort shall be made to ensure that public and private institutions, and all categories of membership from Very Large to Medium/Small, are represented in the chair and chair-elect positions over a period of five years.
  - a. Officers of the Governing Board shall serve a term of one year. The election of officers for the coming year shall take place at the first meeting of the Governing Board following the Annual Meeting.
  - b. A quorum of the Governing Board shall consist of a majority of the voting members.
  - c. The Governing Board may hold electronic meetings, by conference call or other method, and the decisions of such meetings shall be valid, when they have been recorded in the minutes of the next regular meeting of the Board.
- 9. The Governing Board shall be assisted in its work by such committees as it shall choose to create.
  - a. The Chair and Chair-Elect of the Governing Board and the Executive Director shall constitute an Executive Committee. The Executive Committee, minus the Executive Director, shall be responsible for an annual evaluation of the Executive Director's performance.
  - b. Standing committees shall initially include:
    - i. Finance Committee: Recommends to the Governing Board actions on annual budget development and establishing budget priorities in

overseeing NYSHEI finances. The Committee will conduct a financial analysis of membership dues and other applicable fees as needed. Membership shall consist of three members, one of whom shall serve as Chair, and the Executive Directors of NYSHEI and Nylink, ex officio.

- ii. Bylaws Committee: Reviews the Bylaws as needed and recommends changes to the Governing Board for approval. Membership shall consist of three members, one of whom shall serve as Chair, and the NYSHEI Executive Director, ex officio. The Chair of the Bylaws Committee shall communicate recommended changes to the membership.
- iii. Personnel Committee: Recommends to the Governing Board appropriate processes for recruitment, compensation, evaluation, and setting priorities for the NYSHEI Executive Director. The Nylink Executive Director forwards the Board's recommendations to the Research Foundation/SUNY. The Committee develops appropriate procedures for the evaluation of the Executive Director allowing for broad input from all Board members, and others as appropriate. Membership shall consist of five Board members: Board Chair, Board Chair-elect (who shall serve as Chair), the Nylink Executive Director (ex officio), and two Board members selected at-large to ensure representation of all NYSHEI constituencies.
- iv. Membership Committee: Shall
  1. Receive and evaluate applications for membership in the Initiative and make recommendations to the Governing Board.
  2. Determine into which voting and dues classification each new member shall be assigned, based on the criteria in Article II Sections 2 and 5.
  3. Determine whether any existing member shall warrant assignment to a different voting and dues classification based on the criteria in Articles II and III.
  4. Assist the Governing Board and the Executive Director in communication with member institutions.
  5. Solicits nominations for membership on the Governing Board and oversees elections by each of the constituencies.
  6. Oversee the election of officers of the Governing Board.
  7. Membership shall consist of three members, one of whom shall serve as Chair, and the NYSHEI Executive Director, ex officio.
- c. Committee appointments: Committee chairs and members are appointed by the Board Chair in consultation with the Executive Committee. Committee Chairs will serve a two-year term and may be reappointed for a second two-year term for a maximum term as Chair of four years. Committee members will be appointed for a three-year term and may be appointed for a second consecutive term. Committee Chairs shall be Board members. Committee membership is open to all members of NYSHEI.

#### **ARTICLE IV. STAFF OF THE INITIATIVE.**

1. An Executive Director shall be appointed by the Governing Board and shall be responsible to the Governing Board for all the regular operations and activities of the Initiative and its staff.
2. The Executive Director shall be assisted by such staff as the Governing Board shall think appropriate.

**ARTICLE VI. AFFILIATIONS OF THE INITIATIVE.**

1. The Initiative's affiliation with the Research Foundation of the State University of New York will be defined by the Memorandum of Understanding between the Initiative, NYLINK and the State University of New York Research Foundation.
2. The Initiative's affiliation with Nylink will be defined by the Memorandum of Understanding between the Initiative, NYLINK and the State University of New York Research Foundation.

**ARTICLE VII. CHANGES TO THE BYLAWS OF THE INITIATIVE.**

1. Changes to the Bylaws shall be enacted on the recommendation of two-thirds of the Governing Board and ratified by majority vote of the membership at the annual membership meeting.
2. Changes to the Bylaws shall take effect immediately upon their ratification by the membership.