***Article I: Name***

The official name of the organization shall be the California State University Council of Library Deans (COLD).

***Article II: Purpose***

COLD will develop strategic plans for systemwide library initiatives and programs, and, in partnership with the Chancellor’s Office, manage any systemwide central budget allocations for CSU libraries. COLD will also provide advice to both individual CSU libraries and the Chancellor’s Office on planning, budget, and oversight of systemwide library technology initiatives and other system-wide library collaborative activities.

***Article III: Members***

Section 1: Membership

Voting membership

* The deans (or equivalent) of the California State University campus libraries

Non-voting membership

* A representative of the Statewide Academic Senate
* A representative from the Academic Council of Provosts
* A representative from the Moss Landing Marine Laboratories Library

Representatives from the Chancellor’s Office also attend COLD meetings in an *ex officio* non-voting capacity.

Assistant Vice Chancellor, Academic Technology Services (ATS)

Director, Systemwide Digital Library Services (SDLS)

Director, Systemwide Digital Library Content (SDLC)

Section 2: Term of Appointment

Membership on COLD is a function of holding a specific position on a campus; therefore there is no set term of appointment. The representative of the Statewide Academic Senate is appointed annually by the Senate.  The representative from the Academic Council of Provosts is appointed by the Executive Vice Chancellor and Chief Academic Officer of the California State University. (2020 Charter)

***Article IV: Officers***

Section 1: Officers of COLD

The officers of COLD include Chair, Vice Chair, Secretary, and Past Chair.

Section 2: Nomination and Election of Officers

The Past Chair calls for nominees via email prior to the third COLD meeting of the academic year. The Past Chair presents the slate of nominees for election at the third COLD meeting. (See Article V for meeting schedule).

COLD officers are elected by a relative majority. In the case of multiple nominees for a position, the election will be by secret ballot. In the case of a tied vote, the election will be held a second time, with the Chair refraining from voting. If the second election again results in a tie, the Chair will vote to break the tie.

Section 3: Replacement & Recall of Officers

In the event an officer resigns before their term has ended, the Past Chair calls for nominees via email as soon as practical. The replacement election proceeds as described in Section 2 above.

A COLD officer may be recalled by a two-thirds vote of the COLD voting membership. The replacement election proceeds as described in Section 2 above.

Section 4: Terms of Appointment

Officer terms begin at the start of fiscal/academic year on July 1st and run through June 30th of the following year, with all officers serving a one (1) year term of office.

The Secretary shall not serve more than two consecutive terms.

The member elected as Vice Chair automatically assumes the office of Chair immediately after their one (1) year term as Vice Chair ends. The Chair automatically assumes the office of Past Chair immediately after their one (1) year term as Chair ends. Election as Vice Chair therefore normally represents a three (3) year term of service as COLD officer

After concluding a term as Past Chair, there must be a gap of at least one year before serving as Vice Chair.

***Article V: Meetings***

Section 1: Schedule and Location

COLD meets four times per academic year. In order to address a single high priority or strategic issue, COLD occasionally holds a fifth meeting as an organizational retreat.

COLD meetings are normally held in person on a CSU campus but may be held virtually or in hybrid format if necessary. Each quarterly meeting is scheduled over two half days.

For votes conducted at meetings, a quorum consists of a simple majority of COLD membership.

Before the academic year begins, the incoming Chair solicits four campus meeting hosts per year from among its full membership. The Chair develops each meeting’s agenda in consultation with both the Executive Committee and the full COLD membership. For more details on officer and host responsibilities related to COLD meetings, see the COLD Executive Committee Handbook.

An emergency COLD meeting may be called by the Chair, or by any two COLD Executive Committee members other than the Chair, if there are circumstances that could not have been reasonably foreseen which require immediate attention and possible action by COLD.

Section 2: Open/Closed meetings and guests

COLD meetings are open/closed to all [except COLD members and invited guests.]

Guests are regularly invited to present reports on COLD-directed projects as well as external initiatives and developments. Guest reports are scheduled according to the agenda development process described in Article V, Section 1, with the COLD Chair issuing all invitations to present..

***Article VI: Executive Committee***

Section 1: Membership

The COLD Executive Committee shall consist of the Chair, Vice Chair, Secretary, and Past Chair of COLD, and either the committee Chair or COLD liaison for each of the standing committees (see Article VII). Two staff representatives from the Chancellor’s Office also attend Executive Committee meetings in an ex officio capacity.

Section 2: Purpose

The COLD Executive Committee serves as the leadership team and primary advisory body to COLD. The COLD Executive Committee as a whole assumes oversight responsibility for all strategic, tactical, and budget matters related to COLD.

Section 3: Meetings

The COLD Executive Committee meets monthly.

***Article VII: Committees***

*[under construction]*

***Article VIII: Parliamentary Procedure***

Section 1: Parliamentary Authority

COLD uses *Robert’s Rules of Order* to govern meeting decision-making. All members of COLD should be familiar with basic principles and practices of parliamentary procedure. The COLD Past Chair and COLD Chair are responsible for ensuring COLD's use of basic parliamentary procedure.

Section 2: Voting

In order to benefit from in-person and shared dialog, most significant COLD decisions will be made in person at a regular COLD meeting. Because COLD deans may not be able to attend in-person meetings themselves, they may:

* Send a proxy to the COLD meeting from their campus,
* Vote on their own behalf, if they are attending by phone or web conference

Votes may not be delegated to another COLD member.

A quorum consists of a majority of voting members (23), that is, 12 members.

Unless otherwise specified, decisions are made by a simple majority of those present (by proxy or in person whether attending by phone, web, or in person).

Exceptions requiring 2/3 of voting members present include a motion to recall an officer (see Article IV, Sec. 2), ~~a motion to end debate, and a motion to rescind or amend a previously passed motion in the same meeting~~.

Section 3: General Consent

COLD is frequently able to do business informally, that is with little formal regard for rules or procedures, to the extent that there is general, or unanimous, or silent, consent. This is a principle of Robert’s Rules of Order that procedural rules are made for the protection of the minority. A single objection defeats a request for general consent.

Section 4: Decision-Making Between Quarterly Meetings

Decision-making between quarterly meetings is generally delegated to the COLD Executive Committee. In making decisions COLD Executive Committee may survey COLD members to determine if there is general consent that can be used to guide their decisions. Some decisions may have to be made without general consent, but using a transparent and deliberate process within the Committee.

At times COLD needs to make decisions that are time-sensitive and not anticipated, and that require or benefit from a full COLD vote, and therefore must be made between quarterly meetings.

These occasions should be minimized. Virtual discussion and voting should be used only when there is full information available to support decisions, ample time to review the decision, and there is a high probability of general consent. When these occasions arise, it is the Chair's responsibility to conduct the decision using the following steps:

1) present the motion to full COLD by email and the intended process, including reason for online vote and timeframe for asynchronous discussion period

2) obtain a second by email to full COLD

3) open discussion to be conducted by email; acknowledge amendments or clarifications;

4) call the question and restate the motion

5) call for vote via with votes a polling platform such as Qualtrics or Google Forms, etc., recorded by the Chair and the Secretary, providing adequate time for response (e.g. 1 week)

6) report the vote to full COLD and to be recorded by the Secretary as an out-of-cycle COLD decision.

***Article IX: Bylaws Amendments***

*[under construction]*