**COLD Bylaws**

Draft Feb. 23, 2022

***Article I: Name***

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

***Article II: Purpose***

COLD develops strategic plans for systemwide library initiatives and programs, and, in partnership with the Chancellor’s Office, manages any systemwide central budget allocations for CSU libraries. COLD also provides 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 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 are 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 an election resulting in a tie between two nominees, 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.

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.

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.

Section 2: Meeting attendees

COLD meetings are generally open to 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.

Put Deans’ Hour in Exec Comm Handbook and note we don’t vote during that time.

***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**

Section 1: Standing Committees

Standing Committees provide strategic direction and oversight on systemwide library initiatives and programs within their respective areas of responsibility. Standing committees create annual work plans at the beginning of each fiscal/academic year, advise and make recommendations for action to COLD.

Each Standing Committee’s purpose is identified below. Standing Committee Charters are included in the COLD Executive Committee Handbook and will be reviewed annually by the COLD Executive Committee.

Section 1a: Shared Resources & Digital Content (SRDC) Committee

Support cooperative and collaborative collection development and management across the CSU Libraries in support of the core curriculum. Develop sustainable shared collection development and management strategies to ensure the richest and relevant collections within existing financial resource constraints and allowing for emerging and diverse formats and license and access models. Facilitate communication and collaboration between SDLC and the CSU Libraries. Support sustainable, transparent, and open licensing models and ensure CSU authors retain maximal rights and distribution in transformative agreements whenever possible. Advise COLD on all matters related to CSU-wide collection development and management.

Section 1b: Systemwide Technologies Initiatives Management (STIM) Committee

The STIM Committee is charged with prioritizing, developing, implementing, monitoring, and evaluating technology-related library initiatives. The Committee advises COLD on information technology issues and policies. The Committee also advises technical staff in the Chancellor’s Office about technology initiatives approved by COLD. All recommendations, initiatives, and policies developed by the STIM Committee shall be presented to COLD for approval.

Section 1c: Unified Library Management System (ULMS) Steering Committee

To ensure the effective administration and management of the CSU Unified Library Management System to enhance student and faculty access to library information resources and services throughout the CSU.

Section 1d: Scholarly Communications Committee

In support of faculty and students’ unfettered access to research and course materials, and the economic and social justice inherent in that access, the CSU Libraries work collaboratively to 1) educate our communities about current issues and challenges in scholarly communications, and 2) create shared infrastructure for hosting and promoting open information resources.

Section 1e: Student Success Committee

In support of student success and continuous improvement, CSU Libraries advance student learning by assessing student information literacy competencies, evaluating library services, aligning student needs with their experience in the library, and leveraging shared analytics to make evidence-based decisions for student benefit and improvement.

Section 1f: Digital Repositories Committee

The purpose of the Digital Repositories Committee is to ensure the necessary guidelines, priorities, and administration of a sustainable, systemwide institutional repository system (ScholarWorks), digital archives system, and related digital library services.

Section 2: Membership

Any library faculty, staff or administrator of a CSU Library may serve on a standing committee. No more than one representative of a CSU Library may serve on any one committee simultaneously. [clarify – just one committee per person.]

Unless otherwise specified in the Committee Charter, COLD Standing Committees shall consist of no fewer than five members and at least one COLD Member, who shall serve as the Chair, Vice-Chair or the Liaison between the Standing Committee and the COLD Executive Committee.

Section 3: Chair and Vice-Chair/Chair-Elect

Standing committee chairs are responsible for ensuring that committees adhere to its statement of purpose with an emphasis on collaboratively developing annual work plans and bringing committee recommendations to COLD and/or COLD Executive Committee.

Standing committee chairs manage meeting agendas, facilitate meetings, and manage documentation in Confluence.

The Vice Chair shall aid the Chair in the performance of their responsibilities and will assume the duties of the Chair in the Chair’s absence. If the Chair position becomes vacant, the Vice-Chair becomes Chair for the remainder of the term and the succeeding one-year term.

Section 4: Nominations and Appointment of Members

To ensure broad representation, each COLD member may nominate one or more library faculty, staff, or administrator with relevant professional experience/knowledge to each committee. The Committee’s outgoing chair will send a call for nominations to serve on a committee between May 1 and May 31. [change to June or July]

Unless otherwise specified in a Committee Charter, the members of a Standing Committee, and those elected to serve as Committee Chair, Vice Chair, or Committee Liaison shall be nominated by COLD Executive Committee and approved by COLD at the 4th Quarterly Meeting. [do we need COLD Exec approval?] done by general consent?

Section 5: Term

Unless otherwise specified in a committee charter, members of Standing Committees, other than ex officio members or Committee Liaisons, shall be appointed for a two-year term with staggered terms to provide for overlap from year to year. The terms for committee chairs and members will begin at the start of the fiscal/academic year on July1st and run through June 30th of the following year.

COLD Executive Committee may appoint members to longer or shorter terms as necessary to fill vacancies or ensure that Committee Member terms are staggered.

Committee Members may be appointed for one additional consecutive term.

Section 6: Meetings

Standing Committees will meet monthly during the academic year, or more frequently, when necessary. For Ex Comm handbook: Committee Chair, Vice Chair, or Liaison normally attend all committee meetings.

Section 7: Reporting

The Chair of each Standing Committee is responsible for providing regular written reports to the COLD Executive Committee. Reports will be given at COLD meetings by the Chair or the Chair’s designee.

The Chair of each committee is responsible for maintaining information on the public space on Confluence. Minimally, this will include the committee's purpose/charge, members and their terms, agendas, minutes, and recommendations.

Each Standing Committee shall submit a written annual report to the COLD Chair before the last quarterly COLD Meeting.

Section 8: Vacancies

The Committee Chair, in consultation with the COLD Executive Committee, shall address vacancies for any committee, subcommittee, task force, or working group. Replacement of members shall be made following process outlined in Section 2 above.

Section 9: Dissolution of Standing Committees

Standing Committees can be proposed for dissolution by the COLD Executive Committee or by the request of the standing committee chair. Decision based on majority vote of COLD.

Section 10: Subcommittees

COLD, or Standing Committees with COLD Executive Committee approval, may establish Subcommittees.

Upon formation, subcommittees shall have a clear, articulated purpose and, when appropriate, specified duration.

Subcommittees may include advisory members of the related Standing Committee with expertise relevant to the work of the Subcommittee. Subcommittees may also include additional members with expertise relevant to the work of the Subcommittee, who shall be forwarded for consideration to Chair of the related Standing Committee.

No fewer than three CSU campuses should be represented on a Standing Committee Subcommittee.

Section 11: Task Forces and Working Groups [do we want to distinguish these two types?]

COLD, or Standing Committees with COLD Executive Committee approval, may establish task forces and working groups to address specific, short-term projects or goals. Task forces and working groups may be composed of faculty, staff, or administrator from the CSU Libraries.

The COLD Chair, or Chair of the COLD Standing Committee, shall appoint the Chair of the Task Forces and Working Groups.

Terms of task forces and working groups will be one year. Terms may be extended year by year by the COLD Executive Committee as needed.

Section 12: Communities of Practice

COLD may establish Communities of Practice to provide opportunities for CSU Library faculty, staff, and administrators to discuss or learn about a particular topic or area of library work. Communities of Practice have members with a particular work role or expertise and are focused on developing expertise, skills, sharing information, and proficiency in the specialty and exploring collaboration across the CSU Libraries.

***Article VIII: Parliamentary Procedure***

Section 1: Parliamentary Authority

COLD uses *Robert’s Rules of Order* to conduct meetings and govern 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

To benefit from synchronous and shared dialog, most significant COLD decisions will be made at quarterly COLD meetings.

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.

If a COLD dean is not able to attend a meeting, they may send a proxy to the COLD meeting from their campus. Votes may not be delegated to another COLD member.

Section 3: General Consent

COLD is frequently able to do business informally, that is with little formal regard for rules of 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 a consensus 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, 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***

[This section prescribes the means by which bylaws can be amended.]

**Parking Lot**

External Communications from COLD (email, website statements) - what is procedure/process for approval by COLD