

COLD Bylaws

Approved by California State University Council of Library Deans June 9, 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.

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 and that 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 Operational 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. Occasionally, an interim or incoming or outgoing dean will attend a meeting as a guest.

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, budget, and public communication 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 Operational Handbook and will be reviewed and either affirmed or amended annually by the COLD Executive Committee.

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

The Shared Resources & Digital Content (SRDC) Committee is responsible for supporting cooperative and collaborative collection development and management across the CSU Libraries in support of the CSU core curriculum.

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

The Systemwide Technologies Initiatives Management (STIM) Committee is responsible for prioritizing, developing, implementing, monitoring, and evaluating technology-related collaborative library initiatives and advises COLD and the Chancellor's Office on information technology issues and policies.

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

The Unified Library Management System (ULMS) Steering Committee is responsible for providing leadership in reviewing and updating ULMS Policies and procedures and identifying new collaborative opportunities and strategic directions for the Unified Library Management System.

Section 1d: Scholarly Communications Committee

The Scholarly Communications Committee is responsible for educating the CSU community about current issues and challenges in scholarly communications and creating a shared infrastructure for hosting and promoting open information resources.

Section 1e: Student Success Committee

The Student Success Committee is responsible for developing student information literacy assessment strategies, evaluating library services that support student success inside and outside the classroom, leveraging shared analytics to make evidence-based decisions for student benefit and improvement, and developing proposals for systemwide professional development related to supporting student success initiatives.

Section 1f: Digital Repositories Committee

The Digital Repositories Committee is responsible for developing guidelines, priorities, policies, and best practices to establish a sustainable digital library infrastructure

Section 2: Membership

Any library faculty, staff or administrator of a CSU Library may serve on a standing committee. Individuals may serve on no more than one standing committee at a time.

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.

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 announced by the incoming or outgoing Chair.

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 July 1st 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.

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: Short-term Task Forces

COLD, or Standing Committees with COLD Executive Committee approval, may establish Task Forces to address specific, short-term projects or goals. Task Forces may be composed of faculty, staff, or administrators from the CSU Libraries or others with appropriate expertise. Task Forces are formed on an as-needed basis, as opposed to being defined in organizational by-laws, and generally have a specific charge and deadline for receipt of a final action or report.

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

Terms of Task Forces will be one year or less. Terms may be extended year by year by the appointing entity as needed.

Section 12: Communities of Practice

COLD may recognize Communities of Practice which 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.

COLD values Communities of Practice and encourages members to provide periodic updates that foster collaboration across 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, with each campus being allotted a single vote.

If a COLD dean is not able to attend a meeting, they may send a proxy to the COLD meeting from their campus. Dean will notify COLD Chair in writing regarding delegation of proxy in advance of meeting. 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 frequently 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 by using a transparent and deliberate process within the Committee.

At times full 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.

Decisions that require full COLD consideration include the following criteria/scenarios:

1. Expenditures of funds, either by individual campuses or as part of a shared CSU Libraries resource managed by the CO.
2. Initiation of negotiations with other university entities or consortia.
3. Drafting and approval of formal agreements with other university entities or consortia.
4. Public statements on behalf of the CSU Libraries, excluding press releases for decisions already approved by COLD
5. Other consequential policy, membership, legal, or shared resource issues

These occasions should be minimized. Asynchronous 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 reasonable 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 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.
- 7) Announce decision at next quarterly meeting, so that it is recorded in minutes.

Article IX: Bylaws Amendments

Any voting member of COLD can propose an amendment to the Bylaws through written communication to the Executive Committee. The Executive Committee shall review the proposed amendment and consult as appropriate with standing committees or other stakeholders. It shall be at their discretion whether to move the proposed amendment forward to full COLD.

Notice of the proposed amendment, including its full text, shall be given with the meeting agenda. Proposed amendments will be discussed at a meeting of full COLD, but voting will take place electronically following the meeting. All amendments to the Bylaws shall

require approval by two-thirds of the voting membership of full COLD.

Submitted by the COLD Bylaws Taskforce

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