

**BYLAWS**  
**COUNCIL OF RESEARCH AND ACADEMIC LIBRARIES**  
**(CORAL)**

**San Antonio, Texas**

As revised and approved  
November 9, 2001  
October 29, 2004  
November 11, 2005  
March 31, 2006  
December 5, 2008

**ARTICLE I - NAME AND PURPOSE**

**SECTION 1.** The name of this not-for-profit corporation organized in 1966 and incorporated in 1977 under the laws of the State of Texas shall be the Council of Research and Academic Libraries, Inc., hereinafter referred to as "CORAL".

**SECTION 2.** The purpose of CORAL shall be to develop and strengthen library information resources and services in the greater San Antonio area through the development of cooperative programs in concert with each institution's responsibility for its own clientele; provision of a forum for librarians from member institutions to discuss important issues relevant to their positions; and promotion of information literacy in the greater San Antonio area, as well as in member institutions.

**SECTION 3.** As a not-for-profit corporation, which is exempt under section 501(c)(3) of the Internal Revenue Code, no part of the property, assets or net income of CORAL shall inure to the benefit of any director, officer, member, or other private person except that CORAL shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the objectives set forth in Article I, Section 2 of these bylaws. No substantial part of the activities of CORAL shall be devoted to propaganda or to attempt to influence legislation. CORAL shall not participate or intervene in any political campaign for public office, nor shall it carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Code).

**SECTION 4.** Should dissolution of CORAL become necessary, CORAL shall be dissolved pursuant to the relevant provisions of the Texas Not-for-Profit

Corporation law. After paying or adequately providing for the payment of liabilities, the remaining assets of CORAL shall be distributed to the Texas Library Association.

## **ARTICLE II - MEMBERSHIP**

**SECTION 1.** The membership of CORAL shall be composed of academic, public, research, and special libraries.

**SECTION 2. Membership Criteria.** Membership may be granted to an institution which fulfills the following requirements:

- a) Maintains library and information services in support of the academic or research needs of the CORAL community.
- b) Accepts the aim and purposes of CORAL and will support its activities through payment of dues, participation in the CORAL Union List of Serials and through contributions of staff time.
- c) Provides an application for membership signed by both the Chief Library Administrative Officer and the Chief Administrative Officer or equivalent of the institution.
- d) Be approved by an investigating committee and subsequently be approved by two-thirds (2/3) vote of the CORAL membership.
- e) Voting member status shall be granted at the time of payment of dues.

**SECTION 3. Member.** A library which meets the membership criteria and who has paid the CORAL membership dues for the current year shall be a voting Member of CORAL.

**SECTION 4. Member Representation.** Each member library shall register its official representative with the CORAL President, in writing or via email. A Member may change its official representative by notification to the CORAL President, in writing or via email. A Member may be represented at meetings by a substitute representative from its institution, so long as the Member notifies the CORAL President of the substitution in advance of the meeting, in writing or via email.

**SECTION 5. Voting.** Each Member in the person of the official representative registered by the Member shall have one (1) vote at any meeting, regular or special, of the Members. Members may vote either in person at a meeting of the

members or via directed proxy. The Members may vote via email if called for by the CORAL President for issues of timeliness.

**SECTION 6. New Members.** Any library may apply to become a Member by submitting an application to the attention to the CORAL President. An applicant shall become a Member of CORAL upon the execution of a letter of acceptance and payment of membership dues.

**SECTION 7.** Any member may withdraw from CORAL provided that a written resignation is submitted to the CORAL President at the beginning of the next membership year.

**SECTION 8. Termination.** A Member may be terminated by a three-fourths (3/4) vote of the CORAL Members at any official meeting of CORAL provided that the Member has been given six (6) months warning of the proposed action. After notification, members may take corrective action during this process by paying their dues or participating in meetings

**SECTION 9. Meetings** - The Members shall hold two meetings per year, one in the Fall and one in the Spring. The dates and places of the meetings shall be fixed by the Executive Board. Nonmembers may attend CORAL meetings. Special meetings may be held upon call of the President or upon written request of any six (6) Members.

**SECTION 10.** A quorum shall consist of a majority of the total Members eligible to vote at a meeting or by email.

**SECTION 11.** The rules contained in the latest edition of Robert's Rules of Order Revised shall govern CORAL in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws or the special rules of order established by CORAL.

**SECTION 12. Dues.** The Executive Board shall recommend an annual dues structure and budget at the Spring meeting. The budget and dues must be approved by a majority of the Members at the Spring meeting or via email no later than June 30<sup>th</sup> of that year. Members who do not pay dues for one year will be removed from the Membership.

### **ARTICLE III - EXECUTIVE BOARD**

**SECTION 1.** The Executive Board shall consist of the President, Vice-President/President-Elect, Secretary, Treasurer, and the most recent and available past CORAL President, and up to two additional members at large.

**SECTION 2.** The Executive Board shall meet as needed to plan and bring recommendations to the CORAL membership.

**SECTION 3.** The Executive Board shall be responsible for recommending a budget and dues schedule to the CORAL membership, shall propose goals and objectives for the organization and report each year on progress toward the attainment of goals.

**SECTION 4.** The Executive Board shall review all grant applications and grant reports and provide management of all grants.

**SECTION 5.** The Executive Board may hire, appoint and dismiss staff as necessary. The Executive Board shall direct the activities of CORAL staff, including defining the duties of positions. CORAL staff shall serve at the pleasure of the Executive Board

#### **ARTICLE IV - OFFICERS**

**SECTION 1.** The elected officers of CORAL shall be President, Vice-President/President Elect, Treasurer, Secretary, and the most recent and available past President.

**SECTION 2.** The officers shall be elected ~~prior to~~ **at** the Spring meeting of even-numbered years and shall assume office at the close of that meeting. A transition period for some officers, such as the Treasurer, may be required.

**SECTION 3.** The term of office is two years.

**SECTION 4.** The President shall be the Chief Executive Officer of CORAL and, subject to the Executive Board, shall have general supervision and control over its affairs. The President shall preside at all meetings of the CORAL membership and of the Executive Board, shall see that the Bylaws of CORAL and the orders of the Executive Board are faithfully executed; and shall recommend to the Executive Board such measures as are deemed necessary. The President shall have authority to sign checks and sign legal documents.

**SECTION 5.** The Vice-President (President-Elect), in the absence or withdrawal of the President, shall have and perform all the duties and obligations of the President. The Vice-President accedes to the office of President.

**SECTION 6.** The Treasurer shall perform the usual duties of the office and those assigned by the Executive Board. At each meeting the Treasurer shall report to the membership on the financial status of CORAL. The Treasurer shall have authority to sign checks.

**SECTION 7.** The Secretary shall keep minutes of the regular and special meetings of the CORAL membership and the Executive Board, shall provide notification of all meetings, and shall perform such other duties as the President or the Executive Board may direct.

**SECTION 8.** The most recent and available past President shall carry out such duties as the President and/or the Executive Board may assign.

**SECTION 9.** Vacancy of Secretary and/or Treasurer shall be filled by Presidential appointment for the remaining unexpired term. Vacancy of Vice President must be filled by election. Upon election, newly elected Vice President will fill the unexpired term of office and will then assume the office of President. Vacancy of President will be filled by the Vice President who will complete both the unexpired term of office and the term of office for which he was elected.

**SECTION 10.** A CORAL officer may be removed by a three-fourths (3/4) vote of the CORAL membership if he or she is not fulfilling the responsibilities of his or her office. Such a vote may be taken at any meeting of the CORAL Board of Directors.

## **ARTICLE V - COMMITTEES**

**SECTION 1.** Ad hoc committees of CORAL shall be established as needed by the membership and/or the Executive Board. These committees shall have such powers and functions as the membership and/or the Executive Board finds desirable for the conduct of its business and for carrying out the objectives of CORAL. Each ad hoc committee shall submit annual written reports to the President by June 30<sup>th</sup> of each year.

Members of ad hoc committees may be staff members from any member institution. Reappointment to a committee is permitted.

## **ARTICLE VI - FUNDS, CONTRACTS, AND PROPERTY**

**SECTION 1.** The CORAL fiscal year shall be July 1 through June 30 of the following year.

**SECTION 2.** Funds for CORAL expenses shall be derived from annual dues paid by members and from additional funds which accrue from CORAL activities, gifts, and other sources.

**SECTION 3.** Dues must be approved by a two-thirds (2/3) vote of the membership at the Spring meeting or via written correspondence no later than June 30<sup>th</sup> of that year. Annual dues must be paid before the Fall meeting in order to establish eligibility for voting member status.

**SECTION 4.** Any agreement, contract, or grant application entered into by CORAL shall have the advance approval by vote of the CORAL membership. The Executive Board may act on behalf of the CORAL membership to execute a contract resulting from actions previously approved by the CORAL membership. All affiliate and contractual relationships shall be directed toward the best interest of CORAL.

**SECTION 5.** Purchase of property by CORAL shall have the written approval of the Executive Board. If the cost is over \$500 and has not been included in the budget, it shall have the advance approval of the CORAL membership.

## **ARTICLE VII - NOMINATIONS AND ELECTIONS**

**SECTION 1.** The President shall appoint a Nominating Committee of three members, no one of whom shall be a member of the Executive Board, but one of whom shall be either a former officer or a member of the previous Nominating Committee.

**SECTION 2.** The Nominating Committee shall prepare a slate of nominees for office. Such slate shall be presented by written correspondence prior to the Spring meeting of even-numbered years. Additional nominations may be submitted to the Nominating Committee and added to the ballot.

**SECTION 3.** Elections shall be held via written correspondence. The candidates receiving the largest number of votes shall be declared elected.

**SECTION 4.** For special elections to fill the unexpired term of office for Vice President, the Nominating Committee shall present a slate of nominees for office via written correspondence. Such slate shall be presented to the membership via written correspondence within 10 days of the vacancy occurring. Additional nominations may be submitted to the Nominating Committee and added to the ballot. The election must be held within 30 days of the vacancy occurring.

## **ARTICLE VIII - PUBLICATIONS**

**SECTION 1.** All publications of CORAL, with the exception of newsletters and handouts, shall be approved by the CORAL membership.

**SECTION 2.** CORAL shall not be responsible for statements of opinion advanced in its publications or at meetings of CORAL, or for any statements by any of its members except those approved by the CORAL membership or those reflecting duly established policies of CORAL.

## **ARTICLE X - INTEREST GROUPS**

**SECTION 1.** Groups which are granted official status as CORAL Interest Groups shall operate within the rules and regulations established by the CORAL membership.

- a) Interest Groups are not required to limit affiliation to representatives of CORAL institutions.
- b) Interest Groups may assess their own dues.
- c) Interest Groups may request funds from CORAL, either as a loan or as a grant. Such requests must be made in writing to the CORAL Executive Board.
- d) The CORAL Board must approve all grant applications of the Interest Groups.
- e) Interest Groups must appoint a chair who is employed by a CORAL member organization and who will attend the regularly scheduled CORAL meetings. Interest Groups' representatives will not have a vote.
- f) Active Interest Groups are required to submit an Annual Report to the CORAL President by June 30th.

**SECTION 2.** The chairs of the interest groups shall meet with the Executive Board annually to discuss plans and events scheduled for each interest group.

**SECTION 3.** If an Interest Group's concerns and activities become largely irrelevant or inimical to CORAL's purposes, or if the Interest Group has not had a meeting in two years, CORAL may rescind its sponsorship of the group by a two-thirds (2/3) vote of the CORAL voting membership.

## **ARTICLE X - AMENDMENTS**

**SECTION 1.** These bylaws may be amended by two-thirds (2/3) of the CORAL membership present and voting at any CORAL meeting, provided that such proposal of amendment(s) has been read at a preceding CORAL meeting, or provided written notice containing the text of the proposal has been sent to each voting member of CORAL at least twenty (20) days before the meeting at which it is to be considered.

**SECTION 2.** Any revisions in or amendments to the CORAL Bylaws shall be submitted to the CORAL Executive Board for review before presentation to the CORAL membership. The CORAL Executive Board may make a recommendation about the acceptance of bylaws amendments.

## **Appendix A**

### **Goals of CORAL**

1. Support cooperative resource development, preservation, sharing, and outreach.
2. Enhance communication and cooperation between member libraries.
3. Promote professional development through workshops, seminars, and scholarships.
4. Provide service and liaison to other consortia.
5. Pursue grants to benefit all members of the organization.

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