

**MINUTES – FIRST MEETING OF THE BOARD OF DIRECTORS OF
COUNCIL OF CHIEF LIBRARIANS, CALIFORNIA COMMUNITY COLLEGES
(a California not for profit public benefit corporation) – January 28, 2010**

The first meeting of the Board of Directors of the above-captioned Corporation was held on January 28, 2010 at the Doubletree Hotel, Ontario, California as set forth in the written Waiver of Notice signed by all the Directors, fixing such time and place, and prefixed to the minutes of this meeting.

The following Board members were present:

- Judy Cater, Luozhu Cen, Tim Karas, John Koetzner, Cherry Li-Bugg, Marie Mestas, Kenley Neufeld, Susan Walsh, and John Weispfenning.

The following Board members were absent:

- Choonhee Rhim

There were also present:

- Gregg Atkins, Dan Crump, Jim Matthews, Sarah Raley, Glorian Sipman.

The meeting was called to order by Gregg Atkins, Incorporator.

I. ORGANIZATIONAL MATTERS

1. It was moved by K. Neufeld, seconded by C. Li-Bugg and unanimously carried, that:
Jim Matthews act as Temporary Chair and Susan Walsh act as Temporary Secretary.
2. Temporary Chair J. Matthews stated that the original Articles of Incorporation of the Corporation had been filed in the office of the California Secretary of State, and had been assigned the filing date of December 15, 2009. He presented to the meeting an endorsed filed stamped copy of the Articles of Incorporation.

Upon motion duly made by M. Mestas, seconded by C. Li-Bugg and unanimously carried, it was

RESOLVED, that the endorsed filed stamped copy of the Articles of Incorporation be inserted in the Corporate minute book.

3. The matter of the adoption of Bylaws for the regulation of the affairs of the Corporation was next considered. It was noted by Temporary Chair J. Matthews that the Incorporator has already adopted Bylaws for the Corporation. The Temporary Chair presented to the Corporation a copy of the Bylaws adopted by the Incorporator. Upon motion duly made by S. Walsh, seconded by J. Wesipfenning and unanimously carried, it was

RESOLVED, that the Bylaws adopted by the Incorporator be ratified and adopted.

I. ORGANIZATIONAL MATTERS, continued

4. Upon motion duly made by S. Walsh, seconded by J. Weispfenning and unanimously carried, it was
RESOLVED, that a copy of the Bylaws and the Certificate of Secretary be inserted in the corporate minute book.
5. The meeting then proceeded to the election of officers. Upon nominations duly made by S. Walsh and seconded by K. Neufeld, the following were elected and qualified to serve as the following officers:
James Matthews, President
Susan Walsh, Secretary
Kenley Neufeld, Chief Financial Officer
6. The Board unanimously decided that Temporary Secretary S. Walsh shall continue serving as Temporary Secretary for the remainder of this meeting and file minutes of this meeting, the Secretary of the Corporation to assume his/ her duties upon the conclusion of this meeting.
7. President J. Matthews suggested that the Board consider the creation of the position of Executive Director for the purpose of executing the policies adopted by the Board from time to time and to oversee the day to day operations of the Corporation. It was further suggested that the term of the Executive Director be for one year until the following annual meeting of the Board. Upon motion duly made by C. Li-Bugg, seconded by S. Walsh and unanimously carried, it was
RESOLVED, that the office of Executive Director is created, the duties of which are to carry out the Board's policies and to oversee the Corporation's day to day operations. The Executive Director shall report directly to the Board, and, if requested by the President, to the President.
8. Upon motion duly made by J. Weispfenning, seconded by J. Koetzner and unanimously carried, it was further
RESOLVED, that Gregg Atkins is elected as Executive Director until the next annual meeting of the directors.
9. President J. Matthews discussed the need to select a seal for the Corporation. Upon motion duly made by C. Li-Bugg, seconded by L. Cen and unanimously carried,
RESOLVED, that the Secretary shall bring a proposed seal for use as the corporate seal of the Corporation to the next Board meeting for examination and adoption.
10. Executive Director G. Atkins presented a minute book for consideration by the Board. Upon motion duly made by S. Walsh, seconded by J. Cater and unanimously carried, it was
RESOLVED, that the minute book presented to the meeting be and hereby is adopted as the minute book of this Corporation
11. President J. Matthews then advised that it was in order to consider designating the Corporation's principle place of business. After discussion and upon motion duly made by M. Mestas, seconded T. Karas and unanimously carried, it was:
RESOLVED, that the principal office of this Corporation shall be at 2017 "O" Street, Sacramento, California.

I. ORGANIZATIONAL MATTERS, continued

12. The banking arrangements of the Corporation were then discussed. After discussion, on motion duly made by J. Cater, seconded by J. Koetzner and carried unanimously, it was

APPROVED, that each officer, acting alone, was granted full authority to execute and deliver to Bank of America that bank's form secretarial certificate certifying the Board's approval to conduct business with said bank. The following individuals are granted full authority to sign checks, with only one signature being required, on behalf of the Corporation, which is to be reflected in the bank's certificate: President, Secretary, Chief Financial Officer, Executive Director.

A conformed copy of such Secretarial Certificate was ordered annexed to the minutes of the meeting.

13. President J. Matthews then advised that the Bylaws call for a fiscal year of July 1 through June 30, and it was in order to recognize and confirm designating the fiscal year of the Corporation for accounting purposes. After discussion and upon motion duly made by S. Walsh, seconded by J. Weispfenning and unanimously carried, it was:

RESOLVED, that the fiscal year of this Corporation shall be from July 1 through June 30 of each year.

14. President J. Matthews then advised that it was in order to consider approving the Corporation's agent for service of process. After discussion and upon motion duly made by S. Walsh, seconded by C. Li-Bugg and unanimously carried, it was:

RESOLVED, that Gregg Atkins, a resident of California, whose business address is 230 North First Street, Dixon, California 95620, is approved as this Corporation's agent for service of process in California.

15. Executive Director G. Atkins advised the Board that customary expenses have been and shall continue to be incurred in the Corporation's formation, including but not limited to legal and accounting fees, securing the Corporation's not for profit status, establishing corporate records and the like. Upon motion duly made by J. Koetzner, seconded by L. Cen and unanimously approved, it was

RESOLVED, that the corporate officers are hereby authorized and directed to pay the expenses of incorporation and organization of this corporation.

16. In light of the Corporation's intended not-for-profit status, it was recommended that the officers and Executive Director be directed to and authorized to take all acts necessary and appropriate to secure the Corporation's not-for-profit status and to comply with all tax laws. Upon motion duly made by J. Cater, seconded by J. Weispfenning and unanimously approved, it was

RESOLVED, the officers and Executive Director be directed to and authorized to take all acts necessary and appropriate to secure the Corporation's not-for-profit status and to comply with all tax laws, including but not limited to obtaining a tax exemption status from the IRS and from the State of California, to consult with competent tax advisors for that purpose, to obtain federal tax ID numbers if so advised by tax advisors, and to take any and all other acts necessary to complete incorporation and to comply with all applicable tax requirements for not for profit corporations.

I. ORGANIZATIONAL MATTERS, continued

17. A discussion was then had among the Directors regarding the filing by the Corporation with the California Secretary of State a statement of the names of its president, its secretary, its chief financial officer, and other information as may be required pursuant to California Corporations Code section 6210(a). On motion duly made by S. Walsh and seconded by J. Cater, it was unanimously:

RESOLVED, that the appropriate officers of this corporation shall file with the California Secretary of State a statement of the names of the president, secretary and chief financial officer together with a statement of other information as may be required by Corporations Code section 6210(a).

18. Upon further discussion, and upon motion duly made by C. Li-Bugg, seconded by J. Koetzner and unanimously carried, it was:

RESOLVED FURTHER, that this resolution shall constitute continuing authority to the secretary, or any other officer, including the Executive Director, of this corporation to file the statement with the Secretary of State annually or more frequently as required by law.

19. A discussion was then had concerning appointment of ex-officio board members. On motion made by S. Walsh, seconded by J. Weispenning and unanimously approved, it was:

RESOLVED, that solely by virtue of the offices held, the individuals who hold the following offices, assignments or responsibilities shall be appointed as non-voting members of the Board: Chair of the Library and Learning Resources Programs Advisory Committee, Chancellor's Office of the California Community Colleges; Director, Community College Libraries Consortium; Chair, CCL-Electronic Access to Resources Committee; Editor, CCL Newsletter; Manager, CCL website.

II. BUDGET MATTERS

1. Executive Director G. Atkins presented the proposed 2009-10 fiscal year budget (Attachment 1). Upon motion made by K. Neufeld, seconded by S. Walsh and unanimously approved, the 2009-2010 budget was adopted.
2. The Executive Director presented the current financial report (Attachment 2).

III. MEMBERSHIP

1. Executive Director G. Atkins reported that 88 colleges had paid to date, and that four more had indicated that payment was in process.

IV. NEW BUSINESS

1. Calendar of Board meetings / This item was tabled.
2. Status of TTIP funding issue / President J. Matthews and Executive Director G. Atkins reported on a meeting held at the Chancellor's Office (1/12/10) at which CCL

IV. NEW BUSINESS, continued

presented the databases cost figures. This presentation was made to Vice-Chancellor (Finance) Erik Skinner; after much discussion, he agreed to consider ways in which funding might be requested from Dept. of Finance to support a system-wide purchase of essential databases.

3. Status of M.O.U. / Executive Director G. Atkins reported that the M.O.U. was slightly revised (change of payment arrangements) at the CCCCCO meeting on 1/12/10, and that the revised version would be sent for his signature. Upon completion of the signature process, it will then be sent for final approval by the Butte College Board (fiscal agent for the CCCCCO), and then a first payment of \$75,000 will be issued.

President J. Matthews appointed a M.O.U. (Grant) Workplan Committee consisting of himself, Susan Walsh, Judy Cater to develop a proposed workplan. This committee will report at the next Board meeting.

4. Deans & Directors Meeting / The Board discussed a range of speakers and topics for the Deans and Directors Meeting to be held on April 22-23 or April 15-16 or March 25-26 (depending on hotel availability) in Sacramento:
 - Thursday will feature an opening speaker at lunch, and focus on technology and accreditation issues; K. Neufeld and G. Atkins will handle this piece
 - Friday will resemble the usual one-day program, including any available speakers from the CCCCCO and possibly including a closing speaker at lunch; D. Crump and J. Matthews will handle this piece.
 - CCL will use grant funds to cover one night's hotel room and all food for those who attend; there will be no registration fee this year.
 - CCL will use grant funds to cover costs for speakers who are not CCC.
5. Status of next funding survey / K. Neufeld will re-run the 11/30 survey in mid-February.
6. Designation of individuals to serve as liaison to or appointed representatives to TTAC and ETAC advisory committees (CCCCO) / Upon motion made by S. Walsh, seconded by J. Cater and unanimously approved, J. Matthews was confirmed for TTAC and C. Li-Bugg was confirmed for ETAC.
7. Dates for July Board meeting / The Board selected two possible sets of dates for its July 2010 meeting (depending upon hotel availability): July 15-16 or July 22-23. The meeting will be held in San Diego, CA.

V. REPORTS

1. CCL-EAR (G. Sipman) /

1. Approx. 25% fewer libraries purchased NetLibrary Collection 9 than had purchased Collection 8 at this time last year.

2. The committee has recently completed the following reviews:

- Science Online

- Reference Universe

- Credo Reference (preview)

- MURALS

3. The committee is currently working on the following reviews:

- Content Comparison Review of Encyclopedias

- LibGuides

- Films for the Humanities & Sciences

- African American Experience (Greenwood)

V. REPORTS, continued

--Credo Reference (full review)

4. The results of our Vendor Day Survey indicate that there is not enough interest to have a vendor fair at our Feb. meeting.

5. Our next meeting will be Feb. 4-5 in Glendora. Citrus College will be hosting us.

2. CC Libraries (S. Raley) /

1. Fall orders amount \$1,807,623 (fall of 2008, it was \$2,276,448) 21% drop

2. Netlibrary issue: several publishers pulled their titles from collection 9 since we hadn't met the agreed amount of \$300,000 in books purchased. OCLC had a librarian choose titles with similar subjects and will provide us with more content than we had paid for to compensate. MARC records will be ready for this collection next week.

3. Vendors for Deans mtg. – some of the librarians have mentioned to vendors that there will be a Deans & Directors meeting. Vendors are asking if they can present?
(Jim took this one under advisement)

4. Several libraries have asked to place spring orders to get money out of their accounts. I'm working on spring pricing and will get it out ASAP.

3. President's Report (J. Matthews) /

4 & 5. *Outlook* Report and Website report (J. Bowen) / J. Bowen was absent, but reported by email that

a. website changes would be made to reflect CCL's new status

b. submissions were needed for the next newsletter

6. Statewide Academic Senate (D. Crump)

7. CCCCCO Library & Learning Resources Advisory Committee (D. Crump)

8. TTAC (J. Matthews)

9. ETAC (C. Li-Bugg) / No meeting since last report.

There being no further business to come before the meeting, upon motion duly made (S. Walsh), seconded (M. Mestas) and unanimously carried, the same was adjourned.

Dated: _____

_____, Temporary Secretary

A T T E S T:

_____, Temporary Chair