

# MIDWEST COLLABORATIVE FOR LIBRARY SERVICES BYLAWS

*(Revised July 2011)*

## **Article I -- Name and Purpose**

### ***Section 1.01 -- Name***

The name of the corporation is Midwest Collaborative for Library Services (here in after referred to as "MCLS"), incorporated under the provisions of Act 327, Public Acts of 1931, as amended, and Act 284, Public Acts of 1972, as amended, and effective upon the merging of Michigan Library Consortium and INCOLSA as of February 15, 2010.

### ***Section 1.02 -- Purpose***

MCLS's mission is to facilitate sharing resources and to collaborate with other organizations to benefit Indiana and Michigan libraries.

The collaborative is formed for the purposes of:

- (A) Facilitating the sharing of information resources among the libraries of Michigan and Indiana;
- (B) Enhancing the availability of information resources to the citizens of Michigan and Indiana;
- (C) Encouraging the libraries of Michigan and Indiana to institute such cost-effective practices and procedures as may be made possible through statewide interlibrary cooperation;
- (D) Enabling the libraries of Michigan and Indiana to connect and interact with regional and national electronic bibliographic communication systems;

## **Article II – Member Libraries And Participants**

### ***Section 2.01 -- Member Libraries***

The membership of MCLS shall be composed of those Michigan and Indiana libraries that:

- (A) Promote and aid the purposes of MCLS;
- (B) Agree to abide by the MCLS bylaws and the terms and conditions of membership as established by the Board of Directors;
- (C) Pay the approved dues as established by the Board of Directors.

### ***Section 2.02 -- Rights***

Through its designated Representative, a Member shall be eligible to:

- (A) Participate in all MCLS service programs;
- (B) Participate in MCLS governance.

### ***Section 2.03 -- Withdrawal, Termination, Reinstatement***

- (A) A Member may resign from MCLS by filing a written intention to withdraw. This statement shall be sent to the MCLS Executive Director at least 30 days prior to the intended date of withdrawal.
- (B) The Board of Directors, by a two-thirds vote, may terminate the membership of a Member which fails to fulfill its MCLS responsibilities. Termination so approved will be effective thirty (30) days after notification.
- (C) The Board of Directors will see to it that adequate procedures for withdrawal, termination, or reinstatement of Members are in place.
- (D) Cessation of membership, for any reason, shall not relieve a Member from outstanding fiscal or contractual obligations to MCLS.

### ***Section 2.04 -- Participants***

Non-members may participate in MCLS service programs by agreeing to the terms and conditions of participation as established by the Board of Directors.

## **Article III -- Member Representatives**

### ***Section 3.01 -- Appointment***

Each Member shall be requested to notify the MCLS office in writing annually of the person who shall serve as the Member's official representative. This Member Representative may designate in writing an Alternate to act in his/her stead.

### ***Section 3.02 -- Role of the Member Representative***

Acting on behalf of the member institution, the Member Representative or Alternate shall be entitled to:

- (A) Be eligible for appointment to any MCLS committee;
- (B) Receive all official MCLS communications;
- (C) Receive notice of and attend all membership meetings;
- (D) Exercise voting privileges on all matters requiring membership approval;
- (E) Be eligible for election to, and vote for candidates for the Board of Directors.

### ***Section 3.03 -- Termination of Appointment***

The appointment of a Member Representative or Alternate ceases:

- (A) When the Member for any reason ceases to be a member; or,
- (B) When the Representative or Alternate terminates affiliation with the Member; or
- (C) When the Member notifies MCLS in writing of the appointment of a new Representative or Alternate.

## **Article IV -- Board of Directors**

### **Section 4.01 -- Composition**

The Board of Directors shall consist of:

- (A) Ten Board Members by type of library:
  - Academic (1 elected each from Indiana and Michigan)*
  - Public (1 elected each from Indiana and Michigan)*
  - Research (1 elected each from Indiana and Michigan ARL member libraries)*
  - School (1 elected each from Indiana and Michigan)*
  - Special (1 elected each from Indiana and Michigan)*
- (B) Four Board Members elected at-large (*2 elected each from Indiana and Michigan*)
- (C) Michigan State Librarian (*Ex-officio & voting*)
- (D) Optional Seat (*Voting*)
- (E) Executive Director (*Ex-officio & non-voting*)

### **Section 4.02 -- Term of Office**

- (A) The Board members elected from each type of library, including At-Large Board members, to the Board of Directors shall serve three-year staggered terms. Members may revise the terms for seats on the Board of Directors at any regular or properly called membership meeting at which a quorum is present. An affirmative vote of two-thirds of the membership present and voting, excluding blanks or abstentions, is required.
- (B) The Optional Seat may be filled by the Board of Directors from among member or nonmember libraries or other organizations and will serve a three-year term
- (C) The Executive Director shall serve, Ex-officio and non-voting, on the Board of Directors.

### **Section 4.03 -- Elections**

- (A) Elections
  - a. Member Representatives shall elect the Board of Directors except for the Ex officio and Optional seats.
  - b. Elections shall be conducted in accordance with procedures established by the Board of Directors.
- (B) Nominating Procedures
  - a. The Nominating and Leadership Development Committee is a committee of the Board of Directors. Its chairperson shall be the Vice Chair of the Board of Directors; its members are appointed in accordance with Article VI Section 6.01 (B). The term of office for the Nominating and Leadership Development Committee is one year.
  - b. The Nominating and Leadership Development Committee shall follow the nomination and election procedures established by the Board of Directors to name nominees for all Board of Directors positions.

- c. All nominees for Board of Directors positions except for the Ex officio and Optional seats shall be Member Representatives or Alternates.

#### **Section 4.04 -- Vacancies**

- (A) If a member of the Board of Directors shall, for any reason, cease to be a Representative or Alternate, the individual shall automatically cease to be a member of the Board of Directors.
- (B) The Chair of the Board of Directors may, with the approval of the Board of Directors, fill a vacancy on the Board of Directors by appointing an interim representative to serve out the term of the vacancy until the next regularly scheduled election for the position.
- (C) The Chair of the Board of Directors may, with the approval of the Board of Directors, ask for the resignation of a member of the Board of Directors for reasons of misconduct or dereliction of official responsibilities.

#### **Section 4.05 -- Authority**

- (A) The Board of Directors shall be empowered to perform any act not inconsistent with the purposes of the corporation or appropriate law, and in accordance with the Board Policy Manual, with the exception of those powers reserved in these bylaws to the vote of the membership.
- (B) The Board of Directors shall establish the terms and conditions of membership, including the amount to be assessed for membership dues.

#### **Section 4.06 -- Quorum**

The presence of a majority of the voting members of the Board of Directors in person, by phone, or by other electronic communication shall constitute a quorum for Board of Directors meetings.

#### **Section 4.07 -- Rule of Majority**

- (A) At every duly called and noticed meeting of the Board of Directors, at which a quorum is present, the affirmative vote of a majority of Board of Directors members present shall be necessary for the adoption of any resolution or the taking of any action.
- (B) A Board Member or a committee member shall be considered present and may participate in a meeting by a conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of all participants in the conference are divulged to all participants.
- (C) Each Board Member shall have one vote.
- (D) Any action that could be taken at a meeting of the Board of Directors may also be authorized by a vote by mail or by electronic communication. For a vote by mail or electronic communication, an affirmative vote of the majority of members of the Board of Directors eligible to vote as specified in Article IV Section 4.01 shall be required. Such a vote must be:
  - i. Ordered by the Chairperson of the Board of Directors; and

- ii. Conducted in accordance with procedures established by the Board of Directors.

***Section 4.08 -- Procedures***

The Board of Directors shall adopt its own rules as to call and notice of meetings and other operational procedures.

All actions of the Board of Directors shall be recorded in the minutes.

***Section 4.09 -- Board Meetings***

The Board of Directors shall meet at least four (4) times per year and the meeting times will be posted on the MCLS website.

## **Article V -- Officers**

### ***Section 5.01 -- Composition***

The officers of the Board of Directors of the Midwest Collaborative for Library Services shall consist of a Chair, a Vice Chair, and a Secretary

### ***Section 5.02 -- Terms of Office***

The officers shall serve one-year terms.

### ***Section 5.03 -- Election of officers***

- (A) Elections shall be held once a year to elect officers of the Board of Directors.
- (B) Board Members shall elect the officers of the Board from among the Board of Directors.
- (C) Elections shall be conducted in accordance with procedures established by the Board of Directors.

### ***Section 5.04 -- Vacancies***

All vacancies in office shall be filled according to the procedures described in Article IV Section 4.04(B).

### ***Section 5.05 -- Chair***

The Chair shall:

- (A) Establish the agenda for, and preside at all meetings of the Board of Directors and annual and special meetings of the membership;
- (B) Report on Board of Directors actions at the annual membership meeting;
- (C) Designate a parliamentarian as needed;
- (D) Have and exercise such additional powers and duties as shall from time to time be conferred upon the office by the Board of Directors or membership;
- (E) Appoint chair and members of committees and task forces as provided in Article VI;
- (F) Fill vacancies on the Board of Directors as provided in Article IV Section 4.04 (B) and Article V. Section 5.04.

### ***Section 5.06 -- Vice Chair***

The Vice Chair shall:

- (A) Assist the Chair in the performance of that office's duties;
- (B) Assume and exercise, in the absence or incapacity of the Chair, all the powers and duties of the office of Chair;

- (C) Assume the office of Chair in the event of the Chair's resignation;
- (D) Chair the Nominating and Leadership Development Committee.

***Section 5.07 -- Secretary***

The Secretary shall:

- (A) Review and ensure that all official minutes of the Board of Directors meetings and of the annual and/or special membership meetings are recorded accurately, distributed, and made part of the official record.
- (B) Determine the presence or absence of a quorum at each membership and Board of Directors meeting;
- (C) Regularly review and ensure that the Board Policy Manual accurately reflects current Board policy.
- (D) Maintain a permanent record of the Board's proceedings and official documents.

## **Article VI – Committees and Task Forces**

### ***Section 6.01 -- Committees***

(A) Establishment

(i) The Board shall establish two standing committees: Nominating and Leadership Development Committee, chaired by the Vice-Chair.

(ii) Audit Committee, chaired by an appointee by the Chair of the Board.

The Board may establish other committees as needed.

(B) Appointments

(i) The Chair of the Board shall appoint the chair of each committee to a term of one year, subject to the approval of the Board of Directors.

(ii) The Chair of the Board shall appoint members of committees Committee chairs and members may be drawn from Board members, Member Representatives, Alternates, or the staff of member institutions.

(C) Vacancies

The Chair of the Board shall fill committee vacancies occurring within a term by appointing an interim member to serve the remainder of the unexpired term.

(D) Records

Each committee shall provide to the Board a written copy of information and analysis that is brought to the Board of Directors.

### ***Section 6.02 -- Task Forces***

(A) Establishment

Task Forces shall be established as needed by the Chair of the Board.

(B) Appointments

The Chair of the Board shall appoint chairs and members and fill vacancies that may occur. Task force chairs and members may be drawn from Board members, Member Representatives, Alternates, or the staff of member institutions.

(C) Reports

Each task force shall provide to the Board a written copy of information and analysis that is brought to the Board of Directors.

## **Article VII -- Meetings**

### ***Section 7.01 -- Annual Meeting***

An annual meeting of the membership shall be held on such a day and at such a time and place as shall be designated by the Board of Directors.

### ***Section 7.02 -- Special Meetings***

Special meetings of the membership may be called at any time by the Chair of the Board, the Board of Directors, or by petition of at least 30% of the membership.

### ***Section 7.03 -- Notice of Meetings***

Member representatives or directors shall be notified at least fourteen (14) days prior to membership meetings by a method to be determined by the Board of Directors.

### ***Section 7.04 -- Consent***

- (A) Any action that could be taken at a meeting of the membership may also be authorized by a vote by mail or by electronic communication. Such a vote by mail or by electronic communication must be:
  - (i) Ordered by the Board of Directors; and
  - (ii) Conducted in accordance with procedures established by the Board of Directors.
- (B) For a vote by mail or by electronic communication, an affirmative vote of the majority of the voting membership is required for the adoption of the proposal.

### ***Section 7.05 -- Quorum***

- (A) At any annual or special meeting of the membership, the presence of 10% of the total membership shall be necessary and sufficient to constitute a quorum for the transaction of business.
- (B) A member shall be considered present and may participate in a meeting by a conference telephone or similar communications equipment by which all persons participating in the meeting may hear each other if all participants are advised of the communications equipment and the names of all participants in the conference are divulged to all participants.

### ***Section 7.06 -- Rule of majority***

- (A) At every duly called and noticed meeting in which a quorum is present, an affirmative vote of the majority of members present and voting, ignoring blanks, is necessary for the adoption of any motion or the taking of any action, except as otherwise provided in the Articles of Incorporation, these bylaws, or law.
- (B) Each Member, through its Representative, shall be entitled to one vote.

**Section 7.07 -- Parliamentary authority**

- (A) The rules contained in the current *Robert's Rule of Order Newly Revised* shall govern in all cases to which they are applicable and consistent with these Bylaws, MCLS's Articles of Incorporation, or any special rules of order the Board may adopt.
- (B) The Chair of the Board may appoint a parliamentarian for every duly called and noticed meeting of the membership.

## **Article VIII -- Executive Director**

### ***Section 8.01 -- Duties:***

The Board of Directors shall see to it that the Executive Director's duties and responsibilities are established and defined in the Ends Policies and Executive Limitations Policies and that they are recorded in the Board Policy Manual.

### ***Section 8.02 -- Appointment***

- (A) The Executive Director shall be selected, appointed and evaluated by the Board of Directors.
- (B) The Executive Director's appointment may be terminated by the Board of Directors subject to the contract between the Executive Director and the Board.
- (C) An Acting Director may be designated by the Board of Directors until an Executive Director is appointed.

### ***Section 8.03 -- Terms of Employment***

The Executive Director's terms of employment shall be established at the time of appointment by the Board of Directors.

## **Article IX -- Contracts and Transactions**

### ***Section 9.01 -- Indebtedness***

The Board of Directors shall see to it that Policies governing indebtedness, loans, and guarantees are established and defined in the Executive Limitations Policies and that they are recorded in the Board Policy Manual.

### ***Section 9.02 -- Real estate***

The purchase or sale of real estate shall require the approval of the membership as provided in Article VII Sections 7.05 and 7.06.

### ***Section 9.03 -- Legal Signatories***

All properly authorized deeds, mortgages, contracts, notes, drafts, acceptances, checks, endorsements, guarantees, and all evidences of indebtedness of MCLS whatsoever shall be executed in accordance with procedures established by the Board of Directors.

### ***Section 9.04 -- Liquidation of assets***

- (A) Only the Members may:
  - (i) Liquidate, dissolve, sell all or substantially all of MCLS's assets;
  - (ii) Merge or consolidate MCLS with another organization.
- (B) In the event of the liquidation or dissolution of the corporation, all assets, real and personal, shall be distributed to such organization(s) as are qualified as tax exempt under Section 501 (c) (3) of the Internal Revenue Code or the corresponding provisions of a future United States Internal Revenue law.

## **Article X -- General Provisions**

### ***Section 10.01 -- Registered office***

MCLS shall maintain offices as specified by the Board of Directors.

### ***Section 10.02 -- Financial Statements***

The Board of Directors shall employ a certified public accountant to perform an annual audit of the financial statements of MCLS and shall make available such audited financial statements, together with the accountant's opinions and recommendations, to the membership.

### ***Section 10.03 -- Fiscal Year***

The fiscal year of MCLS shall begin on July 1 and end on June 30 of each year.

### ***Section 10.04 -- Records***

The Board shall establish a permanent record of its proceedings and official documents.

### ***Section 10.05 -- Indemnification***

MCLS shall maintain Directors' and Officers' insurance.

## **Article XI -- Amendment of Bylaws**

### ***Section 11.01 – Amendments***

- (A) These bylaws may be amended or revised at any regular or properly called membership meeting at which a quorum is present, as provided in Article VII Section 7.05.
- (B) An affirmative vote of two-thirds of the membership present and voting, excluding blanks or abstentions, is required.
- (C) Notice of proposed amendments to the Bylaws shall be distributed by a method to be determined by the Board of Directors to the membership at least fourteen (14) calendar days prior to the meeting at which they will be considered.