

BY-LAWS OF THE
VALLEY LIBRARY CONSORTIUM

ARTICLE I

Section 1. Name. The name of this Consortium shall be the Valley Library Consortium.

Section 2. Objective. The objective of the Valley Library Consortium is to provide shared automated library services and other cooperative programs as needed by its members.

Section 3. Membership. Membership in the Consortium is contingent upon subscribing to the services of the Valley Library Consortium (VLC) and approval of the Board.

Section 4. Withdrawal. Should any member organization elect to cancel its contract for Valley Library Consortium services, such cancellation shall constitute withdrawal from the Consortium.

Section 5. Default and Expulsion. In the event that a Consortium member institution defaults on any Consortium agreement, or engages in conduct that is detrimental to the Consortium, the member may be expelled. A vote of the VLC Board members shall be required to initiate expulsion action against an offending member. A member, after being notified that it is in danger of being expelled, has three months to correct the conditions that could lead to expulsion. If after three months, the offending member institution has not corrected the conditions, which could lead to expulsion, the VLC Board members may, upon a vote, expel the offending member institution from the Consortium.

ARTICLE II
BOARD MEMBERS

Section 1. Numbers. The number of members of the Consortium Board shall be no more than seven (7). The Board shall consist of no more than five (5) representatives of the member institutions whose financial commitment, in the prior fiscal year, was the greatest, and two (2) members elected biennially by the balance of the remaining members, one each on alternating years. Changes of Board membership shall be effective July 1 of each year.

Section 2. Composition of the Board. The Board shall be composed of the highest-ranking official of the member institution, or their designee. In the event that any regularly appointed Board member (see Article II, Section 3) cannot attend a Board meeting, that Board member may send an alternate from the same institution, with written confirmation of voting authority, to take his or her place at the meeting. This applies to both regularly scheduled Board meetings and special Board meetings.

Section 3. Terms of Board Members. An individual may continue to represent his/her institution on the Board as long as he/she remains the highest-ranking official (or their designee) within the member institution and as long as the member institution is entitled to Board representation.

Section 4. Vacancies. Any vacancy shall be filled as soon as practical upon appointment by the member institution and acceptance by the existing Board members, with a vote of approval.

Section 5. Powers. The Consortium Board shall govern the affairs of the Consortium and in connection therewith may exercise all of the powers of the Consortium as provided for in these Bylaws. In order to vote, a board member or alternate must be able to participate in the discussion. Proxy votes of those not in attendance will not be allowed. The number of affirmative votes required for a motion to pass must equal a simple majority of the total Board membership.

Section 6. Meetings.

(a) The Consortium Board members shall meet regularly three times per year. The time and place of each regular meeting shall be fixed by the President of the Board and written notice of such time and place shall be given each member at least thirty days before the selected date.

(b) Special meetings may be called by the President of the Board or shall be called upon the written request of any two (2) members. Written notice of the time, place and subject matter of each special meeting shall be given to each member

at least ten days before the meeting date, unless such notice is waived or waiver is given by attendance at the meeting.

Section 7. Quorum. A simple majority of the Board members shall constitute a quorum for holding a meeting of the Board.

Section 8. Expenditures. The Executive Director is authorized to spend up to \$10,000.00 for budgeted or unbudgeted expenditures without the approval of the Board of Directors. If the expenditures exceed \$10,000.00 and there is not sufficient time for the Board of Directors to meet, then the officers of the Board acting as an Executive Committee can authorize such expenditures by a majority rule.

ARTICLE III OFFICERS

Section 1. Number and Qualifications. The officers of the Board shall consist of the President of the Board, Vice-president and Secretary/Treasurer. The officers will be elected from among the members of the Board.

The Board may appoint such assistant officers to serve the Board from time to time and it may determine and define their powers and duties.

Section 2. Election. The officers of the Board shall be elected at the last meeting of the fiscal (July 1 - June 30) year and each shall hold office until the last meeting of the next fiscal year, or until their successors shall have been elected.

Section 3. Duties. The duties of the officers of the Board shall be:

- (a) The President shall preside over the meetings of the Board.
- (b) The Vice-president shall have authority to act for the President in his/her absence or in the event of his/her incapacity.
- (c) The Secretary/Treasurer shall have responsibility for those duties that are typically ascribed to those offices.

ARTICLE IV FUNCTIONS OF THE CONSORTIUM BOARD

Section 1. Nature of Functions. The functions of the Consortium Board will be as follows and may be modified, increased or eliminated by action of the Board:

- (a) To oversee the administration of the Valley Library Consortium.
- (b) To approve contractual agreements made between the Consortium and member libraries.
- (c) To approve the operating budget for the Consortium at the spring meeting.
- (d) To determine the most cost-effective means by which shared library services can be provided.
- (e) To determine policy, procedure, and resource development plans.
- (f) To incorporate, as feasible, all the libraries of the greater Saginaw Valley in the process of resource sharing.
- (g) To provide for consistent information and public relations efforts concerning the Valley Library Consortium.
- (h) To develop a mechanism for cooperative action in acquiring financial resources in support of the objectives of the Valley Library Consortium.
- (i) To employ any individual or entity for the management of the Valley Library Consortium as Executive Director.

ARTICLE V
COMMITTEES

Section 1. Standing Committees. The Board may establish committees in order to carry out the functions of the Consortium. Such committees that are expected to continue for relatively long periods of time will be referred to as Standing Committees.

(a) Administrative Council. The Administrative Council will function as a Standing Committee and will consist of one authorized representative from each member institution. The system administrator shall serve as an ex officio member. The Administrative Council shall meet at least six (6) times per year. Minutes of the Council's meetings shall be submitted to all Board members and members of the Administrative Council. Sub-committees or Task Forces may be created by the Administrative Council. The Administrative Council shall be responsible for the following:

- (1) Review and recommend the annual budget to the Board.
- (2) Assist in the selection of Consortium personnel.
- (3) Review policies and procedures of the Consortium and make recommendations to the Board for any necessary changes in policies and/or procedures.
- (4) Review membership requests and make recommendations to the Board for action.

(b) Nominating Committee. The President shall appoint the Nominating Committee consisting of two (2) Consortium Board members at least two (2) months prior to the annual election of officers. The slate of candidates shall be sent in writing to each Board member thirty (30) days prior to the election.

Section 2. Other Committees. The Board may establish other Task Forces, Councils, or Temporary Committees in order to carry out the functions of the Consortium.

Section 3. Executive Committee. The officers of the Consortium shall function as an Executive Committee to perform any functions that may be designated to the Executive Committee by the Board of Directors, or as provided by the by-laws of the Consortium.

ARTICLE VI
INDEMNIFICATION

The Consortium shall indemnify its directors, officers, employees and agents to the extent permitted by the provisions of Michigan Non-Profit Corporation Act, as the same is amended from time to time.

ARTICLE VII
RULES OF ORDER

Section 1. Robert's Rules of Order. The rules contained in the latest edition of ROBERT'S RULES OF ORDER shall govern the Consortium in all cases to which they are applicable and in which they are not inconsistent with the Articles of Incorporation and/or the By-laws.

ARTICLE VIII
AMENDMENTS

Section 1. These Bylaws may be amended by vote of the Consortium Board as specified under Article II, Section 5 at any regular meeting or a special meeting of the Board called for such purpose where notification has taken place at least 30 days ahead.

The foregoing Bylaws of the Valley Library Consortium take effect when ratified and confirmed by the Board.