

# DRAFT

## COOPERATING LIBRARIES AUTOMATED NETWORK (CLAN) BYLAWS

### ARTICLE I - NAME

The name of this organization shall be Cooperating Libraries Automated Network (CLAN).

### ARTICLE II – PURPOSE

CLAN is a statewide network of cooperating public libraries in the State of Rhode Island. Its purpose is to provide information to people through a computerized, shared bibliographic database, circulation system, on-line catalog and related services. The database and services are intended to serve the needs of the Members and their patrons and to promote and aid, through appropriate access, the development of a statewide bibliographic database and system of resource sharing.

### ARTICLE III – FISCAL YEAR

The fiscal year shall be July 1 through June 30.

### ARTICLE IV - MEMBERSHIP

#### Section 1. Membership.

- A. Membership is open to public libraries in Rhode Island who are members of LORI and agree to take part in the sharing of resources with other CLAN members.
- B. All members of the Corporation shall be those who have signed an Agreement to participate in CLAN and who have incurred financial obligation as a result of that agreement.
- C. Membership shall be maintained by the timely payment of assessments, execution of an Annual Network Agreement, and compliance with all the requirements of membership as stated in these Bylaws and in such other policies as may be established by the Membership
- D. New members may join subject to the acceptance by a 2/3 vote of all members.
- E. CLAN reserves the right to establish other types of membership from time to time as needed and as approved by a 2/3 vote of the membership.

#### Section 2. The Members

##### A. Voting

Each member library shall have one vote.

1. A member library shall designate an official representative to vote on its behalf at membership meetings.
2. An alternative representative may be named from time to time, upon written notice given to the Secretary.

**B. Responsibilities**

1. Members of CLAN assume responsibilities that include but are not limited to
  - a. Attending meetings on a regular basis
  - b. Voting on issues brought before the membership
  - c. Abiding by CLAN policies and honoring the existing policies of other CLAN member libraries
  - d. Working generally toward good communication and understanding among member libraries.
  - e. Providing the necessary equipment to support the services of CLAN.
  - f. Inputting high quality patron and bibliographic records in the database.
2. Members are expected to participate in CLAN in an active and on-going fashion.

## ARTICLE V - TERMINATION OF MEMBERSHIP

### Section 1. Termination

- A. Any Officer may recommend to the Membership, termination of a Member for failure to fulfill the requirements of membership as set forth in these by-laws and in such regulations as may be duly established by the Steering Committee and approved by the Membership. If the Membership determines that there may be cause to terminate the Member, the President shall provide written notice to the Member who shall have an opportunity to respond at the next CLAN meeting. Termination shall require a 2/3 (two-thirds) vote of the membership.
- B. A Member may terminate its participation in CLAN, for any reason, effective at the beginning of any fiscal year (that is, July 1) by giving at least one year's prior notice in writing to the President of CLAN and by paying applicable membership costs to CLAN through the date of the termination.

### Section 2. Database Records. Upon termination, whether initiated by CLAN or by the Member:

- A. The withdrawing Member will have no right to withdraw the data it input into the shared bibliographic data base;
- B. At the request and sole expense of the withdrawing Member, CLAN will provide the withdrawing Member, as time, circumstances and technology permit, copies of the machine-readable information stored in the computer system relating to the Member's titles, holdings, circulation status and patrons.

## ARTICLE VI – STEERING COMMITTEE

**Section 1. Authority and Responsibility.** The Steering Committee shall have the authority and responsibility to manage the affairs of the Corporation which shall be carried out by the Executive Director. The Steering Committee shall:

- A. Recommend *long and short range plans for services and technology* ~~strategic, and long range plans~~, an Annual Action Plan, an annual budget and a schedule of fees to the membership for approval;
- B. Approve payments of financial obligations;

- C. Authorize officers to fill vacancies until the next annual election
- D. Provide for the recruitment, appointment, conditions of work, performance review and termination of the Executive Director who shall administer the CLAN staff, implement CLAN policies and programs under the supervision of the Steering Committee and serve as a technical advisor to the Steering Committee.
- E. Have the authority to negotiate and administer contracts for services with input from the Executive Director.
- F. Establish election procedures in accordance with these by-laws.
- G. Research, investigate and monitor technologies that may have an impact on service provided by member libraries.
- H. Develop and recommend policies, programs, and services, with input from the Executive Director, to the membership for approval.
- I. Implement pilot projects and other activities provided that budget implications of these programs are nonexistent or minor.
- J. Invite bids and proposals from vendors; oversee implementation of scheduled projects; monitor performance of systems and vendors; and make necessary recommendations as appropriate.
- K. Make decisions with regard to capital purchases.
- L. Establish minimum membership criteria and make recommendations for the addition of new members.
- M. Represent the Corporation in all agreements between Members
- N. Make all decisions with regard to membership agreements, except that provisions of these agreements must be ratified by at least a 2/3 vote of all representatives of Members Libraries and all decisions involving application for admission for membership shall be decided by a 2/3 vote of all representatives of member libraries.
- O. Establish and set charges for one or more committees. The members of any committee shall remain in office at the pleasure of the Steering Committee.
- P. Provide quarterly financial and activity reports to the membership.
- Q. Take other action as may be directed and authorized by the membership.
- R. Make decisions on purchases to be made from the equipment reserve.

## Section 2: Membership of Steering Committee

- A. The Steering Committee shall consist of eleven (11) members *who are official representatives of member libraries*. This includes the President, Vice-President/President Elect, Immediate Past President, Secretary and Treasurer, four (4) regional representatives, and two (2) at-large members. The Central Site Library and the State Library Agency shall each appoint a representative who shall be an ex-officio (non-voting) member of the Committee.
- B. Election of the at large members: The two at-large members shall be elected by the membership at the Annual Meeting from candidates recommended by the Nominating Committee. At large members serve terms of two years. In the event that there is a vacancy the Steering Committee shall appoint another representative to assume the vacant seat and fill the unexpired term.
- C. Regional Representatives: Regional representatives and *alternates* shall be chosen by a caucus of representatives of member libraries from each region at the Annual Meeting. Regional Representatives shall serve a term of one year. Vacancies amongst Regional Representatives shall be filled by caucus of members at the first general membership meeting following the occurrence of the vacancy.
- D. The Steering Committee shall meet at least ten (10) times a year. A majority of the members of the Steering Committee shall constitute a quorum except where otherwise specified.

- E. Members of the Steering Committee may not be compensated for their services, but shall be entitled to be reimbursed for out of pocket expenses actually incurred in the performance of their duty, subject to the approval of the Steering Committee.
- F. A member may be suspended or removed with cause by a vote of 2/3 of the members of the corporation.
- G. A member may resign by delivering a written resignation to the President or Executive Director. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.
- H. The Secretary should be notified in advance of a Steering Committee member's absence from the monthly meeting. More than four (4) consecutive absences may result in removal from the Steering Committee, unless the Steering Committee has determined such absences may be excused for good cause shown, at its discretion

## **ARTICLE VII - OFFICERS**

### **Section 1. Officers**

- A. The Officers of CLAN shall be President, Vice President/President Elect, Past President, Treasurer, and Secretary.
- B. The President, Vice President/ President Elect, and Past President shall serve one -year terms.
- C. The Treasurer and the Secretary shall serve two -year terms, with the Treasurer being elected one year and the Vice President/President Elect and the Secretary the next.
- D. All official representatives of member libraries are eligible to serve as officers.

### **Section 2. Election of Officers**

- A. The Nominating Committee shall present at the membership meeting held prior to the Annual Meeting a Slate of Officers for election. Nominations may also be made from the floor. No person may serve more than two (2) consecutive terms except after an absence from the Slate of Officers for one (1) year.
- B. Elections will be held each year at the Annual Meeting. Election shall be by a majority of the voting members in attendance at the Annual Meeting.

### **Section 3. Duties**

- A. The President shall
  - 1. Preside over all meetings of the Steering Committee and the Membership;
  - 2. Schedule and determine the agenda of all meetings of the Steering Committee and Membership, in conjunction with the Executive Director;
  - 3. Appoint committee chairs and serve as ex-officio member of all committees;
  - 4. Serve as Chair of the Personnel Committee and as a member of the Budget and Finance Committee;
  - 5. Represent the interests of CLAN as appropriate and shall have the authority to sign all documents on behalf of the Corporation. The President or the Steering Committee may assign this authority in specific instances, to the Executive Director;
  - 6. Serve a one-year term as Past President following the term as President.
- B. The Vice-President/President-Elect shall
  - 1. In the absence of the President exercise all the functions of the President and shall be vested with his/her powers;
  - 2. Serve on the Personnel and Budget and Finance Committees and other committees as appropriate;
  - 3. Serve as Vice President the first year, President the second year, and Past President the third year.

- C. The Past-President shall
  1. In the absence of the President and Vice President, preside at Steering Committee and Membership meetings;
  2. Serve as the chair of the Nominating Committee;
  3. Serve on the Personnel Committee and other committees as appointed by the President.
- D. The Secretary shall
  1. Serve as Clerk of the Corporation;
  2. Issue to the Members official notice and agendas of meetings of the Steering Committee and Membership;
  3. Be responsible for the minutes of all meetings of the Steering Committee and the Membership and shall oversee all records of the Corporation which shall be housed at the CLAN Offices;
  4. Serve on the Personnel Committee and other committees as appointed by the President..
- E. The Treasurer shall
  1. Oversee the establishment and maintenance of all accounts of the Corporation;
  2. In conjunction with the Executive Director shall prepare and present the annual budget and shall authorize payment of bills within the scope of the budget.;
  3. In conjunction with the Executive Director make reports as required by the CLAN Steering Committee as well as an annual report to the membership at the Annual Meeting;
  4. Chair the Budget and Finance Committee and serve on the Personnel Committee.

### **Section 3. Removal of Officers**

An officer may be removed from office, for cause, by a vote of two-thirds (2/3) of the Members of the Corporation.

### **Section 4. Resignation of an Officer**

An officer may resign by delivering his/her written resignation to the President or Executive Director. Such resignation shall be effective on receipt.

### **Section 5. Filling Vacancies.**

Should the office of President be vacated, the Vice President/President Elect will become President and serve as president pro-tem. Should any other vacancy among the Officers occur it shall be filled by the Steering Committee at its next meeting when a substitute will be appointed by the Presiding Officer for the balance of the term.

## **ARTICLE VIII - MEETINGS, NOTICES, QUORUM**

**Section 1. Annual Meeting.** The Annual Meeting of the Members of CLAN shall be held in the month of May at such time and place as the Officers may determine.

**Section 2. Membership Meetings.** There shall be at least four (4) membership meetings per year, of which one shall be the Annual Meeting.

**Section 3. Special Meetings.**

Special meetings of the Members for any purpose or purposes shall be called by the President or Secretary at the request in writing of two (2) Officers or at the written request of one-third (1/3) of the Members of CLAN. The request and the call shall state the purpose or purposes of the meeting and business transacted shall be confined to the purpose stated in the call and matters germane thereto.

**Section 4. Notice of Meetings.** Notice of the time, place and purpose of all membership and regular Steering Committee meetings shall be given in writing by posting on CLAN message and by e-mail to an e-mail address provided by the person entitled to vote at the meeting by the Secretary at least seven (7) days before the meeting.

**Section 5. Quorum.** The presence in person or by proxy of a simple majority of CLAN Members entitled to vote shall constitute a quorum. If a quorum is not present, those present shall have the power to adjourn the meeting, without notice other than announcement at the meeting, until a quorum shall be present, at which time any business may be transacted which might have been transacted at the meeting as originally noted.

**Section 6. Proxies.** At any meeting of Members, a Member entitled to vote may vote by proxy executed and dated in writing by the Member.

**Section 7.** Decisions which require a vote by a two thirds (2/3) majority of the members are the following:

- a. By-Law revisions;
- b. The Network Agreement;
- c. Changes in core services. A core service being one whose cost is shared by all member libraries through normal voting and budgeting. If a service is not a core service a simple majority of the members may consider and vote on offering it as an optional service, with the costs assumed by participating libraries;
- d. The dissolution of CLAN;
- e. Termination of membership;
- f. Acceptance of new members;
- g. Suspension of a Steering Committee membership.
- h. Strategic and Technology Plans.

**Section 8.** In all decisions not listed in Section 7 the vote shall be by a simple majority of members present if a quorum is present.

## **ARTICLE IX – COMMITTEES**

There shall be several types of committees in CLAN. These will include Standing Committees, Working Groups, and Ad Hoc Committees.

### **Section 1. Standing Committees**

- A. Budget and Finance:** The Budget and Finance Committee will provide oversight with regard to CLAN's Financial Resources. The chair of this committee shall be the Treasurer and it shall be composed of the officers. The committee shall work to assure an equitable assessment formula for members proposing revisions as needed, and shall recommend an annual budget and the related schedule of annual fees to the Steering Committee for approval not later than November 30. This budget and its related schedule of fees must be submitted to the Membership for approval at the December membership meeting. The Finance Committee shall present to the Steering Committee an audited Annual Report. This committee reports and makes recommendations to the full Steering Committee.
- B. Planning:** The Planning Committee provides oversight and direction for developing and implementing plans for the services and operations of CLAN. The chair of this committee shall be appointed by the President, and shall develop *plans* as required by the Steering Committee strategic and technology plans for the Corporation which shall be approved by a two-thirds vote at a membership meeting. It will also be charged with monitoring annual compliance with the goals *of these plans.* ~~of the Long Range Plan.~~ Every five years new plans will be submitted to the Membership for approval. This committee reports and makes recommendations to the full Steering Committee.
- C. By-Laws:** The By-Laws Committee shall be responsible for CLAN maintaining appropriate By-Laws. The Chair of this committee shall be appointed by the President. This committee will annually review the by-laws and make recommendations for changes as needed. This committee reports to and recommends changes to the full Steering Committee.
- D. Personnel:** The Personnel Committee provides oversight and direction with regard to CLAN's management and use of human resources. The Officers of the Corporation shall constitute the Personnel Committee. Specific duties include the annual salary and performance review of the Executive Director, including the preparation of performance goals for the upcoming year. They are also responsible for the ongoing review of personnel policies, salaries and benefits. This committee reports to and recommends changes to the full steering committee.
- E. Nominating:** This committee is responsible for developing a slate of proposed Officers that broadly represent the CLAN membership for election each year. The chair of this committee shall be the Past-President. The committee shall submit a slate of officers to the Membership no later than one (1) month prior to the Annual Meeting, and perform other duties as charged. This committee reports and makes recommendations to the full Steering Committee.

## Section 2. Working Groups

Working Groups will consist of staff of member libraries charged to discuss specific aspects of CLAN service, resolving problems, recommending policy and CLAN-wide procedural changes to the Steering Committee. The Working Groups shall include: Circulation, Database Management, Technology, and others as may be deemed necessary.

## Section 3. Ad Hoc Committees

The Steering Committee may establish and set charges for Ad Hoc committees as needed.

## ARTICLE X- CHIEF ADMINISTRATIVE OFFICER

The chief administrative officer of CLAN is the Executive Director, who is appointed by the Steering Committee and shall have such duties as may be assigned by the Steering Committee. The Executive

Director shall be under the general supervision of the Steering Committee, and shall serve at the will of the Members of the Corporation.

## **ARTICLE XI - BOOKS AND RECORDS**

CLAN shall keep correct and complete records of its financial transactions and shall keep minutes of its proceedings and those of its committees, and shall keep a record of the names and addresses of Members entitled to vote at its Main Office. All CLAN records may be inspected by any Member, or its agent or attorney, for any proper purpose at any reasonable time.

## **ARTICLE XII – DISSOLUTION**

- A.** CLAN may be dissolved by a vote of at least 2/3 of the members.
- B.** In the event of dissolution, all of the remaining assets and property of the corporation shall after necessary expenses thereof, be distributed to another organization exempt under IRS Section 501 c (3), or corresponding provisions of any subsequent Federal Tax laws, or to the Federal government, or state or local government for a public purpose, subject to the approval of a Justice of the Superior Court of the State of Rhode Island.

## **ARTICLE XIII - PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern CLAN in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order CLAN may adopt.

## **ARTICLE XIV - EXECUTION OF PAPERS**

All deeds, leases, transfers, contracts, bonds, notes, and other obligations made, accepted or endorsed by the Corporation shall be signed by the President, unless otherwise determined by the Steering Committee.

## **ARTICLE XVI - AMENDMENT OF BYLAWS**

Amendment of the Bylaws may be presented at any Membership meeting of CLAN provided that the amendment has been submitted in writing to the membership at least 28 days in advance of the meeting and the notice for which is in accordance with Article VIII Section 4. Ratification shall require a two-thirds (2/3) vote of Members present.

Notwithstanding the foregoing provisions of this Article XVI, no amendment shall be effective which would alter the basic purposes set out in Article III, or prevent the Corporation from qualifying as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code, as amended.

## **ARTICLE XVII - INDEMNIFICATION**

CLAN shall indemnify and hold harmless its Staff, Officers and Members for all claims against them arising out of actions taken in the legitimate interests of CLAN, provided however that such actions were consistent with these Bylaws and were reasonable and prudent given the circumstances.

## **ARTICLE XVIII - SEVERABILITY**

If any portion of this Agreement shall be found to be in conflict with the law, such portion shall be ineffective and the remainder of this Agreement shall be in full force and effect.

## **ARTICLE XIX *Other Provisions***

*Notwithstanding any other provisions of these articles, the Corporation is organized exclusively for one or more of the purposes as specified in section 501 (c) (3) of the Internal Revenue Code of 1954, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under IRC Section 501 (c)(3) or corresponding provisions of any subsequent Federal tax laws.*

*No part of the net earnings of the Corporation shall inure to the benefit of any Member, Trustee, Director, Officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, Trustee, Officer of the Corporation or any private individual shall be entitled to share in the distribution of any corporate assets on dissolution of the corporation.*

*No substantial part of the Activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC Section 501 (h)) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.*

*In any taxable year in which the Corporation is a private foundation as described in IRC Section 501 (a), the Corporation shall distribute its income for said period at such time and manner as not to subject it to tax under IRC Section 4942, and the Corporation shall not*

- a. engage in any act of self-dealing as defined in IRC Section 4941 (d), retain any excess business holdings as defined in IRC Section 4943 (c),*
- b. make any investments in such a manner as to subject the Corporation to tax under IRC Section 4944, or*
- c. make any taxable expenditures as defined in IRC Section 4945 (d) or corresponding provisions of any subsequent Federal tax Laws.*

*The Corporation is organized exclusively for, and will operate exclusively as, a non-profit business corporation in conformity with Title 7, Chapter 6 of the General Laws of Rhode Island, 1956, as amended, and with Section 501 (c)(3) of the United States Internal Revenue Code of 1954, as amended.*