

# MIDWEST COLLABORATIVE FOR LIBRARY SERVICES BYLAWS

*(Revised November 2017)*

## **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. MCLS is a nonprofit corporation formed to carry out lawful purposes not involving pecuniary profit or gain for its directors, officers, or members. MCLS shall have all corporate powers permitted by law.

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 as outlined by these Bylaws and the Articles of Incorporation.

### ***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 or electronic transmission equivalent to a writing annually of the person who shall serve as the Member's official representative. This Member Representative may designate in writing or electronic transmission equivalent to a 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 or electronic transmission equivalent to a 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) Indiana State Librarian (*Ex-officio & 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 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 seats.
  - b. Elections shall be conducted as follows:
    1. The Board of Directors shall solicit nominations for elected positions from the general membership no later than July of each year.
    2. The matter shall be referred to the Nominating Committee to choose a slate. The Committee shall recommend a slate to the Board of Directors prior to the summer meeting of that year.
    3. The Board of Directors shall agree upon and approve a slate of candidates at the summer meeting.
    4. The slate of proposed candidates shall be presented to the general membership in the fall of each year. Members shall vote by any means permitted under these Bylaws, as the Board so directs.

- (B) Nominating Procedures
  - a. The Nominating Committee is an executive committee of the Board of Directors. Its chairperson shall be the Vice-President 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 Committee is one year.
  - b. The Nominating 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 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 President of the Board of Directors may, with the majority 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 President of the Board of Directors may, with the majority 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. A Director may also be removed with or without cause by majority vote of members entitled to vote.

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

- (A) The business and affairs of MCLS shall be managed by its Board of Directors. 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 then in office 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 hold regular meetings at least four (4) times per year and the meeting times and location will be posted on the MCLS website at least 14 days before the meeting is scheduled to occur. Special meetings of the Board of Directors may be held at any given time and notice of such meeting times and location will be posted on the MCLS website at least 14 days before the meeting is scheduled to occur. No other notice shall be provided to Members.

Attendance of a Director at a meeting constitutes a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

### ***Section 4.10 – Director Discharge of Duties***

Every director shall discharge his or her duties as a director including his or her duties as a member of a committee in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner he or she reasonably believes is in the best interests of the corporation. In discharging his or her duties, a director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by any of the following: (a) One or more directors or employees of the corporation, or of a domestic or foreign corporation or a business organization under joint control or common control, whom the director or director reasonably believes to be reliable and competent in the matters presented; (b) Legal counsel, public accountants, engineers, or other persons as to matters the director reasonably believes are within the person's professional or expert competence; (c) A committee of the board of which he or she is not a member if the director reasonably believes that the committee merits confidence. However, a director is not entitled to rely on the information if he or she has knowledge concerning the matter in question that makes reliance unwarranted.

## **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 President, Vice-President, Secretary, and Treasurer.

### **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 as follows:
  - a. Prior to the end of the calendar year, the Board of Directors shall meet to determine potential candidates for officer positions.
  - b. Board members shall have the opportunity to either self-nominate for an officer position or Board members shall be able to nominate other Board members for a position (if the nominated member does not object).
  - c. At the last meeting of the Board of Directors for the year, the Board shall elect officers for the next year by a simple majority vote.

### **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 -- President**

The President 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 President**

The Vice President shall:

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

- (D) Chair the Nominating 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.

### ***Section 5.08 -- Treasurer***

The Treasurer shall:

- (A) Direct and assure that all financial documents and records required by law and sound business practice are properly prepared, submitted, and made part of the official record of MCLS.
- (B) Present any requested or necessary financial reports of the Board of Directors for review and approval.
- (C) Chair the Audit Committee.
- (D) Present a financial report at the annual membership meeting.

### ***Section 5.09 – Removal of an Officer***

Any officer elected by the Board may be removed by the Board with or without cause. The authority of any officer to act as an officer may be suspended by the Board for cause.

### ***Section 5.10 – Officer Discharge of Duties***

Every officer shall discharge his or her duties as an officer including his or her duties as a member of a committee in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner he or she reasonably believes is in the best interests of the corporation. In discharging his or her duties, an officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by any of the following: (a) One or more directors, officers, or employees of the corporation, or of a domestic or foreign corporation or a business organization under joint control or common control, whom the director or officer reasonably believes to be reliable and competent in the matters presented; (b) Legal counsel, public accountants, engineers, or other persons as to matters the director or officer reasonably believes are within the person's professional or expert competence; (c) A committee of the board of which he or she is not a member if the director or officer reasonably believes that the committee merits confidence. However, an officer is not entitled to rely on the information if he or she has knowledge concerning the matter in question that makes reliance unwarranted.

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

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

(A) Establishment

The Board shall establish two executive committees:

- a. Nominating Committee, chaired by the Vice-President
- b. Audit Committee, chaired by the Treasurer.

The Board may establish other executive or nonexecutive committees as needed. Nonexecutive committees may include individuals who are not directors, officers, or members of the corporation. A nonexecutive committee formed by the Board must be formed by resolution of the Board which states the purposes of the committee, the terms and qualifications of committee members, and the ways in which members of the committees are selected and removed. All executive and nonexecutive committee members serve at the pleasure of the Board.

(B) Appointments

- (i) The President shall appoint the chair of each committee to a term of one year, subject to the approval of the Board of Directors.
- (ii) The President shall appoint members of committees. Committee chairs and members may be drawn from Board members, Member Representatives, Alternates, or the staff of member or non-member institutions.

(C) Vacancies

The President 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 President.

(B) Appointments

The President 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 in the fall of each year on such a day and at such a time and place as shall be designated by the Board of Directors. Notice shall be provided to Members as provided in Section 4.09.

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

Special meetings of the membership may be called at any time by the President, the Board of Directors, or by petition of at least 30% of the membership. Notice shall be provided to Members as provided in Section 4.09.

### **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 and as provided in Section 4.09. Attendance of a person at a meeting constitutes a waiver of objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting because the notice was deficient. Only items on the agenda will be heard at each meeting. The Agenda shall be sent to the members with notice of the meeting. If any member proposes to add an item to the agenda, the member must notify the Secretary at least 7 days prior to the meeting. The Board will take all proposals for the agenda under consideration, and items will be added to the agenda within the Board's discretion. Except, if at least 10 percent of the voting membership proposes to add the same item to the agenda, the Board must add it to the agenda.

### **Section 7.04 – Consent and Voting**

- (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 to the fullest extent permitted by law. 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, these Bylaws, and applicable law.
- (B) Any action the members are required or permitted to take at an annual or special meeting, including the election of directors, may be taken without a meeting if the corporation provides a ballot (electronic or otherwise) to each member that is entitled to vote on the action no less than 20 and no more than 60 days before the vote must take place. The ballot provided to shareholders or members must (i) set forth each proposed action to be voted on, (ii) provide an opportunity for the members to vote for or against each proposed action, and (iii) specify a time by which the corporation must receive a ballot in order to be counted as a vote of the member. An action is considered approved by the members if the total number of members voting or the total number of member votes cast and received by the corporation by the time specified equals or exceeds the quorum required to be present at a meeting to take the action, and the number of favorable votes equals or exceeds the number of votes that would be required to approve the action at a meeting at which the number of votes cast by members present was the same as

the number of votes cast by ballot. An invalid ballot, an abstention, or the submission of a ballot marked "abstain" with respect to any action does not constitute a vote cast on that action. A member may not revoke a ballot once received by the corporation.

- (C) 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.
- (D) Proxy voting for any vote of the corporation is not permitted.

### **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.
- (C) The Secretary shall before each meeting make and certify a complete list of all members entitled to vote at a meeting. This list shall be arranged alphabetically and include the address of each member. The Secretary shall produce this list to the Board at the time of the meeting. The list is open to examination by any member during the meeting.

### **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. For any votes by electronic ballot, the action is approved or authorized if it receives the affirmative vote of a majority of the votes cast by the members and received by the corporation.
- (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 President 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. This shall include books and records of account and minutes of the proceedings of its members, board, and committees and all documents related to any official Board action. This does not include any employment or personnel records, as such records are not open to inspection by the general membership to protect employee privacy. MCLS shall keep at its registered office records containing the names and addresses of all members and the dates when each member joined MCLS. These documents may be in written form or in any other form capable of being converted to written form within a reasonable time.

If requested in writing (or the electronic equivalent) by a member, a corporation shall mail to the member its balance sheet as at the end of the preceding fiscal year; its statement of income for that fiscal year; and, if prepared by the corporation in its normal business, its statement of source and application of funds for that fiscal year. MCLS may charge a reasonable fee for preparing the records and copying the records to the member requesting the information. If a member needs monthly financial statements, there will be an additional charge for compiling such information.

Any member may during regular business hours inspect for any proper purpose the corporation's list of members, and its other official books and records, if the member gives the corporation written demand (or the electronic equivalent) describing with reasonable particularity the purpose of the inspection and the records the member desires to inspect, and the records sought are directly connected with the purpose. Proper purpose means a purpose that is reasonably related to a person's interest as a member. If an attorney or other agent is the person seeking to inspect the records, the demand must include a power of attorney or other writing that authorizes the attorney or other agent to act on behalf of the member. MCLS shall respond to any such request within 5 days of receiving the request. MCLS reserves the right to impose reasonable limitations on Member inspections of records.

**Section 10.05 -- Indemnification**

MCLS shall maintain Directors' and Officers' insurance in an amount and kind determined by the Board. MCLS shall indemnify its directors and officers for damages and costs of defense only to the extent and consistent with what the corporation is insured for under its applicable policy of insurance. No indemnification shall be available beyond that provided by the policy of insurance in effect at the time of the incident.

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

### ***Section 11.01 – Amendments***

- (A) These bylaws may be amended or revised by electronic ballot or 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 a majority 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.