

# COOPERATING LIBRARIES AUTOMATED NETWORK (CLAN) BYLAWS

## ARTICLE I - NAME

The name of this organization shall be Cooperating Libraries Automated Network (CLAN), doing business as Ocean State Libraries, Inc., hereinafter referred to as Ocean State Libraries (OSL).

## ARTICLE II – PURPOSE

Ocean State Libraries is a consortium which shares services and materials for the benefit of the Rhode Island community.

## 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 libraries in Rhode Island which are members of LORI and agree to take part in the sharing of resources with other OSL members.
- B. Categories of membership are defined as follows:
  - Core Members. The 48 public libraries/library systems in Rhode Island and the Rhode Island State Library Agency. These members are full voting members. Their official representatives may serve as officers or member representatives on the Steering Committee and they may designate committee representatives.
  - Affiliate Non-Voting Members. Other libraries/library systems that do not meet the definition of a Core Member as defined above. These members are non-voting members, the official representatives of which may attend meetings as observers. Affiliate Non-Voting Members shall have signed an Agreement committing them to the privileges, responsibilities, and financial obligations defined therein. Agreements will be reviewed annually. Affiliate Non-Voting Members will have access to system modules and resources as defined in their Network Agreement.
  - Other Types of Membership. OSL 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.
- C. All members of the Corporation shall be those who have signed an Agreement to participate in OSL and who have incurred financial obligation as a result of that agreement.
- D. Membership shall be maintained by the timely payment of assessments, execution of an Annual Member 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.
- E. New members may join subject to acceptance by a 2/3 vote of all members and to such criteria as the Membership may determine. New memberships are reviewed on an individual basis and granting membership status does not necessarily set a precedent to be applied to future applicants.

### Section 2. The Members

**A. Voting**

Each core member library shall have one vote. Each core member library shall designate an official representative and an alternate representative to vote on its behalf at membership meetings. These representatives shall be named on the Member Agreement.

**B. Responsibilities**

1. Members of OSL assume responsibilities that include but are not limited to
  - a. Executing and submitting a written Member Agreement prior to attending and being able to vote at the annual meeting;
  - b. Paying assessed fees on a timely basis;
  - c. Attending meetings on a regular basis;
  - d. Voting on issues brought before the membership;
  - e. Sharing resources by making materials available for direct loan and through inter-library loan to OSL card holders.
  - f. Abiding by OSL policies and honoring the existing policies of other OSL member libraries;
  - g. Working generally toward good communication and understanding among member libraries.
  - h. Providing the necessary equipment to support the services of OSL.
  - i. Inputting accurate patron and bibliographic records, according to network standards, into the databases;
  - j. Participating in the management of the network by serving on the Steering Committee;
  - k. Participating in OSL in an active and on-going fashion.
2. Member libraries failing to meet the responsibilities of membership will be subject to penalties as outlined in the Member Agreement and may be terminated for cause as a result of continued failure to meet responsibilities.

**ARTICLE V - TERMINATION OF MEMBERSHIP; REDUCTION 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 OSL meeting. Termination shall require a 2/3 (two-thirds) vote of the membership.
- B. A Member may terminate its participation in OSL, 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 OSL and by paying applicable membership costs to OSL through the date of the termination.
- C. A Member may reduce its participation in OSL, including, but not limited to such things as closing branches, reducing hours, or dropping services that had been approved in the budget, 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 OSL and by paying applicable membership costs to OSL through the date of the membership reduction.

**Section 2. Database Records.** Upon termination, whether initiated by OSL or by the Member:

- A. The withdrawing Member will have no right to withdraw the data it input into the shared bibliographic or patron data bases;
- B. At the request and sole expense of the withdrawing Member, OSL 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 an annual budget and a schedule of fees to the membership for approval.;
- B. Adopt service and technology plans;
- C. Authorize payments of financial obligations;
- D. Appoint officers and elected representatives to fill vacancies until the next annual election;
- E. Provide for the recruitment, appointment, conditions of work, performance review and termination of the Executive Director who shall administer the OSL staff, implement OSL policies and programs under the supervision of the Steering Committee and serve as a technical advisor to the Steering Committee;
- F. Establish the salaries and benefits of OSL staff within the approved budget;
- G. Have the authority to negotiate and administer contracts for services with input from the Executive Director;
- H. Establish election procedures in accordance with these by-laws;
- I. Research, investigate and monitor technologies that may have an impact on service provided by member libraries;
- J. Develop and recommend policies, programs, and services, with input from the Executive Director, to the membership for approval;
- K. Implement pilot projects and other activities provided that budget implications of these programs are nonexistent or minor;
- L. Recommend changes in core services to the membership for approval;
- M. Invite bids and proposals from vendors; oversee implementation of scheduled projects; monitor performance of systems and vendors; and make necessary recommendations as appropriate;
- N. Make decisions with regard to capital purchases;
- O. Make decisions with regard to expenditures from contingency or other reserve funds;
- P. Establish minimum membership criteria and make recommendations for the addition of new members;
- Q. Enforce the membership requirements and responsibilities;
- R. Represent the Corporation in all agreements between Members;
- S. 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;

- T. 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;
- U. Provide quarterly financial and activity reports to the membership;
- V. Take other action as may be directed and authorized by the membership;

## **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 State Library Agency shall appoint a representative who shall be an ex-officio (non-voting) member of the Committee and the Executive Director of OSL shall also serve as 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 staggered 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. The Secretary shall 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 AND MEMBERS OF THE STEERING COMMITTEE**

### **Section 1. Officers**

- A. The Officers of OSL shall be a 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 staggered two -year terms, with the Treasurer being elected one year 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 a Slate of Officers for election no later than one (1) month prior to the Annual Meeting. Nominations may also be made from the floor. No person , except for the Treasurer, may serve more than two (2) consecutive terms in any one position except after an absence from the Nominating Committee's Slate 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 of the Officers and the Members of the Steering Committee**

- 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 OSL 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. Chair the Bylaws Committee; serve on the Personnel Committee, the Budget and Finance Committee 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. Chair the Nominating Committee; serve on the Personnel Committee, the Budget and Finance Committee and other committees as appropriate.
- 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 OSL Offices;
  4. Serve on the Personnel Committee, the Budget and Finance Committee and other committees as appropriate.
- 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;
  4. Chair the Budget and Finance Committee; serve on the Personnel Committee; and other committees as appropriate.
- F.** Members-at-Large and Regional Representatives shall
  1. Serve as the Steering Committee liaison on one or more committees, as appointed by the President.
  2. Regional representatives shall report directly and regularly to the Member libraries they represent in a manner mutually agreed upon by the Member libraries in that region.

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

An officer or a member of the Steering Committee may be suspended or removed from office, with cause, by a 2/3 vote of the membership, only after reasonable notice and opportunity to be heard.

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

An officer or a member of the Steering Committee 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.

### **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 OSL 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 OSL. 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 notice at least five (5) business days before the meeting, using the posting method currently in practice. Any official representative of a Member library may add an agenda item by submitting it in writing to the President or Executive Director at least eight (8) business days prior to the meeting.

**Section 5. Quorum.** The presence in person or by proxy of a simple majority of OSL 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 and submitted to the Secretary prior to the meeting.

**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 Member 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 OSL;
- e. Termination of membership;
- f. Acceptance of new members;
- g. Suspension of a Steering Committee membership.

**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

Committees shall be established and charged by the Steering Committee for the purpose of carrying on the work of Ocean State Libraries, under the jurisdiction of the Steering Committee, acting on behalf of the Members. There shall be several types of committees in OSL. These will include Standing Committees, Working Groups, and Ad Hoc Committees. All committees are required to post notice of the time, place, and purpose of committee meetings at least five (5) business days prior to the meeting using the posting method currently in practice and shall provide minutes to the Executive Director for review prior to the committee's posting them for the membership.

### Section 1. Standing Committees

- A. Budget and Finance:** The Budget and Finance Committee will provide oversight with regard to OSL's financial resources. The chair of this committee shall be the Treasurer and it shall be composed of the officers and two other members, appointed by the President, from among the Steering Committee members. 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 prior to the November membership meeting when the budget is adopted. The Budget and Finance Committee shall present to the Steering Committee an audited Annual Report. The committee meets, as needed, on a call from the Committee Chair and it 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 OSL. The Chair of this committee shall be the President and it shall be composed of three additional members of the Steering Committee and representatives from the working groups, all appointed by the President. The Committee shall develop plans as required by the Steering Committee for the Corporation. It will also be charged with monitoring annual compliance with the goals of these plans and reviewing the plans every three to five years. The committee meets, as needed, on a call from the Committee Chair and it reports and makes recommendations to the full Steering Committee.
- C. By-Laws:** The By-Laws Committee shall be responsible for OSL maintaining appropriate By-Laws. The Chair of this committee shall be the Vice President/President-Elect and consists of at least two (2) other members, appointed by the Committee Chair. 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 OSL'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 OSL membership for election each year. The Chair of this committee shall be the Past-President, with additional members appointed by the Chair of the committee. 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 OSL service, resolving problems, recommending policy and OSL -wide procedural changes to the Steering Committee. The Working Groups shall include: Circulation, Database Management, Technology, Reference Issues 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 OSL 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**

OSL 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 OSL records may be inspected by any Member, or its agent or attorney, for any proper purpose at any reasonable time.

## **ARTICLE XII – DISSOLUTION**

- A.** OSL 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 OSL in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order OSL 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 XV - AMENDMENT OF BYLAWS**

Amendment of the Bylaws may be presented at any Membership meeting of OSL 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 XVI - INDEMNIFICATION**

OSL 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 OSL, provided however that such actions were consistent with these Bylaws and were reasonable and prudent given the circumstances.

### **ARTICLE XVII - 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 XVIII - 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.