

LibraryLinkNJ

The New Jersey Library Cooperative

44 Stelton Road, Suite 330
Piscataway, NJ 08854

BYLAWS

Approved by the Membership on December 9, 2010

Videoconference in Three Locations
Enterprise Center of Burlington County College, Mt Laurel
Rutgers University, Scholarly Communications Center,
Alexander Library, New Brunswick
Passaic County Community College, Wanaque Campus

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BYLAWS

ARTICLE I - NAME

The name of this organization is LibraryLinkNJ, the New Jersey Library Cooperative, Inc. It was formerly known as INFOLINK, the Eastern New Jersey Regional Library Cooperative, Inc. It was formed in the summer of 2010 through a consolidation of the Central Jersey Regional Library Cooperative, the Highlands Regional Library Cooperative, and the South Jersey Regional Library Cooperative into INFOLINK. Hereafter throughout these bylaws the organization will be referred to as the Cooperative.

ARTICLE II - PURPOSE

The Cooperative is a nonprofit, multi-type library organization established under the New Jersey Library Network Law (*New Jersey Statutes Annotated* 18A:73-35a through 18A:73-35j) and the regulations under *New Jersey Administrative Code* 15:22. The Cooperative fosters library innovation, continuing education, cooperative purchases, networking, and collaboration and facilitates efficient and cost-effective resource sharing.

ARTICLE III - MEMBERSHIP

Section 1. Eligibility (NJAC 15:22-1.5b)

To be eligible to be a member of the Cooperative, a library or library-related agency shall have explicit service objectives, a fixed location and regular hours of service, an organized collection of information and materials accessible for use by its designated clientele, and qualified and responsible staff. Multi-type libraries include academic libraries, institutional libraries, public libraries, public school libraries, private and parochial school libraries, special libraries, and library-related agencies. The governing body of the library must have a legal basis for operation and established funding. The governing body of the library must agree to participate in and contribute to Cooperative services and programs.

Section 2. Application to Join

A library or library-related agency may join the Cooperative by filling out an application and by certifying its ability and willingness to comply with the requirements stated in Article III, Section 5 of these Bylaws.

Section 3. Member Representation

Each member library shall designate an official voting representative and –if possible -- one alternate voting representative.

Section 4. Voting Rights

Each member library's Voting Representative shall have one vote. The Voting Representatives of the multi-type membership shall be determined as follows:

- a. All members in good standing of the Central Jersey Regional Library Cooperative, the Highlands Regional Library Cooperative, INFOLINK, the Eastern New Jersey Regional Library Cooperative and the South Jersey Regional Library Cooperative, which were in place as of August 27, 2010, shall be members of the newly-formed Cooperative.

Multi-type libraries include academic libraries, institutional libraries, public libraries, public school libraries, private and parochial school libraries, special libraries, and library-related agencies. Items b-e clarify selected areas of Voting Representation.

- b. Academic library members which are located on a single campus shall have one vote. The board of governance or the appropriate administrative authority for the campus shall appoint one Voting Representative.
- c. Institutional library members which are part of a single institution shall have one vote. The board of governance or the appropriate administrative authority for each institution shall appoint one Voting Representative.
- d. Public school library members which are located within a single operating public school district shall be considered a single entity and shall select one Voting Representative from among their Member Representatives, whose appointment shall be subject to the approval of the chief school administrator and the district board of education.
- e. Private and parochial school library members which are part of a single institution shall have one vote. The board of governance or the appropriate administrative authority for each institution shall appoint one Voting Representative.

Section 5. Duties of Members

The duties of the members subject to the voting rights set forth herein shall be:

- a. Review, adopt and amend the Bylaws.
- b. Elect the Executive Board.
- c. Approve the three-year strategic plan and its annual program.

- d. Approve the annual budget, and
- e. Such other duties as may be imposed by the New Jersey Nonprofit Corporation Act.

Section 6. Withdrawal from Membership (NJAC 15:22-1.12)

Any member may withdraw from the Cooperative when its board of governance or the appropriate administrative authority determines by resolution or other recorded act to withdraw. Notification of intent to withdraw shall be submitted by the board of governance or the appropriate administrative authority to the executive board of the Cooperative, with a copy to the State Librarian. The notice shall be filed on or before April 1 of any year, and withdrawal shall take place on or before June 30 of the ensuing year. Upon discontinuing membership, the member relinquishes its rights to any funds, supplies, materials, equipment or property held by or belonging to the Cooperative. Upon receipt of such notification and the satisfaction of all obligations by the withdrawing member, the executive board of the Cooperative shall officially note the withdrawal and shall file notice of this action with the State Library.

Section 7. Denial of Membership

A library or library-related agency denied membership may ask for an informal hearing before the State Librarian. In the event of an adverse decision after such informal hearing, applicants may request a formal hearing pursuant to N.J.S.A. 18A: 6-24.

ARTICLE IV – ELECTIONS

Section 1. Annual Meeting

The Spring membership meeting shall be the annual meeting for elections.

Section 2. Board Nominating Committee Duties

The Board Nominating Committee will present the membership with a slate which facilitates the election of:

- a. The appropriate number of members of the Executive Board to serve a three-year term as prescribed by the expiring terms.
- b. Nominations may be made from the floor at the time of election.

Section 3. Term Commencement

All terms begin on the July 1 following the election.

Section 4. Proxy Voting

Should the Voting Representative or the officially designated Alternate from a member library be unable to vote, the Voting Representative may designate a proxy.

A Voting Representative is limited to representing up to two other Voting Representatives by proxy.

The designation of a proxy must be in writing, must have the signature of the Voting Representative authorizing the proxy, and must be submitted in advance of the meeting through the process set up by the Cooperative.

Section 5. Replacement for Unexpired Term

When there is a vacancy on the Executive Board, Nominating Committee, or Library Network Review Board, the Executive Board shall elect a replacement for the balance of the unexpired term.

Section 6. Term Limitations

No one holding office under this article may serve more than two full consecutive terms. Any person serving more than half of an unexpired term is considered to have served a full term.

ARTICLE V - THE EXECUTIVE BOARD

Section 1. Number and Composition

The one-year Transition Executive Board consists of sixteen members representing the Executive Boards of the four previous Regional Library Cooperatives. Commencing FY12, the Executive Board shall consist of fifteen members, elected from the general membership with a balanced representation statewide as follows:

- a. two lay representatives.
- b. one representative each from an academic, school district, public, special, and institutional library.
- c. eight members-at-large, and
- d. four Library Network Review Board (LNRB) members who serve ex officio.

Section 2. Role

The Executive Board serves as the administrative arm of the membership.

Section 3. Indemnification and Insurance

The Cooperative shall indemnify members of the Executive Board and employees against any loss arising out of claims against the Cooperative and/or any of the members of the Executive Board or employees, but not including personal injury and property damage claims, provided that the Executive Board shall determine that any such claims arise out of the activities of the Cooperative and the activities of the particular members or individuals on behalf of the Cooperative or in furtherance of its policies or objectives and that the member or persons seeking indemnification shall have acted within the scope of their authority with reasonable care and diligence and without any fraud or malfeasance.

The Cooperative shall purchase and maintain insurance for the purpose of the indemnification on behalf of any or all persons to the extent decided by the Executive Board.

Section 4. Non-Discrimination Policy

The Cooperative, for the purpose of hiring its employees, and in its contracting and/or subcontracting for services, shall be governed by N.J.S.A. 10:5-1, et.seq. regarding discrimination in employment and contract provisions.

Section 5. Duties

- a. Hire an Executive Director; prepare an annual written evaluation of the Executive Director; fix terms of staff compensation annually; and establish terms of employment.
- b. Develop a three-year strategic plan and submit it to the membership for approval.
- c. Develop the annual operating program and budget and submit them to the membership for approval.
- d. Contract with libraries, library-related agencies, commercial vendors, or individuals, or any other designated organization as may be necessary to implement the Cooperative's three-year strategic plan.
- e. Direct and document the receipt and disbursement of all income.
- f. Communicate actively with the membership through web-based and other online opportunities.

- g. Submit periodic reports including a financial report, to the membership and, as required by contract, to the New Jersey State Librarian.

Section 6. Executive Board Meetings

- a. There shall be a minimum of eight Executive Board meetings per year. These meetings shall be open to the general membership.
- b. Notification of these meeting dates and places shall be given annually and updated as needed per requirements of the Open Public Meetings Act.
- c. The quorum shall consist of eight members of the Executive Board at least one of whom shall be an officer.
- d. Special meetings of the Executive Board may be held at the call of the President or upon demand of three Board members.
- e. Meetings may be conducted face to face in one room or by virtual connection such as webinars or video conferencing.

Section 7. Removal from the Executive Board

- a. The failure of an Executive Board member to attend, without prior notification to the Executive Director, three Executive Board meetings in any period of 12 months may constitute cause for removal from the Board.
- b. A member of the Executive Board may be removed for cause by a majority vote of the membership present and voting at a membership meeting. A letter calling for such a vote containing the signatures of the voting representatives of 10% of the membership must be received by the Executive Board at least one month prior to any membership meeting. Such removal shall not take place until and unless the member in question shall have been afforded ample opportunity to defend himself or herself before the meeting.

ARTICLE VI - OFFICERS

Section 1. Composition

The Executive Board shall elect from among themselves the officers of this organization: President, Vice-President, Secretary, Treasurer, and Assistant Treasurer.

Section 2. Election of Officers

- a. At the organizational meeting of the Executive Board in July following the annual meeting, the senior officer present from the previous year's board shall preside until a new president is elected.
- b. Officers shall be elected for a one-year term in July. No person shall hold more than one office at one time.

Section 3. Duties of Officers

- a. The President shall preside at all meetings of the organization and the Executive Board; appoint members of standing and special committees; be an ex-officio member of all committees except the Nominating Committee; and perform such other duties as usually pertain to the office.
- b. The Vice-President shall perform the duties of the President when the President is absent and shall succeed to the office of the President in the event of a vacancy.
- c. The Secretary shall keep minutes of all meetings and perform such other duties as designated by the President or the Executive Board.
- d. The Treasurer shall be custodian of all funds; disburse funds as ordered; make a report at each meeting; present an annual audited report; and serve as chair of the Finance Committee.
- e. The Assistant Treasurer shall attend all Finance Committee meetings, and act for the Treasurer in that person's absence.

Section 4. Removal and Vacancies

- a. An officer of the Executive Board may be removed from office at any time by a majority vote of the Executive Board. Removal from office shall not affect the member's status as a full member of the Executive Board.
- b. Whenever there is a vacancy in an office, the Executive Board may fill that vacancy at any time.

ARTICLE VII - COMMITTEES

Section 1. Formation

Committees may be of three types: Standing, Special, or Ad Hoc. By resolution adopted by a majority vote of the Executive Board, the

Executive Board shall decide what committees are necessary to conduct the business of the Cooperative. The authority of the committee shall be set forth in the resolution. The President with the approval of the Executive Board shall appoint special steering committees for sectional or special interest groups. The President shall form a committee if requested by petition from at least ten percent of the Voting Representatives.

Section 2. Types of Committees

- a. Standing Committees: Standing committees of the Executive Board are Finance, Nominating, Personnel and Strategic Planning.
- b. Special Committees: Special Committees may be created by an action of the Executive Board as they are needed to carry out the work of the Cooperative. A list of Special Committees with an outline of their authorization, composition and functions as approved by the Executive Board shall be kept by the Executive Director.
- c. Ad Hoc Committees: Task Forces may be created by action of the Executive Board as needed to carry out the work of the Cooperative.

Section 3. Membership of Committees

Members of committees shall be appointed by the President of the Executive Board and approved by majority vote of the entire Executive Board. Membership on Committees shall be open to staff of all member libraries. There shall be no limit upon the number of terms a member may serve.

Section 4. Rights and Duties of Committee Members

Each committee shall be charged with specific duties to be performed. The committee shall have the right to recommend policy, take action and report on activities within their purview. Other committees shall not encroach on these duties and responsibilities. Committees are comprised of one or more members. At least one member of each committee may be a Board member. Any act of any committee which has members who are not Board members shall be advisory in nature, shall not bind the Executive Board or the Cooperative and shall be subject to Executive Board approval. No committee shall take the following actions: (a) Make, alter, or repeal any Bylaws of the Cooperative; (b) Elect any Board member or appoint any officer, or remove any Board member or officer; (c) Make any grants or distributions of funds; (d) Submit to members any action that requires approval of the members; or, (e) Amend or repeal any resolution previously adopted by the Executive Board.

Section 5. Tenure

Tenure of all Standing Committee members shall be one year. Members may be reappointed by majority vote of the Executive Board. Tenure on special and ad hoc committees is for the duration of that committee's existence, which may not exceed one year.

Section 6. Quorum

A majority of an entire committee shall constitute a quorum.

Section 7. Chair

Unless specifically designated by the President, each committee shall elect its own Chair.

Section 8. Reporting

Action taken by a committee shall be reported to the Executive Board at the next Executive Board Meeting. If the Executive Board Meeting is within two days after the committee meeting, the report may be made at the following Executive Board Meeting. Reporting may be by minutes of the committee meeting. The designation of any committee and delegation of authority to a committee does not relieve the Executive Board or individual from responsibility imposed by law.

Section 9. Vacancies

The Executive Board, by resolution adopted by a majority vote of the Executive Board, may fill any vacancy in the committee and/or appoint alternate members to act in the absence or disability of a committee member. The committee Chair may make recommendations to the Executive Board.

Section 10. Committee Dissolution

The Executive Board may abolish any committee by resolution adopted by a majority vote of the Executive Board.

Article VIII - STAFF

Section 1. Staff

The Staff shall consist of an Executive Director appointed by the Executive Board and such additional staff members as the Executive Director and the Executive Board shall deem necessary to carry out the work of the Cooperative.

Section 2. Executive Director

- a. The Executive Director shall be eligible for certification as a professional librarian or educational media specialist by the New Jersey State Department of Education or have graduated from an American Library Association accredited master's degree program in library science.
- b. The duties of the Executive Director shall include, but not be limited to, the following:

Be the chief administrator of the Cooperative and of its Executive Board and shall coordinate and administer the activities, programs and services of the Cooperative consistent with policies established by the Executive Board.

Employ staff with approval of the Executive Board and supervise the staff of the Cooperative.

Assist in developing the three-year strategic plan for Executive Board review and member's approval and prepare annual updates for consideration of the Strategic Planning Committee.

Assist in developing the annual program and budget for review by the Executive Board including preparation of a preliminary budget for the consideration of the Finance Committee.

Negotiate all contracts for Executive Board approval.

Attend Executive Board and Membership meetings and serve on Board committees.

Conduct such business and financial matters of the Cooperative as the Executive Board shall direct.

Carry out under the supervision of the Strategic Planning Committee an annual review and evaluation of the services and programs of the Cooperative.

Carry out any other duties as may be necessary under the direction of the Executive Board and, be authorized to sign checks.

ARTICLE IX - MEETINGS

Section 1. General Membership Meetings

There shall be at least two meetings of the general membership in each calendar year. The annual meeting shall be held in the Spring. Meeting times may be changed provided members are given two weeks' notice of the change.

Section 2. Notification

Members shall be notified of all membership meetings at least two weeks in advance.

Section 3. Quorum

The presence of 5% of the voting representatives shall constitute a quorum at all membership meetings.

Section 4. Annual Reports

The annual report for the previous year will be presented at the first meeting of the general membership in the fiscal year.

Section 5. Special Meetings

Special meetings may be called by the President, or by a majority of the Executive Board, or at the written request of twenty-five voting representatives, provided notice, with statement of purpose, be given at least seven days previous to the date of such meeting.

Section 6. Open Public Meetings Act

The Cooperative, for the purpose of the conduct of Board and Membership Meeting shall be considered as a Public Body, and shall be governed by all requirements and exceptions as set forth in the Open Public Meetings Act (N.J.S.A. 10:4-6 et seq.) as amended.

Article X - FINANCES

- a. The Fiscal year of the Cooperative shall be from July 1 through June 30.
- b. The conduct of financial matters of the Cooperative, including the power to incur expenses within the limits of the annual budget and in accordance with the policies of the Cooperative, the keeping of financial records, the power to disburse funds, and the preparation and submission of financial reports shall be carried out by the Executive Director under the direction of the Treasurer and the

Executive Board.

- c. Authorization to sign checks on behalf of the Cooperative includes all officers and the Executive Director.
- d. Two signatures shall be required on all checks issued of more than \$3,000 and which are not routine expenses.
- e. A licensed auditing agency shall annually review and submit a written report on the finances of the Cooperative. A copy shall be made available to the Membership and a copy shall be sent to the New Jersey State Librarian.

Article XI - AUTHORITY TO REPRESENT THE COOPERATIVE

No Board member, Officer, agent or employee of the Cooperative shall have any power or authority to borrow money on the Cooperative's behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolution adopted by a majority of the Executive Board at a regular or special meeting of the Executive Board. Authority granted by the Executive Board for any of the above purposes must be limited to specific instances of borrowing.

Article XII - ETHICAL CONDUCT

The New Jersey Library Network Code of Ethics shall apply to all members of the Executive Board, Officers of the Cooperative and Cooperative staff and shall be reviewed annually and acceded to by all Executive Board members, Officers and Staff. No Member Representative, Executive Board member or Officer of the Cooperative shall receive a salary or any compensation for his or her service on behalf of the Cooperative other than the Executive Director in his or her capacity as an employee.

Member Representatives, members of the Executive Board and Officers of the Cooperative may be reimbursed for out-of-pocket authorized expenses that are incurred for the benefit of the Cooperative in accordance with the policies established by the Executive Board.

ARTICLE XIII - PARLIAMENTARY AUTHORITY

The parliamentary authority shall be the most recent edition of Robert's Rules of Order, Newly Revised, for all matters not covered in these

bylaws.

ARTICLE XIV - AMENDMENT OF BYLAWS

Section 1. Amendments

These bylaws may be altered, amended, repealed or added to by a majority vote of the voting representatives present and voting at a meeting of the Cooperative, provided that notice of the proposed amendment has been sent to the voting representatives ten (10) days prior to the meeting date.

Proposals may be initiated by the Executive Board or by petition of twenty-five Voting Representatives.

Following action by the Membership, amendments to the Bylaws shall be submitted to the State Librarian for approval.

Section 2. Review of Bylaws

These bylaws shall be reviewed every three years by a committee appointed by the President of the Executive Board.

ARTICLE XV - DISSOLUTION

Section 1. Application

The Cooperative may submit an application for dissolution to the State Librarian when:

- a. The membership receives a resolution for dissolution from the Executive Board; or
- b. A petition to dissolve is signed by a majority of the Voting Representatives; or
- c. The governing bodies of a majority of the members approve of the dissolution; and
- d. A plan for the payment of all debts and meeting of all fiscal and legal obligations of the Cooperative has been prepared.
- e. Membership voting by proxy in the dissolution process shall be within the prescribed parameters of dissolution under nonprofit law.

Section 2. Approval

If the State Librarian determines that the Cooperative must be dissolved and approves the plan for dissolution, the dissolution shall take effect when all fiscal and legal obligations of the Cooperative have been satisfied. Upon dissolution of the Cooperative any assets remaining shall escheat to the New Jersey State Library.

Adopted
12/5/93

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Rev. 12/13/94
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