

## PROPOSAL TO AMEND LLNJ BYLAWS

The current LibraryLinkNJ bylaws require a thorough review of the bylaws every three years. The Bylaws Committee has reviewed the bylaws and made recommendations for amendments. These recommendations were vetted by a parliamentarian and LLNJ's counsel. Further, the amendments were reviewed at the May 21, 2020 LLNJ Executive Board meeting and approved to be forwarded to the membership.

The [Proposed Amendments to LLNJ Bylaws](#) are intended to:

- Comply with existing [LLNJ Bylaws](#) stipulation for a thorough review of the Bylaws at three-year intervals
- Address and clarify issues related to in-person and virtual membership meetings, elections, voting rights and proxy voting
- Amend the composition of Board members –
- Outline the duties of Board Committees
- Align the Bylaws with guidelines from the [Roberts Rules of Order Newly Revised](#)
- Specify post-approval communications protocols.

The actual ballot that will be presented at the membership meeting will only include the Article and Section numbers as listed below. The specific amendments with rationale for the proposed amendment is listed in this document, starting on Page five. The presentation of the proposed amendments is grouped by categories, not by sequence.

Please take time to review the proposed amendments, prior to the meeting on June 17<sup>th</sup>. I have also attached the complete LLNJ bylaws for your reference.

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Article III, Section 4 - VOTING RIGHTS

**VOTE:**

\_\_\_ Yes – I approve the amendments

\_\_\_ No – I reject the amendments

\_\_\_ Abstain

Article IV, Section 4 – PROXY VOTING

**VOTE:**

\_\_\_ Yes – I approve the amendments

\_\_\_ No – I reject the amendments

\_\_\_ Abstain

Article IX, Section 7 – PROXY VOTING

**VOTE:**

\_\_\_ Yes – I approve the amendments

\_\_\_ No – I reject the amendments

\_\_\_ Abstain

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Article IV, Section 1 – VIRTUAL ANNUAL MEETING

**VOTE:**

\_\_\_ Yes – I approve the amendments

\_\_\_ No – I reject the amendments

\_\_\_ Abstain

Article IX, Section 1 – MEETINGS

**VOTE:**

\_\_\_ Yes – I approve the amendments

\_\_\_ No – I reject the amendments

\_\_\_ Abstain

Article IV, Section 2 – NOTIFICATION FOR PETITION BALLOTS

**VOTE:**

\_\_\_ Yes – I approve the amendments

\_\_\_ No – I reject the amendments

\_\_\_ Abstain

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Article V, Section 1, b & c, Section 5 & /section 7 -  
EXECUTIVE BOARD COMPOSITION & REMOVAL

**VOTE:**

\_\_\_ Yes – I approve the amendments

\_\_\_ No – I reject the amendments

\_\_\_ Abstain

Article VII – COMMITTEES - Descriptions & Alignment With Roberts Rules

**VOTE:**

\_\_\_ Yes – I approve the amendments

\_\_\_ No – I reject the amendments

\_\_\_ Abstain

Articles X, XII, XIII & XIV – PROCEDURES & ALIGNMENT WITH ROBERTS RULES

**VOTE:**

\_\_\_ Yes – I approve the amendments

\_\_\_ No – I reject the amendments

\_\_\_ Abstain

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The Following are the sections for which the Bylaws Committee proposes amendments. Text to eliminate is shown with strikethrough. Proposed text to add is in blue. Rationales for the changes are in red.

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**Article III - Membership, Section 4 - Voting Rights**

[A member library must be in good standing to be eligible to vote.] Each member library's Voting Representative shall have one vote [per service outlet. To qualify as a service outlet under this section, each library must have 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. For a library system with multiple service outlets, the system shall have one vote for each service outlet. In this case, the head of a system will control all the votes for that system. Procedures for the determination and amendment of service points shall be administered through the Executive Director of the Cooperative.]

~~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.~~
- ~~b. 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.~~
- ~~c. 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.~~
- ~~d. 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.~~
- ~~e. 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.~~
- ~~f. 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.\*~~

**Rationale:** *We reviewed our process and our rationales for the recommendation to allocate one vote per service point. We concluded that it was the least imperfect of several imperfect solutions.*

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*We looked at several possibilities for allocating votes:*

- *Current model: one vote per administrative entity, regardless of size.*
  - *Underrepresents libraries with multiple service points (such as urban or county libraries)*
  - *Underrepresents other types of non-municipal libraries*
- *Population based model:*
  - *Would be burdensome to reduced LLNJ staff to maintain accurate population numbers*
  - *Would require setting a formal interval for review of population/vote distribution*
  - *Underrepresents non-public libraries*
  - *Could potentially take away votes from smallest member institutions to establish ideal proportions.*
- *Cardholder based model:*
  - *Applies more to public libraries than other types and does not represent entire population of potential users for each institution*
- *One vote per municipality*
  - *Could over-represent rural areas*
  - *Makes sense for public municipal but not for other types of libraries*
- *One vote per fixed service point (our recommendation)*
  - *Corresponds with population more closely than other models considered.*
  - *Less likely to fluctuate compared to population numbers*
  - *Offers more equity to county, municipal and non-public libraries and ensures that the smallest member institutions maintain their votes*
  - *This model does not change the overall number of voting representatives, just the number of votes they have to cast. It does not make each service point a "member."*
  - *It does not impact the size of a quorum.*

**Article IV - Elections, Section 1. Annual Meeting**

The Spring membership meeting shall be the annual meeting [of the cooperative. The meeting shall be face to face in one room or by virtual connection such as video conferencing or both.] for elections. [Elections shall be conducted at such meeting.]

**Rationale:** *Clearer verbiage was needed because the annual meeting serves more purpose than just to hold elections.*

**Article IV - Elections, Section 2. Board Nominating Committee Duties, c**

c. Members who are eligible to serve on the Executive Board and are not part of the slate may indicate their intention to stand for election by petition.

- i. The petition will state the name, credentials and eligibility of the candidate, and the position for which the candidate would like to be considered.
- ii. The petition must be signed by 15 voting members of LibraryLinkNJ and must be submitted to the Executive Director no later than ~~one (1) week~~ [three (3) weeks] before the election.
- iii. If any of the above requirements are not met, the petition will be invalid.
- iv. The membership will be notified of petition candidates no later than two (2) ~~days~~ [weeks] before the election.

**Rationale:** *More time is required for staff to vet and publicize candidates by petition.*

**Article IV - Elections, Section 4. Proxy Voting**

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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.

ADD this text:  
[Once a proxy is designated for an in-person meeting, that proxy has the exclusive right to vote as the proxy believes the designator (person not attending meeting) would have voted, including on proposed amendments to motions that happen during the meeting in real time. A proxy shall not be designated for a virtual meeting where voting is executed online.]

**Rationale:** *Clarification of role of proxy*

**Article V - The Executive Board, Section 1. Number, Composition and Eligibility, b, c**

**Section 1. Number, Composition and Eligibility**

The Executive Board shall consist of fifteen members, elected from the general membership with a balanced representation statewide as follows:

- a. Two lay representatives, neither of which may be a librarian or retired librarian.
- b. One representative each from an academic, school, [association, municipal or joint municipal, county,] public, special, and institutional library. [If there is not an eligible candidate from an institutional or association library, the membership can elect a member at large for the position(s) for that term.]
- c. ~~Eight~~ [Six] members-at-large.
- d. Four Library Network Review Board (LNRB) members who serve ex officio.

**Rationale:** *The appointment of dedicated representatives from academic, school, association, municipal or joint municipal public, county, special, and institutional libraries will allow for greater diversity of type of library on the Executive Board.*

**Article V - The Executive Board, Section 5. Duties**

Add this to the beginning of the section: [The duties of the Executive Board are to:]

**Rationale:** *Suggested by parliamentarian for clarity.*

**Article V - The Executive Board, Section 7. Removal from the Executive Board, a.**

- 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 [by a two-thirds (2/3s) vote of the Executive Board.]

**Rationale:** *Alignment with Robert's Rules of Order*

**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~~ [create special committees and task forces for the purposes of conducting 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.

**Rationale:** *Greater clarity and Alignment with Robert's Rules of Order*

**Article VII - Committees, Section 2 - Types of Committees, a**

- a. Standing Committees: Standing committees of the Executive Board are Finance, Nominating, Personnel [, Bylaws, Membership, Reorganization] and Strategic Planning.
  - i. [The Personnel Committee shall recommend personnel policies and staff pay rates to the Executive Board.
  - ii. The Nominations Committee shall recommend nominations for Executive Board and Library Network positions in the form of a slate to members at the Spring Membership meeting.
  - iii. The Strategic Planning Committee shall review and recommend annual strategic initiatives to the Executive Board and spearhead the LibraryLinkNJ strategic planning process.
  - iv. The Finance Committee shall, under the leadership of the Treasurer, work with staff to develop an annual budget to present to the Executive Board, recommend any necessary amendments to the budget for the current fiscal year to the Executive Board, and consult on the Cooperative's finances throughout the year.
  - v. The Bylaws Committee shall undertake a thorough review of the bylaws every three years, and shall work on bylaws issues that present during the interim years.
  - vi. The Membership Committee shall review membership applications to the Cooperative, make recommendations on recruitment, engagement and retention of members, evaluate the needs of the current membership and make recommendations to ensure that the cooperative is aligned to member needs.]
- 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



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Director. [Special Committees may also be formed by the President after receiving a petition from at least ten percent of the Voting Representatives.]

*Rationale: This change recognizes that Bylaws, Membership and Reorganization Committees function as standing committees and are labelled as such. It also outlines the duties of the Committees and allows for the membership to play a role in the formation of Committees.*

**Article VII - Committees, 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 [or task force shall] 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.

*Rationale: This change clarifies composition of Committees*

**Article VII - Committees, Section 7 - Chair**

Unless specifically designated by the President, each committee shall elect its own Chair [except for the Finance Committee. The Treasurer will be the Chair of the Finance Committee.]

*Rationale: This change clarifies Committee leadership in coordination with Robert's Rules of Order.*

**Article VII - Committees, Section 9 - Vacancies**

The Executive Board, by resolution adopted by a majority vote of the Executive Board, may fill any vacancy in the [any] committee, [including a vacant committee Chair position,] 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.

*Rationale: Alignment with Robert's Rules of Order.*

**Article IX - Meetings, Section 1 - General Membership Meetings**

There shall be at least one meeting of the general membership in each calendar year. [The meeting shall be face to face in one room or by virtual connection such as video conferencing or both.] The annual meeting shall be held in the Spring. Meeting times may be changed provided members are given two (2) weeks' notice of the change.

[If the annual meeting is held by virtual connection, the procedures for the virtual meeting shall be communicated to the membership no later than one (1) week prior to the meeting.]

*Rationale: Given the current public health crisis, it is prudent to allow for our membership*

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*meeting to take place online now and in the future.*

### [Section 7. 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.

Once a proxy is designated, that proxy has the exclusive right to vote as the proxy believes the designator (person not attending meeting) would have voted, including on proposed amendments to motions that happen during the meeting in real time. A proxy shall not be designated for a virtual meeting where voting is executed online.]

**Rationale:** *Clarification of role of proxy at a membership meeting in terms of motions in real time.*

### 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. [The Finance Committee may from time to time submit amendments to the budget for the current fiscal year, which may be adopted by a majority vote of 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.~~
- ~~f. Beginning, January 1, 2020 no fee or cost share required of LLNJ Members may increase by more than 2% in any fiscal year.~~

**Rationale:** *Bylaws should be overarching principles of governance, rather than day-to-day procedural rules.*

### Article XII - Ethical Conduct

The New Jersey Library Network Code of Ethics shall apply to all members of the Executive Board, [any Committee and Task Force Members not currently on the Executive Board,] Officers

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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.

**Rationale:** *Committee work is strengthened by the inclusion of members outside the Executive Board. Those members need to be held to the same standard of ethical conduct as the Executive Board members.*

### 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~~ [inconsistent with] these bylaws.

**Rationale:** *Improved verbiage*

### Article XIV - Amendment of Bylaws, Section 1. Amendments

These bylaws may be altered, amended, repealed or added to by a [two-thirds (2/3s)] 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.~~ [are subject to the approval of the State Librarian. The Cooperative shall inform the membership of the decision of the State Librarian.]

### Section 2. Review of Bylaws

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

**Decision:** Recommendation to amend to specify voting by two-thirds majority.

**Rationale:** *The changes to both sections of the Bylaws will bring the bylaws into accord with the guidelines from Robert's Rules of Order. These changes also specify post-approval and communication protocols.*