



LIBRARIES ONLINE, INCORPORATED

100 Riverview Center, Suite 252, Middletown, Connecticut
06457

Libraries Online By-Laws

Note: For purposes of these bylaws, the term Member refers to library institutions or organizations. The term Director refers to the individuals appointed to the Board of Directors by the Member library institutions or organizations.

ARTICLE I - NAME

The name of the Corporation is Libraries Online, Incorporated.

ARTICLE II - PURPOSE

Libraries Online Incorporated (LION) is a self-governing consortium of Connecticut library institutions committed to leveraging technology to share, expand, and promote quality, cost-effective information resources and services.

ARTICLE III - MEMBERSHIP

A. Membership shall be open to libraries and library associations. Each Member shall be entitled to one vote at any Membership meeting.

B. Membership shall be maintained by payment of fees according to the schedule set by the Board of Directors and compliance with all the requirements of Membership, as stated in the By-Laws, Member Agreement, and resolutions of the Board of Directors.

C. Each Member institution shall have one voting seat on the Board of Directors. Each Member institution shall designate in writing at the Annual Meeting its voting representative and authorized alternate.

D. Acceptance of new Members is conditional upon fulfillment of the requirements of Membership and a vote of the Directors of the Corporation. Such acceptance shall require a two thirds (2/3) vote of the full Board of Directors.

E. Acceptance of a new Member creates a vacancy on the Board of Directors. The new Member shall appoint a Director to fill the unexpired term.

ARTICLE IV - BOARD OF DIRECTORS

A. The Corporation shall have a Board of Directors which shall be equal to the number of Members in the Corporation as the same may change from time to time.

B. The Board of Directors shall be established by the Members at the Annual Meeting. Each Member shall be entitled to appoint one Director, and upon its failure to do so, such Director shall be appointed by a majority of the duly appointed Directors.

C. Directors shall serve for a one (1) year term or until the next Annual Meeting of the Corporation.

D. The Board of Directors shall meet at least quarterly and at such other times as required to conduct the business of the Corporation.

E. Special meetings of the Board of Directors may be called by the President or any three (3) Directors if written or oral notice is received at least forty eight (48) hours in advance of the meeting by all Directors

F. A majority of the Board of Directors shall constitute a quorum.

G. Any Member not represented by a Director or alternate for three (3) consecutive properly announced meetings of the Board may lose its representation on the Board by a vote of the Directors. Reinstatement may be considered by the Board upon written application of the Member.

H. The Board of Directors shall manage the affairs of the Corporation and shall make recommendations to the Membership.

I. All fees and an annual operating budget shall be set by the Board of Directors and revised as deemed necessary by that group. Requests for reductions in the library assessments are not permitted once a fiscal year is underway.

J. The Board of Directors may apply for, and receive funds from any source for the purposes of the Corporation.

K. The Board of Directors is authorized to employ personnel, to make contracts or enter into agreements for the provision of cooperative services, and to establish schedules of fees and charges for users of such services.

L. In the event of a vacancy on the Board of Directors, other than that as stated in paragraph G above, the corresponding Member shall fill the vacancy.

M. No Director shall receive any compensation from the Corporation for acting as such.

ARTICLE V - OFFICERS

A. The officers shall consist of a President, Vice-president/President Elect, Secretary, and Treasurer and such other positions as the Board of Directors may establish.

B. The officers shall be elected at the last Board of Director's meeting of the fiscal year. Officers shall serve from July 1 to June 30.

C. The President shall preside at all meetings of the Board of Directors and of the Executive Committee; shall be an ex-officio additional member of all committees excepting the Nominating Committee; shall appoint committee chairs; shall present an annual report to the Membership; and shall perform all such duties as are incidental to the office of President.

D. The Vice-president/President Elect in the absence of the President shall exercise all the functions of the President and shall be vested with all his/her powers. The Vice-president/ President Elect automatically assumes the position of President at the beginning of the second year following the election.

E. The Secretary shall prepare minutes of all meetings of the Board of Directors and shall have charge of all records of the Corporation.

F. The Treasurer shall be responsible for the maintenance of all accounts of the Corporation and authorize payment of all bills within the scope of the budget, and make reports at each regular meeting of the Board of Directors and at the Annual Meeting of the Membership. The Treasurer shall provide an annual audit as required by the Board of Directors.

G. No officer shall receive any compensation from the Corporation for acting as such.

H. The President or a designee of the Board of Directors shall have the authority to sign all documents on behalf of the Corporation.

ARTICLE VI - CHIEF ADMINISTRATIVE OFFICER

The chief administrative officer of the Corporation is the Executive Director, who is appointed by the Board of Directors and shall have such duties as may be assigned him/her by the Board. The Executive Director shall be under the general supervision of the President and the Board of Directors. The Executive Director or his/her designee is an ex-officio non-voting advisor to all committees excepting the Nominating Committee, and shall notify the Board of Directors and the various committee chairpersons of matters which may require their attention.

ARTICLE VII - COMMITTEES

A. The Executive Committee shall consist of the officers of the Corporation and the immediate past president and shall meet at the call of the President. It shall stand in place of the Board of Directors at any time of bona fide emergency between meetings of the Board, excepting in the appointment or discharge of the Executive Director, and in such other matters as the Board may reserve unto itself.

B. Standing Committees shall include a Finance Committee, Personnel Committee, Planning Committee and Nominating Committee.

C. The Nominating Committee shall consist of three members of the Board. The committee shall solicit candidates and prepare a slate of officers. The slate shall be disseminated to the Membership at least fourteen (14) days prior to the Annual Meeting. If accepted by the Membership, the slate shall be placed in nomination for election by the Board of Directors at its last meeting of the fiscal year. The Nominating Committee shall make recommendations for filling any vacancies as they may occur.

D. Other committees or task forces may be established by the President, with the consent of the Board. All committees are required to report on current activity to the Board at its regular meetings.

ARTICLE VIII – MEMBERSHIP MEETINGS

A. There shall be an Annual Membership Meeting and special Membership Meetings as may be necessary to carry on the business of the Corporation. Special meetings shall be called by the Board of Directors, or by the President within fourteen (14) days of the receipt of a written request from three Members.

B. Meeting notices stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose for which the meeting is called, shall be given not less than forty eight (48) hours nor more than twenty eight (28) days before the date of the meeting. Such a notice shall be sent in writing directly to the designated voting representative of each Member.

C. A majority of the Members shall constitute a quorum.

D. Robert's Rules of Order, Rev., and the Freedom of Information Act shall govern in all matters covered by these By-Laws.

ARTICLE IX - TERMINATION OF MEMBERSHIP

A. Except as otherwise provided by separate written agreement, a Member may terminate its participation in the Corporation at any time entirely at its discretion, by at least six months prior notice in written form to the President of the Board of Directors, and

payment of assessment through the effective date of termination. Notice given between July 1 and December 31 will terminate Membership as of the following June 30. Notice given between January 1 and June 30 will terminate Membership as of the following December 31. The Corporation may not terminate any services to any Member without cause, unless it terminates furnishing the same service to all participating Members.

B. If the Corporation terminates service to a Member, or if a Member terminates its participation, a) the Member shall have no right to withdraw the bibliographic data it input into the shared data base; b) upon request and solely at the expense of the member, the Corporation will assist the Member in obtaining a copy of its data upon termination; c) whenever termination takes place within a fiscal year, the Member will receive no refund of the unused portion of any prepaid fees, nor any portion of the Corporation's assets.

C. The Board of Directors shall have the power to vote to terminate Membership for cause, such as not fulfilling Membership requirements as stated in Article III. Such termination shall require a two thirds (2/3) majority vote of the full Board.

ARTICLE X - DISSOLUTION

A. The Corporation may be dissolved by a vote of at least two thirds (2/3) of the Board of Directors.

B. In the event of general dissolution, the Board of Directors may, after making provision for the payment of all of the liabilities of the Corporation, dispose of the assets of the Corporation by either:

1. Transferring the assets to another tax exempt organization qualifying as tax exempt under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U. S. Internal Revenue Law), performing or organizing to perform services as set forth in Article II above, or

2. Distributing the assets of the Corporation proportionately to Members of the Corporation qualifying as non-profit under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U. S. Internal Revenue Law). Each Member's proportionate interest shall be equal to a fraction the numerator of which is the contribution of that Member over the most recent five (5) fiscal years, and the denominator of which is total contribution of Members qualifying as tax exempt over the most recent five (5) fiscal years.

ARTICLE XI - AMENDMENTS

These By-Laws may be amended by a majority of the Members at the Annual Meeting or at any meeting for which written notice of the proposed amendment has been received at least twenty one (21) days in advance.

Approved 9/30/81, amended 12/15/81, 1/24/84, 12/21/93, 2/24/98, 12/14/2010,
6/26/2012, 11/28/17