

CATAMOUNT LIBRARY NETWORK, INCORPORATED

BY-LAWS

I. INTRODUCTION

The Catamount Library Network, Incorporated (CLN) is a Vermont non-profit corporation organized with the primary purpose of creating an open-source multi-library shared catalog and integrated library system (ILS), using the Koha ILS platform, for a consortium of participating Vermont libraries.

II. ORGANIZATION

The founding members of the consortium are:

- Brooks Memorial Library, Brattleboro
- Fletcher Memorial Library, Ludlow
- Rutland Free Library
- Springfield Town Library
- Waterbury Public Library

Participating Libraries: Member Representatives from each of the five founding member entities shall constitute the initial Board of Directors. Each entity will have one Member Representative in the CLN. The entire body of Member Representatives shall be called the Council.

This consortium shall operate under the name of: Catamount Library Network, Inc.

III. MEMBERSHIP

- A. Members.** The entire body of membership shall be called the Council. There shall be one class of membership in the CLN, held by individual participating library entities. Each Member library will be given the right of one (1) vote in Council meetings. The Library Director of each Member library, or his/her designee, is eligible to vote at Council meetings.
- B. Qualifications.** Membership shall be limited to any public or private entity operating in Vermont which provides library services and offers access to a library collection according to the policies and procedures established by the CLN. Membership is conditioned upon an applicant accepting and complying with a CLN Membership Agreement, and paying membership dues, fees or assessments, as required, in a timely manner.

- C. Application for Membership.** Application for membership will open to other library entities in 2013.
- D. Term.** Membership shall be on a calendar year basis, effective upon receipt of a signed CLN Membership Agreement. Membership is automatically renewed on an annual basis unless notification of termination is given as described below in Section F, "Termination."
- E. Member Representatives.** Each Member entity shall appoint a Member Representative who shall receive all communications related to the work of the CLN.
- F. Termination.** Any Member entity may terminate membership in the CLN by providing notice to the Board of Directors as stated in the Membership Agreement. A library's membership may be terminated by the Board of Directors whenever, in its judgment, the best interests of the CLN would be served. Termination will occur by a two-thirds (2/3) majority vote of the Board of Directors at a meeting warned to all Members, with a notice that specifies that a member library's termination is to be considered and voted upon.
- G. Database.** A Member library entity leaving the CLN, or being terminated from the CLN, has the right to receive within a reasonable amount of time, a complete and current copy of its patron database and bibliographic records with attached item information extracted from the CLN database in a useful format. All associated costs will be paid by the exiting Member library entity.
- H. Committees.** The Board of Directors shall establish appropriate committees, which may include, but not be limited to: Circulation, Cataloging and Bibliographic Management, OPAC, and Acquisitions/Serials to address policies and procedures, as well as requests, grievances and suggestions for enhancements from CLN Member libraries. Committee members may be recommended by Council members with approval by the Board of Directors, or appointed by the Board of Directors.

IV. MEMBER COUNCIL OF THE CATAMOUNT LIBRARY NETWORK

- A. Meetings.** The Council shall meet at least once a year and will hold an annual meeting in October with the time and place to be determined by the Board of Directors. Other Council meetings may be called by the Board of Directors. Council members shall be notified at least thirty (30) days in advance of the annual meeting. All meetings of the Council are open to the public. Meeting agendas will include a designated time period for public comment. All Council meetings will conform to the Vermont Open Meeting Law.
- B. Minutes of Council meetings** shall be kept, distributed to the membership, and posted on the CLN website.

C. Special Meetings. The President of the Board of Directors shall convene a special Council meeting upon receiving a written request signed by two-thirds (2/3) of the Council membership, or a majority vote of the Board of Directors.

D. Voting, Proxy and Remote Attendance. A simple majority of the Council membership shall constitute a quorum for Council meetings. Member Representatives may vote at meetings of the Council by proxy with a written notice delivered before or on the day of the meeting to the President of the Board of Directors. The notice must include the name of the person (and his/her contact information) who will act as proxy.

If a Member Representative is not able to attend a Council meeting, he/she may make advance arrangements with the President and the hosting site to participate electronically by conference call or other technology that allows full member participation, with the understanding that these technologies are not conducive to full transcription of the meeting discussion, and that only minimal transcription of actual motions on the floor may be possible when the question is called.

E. The annual meeting in October shall include, along with any other warned business, elections to the Board of Directors, a presentation of the proposed budget for the following year, and a review and adoption of the Membership Agreement for the upcoming year. Decisions and elections will be determined by a simple majority of Council Members present. A full agenda for the meeting will be made available to the Council and Board of Directors at least 14 days in advance of the annual meeting.

F. Membership Fees. Proposed membership fees will be presented each year by the Board of Directors to the Council at the annual meeting, for approval by a simple majority of the Council. Should the Council not approve the proposed membership fees, a comment period will follow the vote. Members of the Council will have the opportunity to present the rationale for rejecting the proposed membership fees, and to offer alternatives. The Board of Directors will take this commentary under advisement, and present proposed membership fees at a specially called meeting of the Council and Board of Directors. This meeting will be held within 30 days following the annual meeting. Should no agreement be reached on membership fees at the subsequent meeting, membership will continue under the existing contract until the following year's annual meeting.

Notices of membership fees will be mailed to incumbent Member library entities no later than January 1 following the annual meeting with a 30 days payment due period.

First year membership fees for CLN libraries will be pro-rated based on their "go live" date. Migration fees for individual joining libraries will be billed-directly from ByWater to the new member.

G. Conflict of Interest. Whenever a Council Member Library or its representative has a financial or personal conflict of interest in any matter coming before the Council, the affected Member shall a) fully disclose the nature of the interest, and b) withdraw from discussion and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a simple majority of disinterested Members determine that it is in the best interest of the CLN to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

V. BOARD OF DIRECTORS

A. Number and Composition. The Board of Directors shall consist of five (5) voting members, who shall represent the Member library entities, and shall be representative of the total membership of the CLN. Directors shall serve without compensation, except that Directors may be reimbursed for expenses reasonably incurred pursuant to the performance of their duties.

1. The Board of Directors will retain at least a simple majority of representatives from Vermont public libraries.
2. Directors shall be elected by the Council Membership, from among the designated representatives of Catamount libraries that are in good standing with the consortium.

B. Nomination and Election. The Board of Directors shall appoint a Nominating Committee to prepare a slate of candidates for annual election to Board posts. Election of the Board of Directors occurs at the annual meeting of the Council. Council Members may submit a name(s) to the Nominating Committee up to 30 days before the annual meeting.

1. For purposes of establishing staggered terms, the initial 5 elected members of the Board of Directors, members shall serve the following terms:
 - One (1) year for two (2) Member entities
 - Two (2) years for two (2) Member entities
 - Three (3) years for one (1) Member entity

Thereafter all terms shall be for three (3) years, to commence on January 1.

C. Term limits. The five (5) elected Directors may serve no more than three (3) consecutive terms.

D. Vacant Positions. When a position on the Board of Directors becomes vacant, the President of the Board shall appoint a replacement Member, upon approval by a majority of the Board of Directors. The appointed person shall serve until the next election by members of the Council.

E. Removal. A Director may be removed when sufficient cause exists for such removal. Removal shall be by a vote of at least three (3) of the sitting Board Directors, acting at a meeting warned to all Members, with a notice that specifies that such a removal is to be considered and voted upon. A two thirds (2/3) vote of no confidence from the Council membership shall dissolve the entire Board of Directors. Should the Board of Directors be dissolved, within sixty (60) days of dissolution a Nominating Committee elected from the Council membership at a special meeting shall propose a new slate of candidates and an election shall be held. At the start of this sixty (60) day period, the Council shall elect one of their members as an interim caretaker administrator. This caretaker administrator will remain in office until the Board of Directors is reconstituted, and shall transfer power back to the Board immediately upon the finalization of Board election results. While in office, the duties of this caretaker shall be limited to the continuance of normal business, and no new contracts or non-routine expenditures will be made until the Board of Directors is reconstituted.

F. Meetings. The Board of Directors shall hold no fewer than two (2) meetings per year, with other meetings scheduled as needed. The general Council membership shall be notified in advance of all Board of Directors' meetings. All Board of Directors' meetings are open to Member library entities and to the general public. Meeting agendas will include a designated time period for public comment. Meetings will conform to the Vermont Open Meeting Law. Notice of such meetings will be posted on the CLN website.

G. Quorum. A simple majority of the voting members of the Board of Directors shall constitute a quorum for the transaction of business at meetings.

H. Attendance. If a Director of the Board of Directors misses more than two (2) consecutive meetings without good cause, the Director may be replaced for the duration of his/her term by appointment of the Board of Directors. The Board President may appoint a Council Member to the Board to fill a Director's position in case of extended absence, (e.g. illness) or as needed, upon approval of a majority of the Board.

I. Voting. Only Directors or their designated proxies may cast votes at a Board of Directors' meeting. Proxy representation and proxy voting are permitted. If an elected member cannot attend a Board of Directors' meeting, the member has the option of participating by assigned proxy representation, or via remote technology as outlined below (J) or will forfeit the right to cast votes at that meeting. Proxy representatives must be assigned at least twenty-four (24) hours in advance of the Board of directors meeting. A Board member assigning such a proxy must notify the Board no later than twenty-four (24) hours before the meeting.

J. Remote Attendance at Meetings. If a member of the Board of Directors cannot attend a Board meeting the member may make advance arrangements with the

President and the hosting site to participate electronically by conference call or other technology that allows full member participation, with the understanding that these technologies are not conducive to full transcription of the meeting discussion, and that only minimal transcription of actual motions on the floor may be possible when the question is called.

K. Powers of the Board of Directors

- 1) May formulate policies pertaining to the CLN and shall implement policies upon approval of a simple majority of the Council membership;
- 2) May conduct research involving library entity patrons or personnel to determine the best practices at any given time;
- 3) May execute contracts and appoint a signatory on behalf of the CLN;
- 4) May hire and fire paid personnel;
- 5) May collect monies, pay bills and initiate audits;
- 6) May initiate grant proposals/applications, accept grants and solicit funding;
- 7) May conduct day-to-day business of the CLN;
- 8) May invest funds and make decisions about investment options.

L. Officers. The Board of Directors shall elect the following officers: President, Vice-President, Secretary, and Treasurer.

VI. OFFICERS OF THE BOARD OF DIRECTORS

A. Duties of Officers

President. The President shall set the agenda and preside over all meetings of the Board of Directors and all meetings of the Membership Council.

Vice-President. The Vice-President shall assume the authority and responsibilities of the President in the President’s absence, unavailability or by assignment of the President.

Secretary. The Secretary shall be responsible for maintaining and disseminating the minutes of the meetings of the Board of Directors and the Membership Council and may conduct CLN correspondence.

Treasurer. The Treasurer shall be responsible for overseeing fiscal management practices, insuring that the Directors and Members understand the finances of the CLN and shall carry out other such duties as the Board may assign. The Treasurer has no authority to sign checks. All financial transactions shall be authorized by the President, or the Vice President in the absence of the President. All checks shall be signed by two authorized Board Members per the CLN Banking Resolution.

B. Election and Terms of Officers. The Officers shall be elected from members of the Board of Directors at its first meeting following the Annual Meeting of the Council. The Officers of the Board of Directors shall be elected by a simple

majority vote of the Board of Directors. The term of office shall be one (1) year, to commence on January 1. An announcement of the newly elected Officers shall be sent to the Council membership promptly following the election. Exception: during Phase I, the election of officers will take place at the March meeting.

C. Removal from Office. An Officer may be removed from office when sufficient cause exists for such removal. Removal shall be by a vote of at least three (3) of the sitting Board Directors, acting at a meeting, notice for which specifies that such a removal is to be considered and voted upon.

D. Vacant Positions. When an office on the Board of Directors becomes vacant, the President shall appoint a replacement upon approval by simple majority of the Board of Directors. The appointed officer shall serve until the next election of members of the Board.

VII. CHANGES TO THE BYLAWS

1. CLN Bylaws may be amended at any time by a two-thirds (2/3) majority vote of the Council membership.
2. Sixty (60) days prior written notice shall be given to all Council Members of proposed Bylaws amendments before a vote takes place.
3. Proposed amendments may originate from a simple majority of the Board of Directors or from the Council membership with signatures from one-third (1/3) of the Council members.

VIII. CONFLICT OF INTEREST

Whenever a Director or Officer of the Board of Directors has a financial or personal interest in any matter coming before the Board, the affected person shall a) fully disclose the nature of the interest, and b) withdraw from discussion and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a simple majority of disinterested Directors determine that it is in the best interest of the CLN to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

IX . DISSOLUTION

A two-thirds (2/3) vote of the Council Membership shall be required to sell or mortgage assets of the Catamount Library Network not in the regular course of business or to dissolve the CLN. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the IRS code, or corresponding section of any future federal tax code. To the extent that member libraries are such qualifying exempt organizations, any assets remaining after payment of or provision for its debts and liabilities shall be distributed to these qualified member libraries equitably, according to the amounts contributed. A qualified member library's share shall be based on the percentage share of the sum total membership dues paid by the library over the previous three (3) years. Once this percentage is determined, each qualified library will receive a portion of CLN remaining assets equal to that percentage. Should the CLN be dissolved before three years have elapsed, qualified member libraries will receive shares based on the same percentage method, based on the amount of time elapsed. In the event there are any remaining assets following these distributions, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the IRS code, or corresponding section of any future federal tax code, or shall be distributed to the federal, state or local government for a public purpose. Any such assets not disposed of shall be disposed of by the Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s) as said Court shall determine which are organized and operated exclusively for such purposes.

X. RULES OF ORDER

All meetings of the CLN, including meetings of the Board of Directors, shall be run by the chairperson in a businesslike manner.

XI. INDEMNIFICATION

The Catamount Library Network shall indemnify any Director or Officer or former Director or Officer of the CLN against expenses actually and reasonably incurred by him or her in connection with the defense of any action, suit or proceeding, civil or criminal, in which he or she is made a party by reason of being or having been a Director or Officer of the CLN, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the CLN. The Catamount Library Network shall make other indemnification that shall be authorized by any Bylaw or resolution adopted by the Council Membership, after appropriate notice.

Adopted by the Board 9/23/2013; Revised 10/28/2014 and 10/22/2015