

Bylaws

These are the LIBRAS by-laws as revised and adopted in 2012.

Article I: Name

The name of this organization shall be LIBRAS.

Article II: Purpose

The purpose of LIBRAS shall be to promote interlibrary cooperation and networking in ways that enhance the capability of member libraries to advance the academic programs of their parent institutions.

To this end, LIBRAS shall

- promote access, both bibliographic and physical, to the holdings of member libraries,
- promote continuing education and the sharing of knowledge among staff of member libraries,
- promote networking among individual staff members on subjects of mutual interest, and
- promote the use of technology in ways that will be of maximum benefit to member libraries.

Article III: Membership and Dues

Section 1: Members

The members of LIBRAS shall be academic libraries that have been accepted into LIBRAS and continue to meet the qualifications for membership listed in Article III, Section 2..

Section 2: Qualifications for Membership

To be eligible for membership in LIBRAS, a library must meet and maintain the following qualifications:

1. The library must be part of or affiliated with a college or university that:

- maintains, as its primary function, a four-year liberal arts program,
- is accredited by The Higher Learning Commission,
- is privately supported,
- is located in the Chicago metropolitan area, defined as the counties of Cook, DuPage, Kane, Lake, McHenry, and Will,
- has at least one full-time librarian on its staff,
- catalogs the majority of its holdings, and
- actively supports all staff members' participation in LIBRAS activities.

Branch, special, divisional, extension, or other libraries that are part of or affiliated with a college or university and that have budgets or administrations separate from those of the institution's main library are eligible for membership in LIBRAS whether or not the main library is a member.

To maintain membership the library shall also:

- report directory information,
- respond to requests for statistical information
- pay LIBRAS dues, and
- actively support all staff members' participation in LIBRAS activities.
- encourage the director of the library to attend directors' meetings and any other meeting where directors' votes are required or to send a proxy.

Section 3: Application for Membership

Application for membership shall be made in writing to the President of LIBRAS, who shall call a meeting of the Executive Committee to review the application. The director of the library from the prospective member library shall be present at the Executive Committee meeting at which the library's application is reviewed. The Executive Committee shall submit a copy of the prospective member library's application and a written summary of the Executive Committee's review to each library director. The vote on admission shall take place, without the applicant present, no later than the second business meeting following the review. Membership shall be decided by a two-thirds vote of the library directors. The President shall notify the library, in

writing, of the decision. Libraries accepted into LIBRAS shall be formally admitted at the next business meeting and presented with a certificate of membership.

Branch, special divisional, extension, or other libraries (as specified in Article III, Section 2) that are eligible for membership, must make an application separate from that of the institution's main library.

Section 4: Resignation, Suspension, Termination, and Reinstatement

Any member desiring to resign from LIBRAS shall submit the resignation in writing to the President. Resignation shall not relieve the resigning member of the obligation to pay unpaid dues or other unpaid charges.

By a two-thirds vote of the directors, a member may be suspended or expelled for failure to meet one or more of the qualifications stated in Article III, Section 2.

The Procedure for reinstatement of former members shall be the same as that stated in Article III, Section 3.

Section 5: Categories of Participation

Directors:

Each member library shall be represented in LIBRAS by its library director. If a director is unable to attend a directors' meeting or any other meeting where directors' votes are required, the director is encouraged to designate, in writing, a proxy from the LIBRAS membership who shall act for the director in that meeting. Directors of member libraries are eligible to hold office, apply for continuing education funds, serve in appointed positions and on committees, and to vote on all matters.

Librarians:

All professional librarians and persons holding professional position in member libraries shall be eligible to participate in all LIBRAS activities. Librarians may hold office, apply for continuing education funds, serve in appointed positions and on committees, and vote on all matters except new memberships and matters involving financial commitments.

Support Staff:

All support staff of member libraries shall be eligible to participate in all LIBRAS activities. Support staff may apply for continuing education funds, serve in appointed positions and on committees, and vote on all matters except new memberships and matters involving financial commitments.

Section 6: Membership Year

The membership year shall be from July 1 through June 30.

Section 7: Dues

Each member library shall be assessed annual dues, payable by September 15. The assessment for the first year of membership shall be prorated according to the date of entry in LIBRAS.

Article IV: Meetings

Section 1: Directors' Meetings

The directors of the member libraries shall meet at least two times during each membership year.

Section 2: Annual Meeting

An Annual Meeting shall be held for the purpose of resolving election ties and announcing new officers. Notification stating the day, hour, place, and agenda of the Annual Meeting shall be distributed to each member library not less than fourteen days before the meeting.

Section 3: Schedule of Meetings

The Executive Committee will meet with the SIG chairs as early in the year as is practical and will work to determine the most suitable meeting schedule for the SIG meetings. In general, each SIG will choose a month and will then work to schedule their main program at some point within the course of that month. The Director's meetings and the Annual meeting will be planned with as much notice as is practical.

Section 4: Notice of Meetings

Meetings, programs, workshops and continuing education activities shall be announced via email to Directors and/or to the Membership at large, as appropriate. Meetings shall also be announced on the Libras.org website. Notice shall be distributed not less than fourteen days before any event.

Section 5: Special Meetings

Special meetings may be called by the President, by a vote or petitions by the majority of the members of the Executive Committee, or by a vote or petitions of one-fourth of the directors.

Notice stating the day, hour, place, and purpose of each special meeting must be distributed not less than fourteen days before the meeting to each director to be distributed to each individual entitled to vote at the meeting.

Article V: Voting

Section 1: Quorum

For matters to be decided by a vote of the directors (as specified in ARTICLE V, Section 2), two-thirds of the directors, including proxies, must either be physically present or must participate in an online vote in order to constitute a quorum.

Section 2: Eligibility to Vote

Only matters involving financial commitments or memberships (including applications for membership, suspensions, terminations, and reinstatements) shall be decided by a vote of the directors, including proxies. All other matters shall be decided by a vote of directors, librarians, and support staff.

Section 3: Voting

Matters involving non-operational financial commitments [Continuing Education funding and meeting expenses shall be approved by the Executive Committee] or any issues involving memberships shall be decided by two-thirds of the votes cast by the directors, including proxies.

Except for changes in the registered agent or office, changes in or amendments to the Articles of Incorporation or the Bylaws shall be decided by two-thirds of the votes cast by directors, librarians, and support staff.

Other matters shall be decided by a simple majority of the votes cast by directors, librarians, and support staff.

Article VI: Officers

Section 1: Officers

The officers of LIBRAS shall be the President, Vice-President/President Elect, Secretary, Treasurer, and Past-President.

Section 2: Terms of Office

Officers shall serve for one year or until a successor takes office. The term of office shall be from July 1 through June 30.

Section 3: Reelection

Officers may serve no more than two consecutive terms in the same office, not counting time spent in the office as a result of filling a vacancy occurring between annual elections. The sole exception shall be the position of Treasurer, who may serve up to three consecutive terms in office, not counting time spent in the office as a result of filling an occupancy between annual elections.

Section 4: Eligibility for Office

All directors, librarians, and staff members of member libraries are eligible for election to office, given the following:

A member library may be represented in office by no more than one individual at a time.

An individual standing for the office of Vice-President/President-Elect must have served for one year as either LIBRAS Secretary or Treasurer or as a SIG Chair. Directors are automatically eligible for election to all offices.

Section 5: Nomination for Officers

A three-member Nomination Committee shall be elected by the Executive Committee no later than March 15. A person may be nominated for only one office, and only one person from a particular library may be nominated. Each person the Committee wishes to nominate shall be contacted to obtain an acceptance before the slate of nominees is established. Notice of the nominations shall be distributed via a variety of media, including the LIBRAS web site. The Nominating Committee should attempt to slate at least two candidates for each office.

Section 6: Election of Officers

Officers shall be elected by electronic or mail ballot by a simple majority of the votes cast by directors, librarians, and support staff. In the case of a tie, another vote for that office will be taken at the Annual Meeting. Election results will be announced at the Annual Meeting.

Section 7: Resignation

An officer may resign by submitting a written resignation to the President. The resignation shall be effective upon acceptance by the President.

Section 8: Recall of Officers

An officer may be removed from office by a two-thirds vote at a business or special meeting upon the petition of one-fourth of the directors and librarians or a simple majority of the Executive Committee.

Section 9: Vacancies

The Vice-President/President-Elect shall assume the office of President in the event of a vacancy, and a new Vice-President/President-Elect shall be appointed. A vacancy in any other office (Vice-President, Secretary, Treasurer, or Past-President) shall be filled by presidential appointment approved by a three fourths vote of the Executive Committee.

Article VII: Duties of Officers

Section 1: President

The President shall be the executive head of LIBRAS and, as such, shall be responsible for providing LIBRAS with leadership in carrying out its purposes. The President shall serve as chairperson of the Executive Committee and shall preside over directors' and membership meetings, and shall prepare and distribute the agenda for such meetings. The President will coordinate with the Treasurer to arrange for the biennial audit, which will be performed by the Executive Committee in even-numbered years. The President may establish special committees and temporary positions. The President shall fill appointed positions, and may appoint members of all committees except the Nominating Committee, whose members shall be elected.

The President is an ex-officio member of all committees except the Nominating Committee. The President shall submit a written report of activities for the year and present the LIBRAS annual report at the Annual Meeting.

Section 2: Vice-President/President-Elect

The Vice-President/President-Elect shall serve as chair of program planning, and, in the President's absence, serve as President pro term. Within 30 days prior to the Annual Meeting, the Vice-President/President-Elect shall submit a written report of activities for the year to the President.

Section 3: Secretary

The Secretary shall record, prepare, and distribute the minutes of meetings to all member libraries. The Secretary shall also prepare any correspondence, handbook, directory, public relations documents (including press releases), or other documents required by the assembly or by the Executive Committee which does not fall into the domain of any existing committee, office, or appointed position. The Secretary shall keep and maintain a complete file of committee reports and working documents. Within 30 days prior to the Annual Meeting, the Secretary shall submit a written report of activities for the year to the President.

Section 4: Treasurer

The Treasurer shall receive and disburse funds, maintain records of LIBRAS income and expenditures, prepare and submit any reports relating to

corporate status, and supply any financial reports required by LIBRAS or any government office. The Treasurer's records may be reviewed upon demand by an ad hoc committee appointed by the Executive Committee. Within 30 days prior to the Annual Meeting, the Treasurer shall submit a written report of activities for the year to the President.

Section 5: Past-President

The Past-President shall administer a program designed to assure LIBRAS representation at professional events relevant to the purposes of LIBRAS. The Past-President shall identify and publicize continuing education activities [in conjunction with the Communications Director] and present applications for continuing education funds to the Executive Committee. The Past-President shall work in conjunction with the Vice-President/President-Elect for program and workshop planning and implementation. Within 30 days prior to the Annual Meeting, the Past-President shall submit a written report of activities for the year to the President.

Article VIII: Appointed Positions

Section 1: Positions to be Filled by Appointment

Standing positions which shall be filled by Presidential appointment are archivist and communications director. Temporary appointed positions may be established by the President or the Executive Committee.

Section 2: Length of Appointment

The President shall specify the length of appointment at the time appointment is made, not to extend beyond June 30. Individuals serving in appointed positions report fully to the President.

Section 3: Eligibility to Serve

All directors, librarians, and support staff are eligible to serve in appointed positions.

Article IX: Duties of Standing Positions

Section 1: Archivist

The Archivist shall collect, organize, and preserve LIBRAS materials. Within 30 days prior to the Annual Meeting, the Archivist shall submit a written report of activities for the year to the President.

Section 2: Communications Director

The Communications Director shall be responsible for maintaining any electronic LIBRAS communication vehicles. Within 30 days prior to the Annual Meeting, the Communications Director shall submit a written report of activities for the year to the President.

Article X: Executive Committee

Section 1: Members

The officers of LIBRAS shall constitute the Executive Committee, e.g. President, Vice-President/President-Elect, Secretary, Treasurer, and Past-President.

Section 2: Duties

The Executive Committee shall manage the affairs of LIBRAS and shall be subject to the orders of LIBRAS. The Committee shall receive and discuss ideas; develop recommendations to present to the assembly; review applications for membership; approve expenditures of funds over \$250 or anything that exceeds the approved budget; plan the schedule of meetings; approve applications for continuing education funds; serve as the program committee with the Vice-President as chair; and perform other duties as needed.

Section 3: Meetings

The Executive Committee shall meet as called by the President or by at least three members of the Committee. At least two meetings shall be held each year with the time and place of the meetings set by the President. Minutes of the Executive Committee meetings shall normally be distributed with the minutes of a business meeting.

Article XI: Special Interest Groups

Special interest groups may be formed as vehicles for networking and continuing education. The Vice-President/President-Elect, in consultation with the members of the Special Interest Groups, will appoint a chairperson for each interest group by the Spring Directors' Meeting. Each Special Interest Group chairperson must convene the group at least twice a year and must keep the general membership informed of any special programs or speakers. Within 30 days prior to the Annual Meeting, each Special Interest Group chairperson shall submit a written report of their activities for the year to the President.

Article XII: Amendments to the Articles of Incorporation and Bylaws

Section 1: Change of Registered Agent or Registered Office

A change of the registered agent or registered office may be approved by a simple majority of the members of the Executive Committee. A statement of the change shall be filed with the Illinois Secretary of State.

Section 2: Amendments

Except for the registered agent and registered office, the Articles of Incorporation and the Bylaws may be amended or rescinded at a business or special meeting by two-thirds of the votes cast electronically or by mail. An emailed notice setting forth the proposed amendments or other changes shall be distributed to each director and librarian eligible to vote at the meeting not more than forty nor less than fourteen days before the ballots are distributed.

Article XIII: Parliamentary Authority

The latest edition of Robert's Rules of Order shall govern LIBRAS in all cases to which the rules are applicable and consistent with the Articles of Incorporation and the Bylaws.

Article XIV: Cooperation With Other Organizations

Agreements with other organizations which commit member libraries directly to incur costs in providing services will require unanimous support of LIBRAS directors.

Submitted

John J. Small

Libras President, 2012

By-Laws Committee 2012:

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