CONNECTICUT LIBRARY CONSORTIUM, Inc.

BYLAWS

ARTICLE I - NAME

The name of this organization is the Connecticut Library Consortium, Inc., a nonprofit organization. It is hereinafter referred to as the “Consortium” or “CLC.”

ARTICLE II - PURPOSE

The purpose of the Consortium is to initiate and facilitate cost-effective services to strengthen the ability of member libraries to serve their users by:

- providing a forum for the sharing of information, ideas, and expertise
- facilitating and creating partnerships among different types of libraries
- identifying trends and promoting the effective use of technology in libraries
- supporting the continuing education of library staff through programming and training opportunities
- leveraging the buying power of its members to provide materials and services to libraries of all types and sizes in all regions of the state

ARTICLE III - MEMBERSHIP AND VOTING

Section 1. Membership in the Consortium is open to any institution or organization providing library service in Connecticut regardless of the governance, source of funding, or constituency of that institution or organization. In general, institutions and organizations in the following categories will be eligible for full membership: public and private libraries serving the public (but not their branches), special and technical libraries, university and college libraries, state technical school libraries, public and private school libraries, and governmental libraries.

Section 2. For the purpose of voting, each member institution or organization, hereinafter referred to as “Member,” shall designate in writing/text, by name or title, an official representative and such alternates as they deem appropriate. (See Article III, Sec. 3 for exceptions.) Such designation will remain in effect until the Member changes such designation in writing/text. The term “Member Representative” shall hereafter mean the official representative or any designated alternate.

Section 3. Each Member shall have one vote, except as specified below.

Each school system or board of education that joins the Consortium as a school district, as well as each library system, university, business organization, or other multi-unit entity joining the Consortium as a group paying one membership fee, shall have one vote without regard to the
number of Member libraries/organizations/units under its jurisdiction, and shall designate one Member Representative for the entire group as provided for hereinafter. All units under the jurisdiction of such a group shall be represented by a single membership whose vote is expressed by the Member Representative. Each unit under the jurisdiction of such a group shall, however, be entitled to all other rights and privileges of membership.

**Section 4.** Payment of dues invoice will constitute membership. The rights, privileges, and obligations of each class of membership (library/organization type) shall be determined by the Board of Trustees.

**Section 5.** Members are obligated to maintain a current, paid membership in order to receive member benefits. Membership must remain current for the duration of the subscription period for any products or services purchased via CLC contracted pricing. CLC reserves the right to impose additional charges equaling the value of savings received on subscriptions and/or terminate access to the discounted product or service if membership lapses. Dues are not refundable.

**ARTICLE IV - FINANCING**

**Section 1.** The fiscal year of the Consortium shall be that of the State of Connecticut, which is July 1 to June 30. The membership year shall be the calendar year, January 1 to December 31.

**Section 2.** The scale of dues for Members shall be recommended by the Board of Trustees and ratified by the majority vote of the Member Representatives in attendance at any regular membership meeting. All Members shall pay annual dues recommended by the Board of Trustees and adopted by the membership. A Member whose dues remain unpaid after thirty days at the beginning of the calendar year shall be terminated from membership.

**Section 3.** The Board of Trustees may set the annual fees for optional services provided by the Consortium.

**Section 4.** At the discretion of the Executive Director, dues may be pro-rated for new members who join the Consortium after six months of the calendar year.

**Section 5.** The Finance Committee of the Board of Trustees shall prepare a fiscal year budget of expenses and income and a dues structure for the next membership year, both of which shall be presented to the Board of Trustees for their consideration, possible amendment and approval. Once approved by the Board of Trustees, the proposed budget and dues structure shall be sent to Members at least 10 days before a regular membership meeting for consideration and adoption at said meeting.

**Section 6.** When required by the State of Connecticut or other grantors, or at the discretion of the Board of Trustees, an independent auditor shall be appointed by the Board of Trustees to conduct an audit of all accounts under authority of the Consortium, and the auditor shall report to the Board.
ARTICLE V – BOARD OF TRUSTEES

Section 1. The affairs and business of the Consortium shall be governed by an elected Board of Trustees composed of fifteen persons.

Section 2. The Nominating Committee of the Board of Trustees shall prepare a slate of nominees for vacant positions on the Board, nominating at least one person for each vacancy. The committee shall make its best effort to assure that the composition of the Board of Trustees is representative of the membership geographically and by type and size of institution. Nominees may be staff from Members who have demonstrated a commitment to the cooperative achievement of improved library services, or members of the community with a demonstrated interest and expertise in the business of the Consortium. The Nominating Committee shall consider the qualifications of each nominee, taking into consideration the authority of the individual to commit library resources at the home institution, the depth and breadth of knowledge and experience, and record of professional contribution of the individual.

Section 3. The slate of nominees shall be presented to the Board of Trustees for their consideration, possible amendment and approval. Once approved by the Board of Trustees, the proposed slate of nominees shall be sent to Members at least 10 days before a regular membership meeting for consideration and adoption at said meeting. Additional nominations may be made from the floor at a regular membership meeting by Member Representatives, provided that the nominee has consented in advance to the nomination.

Section 4. The term of each Trustee shall be three years, and no Trustee shall serve more than two consecutive terms. For the initial term, one-third of the Board members will be elected for a three-year term, one-third for a two-year term, and one-third for a one-year term. Election may be by mail or electronic ballot in accordance with procedures established by the Board of Trustees.

Section 5. A vacancy on the Board of Trustees shall be declared when an elected Trustee resigns, dies, fails to attend four duly called meetings of the Board, no longer represents the constituency for which they were elected, or is removed by majority vote of the Board (see Article V, sec. 8). The term of a replacement Trustee shall be the remainder of the term of the Trustee so replaced. Any vacancy on the Board of Trustees shall be filled for the balance of the unexpired term by vote of the Board. This initial abbreviated term shall not be included as an elected three-year term for term limit considerations as described in Article V, sec. 4. Such Trustees may be elected for up to two three-year terms at the end of their partial term. Members may revise the terms for seats on the Board of Trustees at any regular membership meeting at which quorum is present.

Section 6. A meeting of the Trustees shall be held after a regular membership meeting for the purpose of electing officers of the Consortium, and additional meetings of the Trustees may be called as the Chair or as a majority of the Trustees shall determine, but not less often than quarterly.

Section 7. Trustees shall receive no compensation for the execution of their duties as Trustees or through employment by the Consortium.

Section 8. A Trustee may be removed from office only upon a two-thirds vote of the Board.
ARTICLE VI - OFFICERS

Section 1. The officers of the Board of Trustees shall be the Chair, the Vice Chair/Chair-Elect, the Secretary, the Treasurer, the Immediate Past Chair, and other individuals serving at-large as the Board may deem appropriate from time to time. Officers shall serve one-year terms, which may be renewable. The outgoing Chair shall assume the office of Immediate Past Chair.

Section 2. For the purpose of voting in new officers, a Board of Trustees meeting shall take place immediately following a regular membership meeting where Trustees are elected. The officers shall be elected by the Board of Trustees from its membership. A slate of nominees for office shall be presented by the Nominating Committee. Additional officer nominations may be made from the floor by Trustees provided that the nominee has consented in advance to the nomination. Officer elections will only be conducted once per fiscal year unless there is a vacancy.

Section 3. A vacancy in any office shall be filled by an existing Board of Trustees member. The Nominating Committee will present a candidate for approval by the Board. A two-thirds majority vote by the Board of Trustees constitutes election.

Section 4. The Board may remove any officer by a two-thirds vote at any time.

ARTICLE VII - DUTIES OF OFFICERS

Section 1. The Chair shall preside at meetings of the Board of Trustees, the Executive Committee and the membership.

Section 2. The Vice Chair/Chair-Elect shall perform the duties of the Chair in the absence or disability of the Chair. The Vice Chair/Chair-Elect shall assume the office of Chair immediately upon the expiration of the current Chair’s term in office.

Section 3. The Secretary shall be responsible for the minutes of the meetings of the Board of Trustees, the Executive Committee, and the membership, and for preparing such correspondence as the Chair directs.

Section 4. The Treasurer has primary responsibility for monitoring fiscal procedures and financial activity. The Treasurer shall present a report at each regular meeting of the Board of Trustees and at regular membership meetings. The Treasurer shall chair the Finance Committee.

Section 5. The Immediate Past Chair shall convey to the Chair information concerning past policies and customs, relationships, deliberations, and history of the Consortium; and shall carry out such additional duties as the Chair shall assign.

ARTICLE VIII - COMMITTEES
Section 1. The Executive Committee shall be composed of the officers and one other Trustee, elected annually by the Board of Trustees per Article VI, Section 2.

(a) The Executive Committee shall have general supervision of the affairs of the Consortium between regular meetings of the Board and shall be empowered to act between meetings of the Board. The Executive Committee shall be subject to the orders of the Board and none of its acts shall conflict with action taken by the Board or by the Consortium. Any action taken by the Executive Committee may be subject to full Board of Trustees review and alternate action.

(b) The Executive Committee shall be empowered to supervise, monitor, oversee and evaluate the Executive Director.

(c) Meetings of the Executive Committee shall be held at the call of the Chair or upon the oral or written petition of any three of its members.

(d) The Executive Committee shall report on each of its meetings at the next regular meeting of the Board of Trustees.

Section 2. There shall be standing committees, with the committee chair and membership appointed by the Board Chair unless otherwise stated in these bylaws. Chairs of standing committees shall be Trustees. Standing committees shall include the following, with other standing committees established as the Board of Trustees deems necessary:

(a) Nominating Committee, which consists of at least three members and which presents slates of nominees for Trustees, officers, and other positions designated by the Board. At least one member of this committee other than its chair shall be appointed from among the official representatives of Members.

(b) Finance Committee, which is chaired by the Treasurer and whose members include the Board Chair and Executive Director and any other Trustees as appointed. The committee shall prepare a Consortium budget of expenses and income for the next fiscal year, and a dues structure for the next membership year. The committee shall: identify funding sources and recommend to the Board of Trustees appropriate actions to obtain such funding; receive the annual audit and recommend appropriate actions to the Board; and review quarterly financial reports of the Consortium reflecting budget to actual, identifying any corrective action or major issues to be addressed by the full Board.

(c) Personnel Committee, which includes the Board Chair and any other Trustees as appointed, shall be responsible for recommending to the Board additions and revisions to the written personnel policy of the Consortium, and will be responsible for the general oversight of staff recruitment, compensation, and personnel policies. Only elected Trustees shall serve on this committee. The current Board approved personnel manual presents in written form policies defining the responsibilities and privileges of the employees of the Consortium, and it supersedes any previous versions or other documents governing personnel matters.
Section 3. There shall be special committees established as the Board of Trustees shall deem necessary. Chairs of special committees shall be appointed by the Chair with advice of the Board of Trustees. The members of each committee shall be appointed by the Chair with the advice of the Committee Chair. All special committees shall go out of existence at the end of the fiscal year unless their extension is recommended by the Board of Trustees.

ARTICLE IX - MEETINGS

Section 1. A report of the Nominating Committee, a fiscal year budget of expenses and income, a dues structure for the next membership year, and any proposed amendments to the bylaws will be reviewed and approved by the membership at regular membership meetings to be held at least once per year. Regular membership meetings shall take place at a time and place to be determined by the Board of Trustees. Notice shall be sent by mail or email to each Member at least ten days prior to the date of the membership meeting, and shall include an agenda, the report of the Nominating Committee, the fiscal year budget, and the dues structure for the next membership year, as well as any proposed amendments to the bylaws.

Section 2. The purpose of regular membership meetings shall be to receive reports from the Treasurer, Executive Director, and the standing committees; to elect members of the Board of Trustees; to adopt the dues and fee structure for the next membership year; to adopt a fiscal year budget of expenses and income; to amend the bylaws as needed; and to undertake any other matters as recommended by the Board. Those Board members who are elected at the membership meeting shall assume their offices forthwith.

Section 3. Regular membership meetings may be called upon ten days’ notice upon the written petition of not less than one-tenth of the Members of the Consortium.

Section 4. Special or emergency meetings of the Board of Trustees may be called by the Chair or the Executive Committee. Meetings called by the Chair or Executive Committee require at least three days’ notice to be given to the Trustees. In the case of an emergency meeting, such notice may be waived. At all special or emergency meetings, only the business as set forth on the agenda or notice of meeting shall be conducted.

Section 5. A written request for a special or emergency meeting of the Board of Trustees may be made to the Executive Committee by three Trustees or five Members. The purpose of the meeting shall be stated in the request. The Executive Committee will determine whether the requested purpose could alternatively be more properly handled at the next regular business meeting of the Board. At special or emergency meetings, only the business as set forth on the agenda or notice of meeting shall be conducted.

Section 6. In lieu of holding a regular or special meeting, Trustees may vote electronically on any action. Written consent of all Trustees is required and said consent shall have the same force and effect as a unanimous vote of the Trustees at a duly called or held meeting.

Section 7. In the event that a Trustee cannot attend a meeting in person, he or she may participate in the meeting by telephone or electronic means, as long as the member requested
such participation of the chair in advance of the meeting, and as long as everyone at the meeting
can hear every other person participating in the meeting. Such remote participation shall
constitute attendance at the meeting by such Trustee.

**ARTICLE X - QUORUM**

**Section 1.** Membership meetings: The Member Representatives in attendance shall constitute a
quorum.

**Section 2.** Board meetings: A majority of the members of the Board of Trustees shall constitute a
quorum.

**Section 3.** Executive Committee meetings: A majority of the members of the Executive
Committee shall constitute a quorum.

**Section 4.** Standing Committee and Special Committee meetings: A majority of the members,
exclusive of ex-officio members, of a Standing or Special Committee shall constitute a quorum.

**ARTICLE XI - AMENDMENT OF BYLAWS**

These bylaws may be amended at any regular membership meeting by a two-thirds vote of the
Member Representatives present and voting. Proposed amendments shall be submitted in writing
to the Members at least ten days before such meeting. All amendments shall become effective
immediately upon approval.

**ARTICLE XII - PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of *Robert’s Rules of Order* newly revised shall govern
the Consortium in all cases to which they are applicable and in which they are not inconsistent
with the bylaws or any special rules of the Consortium.

**ARTICLE XIII - DISSOLUTION**

In the event of the dissolution of the Consortium, any assets realized upon liquidation and
remaining after payment of all its liabilities and obligations shall be distributed to nonprofit
organization(s) exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as
amended, or to governmental entities in accordance with a plan of distribution prepared in the
manner prescribed in General Statutes Sec. §33-1176. The plan of distribution should be
prepared to ensure that any Internal Revenue Code Sec. 501(c)(3) rights are preserved during the
liquidation process.