

**MUSIC LIBRARY ASSOCIATION
Minutes of the Board of Directors
Online Meeting, December 10, 2012**

Monday, December 10, 2012, 2:00-3:33pm

Present: Linda Blair, Daniel Boomhower, Pamela Bristah (recording), Paul Cary, Michael Colby, Kirstin Dougan, Paula Hickner, Steve Landstreet, Jerry McBride (presiding), Laurie Sampsel (present for agenda items 1-3 and 6; absent for agenda items 4-5 and 7-8), Mark Scharff

The meeting was called to order by President McBride at 2:00pm.

1. Agenda

It was moved by Steve Landstreet and seconded by Mark Scharff that the agenda be approved. The motion passed unanimously.

2. Placement Officer

It was moved by Mark Scharff and seconded by Michael Colby to move into executive session. The motion passed unanimously. The Board moved into executive session to discuss personnel appointments and contracts

It was moved by Daniel Boomhower and seconded by Michael Colby to approve the recommendation of the Placement Officer Search Committee. The motion passed unanimously. McBride will notify the committee.

It was moved by Paula Hickner and seconded by Steve Landstreet to move out of executive session. The motion passed unanimously.

3. California Chapter Merger

It was moved by Steve Landstreet and seconded by Kirstin Dougan to adopt the merger agreement of the Northern and Southern California Chapters into a single California chapter.

Scharff recommended that section 4.6.2 of the new chapter's proposed bylaws, on filling vacancies on the Executive Board, define whether elections to fill vacancies require an in-person vote or mailed/online vote, and define who may vote: members of the Executive Board or chapter members.

McBride noted that since the legal process requires one chapter go out of existence and the other chapter become the new merged chapter, the Southern California chapter will go out of existence, and the Northern California Chapter will become the California Chapter, encompassing the entire state.

The motion passed unanimously. McBride will notify the chapters of the Board's decision and request for clarification.

The merger agreement is provided as Appendix I of these minutes.

4. Investments Subcommittee

The Finance Committee recommends that the Investments Subcommittee of the Finance Committee be established consisting of the Administrative Officer, as chair, Assistant Administrative Officer, Fiscal Officer, Assistant Fiscal Officer, and three members of the Association. The three members will serve staggered three-year terms.

The primary responsibility of the Investments Subcommittee will be to monitor MLA investments and provide advice to the Finance Committee and the Board. The Board agreed that the Investment Subcommittee will not recommend the buying and selling of individual mutual funds, equities, bonds, or other investment instruments in MLA's portfolio; that work is done by MLA's investment managers, currently at Fidelity. The subcommittee will report either to the Finance Committee or the Board, but ultimately, investment policy is the Board's responsibility. McBride raised the possibility of the Assistant Administrative Officer being a non-voting member, to provide equity between Board members and Association members; Landstreet responded that since the Board members will change each year and the Association members will not, that provides some measure of equity. The motion passed unanimously without amendment, with one voting member absent. McBride will draft a charge and suggest members, for Board review.

5. Digital Audio Task Force Proposal

The task force was charged to “develop a grant proposal to convene a summit of nationally-representative experts for the purpose of visioning the requirements for a database or for systems through which libraries could legally acquire (both by purchase and subscription), preserve, and provide their patrons access to commercially-available and out-of-print digital audio files.” The group submitted its original proposal to the Board in September for comments, and submitted its revised proposal at this meeting for approval.

The grant proposal is modeled on requirements for an IMLS National Forum grant. In addition to funding for the summit, which will take place in conjunction with the fall 2014 meeting of the National Recording Preservation Board, the proposal includes funding for a pre-summit meeting of library advocates and related stakeholders to brainstorm solutions to the online-only music issue, in preparation for the summit.

In prior discussion by email, the Board asked if the pre-summit could take place at ALA, rather than MLA, to encourage participation of national library organizations external to MLA, and had questions on the proposed timeline for the summits. At this meeting, McBride alerted the Board that the National Recording Preservation Board will soon issue a major preservation plan report containing recommendations related to the goals of the task force grant proposal. McBride will forward information about the NRPB report to the Board following this meeting. The Board noted that the grant proposal still lacked a budget; the task force is working on the budget and will add it shortly.

Cary noted that the Fiscal Policies Handbook states that MLA cannot be a co-sponsor of a grant proposal if it does not administer the budget; in previous email discussion, Jim Cassaro responded that the genesis of that policy was to prevent committees from committing MLA in a grant application, and that in the case of the recent ACRL/MLA grant, MLA was a co-sponsor.

Regarding the proposed timeline, Boomhower said the overall timing is just about ideal. If the grant proposal is approved and summit planning is in process in 2013, the NRPB could wait until 2014, when the summits will take place, to focus on the aspects of their preservation plan that are also in the MLA initiative. McBride asked if MLA should increase contacts with the NRPB in regard to MLA’s initiative; Boomhower responded that with Jim Farrington as MLA’s liaison to the NRPB, and Brenda Nelson-Strauss as chair, there is already good coordination with MLA.

Cary raised questions about timeline specifics. In particular, industry and library leaders should be identified and invited more than six months before the summit meeting, to increase the likelihood they can attend. McBride reported that the grant deadline for the IMLS National Leadership Grant for Libraries is February 1, 2013, with the deadline for University of Washington review preceding that date, and that the group was on target to complete the grant proposal by the end of December.

After discussion, Board consensus was to recommend the pre-summit be held at ALA in June 2014, and the summit in fall 2014. To ensure MLA input, there would be a session during MLA’s February 2014 conference in Atlanta to collect questions and concerns.

McBride will pass Board comments and suggestions to task force chair John Vallier, including those from the Board’s email discussions, ask him to send a budget to the Board as soon as possible, and tell him to go forward with the grant proposal.

6. JSTOR Publisher Sales Service Rider

It was moved by Mark Scharff and seconded by Michael Colby to move into executive session. The motion passed unanimously. The Board moved into executive session to discuss personnel appointments and contracts.

It was moved by Michael Colby and seconded by Laurie Sampsel to accept the recommendation of the Notes Contract Working Group to participate in JSTOR's Publisher Sales Service agreement for the sale of individual articles in Notes for \$12 and whole issues for \$28. The motion passed unanimously.

It was moved by Steve Landstreet and seconded by Kirstin Dougan to accept the recommendation of the Notes Contract Working Group to participate in JSTOR's Register & Read program. The motion passed unanimously.

McBride will express the Board’s appreciation to the working group for their stellar work.

It was moved by Paula Hickner and seconded by Steve Landstreet to move out of executive session. The motion passed unanimously.

A subsequent follow-up: the Board did not object to opting into the Register & Read program without a formal rider after further communication with JSTOR.

7. Finance Committee Board Action Recommendations (BARs)

Consideration of the Finance Committee BARs (none urgent) was tabled due to lack of time.

8. Adjournment

It was moved by Michael Colby and seconded by Steve Landstreet to adjourn. The motion passed unanimously, with one voting member absent. The meeting adjourned at 3:33pm.

Appendix I: California Chapter Merger Agreement

**MUSIC LIBRARY ASSOCIATION
MINUTES OF A SPECIAL MEETING
OF
THE BOARD OF DIRECTORS**

December 10, 2012

A video conference meeting of the Board of Directors (the “*Board*”) of the Music Library Association, a Washington DC non-profit Corporation (the “*Company*”), was held on December 10, 2012 at 2:00 p.m. E.S.T. The following directors of the Company were electronically present, constituting all of the duly elected and acting members of the Board and thus a quorum for the transaction of business:

Jerry L. McBride
Michael Colby
Pamela Bristah
Linda W. Blair, non-voting
Paul Cary, non-voting
Daniel Boomhower
Kirstin Dougan
Laurie J. Sampsel
Paula Hickner
Stephen Landstreet
Mark Scharff

Each of the directors and other participants could hear and be heard by the others. Notice of the special meeting was duly given.

Mr. McBride, President of the Company, acted as Chairman of the meeting.

A. Merger Agreement

Mr. McBride called the meeting to order and welcomed the directors to the special meeting, indicating that the purpose of the special meeting was for the Board to review and consider a proposed merger (the “*Merger*”) of the Southern California Chapter of the Music Library Association (the “*MLA SCC*”) and the Northern California Chapter of the Music Library Association (the “*MLA NCC*”), so that MLA SCC and MLA NCC will be merged into one chapter known as the California Chapter of the Music Library Association (the “*MLA CC*”).

Mr. McBride reviewed the process of the merger with the Board. First, pursuant to the Constitution and Bylaws of the Company, the establishment of a chapter of the Company requires Board approval. Therefore, the Board must approve the merger of MLA SCC and MLA NCC. Second, both the executive boards of MLA SCC and MLA NCC are to approve of the

merger. Third, the MLA SCC and the MLA NCC shall each submit for approval to the members of the MLA SCC and the MLA NCC, respectively, the Merger and transactions contemplated thereby. The Company must also file necessary documentation with the Internal Revenue Service (the “**IRS**”) to give effect to the Merger. The IRS must be notified in a group exemption letter at least 90 days before the close of its annual accounting period all changes in the purposes, character, or method of operation of its subordinates. The terms of the group exemption letter must remove either the MLA SCC or MLA NCC as a Subsidiary Organization of the Company and change the name of the remaining chapter to the “California Chapter of the Music Library Association” (collectively, the “**Group Exemption Letter**”).

After vigorous discussion of the Merger and the transactions contemplated thereby and a motion duly made and seconded, the Board voted to adopt the following resolutions:

NOW, THEREFORE, BE IT RESOLVED, that the Board has determined that the Merger and other transactions contemplated thereby are advisable, fair to, and in the best interests of the Company, the MLA NCC, the MLA SCC and each of their respective members;

RESOLVED FURTHER, that the officers of the Company are, and each of them acting alone hereby is, authorized and directed to execute, deliver and file appropriate documentation with the IRS, including the Group Exemption Letter, in order to give effect to the Merger, and any other certificate, agreement or document required to be executed, delivered or filed with any governmental body or agency in connection with the Merger, in each case in such form as such officer or officers may approve, which approval shall be conclusively evidenced by the execution, delivery or filing of such documents by such officer or officers;

RESOLVED FURTHER, that the Board has previously reviewed the Constitution and Bylaws of the California Chapter of the Music Library Association and has determined that it is advisable and in the best interest of the Company and its chapters to adopt the Constitution and Bylaws of the California Chapter of the Music Library Association as the bylaws of the MLA CC, to take effect once the Merger has occurred;

RESOLVED FURTHER, that any specific resolutions that may be required to have been adopted by the Board in connection with the transactions contemplated by the foregoing resolutions be, and the same hereby are, adopted, and that the officers of the Company be, and each of them acting alone hereby is, authorized in the name and on behalf of the Company to certify as to the adoption of any and all such resolutions;

RESOLVED FURTHER, that the officers of the Company be, and each of them acting alone hereby is, authorized and directed, in the name and on behalf of the Company, to execute and deliver, or to cause to be executed and delivered, all such other agreements, instruments, certificates and documents, to do or cause to be done all such further acts and things, and to pay or cause to be paid all necessary fees and expenses (including legal, financial advisory and auditors’ fees and expenses), as they or any of them may deem necessary or advisable in connection with the transactions contemplated by the Merger or to effectuate the purpose and intent of the foregoing resolutions, such approval to be conclusively evidenced by the taking of any such action or the execution and delivery of any such instrument by such officer; and

RESOLVED FURTHER, that any and all action heretofore taken by any officer or director of the Company in connection with the documents and transactions referred or contemplated by the foregoing resolutions be, and they hereby are, ratified, approved and confirmed.

* * * *

There being no further business to be addressed, upon motion duly made, seconded and unanimously adopted, the meeting was adjourned at approximately 3:30 p.m. E.S.T.

Appendix II: New Policies Adopted by the Board

- 1. To establish a merged California Chapter. (3)**
- 2. To establish a Investments Subcommittee, under the Finance Committee, and consisting of the Administrative Officer, as chair, Assistant Administrative Officer, Fiscal Officer, Assistant Fiscal Officer, and three members of the Association. The three members will serve staggered three-year terms. (4)**
- 3. To participate in JSTOR's Publisher Sales Service agreement for the sale of individual articles in Notes for \$12 and whole issues for \$28. (5)**
- 4. To participate in JSTOR's Register & Read program. (5)**