ARKLink Bylaws (Updated Draft)

ARTICLE I. NAME
The name of this organization shall be the ARKLink Library Consortium, Inc. (ARKLink).

ARTICLE II. PURPOSE

Section 1. General Purposes
The purpose of ARKLink shall be to increase, enhance, and facilitate cooperation among libraries in the state of Arkansas through consortial purchasing of resources, expanding access to resources, and encouraging partnerships between and among academic libraries.

Section 2. Educational Purposes
The purpose of ARKLink is exclusively for charitable, educational, or religious purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.

Section 3 - Legislative or Political Activities
No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation and the organization shall not participate in or intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office.

Section 4 - Operational Limitations
Notwithstanding any other provision of these articles, the organization shall not carry on any other activities not permitted to be carried on:

1. By an organization exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or
2. By an organization, contributions to which are deductible under section 170 (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III. MEMBERSHIP

Section 1. Member Institutions
Member institutions shall be those libraries which serve non-profit institutions of higher education in Arkansas and have signed the ARKLink Memorandum of Understanding (Bylaws Attachment 1)

Section 2. Rights and Privileges
a. Each member institution shall appoint and certify to the President of the Board one person and an alternate to be its official representative. If neither the official nor the alternate representative is able to attend a specific meeting, a proxy voter may be identified. The institution will need to notify the Secretary prior to the meeting of the proxy representative in order for them to cast a vote for that institution.
b. Each member institution’s representative, alternate, or proxy may cast one vote on any issue presented to ARKLink.

c. Any person currently employed by a member institution may participate in ARKLink activities, hold office, serve on committees, and engage in debates on ARKLink policy. Only the official ARKLink representative from each member institution or an alternate designated by that representative, or proxy may cast a vote. Nonmembers may attend open meetings.

Section 3. Withdrawal from Membership

A member may withdraw from ARKLink by submitting a written notice to the President of the Board. A member library that has resigned may be considered for readmission after sending a letter of intent to the President of the Board.

Section 4. Membership Year.

The membership year shall begin January 1.

ARTICLE IV. DUES AND INCOME

Section 1. Dues

Should dues be assessed, the amount is to be recommended by the Board of Directors and approved by the membership and shall be payable during the first quarter of the membership year.

Section 2. Dispersal of Assets

Upon the dissolution of the organization, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the organization, dispose of all the assets of the organization exclusively for the purposes of the organization in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Any asset not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Section 3. Apportionment of Assets

Apportionment of the assets, upon dissolution, shall be to its successor organization or shall be made to the number of dues paying members of the organization at the date of dissolution.

Section 4. - Inurement of Income

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered.

ARTICLE V. EXECUTIVE OFFICERS

Section 1. Board of Directors
The Board of Directors of this organization shall be a President, a Vice-President/President-Elect, a Secretary, the immediate Past President and a Treasurer.

Section 2. Terms of Office

a. The Vice-President/President-Elect shall serve the first year after election as Vice-President and the second year as President and the third year as Past President and may serve no more than two successive terms.
b. The Secretary shall be elected for a term of two years and may serve no more than two successive terms.
c. The Treasurer shall be elected for a term of three years and may serve no more than two successive terms.
d. Officers shall take office at the beginning of the calendar year with the first meeting being no later than the end of March.

Section 3. Vacancies

a. The Vice-President shall immediately become President upon the resignation of the president for the unexpired term, and for the term they were initially elected to serve.
b. A vacancy of the Vice-President/President-Elect position shall be filled by special election to take place after the vacancy was announced to the membership.
c. A vacancy of the Secretary position may be filled for the balance of the term thereof by special appointment of the ARKLink Board of Directors.
d. A vacancy of the Treasurer position may be filled for the balance of the term thereof by special appointment of the ARKLink Board of Directors.

Section 4. Duties of the President

a. Preside at membership meetings of ARKLink and at meetings of the ARKLink Board.
b. Appoint members to each of the Standing Committees.
c. Name such ad hoc committees as may be required to carry out the purposes of the organization and appoint committee members with the approval of the ARKLink Board.
d. Perform other duties as are necessarily incident to the office of President and as may be prescribed by the ARKLink Board.

Section 5. Duties of the Vice-President/President-Elect

a. Perform the duties of the President in the event of the President's absence from meetings, or if the President becomes unable to hold office.
b. Complete assignments as delegated by the President.

Section 6. Duties of the Secretary

a. Record and distribute minutes of membership meetings and of the ARKLink Board meetings.
b. Distribute mailings to the membership as required by the ARKLink Board.
c. Perform other duties as are necessarily incident to the office of Secretary as may be prescribed by the ARKLink Board of Directors.

Section 7: Duties of the Treasurer

a. Record and account for all funds received in the name of the organization and provide for the fiscal agent to handle such funds.

c. Prepare internal or external reports as needed by regulatory agencies of the state or federal government.

d. Provide proof of bonding when deemed appropriate by the Board of Directors.

e. Perform other duties customarily associated with the office of Treasurer or as prescribed by the ARKLink Board of Directors.

Section 8. Duties of the Past President

Serve in an advisory role to the President and the ARKLink Board.

Section 9. Duties of the Board of Directors

a. Approve appointments made by the President to other such standing or ad hoc committees as may be required to carry out the purpose of ARKLink.

b. The ARKLink Board of Directors shall have meetings between membership meetings as needed.

c. The ARKLink Board shall meet upon call of the President, or on demand by a majority of the membership, in accordance with the fulfillment of the purpose of the organization.

d. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business.

Section 10. Removal of Board Members

Board members may be removed from office by 2/3 vote of the members. An officer may resign with no loss of participation as an ARKLink member by submitting a notice in writing to the President, or in the case of the President, to the President-Elect.

ARTICLE VI. ARKLink Advisory Committee

Section 1. Advisory Committee Members

The ARKLink Advisory Committee shall consist of the Board of Directors of the organization (5) and of chairs of all Standing Committees (6); and an at large member appointed by the Board from each of the following groups of libraries: two year institutions (1), private 4-year institutions (1), public 4-year institutions (1). A board member or committee chair may also serve as an at-large member.

Section 2. Duties of the ARKLink Advisory Committee

a. Exercise the advisory function to the organization when not in a full membership meeting, reporting to the Board of Directors and the members thereon at the succeeding membership meeting.

b. Recommend a nominating committee of three representatives from member institutions in good standing who shall nominate candidates for the Board of Directors and other positions in accordance with Article IX.

Section 3. Meetings

a. The Advisory Committee shall have meetings between membership meetings as needed.

b. The Advisory Committee shall meet upon call of the President, or on demand by a majority of the membership, in accordance with the fulfillment of the purpose of the organization.

c. A majority of the Advisory Committee members serving immediately before a meeting begins shall constitute a quorum for the transaction of business.
ARTICLE VII. COMMITTEES

Section 1. Standing Committees

a. The Standing Committees of ARKLink shall be:
   1. Collection Development Committee, which shall investigate methods for libraries to share purchasing responsibilities toward a goal of having more comprehensive and diversified collections throughout the state.
   2. Electronic Resources Committee, which shall gather information about top-priority databases to purchase jointly, and then negotiate with vendors or third-party agents to garner the most advantageous price for ARKLink members.
   3. Financial Resources Committee, which shall identify and research various funding sources for possible gift/grant applications or other operating funds.
   4. Resource Sharing Committee, which shall gather input from library participants on various ways that sharing of resources and may be accomplished by the use of sharing agreements, a courier service, and a union catalog, etc.
   5. Governance Committee which shall propose revisions to the governance documents of the organization and handle matters related to the legal status of ARKLink.
   6. Data Collection Committee, which shall be responsible for all surveys as well as obtaining data for other standing committee use.

b. Standing Committee members are appointed by the President subject to the approval of the ARKLink Board.

c. Members of each Standing Committee shall elect a Chair. That Chair shall serve for a term of two years and may serve no more than two successive terms.

d. Each Standing Committee shall report directly to the ARKLink Board and to the Advisory Committee as needed.

Section 2. Ad Hoc Committees

a. Ad hoc committees shall be formed as needed.

b. Committees shall serve to the completion of appointed task.

c. Committee members and committee chairs shall be appointed by the President subject to the approval of the ARKLink Board.

d. All committees shall report directly to the ARKLink Board.

ARTICLE VIII. MEMBERSHIP MEETINGS

Section 1. Number of Meetings

a. There shall be membership meetings held at sites and times selected by the ARKLink Board. At least one membership meeting a year shall be held.

b. Special meetings may be called by the President or by a written request of 25% of the official representatives from member institutions.

Section 2. Notice of Meetings

Notice of any meeting shall be distributed to each member institution by the President or Secretary no less than ten days in advance, with a statement of the time and place, and containing information as to the subject or subjects proposed for discussion or consideration.

Section 3. Powers
All official representatives from member institutions present at a membership meeting shall have, by majority vote, the power to:

a. Adopt rules and agenda for governing membership meetings.
b. Refer any matter to the ARKLink Board, including recommendations for action, and may request the ARKLink Board to report on such matters at a future meeting of the organization.

Section 4. Quorum

One-quarter of the total membership shall constitute a quorum for the transaction of business.

ARTICLE IX. NOMINATIONS AND ELECTIONS

Section 1. Nominations

a. A Nominating Committee of three representatives from member institutions in good standing shall be appointed annually by the ARKLink Executive Board.
b. The Nominating Committee shall nominate a candidate or candidates for the offices of Vice-President/President-Elect, Secretary, and Treasurer, as needed.
c. The Nominating Committee shall announce to all members of ARKLink the intent to seek nominations on or about October 1st of each year.
d. Nominations may be submitted in writing to the Nominating Committee for 30 days after the announcement of the intent to seek nominations.
e. No name shall be placed on the ballot without the consent of the person being nominated.
f. The Nominating Committee shall submit the final slate to the President no later than November 15th of each year.

Section 2. Elections

a. The nominating committee will be responsible for preparing and distributing ballots (print or electronic format) to the official ARKLink representative for each member institution.
b. Ballots should be due back to the nominating committee 30 days after they were sent.
c. Ballots will be tabulated and verified by members of the nominating committee.
d. All candidates shall be elected by a majority of the votes cast.
e. The President shall contact each candidate with the results and then shall announce the results to the membership.

Section 3. Special Elections for Vice-President/President-Elect

a. The Board shall serve as the Nominating Committee.
b. The Nominating Committee shall announce its intent to seek nominations immediately upon the announcement to the membership of the vacancy in the position of Vice-President/President-Elect.
c. Nominations and elections shall proceed according to the appropriate provisions of Sections 1 and 2 of this article and shall meet the time limit set forth in Article V, Section 3.b.

ARTICLE X. AMENDMENTS

a. The Governance documents ARKLink may be amended, repealed, or altered in whole or in part by official ballot only. Amendments to the Bylaws require a majority vote of the ballots.
returned to the Governance Committee by the official ARKLink representatives of each member institution, or their designated alternate.
b. No provision of the governance documents/bylaws may be removed if it is required by state or federal regulation in order to obtain, or maintain the tax-exempt status of the organization.

ARTICLE XI. PARLIAMENTARY AUTHORITY

The latest edition of Robert’s Rules of Order shall govern ARKLink in all cases to which it is applicable and in which it is not inconsistent with the Governance Documents.