

Wayne State University Libraries

Memorandum

TO: DALNET Study Committee

FROM: Charlene Wecker *cdw*

SUBJECT: Meeting - August 19, 1985

DATE: August 14, 1985

The next DALNET meeting will be held Monday, August 19, in the Wayne State University Libraries Director's Conference Room at 9:00 a.m.

At the August 12 meeting, the group completed a review of the draft Bylaws. Attached is a copy of the DALNET Bylaws reflecting all changes made to date. Also included in this packet is an amendment to the draft Prospectus.

Please review the entire document for discussion at the August 19 meeting. The development of the Prospectus and the Bylaws is a critical process. Please send a representative to this meeting if you are unable to attend.

If you have any questions or concerns, please contact Francis Buckley, Acting Convener.

CW/cms
Attachment

DALNET MEETING

August 19, 1985

Present: F. Buckley (Chair); D. Adams; S. Phillips;
C. Wecker (WSU); N. Skowronski; J. Smith;
B. Johnson

1. Minutes of the August 12 meeting were distributed.
2. GEAC Contract (C. Wecker) - The contract has not been signed because of disagreement over whether the GEAC parent company will carry responsibility for support of the system. At present, the contract is being reviewed by GEAC, who is expected to present a substitute offer on this issue. In the meantime, WSU has advised GEAC not to deliver any goods or services until the contract has been signed, which is expected to be sometime in mid-September.
3. WSU Computing Center Proposal - Group members discussed the meeting on August 20 in which DALNET members are to hear a presentation by Mort Rahimi on the possibility of acquiring a one-year old IBM 4381, at considerable cost savings. The purchase would preclude DALNET from proceeding with plans to install GEAC software, and would have other implications for DALNET as well.

In order to facilitate consideration of the Computing Center proposal, it was agreed that a sub-committee should be appointed to evaluate the information given at the August 20 meeting, as well as to analyze financial and technical differences between NOTIS and GEAC. The sub-committee will be asked to focus primarily on OPAC, circulation and on questions of technology and cost. Committee members will be Francis Buckley, Nancy Skowronski, Deborah Adams, and Louise Bugg. The committee will present a report at the next DALNET meeting on August 26.

4. Revised By-Laws were presented by Fran Buckley. Those present made several additional changes, which will be incorporated into another "new" draft for the next DALNET meeting.


Sharon A. Phillips, Recorder

Detroit Area Library Network

Prospectus

Draft 8/13/85 FJB

IV. Financial

DALNET will be funded through payments by the members based on a formula reflecting the proportional participation of each member. The cost allocation formula will be expressed as the percentage of use of the Network by each member as measured by the number of terminals, size of the data base, and number of transactions represented by each institution. The DALNET expenses to be shared shall include site preparation, central site hardware, software, and operational costs of the corporation. Contracts for membership and services between each member and DALNET shall be for two (2) years (renewable) and shall contain institution-specific financial details.

DALNET's central computer facility, to be located in the WSU Science and Engineering Library, will be constructed in accordance with DALNET's specifications for a GEAC installation as designed by professional architectural and technical consultants (see Appendix G for list of consultants). The host institution will provide and maintain the computer facility and administrative space under a service contract with DALNET. The hardware and software for the automated system will be owned by DALNET.

Once the DALNET system is operational in the central site, the hardware and software acquired by WSU for its first phase installation in an interim site will be transferred to DALNET through a three party agreement among WSU, GEAC and DALNET.

A DALNET grants task force will seek funds to help defray start-up and capital costs.

DETROIT AREA LIBRARY NETWORK (DALNET)

BYLAWS

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ARTICLE I-PURPOSE

SECTION 101. NAME. The name of the Corporation shall be Detroit Area Library Network, Inc. (DALNET).

SECTION 102. PURPOSE. The Corporation exists to enable multitype libraries to improve service to their users through cooperative programs using cost effective shared library automation.

ARTICLE II-CORPORATE STRUCTURE

SECTION 201. FISCAL YEAR. The fiscal year of the Corporation shall end on the thirtieth (30th) day of September in each year.

SECTION 202. CAPITAL STRUCTURE. The Corporation shall be organized on a non-stock basis as a non-profit Corporation, for the sole benefit of its members.

SECTION 203. REGISTERED OFFICE. The Corporation shall maintain such office(s) within or outside the State of Michigan as may be specified by the Board of Trustees.

SECTION 204. REGISTERED AGENT. The Board of Trustees shall designate one or more persons to act as agents of the Corporation for the purposes specified by the Michigan Non Profit Corporation Act (hereafter the "Act"), as amended.

ARTICLE III-MEMBERSHIP

SECTION 301. MEMBERS. Any library, library system, or autonomous library within a system may become a member or a subscriber. Libraries which are "for profit" or affiliated with "for profit" institutions may become members.

SECTION 302. CLASSIFICATION OF MEMBERS. Separate classes may be established for institutional membership in the Corporation, with the respective rights and duties of each class to be established from time to time by the Board of Trustees, except as otherwise provided in these Bylaws.

SECTION 303. MEMBERSHIP. Membership shall consist of the charter member libraries and any subsequent library which agrees to participate in the capital funding for the Corporation as prescribed by the Board of Trustees. Members are eligible to vote on all matters coming before the Corporation, have representatives on the Board of Trustees, and may have access to all services offered by the Corporation. Members must commit to a minimum two (2) year participation in the funding of the Corporation, and must agree to participate in the maintenance of the bibliographic database and circulation system.

SECTION 304. SUBSCRIBERS. The Board of Trustees may prescribe conditions on which non-members may access the services provided by the

Corporation, and shall determine reasonable charges for such access, so long as such use is not inconsistent with the needs of the members.

ARTICLE IV-ASSETS

SECTION 401. HARDWARE. All hardware, central site equipment, and supplies necessary for maintenance of the central site computer system and offices of the Corporation shall be owned and maintained [jointly by all members in the name of]/[by] the Corporation. All local site peripheral equipment and supplies shall be purchased and maintained at the sole expense of the respective member.

SECTION 402. SOFTWARE. All software licenses shall be owned by the Corporation, and the rights of each member or subscriber shall be limited to a license for the private use of the system in accordance with guidelines which will be prescribed by the Board of Trustees. The compiled bibliographic records in the system shall become the DALNET database, owned by the Corporation. A member shall be entitled to obtain a machine readable copy of any data which it has loaded into the system upon payment of the cost for producing such a copy. The Board of Trustees shall prescribe a code of conduct for loading and maintaining data into the system to which each member must adhere.

ARTICLE V-INITIATION AND TERMINATION

SECTION 501. INITIATION. A library which meets the standards for becoming a member of DALNET may apply for membership. The Executive

Committee shall recommend prospective members to the Board of Trustees for acceptance by an affirmative vote of two-thirds of the Board.

SECTION 502. TERMINATION. Upon recommendation of the Executive Committee, or upon written request of a member, the Board of Trustees shall consider termination of a member of the Corporation. Voluntary termination shall be effective upon the first day of the fiscal year following the date of acceptance of the request for termination. Involuntary termination is effective on the first day of the calendar month following notification of termination by the Board. A terminated member shall be entitled to obtain a copy of any data which it has loaded into the system, upon payment of the costs for producing such a copy. Local site equipment and supplies belong to the terminated member, but any share in the central site equipment or other investment in the Corporation shall be forfeited. A terminated member shall remain liable to the Corporation for any unpaid capital expenses or operating costs assessed against it up to the effective date of the termination, and for the cost of removing its data from the database.

SECTION 503. VOLUNTARY TERMINATION. A member must provide twelve (12) months notice prior to termination, unless that notice requirement is waived by the Board of Trustees. A member of the Board of Trustees who represents a library requesting termination shall not be entitled to vote on the matter, and a majority vote of the remaining Trustees is necessary to change the terms of resignation.

SECTION 504. INVOLUNTARY TERMINATION. Involuntary termination may result from (i) non-payment of assessments for capital expenses and/or operating costs; (ii) non-compliance with standards for loading and maintenance of data on the system; or (iii) violation of these Bylaws or other regulations set forth by the Board of Trustees. The financial obligation of an Involuntarily terminated member to the Corporation shall not exceed the actual cost incurred by the Corporation, as determined by the Executive Committee. The Executive Committee must provide at least three (3) months notice of involuntary termination. There shall be an appeal process to the Board of Trustees.

SECTION 505. REINSTATEMENT. Upon written application to the Board of Trustees, and upon the recommendation of the Executive Committee, a terminated member may be reinstated by majority vote of the Board to good standing in the Corporation. A member terminated Involuntarily may be required to fulfill a probationary period prior to reinstatement to full privileges. A condition precedent of reinstatement shall be the payment of all financial obligations owing to the Corporation, including the cost to reenter data. Reinstated members shall be assessed a reduced initiation charge, to be determined by the Executive Committee.

ARTICLE VI- BOARD OF TRUSTEES

SECTION 601. APPOINTMENT. Each member shall be entitled to appoint up to two (2) delegates to the Board of Trustees to represent the institution. The delegates shall serve at the pleasure of their Institution.

SECTION 602. POWERS. The Board of Trustees, representing the members, shall be responsible for holding and managing the property and lawful business of the Corporation. The Trustees shall establish policies, approve program plans, elect Officers and the Executive Committee, and approve new members.

The Board of Trustees shall delegate to the Executive Committee responsibility for exercising the Board's authority in the operational management of the Corporation, including the purchase of property, contracting for services, hiring or firing staff, and managing the affairs of the Corporation. All decisions of the Executive Committee shall be subject to review by the Board of Trustees.

SECTION 603. VOTES. The Trustee or Trustees representing each member shall be entitled to vote on any matter coming before the Corporation at any meeting, and shall be entitled to cast the number of votes which represents the percentage of their institution's participation in the Corporation. The percentage shall be derived from a formula based on the number of terminals, transactions, and data base

size of each institution. The percentage shall be subject to dilution as new members are added to the Corporation, and may be adjusted upward to reflect increased participation by any member or the termination of members, except that no member shall hold less than 1%. Unless otherwise provided for in the Articles of Incorporation, the Act, or these Bylaws, a majority of votes in the Corporation are necessary to authorize action.

SECTION 604. ALTERNATES. In the event of the absence of the Trustees representing a member, the member may appoint alternates with proxy to attend meetings and vote on behalf of the member.

SECTION 605. PARLIAMENTARY AUTHORITY. Robert's Rules of Order (Revised), in the latest edition, shall govern the Corporation in all cases to which it can be applied and which it is not inconsistent with the Articles of Incorporation, the Bylaws, or the Act.

SECTION 606. PLACE OF MEETINGS. All meetings of the Board of Trustees of the Corporation shall be held at the registered office or such other place as may be determined ~~from time to time~~ by the Executive Committee.

SECTION 607. ANNUAL MEETING OF THE TRUSTEES. There shall be an annual meeting of all Trustees of the Corporation, held within one hundred twenty (120) days following the end of each fiscal year, on such

date and at such time as the Executive Committee shall designate. At that meeting the Trustees shall elect an Executive Committee to serve for the following year, or until their successors are elected, and shall transact such other business as may properly be brought before the meeting.

SECTION 608. NOTICE OF MEETINGS. Except otherwise provided in the Act, written notice of the time, place and purposes of all meetings of the Trustees shall be given not less than ten (10) days before the date of the meeting, either personally or by mail, to each Trustee.

SECTION 609. SPECIAL MEETINGS. A special meeting of the Board of Trustees may be called at any time by the Chairperson, or by Trustees representing not less than forty (40%) of the votes. Upon receipt of a written request setting forth the date and objects of such proposed special meeting, signed by the Chairperson or requisite number of Trustees, the Secretary of the Corporation shall prepare and serve the requisite notice for such meeting.

SECTION 610. QUORUM. Unless a greater or lesser quorum is provided in the Articles of Incorporation or the Act, the Trustees representing a majority of the total votes, in person or by proxy, shall constitute a quorum.

ARTICLE VII-EXECUTIVE COMMITTEE

SECTION 701. COMPOSITION. The Executive Committee shall consist of the Chairperson, Chairperson-Elect, and four (4) elected Trustees.

In the election of the Executive Committee, any member who controls a percentage of the total votes in an amount greater than twenty-five (25%) percent shall be preemptively entitled to elect at least one Trustee to the Executive Committee. The remaining Committee shall be elected by the members excluding from voting any member which has exercised its preemptive right. Initially two Trustees shall be elected for one (1) year terms, and two for two (2) year terms. In subsequent elections, Trustees shall be elected to the Executive Committee for one (1) year terms. If there is more than one preemptively elected Trustee, initially one shall be elected for a one (1) year term and one for a two (2) year term. A Trustee shall hold office for the term for which he or she is elected or until a successor is elected and qualified, or until his or her resignation or removal. Trustees may be reelected to positions on the Executive Committee.

SECTION 702. VACANCIES. A vacancy occurring among Executive Committee Trustees elected at large may be filled by the majority vote of the remaining Executive Committee, even though less than a quorum, for a term of office continuing only until the next meeting of the Board of Trustees, which shall be called within forty-five (45) days. A vacancy in a preemptive seat shall be filled by the member who was represented by that Trustee.

SECTION. 703. REMOVAL. The Executive Committee or any of its members may be removed at any time by a 2/3 vote of the Board of Trustees.

SECTION 704. RESIGNATION. A trustee member of the Executive Committee may resign by written notice to the Corporation. The resignation is effective upon its receipt by the Corporation or any subsequent time set forth in the notice.

SECTION 705. POWERS. The business and affairs of the Corporation shall be managed by the Executive Committee on behalf of the Board of Trustees except as otherwise provided in these Bylaws, the Act or in the Articles of Incorporation.

SECTION 706. LOCATION OF MEETINGS. Regular or special meetings of the Executive Committee may be held either within or outside the State of Michigan.

SECTION 707. REGULAR MEETINGS. Regular meetings of the Executive Committee shall be held without notice at designated intervals.

SECTION 708. SPECIAL MEETINGS. Special meetings of the Executive Committee may be called by the Chairperson, or by a majority of the persons then comprising the Executive Committee, at any time by means of notice of the time and place thereof to each member of the Committee not less than twenty-four (24) hours before the time such special meeting is to be held. Only the business specified in the notice may be transacted.

SECTION 709. QUORUM AND VOTE REQUIREMENTS. At all meetings of the Executive Committee a majority of the members constitute a quorum for

transaction of business. The majority vote of the quorum constitutes the action of the Executive Committee unless the vote of a larger number is required by the Act.

SECTION 710. TELEPHONIC PARTICIPATION. Members of the Executive Committee may participate in any meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

ARTICLE VIII-OFFICERS

SECTION 801. SELECTION. The Board of Trustees initially shall elect a Chairperson and a Vice-Chairperson/Chairperson-Elect, who must be members of the Board of Trustees. Thereafter, the Vice-Chairperson/Chairperson-Elect shall be elected on an annual basis. The Board shall require the Executive Committee to appoint, from among the Committee members, a secretary and a treasurer.

SECTION 802. TERM, REMOVAL AND VACANCIES. Each officer of the Corporation shall hold office for a one (1) year term or until his or her successor is elected and qualified to serve. Any officer may be removed by a 2/3 vote of the Board. Any officer may resign by written notice to the Corporation. The resignation is effective upon its receipt by the Corporation or at a subsequent time specified in the

notice and acceptable to a majority of the Board. Any vacancy occurring in ~~any~~ ^{the} office of Chairperson shall be filled by the Vice-Chairperson/Chairperson-Elect. Any vacancy occurring in the office of Vice-Chairperson/Chairperson-Elect shall be filled by a special election of the Board of Trustees which shall be called within forty-five (45) days.

SECTION 803. CHAIRPERSON. The Chairperson shall be the chief executive officer of the Corporation, and shall preside over all meetings of the Board and of the Executive Committee. The Chairperson, with the assistance of the Executive Committee and staff, shall be responsible to the Board for the general supervision and management of the business and affairs of the Corporation and shall see that all orders and resolutions of the Board are carried into effect.

SECTION 804. VICE-CHAIRPERSON/CHAIRPERSON-ELECT. The Vice-Chairperson/Chairperson-Elect shall assist the Chairperson, reside over meetings in the absence of the Chairperson, and after an initial term as Vice-Chairperson, succeed to the office of Chairperson.

SECTION 805. SECRETARY. The Executive Committee shall appoint one of its members to act as Secretary to preserve true minutes of the proceedings of meetings, give all notice required by the Act, these Bylaws or any resolution, and perform such other duties as shall be prescribed.

SECTION 806. TREASURER. The Executive Committee shall appoint one of its members as treasurer to be responsible for safe custody of all corporate funds and securities, for full and accurate accounts of all receipts and disbursements, and for the Corporation's budgetary activities. He or she shall perform such other duties as may be delegated to him or her.

ARTICLE X-GENERAL PROVISIONS

SECTION 1001. DIVIDENDS AND LIQUIDATION. No dividends or other payments shall be made to any member on account of its contribution to the capital of the Corporation, and upon the liquidation of the assets of the Corporation, in a dissolution proceeding or otherwise, the distribution of assets shall be governed by the provisions of the Act.

SECTION 1002. AMENDMENTS. These Bylaws may be altered, amended or repealed or new Bylaws may be adopted by the affirmative vote of 2/3 of the Board of Trustees. This action may be taken at any regular or special meeting of the Board at which quorum is present, provided that 30 days notice of any such meeting be given and contain notice of the proposed amendment, repeal or adoption of new Bylaws. This action may be taken without a meeting upon the written consent of all Trustees.