

DETROIT AREA LIBRARY NETWORK

BY-LAWS

ARTICLE I - NAME

This organization shall be an incorporated, non-profit, non-stock association. Its name shall be the Detroit Area Library Network (DALNET).

ARTICLE II - PURPOSE AND OBJECTIVES

This organization shall function to promote and to develop cooperative programs using shared library automation applications, and to determine policy for DALNET and the DALNET Online System.

ARTICLE III - MANAGING INSTITUTION

Wayne State University shall serve as the managing institution for DALNET, manage the day-to-day operations of the DALNET Online System according to signed member Agreements, enter into contracts with the concurrence of the Board on behalf of DALNET for the acquisition of goods and services required for operation of the DALNET Library Automation System, and act as the fiscal agent for DALNET and the DALNET Online System.

ARTICLE IV - MEMBERSHIP GROUPS

Section 1 - Member Institutions.

Member Institutions shall be comprised of Wayne State University and those institutions who have been approved by the Board and have a signed and valid DALNET Online System Agreement with WSU. Membership is open to academic, public, school and special libraries as well as information organizations. Members share an online system, contribute to its database and are committed to resource sharing. Each Member Institution shall pay an appropriate share, as determined by the DALNET Board, of the costs of managing and operating the DALNET Online System.

Section 2 - Community Information Providers:

Community information providers may share their resources by loading these into the DALNET database. These providers are responsible for loading and maintaining the data that is supplied, that the data is kept current, and that the data complies with established standards. This contractual relationship with DALNET and the costs to be paid by each Community Information Provider will be established by the DALNET Board.

Section 3 - Customers:

Libraries and other organizations which do not subscribe to the integrated library system may purchase selected DALNET services. The contractual relationship and pricing for the services will be determined by the DALNET Board and based on the specific requirements of the customer.

ARTICLE V - BOARD AND OFFICERS

Section 1 - Composition. The Board shall consist of one representative designated by each of the DALNET Member Institutions. Alternates with proxy shall be appointed by each Member Institution as needed.

Section 2 - Officers of the Board. The officers of the Board shall be Board members holding the offices of Chair, Vice Chair, and Secretary. The Chair, Vice Chair, and Secretary shall be elected by Board membership vote, each DALNET Member Institution having one vote. The terms of office shall be one year, commencing October first.

Section 3 - Replacement of Officers of the Board

In the event that a vacancy occurs in an Officer of the Board position, the Chair is responsible for initiating a vote of the Board to fill the position for the remainder of the term. The method of voting will be determined by the Chair but will be completed within 30 days of the Chair's notification of the vacancy.

If the position of the Chair becomes vacant, the Vice Chair will assume the duties of the Chair and then initiate a vote of the Board to select a new Vice Chair.

In the event that it becomes necessary to remove an Officer of the Board for cause, that action can be accomplished with a $\frac{3}{4}$ majority roll call vote of all then current Board Members.

Section 4 - Corporate Officers. The Corporate Officers shall include the President and Treasurer. These officers shall be appointed by the Managing Institution upon consultation with the Board. A Corporate Officer may concurrently hold a Board seat and/or office.

Section 5 - Executive Committee. The Executive Committee of the Board shall be composed of the Officers of the Board and the Corporate Officers.

ARTICLE VI - DUTIES OF OFFICERS

Section 1 - Board Chair. The Board Chair shall be the representative of the DALNET Board in the activities of DALNET. The Board Chair shall preside at all meetings of the Board.

Section 2 - Board Vice Chair. The Board Vice Chair shall act in the absence of the Board Chair, and shall perform such other duties as the Board or Board Chair may assign.

Section 3 - Board Secretary. The Board Secretary shall be responsible for all minutes and records of Board meetings. The Board Secretary shall also be responsible for other duties as assigned.

Section 4 - Corporate President. The Corporate President shall be responsible for the administration of DALNET Online System and the administration of legal contracts in accordance with DALNET policies. The Corporate President shall report regularly to the Board.

Section 5 - Corporate Treasurer. The Corporate Treasurer shall be responsible for filing the organization's annual report, preparing financial reports and the proposed annual budget, and for such other duties as shall be conferred upon the office from time-to-time by the Board. The Corporate Treasurer shall report regularly to the Board.

ARTICLE VII - BOARD

Section 1 - Authority. The policies of DALNET shall be determined by its Board.

Section 2 - Voting. Each Board member shall have one vote. A two-thirds majority of a quorum shall be necessary to carry actions.

Section 3 - Regular Board Meetings. Regular meetings of the Board shall be held as the Board deems necessary, with a minimum of two meetings per year. Notice of the meeting shall be delivered to the Board members not less than ten working days prior to the meeting date and the written agenda shall be delivered not less than five working days prior to the meeting date.

Section 4 - Special Board Meetings. Special meetings of the Board shall be called by the Chair, or by the Corporate President, or by two-thirds of the Board members. Notice of the meeting shall be delivered to the Board members not less than ten working days prior to the meeting date and the written agenda shall be delivered not less than five working days prior to the meeting date.

Section 5 - Quorum. A simple majority of the Board members shall constitute a quorum.

ARTICLE VIII - COMMITTEES

Standing and Special Committees and Task Forces. Committees and task forces may be appointed by the Chair with the advice and consent of the Board. Committee actions must be approved by the Board.

ARTICLE IX - PARLIAMENTARY AUTHORITY

Robert's Rules of order, revised, shall be followed, except as they may conflict with these By-laws.

ARTICLE X - AMENDMENTS

These By-laws may be amended by a two-thirds majority of the Board, provided that notice and copy of the proposed changes has been given to the Board at least five working days prior to the meeting.

ARTICLE XI - DISSOLUTION OF ASSETS

DALNET shall not liquidate, dissolve, merge, consolidate or sell its assets, if any, prior to approval of its Board. In the event of the liquidation or dissolution of DALNET, all assets shall be distributed in proportion to investment to such DALNET member institutions as are qualified

ARTICLE XII - RESIGNATION OR TERMINATION OF AFFILIATION

A participating institution in any DALNET membership group may terminate its affiliation as provided in its individual contractual agreement with WSU. Upon termination of its DALNET Online System Agreement with WSU, a Member Institution forfeits its membership in DALNET. The resignation or termination of a participating institution in any DALNET membership group for any reason shall not relieve that institution from the obligation to discharge all obligations due and payable by it to WSU, including obligations undertaken for the period immediately preceding the effective date of the resignation or termination.

Approved February 24, 1993

Revised 1998