

# **HBCU Library Alliance**

## **Bylaws**

### **Article I. Name**

The name of the organization shall be the **HBCU Library Alliance**.

### **Article 11. Purpose and Vision**

Established October 29, 2002 in Atlanta, Georgia, the HBCU Library Alliance supports the collaboration of information professionals dedicated to providing an array of resources designed to strengthen HBCUs and their constituents.

The purpose of the HBCU Library Alliance is exclusively charitable and educational as set forth in the Articles of Incorporation. In pursuing such purposes, the Alliance shall not act so as to impair its eligibility for exemption under Section 501C (3) of the IRS Code of 1986, as amended. (Amended May 2009)

### **Article III. Membership**

(Amended October 2012)

#### **a. Members**

The membership in the HBCU Library Alliance is open exclusively to the libraries at HBCUs so designated by the White House Initiative on HBCUs and to schools of library and information science at HBCU institutions. The membership is institutional. Members in good financial standing enjoy the benefits of membership as defined. There is an affiliate category for those members who do not meet the financial obligations. These members will not be eligible to enjoy the full benefits of membership. (Amended May 2009) (Amended October 2012)

#### **b. Rights and Privileges**

Each member library in good financial standing shall be entitled to one vote in all matters submitted to a vote of the members of the HBCU Library Alliance, to be cast by the library dean/director or the designee. (Amended May 2009)

#### **c. Fees**

There will be an annual membership fee, payable at the beginning of the HBCU Library Alliance fiscal year. Members who have not paid their fees within one year shall lose their voting rights and other privileges until such fees are paid. No member may assume office unless membership dues are current. Likewise, Board members and committee representatives from member institutions one year in arrears cannot continue service. (Amended May 2009) (Amended October 2012)

#### **d. Resignations**

Any library desiring to resign from the HBCU Library Alliance may submit its resignation to the Board in writing. Such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments, or other charges accrued and unpaid. (Amended May 2009)

#### **e. Reinstatement**

On written request and fulfillment of outstanding financial obligations, the Board of Directors, by the affirmative vote of a majority of Directors present and casting votes, may reinstate a member to membership on such terms as the Board may deem appropriate. (Amended May 2009) (Amended October 2012)

#### **Article IV. Membership Meetings (Amended October 2012)**

##### **a. Meetings**

Meetings of the membership shall be conducted at times and places as determined by the Board of Directors for the purpose of transacting business. (Amended May 2009)

##### **b. Quorum**

The quorum will be a simple majority of the members participating in the membership meeting. (Amended May 2009)

##### **c. Participation**

Membership Meetings are open to all member libraries. Voting is limited to the library dean/director or designee of members in good financial standing. (Amended May 2009)

##### **d. Meeting Notification**

Notice of the meeting and the agenda will be communicated to the membership at least 60 calendar days in advance. (Amended May 2009)

#### **Article V. Governance / Board of Directors (Amended October 2012)**

##### **a. The Board of Directors**

The Board of Directors shall be the governing body of the HBCU Library Alliance. The Board shall consist of representatives from: two public institutions, two private institutions, one two-year institution, and one 1890's institution; three at-large positions and the past-chair position. At-large positions are representatives from any HBCU institution and have the same privileges as other board members. Board members may serve non-consecutive terms but may serve no more than two consecutive ones. The Chair and Vice-Chair may serve non-consecutive terms but may serve no more than two consecutive terms. The Board may invite a faculty member of an HBCU school of library and information science or other individuals to serve in an ex-officio, non-voting capacity. Board members are elected from a slate of candidates prepared by the nominating committee. In addition, from time to time, the Board can create ex-officio positions based on strategic need. (Amended May 2009) (Amended October 2012)

##### **b. Board Meetings**

The Board of Directors will meet at least three times each fiscal year at places and times as determined by the Board. Any Director may participate in a meeting of the Board or any committee thereof by means of a conference telephone or similar communications equipment. Board meetings are open to members in good financial standing. (Amended May 2009)

##### **c. Governing Authority**

The Board shall propose policy for the HBCU Library Alliance based on issues that are brought before the Board. A majority shall constitute a quorum of the Board of Directors. (Amended May 2009)

**d. Officers**

The officers of the HBCU Library Alliance shall be the Board Chair, Vice-Chair, Treasurer, Secretary and Past Chair. Officers will be elected by the Board from the Board membership. No officer may serve more than two consecutive terms. The officers comprise the Executive Committee. (Amended July 2011) (Amended October 2012)

**e. Officer Roles and Responsibilities**

The Chair shall be the official spokesperson and representative of the organization. Other duties include:

1. chair the Executive Committee
  2. serve on the Fundraising Committee
  3. preside over Board and membership meetings
  4. serve as Ex Officio member of all Standing Committees
  5. appoint all committee members
  6. develop the meeting agenda
  7. develop the annual report for the organization
- (Amended July 2011)

The Vice-Chair shall serve as Chair in the absence of the Board Chair. Other duties include:

1. assume the role of Chair when the Chair's term ends
  2. serve on the Fundraising Committee
  3. assist the Board Chair by representing the Alliance at meetings upon request
- (Amended July 2011) (Amended October 2012)

The Secretary shall:

1. record and distribute minutes of meetings of the membership, Board and executive committees
2. transfer all minutes to the HBCU Library Alliance web site and the Archives for the HBCU Library Alliance
3. handle correspondence as required
4. maintain membership roster

The Secretary may be assisted in the prescribed duties by HBCU Library Alliance staff members. (Amended May 2009)

The Treasurer shall:

1. serve as liaison to the fiscal agent for the organization
2. serve on the Fundraising Committee
3. provide complete financial reports to the Board and the full membership
4. assure that accurate accounts of receipts and disbursements are maintained

The Treasurer may be assisted in the prescribed duties by HBCU Library Alliance staff members. (Amended July 2011)

The Past Chair shall:

1. serve as chair of the Fundraising Committee
2. serve as a voting member of the Board
3. provide advice and continuity for organizational business  
(Amended July 2011)

#### **f. Elections and Terms of Office**

Board members shall be elected to serve for three years. Officers of the Board, including the Past Chair, shall serve for two years. The Board term of service for officers may be extended to a fourth year to serve the balance of their term. Notwithstanding any other provision contained in these Bylaws, an officer of the organization who is serving as a member of the Board of Directors may continue to serve as a member of the Board until the expiration of the officer's term, despite the fact that the individual's normal, three-year term as Director may have expired. Board members may be elected to a second sequential term. (Amended July 2011)

#### **g. Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

#### **h. Removal**

Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the organization would be served.

### **Article VI. Committees (Amended October 2012)**

The Board may establish one or more committees to consist of one or more directors or other individuals. Unless otherwise determined by the Board, or set out in these Bylaws, the Board Chair shall appoint all committee members. Any member in good standing is eligible to serve on committees. All recommendations and minutes of Committee meetings shall be forwarded to the Board of Directors for approval and action. (Amended May 2009) (Amended October 2012)

#### **a. Bylaws Committee**

The Bylaws Committee shall review the bylaws and make suggestions for revisions to the Board. Amendments must be made by vote of the membership.

#### **b. Digital Initiatives Committee**

The Digital Initiatives Committee is responsible for monitoring and recommending projects and policies that govern the selection, implementation, interpretation, distribution and management of all digital initiatives including the strategic and long term planning to insure both the sustainability of all digital projects and the vision for future digitization activities of the HBCU Library Alliance and partners of the Alliance. (Amended May 2009)

#### **c. Nominating Committee**

The Past-Chair shall serve as Chair of the nominating committee consisting of three members. It shall be the duty of this committee to solicit interest, and prepare the slate of candidates for the open Board positions. Additional nominations shall be permitted. (Amended May 2009)

**d. Outreach/Publicity Committee**

The Outreach/Publicity Committee shall promote, inform and build awareness of organization activities within the membership and for identified communities and partners.

**e. Planning and Development Committee**

The Planning and Development Committee shall plan and consider future priorities and initiatives of the organization.

**f. Budget and Finance Committee**

The Budget and finance committee shall have the responsibility of developing an annual operating budget for the HBCU Library Alliance together with the Treasurer, based on proposals from the Board of Directors and the Planning and Development Committee. The budget will be approved by the Board of Directors. The committee will work closely with the Treasurer and review reports of the fiscal agent for the organization.

**g. Fundraising Committee**

The Fundraising Committee shall develop and foster relationships with funding agencies, seek out and secure new grants and funding sources. (Amended July 2011)

**Article VII. Bylaws and Governance  
(Amended 2012)**

**a. Bylaws**

Amendments to these bylaws may be made by a two-thirds majority vote of all those casting votes by mail or electronic ballot or at any duly convened meeting of members, providing that the proposed amendment shall have been sent to each at least 30 days in advance of such balloting. (Amended May 2009) (Amended October 2012)

**b. Parliamentary Procedure**

All matters of procedure at any meeting of the Board of Directors, and committee, or the membership shall be governed by Robert's Rules of Order (latest edition). These rules of order may be suspended by a vote of two-thirds of the voting representatives present.

**c. Electronic Communications**

Any action which may be done, or is required to be done, in writing under these bylaws, including casting ballots and meeting notices, shall be valid if sent and received by electronic mail. (Amended May 2009)

**Article VIII. Finances and Records  
(Amended October 2012)**

**a. Dues and Fees**

Each member shall be assessed annual membership dues. The Board of Directors shall establish an annual membership fee and other fees as needed.

**b. Fiscal Year**

The fiscal year of the HBCU Library Alliance shall commence July 1st of each year and end June 30th of the following year.

**c. Finances**

The HBCU Library Alliance shall operate with money received from a variety of funding sources to include membership dues, grants, and contributions to be used by the Board to maintain the organization.

**d. Registration Fees**

The Board reserves the right to assess registration fees to cover the cost of the Membership meeting and/or professional development activities. (Amended May 2009)

**e. Records**

All active records of the HBCU Library Alliance and the Board of Directors, including those of the Chair, shall be maintained at the office of the fiscal agent, LYRASIS, 1438 W. Peachtree NW, Suite 200, Atlanta, GA. Copies of the minutes of the meeting of the Board of Directors shall be sent to each Director of the Board in a timely manner. (Amended May 2009) (Amended October 2012)

**f. Assignment of the Archives**

All archival documents so designated by the Board shall be preserved at the Robert W. Woodruff Library of the Atlanta University Center, permanently designated as holder of the Archives. Archival files, records, minutes, pictures, recordings, and Board member's documents, in various formats pertaining to the HBCU Library Alliance, should be retired by the Executive Director to the Archives annually and at the end of the official terms of officers. (Amended May 2009) (Amended October 2012)

**g. Disposition of Assets**

In the event that the HBCU Library Alliance disbands or becomes otherwise defunct, all remaining funds in the Treasury shall be disbursed in accordance with the Articles of Incorporation. (Amended May 2009)

Original Bylaws adopted December 15, 2003

Amended May 2009

Amended July 2011

Amended October 2012