

Consortium of Academic and Research Libraries in Illinois
Bylaws
Adopted December 2006
Revised By Vote of the Membership June 2008
Proposed Revisions October 2009

1. Organization.

The name of this organization shall be The Consortium of Academic and Research Libraries in Illinois (hereinafter referred to as CARLI or “The Consortium”). CARLI is an unincorporated association, with the University of Illinois acting in the capacity of fiscal and contractual agent under a memorandum of understanding with CARLI.

2. Mission.

The Consortium leads Illinois academic libraries to create and sustain a rich, supportive, and diverse knowledge environment that furthers teaching, learning, and research through the sharing of collections, expertise and programs.

3. Membership.

~~All higher education institutions in Illinois that are recognized by the Illinois Board of Higher Education and that are members of the ILLINET network are eligible for membership in CARLI. There will be three categories of membership: Governing, Associate, and Basic. To become a member, an institution must sign the CARLI Membership Agreement. Members will pay an annual fee to be determined by the Board of Directors of CARLI and will be eligible to access products, services, collections, and development offered by the organization. The CARLI Board of Directors will determine which specific services may be offered to each membership category. The Board of Directors may, at its discretion and in the best interest of the organization, consider petitions for membership by other types of institutions which do not meet the above criteria but have a similar academic or research mission and the potential to contribute to the advancement of CARLI and its members.~~

All higher education institutions in Illinois that are recognized by the Illinois Board of Higher Education and that are members of the ILLINET network are eligible for membership in CARLI. To ensure the effective operation and management of the Consortium, the Board of Directors may establish additional criteria for membership, including but not limited to criteria that apply to libraries that serves for-profit academic institutions.

Libraries serving cultural and research institutions with missions that complement and enhance CARLI’s primary service to academic libraries may petition for membership. The Board of Directors will establish the form of the petition and the criteria for it evaluation. The Board of Directors will act on petitions for membership in the best interest of the Consortium.

There will be two categories of membership: Governing, and Affiliate. To become a member, an institution must sign the CARLI Membership Agreement. Members will pay an annual fee to be determined by the Board of Directors of CARLI and will be eligible to access products, services, collections, and development offered by the organization. The CARLI Board of Directors will determine which specific services may be offered to each membership category. The Board of

Directors may establish differential fees for member libraries that serve for-profit academic institutions. Member libraries that serve for-profit academic institutions may be contractually excluded from products and services offered by and through CARLI.

Each institution participating in the I-Share integrated library management system must maintain a Governing membership. An institution that is accepted for participation in I-Share must hold a Governing membership prior to beginning implementation of the system.

The Board may require an institution to be Governing member in order to obtain access to other systems and services or to participate in programs, as it deems appropriate.

4. Voting Rights.

~~Each Governing Member of CARLI will be entitled to one vote on each matter submitted to a vote of the entire membership. Each Governing Member institution will designate a voting representative for CARLI. Associate Member institutions will have a single voting representative representing the group as a whole.~~

Each Governing Member of CARLI will be entitled to one vote on each matter submitted to a vote of the entire membership. The director¹ of each Governing Member library shall be the voting representative for CARLI.

5. Membership Responsibilities.

While individual member libraries retain autonomy over their own operations, participation in a consortium requires collaboration and commitment to the consortium. As a consideration for acceptance and continuation of ~~any level of~~ membership in CARLI members must agree to abide by the terms and conditions of the CARLI Membership Agreement and any other subsidiary agreements governing participation in a specific CARLI service.

6. Changes in Membership Categories.

- ~~a. A member institution may choose to move to a fuller membership level. Such a change requires submitting a new, signed membership agreement specifying the desired change to the CARLI office.~~
- ~~b. A member institution may choose to move to a lesser membership level. Such a change requires six month advance notification in writing to the CARLI Executive Director, and the submission of a new, signed membership agreement specifying the desired change to the CARLI office.~~
- a. A member institution may change its membership level effective on the first day of each fiscal year (July 1). Changes in membership category are subject to the restrictions of

¹ A library's director is defined as the person who is operationally responsible for the staff, services, and budget of the library. Titles of eligible individuals include, but are not limited to Director, Dean, Chair, or Head Librarian.

Section 3 of the Bylaws. Such a change requires submitting a new, signed membership agreement no later than June 1 (30 days) prior to the effective date of the proposed change in status.

- b. When a member institution changes membership levels, the institution is eligible for services offered to members of the new membership level.

7. Termination of Membership.

- a. ~~Any member may resign by notifying the Executive Director in writing by December 31 in the fiscal year before the separation is to take effect. All separation will occur on June 30th of the fiscal year in which the termination takes place. The separating institution is and will continue to be responsible for any financial obligation incurred during its entire membership period.~~
- b. ~~The Consortium may terminate a member of the consortium for cause with written notice a minimum of 180 days before the end of the fiscal year in which the termination would take place. The separating institution is and will continue to be responsible for any financial obligation incurred during its entire membership period.~~

a. Any member may resign its membership in the consortium by notifying the Executive Director in writing by December 31. Termination of membership takes effect on June 30th (6 months) following the member institution's notification of intent to terminate. The terminating institution is and will continue to be responsible for any financial obligation incurred during its entire membership period.

b. The Consortium may terminate a member of the consortium for cause with written notice by December 31. Termination of membership takes effect on June 30th (6 months) following the consortium's notification of intent to terminate. The terminated institution is and will continue to be responsible for any financial obligation incurred during its entire membership period.

8. Relationship to the Host Institution.

The University of Illinois acts in the capacity of fiscal and contractual agent for CARLI. A Memorandum of Understanding governs the relationship between CARLI and the Host Institution.

9. Governance.

- a. Board

The Board of Directors oversees the affairs of CARLI except those reserved for the entire membership. The Board will set strategic direction; review and approve

the detail and the total of the organizational budget each year; advise and give recommendation on the hiring and evaluation of the Assistant Vice President and Executive Director; and provide advice and input to the University of Illinois in matters relating to the Consortium.

b. Board Membership

~~Members of the CARLI Board of Directors will be elected to three-year terms by the membership. The Board will consist of thirteen voting members:—~~

~~Twelve voting members will be elected by the Governing Member institutions: three from public universities, three from private colleges and universities, three from community colleges, and three at large. These voting members must be employed by a Governing Member library.~~

~~One voting member will be elected at-large from the group of Associate Member institutions and will represent the interests of that group to the Board of Directors.~~

~~Ex-officio members of the Board will include the Assistant Vice President and Executive Director, a representative from the Illinois State Library, a representative of the IBHE, and the Past Chair of the Board. None of these ex-officio members will have voting privileges, except when the Past Chair is also an elected voting member of the Board of Directors. In such cases he or she shall retain all privileges, including voting privileges, associated with being an elected voting member. Four members will rotate off the Board each year. Members will be eligible to serve up to two consecutive terms.~~

The Board will consist of twelve voting members:

~~Elected members: Nine voting members will be elected by the Governing Member institutions: three from public universities; three from private colleges, universities, and research libraries; and three from public community colleges. A voting member must be the director of a Governing Member library.~~

- ~~○ One member in each category shall be elected annually for a three year term.~~
- ~~○ Elected members will be eligible to serve up to two consecutive terms for a total of six years.~~

~~Appointed members: Three voting members will be appointed annually by the elected members of the Board: one from public universities; one from private colleges, universities, and research libraries; and one from public community colleges.~~

- Subsequent to the annual election of Board members and prior to the beginning of the next fiscal year (July 1), the three elected representatives (one newly elected/re-elected and two continuing) of each constituency group will meet and, in consultation with the CARLI Executive Director, appoint one additional member from their respective constituency group to serve a one year term on the Board of Directors.
- An appointed Board member may be reappointed twice, for a total of three years.
- An appointed member must be the director of a Governing Member library.
- An appointed member may seek nomination for election to a regular three year term subsequent to his/her appointed term(s).
- Combined service on the Board of Directors by appointment and election shall not exceed six (6) consecutive years.

Ex-officio members of the Board will include the Assistant Vice President and Executive Director and a representative from the Illinois State Library. Neither of these ex officio members will have voting privileges.

c. Board Officers

~~The officers of the Board of Directors will be a Chair, Vice Chair/Chair Elect and a Past Chair. The Chair and Vice Chair will be elected by and from the Board of Directors. The officers, named above, will comprise an Executive Committee, along with the Assistant Vice President and Executive Director as ex-officio, nonvoting. The Board Chair will serve a one-year term. The Vice-Chair/Chair Elect will serve for one year as Vice-Chair/Chair Elect. After the one-year term as Chair is completed, the Board Chair will serve an additional one-year term as ex officio Past Chair.~~

The officers of the Board of Directors will be a Chair, Vice Chair/Chair Elect and a Past Chair. The Chair and Vice Chair will be elected by and from the Board of Directors. The officers, named above, will comprise an Executive Committee, along with the Assistant Vice President and Executive Director as ex-officio, nonvoting. The Vice-Chair/Chair Elect will serve for one year and then become Chair. The Board Chair will serve a one-year term. After the one-year term as Chair is completed, the Board Chair will serve a one-year term as Past Chair.

If the term of the individual becoming Past Chair has expired, he/she will continue to serve on the Board and on the Executive Committee, ex officio, retaining his/her voting rights on all matters that come before the Board.

d. Board Organization

The Board of Directors will establish such committees and task forces that it deems necessary to support the operational and programmatic activities of the Consortium. Committees and task forces will assist the staff in the development, implementation, operation, and evaluation of programs and services, provide the Board with advice and recommendations related to policy, management, fiscal, and on other matters that require the Board's attention.

The Finance Committee provides the Board with recommendations related to annual budget requests, the annual budget, the annual financial performance report, and any other financial matters that require the Board's attention. The Finance Committee is composed of four Board members, one from public institutions, one from private institutions, one from community colleges, and one at large. The Past Chair is the chair of the committee.

The Personnel Committee provides the Board with recommendations and input into the recruitment, compensation and evaluation of performance of the Assistant Vice-President and Executive Director. The Board, in turn, provides its recommendations to the University of Illinois. The Committee may also provide the Board with recommendations and input into any other personnel matters that require its attention. The Personnel Committee is composed of four Board members, one from public institutions, one from private institutions, one from community colleges, and one at large. The Vice-Chair/Chair Elect is the Chair of the Committee.

e. Board Meetings

The CARLI Board of Directors will meet quarterly during each fiscal year (July 1 – June 30). It is empowered to call additional meetings when needed. A simple majority of voting members shall constitute a quorum at each meeting called to conduct business. Voting members participating by teleconference (telephone or video) shall be counted in the establishment of a quorum, and shall have voting privileges. No substitutes or proxies shall be allowed in the place of an absent ~~elected representative~~ voting member of the Board. With permission of the Board, non-members of the Board may participate in activities of the Board as it sees fit.

f. Membership Meetings

The CARLI Board of Directors will arrange and preside at an annual meeting, open to staff of all member libraries. The Board will also arrange and preside at an annual assembly of the directors of all member libraries or their designates.

g. Board Elections

A nominating committee appointed by the Board of Directors will solicit nominations for the ~~four~~ three elected Board positions each year. Voting may be by electronic or paper ballot. ~~Nominees must run for one position only.~~ The nominating committee will oversee elections to fill vacant positions with 6 months or more left in their terms. Vacant positions with fewer than 6 months left in the term will be filled by appointment of the Board.

10. Amendments.

These Bylaws may be amended or rescinded by two-thirds of ~~those Voting representatives of~~ Governing Member institutions (as defined in Section 3) casting an affirmative vote ~~a mail ballot~~ on any properly proposed and considered amendment as specified in this Article of the Bylaws.

a. Amendments

Amendments may be proposed in writing by the Board of Directors or by a group representing at least ten Governing Member institutions.

b. Discussion

Any proposed amendment must be discussed at a Board of Directors meeting (and must have appeared on the agenda for the meeting) and will be distributed to all Governing Member institutions for their consideration, accompanied by a Board rationale and recommendation.

c. Adoption

~~A ballot containing the proposed amendment, including a summary of discussion by the Board of Directors, shall be mailed to each voting representative of a Governing Member institution. The time of beginning and closing of the ballot and the reporting of the results shall be fixed by the Board. A simple majority of voting representatives must return ballots before votes can be tallied. A two-thirds affirmative vote of the voting representatives of Governing Member institutions who return their ballots properly filled in and on time shall be required to amend or rescind any portion of the Bylaws.~~

A ballot containing the proposed amendment, including a summary of discussion by the Board of Directors, shall be provided to each director of a Governing Member institution. The time of beginning and closing of the ballot and the reporting of the results shall be fixed by the Board.

11. Parliamentary Authority.

In the absence of provisions in these Bylaws, the provisions of the latest edition of The Standard Code of Parliamentary Procedure, commonly called Sturgis, shall be the parliamentary authority.

12. Archives.

The archives of CARLI will be held in the Archives of the University Library of the University of Illinois at Urbana-Champaign.