

BYLAWS

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. 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 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.

4. **Voting Rights.**

Each member of CARLI will be entitled to one vote on each matter submitted to a vote of the entire membership. Each member institution will designate a voting representative for CARLI.

5. **Membership Responsibilities.**

- a. All members are responsible for the annual fee and costs associated with individual programs they may select for institutional use.
- b. Members are expected to participate fully in resource sharing, including interlibrary loan.
- c. Each member of the Consortium is expected to participate actively in its governance and committees and to meet certain financial and other membership obligations.

- d. Each member shall meet and remain in compliance with membership standards and requirements set by the Consortium.
- e. The Consortium will establish service agreements for all member institutions and, at its discretion, may establish service agreements or other contractual means to extend selected services to non-member libraries.
- f. Each member shall provide and maintain at its expense, sufficient, current standard-compliant computer hardware, software and local institutional network links for access to consortial services. These standards shall be based on recommendation of the staff of the Consortium and approved by the Board of Directors.
- g. Each member shall employ and retain a sufficient number of staff to operate effectively and within all consortial standards for timely provision of service. Member institutions are expected to keep their staffs up-to-date on all consortial policies, practices and systems that are applicable to their jobs.
- h. Each member shall be responsible for the acts or omissions of its officers or employees arising out of or in connection with the performance or obligations of this agreement.
- i. Each member shall refrain from the infringement or unauthorized use of consortially licensed software products or unauthorized disclosure of proprietary confidential information. Each member will be responsible for compliance with copyright, fair use provisions and shall assume responsibility for any loss, liability, or expense arising from violations of this legal obligation.
- j. Each member shall continue to invest in developing and maintaining the intellectual content of its collection appropriate to the mission of the institution.

6. 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.

7. 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.

8. 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 12 voting members, three from public universities, three from private colleges and universities, three from community colleges, and three at large. Voting members of the Board must be employed by a member library. 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.

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, non-voting. 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.

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 bimonthly throughout the year. 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. 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 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.

9. Amendments.

These Bylaws may be amended or rescinded by two-thirds of those Voting representatives of member institutions (as defined in Section 3) casting 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 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 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 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 member institutions who return their ballots properly filled in and on time shall be required to amend or rescind any portion of the Bylaws.

10. 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.

11. Archives.

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