

Consortium of Academic and Research Libraries in Illinois
Bylaws
Adopted December 2006
Revised by Vote of the Membership June 2008
Revised by Vote of the Membership December 2009
Revised by Vote of the Membership May 2019

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 Host Institution Agreement with CARLI.

2. Mission.

The Consortium of Academic and Research Libraries in Illinois empowers Illinois academic and research libraries to create and sustain a rich, supportive, and diverse knowledge environment that furthers excellence in teaching, learning, research, and innovation in order to serve students, faculty, and researchers. As a collective, CARLI adds value to member libraries of all types, sizes, and missions by sharing costs, collections, expertise, programs, products, and services.

3. Membership.

a. Eligibility

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.

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.

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 serve for-profit academic institutions.

b. **Membership Categories and Benefits**

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 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, and those libraries 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 a Governing member in order to obtain access to other systems and services or to participate in programs, as it deems appropriate.

4. Membership Voting Rights.

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 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 change its membership level effective on the first day of the next fiscal year (July 1). Changes in membership category are subject to the restrictions of Section 3 of the Bylaws. Such a change requires submitting a new, signed CARLI Membership Agreement no later than June 1 (30 days) prior to the effective date of the proposed change in status.

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.

- 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 its membership in the Consortium by notifying the CARLI Senior Director in writing by December 31. Termination of membership takes effect on June 30 (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 30 (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. Partner Organizations.

CARLI may pursue opportunities to provide products and/or services to other Illinois libraries or organizations whose missions complement and enhance CARLI's mission. The Board of Directors will establish the parameters and evaluation criteria of these partnership opportunities, and will regularly evaluate ongoing partnerships to protect the best interests of the Consortium.

9. Relationship to the Host Institution.

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

10. Governance.

- a. Board of Directors

The Board of Directors oversees the affairs of CARLI except those activities reserved for the member institutions. The Board of Directors 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 CARLI Senior Director, and provide advice and input to the University of Illinois in matters relating to the Consortium.

b. Board of Directors Membership

The Board of Directors 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's 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 of Directors: 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 Senior Director, appoint one additional member from their respective constituency group to serve a one-year term on the Board of Directors.
 - An appointed Board of Directors member may be reappointed twice, for a total of three years.
 - An appointed member must be the director of a Governing member's 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/or election shall not exceed six (6) consecutive years.

Ex officio members of the Board of Directors will include the CARLI Senior 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 at the first meeting following the annual Board election. In the case of a

tie vote, the Vice Chair shall be determined by lot conducted by the CARLI Senior Director

The officers, named above, will comprise an Executive Committee, along with the CARLI Senior 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 of Directors 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 Executive Committee is advisory to the Chair and to the Board of Directors on scheduling agenda topics and preparing information for the Board's review and action. The Committee is authorized to act on behalf of the Board on any urgent matter requiring Board approval, unless a regular or special meeting of the Board is scheduled to take place within 48 hours.

The Finance Committee provides the Board of Directors 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 of Directors with recommendations and input into the recruitment, compensation and evaluation of performance of the CARLI Senior Director. The Board, in turn, provides its recommendations to the University of Illinois. The Committee may also provide the Board of Directors 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 of Directors Meetings

The 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 voting member of the Board. With permission of the Board of Directors, non-members of the Board may participate in activities of the Board as it sees fit.

f. Membership Meetings

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

g. Board of Directors Elections

A Nominating Committee appointed by the Board of Directors will solicit nominations for the three elected Board positions each year. Voting may be by electronic or paper ballot. 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 may be filled by appointment of the Board of Directors.

11. Amendments.

These Bylaws may be amended or rescinded by two-thirds of Governing member institutions (as defined in Section 3) casting an affirmative vote 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 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.

12. 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.

13. Archives.

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