

LIBRARY CONNECTION, INC.

BY-LAWS

As Amended December 11, 2015

Article I - Name

The name of this organization shall be Library Connection Inc., incorporated under the Non-Stock Corporations Laws of the State of Connecticut. It is hereinafter referred to as Library Connection. A representative appointed by each Full Member library shall serve as a Director on the Board of Directors (herein referred to as the Board) for Library Connection.

Article II - Purpose

The purposes of Library Connection shall be: (1) to provide and extend quality library services through the creation of a computerized shared patron and bibliographic database and to provide certain services dependent thereon; (2) to serve the needs of its member libraries and member library associations and to aid in the development of interlibrary cooperation and resource sharing; and (3) to carry on any business permitted by the laws of the State of Connecticut to a corporation organized under provisions of Chapter 602 of Title 33 of the General Statutes authorizing non-stock corporations.

Article III - Membership

Section 3.1 FullMembers

Any non-profit community, cultural, or educational library or its parent organization that has paid appropriate dues assessed annually and is committed to its mission may become a Full Member of Library Connection.

Libraries may make written application to Library Connection and, upon signing a Membership Agreement and paying assessed dues as determined from time to time by the Board, such library or organization shall become a full voting Full Member.

Section 3.2 Non-Voting Member

Any non-profit community, cultural, or educational library or its parent organization that has paid appropriate dues assessed annually and is committed to its mission may become a Non-Voting Member of Library Connection.

Libraries may make written application to Library Connection and, upon approval of the Board, and paying assessed dues, such library or organization shall become a Non-Voting Member with access to various programs, with the exception of the ILS service, as determined by the Board of Directors from time to time.

Non-Voting Members may not be elected to the Board.

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Section 3.3 Dues and Fees

The scale of dues and fees for Full Members and Non-Voting Members shall be recommended by the Finance Committee and adopted by the majority vote of the Board.

Section 3.4 Termination of Membership

The Board of Library Connection may terminate service to any Full Member or Non-Voting Member that fails to pay its fees, ceases to exist, or breaches any other by-law and fails to remedy the situation within ninety (90) calendar days after written notice from Library Connection.

A library may terminate its participation in Library Connection at any time, entirely at its discretion, by giving at least six (6) months prior written notice to Library Connection. Library Connection may not terminate any service to any Full Member or Non-Voting Member without cause, unless it terminates furnishing the same service to all Members pursuant to a decision of the Board, or in compliance with the terms of any applicable Member Agreement.

At the time of termination, the former Full Member or Non-Voting Member library will have no right to withdraw the data it input into Library Connection, if any. Upon request and solely at the expense of the library, Library Connection will make a good faith effort to assist the library in obtaining a copy of its data in the Library Connection system. Whenever termination takes place within a fiscal year, the library will receive no refund of the annual dues.

Article IV – Board of Directors

Section 4.1 Composition

As provided in Section 33-1083 of the Connecticut General Statutes, the Board of Directors shall consist of a designated representative of each Full Member, who shall be so designated at the Annual Meeting.

Section 4.2 Compensation of Board Representatives and Officers

Directors and officers shall receive no compensation for the execution of their duties or through employment by the organization.

Section 4.3 Powers of the Board

The Board shall have the power to elect their officers; adopt policies; authorize the Library Connection annual budget; and set the membership standards, membership fees and dues, and any assessments to be charged to all Full Members or Non-Voting Members. The Board shall have the power to amend these By-Laws in accordance with the provisions of Article IX.

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Article V. – Officers

The officers of Library Connection shall consist of a President, a Vice President/President Elect, and a Secretary.

Section 5.1 Nomination and terms.

The slate of officers shall be proposed by the Governance Committee to the Board and voted on at the Annual Meeting. The term of office is one (1) year. No officer may serve more than three (3) consecutive full terms in that office.

An officer may be removed from office, with or without cause, by the affirmative vote of a majority of the Board. Any officer may resign by delivering a written resignation to Library Connection at its principal office.

The Board may fill a vacancy in any office arising from any cause for the remaining portion of the term.

Section 5.2 President

The President shall preside at all meetings of the Board and shall be in charge of and direct the business of Library Connection under the control of the Board. The President shall serve as a full voting Member of the Governance Committee.

Section 5.3 Vice President/President Elect

The Vice President/President Elect shall assist the President in the performance of the President's duties and shall carry out the duties of the President whenever the President is unable to perform them. The Vice President/President Elect shall serve as a full voting Member of the Finance Committee.

Section 5.4 Secretary

The Secretary shall keep or oversee the keeping of the minutes of the meetings of the Board and shall assure that notice of these meetings is given when notice is required. The Secretary shall keep all the books, records, and papers of the organization except those kept by another person authorized to keep them by resolution of the Board. The Secretary shall serve as a full voting Member of the Personnel Committee.

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Article VI – Meetings

Membership meetings

Each library that belongs to Library Connection is either a Full Member or a Non-Voting Member of the organization.

A membership meeting is a meeting of all the libraries who are members of Library Connection. This meeting may include many more people from each library than the official representative from that library. At membership meetings, only Full Members shall have the right to vote on any matter brought before the membership.

Board meetings

Each Full Member Library selects a representative to serve as a member of the Board of Directors of Library Connection. A board of directors meeting is a meeting of the appointed representatives (directors) from each Full Member library. These representatives constitute the Library Connection Board of Directors. Although each representative is chosen by an individual library, when serving on the Board of Directors, the Board members act in the best interest of the organization as a whole.

Section 6.1 Agenda

The agenda and other pertinent information for the Board meetings shall be available seven (7) days prior to the regular or special meeting.

Section 6.2 Voting

The presence of three-fifths (3/5) of the total number of Directors on the Board shall constitute a quorum.

If a quorum is not present, the Board may still meet but may not vote.

Each Director shall have one (1) vote at meetings of the Board of Directors.

Voting by Full Member libraries at any Board Meeting shall be by designated individuals. Each Full Member Library shall designate in writing by name or title an official representative and such alternates as they deem appropriate. Such designation shall remain in effect until the Full Member changes such designation in writing.

A Full Member Library may send an unofficial representative to participate in a meeting however they are not eligible to vote.

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Section 6.3 Frequency of meetings

The Board shall meet at least quarterly, the date, time, and place of such meetings to be determined by the Board at the Annual Meeting of the previous fiscal year.

Section. 6.4. Annual meeting

The Annual Meeting shall be held on the same day as the last regular Board meeting of the fiscal year. At the Annual Meeting, each Full Member library shall designate its representative to serve as a director on the Board. This representative will serve until the next Annual Meeting or until the Full Member Library designates another representative.

Section 6.5 Special meetings

The Board may call special meetings as may be necessary or appropriate. Special meetings may be called at any time by the President of Library Connection or upon written application to the President of five (5) or more Directors.

Section 6.5 Virtual meetings

The President also may announce that a regular meeting shall be held by telephone or other electronic means. In both instances, appropriate equipment must be available so that everyone at the meeting can hear every other person participating and, if so, such participation shall constitute attendance at a meeting.

In the event that a Director cannot attend a meeting in person, he/she may participate in the meeting by telephone or other electronic means, as long as he/she requests such participation from the President in advance of the meeting.

In lieu of any regular or special meeting and vote of the Board of Directors, action required or permitted to be taken by the Full Members may be taken without a meeting if each director signs a consent describing the action taken or to be taken and delivers it to the Corporation, and said consent shall have the same force and effect as a vote of the Full Members at a duly called or held meeting. This consent may be made in writing or by electronic means.

Article VII – Committees and Task Forces of the Board

There shall be **five (5)** standing committees of the Board (1) the Executive Committee, (2) Governance Committee, (3) the Finance Committee, ~~and~~ (4) the Personnel Committee and (5) the Technology Committee.

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Section 7.1 Executive Committee

The Executive Committee will consist of the three officers of the Board (President, Vice-President and Secretary), and the Chairs of each of the Standing Committees. The Executive Committee will meet with the Executive Director when needed or requested by the President or the Executive Director. The Committee may refer items to appropriate committees or propose action to the Board.

Article 7.2 Governance Committee

Composition

The Governance Committee shall be made up of a minimum of three (3) Full Members, two of whom must be the President of the Board and the past President of the Board. All Governance Committee members must be Directors. They shall be recruited by the Governance Committee and appointed by the Board. The committee's Chairperson shall be elected by the committee members at the first meeting of the fiscal year and shall serve a term of one (1) year.

General Scope of Responsibilities

The Governance Committee shall be charged with recruiting and nominating Board officers and committee members, monitoring the audit process, revising the Director Handbook, formulating general policies (except those related to finances and personnel), and ensuring that the organization is effective and meaningful to its members.

Frequency of Meetings

Quarterly. More frequently, if needed.

Responsibilities of the Committee

- Recruits and nominates officers, and recruits Full Members for the three standing committees and for potential task forces.
- Serves as the audit committee.
- Proposes policies (excluding those related to finances and personnel) and bring to the Board for approval.
- Monitors the health of Library Connection to ensure that the organization is effective and meaningful to its members
- Assures that each new library director is assigned a mentor from another Full Member library and is provided with a member handbook and orientation to the organization
- Revises the Director Handbook

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Staff Liaison

The Executive Director of Library Connection shall be the staff liaison to the Governance Committee.

Responsibilities of Staff

Provide general support to the committee, as needed.

Section 7.3 Finance Committee

Composition

The Finance Committee shall be made up of three (3) to five (5) Directors, one of whom must be the Vice President of the Board. Committee members other than the Vice President of the Board shall be recruited by the Governance Committee and appointed by the Board Members of the Finance Committee, who may be members of the Board or they may be outside individuals with financial training and/or expertise. Terms of these members shall be staggered so that one-half of the terms expire each year. The committee's Chairperson shall be elected by the committee members at the first meeting of the fiscal year and will serve a term of one (1) year.

General Scope of Responsibilities

The Finance Committee shall be charged with monitoring all of Library Connection's financial operations and formulating the corporation's financial policies.

Frequency of Meetings

Quarterly. More frequently, if needed.

Responsibilities of the Committee

- Reviews the preparation of the annual assessment and budget, having secured requests and estimates from other committees, and presents the annual assessment and the budget to the Member Council for approval.
- Regularly reviews the financial status of Library Connection and presents reports to the Board each quarter.
- Reviews and makes recommendations to the Board regarding all requests from reserve funds.
- Formulates and reviews financial and investment policies and presents recommendations to the Board.
- Monitors investments and assesses the overall performance of reserve funds and meets with financial consultants at least once per year.
- Reviews the purposes of restricted and unrestricted funds.

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- Determines whether the level of reserves is adequate to meet recommended expenditures.
- Determines appropriate levels and types of insurance coverage.
- Adopts and reviews system of internal financial controls and reviews the internal controls document annually.
- Works with the Executive Director and the Financial Officer to ensure that appropriate financial reports are made available to the Board on a timely basis.

Staff Liaisons

The Executive Director and the Financial Officer of Library Connection shall be the staff liaisons to the Finance Committee.

Responsibilities of Staff

Provide general support to the committee, as needed.

Section 7.4 Personnel Committee

Composition

The Personnel Committee shall be made up of three (3) to five (5) Full Members, one of whom must be the Secretary of the Board. Committee members other than the Secretary of the Board shall be recruited by the Governance Committee and appointed by the Board. Members of the Personnel Committee may be Directors or they may be outside individuals with human resources training and/or expertise. Terms of these members shall be staggered so that one-half of the terms expire each year. The committee's Chairperson shall be elected by the committee members at the first meeting of the fiscal year and will serve a term of one (1) year.

General Scope of Responsibilities

The Personnel Committee shall be charged with overseeing all personnel policies and their application, and with conducting the annual evaluation of Library Connection's Executive Director.

Frequency of Meetings

Quarterly. More frequently, if needed.

Responsibilities of the Committee

- Recommends to the Board a candidate to be the Executive Director. The Board will vote to accept or reject the proposed candidate with a two-thirds (2/3) vote of Full Members present. The Executive Director shall serve at the pleasure of the Board, which shall determine his/her compensation and also shall authorize the Executive Director to employ such other staff and employees as needed to conduct the business of Library Connection

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- Evaluates the performance of the Executive Director and presents a written report to the Board on the evaluation. A formal evaluation is required each year by June 15.
- May assist with hiring procedures for management positions.
- Reviews the recommendations of the Executive Director for the annual salary levels to be included with the annual assessment.
- Formulates and reviews personnel policies and presents recommendations to the Board for approval.
- At three (3) year intervals (beginning FY 2011-12), reviews the job descriptions and salary ranges for all positions and recommends adjustments as appropriate for job market conditions.
- At three (3) year intervals (beginning FY 2012-13), reviews and revises the personnel manual (*The Employee Handbook*) and presents its recommendations to the Governance Committee.
- Makes itself available to the Executive Director for counsel and assistance, as needed.
- Makes quarterly reports to the Board.

Staff Liaisons

The Executive Director and the Financial Officer of Library Connection shall be the staff liaisons to the Personnel Committee.

Responsibilities of Staff

Provide general support to the committee, as needed.

Section 7.5 Technology Committee

Composition

The Technology Committee shall be made up of three (3) to five (5) Full Members. The chairman of the committee and at least one other member shall be Directors. The Board reserves the right to appoint others with special expertise, including library employees and community members.

General scope of responsibility

The Technology Committee shall advise the Board and the Director on technology.

Frequency of meetings

At least quarterly. More frequently if needed.

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Responsibilities of the Committee

Identifies emerging technology and may arrange for demonstrations for Library Connection and its members. Recommends new products and/or vendors to the Board. May work with staff to set up RFPs and RFQs and suggest bidding specifications and rating factors. May suggest liaisons with other library or technical groups that would benefit the organization and its members.

Develops a technology plan and revises as needed.

Staff Liaison

The Executive Director of Library Connection shall be the staff liaison to the Technology Committee.

Responsibilities of Staff

Provide general support to the committee, as needed.

Section 7.6 Task Forces of the Board

The need for and the establishment of task forces shall be determined by the Board. Members shall be recruited by the Governance Committee. Individuals serving on task forces need not be Directors or the designated representatives of any member library. The Board reserves the right to appoint others with special expertise, including library employees and community members, to serve on task forces. However, the Chair of any task force must be a member of the Board of Directors and will be responsible for reporting the activities of his/her task force periodically to the full Board.

Article VIII - Year

The fiscal year of Library Connection shall be from July 1 through June 30. The membership year shall be the fiscal year.

Article IX - Amendments

These By-Laws shall take effect upon ratification by the Board. They may be amended, revised, or repealed by the Board with a vote of two-thirds (2/3) of the representatives on the Board, so long as any such amendment, alteration, or repeal has been submitted to the Board of Directors in writing at least thirty (30) days in advance of the meeting at which they are to be voted upon.

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Article X - Dissolution

Library Connection may be dissolved by a vote of two-thirds (2/3) of the Board at a Board meeting and a vote of two-thirds (2/3) of the total number of voting Full Members present at a Membership Meeting. In the event of the dissolution of Library Connection, any assets realized upon liquidation shall be distributed in accordance with a plan of distribution prepared in the manner prescribed in General Statutes Section 33-1170. The plan of distribution should be prepared to comply with Internal Revenue Code Section 501(c)(3).

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Revisions:

- December 12, 2003: Section 6.1 revised to give Treasurer a two year term Section 6.4 revised to restate duties of Treasurer
- December 10, 2004: Section 5.1 revised to expand the board to allow up to four community representatives.
- June 13, 2008: Revised to reflect the elimination of the Treasurer position Section 6.4 of Article IV deleted, and other references to Treasurer removed
- December 11, 2009: Revised to create a distinct Personnel Committee instead of having the Executive Committee Function as a Personnel Committee
- June 11, 2010: Board and Member Council replaced by Member Council, which has become the Board. Number of standing committees reduced to three, Internal Affairs, External Affairs, and Governance. Number of meetings required each year reduced to four.
- June 10, 2011: Sections 4.4, 4.5, 5.3, and 5.4 modified. Committees changed to Governance, Finance, and Personnel. VP made mandatory member of Finance Committee and Secretary mandatory member of Personnel Committee.
- September 14, 2012 Section 4.4 Responsibilities of the Finance Committee modified with the addition that the Committee review and recommend to Member Council all requests for reserve funds
- June 13, 2014 Revised to replace references to “Member Council” with “Board”, and to clarify that alternates are not permitted for Board Director positions. Created Executive and Technology committees and adjusted certain responsibilities of other committees.
- December 11, 2015 Revised to create and distinguish between two classes of membership, voting and non-voting members.