

Bylaws of the Hawaii Library Consortium

Article 1. Name and Location

The name of this organization shall be the Hawaii Library Consortium (hereinafter referred to as "HLC"). The primary service area shall be the State of Hawai'i.

Article 2. Purpose

The purpose of HLC shall be to increase, enhance, and facilitate cooperation among libraries in the State of Hawaii through consortial purchasing of resources, expanding access to resources, and encouraging partnerships between and among member libraries.

HLC shall support training and professional development relative to purchased resources, expanding access to resources, and effective partnerships among member libraries.

Article 3. Membership

- A. Selection. HLC shall give membership priority to not-for-profit, educational, or government libraries located in the State of Hawaii. At the discretion of the Governing Board, a limited number of for-profit libraries and non-profit, non-educational libraries may be admitted for membership, so long as the number of for-profit libraries does not exceed the number of the not-for-profit, non-educational libraries in the total membership of HLC.
- B. Application and Acceptance. A library may apply to become a member of HLC by submission of a letter of request to the President of the Governing Board that articulates that they meet the membership attributes stated in Article 2 and 3 of the Bylaws.
 - 1. An applicant library is elected to membership in HLC by a majority vote of the Governing Board at any regularly scheduled meeting of that Board.
 - 2. New members may be added mid-year on a quarterly basis. Dues and subscription fees, determined by the Governing Board (Article 3, C), are payable upon admittance and will be pro-rated based upon the quarterly admission date.
- C. Core resource access. The core resource provides full-text, web-based periodical databases suitable for public, K-12 school, academic, government and special libraries to which all members are required to share in its cost as determined by the Governing Board, using a membership-approved cost sharing formula, hereafter known as *The FORMULA*. Changes to *The FORMULA* are subject to the ratification by a two-thirds vote of the HLC membership. Such votes are conducted at the General Membership Meeting.

D. Dues and Subscription Fees.

1. Dues (to be determined at a future date) are yearly, commencing July 1 and ending the following June 30.
2. Core resource subscription fees are yearly, commencing July 1 and ending the following June 30. Membership renewals require timely submission of current FTE or enrollment (4th grade and above). Institutions that do not respond by the renewal deadline will have their subscription cost calculated by adding 10% to the previous year's FTE.
3. Other resources. The Board determined the cost sharing for resources subscribed by HLC prior to the establishment of *The FORMULA* based on the resource subscribed. The cost sharing for all new HLC subscriptions will be based on *The FORMULA*. Subscribing to any non-core resource is optional. Members desiring to subscribe to the non-core resource are financially obligated to pay their portion within 90 days of the start of the subscription; access will be removed for non-payment after 90 days.

E. Contact Information. It is the institution member's responsibility that HLC has current, valid contact information which includes the name of its representative and fiscal officer and the billing and email addresses. Changes should be submitted to the Secretary.

F. Resignation and Termination of Membership.

1. A Member institution is responsible for the upcoming fiscal year core resource subscription unless the institution withdraws from continuing participation in HLC for the upcoming fiscal year. Resignation notification is required in by writing to the President of the Governing Board prior to April 1 of the current fiscal year.
2. The membership status of any library may be terminated by a majority vote of the members of the Governing Board for reasons including, but not limited to, non-payment of fiduciary responsibilities within 90 days after the start of the fiscal year. Dues and core resource subscription fees are paid for the July 1 – June 30 subscription year; and are not refunded, returned, or pro-rated for member institutions that drop out after the fiscal year has started.

Article 4. Rights and Interests

Member libraries shall be entitled to receive reports and other communications, publications and services as may be deemed appropriate by the Governing Board. Members shall be given notice of and may attend all Membership Meetings of HLC. All meetings of the Governing Board and committees, except Executive Sessions, shall be open to designated representatives of HLC members. Staff from member institutions may serve on any standing or special committee established by the Governing Board. Designated representatives of member libraries may participate in the governance of HLC by voting at all Membership Meetings and by nomination and election to offices and to the Governing Board.

- A. Governance. Appointed representatives of Member libraries may participate in the governance of HLC by voting at all Membership Meetings and by nominating staff members of Member institutions and/or being elected to offices and to the Governing Board.
- B. Membership Meetings. Members may designate up to three (3) staff members in addition to their appointed representative who shall be given notice of and may attend all Membership Meetings of HLC
- C. Governing Board Meetings. All meetings of the Governing Board, except Executive Sessions, shall be open to appointed representatives and designated staff members of HLC members.
- D. Governing Board and Committees. Staff members from Member institutions may serve on the Governing Board or any standing or special committee established by the Governing Board. Staff members of Member institutions may also volunteer or be appointed to HLC committees.
- E. Communication. Member libraries shall be entitled to receive reports and other communications, publications and services as may be deemed appropriate by the Governing Board.

Article 5. Governing Board

- A. Board Composition. All Governing Board members shall be on a Member institution's staff.
 - 1. Officers: President, President-elect, and Secretary. The person elected President-elect will serve in that office the first year, as President in the second year, and as Secretary in the third year.
 - 2. One (1) representative from each of the following:
 - a. Hawaii State Public Library System (HSPLS) – appointed by the State Librarian and serves at their pleasure.
 - b. Department of Education (DOE) – appointed by virtue of their position in the Office of Curriculum, Instruction and Student Support's School Library Services.
 - c. University of Hawaii libraries – appointed by University of Hawaii Library Council (UHLC) and serves at its pleasure.
 - d. Private K-12 schools – elected by its constituent group for a three (3)-year term.
 - e. Private academic – elected by its constituent group for a three (3)-year term.
 - 3. Three (3) members-at-large – elected by principal library entities for three (3)-year terms.

4. Database Review Committee chair, non-voting member.
5. The State Librarian of the Hawaii State Public Library System shall be an ex-officio, non-voting member.

B. Duties of Officers.

1. The President will conduct all meetings of HLC and serve as the official representative of HLC.
2. The President-elect conducts meetings in the absence of the President and assumes the role of HLC representative when designated by the President. The President-elect shall succeed to the office of President in the event of vacancy of that office. Time served due to an early vacancy does not count against the President-Elect's term as President.
3. The Secretary is responsible for all HLC correspondence including the writing and distribution of all meeting minutes. The Secretary maintains written record of HLC actions and activities. The Secretary is in charge of the membership list and updates it as needed in a timely manner.

C. Duties of the appointed and elected representatives

- a. Keep their institution or constituent group informed of matters including funding support before the Governing Board via all available means of communication.
- b. Maintain contact information for their institution or constituent group. Any changes should be conveyed as soon as possible to the administrator of the email distribution lists.

D. Conduct of Business. The Governing Board shall consider all matters and devise all policies necessary for the operation of HLC and shall enforce and uphold and implement appropriate rules and procedures with exclusive authority over all matters not reserved to the authority of the Member institution's administration or to the individual libraries. Decisions to purchase products and services for HLC will be made by a vote of the General Membership.

E. Parliamentary Authority. The latest edition of *Robert's Rules in Plain English* will be used in the conduct of business.

F. Elections.

1. Election of President-elect and At-Large Board Members. The General Membership shall elect the President-elect and at-large board members to serve on the Governing Board. General Membership is defined as the principal library entity holding membership in HLC. As such, each entity has one vote for election of the President-elect and at-large board members. Terms of office commence on July 1 and end on June 30 of the third year. Elections are conducted in the month of April preceding the

- terms of office. The election of a President-elect will occur every year. The election of one (1) member-at-large for a three-year (3-year) term will occur each year. Voting by electronic mail or other authorized means of electronic transmissions as well as proxy votes in writing are allowed as long as complete secrecy of the ballot is maintained.
2. Election of Board Members of Constituent Groups. Each constituent group shall elect its own representative. The election of private K-12 and private academic library representatives will occur every three (3) years. Terms of office commence on July 1 and end on June 30 of the third year. Voting by electronic mail or other authorized means of electronic transmissions as well as proxy votes in writing are allowed as long as complete secrecy of the ballot is maintained.
- G. Special Elections. Special elections will be conducted to fill any vacated Governing Board member's seat for the remainder of that member's term of office as soon as possible. If the vacancy is for a private K-12 or private academic library representative, the appropriate constituent Member libraries will vote to fill the position. If the vacancy is for an officer or at-large position, the General Membership, as defined by Article 5. E. 1. above, will vote to fill the position. Voting by electronic mail or other authorized means of electronic transmissions as well as proxy votes in writing are allowed as long as complete secrecy of the ballot is maintained.
- H. Meeting Attendance of Board Members. Each board member is responsible for attending board meetings and for ensuring that the Governing Board has current, valid contact information.
- I. Resignations and Removal of Board Members
1. Any board member may resign at any time by giving written notice to the President or to the Secretary. Such resignation shall take effect at the time specified therein or, if no time be specified, then on delivery.
 2. An elected member is deemed to have resigned from the Governing Board after three (3) consecutive unexcused absences.
 3. Any board or committee member who leaves a Member institution and is no longer associated with any Member institution is hereby deemed to have effectively resigned from their position.
 4. In the event a board member resigns or is removed from the Board as provided herein, the entire Governing Board shall be notified of the resignation or removal as quickly as possible.

Article 6. Meetings

A. Time and place

1. Governing Board

- i. Meetings will be held at least quarterly during each fiscal year from July 1 through June 30 at dates and places set by the Governing Board. Meetings may be in person or via web conferencing, videoconferencing, or telephone conference call.
- ii. The President will disseminate to the board and Member institutions the agenda seven (7) days prior to the board meeting.
- iii. The Secretary will disseminate to the board members the minutes fourteen (14) days prior to the board meeting.
- iv. In the event that any Board member cannot attend a Board meeting, that Board member may have an alternate from the same representative group to take his or her place at the meeting by sending a written confirmation by electronic mail or other electronic transmission to the Board President, at least twenty-four (24) hours prior to the meeting. The alternate may attend but may not vote. This applies to both regularly scheduled Board meetings and special Board meetings.

2. HLC General Membership

- i. Meetings will be held at least once a year at a date and place set by the Governing Board.
- ii. Notice of all meetings shall be communicated to members by the President at least fourteen (14) days prior to the meeting.

B. Executive session. Notwithstanding any other provisions of these Bylaws, at the discretion of the presiding officer, the Board or any committee thereof may meet in executive session to transact any business with only voting Board members/committee members and their invited guests in attendance.

C. Quorum. For the Governing Board a quorum is half of the total Board members plus one member. For the HLC General Membership Meetings a quorum is one-third of the total principal entity libraries. Written proxy votes are allowed. When a quorum is not met, only an informational meeting will be held. A voting meeting will be rescheduled within thirty (30) days.

D. Voting.

1. The appointed representative or signed and dated proxy of a HLC member institution is entitled to vote. Voting allocations will be based on the institution's FTE (Full Time Equivalent) and is determined as follows:

<u>Institutions' FTE</u>	<u>Voting Allocations</u>
With fewer than 200 enrolled	1
With 200 but fewer than 1,000	2
With 1,000 but fewer than 3,000	4
With 3,000 but fewer than 10,000	8
With 10,000 but fewer than 25,000	12
With 25,000 but fewer than 50,000	16
With 50,000 and more	20

The voting allocation for The University of Hawaii System, the principal library entity, is based on the total FTE of all member institutions of the System.

2. A simple majority vote of the Governing Board or the General Membership members present shall constitute official action taken unless specified otherwise.

Article 7. Committees.

All committees of the HLC are established by the Governing Board. The Governing Board may establish additional standing or special committees as needed, and will determine committee charge, membership composition, length of appointment, and selection of chair and committee members. All committee members shall be on a Member institution's staff. The Governing Board shall eliminate standing or special committees when the need ceases to exist.

- A. Communications Committee. This committee develops and manages the HLC email distribution list and website. It includes the administrator of the HLC email distribution list and website and other members.
- B. Database Review Committee. This committee arranges trial subscriptions, vendor presentations, analyzes vendor packages, and makes recommendations to the Governing Board. This committee also serves as the facilitator for special interest groups (Academic, High Schools, etc.) who wish to coordinate their database purchases. Members serve for a two-year term of appointment. This committee's chair person is a non-voting member of the Governing Board.
- C. Elections Committee. This committee conducts all elections of the HLC and identifies nominations for HLC Officers.
- D. Support Training Committee. This committee identifies and organizes training of new HLC products and services for the general membership. Members serve for a two-year term of appointment.
- E. Meetings. Committee meetings shall be held at the discretion of the chair. Meetings may be in person or via web conferencing, videoconferencing, telephone conference call, or other electronic method. Notice of a committee meeting shall be communicated to the members by the chair of said committee at least seven (7) days prior to the meeting.

F. Quorum and Voting. A simple majority of all of the members of a committee shall constitute a quorum for the transaction of business. Decisions of the committee shall be decided by a simple majority vote of all attending members.

Article 8. Hawaii State Public Library System and HLC.

The Hawaii State Public Library System shall serve as the business agent for HLC and shall provide administrative and technical support for HLC when products and services are purchased for all HLC members. Monies and billing will be handled through the state fiscal offices as directed by the Governing Board on behalf of HLC. Contracts that do not involve all members may be handled differently.

Article 9. Amendments of Bylaws.

These bylaws may be amended at a general membership meeting where there is a quorum. To pass a bylaws change, two-thirds of the votes present is necessary. Proposed changes to the Bylaws shall be submitted to the membership for approval at least fourteen (14) days prior to a vote at a General Membership Meeting.

Article 10. Dissolution

If the need for the Hawaii Library Consortium ceases to exist or if it is no longer considered viable, the Governing Board shall by a two-thirds vote declare its intent to dissolve the organization and shall create a plan to include among other things to fulfill all financial and legal obligations and to distribute all assets available after discharging all obligations. The plan shall be carried out upon the approval of the General Membership by a two-thirds vote.

Approved by vote at the General Membership Meeting of January 22, 2004.

Revision approved by vote at the General Membership Meeting of March 9, 2006.

Revision approved by vote at the General Membership Meeting of December 18, 2008.

Revision approved by vote at the General Membership Meeting of May 7, 2009.

Revision approved by vote at the General Membership Meeting of May 18, 2010.

Revision approved by vote at the General Membership Meeting of May 10, 2011.

Revision approved by vote at the General Membership Meeting of January 15, 2016.