

## **Bylaws of the Hawaii Library Consortium**

### Article 1. Name and Location

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

### 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.
  - A. 1. 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.
  - A. 2. At the discretion of the Governing Board, services may be extended to a limited number of Invited Participants in the Pacific region when to do so supports the purpose and functions of the HLC. An Invited Participant is not a member of the HLC (i.e. defined as their constituents being located within the State of Hawaii), but is able to share in the contractual benefits of the Consortium. As a courtesy, Invited Participants will be given voting rights so long as the number of Invited Participants does not exceed 10% of the total membership of HLC. Should the number of Invited Participants exceed, or near, this percentage, then the voting privileges for all Invited Participants will be rescinded.
- 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.
  - B. 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.

- B. 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. Dues and Subscription Fees. Dues (to be determined at a future date) and subscription fees (shared costs associated with consortial purchasing of resources) shall be determined by the Governing Board, subject to ratification by a two-thirds vote of the HLC membership. Such votes are conducted at the same time as annual elections. Dues and subscription fees are yearly commencing July 1 and ending June 30.
- D. Resignation and Termination of Membership. A member institution may withdraw from HLC at any time with 90 days notice writing to the President of the Governing Board. 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 in a timely manner.

#### 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 shall be open to HLC members. Representatives of the members may be appointed to any standing or special committee established by the President of 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.

#### Article 5. Governance

- A. Governing Board. The Governing Board comprises three officers (President, President-elect, and Secretary), three members-at-large, and one representative from each of the following: Hawaii State Public Library System, Department of Education, UH Library Council, private K-12 schools, and private academic libraries.
- The person elected President-elect will serve first in that office, then as President, and then as Secretary in the third year.
  - The officers and three members-at-large are elected by the general membership for three years.
  - The HSPLS, DOE, and UH Library Council representatives are appointed by their constituent member libraries for three-year terms.
  - The private K-12 and private academic library representatives are elected from their constituent member libraries for three-year terms.

- B. 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.
- C. Parliamentary Authority. Robert's Rules of Order will be used in the conduct of business.
- D. Election of Officers. The general membership shall elect officers and board members to serve on the Governing Board. General membership is defined as the principle library entity holding membership in HLC. As such each entity has one vote. Terms of office commence on July 1 and end on June 30. Elections are conducted two months prior to July 1. The election of a President-elect will occur every year. Election of all other Governing Board members will occur every three years. Special elections will be conducted to replace any Governing Board member for the remainder of that member's term of office. Proxy votes in writing are allowed.
- E. Duties of Officers. The President will conduct all meetings of HLC and serve as the official representative of HLC. The President-elect conducts meetings in the absence of the President and assumes the role of HLC representative when designated by the President. 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.

#### Article 6. Meetings

- A. Time and Place. The Governing Board meetings will be held at least quarterly during July 1 through June 30 of each year. HLC General Membership Meetings will be held at least once a year at a date set by the Governing Board each year. Notice of all meetings shall be communicated to members by the Secretary at least fourteen days prior to the meeting. It is the member's responsibility to report any changes in address, and to be sure HLC has current, valid contact information.
- B. 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 half of the total member institutions plus one institution. Written proxy votes are allowed. When a quorum is not met, a voting meeting will be rescheduled within thirty days.

- C. Voting. The designated representative or 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 more than 200 but fewer than 1,000	2
With more than 1,000 but fewer than 3,000	4
With more than 3,000 but fewer than 10,000	8
With more than 10,000 but fewer than 25,000	12
With more than 25,000 but fewer than 50,000	16
With more than 50,000	20

#### Article 7. Committees.

All committees of the HLC are appointed by the Governing Board. The Governing Board may establish permanent or ad-hoc committees as needed, and will determine committee charge, membership composition, length of appointment, and selection of chair.

- A. Budget Committee. This committee recommends an annual budget to the Governing Board and cost allocation formulas for HLC products and services. It is comprised of at least five members who serve for a two-year term of appointment.
- B. Communications and Marketing Committee. This committee develops and manages the HLC listserv and website, and manages new memberships. It comprises the HLC Listserv and Website Administrator, appointed by the Governing Board, and is comprised of at least five members who serve for a two-year term of appointment.
- C. 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. It is comprised of at least five members who serve for a two-year term of appointment.
- D. Elections Committee. This committee conducts all elections of the HLC and identifies nominations for HLC Officers. It is comprised of at least three members who serve for a one-year term of appointment.
- E. Support Training Committee. This committee identifies and organizes training of new HLC products and services for the general membership. It is comprised of at least five members who serve for a two-year term of appointment.

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.

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 days prior to a vote at a General Membership Meeting.

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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.