

BYLAWS
OF THE
VERMONT CONSORTIUM OF ACADEMIC
LIBRARIES, INC.

(Adopted December 9, 2008)

ARTICLE I

PURPOSES

The purposes for which the corporation is established shall be as set forth in its Articles of Incorporation, as amended from time to time. Without limiting the generality of such purposes stated in the Articles of Incorporation (i.e., organized and operated exclusively for the benefit of, to perform the functions of, and to carry out the exclusively charitable, educational, and other exempt purposes of institutions of higher learning or educational organizations in the State of Vermont), the corporation intends to support higher education in Vermont by providing students, faculty, and staff at the state's colleges and universities with enhanced access to information resources for study, teaching, research, and scholarship, with the goals of (i) promoting interlibrary cooperation, (ii) supporting resource sharing among member institutions, (iii) facilitating shared access to online information resources, (iv) providing timely and economical delivery of books and other materials between or among libraries, and (v) working with the Vermont Department of Libraries, Department of Education, and other agencies to enhance library services throughout the State of Vermont.

ARTICLE II

BOARD OF DIRECTORS

Section 1. The Board of Directors (the "Board") shall be responsible for the management of the business of the corporation and shall have all the powers and duties usually attendant thereto and may exercise all the powers of the corporation and do all such lawful acts and things as are authorized by law, by the Articles of Incorporation, and by these Bylaws,

including but not limited to: (i) overall fiscal management of the corporation, including compliance with the Internal Revenue Code and the Treasury Regulations, (ii) electing the officers of the corporation, (iii) approving special projects, (iv) establishing an annual budget and setting policies for the corporation, (v) setting dues for membership, and (vi) awarding associate memberships as determined by the Board.

Section 2. The Board shall consist of one representative from each Full Member (as defined in Article VIII), which representative shall be the director of the member institution's library (or a person designated by such director) and which shall be authorized by the member institution to take action on behalf of the member with respect to the corporation. Each director shall serve indefinitely at the pleasure of the member institution the director represents, it being understood that a Full Member shall have the right to replace its representative director at any time. In the event of a director's death, resignation, removal, or inability to serve, the member institution being represented by such director shall appoint the person to fill the former director's seat on the Board.

ARTICLE III

MEETINGS OF DIRECTORS

Section 1. Meetings of the Board, annual, regular, or special, shall be held within the State of Vermont. Annual, regular or special meetings of the Board may be conducted by means of any telecommunications mechanism, including video-conferencing or telephone conference call.

Section 2. Regular meetings of the Board may be held without notice at such time and at such place as shall from time to time be determined by the Board; *provided, however,* that the

Board shall hold an annual directors' meeting at a time determined by the Board. Unless the Board at a prior regular meeting has determined the time and place of the holding of the annual meeting of the Board, notice of the time and place thereof shall be given in the same manner as for a special meeting.

Section 3. Special meetings of the Board may be called by either a majority of the Executive Committee or a majority of the Board. Notices of such special meetings of the Board shall be given to each director at least seven (7) days before the proposed date of the meeting. The notice shall specify the time and place of the special meeting and the business to be transacted or discussed.

Section 4. A majority of the directors shall constitute a quorum for the transaction of business, and the action of the majority of the directors present at a meeting at which quorum is present shall be the action of the Board; *provided, however,* if for some reason there are an even number of directors and there is a split decision, then the affirmative vote of a majority of directors shall be required for the approval of any action and the failure of the directors to vote affirmatively for or against a proposed action under such circumstances shall be treated as if the Board failed to act. If a quorum is not present at any meeting of the Board, the directors present thereat may adjourn the meeting from time to time until a quorum shall be present.

Section 5. Any action required and permitted to be taken at a meeting of the Board may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

Section 6. Any situation involving a business relationship between the corporation and a Board member shall be fully disclosed to the entire Board.

Section 7. All meetings of the directors of the corporation, or committees of the same, shall be conducted pursuant to the procedures determined by the directors. Without the consent of the directors present at the meeting, no stenographic or other recording may be made of the meeting except that taken as the minutes of the meeting by the duly authorized officer of the corporation.

ARTICLE IV

EXECUTIVE COMMITTEE

Section 1. The Executive Committee of the Board shall propose policies and projects to the Board, propose the annual budget and dues, and approve expenditures for labor, resources, or services in keeping with the policy and budget guidelines established by the Board. The Executive Committee shall consist of one representative from the University of Vermont, one representative from the Vermont State Colleges, two representatives from independent colleges, and one representative at large (assuming each such institution is then in good standing as a Full Member).

Section 2. The representative from the University of Vermont shall be the Dean of Library and Information Technology or the Dean's designated representative. Other members of the Executive Committee shall be elected from the Full Members at the annual members' meeting.

Section 3. Candidates for representative from the Vermont State Colleges shall be nominated by those institutions. Nominations shall be presented to the Secretary no less than one week prior to the annual members' meeting. The Secretary will create a ballot to be used in voting. Each of the Vermont State Colleges shall cast one vote for a representative. A majority

of votes is required for election. In the event that no candidate receives a majority of votes on the first ballot, a runoff shall be held between the top two candidates.

Section 4. The representatives from the independent colleges shall be nominated by those institutions. Nominations shall be presented to the Secretary no less than one week prior to the meeting. The Secretary will create a ballot to be used in voting. Each of the independent colleges shall cast two votes for representatives. A majority of votes is required for election. In the event that only one candidate receives a majority of votes on the first ballot, a runoff shall be held between the second and third candidates. In the event that no candidate for a seat receives a majority of votes on the first ballot, a runoff shall be held between the top three candidates.

Section 5. Nominations for the representative at large may be made by any member of the Board at the annual members' meeting. Each Full Member shall cast one vote for the representative at large. A majority of votes is required for election. In the event that no candidate receives a majority of votes on the first ballot, a runoff shall be held between the top two candidates.

Section 6. The quorum for a meeting of the Executive Committee shall be four (4) members of the Executive Committee.

Section 7. The term for serving on the Executive Committee shall be one year, from one annual directors' meeting to the next.

ARTICLE V

OTHER COMMITTEES

Section 1. The Board, by resolution of a majority of the directors then in office, may designate and appoint standing committees in addition to the Executive Committee as it may deem necessary or advisable to promote the purposes and carry on the work of the corporation except to the extent limited or prohibited by the Vermont Nonprofit Corporation Act. A majority of any committee, as constituted, shall be a quorum. The Board may also designate and appoint committees for the purpose of planning, implementing and coordinating individual projects.

ARTICLE VI

NOTICES TO DIRECTORS

Section 1. Notices to directors shall be in writing and delivered personally or by mail, telex, facsimile, telegram or e-mail to the directors at their address and/or telex and/or facsimile number appearing on the books of the corporation. Notices by mail shall be deemed to be given at the time when same shall be mailed and notices by facsimile, telex, or telegram shall be deemed to be given at the time of transmission. Notice by e-mail shall be deemed given when the e-mail addressee acknowledges receipt of the e-mail or when confirmation of transmission is established under recognized e-mail delivery protocols.

Section 2. Whenever any notice whatever is required to be given under law or under the provisions of the Articles of Incorporation and of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notices, whether before or after the date stated therein, shall be deemed the equivalent of the giving of such notice.

Section 3. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened. Neither the business to be transacted nor the purpose of the annual or of any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting unless otherwise required by these Bylaws or the Articles of Incorporation.

ARTICLE VII

OFFICERS

Section 1. Officers. In addition to the officers described below and their duties, the Board shall elect officers at the discretion of the Board and shall prescribe the duties of such officers so elected. All officers shall be elected at the annual meeting of the Board. In the event of death, resignation or removal of any officer of the corporation, the Board shall fill such office, and the successor so chosen or appointed shall hold office for the unexpired term. All officers, whether elected annually or otherwise, shall serve at the pleasure of the Board and shall at all times be an authorized representative of one of the Full Members.

Section 2. President. The Executive Committee shall elect from among its members a President who shall preside at all meetings of the Board at which he or she is present, and in the absence of the President, the Secretary shall preside. The President shall have such other powers and duties as the Board may from time to time determine. The President may not simultaneously hold the office of President and Secretary.

Section 3. Treasurer. The Executive Committee shall elect from among its members a

Treasurer. The Treasurer shall have charge of the financial affairs of the corporation and of its money and securities. The Treasurer shall keep the accounts and suitable books which shall be the property of the corporation open to inspection at the request of the directors or any one of them whenever so requested. The Treasurer shall have the power to endorse for deposit or collection all notes, drafts, checks and other obligations for the payment of money payable to the corporation or its order. The Treasurer shall deposit the same in such banks, brokerages or other depositories as the Board may from time to time designate, and he or she shall sign notes, drafts, and checks drawn upon any account of the corporation. The Treasurer shall render to the President or the Board, whenever directed by the President or the Board, an account of the financial condition of the corporation and of all his transactions as Treasurer. As soon as possible after the close of each fiscal year, the Treasurer shall make and submit to the Board a like report of such fiscal year. The Treasurer shall give bond, if any, in such form and in such sureties as shall be prescribed by the Board.

Section 4. Secretary. The Executive Committee shall elect from among its members a Secretary of the corporation. The Secretary shall attend all meetings of the Board and shall keep full, true and accurate records of such meetings and shall discharge all other duties pertaining to such office as may be prescribed by the Board. The Secretary shall give notice of all meetings in the manner prescribed in the Bylaws. The Secretary shall have custody of the record books. The Secretary shall also have custody of the corporation seal. The Secretary may not simultaneously hold the office of Secretary and President. In the absence of the President, the Secretary shall preside at meetings of the Board.

Section 5. Assistant Secretary. The Board of Directors may elect an Assistant

Secretary of the corporation. Each Assistant Secretary shall assist the Secretary in the performance of his duties and in the absence, resignation, death or disability of the Secretary, shall perform his duties until the return of the Secretary or until the vacancy is filled by the Board. Each Assistant Secretary shall perform such other duties as may be prescribed.

Section 6. Other Officers. The Board may create such other offices and titles, and make such other appointments as are deemed appropriate to conduct the business of the corporation.

ARTICLE VIII

MEMBERSHIP

Section 1. Qualification. The membership of the corporation shall consist of the following two classes of members: Full Members and Associate Members. Except as may be otherwise provided in the Vermont Nonprofit Corporation Action, the rights of Full Members and Associate Members shall be limited to those rights specifically enumerated in these Bylaws.

1.1 Full Members. Full membership shall be extended to academic libraries of colleges and universities chartered or incorporated in Vermont which are accredited by NEASC (New England Association of Schools and Colleges) to award post secondary degrees and which have timely paid their membership dues (subject to any waivers or extensions of dues granted by the Board). To be eligible for membership as a Full Member, an institution must, within the geographical borders of the State of Vermont, meet the definition of a library used by the United States Department of Education, namely an entity that provides all of the following: (i) an organized collection of printed or other materials or a combination thereof, (ii) a paid staff trained to provide and interpret such materials as required to meet the informational, cultural,

recreational, or educational needs of clientele, (iii) an established schedule in which services of the staff are available to clientele, and (iv) the physical facilities necessary to support such a collection, staff, and schedule.

1.2 Associate Members. Associate membership may be extended to any institution whose affiliation would support the goals and objectives of the corporation as determined by a majority vote of the Board. The term of membership extended to Associate Members shall be for a period of one year.

Section 2. Dues. The dues payable by Full Members shall be determined by the Board based on a multiple of total full-time equivalent students of each Full Member using National Center for Education Statistics standards as of October 1 each year. The corporation may facilitate special projects in which all or only select Full Members or Associate Members take part at the discretion of the Board. The costs for participation in such projects shall be determined by the Board based on any criteria established by the Board. Dues for Associate Members shall be determined by the Board based on any criteria established by the Board. If any Full or Associate Member has not paid its dues within 120 days of the due date, the member's status as a member will terminate on such date without any further action. The dues shall not be pro-rated based upon the time of year a member joins the corporation, the number of projects in which the member participates, or the time at which a member withdraws its membership.

Section 3. Rights and Obligations.

3.1 Full Members. All Full Members shall have the ability to make recommendations to the Board for (1) potential members of the Board and (2) potential projects

to be undertaken by the corporation. Full Members shall have access to all services and programs provided by the corporation. In addition, Full Members shall have all rights afforded members under the Vermont Nonprofit Corporation Act.

3.2 Associate Members. Associate Members shall be invited to attend Board meetings and may speak, serve on committees, and as deemed appropriate by the Board engage in collaborative projects. Associate Members may not vote or hold office or have any rights afforded to members under the Vermont Nonprofit Corporation Act. At the discretion of the Board, Associate Members may be granted access to services and programs provided by the corporation on such terms as may be determined by the Board.

Section 4. Withdrawal of Membership. A member institution may withdraw, without refund of dues, from the corporation by submitting a written notice of withdrawal to the President.

Section 5. Annual and Special Meetings of Members.

- (a) Each year there shall be an annual meeting of the Full Members held at such time and at such place within the State of Vermont as the Board of Directors shall decide. At the annual meeting of the members, the President and Treasurer shall report to the members on the activities and financial condition of the corporation, and there shall be no voting or other activity by the members at the annual meeting (other than the election of the members of the Executive Committee pursuant to Article IV) unless the Board, in its sole and absolute discretion, has decided to submit a matter to the Full Members for a vote or other action.
- (b) Special meetings of the Full Members shall be called (i) by vote of a majority of

the Board or (ii) by the Board upon delivery to any corporate officer of a written demand signed by members constituting at least fifty percent (50%) of the total membership of Full Members, which demand must describe the purposes of such special meeting. Upon receipt of the written demand, the corporation shall give notice of the special meeting within 30 days of receipt of the written demand in the manner described in Section 6 below.

- (c) If stated in the notice of meeting, any annual or special meeting of the Full Members may be conducted by means of any telecommunications mechanism, including video-conferencing or internet web-cast conferencing.

Section 6. Notice of Meetings.

- (a) Notice of the annual meeting of the Full Members shall state the time and place of the meeting. The notice shall be sent either electronically or by mail at least ten (10) days prior to the annual meeting date but no sooner than sixty (60) days before the meeting date.
- (b) Notice of any special meeting of Full Members shall state the time, place and a description of the matter or matters for which the meeting is being called. The notice shall be sent either electronically or by mail at least ten (10) days prior to the meeting date but no sooner than sixty (60) days before the meeting date.
- (c) Each Full Member in good standing at the close of business 10 business days prior to the date on which the meeting is noticed shall be entitled to receive notice.
- (d) Notice may be waived by any member as provided under the Vermont Nonprofit

Corporation Act.

- (e) Notices shall be sent to either the mailing or electronic address specified by the member on the Full Member's membership application or to such other address as the Full Member may provide from time to time by written notice to the corporation.

Section 7. Quorum. A majority of the Full Members shall constitute a quorum of the Full Members.

Section 8. Voting; Record Date. At any meeting of the Full Members, each Full Member in good standing at the close of business 10 business days prior to the meeting shall be entitled to one vote on each matter voted upon by the Full Members. All of the Full Members shall vote as a single class. Representation by proxy shall be permitted.

Section 9. Approval. If a quorum is present (or achieved by written ballot), action on any matter by members is approved if votes cast by the Full Members favoring the action exceeds the votes cast opposing the action.

Section 10. Action by Written Ballot. Any action which may be submitted to a vote of the Full Members at any annual or special meeting of the Full Members may be taken without a meeting if the corporation delivers a written ballot to every member in compliance with the Vermont Nonprofit Corporation Act.

ARTICLE IX

POWERS

Section 1. Powers. The corporation shall have all of the powers accorded to a nonprofit

corporation under the laws of the State of Vermont except that the corporation shall at all times conduct its activities in a manner consistent with preserving its status as an organization exempt from tax under Section 501(c) (3) of the Internal Revenue Code and not classified as a private foundation under Section 509 of the Internal Revenue Code (or comparable provision of later law).

ARTICLE X

GENERAL PROVISIONS

Section 1. Seal. The seal of the corporation, if any, shall bear the name of the corporation, the year of its incorporation, and otherwise shall be in such form and have cut or engraved thereon such words and figures as the Board may determine.

Section 2. Income and Profits; Gifts and Bequests. None of the income or profits of the corporation shall be divided among the directors or shall be used or appropriated for other than the salaries, expenses, and purposes of the corporation, and all monies and property, real or personal, received by grants, gifts, bequests, or otherwise, shall be devoted to the purposes of the corporation as set forth in the Articles of Incorporation and these Bylaws and in accordance with the laws of the State of Vermont. The Board is authorized to accept and receive in the name of the corporation all such monies and property as may be given for the purpose of the corporation in trust or otherwise.

Section 3. Personal Liability. All persons or corporations extending credit to, contracting with, and having any claim against the corporation shall look only to the funds and property of the corporation for the performance of any contract or the payment of any claim or debt, damage, judgment or decree, or of any money that may otherwise become due or payable

to them from the corporation and the individual offices and directors, present or future, shall not be personally liable therefor.

Section 4. Indemnification. The corporation shall indemnify each director (and officer if applicable) in accordance with the provisions set forth in the Article of Incorporation of the corporation.

Section 5. Amendments. These Bylaws or any part thereof may be amended, repealed or changed only upon the affirmative vote of two-thirds of the Full Members and otherwise in compliance with the Vermont Nonprofit Corporation Act.

Section 6. Execution of Documents. The President or the Treasurer or such other officer or agent of the corporation as may be authorized by the Board shall execute and deliver on behalf of the corporation all instruments and documents.

Section 7. Electronic Records and Signatures. To the maximum extent permissible by law, these Bylaws shall be construed so that electronic documents or records shall be the legal equivalent of written instruments and authenticated documents or records shall be the legal equivalent of signed or executed written instruments.