

**LIBRARIES OF MIDDLESEX
AUTOMATION CONSORTIUM
BY-LAWS**

**ARTICLE I
NAME**

The name of the Organization shall be Libraries of Middlesex Automation Consortium, A New Jersey Non-Profit Corporation, hereinafter referred to as LMxAC or The Consortium.

**ARTICLE II
REGISTERED AGENT**

The regular agent for this Consortium shall be Evelyn M. Hartmann, Attorney, located at One Woodbridge Center, Suite 209, Woodbridge, NJ 07095

**ARTICLE III
PURPOSES**

The purposes for which this corporation is formed are:

To act as a non-profit consortium of libraries centered in Middlesex County, New Jersey; and

To establish, operate and promote the use of a shared automation system for its members; and

To establish, operate and promote all aspects of cooperative automated projects and resource sharing so that a higher quality of library services will be provided to all residents within its area; and

To seek funds from other organizations including, including foundations, libraries corporate entities and governmental agencies to effectuate these purposes.

**ARTICLE IV
MEMBERSHIP**

Section I Eligibility to Join

Any library wishing to join the Libraries of Middlesex Automation Consortium must make a written application to the organization, accompanied by a resolution passed by the majority of the library's governing board. This application will include the

library's reasons for seeking membership and a statement agreeing to abide by the Consortium's By-laws and Rules and Regulations.

Applications must be approved by a majority vote of the Consortium's Executive Board members.

Section II Membership

Membership consists of all full participating members, associate members, and contractual members. The characteristics, rights and responsibilities of these types of members are defined in the Rules and Regulations set by the Consortium.

Section III Voting

Each member library shall designate one representative to the Consortium. This representative may be a member of the library staff, or a member of the library's governing board. Written notification of the named representative or alternate must be on record with the Secretary of the Libraries of Middlesex Automation Consortium prior to the vote by the representative. Each representative of a full member library shall have one vote. Each representative of an associate member library shall have one-third (1/3) vote. Representatives of contractual members shall be non-voting. Such votes shall be cast at Consortium meetings, in person, by the authorized member, or alternate, or by proxy, provided that the vote is submitted in writing to the secretary prior to the meeting of the membership. Action will be based upon a majority vote of eligible members, present or represented by proxy, at any meeting, except as otherwise specified in these by-laws. A library must have paid its membership assessments in order to be eligible to vote.

Section IV Powers and Duties

The members shall be responsible for formulating Rules and Regulations and for the operation of the shared automation system(s); for setting equitable fees for the purchase, operation and maintenance of the system; and for the election of officers to carry out the business of the Consortium.

Section V Liability of Members

No member library will be liable as an individual library for the debts of this organization.

Section VI Withdrawal

Any member wishing to withdraw from the Consortium must give written notice by its governing body to the Executive Board by October 1 of any year. Such withdrawal will be effective at the end of the Consortium's fiscal year.

Any member who does not abide by the Rules and Regulations of this Consortium may be removed by a two-thirds (2/3) vote of the current members. Such member shall be given a written notification of this action by the Executive Board.

No refunds of funds paid to the Consortium by the member will be given to any member who withdraws, resigns, or is removed from the organization.

ARTICLE V EXECUTIVE BOARD

Section I Number, Composition and Officers

The Executive Board shall consist of eight (8) members. Six (6) members are elected at large for three year terms, one (1) seat is permanently held by Middlesex County College and one (1) seat rotates annually among the membership. The President will appoint, and the Board will confirm, a membership representative to be selected alphabetically from the membership to serve a one (1) year term as member representative. If a member declines its opportunity to serve on the Board in this capacity, they will lose their turn until the next time in the rotation order.

The officers of this organization shall consist of President; Vice-President; Secretary and Treasurer. Terms for these offices shall be one year. Board officers shall be elected by the Board at its June meeting.

Section II Eligibility

All members of the Executive Board must be representatives of member libraries of the Consortium. Board members must be representatives of member libraries in good standing. Library directors or their designees are eligible to sit on the Board. Nominations must come from the library director.

Section III Election

At large members of the Executive Board shall be elected from the active membership by a majority vote of those present at the Consortium's Annual Meeting in June.

Section IV Term of Office

The term of office shall be for three (3) years for at large members of the Executive Board. Terms shall be staggered so that no more than 2 at large Board members are selected each year unless as noted in Section VII. Members of the Executive Board shall be installed at the close of the annual meeting and shall serve three years or until their successors have been duly elected, qualified and have entered upon a discharge of their duties.

Section V Limitation on Consecutive Terms

Members of the Executive Board may serve on the Board for no more than six (6) consecutive years.

Section VI Duties of Officers

The duties of the Officers of the Executive Board shall be as follows:

- A. The President shall preside over all meetings of the Consortium and the Executive Board. The President shall report quarterly to the General Membership and shall appoint all committees and their chairpersons with the approval of the Executive Board.
- B. The Vice-President shall assume the duties of the President in the event of the absence, incapacity or resignation of the President.
- C. The Secretary shall keep all minutes of the Consortium, maintain a list of members and voting representatives and manage all official correspondence of the Executive Board.
- D. The Treasurer shall maintain adequate financial records and reports, bill and collect dues annually and act as the chief financial officer for the Consortium. The Treasurer shall be the chair of the Finance Committee.

Section VII Vacancies

In the event of any vacancy occurring on the Executive Board, the Nominating Committee shall propose name(s) of candidate(s) to fill the unexpired term. The Committee shall present the name(s) of candidate(s) at the next quarterly membership meeting, to be voted upon by the general membership.

Section VIII Removal

Any Executive Board member may be removed from office for cause. Cause is to include, but not be limited to such offenses as misconduct or neglect of duty in office. The procedure for removal will be the same as that for the amendment of the By-Laws.

Section IX Compensation

No Executive Board member, shall receive at any time salary, earnings, or profit from the operation of this Consortium.

Section X Powers and Duties

The Executive Board shall:

- A. Act on behalf of the membership to advance the objectives of the Consortium.
- B. Develop planning documents for approval by the membership.

- C. Develop the annual operating program, fees and budget and submit these to the membership for approval at its October quarterly meeting.
- D. Hire any necessary personnel, fix their compensation, and establish the terms and conditions of their employment.
- E. Make agreements and contracts with governmental agencies, libraries, library-related agencies, commercial vendors, corporate entities and individuals as may be necessary to implement the approved plans of the Consortium.
- F. Receive and disburse all revenues
- G. Submit quarterly reports to the membership.

ARTICLE VI MEETINGS

Section I Membership Meetings

- A. Number of Meetings: The Consortium General Membership shall meet quarterly to transact regular business. One of these meetings shall be the annual meeting. Special meetings shall be called by the President as deemed necessary or upon written petition of at least ten (10) per cent of the members. The meeting notification shall state the time, place, and specific business of the meeting.
- B. Annual Meeting: An annual meeting of members of this organization shall be held at such place and time as set by the Executive Board. The Agenda for this meeting shall include the election of members of the Executive Board, presentation of the annual report, and any other business deemed necessary by the Executive Board. Notice of the annual meeting shall be made in writing to all members of the Consortium at least fourteen (14) days prior to the date of the meeting.
- C. Order of Business: The order of business at the General Membership meeting shall be:
 - 1. Call to order
 - 2. Roll call by the Secretary
 - 3. Minutes of the previous meeting
 - 4. Treasurer's report
 - 5. Executive Board Report
 - 6. Reports of staff
 - 7. Reports of standing committees
 - 8. Reports of special committees
 - 9. Unfinished business
 - 10. New Business
 - 11. Announcements
 - 12. Adjournment
- D. Quorum: A majority of the voting members must be represented at any meeting to constitute a quorum.

Section II Executive Board Meetings

- A. Number of meetings: The Executive Board shall meet monthly or as often as necessary to further the business of the Consortium.
- B. Quorum: A quorum of the Executive Board shall be four (4) members.
- C. Order of Business: The order of business shall be the same as that adopted for the General Membership Meeting.
- D. Voting: Voting shall be a simple majority of those Executive Board members present.

ARTICLE VII COMMITTEES

Section I Standing Committees

Standing Committee of this organization shall include, but not be limited to:
Finance Committee
Nominating Committee
Planning and Rules Committee
Personnel Committee

Section II Other Committees

The President, with the approval of the Executive Board, shall form other committees and appoint their members and chairpersons, as needed.

Section III Tenure

Standing Committee chairpersons will be appointed annually. Special committees, as established, shall serve at the pleasure of the Executive Board.

ARTICLE IX PARLIAMENTARY AUTHORITY

The parliamentary authority shall be the current edition of Robert's Rules of Order, newly revised for all matters not covered in these By-laws.

**ARTICLE X
AMENDMENT TO THESE BY-LAWS**

These By-laws may be amended at any General Membership meeting of the Consortium, provided they have been presented to the membership of the Consortium in writing at least fourteen (14) days prior to that meeting and that they are approved by a two-thirds (2/3) vote of those present and entitled to vote.

**ARTICLE XI
DISSOLUTION**

At any regular or special meeting of the General Membership, notice of the time, place, and object of such meeting having been given not less than fourteen (14) days in advance in the manner prescribed by these By-laws, the members may by a two-thirds (2/3) vote of the members or their representatives, present and entitled to vote at the meeting, vote to dissolve this organization. A resolution designating a committee of three members who shall act as trustees in dissolution shall be adopted at such meeting.

The trustees shall liquidate the assets of the organization, pay all debts and expenses, and divide any remaining funds in the following manner and according to the following order of priority:

- a. Assets shall be distributed to all members proportionately to their most recent annual assessments up to the whole amount of such assessments.
- b. All remaining assets shall be distributed for one or more of the exempt purposes as specified in section 501 (C) (3) of the Internal Revenue Code 1954, as from time to time amended.

The trustees shall file a certificate of dissolution with the Secretary of State in Trenton, New Jersey, as set forth in N.J.S.A. 15A:12-1

**ARTICLE XII
FISCAL YEAR**

The fiscal year of this organization shall begin on the first day of July each year and shall end on the last day of June of the following year.

These By-Laws adopted at the regular meeting, December 9, 1985

Revised: June 11, 1987

Revised: September 1, 1987

Revised: December 5, 1988

Revised: April 7, 1999

Revised: June 13, 2008