

**MISSOURI LIBRARY NETWORK CORPORATION
BYLAWS**

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MISSOURI LIBRARY NETWORK CORPORATION BYLAWS

Article 1

Name

The name of this organization shall be Missouri Library Network Corporation.

Article 2

Purposes

The purpose of the Missouri Library Network Corporation shall be to provide services related to the effective use of resources within and among libraries or other appropriate entities. To carry out these purposes, the Missouri Library Network Corporation shall be a not-for-profit corporation under Chapter 355 of the Revised Statutes of Missouri.

Article 3

Membership

- A.** The membership of MLNC shall be composed of libraries, information centers and library consortia that promote and aid the purposes of MLNC, agree to abide by the MLNC bylaws and pay the approved dues as established by the Board of Directors.
- B.** Charter member organizations shall consist of those who pledged, on or before October 19, 1981, and paid on or before January 1, 1982, \$1,000 each for the initial support of the Missouri Library Network Corporation. Subsequently, applications for membership shall be in writing and shall be approved by the Board of Directors.
- C.** The Director or Chief Executive of each Member shall be the designated representative who shall be entitled to cast that member's vote at membership meetings. A Director may designate an individual employed by the member library or a director of another MLNC member (no Director may be proxy for more than five other Directors) to vote as proxy for that Director if written authorization is given. If an institution has no named Director or Chief Executive, an authorized executive of said institution must designate in writing, the name and contact information of its chosen representative who shall be entitled to cast that member's vote at membership meetings.
- D.** Acceptance of membership constitutes an agreement to provide general access to its collections on an interlibrary loan basis and an acceptance of the general concepts of networking.
- E.** A member organization may be expelled from membership and its individual representative expelled from membership on the Board of Directors and from any offices to which that individual may have been elected. Expulsion shall occur because of (1) non-payment of dues after written demand or (2) after notice and hearing, observing basic concepts of due process, upon a vote of 3/4 of the Board of Directors.

Article 4

Meetings

A. The annual meeting of members shall take place at a time and location determined by the Board of Directors. Thirty days written notice of the meeting shall be provided. The annual meeting of members shall be for the purpose of complying with Missouri law (RSMO 355.231) and conducting such business as may be properly brought before the membership.

B. Special meetings of members may be called upon 14 days written notice either by the Board of Directors or by petition signed by at least 1/3 of the members.

C. A quorum at membership meetings shall be a minimum of one-third of those entitled to be present and voting.

D. The Board of Directors may permit or require participation by members at any annual or special meeting of members by means of remote communication, the procedures and methods for which are to be specified in writing by the Board of Directors, and each member, by and through its designated representative or proxy holder chosen in accordance with these Bylaws, may participate in any annual or special meeting of members by means of remote communication pursuant to the procedures and methods for remote communication specified by the Board of Directors. Any designated representative or proxy holder who participates in a meeting by means of remote communication in accordance with the procedures and methods specified by the Board of Directors shall be deemed present in person and shall have the right to vote at such meeting as if such person were physically present at such meeting. In establishing the procedures and methods for participation at a meeting of members by remote communication, the Board of Directors shall implement reasonable measures: (a) to verify that each member deemed present and permitted to vote at the meeting by means of remote communication is represented by such member's designated representative or proxy holder as specified in these Bylaws; (b) to provide such designated representative or proxy holder a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings; and (c) to maintain a record of all votes or other action taken at such meeting by or on behalf of all members participating, whether in person or by remote communication.

E. Any action permitted or required to be approved by members may be approved by written consent without a meeting of members if the action is approved in accordance with the provisions of Section 355.246 of the Revised Statutes of Missouri, or any successor statute in effect at the time such action is taken.

F. Any action permitted or required to be taken by members may be taken by written ballot without a meeting of members in accordance with the provisions of Section 355.266 of the Revised Statutes of Missouri, or any successor statute in effect at the time such action is taken.

Article 5

Board of Directors

- A.** The Board of Directors shall be eleven (11) in number.
- B.** Meetings of the Board of Directors shall be held as often and at such places as shall be determined by the Board of Directors. Notice shall be written at least seven (7) days in advance of the intended meeting. Meetings may be in person or by conference call or similar electronic means. Meetings shall be conducted in accordance with Robert's Rules of Order to the extent that those rules are not inconsistent with these bylaws.
- C.** A quorum at meeting of the Board of Directors shall be a simple majority of the members of the Board.
- D.** The Board of Directors shall be elected from the directors of the member institutions of the Missouri Library Network Corporation by a plurality vote in March of each year via mail or electronic means. Election to the Board of Directors shall be based on individual knowledge and professional competence and shall not be based on geographic distribution or characteristics of the place of employment.
- E.** Nominations for Board positions are accepted from Directors of member institutions in January of each year. Self nominations are accepted. Nominees will be asked to sign a consent form.
- F.** Except as provided in K below, directors shall serve three (3) year terms commencing at the beginning of the next Fiscal Year.
- G.** To ensure that the Board benefits from new ideas and energy and to ensure effective Board succession, service is limited to three successive terms, with at least two years before re-election.
- H.** Board members will follow the principles set forth in the Guiding Principles of the Board adopted July 2007.
- I.** The Board of Directors shall employ and set salaries for such staff members of the Missouri Library Network Corporation as it shall from time to time determine to be in the best interests of the Corporation.
- J.** Each director shall have one vote, and in no case shall more than one member of any eligible member organization be on the Board of Directors.
- K.** Vacant unexpired terms on the Board of Directors shall be filled by a majority of vote of those Board members present at a duly convened meeting of the Board.

Article 6

Officers

A. The officers of the Board of Directors shall be a President, Vice-President, Secretary, and Treasurer. These officers shall preside at meetings of the Board of Directors, annual membership meetings and any other meetings of the Missouri Library Network Corporation. Board members shall elect the officers of the Board from among the Board of Directors.

B. Officers shall be elected prior to the end of the fiscal year and take office at the beginning of the next fiscal year. They shall serve for a one (1) year term or until their successors are duly elected. The in-coming Board shall elect its officers via mail or electronic means before the next Fiscal Year.

C. It shall be the responsibility of the President to present an annual budget for approval by the Board of Directors.

D. Vacancies shall be filled by a majority vote of those Board members present at a duly convened meeting of the Board.

Article 7

Dues

The Board of Directors has the authority to establish, review and revise a dues structure for membership in MLNC. Said dues shall be assessed on July 1 of each year.

Article 8

Fiscal Year

The fiscal year of the Missouri Library Network shall end on June 30.

Article 9

Contractual Relationships

Agreements for services and products entered into by the Missouri Library Network Corporation shall not be inconsistent with Sections 70.210 through 70.325 of the Revised Statutes of Missouri.

Article 10

Amendment of Bylaws and Articles of Incorporation

Amendment to the Articles of Incorporation shall be in conformance with the Missouri General Not-For-Profit Corporation Act. Amendment to these Bylaws shall be by a 2/3 vote of members present at any annual meeting or special meeting of members provided that the proposed amendment shall have been submitted in writing to those entitled to vote at least 14 days before said meeting.

Article 11

Compliance with the U.S. Internal Revenue Code

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(1) of the Internal Revenue Code of 1954 (or corresponding provisions of any future United States Revenue Law).

In the event of dissolution, the Board of Directors, after making provisions for the payment of all the liabilities of the Corporation, shall distribute the Corporation's property to a similar organization which is exempt from taxation under Section 501(c)(3) of the Internal Revenue Code or to a governmental unit which qualifies under 170(c)(2).

Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for purposes which shall qualify under Section 170(c).