

## **LCLC Bylaws**

### **Article I**

#### **Membership**

##### Section 1: Classes of Membership Shall Be:

1. Full Membership--open to school systems, organizations and agencies as stated in Article III of the Constitution.
2. Associate Membership--open to those organizations as stated in Article III of the Constitution.

Section 2: Eligibility for Membership: All organizations requesting membership in the Consortium shall do so in writing. The Board of Directors shall determine the class of membership for the requesting organization. All Consortium members shall be notified in writing at least thirty (30) days prior to action on any request for membership. A vote of at least 51% of the entire membership shall be required to approve any organization into any class of membership. All voting for such admittance into membership shall be by email ballot.

Section 3: Representation and Voting Privileges: Each full member organization shall be allowed one voting representative. Each member organization shall have one vote that shall be cast by the organization's regularly authorized representative or that person's duly authorized replacement. Associate members shall have no voting privileges.

### **Article II**

#### **Organization**

Section 1: Classification, Number and Election of Board of Directors: No person shall be qualified to serve as an officer or director of the Consortium unless such person be the designated representative of a qualified voting member organization of the Consortium. The Board of Directors shall consist of the President, Vice-President, Secretary, and Treasurer. Each Full Member organization shall appoint one person as their voting representative and empower that person to vote on all matters that come before the membership.

Section 2: General Power: The Board of Directors shall determine the policies of the Consortium and shall have authority to manage, operate, and direct the affairs of the Consortium and shall carry out its policies.

Section 3: Board Meetings: Meetings of the Board of Directors may be called by the President, or any two Board members together.

Section 4: Membership Meetings: The Consortium shall meet at least once per year. Other meetings may be designated by the Board of Directors, or by a majority of the voting membership.

Section 5: Quorum: A quorum for the transaction of business shall constitute 25% of the full membership.

Section 6: Vacancies: Vacancies that may occur on the Board of Directors, with the exception of the office of the President, shall be filled by an interim election of the unexpired term.

Section 7: Election of Executive Officers: Election of the officers making up the Board of Directors shall take place at annual meetings.

Section 8: Annual Meeting: The annual meeting of the Consortium shall take place on September 30th, or within thirty (30) days of that date at a place to be designated.

Section 9: Audit: An annual audit of the Consortium's financial records shall be made as designated by the Board of Directors. The audit report shall be presented at the annual meeting.

### **Article III**

#### **Officers**

Section 1: President: The President shall be elected by majority vote in even-numbered years at the annual meeting of the Consortium. The President shall be responsible for the management of the affairs of the Consortium and for carrying out the policies directed by the Board of Directors.

Section 2: Vice-President: The Vice-President shall be elected by majority vote in odd-numbered years at the annual meeting of the Consortium, and shall perform such duties usually associated with the office and such duties as may be required by the Board of Directors or the President of the Consortium. In case of a permanent vacancy in the office of President, the Vice-President shall assume the office of President, and a special election shall be held to elect a new Vice-President. Both shall serve the remainder of the unfulfilled terms.

Section 3: Secretary: The Secretary shall be elected by majority vote in odd-numbered years at the annual meeting of the Consortium, and shall perform such duties usually associated with the office and such duties as may be required by the Board of Directors or the President.

Section 4: Treasurer: The Treasurer shall be elected by majority vote in even-numbered years at the annual meeting of the Consortium, and shall perform such duties usually associated with the office and such duties as may be required by the Board of Directors or the President of the Consortium.

Section 5: Term of Office: Officers elected under the provisions of these Bylaws shall serve a ~~one~~ two (2) year term of office. The President and Treasurer will be elected in alternate years from the Vice-President and Secretary. Officers are eligible for re-election.

The newly elected officers shall assume their duties at the conclusion of the annual meeting, and shall serve the term prescribed in these Bylaws or until their successors shall have been elected.

## **Article IV**

### **Committees**

Section 1: Committees: Committees may be appointed at the need and discretion of the Board of Directors.

## **Article V**

### **Dues**

Section 1: Rates: Members of the Consortium shall pay annual dues according to rates established by the Board of Directors.

Section 2: Payments: Dues shall be payable on July 1 of each year for the entire fiscal year.

Section 3: Non-payments: Any member organization that does not pay dues within ninety (90) days in accordance to the above schedule shall be removed from membership.

Section 4: Partial or prorated Payments: Organizations wishing to join the Consortium prior to July 1 of any given year must pay the full fiscal year's dues for that year as well as the full fee on July 1 of the next year. No prorated payments will be allowed.

## **Article VI**

### **Seal**

The Consortium shall have a seal of such design as the Board of Directors may adopt.

## **Article VII**

### **Amendments**

Section 1: The Bylaws of the Consortium may be amended by an affirmative vote of 51% of the full membership.

Section 2: All proposed Bylaw amendments must be submitted to the membership at least thirty (30) days prior to a vote on the amendments.

## **Article VIII**

### **Dissolution**

Section 1: Dissolution of the Consortium must be approved by an affirmative vote of two-thirds (2/3) of the full membership.

Section 2: Proposal to dissolve must be submitted to the full membership at least thirty (30) days prior to a vote on dissolution.

Section 3: Upon dissolution, all financial assets of the Consortium shall be donated to the Iowa Library Association Foundation. Other assets and documents will be donated to the University of Iowa Libraries Special Collections & University Archives.