

BYLAWS  
SOUTH CENTRAL ACADEMIC MEDICAL LIBRARIES CONSORTIUM  
*revised 25 October 2001*

ARTICLE I  
NAME AND PURPOSES

Section 1. Name - The name of the Consortium is the South Central Academic Medical Libraries Consortium (hereinafter called "the Consortium").

Section 2. Governance - The Consortium shall be governed by its Board of Directors (herein-after called "the Board"), as defined in Article III below.

Section 3. Office - The Consortium may have a central office such as determined by the Board and as activities of the Consortium may require.

Section 4. Purpose - The Consortium is organized to undertake networking programs or projects for the benefit of Arkansas, Louisiana, New Mexico, Oklahoma, and Texas which may include but not be limited to:

- a. Catalogs - Active support of databases of regional bibliographies, indices, directories, and holdings in any format, accessible to all members.
- b. Resources - Enhancement of resource development through cooperative acquisitions activities.
- c. Document delivery - Document delivery at mutually agreed upon fees and/or reciprocal agreements.
- d. Other - Other activities mutually agreed upon which support the purpose and mission of the Consortium.

ARTICLE II  
MEMBERSHIP

Section 1. Composition - Members shall be academic health sciences libraries from institutions offering post-baccalaureate degrees in allopathic or osteopathic medicine in Arkansas, Louisiana, New Mexico, Oklahoma, and Texas, who agree to abide by these Bylaws and have paid all applicable fees and dues to the Consortium.

Section 2. Membership Application - A library desiring membership shall apply to the Consortium.

Section 3. Rights and Interests - All members shall be represented on the Board and shall be entitled to receive communications, publications, and other services as may be deemed appropriate by the Board. Members shall be given notice of and may attend all meetings of the Board.

Section 4. Withdrawal - A member may withdraw from the Consortium by submitting a written notice of the intent to withdraw to the Chair at least ninety (90) days in advance of the intended date of withdrawal. Withdrawing members shall pay any annual dues or assessments which accrue before their withdrawal date.

Section 5. Removal - A member of the Consortium may be removed from membership by a two-thirds (2/3) vote of the Board in response to a call from the Chair or at least three (3) Board members.

### ARTICLE III BOARD OF DIRECTORS

Section 1. Composition - The Board of Directors shall be composed of Directors of all the Member Libraries.

Section 2. Substitution - If a Board member is unable to participate in a meeting, he/she may designate a substitute who may have the Board members voting privileges, at the discretion of the Board member. The Board member shall notify the Chair of the substitution in writing.

Section 3. Officers - The officers of the Board shall be the Chair, the Vice-Chair/Chair-elect, the Secretary, and the Treasurer, all of whom shall be drawn from the members of the Board. The term of office shall be for two years or until their successors are elected.

Section 4. Voting - Unless specified otherwise in these Bylaws, a majority of the Board shall decide any question brought before the Consortium. Vote by written proxy or in absentia by a member representative at a meeting of the Consortium shall be allowed.

Section 5. Election - Elections shall be conducted by written ballot at the fall meeting with thirty (30) days prior notice of the slate of nominees to the Board. Officers elected shall assume office at the close of the spring meeting.

Section 6. Vacancies - Any vacancy in offices of the Board may be filled by an appointment for the balance of the term of office by action of the Board, except for the Chair, whose term shall be completed by the Vice-Chair/Chair-elect.

Section 7. Directors Expenses - Members of the Board shall serve without compensation, but may be reimbursed from Consortium funds for expenses in connection with Consortium business.

Section 8. Removal of Officers - Officers of the Consortium may be removed from office by a two-thirds (2/3) vote of the Board in response to a call from the Chair or at least three (3) Board members.

Section 9. Resignation - An officer may resign with no loss of participation on the Board. Resignations shall be submitted in writing to the Chair. In the event of the resignation of the Chair, the resignation shall be submitted to the Vice-Chair/Chair-elect.

Section 10. Communications - Any requirement in these Bylaws for communications to be "written" or "in writing" shall be satisfied by the use of electronic mail or telefacsimile.

#### ARTICLE IV MEETINGS

Section 1. Regular Meetings - Meetings of the Board for transactions of business shall be held twice a year, in the spring and the fall, at a time and place determined by the Board. Members shall be notified at least forty-five (45) days in advance of the meeting.

Section 2. Special Meetings - Special meetings may be called by the Chair of the Board or at least three (3) Board members. Notice of any special meeting must state the purpose of the meeting. Announcement of a special meeting shall be made at least twenty-one (21) days in advance of the meeting date.

Section 3. Limited Agenda Meetings - For matters which cannot reasonably wait until a regular meeting of the Board, the Chair may conduct a limited agenda meeting by conference telephone call; or ballots may be distributed and collected by telefacsimile or electronic mail. The results of these special ballots, showing the names and votes of those participating, shall be distributed to Board members immediately after the balloting is completed.

Section 4. Quorum - For the conduct of business, a simple majority of Board members shall constitute a quorum.

#### ARTICLE V COMMITTEES OF THE BOARD

Section 1. Executive Committee - The Executive Committee members shall be the officers of the Board and the immediate Past Chair. The Executive Committee functions shall be delegated by the Board.

- Section 2. Nominating Committee - A Nominating Committee of three (3) Board members shall be appointed by the Chair to bring a slate of candidates to the Board. The Nominating Committee shall be responsible for the conduct of elections and for the counting of ballots.
- Section 3. Bylaws Committee - A Bylaws Committee of three (3) Board members shall be appointed by the Chair to review the Bylaws and submit any proposed amendments in accordance with Article X.
- Section 4. Finance Committee - A Finance Committee of five (5) Board members shall be appointed by the Chair to review the Treasurer's reports and all budget requests and to submit a proposed financial plan to the Board annually twenty-one (21) days prior to the spring meeting.
- Section 5. Ad Hoc Committees - Ad Hoc Committees may be appointed by the Chair who will establish their charges and membership. Staff of members may be appointed to ad hoc committees.

## ARTICLE VI DUTIES OF OFFICERS

- Section 1. Chair - The Chair shall preside at all Consortium and Board meetings. The Chair shall have general and active management of the Board and of the affairs of the Consortium and shall see that all orders and resolutions of the Board are implemented. The Chair shall be responsible for calling regular and special meetings of the Consortium for transaction of business in accordance with these Bylaws.
- Section 2. Vice-Chair/Chair-elect - The Vice-Chair shall perform all duties of the Chair in the Chair's absence or incapacity or refusal to act, and who, so acting, shall have all of the powers and be subject to all of the restrictions of the Office of the Chair. The Vice-Chair accedes to the Office of Chair.
- Section 3. Secretary - The Secretary shall record the minutes of all Board meetings and be responsible for providing copies of minutes. The Secretary shall determine the presence of a quorum at all meetings.
- Section 4. Treasurer - The Treasurer shall manage Consortium financial affairs at the advice and direction, and with the authority, of the Board. The Treasurer's duties shall include:
- c. Reports - On a periodic basis, the Treasurer shall be responsible for compiling accurate financial reports regarding operations and activities of the Consortium.

- d. Controls - The Treasurer shall ensure that proper internal accounting controls are in place and operating effectively, therefore protecting and safeguarding the assets of the Consortium.
- e. Compliance - The Treasurer is responsible for ensuring that all Consortium transactions are in compliance with the policies and procedures of the institution where Consortium funds and accounts reside.
- f. Investment - The Treasurer shall invest the Consortium funds as directed by the Board.
- g. Audit - The Treasurer shall arrange triennially an audit of Consortium accounts and present the audit report to the Board at the next regular meeting.

#### ARTICLE VII FISCAL YEAR

The fiscal year of the Consortium shall be from September 1st of one calendar year through August 31st of the following calendar year.

#### ARTICLE VIII CONSORTIUM PROPERTY

- Section 1. Inventory - Property acquired through or by the Consortium in library resources, equipment, and other categories, shall be marked with Consortium identification and held by designation of the Board by any member library which shall then be responsible for these properties.
- Section 2. Availability - Library materials acquired by the Consortium shall be available equally to all members and their constituencies and to all other qualified users as provided by the Board.
- Section 3. Withdrawal - Members which withdraw from the Consortium shall have no claim to property or assets of the Consortium.

#### ARTICLE IX PARLIAMENTARY AUTHORITY

- Section 1. Authority - The rules contained in the following cited authority shall govern all Consortium meetings and Board meetings in all cases which are applicable:

Robert, Sarah Corbin  
Robert's Rules of Order, new revised.  
Glenview III, Scott, Foresman, latest ed.

Section 2. Parliamentarian - The Chair of the Board, at his or her discretion, may appoint a parliamentarian to interpret these rules.

## ARTICLE X AMENDMENTS

Section 1. Voting - These Bylaws may be altered, amended, revised, or repealed at a meeting of the Board by a two-thirds (2/3) vote of the total membership.

Section 2. Notice - Notice of amendments, revisions, repeals or other alterations to these By-laws shall be given to the members of the Board by the Chair at least forty-five (45) days in advance of the meeting where the alterations will be considered.

Section 3. Schedule - Proposed amendments must be submitted to the Chair of the Board sufficiently in advance to permit the mailing of notice within the required time.

## ARTICLE XI DISSOLUTION

Section 1. Voting - The Consortium may be dissolved by a two-thirds (2/3) vote of the Board taken at a regular meeting of the Board. Notice of consideration of dissolution shall conform to that of an amendment.

Section 2. Treasury - Upon the vote of the Board to dissolve the Consortium, the Treasurer shall prevent the further expenditure of any Consortium funds except for those required to meet financial obligations made prior to the vote of the Board and which cannot be cancelled.

Section 3. Assets - The Treasurer shall prepare a final statement of the property and assets of the Consortium and will distribute the assets equitably to the Consortium members in good standing at the time of the dissolution.

Section 4. Schedule - The process of financial closure and dispersal of remaining assets shall be completed within six (6) months of the vote of the Board to dissolve the Consortium.

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