

MID-ATLANTIC LIBRARY ALLIANCE, INC.
BYLAWS
Approved

ARTICLE I
IDENTIFICATION

Section 1

The name of the corporation will be the Mid-Atlantic Library Alliance, hereinafter referred to as "MALiA" or the "corporation."

Section 2

The period of duration of the corporation shall be perpetual.

Section 3

The principal office of the corporation shall be located in the Commonwealth of Virginia. The corporation may also have such offices at such other places within or without the state as the Executive Committee may from time to time determine.

ARTICLE II
PURPOSE

Section 1

The purpose of MALiA is to encourage the development and improvement of all types of library service and to promote the efficient use of finances, personnel, materials and properties by enabling governing authorities having library responsibilities to join together in a nonprofit library consortium.

To this end, MALiA shall

- (1) promote access, including bibliographic, electronic, and physical, to the holdings of member libraries
- (2) promote cooperative collection development as a means of increasing the collective holdings of member libraries;
- (3) promote continuing education and the sharing of knowledge among staffs of member libraries;
- (4) promote the use of technology and electronic resources in ways that will be of maximum benefit to member libraries; and,
- (5) seek and promote mutually advantageous cooperative purchasing agreements with library vendors and support services. MALiA shall negotiate vendor contracts on behalf of the consortium's member institutions in compliance with the Commonwealth of Virginia procurement system and is not responsible for meeting the procurement regulations of any

other state. Member institutions located in other states are responsible for ensuring that purchasing library goods and services through MALiA vendor contracts meets the procurement regulations of their own institutions and state governments.

ARTICLE III ORGANIZATION

Section 1

MALiA is an organization of public library, academic, school, institutional, and special libraries established to provide cooperative information services and programs.

ARTICLE IV MEMBERSHIP

Section 1

Full membership shall be conveyed to applicant libraries upon payment of applicable fees to the corporation and the naming of a representative of the library to the Board of Directors.

Section 2

Associate membership shall be conveyed to all libraries within a single school district or library system upon payment by the governing authority of that district or library system to the corporation and the naming of a representative of that district to the Board of Directors. All libraries funded through a single entity shall be eligible including, but not limited to, schools within a public or private school district, branch libraries of public city, county, or regional libraries, and prison libraries without independent budgets. Associate membership affords all privileges and rights to utilize the corporation's vendor discounts, participation in professional development activities, and the right to apply for educational scholarships, but limits representation to the Board of Directors to a single representative of that organization. Determination of eligibility for Associate Member status in the Mid-Atlantic Library Alliance shall be at the discretion of the corporation's Executive Board.

Section 3

Membership may be voluntarily terminated on the first day of July of any year.

Section 4

Continued membership and its privileges are contingent upon the payment of fees by October 31 of each fiscal year. The MALiA Board of Directors may remove any library and its representative for just cause including, but not limited to: non-payment of fees; failure to appoint a representative; and failure to maintain a full and equal participation with other member libraries in the activities and purposes of the corporation.

Section 5

In the event any member library ceases to function, withdraws or is removed as provided herein, all improvements and acquisitions funded or provided by and/or through the corporation and in the possession or control of such library shall remain the property of the corporation and shall be subject to its control.

ARTICLE V GOVERNANCE

Section 1

Each member library shall appoint one representative to the Board of Directors, and shall be entitled to one vote, provided the library representative or his/her appointed substitute or proxy holder is present at the time a vote is taken. Members of the Executive Committee shall be five officers, seven members-at-large, and the chairpersons or co-chairpersons of the Programs/Continuing Education, Scholarship, Contracts, Legislative, and Children/Youth standing committees. The officers and members-at-large will be elected by the Board of Directors, and the chairpersons and co-chairpersons of the standing committees will be appointed by the Executive Committee. The representation of the seven Members-At-Large shall consist of the following: one public library system member, one academic member, one community college system member, two school systems members, one member each representing the Alabama, Florida, Georgia, Kentucky, Maryland, North Carolina, South Carolina, Tennessee, Virginia, and West Virginia libraries, and one member with an open affiliation.

The Executive Committee shall have ultimate responsibility for the affairs of the consortium and shall meet on a quarterly basis. The Executive Committee shall provide MALiA members with minutes of its meetings through direct mailings, emails, telefacsimiles, or by posting the minutes on the MALiA website. A majority of the committee members shall constitute a quorum and the concurrence of the majority of the members of the Executive Committee shall be necessary to authorize any action. The Executive Committee shall take full charge of, manage and conduct the business affairs of MALiA. The Board of Directors shall approve the initial and subsequent amendments of the bylaws of the corporation, elect members to the Executive Committee and provide input to the Executive Committee. The Executive Committee may appoint or contract for the services of any operational or fiscal agents deemed necessary by the Committee to successfully conduct the business of the consortium.

A quorum shall consist of 25% of the member library representatives at scheduled or called meetings of the Board of Directors. There should be two regular meetings of the Board of Directors each year, a Spring and Fall meeting with dates and locations to be determined by the Executive Committee.

Motions requiring action before the next regularly scheduled meeting of the Executive Committee may be deliberated and passed by telefacsimile, by e-mail, or by video conferencing. The identity of the Committee member may be confirmed on the basis of his or her electronic address or telephone number. The Committee member making the fax or e-mail motion must obtain a second, and send the motion and the name of the seconding member to all members of the Executive Committee. If three or more of the Committee wish to debate the motion, they may call for a video/telephone conference of the Committee within five working days of the original motion. If no such conference is requested, fax or e-mail votes on the motion will be counted by the President five working days after the sending of the motion, or when a majority of the Executive Committee has responded. If a telephone or video conference is held, a roll call vote will be in order. In the case of telephone, telefacsimile, or video voting, a favorable vote from a majority of Committee members is required to pass a motion.

Any question of policy may, by a majority vote of the Executive Committee, be submitted to the general membership to be voted upon either at either the Spring or Fall business

meetings, or by mail, electronic mail, telefacsimile or video conference vote, as the Committee may determine.

Any action of the Executive Committee may be set aside at the next scheduled Board of Directors business meeting, by a majority vote of the members present.

Section 2

Officers of the corporation shall be the Past President, President, Vice-President, Treasurer, and Secretary. The Vice-President shall be President-Elect. The term of office shall run from July 1 through June 30. All elections for officers and Members-at-Large shall be held at the Spring meeting. If a vacancy occurs in the office of the President, the Vice-President shall succeed to the position. If a vacancy occurs in any other position of the Executive Committee, the remaining members of the Committee shall select a replacement for that position until the next regular election.

**ARTICLE VI
TERMS OF
OFFICE**

Section 1

All terms of office shall coincide with the fiscal year. The fiscal year shall run from July 1 through June 30.

Section 2

President - The term of office of the President shall be two years.

Section 3

Vice-President - The term of office of the Vice-President shall be two years. At the end of that year, the Vice-President shall assume the presidency of the Executive Committee.

Section 4

Secretary - The term of office of the Secretary shall be two years.

Section 5

Treasurer - The term of office of the Treasurer shall be two years.

Section 6

Members-at-Large - Members-at-Large shall be elected for two-year terms. New members-at-large shall be elected at each Spring meeting. The academic, open affiliation, Kentucky, Maryland, North Carolina, Tennessee, Virginia, and West Virginia and community college members-at-large, shall be elected in odd numbered years and the public library system, Alabama, Florida, Georgia, North Carolina, South Carolina, and the two (2) school system Members-at-Large shall be elected in even numbered years. The Executive Board shall appoint one Programs/Continuing Education co-chairperson, and the Legislative and the Scholarship Committee chairpersons in odd-numbered years. The Executive Board shall appoint one Programs/Continuing Education co-chairperson and the Children/Youth chair person in even-numbered years.

Section 7

Any mid-term vacancy shall be filled by appointment determined by the Executive Committee. The term of the person appointed shall be determined by the Executive Committee.

ARTICLE VII**DUTIES OF OFFICERS****Section 1**

The President shall be the chief executive officer of the corporation and, subject to the control of the Board of Directors, shall supervise and control the management of the corporation in accordance with these bylaws. The President shall preside at meetings of the Board of Directors and the Executive Committee. The President shall sign, with any other proper officer, instruments which may be lawfully executed on behalf of the corporation, except where required or permitted by law to be otherwise signed and executed, and except where the signing and execution shall be delegated by the Board of Directors to some other officer or agent. The President shall appoint all *ad hoc* committees. In general, the President shall perform all duties incident to the office of President and such other

duties as may be assigned by the Board of Directors from time to time.

Section 2

The Vice-President shall preside in the absence of the President at all meetings of the Executive Committee and Board of Directors. The Vice-President shall assume the office of President if a vacancy occurs.

Section 3

The Secretary shall take minutes of all meetings of the Board of Directors and Executive Committee, distribute these to the membership, and serve as Acting President in the absence of the President and Vice-President.

Section 4

The Treasurer of MALiA shall have custody of all funds belonging to the corporation and shall receive, deposit or disburse the same under the direction of the Board of Directors. The Treasurer shall be responsible for all financial records and reports for all funds.

Section 5

The Past President shall, for the purpose of corporate memory, be a member of the Executive Committee. The Past President shall serve on such committees as directed by the President.

ARTICLE VIII COMMITTEES

Section 1

The Executive Committee, by a majority vote, shall establish such standing and special committees as necessary to conduct the purposes of the corporation and appoint members of the Board of Directors to serve thereon. Committee representatives shall report to the Executive Committee and attend Executive Committee meetings as requested. The Executive Committee may, at its sole discretion, disband any committee which is deemed no longer necessary.

Section 2

Standing committees shall include a Scholarship Committee consisting of a chairman and two members whose purpose shall be to promote access to and evaluate applications for scholarship assistance from students enrolled in ALA-accredited programs leading to a degree of Masters in Library and Information Science, in doctoral programs in library science, in individual college or university “for credit” courses, or continuing education courses in librarianship or related subjects as approved by the Scholarship Committee. Scholarship recipients taking individual college credit-based or continuing education courses must agree to provide a two-hour workshop based upon their coursework to the MALiA membership. The Scholarship Committee shall determine the recipient, amount, and terms of the scholarship award. The amount and frequency of the scholarship offered, if any, shall be dependent on the availability of funds as determined by the Executive Committee.

Section 3

Standing committees shall include a Contracts Committee consisting of the contracts manager and two members whose purpose shall be to review RFPs and all contracts to ensure compliance with the Commonwealth of Virginia procurement system.

Section 4

Standing committees shall include a Youth MALiA Committee whose purpose shall be to improve and enhance library services for all ages of young people through education, information, resource sharing and networking. Membership shall be open to full- or part-time youth services staff from any library which is a member in good standing of MALiA. The Youth MALiA Committee shall nominate and elect a president, secretary, and other officers as deemed appropriate by the Youth MALiA general membership. Meetings shall be held on a quarterly basis.

**ARTICLE IX
PARLIAMENTARY AUTHORITY**

Section 1

All meetings will follow parliamentary procedures as outlined in the latest edition of *Robert's Rules of Order*.

**ARTICLE X
AMENDMENT
S**

Section 1

The power to amend or repeal these bylaws is vested in the Board of Directors at any meeting of the Board, regular or called, by a two thirds majority vote, if such action has been announced and made available to each Board member at least thirty days in advance of the meeting.

Section 2

In the event of any such change in the bylaws, each Board member shall have access to a properly designated revised copy of the bylaws made available in a timely manner prior of such action.

**ARTICLE XI
DISSOLUTION OF THE CORPORATION**

Section 1

If the need for MALiA ceases to exist, Board of Directors members may declare their intention to dissolve the corporation by a majority vote of the members in office.

Section 2

Division of remaining assets shall be accomplished according to law.

**ARTICLE XII
CORPORATION RECORDS**

Section 1

The corporation shall keep at the principal office of the corporation, complete and correct records and books of account, and shall keep minutes and proceedings of the Executive Committee, the Board of Directors, or any committee appointed by the Executive Committee, as well as a list or record containing the names and addresses of all officers and Directors.

Section 2

The corporate seal shall be in such form as the Board of Directors shall from time to time prescribe.