

TRI-STATE COLLEGE LIBRARY COOPERATIVE

BYLAWS

ART. I **NAME**

The name of this organization shall be Tri-state College Library Cooperative, hereafter referred to as TCLC.

ART. II **MISSION.**

The mission of TCLC is to better serve our learning communities by providing professional development and facilitating resource sharing among member libraries.

ART. III **MEMBERSHIP.**

Membership in TCLC shall be held by libraries of institutions supporting undergraduate and/or graduate programs and research libraries of institutions in the Tri-state area of Delaware, New Jersey and Pennsylvania in the approximate radius of fifty (50) miles of Philadelphia City Hall.

SEC. A **PRIVILEGES OF INSTITUTIONAL MEMBERSHIP**

TCLC offers employees of all member libraries the opportunity to participate in, offer, or host educational development programming. In addition employees of member libraries may receive TCLC communications and interact with other TCLC member employees via social media.

SEC. B **STANDARDS FOR MEMBERSHIP**

Member libraries must have collections sufficient to serve the needs of their primary clientele and to increase access to materials by other members of the cooperative.

Members must agree to provide free interlibrary loan service to TCLC libraries.

A member library must have its own library director or other designated official responsible for the library.

Additionally, member libraries may participate in the governance of TCLC as specified throughout the Bylaws.

SEC. B. 1 **BOARD MEMBER.** A library shall exercise its membership through an official representative who is a member of the Board of Directors and who is the Library Director or an appointed delegate.

SEC. C **POLICIES**

SEC. C.1 **RECIPROCAL BORROWING POLICY**

1. DEFINITION

Reciprocal borrowing is a policy whereby the faculty, staff and students of cooperating college and university member libraries may borrow library materials at other, cooperating academic libraries on site.

SEC. C.2 **FREE INTERLIBRARY LOAN SERVICE BETWEEN TCLC MEMBERS**

Members of TCLC enjoy free interlibrary loan service from other libraries in the cooperative. All ILL requests submitted by faculty, staff, and students of TCLC members will be facilitated with no charge. Delivery methods vary depending on the format and the lending Library's preferred method of delivery

SEC. D **ADMISSION, RESIGNATION, WITHDRAWAL.**

SEC. D.1 **ADMISSION.** A library may apply for membership by submitting a completed application form to the TCLC Coordinator. The Executive Committee will review the application and recommend action to the Board. A library is admitted to membership following approval by a two-thirds (2/3) vote of the Board members present.

SEC. D.2 **RESIGNATION.** A member library may resign from membership by written notice to the TCLC Coordinator. If the library has submitted a letter of intent, they are expected to pay the appropriate dues for that fiscal year.

SEC. D.3 **WITHDRAWAL.** The Board may withdraw membership for non-payment of dues, or other just cause.

SEC. D.4 **READMISSION.** A member library that has resigned may be considered for readmission after submitting a letter of intent to the TCLC Coordinator. The Executive Committee will recommend action to the Board. A library is readmitted to membership following approval by a majority vote of the Board members present.

ART. IV **OFFICERS AND REPRESENTATIVES.**

The elected officers of TCLC shall be a President, a Vice-President (President Elect), the immediate past president, a Secretary, and a Treasurer. There shall be six (6) elected Representatives-at-large. They shall perform the duties usually pertaining to their respective offices.

SEC. A **QUALIFICATIONS FOR OFFICE.**

The President and Vice-President (President Elect) shall each be a Director of a library. The Representatives-at-large shall be: four (4) Directors, one from each of the four (4) budgetary groups (as defined in the letter of intent); one Degreed Professional Librarian; one Support Staff Representative. The Secretary and the Treasurer positions are open to any staff participant.

SEC. B **TERM OF OFFICE.** Term of office shall be for two (2) years. The President or the Vice-President (President Elect) may not succeed themselves in office. Representatives-at-large are limited to two (2) consecutive terms of office.

SEC. C **APPOINTMENT POLICY**

SEC. C.1 **WEBMANAGER APPOINTMENT POLICY**

The TCLC web master is appointed by a majority of the Executive Committee for a term of two years. Qualified individuals interested in performing this function are encouraged to contact the TCLC coordinator at the TCLC office or a member of the Executive Committee.

Responsibilities include revisions performed in a timely manner as requested by the Coordinator of TCLC following a vote of approval by the Executive Committee

SEC. C.2 **LIBRARY ORGANIZATION REPRESENTATIVES.** The Executive Committee shall appoint, as needed, a TCLC representative to external library organizations.

SEC. D **VACANCY IN OFFICE.**

SEC. D.1 **PRESIDENT.** A vacancy in the office of President shall be filled by the Vice-President (President Elect). After filling such a vacancy the Vice-President (President Elect) shall become President for the term for which he/she was elected.

SEC. D.2 **VICE-PRESIDENT (PRESIDENT ELECT).** A vacancy in the office of the Vice-President (President Elect) shall be filled by a special election. However, if the Vice-President (President Elect) is filling a vacancy in the office of the President, the Board may elect an Acting Vice-President.

SEC. D.3 **SECRETARY OR TREASURER.** A vacancy in the office of Secretary or Treasurer shall be filled by appointment of the Executive Committee for the unfilled term of office.

SEC. D.4 **REPRESENTATIVES-AT-LARGE.** A vacancy in any of the Representatives-at-large shall be filled by appointment of the Executive Committee for the unfilled term of office.

ART. V **BOARD OF DIRECTORS.**

The authority to transact business, to determine policy and take action shall reside in the Board of Directors. It shall have the authority to establish or contract for various services in which all or some of the members may participate for the benefit of TCLC.

SEC. A **MEMBERSHIP.** The elected officers, the immediate past President and the official representatives of full member libraries shall constitute the Board of Directors.

SEC. B **OFFICERS.** The elected officers of TCLC shall be officers of the Board of Directors.

SEC. C **MEETINGS.** The Board shall meet at least three times a year, twice in the Spring Semester. The last meeting of the year is to be the annual business meeting.

SEC. D **VOTING.** Each member shall have one vote cast by the official representative or the appointed delegate. In addition, elected officers and representatives who are not library directors shall have one vote.

- SEC. E **GOVERNING COMMITTEES.** There shall be an Executive Committee, a Finance Committee, and a Nominations Committee of the Board.
- SEC. E.1 **EXECUTIVE COMMITTEE.** The Executive Committee shall consist of the Officers of the Board, the immediate past President, the representatives-at-large and the TCLC Coordinator. The President of TCLC shall be the Chair of the Executive Committee. The Executive Committee shall have the power to transact business in the interim between meetings of the Board.
- SEC. E.1.a **MEETINGS.** The Executive Committee shall meet at least six (6) times a year.
- SEC. E.1.b **LIAISONS.** The Executive Committee shall appoint annually from its membership liaisons to standing committees, interest groups, and councils. Liaison duties shall include regularly attending meetings, convening the first meeting of the year in the absence of a chairperson, and generally effecting smooth communication between the Executive Committee and the group.
- SEC. E.2 **FINANCE COMMITTEE.** The Finance Committee shall consist of the Treasurer, the Vice President (President-Elect) as chairperson, and past Treasurer or one (1) member of the Board appointed by the President, and the TCLC Coordinator. This committee shall prepare the budget for the fiscal year and submit it to the Executive Committee by March 31. The budget and any recommendations of the Executive Committee shall be presented to the Board for approval prior to June 30. During the year this committee shall study the current budget and recommend any needed changes to the Executive Committee and the Board, review the investments of reserve funds and secure an outside review of the Treasurer's report at the end of each fiscal year. The chair shall communicate with Councils in regard to disbursements of discretionary funds. The President, Vice-President and Treasurer of TCLC shall be empowered to sign checks. Any check or invoice of a significant amount (see Procedures Manual) must be co-signed.
- SEC. E.3 **NOMINATIONS COMMITTEE.** See Bylaws, Article IX, Section A.
- SEC. E.4 **OFFICE OF THE TCLC COORDINATOR.** The TCLC Coordinator is a non-voting member of the Board and the Executive Committee, and participates in all standing committees. The Coordinator shall perform such duties as delegated by the Executive Committee and as outlined in the Procedures Manual.
- ART. VI **STANDING AND AD HOC COMMITTEES.**
The Executive Committee may establish such standing or ad hoc committees as it deems necessary.

- SEC. A **MEMBERSHIP.** Open to all TCLC members (note required membership under Program Committee and Educational Development Committee).
- SEC. A.1 **ELECTION OF OFFICERS.** Members of a committee shall elect their officers, except as otherwise provided for in the bylaws. The committees should meet before the June Board meeting to elect their officers from the existing committee membership so that the names of the officers shall be communicated to the TCLC Coordinator by May 31.
- SEC. A.2 **LIAISONS.** Each committee shall have a liaison member who is a member of the Executive Committee.
- SEC. A.3 **PURPOSE:** The duties of committees shall be those enumerated in Article VI, Sections B and C. The Board may assign other duties to a committee. The chairperson of a committee shall submit one (1) copy of all minutes to the TCLC office for the archives. The chairperson of a committee shall submit a written report to the TCLC Coordinator by May 31. Committees may make recommendation for Board action through the Executive Committee.
- SEC. A.4 **EXPENDITURES.** Any financial commitments or expenditures in excess of that allocated by the Board must have prior Board approval.
- SEC. B **STANDING COMMITTEES.** Standing Committees shall be a Program Committee, a Public Relations and Information Committee, a Grants and Development Committee, a Bylaws Committee, an Educational Development Committee and a Web Committee.
- SEC. B.1 **PROGRAM COMMITTEE.**
- SEC. B.1.a **MEMBERSHIP:** the Vice President (President-elect), the Chairpersons of the Interest Groups, the Chairperson of the Educational Development Committee, the TCLC Coordinator and other interested persons.
- SEC. B.1.b **PURPOSE:**
- To plan at least one annual program for the entire TCLC membership
 - To propose other activities and programs
- SEC. B.2 **PUBLIC RELATIONS & INFORMATION COMMITTEE.**
- SEC. B.2 a **MEMBERSHIP:** A director, the TCLC Coordinator, and other interested persons.
- SEC. B.2.b **PURPOSE:**
- To disseminate information about TCLC and its activities
- SEC. B.3 **GRANTS AND DEVELOPMENT COMMITTEE.**
- SEC. B.3.a **MEMBERSHIP:** An Executive Committee member, the TCLC Coordinator, and other interested persons.

- SEC. B.3.b **PURPOSE:**
- To identify and investigate funding sources for TCLC projects
 - To administer the application process for proposals
 - To implement awarded grants.
- SEC. B.4 **BYLAWS COMMITTEE.**
- SEC. B.4.a **MEMBERSHIP:** An Executive Committee member, a director, the TCLC Coordinator, and other interested persons.
- SEC. B.4.b **PURPOSE:**
- To recommend action on all suggestions for amendments or revisions of the Bylaws to the Board
 - To initiate recommendations for revision or amendment of the Bylaws.
 - To revise the Procedures Manual in accordance with the approved Bylaws.
- SEC. B.5 **EDUCATIONAL DEVELOPMENT COMMITTEE.**
- SEC. B.5.a **MEMBERSHIP:** at least five (5) members, minimally comprised of one (1) director, two (2) librarians, two (2) support staff and the TCLC Coordinator.
- SEC. B.5b **PURPOSE:**
- To facilitate and coordinate educational development among member libraries.
 - To receive suggestions for educational development activities from interest groups, committees or councils.
 - To initiate plans for (but not be limited to) workshops and training sessions.
- SEC. B.6 **WEB COMMITTEE.**
- SEC. B.6a **MEMBERSHIP:** consists of TCLC Coordinator, functioning Webmaster, one member from the Executive Committee, and other interested persons.
- SEC. B.6b **PURPOSE:** to oversee the development and maintenance of the TCLC web presence.
- SEC. C **AD HOC COMMITTEES.** An Ad Hoc Committee may be formed by vote of the Executive Committee. Members of an Ad Hoc Committee shall serve until the work of the committee is completed, or the Executive Committee votes its dissolution.

ART. VII **INTEREST GROUPS.**

These Groups shall serve their membership by sharing information and expertise in particular areas as defined by the specific Group and detailed in the Procedures Manual. Provisions of Article VII, Section A apply to all interest groups unless otherwise provided for in these Bylaws.

SEC. A **FORMATION.** Interest groups can form at anytime by requesting recognition from the Executive Committee.

SEC. B **PURPOSE:**

To provide a forum for members with common interests or responsibilities to share information and concerns.

To provide the opportunity to develop ideas for actions or programs to be referred to the Executive Committee.

- SEC. C **MEMBERSHIP.** Open to all TCLC members, with the exception of the Library Directors Interest Group.
- SEC. D **ORGANIZATION.** Each Interest Group must elect a chairperson annually. It may organize an appropriate structure to implement its program or activities. It shall meet at least twice a year. The Chairperson shall submit a written report to the TCLC Coordinator by May 31. One (1) copy of the report shall be sent to the archives.
- SEC. E **LIAISONS.** Each interest group shall have a liaison member who is a member of the Executive Committee.
- SEC. F **STANDING INTEREST GROUPS.** Standing Interest Groups shall be: Library Directors Interest Group, Research Services Interest Group, Circulation Interest Group, Archives/Special Collections Interest Group, Interlibrary Loan Interest Group, Library Exhibits Interest Group, Electronic Resources and Serials Interest Group, Technical Services Interest Group, E-Learning Technology and Outreach Interest Group.

ART. VIII. **COUNCILS.**

A Council may be established by the Board as it deems necessary, to administer the disbursement of discretionary funds. Provisions of Article VIII, section A apply to all councils unless otherwise provided for in these bylaws.

- SEC. A **MEMBERSHIP, ORGANIZATION, AND DUTIES OF COUNCILS.**
- SEC. A.1 **MEMBERSHIP.** Membership may be either elected or appointed, as determined by the Board.
- SEC. A.2 **TERM OF COUNCIL MEMBERSHIP.** The term of Council membership shall be for two (2) years. Members are limited to two (2) consecutive terms of office.
- SEC. A.3 **ELECTION OF OFFICERS.** Members shall elect their officers and the names of the officers shall be communicated to the TCLC Coordinator by May 31.
- SEC. A.4 **LIAISONS.** Each Council shall have a liaison member who is a member of the Executive Committee.
- SEC. A.5 **ORGANIZATION.** A Council shall meet at least once annually. The chairperson shall submit a written annual report to the TCLC Coordinator by May 31.
- SEC. A.6 **PURPOSE:** The Council shall have the power of independent decision-making for the disbursement of discretionary funds. The Council shall consult with the Finance Committee in order to appropriately carry out its duties.

SEC. B **STANDING COUNCILS.**

SEC. B.1 **CONTINUING EDUCATION AND DEVELOPMENT**

COUNCIL. The Council is comprised of financially contributing institutions and individuals. This Council may establish endowment funds and award to eligible fund contributors scholarships or grants to be used for work-related education. The Council shall also investigate, recommend and implement plans for the development of the council and its funds.

SEC. B.1.a **REPRESENTATIVES.** Consists of five (5) TCLC members elected for a two-year term. Elections shall be staggered in an effort to provide continuity.

ART. IX **NOMINATIONS AND ELECTION.**

SEC. A **NOMINATIONS COMMITTEE.** By March 15 of an election year, the Nominations Committee shall meet to establish the slate of candidates for the election. The committee shall be comprised of the Past-President who serves as chair, one Support Staff Representative, one Degreed Professional Librarian, and the TCLC Coordinator who serves ex officio. The committee shall secure the written acceptance of each nominee prior to the distribution of ballots.

SEC. B.1 **ELECTIONS.** The TCLC Coordinator shall issue ballots to all eligible voters by May 15 of an election year. Each institution shall have two (2) votes: one (1) vote cast by the Director and one (1) collective vote cast by the staff. Ballots shall be returned to the TCLC Coordinator by June 1.

SEC. B. 2 **SLATE OF CANDIDATES.** The ballot shall include two (2) nominees for each of the officers and representatives as articulated in Article IV, Section A unless an incumbent Representative-at-large, Secretary, Treasurer, Degreed Professional Librarian, Support Staff Representative, is willing to serve an additional two-year term. In such case, no election shall be held for the position. The ballot may include candidates for special representatives.

SEC. B. 3 **BALLOTS.** Ballots shall be returned no later than May 31. The member and number of ballots returned shall be recorded on a TCLC membership roll sheet, and the ballots assembled anonymously for counting by the TCLC Coordinator.

SEC. B.4 **COUNTING OF VOTES.** The votes shall be counted by the TCLC Coordinator and two impartial observers. The nominee receiving the largest number of votes for an office is elected. In the case of a tie vote, the successful nominee will be determined by lot, as conducted by the TCLC Coordinator and two impartial observers. Results of the election shall be transmitted in writing to the Chairperson of the Nominations Committee, who will announce them at the June Board meeting.

- ART. X **DUES.**
Annual dues are determined by a two-thirds (2/3) vote of the Board members present. They are payable by September 30. The Board may withdraw membership if dues are not paid by December 31.
- ART. XI **CORPORATE SPONSORSHIP.**
Corporations that wish to support the mission of TCLC may do so through an annual fee determined by the Board. TCLC may provide promotional opportunities as approved by the Executive Committee.
- ART. XII **VENDOR GROUP AGREEMENTS.**
TCLC may negotiate with vendors to procure services or goods at group pricing on behalf of TCLC members. Institutions may elect to participate in any vendor group agreements as the Board shall approve. The TCLC Office shall keep records of any such agreements and activity. Agreements shall be reviewed annually by the Board or its designates.
- ART. XIII **BUSINESS YEAR.**
The administrative and fiscal year shall be from July 1 to June 30.
- ART. XIV **QUORUM.**
A majority of the members of the Board shall constitute a quorum for the transaction of business.
- ART. XV **AMENDMENTS.**
These Bylaws may be adopted, suspended or amended upon written recommendation of the Bylaws Committee submitted to the Board at a regular meeting, provided that changes have been published not less than one month before final consideration. Amendment of the Bylaws requires approval by a two-thirds (2/3) vote of the Board members present.
- ART. XVI **PARLIAMENTARY PROCEDURE.**
When not in conflict with these Bylaws, Robert's Rules of Order, Revised, shall guide all deliberations of TCLC.
- ART. XVII **DISSOLUTION**
In the event of dissolution of the Cooperative, its assets shall be applied and distributed among members in accord with legal counsel.

Amended April 26, 1977
Amended December 6, 1977
Amended April 20, 1982
Amended June 12, 1985
Amended June 11, 1986
Amended December 10, 1986
Amended June 10, 1987
Amended December 9, 1987
Amended April 24, 1990
Amended April 24, 1991
Amended June 12, 1991

Amended April 1, 1992
Amended November 20, 1992
Amended June 17, 1994
Amended June , 1998
Amended November 20, 1998
Amended March 9, 2001
Amended November 9, 2001
Amended June 14, 2006
Amended March 11, 2011
Amended June 13, 2012
Amended November 9, 2012

RESTATED AND REVISED

ARTICLES OF ASSOCIATION

TRI-STATE COLLEGE LIBRARY COOPERATIVE

The undersigned, desiring to restate and revise the Articles of Association of an unincorporated association under the laws of the Commonwealth of Pennsylvania, hereby certify that:

1. The name of the association is TRI-STATE COLLEGE LIBRARY COOPERATIVE.

2. The association is organized and shall be operated exclusively for educational and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 and regulations promulgated thereunder, and any subsequent amendments thereto or successor provisions, particularly for the purpose of advancing and promoting and developing the best possible research and scholarship on the part of students and faculty members of participating colleges and research institutions and other persons interested in the educational process. To these ends, the association shall facilitate the exchange of information among participants; encourage participants to share their library facilities and resources; develop mutually supportive book acquisition programs; maintain and encourage communication and cooperation among the participants; and develop other mutually advantageous programs and activities; provided, however, that the purpose and activities of the association shall be exclusively those set forth in Section 501 (c) (3) of the Internal Revenue Code of 1954 and the association shall not engage in any activities which are not a furtherance of one or more of such activities.

3. No part of the association's net earnings or assets shall inure to the benefit of any member, contributor, trustee, officer or other individual (except that reasonable compensation may be paid for services rendered to or for the association affecting one or more of its purposes), or be used in any manner for carrying on propaganda or otherwise attempting to influence legislation, or for participating or intervening in any political campaign on behalf of any candidate for political office.

4. The association is to exist for a perpetual term.

5. Any provision of law to the contrary notwithstanding, the association may not merge or consolidate with any organization described in Section 501 (c) (3) and Section 170 (b) (1) (A) (except clauses (vii) and (viii) thereof) of the Internal Revenue Code of 1954, or successor provisions thereto.

6. In the event the association is dissolved or liquidated, the directors shall, after paying or making provisions for the payment of the liabilities of the association, distribute the remaining property and assets to such organization or organizations as in their judgement have purposes most closely allied to those of the organization; provided, however, that any transferee organization shall then be a qualified tax-exempt

organization described in Section 501 (c) (3) and Section 170 (b) (1) (A) (except clauses (vii) and (viii) thereof) of the Internal Revenue Code of 1954, or successor provisions thereto.

7. The undersigned shall adopt the Bylaws on behalf of the association.

8. All conditions, qualification, requirements, privileges and regulations regarding the board of directors and membership in the association, including voting rights, shall be fixed and governed by the Bylaws of the association.

IN TESTIMONY WHEREOF, the undersigned have signed these Articles of Association this ____ day of _____, 1977 but effective the 1st day of July, 1977.

Mr. Chuck Broadbent

Sr. Regina Marie

Ms. Sophy Cornwell

Mr Gerald Schoelkopf