

BYLAWS OF THE NETWORK OF ALABAMA ACADEMIC LIBRARIES

Revised 2018

Article I

Name, Office, Fiscal Year

Section 1

The name of this organization shall be the Network of Alabama Academic Libraries (NAAL).

Section 2

The office of the Network of Alabama Academic Libraries shall be located in the Alabama Commission on Higher Education in accordance with an agreement negotiated between the Alabama Commission on Higher Education (ACHE) and the members of the Network.

Section 3

The fiscal year shall begin on the first day of October and end on the last day of September.

Article II

Objective of the Network

Section 1

The purpose of NAAL shall be to foster communication and cooperation among the academic libraries of Alabama. The primary focus of this cooperation will be in the purchasing and sharing of collections, products, and services that foster teaching, learning, and research. Secondly, the consortia will, as appropriate, share professional expertise, leadership, and development opportunities with members for their continual collaboration and growth.

Section 2

All the powers and duties of the Network are vested in the Advisory Council and its Executive Council. All the business and affairs of the Network shall be subject to the management and control of the Advisory Council.

Article III

Members

Section 1

Class of Members. The Network of Alabama Academic Libraries is an unincorporated consortium of the Alabama Commission on Higher Education and eligible academic institutions of higher education. Both publicly-funded and privately-supported nonprofit institutions offering, at minimum, a baccalaureate degree may serve as general members. In addition, other academic institutions offering graduate education and research libraries not affiliated with educational institutions may join as nonvoting cooperative members.

Section 2

Qualifications for Eligibility for Membership.

(a) General Members

General Members of the Network include the Alabama Commission on Higher Education and Alabama colleges and universities that:

- (1) are accredited by the Commission on Colleges of the Southern Association of Colleges and Schools;
- (2) offer a baccalaureate degree;

- (3) are active, participating members of OCLC through which they:
 - i. have cataloged the bibliographic records for all circulating monographic and serial library resources including print materials assigned to reference collections but excluding records for separately cataloged government documents, audiovisual materials, manuscripts, microforms, music scores, and other materials in other formats held by the library;
 - ii. are cataloging all their currently acquired bibliographic material into OCLC; and
 - iii. are participating in the interlibrary loan subsystem;
- (4) provide interlibrary loan document delivery;
- (5) are either state-supported (public) or nonprofit (private) colleges or universities that are certified as meeting the tax exemption requirements of Chapter 3, Section 501(c)(3) of the U. S. Internal Revenue Code.

(b) Cooperative Members

Cooperative members are those libraries that contribute to the support of graduate education, including private, public, state, and federal agency libraries. Institutions applying for cooperative membership must be either:

- (1) Private, public, or federal agency libraries whose research collections support at least graduate level work (RLG or ALA collection level 3), or
- (2) State libraries with responsibility for coordinating statewide library activities.

Section 3

Application for Membership. The Network of Alabama Academic Libraries will consider applications for membership from those Alabama colleges and universities or institutions that are qualified for membership. The following criteria apply:

- (a) An application for membership must be made in writing to the Network office;
- (b) An application must be received by the Network office by June 1 of the year preceding the Network fiscal year for which application is made;
- (c) Nonprofit private colleges or universities must file a copy of their Section 501 (c)(3) exemption with their application;
- (d) The letter of application must be signed by the chief executive officer of the college or university;
- (e) Only institutions that have served at least one year as a cooperative member of the Network may file an application for general membership.

Section 4

Approval of New Members. Applications for membership (both general and cooperative) will be processed by NAAL's Membership Committee and submitted to the full membership of the Advisory Council for action. Election to membership requires a two-thirds favorable vote by the entire membership. If approved for membership, all new members must remit a nonrecurring initial membership fee. The amount per headcount student enrolled at the beginning of the academic year preceding election to membership shall be set annually by the Advisory Council.

Section 5

Maintenance and Loss of Good Standing. The Membership Committee shall review annually the roster of existing members on the Advisory Council to ascertain whether or not the members continue to meet qualifications or eligibility criteria for their membership as set out in Section 2 of this article, abide by the policies and procedures adopted by the Network, including proper accounting for all funds received by it from the Network, and continue to participate in the Network. In the event of a

negative finding, the Committee shall report such finding and the reasons for it to the Advisory Council for its consideration. The Advisory Council shall have the authority to take whatever action it deems appropriate, including the setting of specific conditions for continued membership or the revocation of membership. Expulsion from membership requires a two-thirds vote of the entire membership.

Section 6

Voting. The membership of the Advisory Council shall include one voting representative appointed by each general member and one nonvoting representative appointed by each cooperative member. Any member may change the designation of its representative to the Advisory Council or may designate a temporary substitute to the meetings of the Council. Such new representative shall have the same rights of participating as did the predecessor representative.

Section 7

Resignation. The chief executive officer of a member institution may withdraw the institution from membership in the Network by writing to the director and stating the intent of the institution to withdraw. The resignation will be effective upon its acceptance at the next regular meeting of the Executive Council or the end of the fiscal year, whichever comes first.

Article IV

Officers

Section 1

Number and Designation, Term. The officers of the Network shall be a chairman, a vice-chairman, and a secretary, each of whom shall be elected by the voting members of the Network as hereinafter provided.

Section 2

Number and Designation, Term. The officers of the Network shall be a chairman, a vice-chairman, and a secretary, each of whom shall be elected by the voting members of the Network as hereinafter provided.

Election, Nominations, Term of Office, Vacancies, Resignation, Duties.

- (a) Election. The officers of the Network shall be elected annually, each for a term of one year, or until their successors shall have been elected and qualified. An officer may succeed himself or herself for one consecutive term, after which one calendar year must expire before an officer can be reelected to the same office. Officers shall be elected during the time of or reasonably contemporaneously with the Network's annual meeting and under such rules and procedures as the Executive Council may from time to time adopt.
- (b) Nominations. There shall be a Nominating Committee, but any voting representative may nominate any other voting representative, whether or not nominated or endorsed by the Nominating Committee, for any office.
- (c) Term of Office. The officers-elect shall normally take office on the first day of the succeeding fiscal year.
- (d) Vacancies. If the office of chairman shall, at any time for whatever cause, become vacant, the vice-chairman shall become chairman until a new chairman shall be elected and qualified. If the office of vice-chairman shall, at any time for whatever cause, become vacant, the Executive Council may appoint an interim vice-chairman to serve until a successor is elected.
- (e) Resignation. A representative wishing to be excused from any office or duty of the Network may submit a resignation, normally in writing, to the director.

- (f) Duties. Officers of the Network shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Network. In the absence of the chairman, the vice chairman shall preside at Advisory Council or Executive Council meetings. In the absence of both the chairman and the vice-chairman at a Council meeting, the members present shall elect a presiding officer for that meeting. The secretary shall prepare and distribute accurate minutes of meetings and maintain a permanent file thereof.

Section 3

Staff. The Advisory Council shall recommend to the Alabama Commission on Higher Education through its executive director the appointment of a director, who shall serve as the chief executive officer of the Network. Other staff may be appointed as necessary to fulfil the purpose of the Network. The Executive Council shall recommend to ACHE the director's compensation and the size, composition, and compensation of the director's staff. It shall annually evaluate the professional performance of the director and report its findings to the Advisory Council and to the executive director of ACHE.

Article V

Meetings

Section 1

Regular Meetings. The Advisory Council shall meet at least once each year. Its annual meeting shall be held each year, normally during the month of October, at a specific date, time, and place to be designated by notice to each member at least ten (10) calendar days before each annual meeting.

Section 2

Special meetings. Meetings of the Advisory Council may be called by the chairman or upon petition by any four representatives of general members of the Association. Notification of all meetings must be sent to each representative to the Council at least ten (10) calendar days prior to such meeting. Such notice shall include a proposed agenda for the meeting.

Section 3

Quorum. A quorum for any meeting of the council shall consist of a majority of the representatives of general members. Action requires approval of a majority of the representatives present, unless otherwise provided in these bylaws.

Section 4

Action Without a Meeting. Any action required or permitted to be taken by either the Advisory Council, the Executive Council, or any committee may be taken without a meeting if a consent setting forth the action so taken or to be taken, shall be acknowledged by all of the voting members thereof. Such consent shall have the same effect as a unanimous vote. A negative vote nullifies such action until the matter is considered at a subsequent meeting.

Article VI

Executive Council

Section 1

Composition. The business and affairs of the Network between meetings of the Advisory Council are entrusted to and shall be managed by an Executive Council composed of representatives of general members as follows:

- (a) One representative of ACHE,
- (b) Two representatives of general members that are members of the Association of Southeastern Research Libraries,

- (c) Two representatives of general members that are public institutions of higher education that are not members of the Association of Southeastern Research Libraries, and
- (d) Two representative of general members that are private institutions of higher education.
- (e) Two representative of general members of Historically Black Colleges and Universities.
- (f) The immediate past chair remains on the Executive Council if he/she is not automatically reelected.

Section 2

Powers of the Executive Council. The Executive Council shall supervise the normal and routine business and affairs of the Network. It shall have general supervision of the affairs of the Network between meetings of the Advisory Council, fix the hour and place of meetings, make recommendations to the Network, and shall perform such other duties as are specified by these Bylaws. The Executive Council shall be subject to the orders of the Advisory Council and none of its acts shall conflict with action taken by the Advisory Council. The Council is authorized and empowered to perform any function of the Advisory Council where an emergency exists before a meeting of the Advisory Council can be held. The Executive Director shall prepare a recommended annual budget for the support of NAAL to be approved by the Executive Council. The approved budget will be submitted to the Advisory Council for final review, revision, approval and submission to ACHE.

Such budget shall be based upon the provisions of the memorandum of agreement between NAAL and ACHE for the operation of NAAL. It shall perform other functions as may be assigned to it from time to time by the Advisory Council. The Executive Council shall report its actions to the Advisory Council.

Section 3

Term of Office, Vacancy. The members shall be elected for a one-year term at a meeting of the Advisory Council. They may succeed themselves and shall serve until their successors are elected. In the event a vacancy on the Executive Council occurs between meetings of the Advisory Council, the Executive Council shall elect a successor representative from an institution in the category in which the vacancy occurs. Such election shall be for the balance of the term remaining when the vacancy occurred and shall be reported to the Advisory Council at its next meeting for concurrence or its election of another representative to the Executive Council.

Section 4

Meetings. The Executive Council shall meet no less than twice and as often as quarterly at a date, time, and place designated by the chairman. In addition, the chairman or any two (2) members of the Council may call special meetings. Written notice of all meetings must be mailed to all members of the Executive Council at least ten (10) calendar days before each meeting together with a copy of the proposed agenda.

Section 5

Quorum. A simple majority of the membership of the Executive Council shall constitute a quorum. A simple majority vote of those present at a meeting shall be required for action to be taken.

Article VII

Committees

Section 1

Standing Committees. Standing committees shall be appointed, as deemed necessary to carry out the objectives of the Network. The chairman, with the advice and consent of the Executive Council, shall appoint the chairman of such committees, and, with the advice and consent of the Executive Council,

shall appoint such members as are deemed necessary to carry out the charge to the committee. The chairman shall be an ex officio member of all standing committees.

Section 2

Membership Committee. There shall be a Membership Committee composed of three (3) members of the Executive Council, appointed by the chairman of the Network. The Membership Committee shall review all applications for membership in the Network and make recommendations thereon to the Advisory Council. The Membership Committee shall review annually the roster of existing members of the Network to ascertain whether or not each member continues to meet qualifications for its classification of membership as set out in Section 2, Article III of these bylaws, is abiding by the policies and procedures adopted by the Network, including proper accounting for all funds received by it from the Network, and is actively participating in the affairs of the Network. In the event of a negative finding, the Committee shall report such fact to the Advisory Council, together with the reasons therefore, for consideration of the Advisory Council. The Advisory Council shall have the authority to take whatever action it deems appropriate, including the setting of specific conditions for continued membership or the revocation of membership. Expulsion from membership requires a two-thirds vote of the entire general membership.

Section 3

Special Committees. Other committees shall be appointed by the chairman as the Advisory Council or the Executive Council shall from time to time deem necessary to carry on the work of the Network. The chairman shall be an ex officio member of such other committees.

Article VIII

Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Network in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Network may adopt.

Article IX

Amendment of Bylaws

These bylaws may be amended at any meeting of the Advisory Council by a two-thirds vote, provided that a notice of the substance of the proposed amendment has been provided to the representatives at least ten (10) calendar days prior to the meeting at which the amendment is to be presented for action.

Article X

Appeals from Decisions of the Advisory Council

Any General Member of the Network of Alabama Academic Libraries or any applicant for such membership may appeal any decision of the Advisory Council relating to its membership status, the distribution of funds among the General Members, or the rejection of an application for membership.

- (a) The aggrieved institution may file, within thirty calendar days of learning of the decision, a written petition for the Council's reconsideration of the matter, addressed to the director of the Network of Alabama Academic Libraries. The petition shall describe in detail the decision which led to the petition and shall outline the reasons for disagreement with the decision.
- (b) The director of NAAL shall, within ten calendar days, notify the members of the Advisory Council. The chairman shall promptly schedule a meeting of the Council to hear the petition no later than thirty calendar days from receipt of the petition and shall notify the petitioner of the date, time, and place of the meeting. The petitioner may appear at the hearing and present evidence supporting its request for

reconsideration. A majority of the members of the Advisory Council shall constitute a quorum. A majority of those present shall render the Council's decision.

- (c) If the petitioner remains aggrieved after the rehearing by the Council, it may appeal within thirty calendar days to the Alabama Commission on Higher Education by written notice to the executive director of the Commission.

Article XI

Contingency Fund

Membership and other special fees of the Network shall be maintained in a fund known as the Contingency Fund and shall be used to finance expenditures not appropriate to, or as a supplement to, state appropriations. An amount not to exceed the income earned annually on the principal may be expended each year for purposes approved by the Executive Council. Expenditures exceeding the annual income will require the approval of the Advisory Council. Any income unexpended at the end of each fiscal year will become part of the corpus sum. The Executive Council may appoint a fiscal agent to administer the Contingency Fund.

Article XII

Recitation of Consistency

These bylaws are intended to be consistent with the provisions of the Organizational Agreement and the Plan of Organization for the Network as executed by the chief executive officers of the general member institutions and distributed by the executive director of ACHE. Nevertheless, in the event of any inconsistency, the provision of these bylaws shall prevail.

Network of Alabama Academic Libraries

Adopted on June 16, 1987 and effective on October 1, 1987, or as soon thereafter as possible; Revised, June 16, 1987; July 27, 1988; January 25, 1989; August 8, 1991; November 14, 2003; December 16, 2011; October 2018.