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Higher Education Library Information Network (HELIN), Inc. BYLAWS, Amended 13 September 2005

HELIN Consortium. Board of Directors

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**The Higher Education Library Information Network (HELIN), Inc.
BYLAWS**

PREAMBLE

These Bylaws are based upon the “Agreement for Integrated Library and Information Services” for The Higher Education Library Information Network (HELIN), Inc. (hereinafter referred to as HELIN or the HELIN Library Consortium), signed by all parties. That document represents authoritative and binding obligations and expectations on the part of all parties, and these Bylaws are an extension of that document. It is acknowledged by all parties that the terms of the Agreement are the ultimate authority in any question relating to the governance or functioning of the consortium, and in no event may Bylaws be created which violate, supersede, or compromise the terms of the Agreement.

ARTICLE I: Mission

1. HELIN’s mission is to further the educational goals of its member institutions by providing shared state-of-the-art library systems and collaboratively-developed collections and services. The provision of such systems, collections and services allows each member library to offer services tailored to meet the needs of its various constituencies.

HELIN members agree to allow reciprocal borrowing among respective primary user groups, and to share costs of the system and services according to agreed upon formulas.

ARTICLE II: Membership

1. Membership is by invitation and at the discretion of the HELIN Board of Directors. Full members are entitled to a seat on the Board of Directors, while affiliate members are not so entitled. Guidelines for full and affiliate membership are established by the Board.

2. In order to add a new member, there must be a vote of at least seventy-five percent (75%) of all the current members.

3. With cause, membership can be revoked by a vote of at least seventy-five percent (75%) of all the members. Grounds for revocation of membership from the consortium may be only for non-payment of consortium fees or for willful, malicious damage to the system by a member institution.

4. Any member institution can, at its discretion, withdraw from HELIN. Membership withdrawal will be effective 180 days after written notice. The Board of Directors will decide upon separation fees. The consortium may charge the costs of withdrawal to the withdrawing institution.

5. Dissolution. In the event of the dissolution of the organization, all assets will be distributed to institutions that are members at the time of dissolution, in amounts to be determined by the Board of Directors.

ARTICLE III: Governance

1. HELIN is governed by a board of representatives from each member institution, called the Board of Directors. The Board is comprised of the library director (substitutions are not allowed) from each respective full-member institution. HELIN management staff may participate as non-voting, ex officio members.

2. Conduct of Business. The Board of Directors shall consider all matters and devise all policies necessary or desirable for the operation of the HELIN Library Consortium and shall enforce and uphold and implement appropriate rules and procedures with exclusive authority over all matters not reserved to the authority of the member institution's administration or to the individual libraries in the Agreement.
3. Parliamentary authority. Robert's Rules of Order (most recent edition) will be used in the conduct of business.
4. Election of officers. The Board of Directors shall elect officers biannually in the Spring, for a two-year term beginning September 1 and ending August 31. Officers to be elected are: President, Vice-President, Treasurer and Secretary. Said officers shall constitute an Executive Committee, which may be empowered to act on the Board's behalf.
5. President. The President shall be responsible for the orderly conduct of each meeting. The President may refer issues for decision to the Board of Directors by electronic means; the rules for quorum and voting at meetings apply. The President, or anyone designated by the President, may represent HELIN at conferences, meetings of other organizations, and other events.

Article IV: Executive Committee

1. The Executive Committee shall be composed of the President, Vice-President, Treasurer, Secretary, and the immediate Past President.
2. The Executive Committee shall have all of the power of the Board of Directors between meetings, but which can not modify any action taken by the Board.
3. The Executive Committee shall meet on a regular basis between Board meetings, or at the call of the President.

ARTICLE V: Operations

1. In order to operate state-of-the-art library systems and services, the Board of Directors may employ an Executive Director and any other required staff. The Executive Director is responsible for day-to-day system operations. In addition, the Executive Director attends and is an ex officio, non-voting member of the Board of Directors and Executive Board.

ARTICLE VI: Board of Directors Meetings

1. Time and place. Meetings shall be held at least four times a year at a location agreed upon by the members. A special meeting of the members may be called at any time by the President or a majority of the Board of Directors. At least five days prior to the date fixed for the holding of any Board of Directors meeting, notice shall be sent via electronic mail or U.S. Postal Service notifying members of time, place and information concerning the meeting.
2. Quorum. Two-thirds of the total membership constitutes a quorum for all Board meetings with the exception of the meeting to approve the annual budget. At the meeting when the annual budget is approved, full member attendance constitutes a quorum.
3. Who is entitled to vote? Each library director is entitled to her/his vote. Voting by email is permitted.
4. Majority constitutes the vote. When a quorum is present, the vote of the majority of the members at such a meeting shall be the vote of the HELIN Board of Directors, unless a greater vote is required by the Agreement or by these Bylaws.

ARTICLE VII: Committees

1. HELIN standing committees are established by the Board of Directors and may be disbanded by same.
2. Ad hoc committees may be established as needs develop and are appointed by the President for a specified purpose and a specific length of time (not normally to exceed one year).

ARTICLE VIII: Financial matters

1. Budget. The fiscal year is July 1 through June 30. Each Spring the Board of Directors shall adopt a budget for the coming fiscal year. To facilitate budget planning at the member institutions, each Fall the Board reviews and adopts a planning budget for the next fiscal year.
3. Membership dues and other fees. Annual membership dues and fees, as set by the adopted budget, are billed to the member institutions at the beginning of the fiscal year, and are due within 30 days, unless another payment schedule is agreed.

ARTICLE IX: Shared Catalog

1. Quality and standards. Member libraries will contribute full bibliographic records that shall be OCLC-derived MARC records. The members will strive for the best possible quality for the union catalog, and to this end agree to cooperatively resolve quality issues for individual records and for local practices affecting the union catalog.
3. Removal of data. When a member library is expelled or chooses to withdraw from the union catalog, that member library is directly responsible for all costs associated with the removal of its data from the central system, and any other costs associated with the discontinuation of its participation in HELIN.

ARTICLE X: Amendment of Bylaws

1. These Bylaws may be amended by a two-thirds vote of the members present at any regular or special meeting of the Board of Directors (vote may be submitted in writing as a secret ballot, if so requested). Notice and proposed changes or amendments must be submitted in writing to each member at least fourteen (14) days in advance of the scheduled vote.

1 February 2002, original approval.

Bylaws amended on 18 December 2002.

Bylaws amended on 12 March 2003.

Bylaws amended on 11 June 2003.

Bylaws amended on 23 October 2003.

Bylaws amended on 13 September 2005.

Addendum:

At the date of original implementation of the above Bylaws, member institutions included:
Bryant College

Community College of Rhode Island
Johnson and Wales University
Providence College
Rhode Island College
Roger Williams University
Salve Regina University
University of Rhode Island

Brown University became a “Full Member” institution on May 7, 2002.

Wheaton College became a “Full Member” institution on September 13, 2005.

The Dominican House of Studies, affiliated with Providence College, became the first “Affiliate Member” – by Board action at its meeting of May 7, 2003.

Thirteen Rhode Island Health Sciences Libraries became an “Affiliate Member” by Board action on October 23, 2003.