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## HELIN Bylaws 10.20.17

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

**(Approved 10-20-17)**

**PREAMBLE**

These Bylaws are based upon the *HELIN 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), and the *HELIN Policy Governance Manual*. Those documents represent authoritative and binding obligations and expectations on the part of all parties, and these Bylaws are an extension of those documents. It is acknowledged by all parties that the *HELIN Agreement for Integrated Library and Information Services* and the *HELIN Policy Governance Manual* 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 language and terms of those documents.

**ARTICLE I: Mission and Vision**

**MISSION**

The mission of HELIN is to continually develop and sustain cooperative initiatives to enhance library resources, systems and services for all member institutions.

**VISION**

HELIN aspires to collaboratively lead innovation in library and information services for the enhancement of higher education and learning.

Guided by its Mission and Vision, the consortium's goals serve as the "outcomes" against which the board designs and thus pursues all initiatives. The Mission, Vision, Goals are delineated in the *Mission, Vision, Goals Document*.

**ARTICLE II: Membership**

1. Membership is by invitation and at the discretion of the HELIN Board of Directors. Guidelines for membership categories are established by the Board, and delineated in the *HELIN Membership Categories Document*. There are two categories of membership—Governing

Members and Affiliate Members. Only Governing members are entitled to a seat on the Board of Directors. New members may be required to pay a one-time fee, determined by the membership category and guided in the *HELIN Membership Categories Document*.

2. In order to add any new member, there must be a vote in favor of membership by at least seventy-five percent (75%) of all the current governing members.
3. With cause, membership can be revoked by a vote of at least seventy-five percent (75%) of all the current Governing members. Grounds for revocation of membership from the consortium may include but are not limited to non-payment of consortium fees, for disregard of the *HELIN Agreement for Integrated Library and Information Service*, *HELIN Membership Categories Document* and the *HELIN Policy Governance Manual* or for damage to the organization by a member institution.
4. Any member institution can, at its discretion, withdraw from HELIN. Withdrawal will be effective 365 days from receipt of written notice. Membership fees will be prorated for each month beyond the start of a fiscal year that falls between the date of notice and the last day of membership. From the date of notice until the last day of membership, the Board representative of the withdrawing institution serves as a non-voting Board member.
5. 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: Operations**

The HELIN Board of Directors may employ any required staff. The duties, responsibilities, linkage to the Board and limitations of HELIN staff are delineated in the *HELIN Policy Governance Manual*.

### **ARTICLE IV: Governance**

HELIN is governed by a board of representatives comprised of one (1) from each Governing Member institutions, called the Board of Directors. The duties and responsibilities of the Board are delineated in the *HELIN Governance Manual*.

### **ARTICLE V: Board of Directors Meetings**

1. Board meetings will be held at least four times a year at a location agreed upon by the Governing Members. The Chair will be responsible for the orderly conduct of each Board meeting. The duties and responsibilities of the Chair are delineated in the *HELIN Policy Governance Manual*. A special meeting of the Governing Members may be called at any time by the Chair, 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 will be sent via electronic mail notifying members of time, place and information concerning the meeting.

2. Two-thirds of the total Governing membership constitutes a quorum for all Board meetings. At the meeting when the annual budget is approved, full Governing Member vote is required.
3. Each library representative from a Governing Member institution is entitled to her/his vote. The vote will be recorded by the Secretary for inclusion in the Minutes of the meeting in which the motion was made.
4. Majority constitutes the vote and represents a binding decision for all members. When a quorum is present, the vote of the majority of the governing members at such a meeting will be the vote of the HELIN Board of Directors, unless a greater vote is required by the Agreement or by these Bylaws.
5. The Board will review the HELIN Policy Governance Manual periodically.
6. The Board will determine policy.
7. Only the chief library administrative officer of each Governing Member institution qualifies to serve on the Board of Directors. If the chief administrative officer cannot serve for a period of several consecutive months, up to a year, the Board will consider an alternate who has been empowered by the Governing Member institution with a level of authority akin to that of the chief administrative officer. If approved by the Board, only that individual may serve as the alternate and votes of the alternate are binding.

#### **Article VI: Annual Meeting**

The Board will hold an annual consortium-wide business meeting to report on the financial status of the organization, and outline HELIN's mission, goals and strategic initiatives.

#### **Article VII: Parliamentary Authority**

Robert's Rules of Order (most recent edition) will be used in the conduct of business at Board of Director's meetings, and at any meetings conducting the business of the organization.

#### **Article VIII: Officers**

1. The Board will elect the following officers:
  - Chair, two-year term, non-renewable
  - Vice-Chair, Chair-Elect, two-year term, non-renewable
  - Past Chair, two-year term, non-renewable
  - Treasurer and Secretary, two-year term, renewable
2. For purposes of electing officers, the Past Chair will seek nominations and will put forward at least one nominee for each position, to be voted upon at the June meeting.

3. Nominations may be made from the floor.
4. Elections may be by secret ballot at the request of any Board member, with results presented to the Board by the Past Chair.
5. A nominee receiving a majority of votes cast for the position will be declared elected, and will serve until the next election for that position.
6. In the event an office becomes vacant before the end of the two- year term, a special election will be held for that office. The elected officer will then serve out the two-year term.

#### **ARTICLE IX: Financial Matters**

1. The fiscal year for the HELIN budget is July 1 through June 30. Each June the Board of Directors will adopt a budget for the coming fiscal year. To facilitate budget planning at member institutions, each Fall the Board will review and adopt a planning budget for the next fiscal year.
2. The Treasurer oversees the budget and its presentation to the Board.
3. Annual membership dues and fees, as set by the adopted budget, are billed to the member institutions at the beginning of HELIN's fiscal year, and are due within 30 days, unless another payment schedule is agreed upon.

#### **ARTICLE X: Amendment of Bylaws**

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.

Original approval, 1 February 2002,

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.

Bylaws amended on 19 February 2010.

Bylaws amended on 15 June 2012

Bylaws amended on 25 April 2014 Bylaws  
amended on

#### **Addendum:**

At the date of original implementation of the above Bylaws, Governing 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 Governing Member” institution on May 7, 2002.

Wheaton College (MA) became a “Full Governing 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.

The Association of Rhode Island Health Science Libraries became an “Affiliate Member” by Board action at its meeting of October 23, 2003.

The Rhode Island State Law Library became an “Affiliate Member” on July 1, 2009.

The exit date of Bryant University as a “Full Governing Member” was December 3, 2015.

The exit date of the University of Rhode Island as a “Full Governing Member” was December 31, 2015.

The exit date of Brown University as a “Full Governing Member” was January 1, 2016.