

BYLAWS
of
Tenn-Share: A Tennessee Information Resource Sharing Consortium

Article I. Name

The name of the organization shall be Tenn-Share: A Tennessee Information Resource Sharing Consortium.

Article II. Purpose

Tenn-Share seeks to provide leadership in all areas of resource sharing among libraries, archives, museums and other information agencies in Tennessee. Tenn-Share seeks to provide leadership and support for information sharing among its members. To support this purpose, Tenn-Share facilitates sharing of print and digital collections, staff training, leadership development and advocacy efforts.

Article III. Membership

Section 1. Full membership in Tenn-Share is open to libraries, museums, archives and other information agencies in the state of Tennessee. Membership dues are established by the Board of Directors and based on the operating budget of the member institution.

Representatives of full member organizations are eligible to serve as an officer, board member, committee chair, committee member, or any other office or appointment within Tenn-Share.

Each full member organization will have one vote on all matters presented to the membership for vote by the Board of Directors. The vote will be cast by the chief librarian or designee.

Each full member organization in good standing will be eligible to take advantage of all contracts, services and agreements negotiated on behalf of TENN-SHARE members and/or provided by Tenn-Share.

Section 2. Sponsoring membership in Tenn-Share is open to businesses and organizations who want to support the work of Tenn-Share. Sponsoring Membership dues are established by the Board of Directors.

Section 3. Affiliate membership is open to any resource-sharing organization made up of libraries, museums, archives or similar institutions in Tennessee. While affiliate members do not pay dues, each individual member library in an affiliation must pay dues to be considered a Tenn-Share member, eligible for member benefits.

To become an Affiliate member, organizations may request to join Tenn-Share by contacting the chair of the Membership Committee, who will present the request to the Board of Directors for approval.

Section 4. The Tenn-Share fiscal year is July 1 through June 30.

Section 5. To be a member in good standing and be eligible for the benefits of membership, dues must be paid.

Article IV. Officers

Section 1. The officers of the organization shall be President, Vice-President/President Elect, Secretary, Treasurer and the immediate Past-President.

Section 2. The term of office for all officers shall be for two years or until their successors' terms begin. Officers are not eligible for immediate reelection to their respective office. The term of office for all Officers shall begin on January 1.

Section 3. Only representatives from full member institutions shall be eligible to serve as officers.

Article V. Board of Directors

Section 1. Composition. The Board of Directors shall be composed of representatives of member institutions in the following categories.

- Officers (Executive Committee)
- Three public library representatives
- Three academic library representatives
- Three school library representatives
- Two special library representatives
- One State Library & Archives representative

The State Library & Archives representative to the Board does not vote and is not counted towards the quorum.

Section 2. The term of office for all Board members shall begin January 1; Board members shall serve for two years or until their successors' terms begin. Board membership should normally be staggered so that one-half of the membership retires each year. The Board membership should consist of at least three representatives from each of the three grand divisions of the State of Tennessee.

Section 3. Powers. The Board of Directors shall have the power to act in the name of the organization in all matters of business, finance, contracts and other issues.

Section 4. Quorum. Fifty (50) per cent of the voting Board members shall constitute a quorum for conducting the business of the organization.

Section 5. Executive Director. The Board of Directors will approve the appointment and compensation for the Executive Director of the organization.

Section 8. Additional staff. The Executive Director will appoint and supervise any additional staff of the organization. All appointments and salary levels must be approved by the Executive Committee. Any disagreements on terms of employment between the staff and the Executive Director can be brought to the Executive Committee for review and final decision.

Article VI. Executive Committee.

Section 1. Membership. The officers of the organization: President; Vice-President/President Elect; Secretary; Treasurer; and Past-President, shall constitute the Executive Committee.

Section 2. Duties. The Executive Committee acts for the Board when decisions are needed between Board meetings, and is accountable to the board for said actions.

Section 3. Voting. A simple majority of the Executive Committee may vote to take action. Such votes may be taken live or virtually.

Section 4: The Executive Committee will:

- a. develop an agenda and program for all general meetings and be responsible for securing hosts and speakers for these meetings,
- b. ensure that the organization remains in compliance with the adopted By-laws,
- c. prepare an annual budget that includes anticipated income, expenditures, a contingency fund, and investment.
- d. review dues structure annually.
- e. appoint the Executive Director and facilitate the annual process to review the performance of the Executive Director, with the possibility of providing a merit-based and/or cost-of-living salary increase.
- f. suggest and develop workshops, demonstrations, training programs and other professional development opportunities for the members of Tenn-Share,
- g. receive and respond to suggestions for needed programs, projects and activities from the Board of Directors,

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- h. report at least twice a year on the activities of the committee and the Board of Directors to the membership,
- i. make recommendations on policy matters to the Board of Directors,
- j. act on behalf of the Board of Directors as needed between board meetings.

Article VII. Elections

Section 1. Purpose. Elections are held by the Tenn-Share Board to fill Board positions made vacant by the completion of regular terms or terms held on an interim basis due to an unanticipated vacancy. *[This seems redundant in light of Section 3.]*

Section 2. Election Procedures. In September, the Board shall appoint a Nominating Committee. It shall be the responsibility of this committee to call for nominations from Tenn-Share member institutions for the positions with terms scheduled to begin the following January. By the end of October the committee shall present a slate to the Board for changes and/or approval. By December 1, the Board votes on the slate and results are announced to the membership.

Section 3. Filling Unanticipated Vacancies. In the event of a Board vacancy, the Executive Committee shall nominate and the Board shall elect an interim Officer or Board member to serve for the remainder of the term.

Article VIII. Board Meetings

Section 1. The Tenn-Share Board of Directors shall meet at least three times each year on a schedule established by the Board of Directors yearly. Meetings may be live or virtual.

Section 2. Special meetings of the Board may be called by any member of the Executive Committee upon the written request of four Board members. The purpose of the meeting shall be stated in the call. All members shall be given seven working days' notice (excluding Saturdays and Sundays).

Article IX. Committees

Section 1. The following committees shall be considered Standing Committees. Committee Chairs are appointed by the President. All committee members shall be employees of member institutions. Exceptions may be made by request of the Committee Chair to the Executive Committee.

- a. The Nominating Committee. This committee of three or more persons shall be appointed by the Past-President, who shall serve as chair. It shall be the duty of this committee to: solicit nominations for officers and board members; to hold the

elections therefore; and to accept nominations for the Tennessee Resource Sharing Award.

- b. The Finance Committee. The Treasurer shall serve as chair of this committee, and the Executive Committee shall serve as its members. The Executive Director shall serve as an ex-officio member. It shall be the duty of this committee to review and present the annual budget to the Board of Directors for approval, to provide for an annual audit of the financial records of the organization, and to advise the staff and Board of Directors on financial matters as they arise.
- c. The Membership Committee. This committee, with the help of the Membership Records Coordinator, is responsible for maintaining and increasing the membership of the organization. It follows an established calendar and procedures to encourage membership renewals and promotes recruitment of new members.
- d. The DataFest Committee. The Database Coordinator shall serve as chair of this committee, and shall recruit three or more additional members. This committee is responsible for planning and executing an annual event focusing on research databases of interest to the membership.
- e. The Conference Committee. The Vice President / President-Elect shall serve as chair of this committee, and shall recruit three or more additional members. This committee is responsible for planning and executing an annual conference for the organization.
- f. The Volunteer Voices Committee. The President shall appoint the chair of this committee, who shall recruit two or more additional members. This committee is responsible for promoting the development of the Volunteer Voices project and works in conjunction with the hosting institution.
- g. The Tennessee Electronic Library Committee shall be appointed by the President. This committee is responsible for promoting the development of the Tennessee Electronic Library and works in conjunction with the Tennessee State Library and Archives.
- h. The Rapid Delivery / One-Step Access Committee. The President shall appoint the chair of this committee, who shall recruit two or more additional members. This committee is responsible for investigating and promoting methods of resource sharing including shared catalogs, interlibrary loan and courier service.

Section 2. Other Committees. Such other committees, standing or ad hoc, shall be appointed by the President with the consent of the Board as the organization shall from time to time deem necessary to carry on its affairs. The president shall be an ex-officio member of all committees except the Nominating Committee.

Article X. Procedures Manual.

Section 1. Purpose. A Procedures Manual shall be developed to outline the steps to be followed in conducting the business of Tenn-Share. This manual shall include such information as the functions of standing committees and responsibilities of paid staff, among other procedures.

Section 2. Procedures shall be developed under the direction of the President and shall be approved or changed by a simple majority of Board members.

Article XI. Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the organization 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 organization may adopt.

Article XII. Amendment of Bylaws

The bylaws may be amended at any regular meeting of the Board of Directors by a two-thirds vote of the members present and voting.