BYLAWS OF ACADEMIC LIBRARIES OF INDIANA, INC.

(Revisions approved at ALI members meeting, May 10, 2012)

ARTICLE I Membership

Section 1.1 Members. As provided in the Articles of Incorporation, members of Academic Libraries of Indiana, Inc. (the "Corporation") shall be the libraries of Indiana colleges, seminaries, universities and other nonprofit institutions of higher education within Indiana which are accredited by the Higher Education Commission of the North Central Association of Schools and/or the Association of Theological Schools (such libraries are hereinafter referred to as the "Supported Organizations"), as represented by the then-current Library Director (or designate thereof).

Section 1.2 Duration of Membership; Resignation. Membership in the Corporation may terminate by voluntary resignation as herein provided, or as otherwise provided in these Bylaws or by law. All rights and privileges of a member in the Corporation shall cease on the termination of membership. Any member may voluntarily resign at any time upon fair and reasonable notice to the Corporation. Any member wishing to resign shall provide notice of intent to resign no later than twelve (12) months prior to the beginning date of the Corporation's fiscal year in which the resignation shall become effective. Any such notice shall be presented to the Board of Directors at the next succeeding meeting of the Board of Directors. The resignation of a member does not relieve the member from any obligations the member may have to the Corporation as a result of obligations incurred or commitments made before such resignation, including any unpaid dues, fees or assessments.

Section 1.3 Expulsion, Suspension, and Termination. A member may be expelled or suspended and a membership may be terminated or suspended only under a procedure that is fair and reasonable and carried out in good faith, as provided by law. Sufficient cause for suspension or termination of voting membership shall include, but not be limited to, violation of these Bylaws, nonpayment of dues, fees or assessments, if any, violation of any lawful rule or practice duly adopted by the Corporation, or any other conduct prejudicial to the interests of the Corporation. In the event that any member is more than six (6) months in arrears on any payments due to the Corporation, the Board of Directors shall recommend to the members that such member be suspended. A member suspended under these circumstances shall not be entitled to receive any services from the Corporation and may not participate as a voting member or director.

Section 1.4 Dues, Fees, and Assessments. Subject to the Articles of Incorporation, the amount of any membership fees, dues and assessments applicable to membership in the Corporation and the time and manner of payment thereof shall be determined by the Board of Directors. The Corporation shall have the authority to make annual assessments of its members, which shall coincide with the Corporation’s fiscal year. In addition, members may be required to pay additional amounts for projects determined by the Board of Directors to be core services for the use of all members pursuant to a cost-sharing formula to be approved by the members. Participation in any other projects will be on a voluntary basis, with costs to be shared among participating members only or funded by grants.
ARTICLE II Meetings of Members

Section 2.1 Annual Meeting. The annual meeting of the members of the Corporation shall be held during May each year or at another time and at a place to be determined by the Board of Directors. At the annual meeting, the members shall vote on approval of the annual budget. Annual meetings of the members should be held within the earlier of six (6) months after the close of the fiscal year or fifteen (15) months after the Corporation's last annual meeting. The failure to hold an annual meeting at a time stated in or fixed in accordance with these Bylaws does not affect the validity of any corporate action or work any forfeiture or dissolution of the Corporation. Annual membership meetings shall be held at the place specified in the notice of the meeting. At the annual meeting of members, the President and the Treasurer, or their designees, shall report on the activities and financial condition, respectively, of the Corporation.

Section 2.2 Special Meetings. Special meetings of the members may be called by the Board of Directors or by one or more petitions in writing or electronically signed, dated and delivered by at least twenty percent (20%) of the votes entitled to be cast at the proposed special meeting. Such petition or petitions must demand a special meeting and describe the purpose for which the meeting is to be held. Special membership meetings shall be held at the place specified in the notice of meeting.

Section 2.3 Participation. A member may participate in a meeting of the members by or through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating by this means is considered to be present in person at the meeting.

Section 2.4 Notice of Meetings. Notice stating the place, date and time of any meeting of the members and a description of the purpose or purposes for which such meeting is called, shall be delivered or mailed (first class, registered or electronically) by the Corporation to each member of record entitled to vote at such meeting, at such address as appears on the records of the Corporation, at least ten (10) but not more than sixty (60) days before the date of such meeting. Notice given electronically will be effective when transmitted. Written notice shall be effective on the earlier of the following: (i) when received, or (ii) five (5) days after notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current records of the Corporation. Notwithstanding the foregoing, action taken by the members shall not be invalidated, and notice shall not be considered improper, if notice, including oral notice, is given in a fair and reasonable manner.

Section 2.5 Waiver of Notice. Notice of any meeting may be waived in writing or electronically by any member before or after the date and time of the meeting, if the waiver is signed by the member and delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records. A member's attendance at a meeting (a) waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (b) waives any valid objection to consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice, unless the member objects to considering the matter when the matter is presented.
Section 2.6  Voting Rights. Except as may otherwise be provided in the Articles of Incorporation, each
member of record of the Corporation shall be entitled to vote on each matter voted on by the members.

Section 2.7  Date of Determination of Voting Rights. The Board of Directors may fix a record date to
determine the members entitled to notice of a members' meeting, to demand a special meeting, to vote
or to take any other action; provided, however, that the record date may not exceed seventy (70) days
prior to the meeting or action requiring a determination of members. In the absence of action by the
Board of Directors to fix a record date as herein provided, the record date shall be the date of the
meeting or action requiring a determination of members.

Section 2.8  Voting by Proxy. A member entitled to vote at any meeting of members may vote either in
person or by proxy. A member may appoint a proxy (who must be an employee of the same library or
another member of the Corporation) to vote or otherwise act for the member by signing the required
appointment form. An appointment of a proxy is valid for the meeting for which it has been provided.
No proxy shall vote at any meeting of members unless the appointment form designating such proxy
shall have been filed with the Secretary or other officer or agent authorized to tabulate votes.

Section 2.9  Quorum; Voting. At any meeting of members, one-half of the votes entitled to be cast on a
matter, represented in person or by proxy, shall constitute a quorum for action on the matter, unless a
higher quorum shall be required by law, the Articles of Incorporation or these Bylaws. Notwithstanding
the foregoing, unless at least one-third (1/3) of the voting power is present in person or by proxy, the
only matters that may be voted on at an annual or special meeting of the members are those matters
that are described in the meeting notice. After a vote is represented for any purpose at a meeting, the
vote is considered present for quorum purposes for the remainder of the meeting and for any
adjournment of that meeting, unless a new record date is or must be set for that adjourned meeting. If a
quorum exists, action on a matter other than the election of directors is approved if the votes cast
favoring the action exceed the votes cast opposing the action, unless a greater number is required by
law, the Articles of Incorporation or these Bylaws. The director who serves in the at-large position on
the Board is elected by a plurality of the votes cast by the members entitled to vote.

Section 2.10  Voting List. At all times, the Corporation shall keep a complete and accurate list of all
members entitled to vote by the Articles of Incorporation of the Corporation. This list shall be available
for public access and updated at least annually.

Section 2.11  Conduct of Meetings. Meetings of members, including the order of business, shall be
conducted in accordance with such rules as the Board of Directors may adopt.

Section 2.12  Action by Written Ballot. Any action that may be taken at an annual or special meeting of
members may be taken without a meeting if the Corporation delivers a written or electronic ballot to
every member entitled to vote on the matter. The ballot must set forth each proposed action and
provide an opportunity to vote for or against each proposed action. Approval by written or electronic
ballot is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be
present at a meeting authorizing the action, and when the number of approvals equals or exceeds the
number of votes that would be required to approve the matter at a meeting. A solicitation for votes by
written or electronic ballot must indicate the number of responses needed to meet the quorum
requirements, state the percentage of approvals necessary to approve each matter other than the
election of directors, and specify the time by which a ballot must be received by the Corporation to be
counted. A written or electronic ballot may not be revoked once received by the Corporation. Action by
written consent is not authorized.

ARTICLE III Board of Directors

Section 3.1 Duties and Qualifications. The business and affairs of the Corporation shall be managed by
the Board of Directors.

Section 3.2 Number, Term, Election and Designation. The Board of Directors shall consist of sixteen (16)
directors. Each elected director shall serve for a term of one (1) year. Three (3) directors shall be elected
by the Board of Directors of the Private Academic Library Network of Indiana (“PALNI”); one (1) director
shall be the Library Director of University Libraries of Notre Dame; one (1) director shall be elected by
the private college or university library members which are not members of PALNI; one (1) director shall
be the Library Director of Indiana University Bloomington Library; one (1) director shall be the Library
Director of Purdue University – West Lafayette Library; two (2) directors shall be elected by the libraries
of Ball State University, Indiana State University, Indiana University Purdue University Indianapolis and
the University of Southern Indiana; two (2) directors shall be elected by members representing
IU/Purdue regional campuses; three (3) directors shall be elected by members representing Ivy Tech
Community College regions and Vincennes University; one (1) director shall be elected by the
independent professional school libraries; and one (1) at-large director shall be elected by the entire
membership.

The Board of Directors should be elected by their respective constituency groups three months prior to
the annual meeting. Despite the expiration of a director’s term, the incumbent director continues to
serve until a successor is elected and qualifies, or until there is a decrease in the number of directors.

Any vacancy among the directors elected by a constituent group caused by death, resignation, removal,
increase in the number of directors or otherwise shall be filled by an election of that constituent group.
The term of office of a director chosen to fill a vacancy shall expire at the later of the next annual
meeting of the members, or at such time as a successor shall be duly elected and qualified. Any vacancy
among the directors from Indiana University Bloomington, Notre Dame University, and Purdue
University West Lafayette due to the departure of the library director shall be filled by his or her
successor to the position of library director.

Section 3.3 Removal. Any elected director may be removed, with or without cause, by the members of
the constituent group who elected that director whenever the number of votes cast to remove the
director would be sufficient to elect the director at a meeting to elect directors.

Section 3.4 Meetings. Regular meetings of the Board of Directors shall be held whenever convenient for
the Board of Directors. No notice shall be necessary for any scheduled meetings. Special meetings of the
Board of Directors may be held upon the call of the President or twenty percent (20%) of the directors
then in office and upon at least forty-eight (48) hours notice specifying the date, time, place and
purpose or purposes of the meeting, given to each director either personally or by mail, electronic mail, 
telegram, facsimile transmission or telephone. Oral notice is authorized.

Section 3.5 Participation. A director may participate in a regular or a special meeting of the Board of 
Directors by or through the use of any means of communication by which all directors participating may 
simultaneously hear each other during the meeting. A director participating by this means is considered 
to be present in person at the meeting.

Section 3.6 Quorum; Voting. One-half (1/2) of the directors in office when action is taken shall be 
necessary to constitute a quorum for the transaction of any business at a meeting of the Board of 
Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors 
present when the act is taken shall be the act of the Board of Directors, unless the act of a greater 
number is required by law, the Articles of Incorporation or these Bylaws.

Section 3.7 Action by Consent. Action by consent is not authorized.

Section 3.8 Nominating Committee. There shall be, and by the adoption of these Bylaws the Board of 
Directors hereby creates, a Nominating Committee of the Corporation, which shall consist of five (5) 
members one (1) of which is serving on the Board of Directors, and the other four (4) are not serving on 
the Board of Directors. Also the membership of the Nominating Committee shall be composed of two 
(2) representing state-funded member libraries other than Ivy Tech Community College or Vincennes 
University, two (2) representing privately-funded member libraries and one (1) representing the library 
of an Ivy Tech Community College region or Vincennes University, appointed by a majority of all the 
directors in office when the action is taken. The Nominating Committee shall be responsible for 
nominating candidates for the offices of, President, Vice-President, Secretary and Treasurer and the at-
large member of the Board of Directors. Members of the Nominating Committee may be included in the 
slate of candidates. The proposed slate shall be delivered, via U.S. mail or electronically, to the 
members at least fifteen (15) days before the annual meeting of the members. The Nominating 
Committee shall cause minutes of its proceedings to be kept and filed with the minutes of the 
proceedings of the Board of Directors.

Section 3.9 Other Committees and Task Forces. The Board of Directors may from time to time create 
charge committees or task forces to undertake studies, make recommendations and carry on functions 
in order to efficiently accomplish the purposes of the Corporation. The charge will include purpose, 
mission, membership and timeframe, if appropriate. All members of committees and task forces shall be 
approved by the Board. They may, but need not be, representatives of members of the Corporation. All 
recommendations from a committee or task force shall be presented to the Board of Directors for 
further action.

Section 3.10 Committee and Task Force Quorum. A majority of the members of any committee or task 
force shall constitute a quorum and all actions of a committee or task force shall require a majority vote 
of the committee or task force members present at a meeting at which quorum is present.
ARTICLE IV Officers

Section 4.1 Officers and Qualifications. The officers of the Corporation shall consist of a President, a Vice-President, a Secretary and a Treasurer. The officers shall be chosen by the members from among the Board of Directors.

Section 4.2 Terms of Office. Each officer of the Corporation shall be elected by the members at their annual meeting and shall hold office for a term of one (1) year beginning on the date of the annual meeting and until a successor shall be duly elected and qualified, or until resignation, removal or death.

Section 4.3 Vacancies. Whenever any vacancies shall occur in any of the offices of the Corporation for any reason, the same may be filled by the Board of Directors, and any officer so elected shall hold office until the expiration of the term of the officer causing the vacancy and until the officer's successor shall be duly elected and qualified.

Section 4.4 Removal. Any officer of the Corporation may be removed, with or without cause, at any time by a majority vote of the members.

Section 4.5 Compensation. The officers of the Corporation shall receive no compensation for their services in such offices.

ARTICLE V Powers and Duties of Officers

Section 5.1 President. The President, if present, shall preside at and distribute the agenda for all meetings of the members and the Board of Directors. At each annual meeting of the members, the President or the President’s designee shall report on the activities of the Corporation. The President shall be responsible for implementation of policies established by the Board of Directors. Subject to the general control of the Board of Directors, the President shall manage and supervise all of the affairs of the Corporation and shall perform all of the usual duties of the chief executive officer of a corporation.

Section 5.2 Vice-President. Subject to the general control of the Board of Directors, if the President is not present, the Vice-President shall discharge all the usual functions of the President and shall have such other powers and duties as these Bylaws, the Board of Directors or an officer authorized by the Board may prescribe.

Section 5.3 Secretary. The Secretary shall attend all meetings of the members and of the Board of Directors, and prepare, keep, or cause to be kept, a true and complete record and minutes of the proceedings of such meetings. Agendas and minutes of such meetings shall be publically accessible. If required, the Secretary shall attest the execution by the Corporation of deeds, leases, agreements and other official documents. The Secretary shall attend to the giving and serving of all notices of the Corporation required by these Bylaws, shall have custody of the books (except books of account) and records of the Corporation, shall be responsible for authenticating records of the Corporation, and in general shall perform all duties pertaining to the office of Secretary and such other duties as these Bylaws, the Board of Directors, or an officer authorized by the Board may prescribe. The Secretary shall deposit all books and records in the permanent file in the Corporation’s archive at the end of his or her term.
Section 5.4 Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. The Treasurer shall have charge and custody of, and be responsible for, all funds, notes, securities and other valuables which may from time to time come into the possession of the Corporation and shall deposit, or cause to be deposited, all funds of the Corporation with such depositories as the Board of Directors shall designate. At each annual meeting of the members, the Treasurer, or the Treasurer’s designee, shall report on the financial condition of the Corporation. The Treasurer, or the Treasurer’s designee, shall furnish, at meetings of the Board of Directors or whenever requested, a statement of the financial condition of the Corporation, and in general shall perform all duties pertaining to the office of Treasurer. The Treasurer shall deposit all books and records in the permanent file in the Corporation’s archive at the end of his or her term.

ARTICLE VI Miscellaneous

Section 6.1 Elections. The election of officers and the at-large member of the Board of Directors shall occur, as specified above, at the annual meeting of the members but in no event later than June 1. A slate of candidates shall be formulated by the Nominating Committee and distributed prior to the meeting in accordance with Section 3.10. The President shall conduct such elections. The Nominating Committee shall present the slate of candidates. Additional nominations may be made from the floor, provided there is a second and that the nominator has obtained the consent of the nominee prior to making the nomination. In the event there are nominations from the floor, voting shall be by ballot.

Section 6.2 Execution of Contracts and Other Documents. Unless otherwise ordered by the Board of Directors, all written contracts and other documents entered into by the Corporation shall be executed on behalf of the Corporation by the President or Vice-President and, if required, attested by the Secretary or an assistant secretary.

Section 6.3 Fiscal Year. The fiscal year of the Corporation shall begin on July 1 of each year and end on the immediately following June 30.

ARTICLE VII Amendments

Subject to law and the Articles of Incorporation, the power to make, alter, amend or repeal all or any part of these Bylaws is vested in the members. A two-thirds (2/3) vote of the members shall be necessary to approve any such action. The Corporation must provide at least thirty (30) days notice to the members of any meeting at which an amendment to the Bylaws is to be considered and voted upon. A proposal for alteration of the Bylaws may be submitted by the Board of Directors or by action of five (5) members.

Secretary’s Initials

Date: