Present:


Proxies voting on behalf of Glenda Bockman (William Darr), Mary G. Persyn (Richard AmRheim)

Tom Kirk called to order the directors of 56 member academic libraries of Indiana or their proxies. The agenda was announced at least thirty days prior to the meeting along with drafts of the Articles of Incorporation and By-laws. Copies of the proposals are attached to the original copies of these minutes and are filed with the elected secretary. Prior to the meeting all documents were posted to the ALI Web site at www.earlham.edu/~libr/inalc.

Tom Kirk called on Larry Frye to present the Articles of Incorporation and Bylaws. Larry explained that he submitted the INCOLSA and PALNI articles of incorporation to Katrina M. Clingerman, Attorney-At-Law of ICE MILLER, Indianapolis. Based on those documents and her understanding of Indiana and federal law on not-for-profits, she prepared the draft document attached to these minutes.

**Articles of Incorporation**

In presenting the Articles of Incorporation Larry Frye (Wabash College) moved for their adoption. The motion was seconded by Julie McGowan (Indiana University Medical School Library). After brief discussion the Articles were approved.

**By-laws**

Larry next presented the Bylaws which are based on the Articles of Incorporation and the Task Force on Governance report.

**Motion to change membership of Board of Directors**

Joseph Thomas (University of Notre Dame, Law School Library) moved and Julie McGowan seconded a motion:

The proposed Bylaws of Academic Libraries of Indiana, Inc., be amended to provide that a member of the Board of Directors shall be elected by the independent professional schools.
During the discussion the final three words were modified to read “library directors of the independent professional school libraries.”

On a voice vote the amended motion was approved.

**Motions to change the size of the Board of Directors**

The group then moved to consider three alternative motions for how the previous motion might be implemented.

The first motion made by Julie McGowan, seconded by David Lewis (Indiana University Purdue University, Indianapolis) is:

Amend Article III, **Board of Directors**, Section 3.2 **Number, Term, Election and Designation** is amended by striking out the words in the final clauses “at-large” and “entire membership” adding “independent professional school libraries.” The clause as amended would then read: “and one (1) director shall be elected by the independent professional school libraries.”

This motion was defeated on a counted vote 26 to 30. This included two proxy votes that were established prior to the meeting.

The second alternative was presented in the form of a motion by Julie McGowan and seconded by David Lewis:

Article III **Board of Directors**, Section 3.2 **Number, Term, Election and Designation** is amended by:

1. striking out the words “fifteen (15) in the first sentence and inserting in their place the words “sixteen (16).” The first sentence as amended would read the Board of Directors shall consist of sixteen (16) directors.
2. and adding a new final clause that reads: “and one (1) director shall be elected by the independent professional school libraries.”

The motion was unanimously approved on counted vote.

The effect of the three previous motions is to (1) include a representative of the independent professional school libraries and in so doing (2) increase the size of the Board of Directors to sixteen.

**Motions to clarify language of the Bylaws**

1. Tom Kirk (Earlham College) moved and Dan Bowell (Taylor University, Upland) seconded:

   Article IV **Officers**, Section 4.1. **Officers and Qualification Therefore** be amended to add the phrase “from among the Board of Directors.” to the second sentence. The sentence then reads, “The officers shall be chosen by the members from among the Board of Directors.”
The motion passed.

2.
Julie McGowan moved and David Lewis seconded:

Article III Board of Directors, Section 3.2. Number, Term, Election and Designation. Be amended so that in the second paragraph (“Other than the initial directors……in the number of directors.”) the first sentence is deleted and the following sentence is added: “The Board of Directors should be elected by their respective constituency groups three months prior to the annual meeting.”

As a result the second paragraph under 3.2 will read: “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 director continues to serve until a successor is elected and qualifies, or until there is a decrease in the number of directors.

The motion passed.

In the course of discussing this motion it was by general consent agreed to revise an error in the make-up of the constituent groups in Section 3.2. The University of Southern Indiana should be a part of the group that includes Ball State University, Indiana State University and IUPUI rather than the IU/Purdue regional campuses.

Motion to change mechanism for electing Board of Directors
Phil Young (University of Indianapolis) moved and Dan Bowell seconded a motion to:

Change the Bylaws to provide for the Board of Directors to elect their own officers.

The motion was defeated.

Motion to change composition of the Nominating Committee
Jennifer Younger (University of Notre Dame) moved and Julie McGowan seconded:

Article III, Board of Directors, Section 3.10 be amended so that the phrase “…which shall consist of five (5) members not then serving on the Board of Directors…” now reads: “…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 of the Board of Directors….”

The motion passed.

It was recommended that for style and ease in reading the new sentence might be broken into two: one sentence covering the number of members and their origin and another about the composition of the nominating committee. No formal action was taken.
Motion to change the way vacancies on the Board of Directors
Dennis Lawson (Ivy Tech, Lafayette) moved and JoAnn Arnold (Calumet College of St. Joseph) seconded that:

   it is the sense of the directors present that the vacancies should be filled by
   the constituency group whose representative is vacating a position on the
   Board of Directors rather than as now stated in Section 3.3 by the Board of
   Directors.

The motion passed.

Exact language for 3.3 was left to Larry Frye and the lawyer to work out.

Following a lunch-time recess the group reconvened at 1:05.

Motion to approve the amended Bylaws
Julie McGowan moved and Eileen Saner (Associated Mennonite Biblical Seminary) seconded:

   The Bylaws be approved as amended subject to review by the lawyer.

The motion passed.

Having completed the first two items on the agenda the membership turned its attention
to the formation of a transition Board of Directors.

It was announced that:
- Janet Fore (St. Mary’s College) had been elected by the non-PALNI independent
  (private) colleges to represent them on the Board of Directors.
- Mary Persyn (Valparaiso University Law Library) had been elected to represent the
  independent professional school libraries.

Tom Kirk clarified that the term of this transition Board of Directors should be one year
not until December 30 as was printed in the agenda. Because the fiscal year is July 1 to
June 30 it seems appropriate that the terms of service should be consistent with the fiscal
year. Hearing no objections the chair continued with the process of electing the at-large
representative to the Board of Directors and the officers (chair, vice-chair, secretary and
treasurer). In sequence nominations were put forward and secret ballots where
conducted. As a result the following were elected:
- At-large Board member: Robert Roethemeyer (Concordia Theological Seminary)
- Chair: Jennifer Younger
- Vice-Chair: David Lewis
- Secretary: Susan Mannan
- Treasurer: Larry Frye

At this point Tom Kirk turned the chair over to Jennifer Younger who presided over the
rest of the meeting. She asked the group to think about next steps. She pointed out that
as a group we have considerable clout. With about 250,000 FTE students we have
significant opportunity to influence vendors and to speak for the needs of academic libraries in Indiana.

In the course of the conversation the following points were made:

1. We need to follow up with Lilly Endowment. The Board and Officers should be pursuing the track of communicating with the Endowment at the same time we begin planning for future activities.
2. We should really move from planning to action. It will take some time to develop and implement plans, but we should be about developing ALI’s program.
3. Proponents spoke to each of the program areas: digitization, databases, resource sharing, Web tools (portal, online tutorials), and off-site storage. Each of these might be addressed in somewhat different ways.
4. It is important that we think about how to present ourselves to the larger library and higher education community.
5. It is important that we find the critical areas where we can make the most progress and impact. From that perspective resource sharing and databases seemed like the most promising.

The founding membership meeting adjourned at 2:30PM.

Notes taken by Tom Kirk and reviewed by the Board of Directors.