

OUTLINE

<a href="#">ARTICLE I</a>	:	Name and Mission of Corporation
<a href="#">ARTICLE II</a>	:	Membership Classifications
<a href="#">ARTICLE III</a>	:	Officers and their Election
<a href="#">ARTICLE IV</a>	:	Duties of Officers
<a href="#">ARTICLE V</a>	:	Committees, Coordinators and Liaisons
<a href="#">ARTICLE VI</a>	:	Meetings
<a href="#">ARTICLE VII</a>	:	General Provisions
<a href="#">ARTICLE VIII</a>	:	Indemnification
<a href="#">ARTICLE IX</a>	:	Amendment
<a href="#">ARTICLE X</a>	:	Harassment and Discrimination
<a href="#">ARTICLE XI</a>	:	Governance
<a href="#">ARTICLE XII</a>	:	Dissolution and Distribution of Assets
<a href="#">ARTICLE XIII</a>	:	Committee Approval
<a href="#">ARTICLE XIV</a>	:	Adoption

**ARTICLE I: Name and Mission of Corporation**

Section One: Name

The name of this organization shall be the Health Sciences Library Network of Kansas City, Inc., hereafter referred to as the Network.

Section Two: **Mission**

The purpose of the Network shall be: The improvement of health care in the greater metropolitan area through the

- Part 1: Support of professional education of health science librarians and those who work in health science libraries;
- Part 2: Support of cooperative networking activities of area library workers and their associates;
- Part 3: Determination of existing informational resources and provision of the means for sharing, strengthening, and utilizing these resources;
- Part 4: Promotion of the medical library profession generally and of the Network in particular; and
- Part 5: Development of additional avenues of cooperation.

**ARTICLE II: Membership Classifications**

Section One: There shall be three classes of membership, individual, associate and institutional. Within the institutional classification there shall be four distinct levels of membership.

Part 1: **Individual Memberships**

- a. Qualifications: Membership shall be open to a) professional librarians; b) those whose primary work responsibility is in a health-science library in the greater metropolitan area; and c) to those currently enrolled in library school. (*c.f. minutes April 18, 2012*)
- b. Qualified individuals seeking membership in the Network shall contact the Network Secretary for a membership application. Individuals will be members after they have returned a completed application approved by the board, and paid their yearly dues. Continued membership will hinge on fulfillment of obligations and payment of annual dues. (*c.f. minutes January 18, 2012*)
- c. Rights/Privileges: Individual members shall have the right to attend all Network meetings with the exception of those areas reserved to Institutional members, vote on noninstitutional issues. Only Individual members who are employed by an Institutional member can hold elective or appointive office. (*c.f. minutes January 18, 2012*)

d. Dues: (*c.f. minutes January 18, 2012*)

1. Dues paid after the deadline, must be paid in full, but entitle individuals to membership only until the regular dues period concludes one month after the Annual Meeting.
2. Individual Dues amounts shall be determined by a three-fourths vote of those members attending the last meeting before the Annual Meeting and shall be due at the time of the Annual Meeting.
3. Individual memberships shall conclude on nonpayment of dues one month after the Annual Meeting.
4. No portion of dues shall be refunded if status of membership changes.

**Part 2: Associate Memberships**

a. Qualifications: Associate membership shall be open to representatives of vendors and others who have a commercial interest in the support of health science libraries.

b. Process: Qualified individuals seeking membership in the Network shall contact the Network Secretary for a membership application. Individuals will be considered members after they have returned a completed application and paid their yearly dues. Continued membership will hinge on fulfillment of obligations and payment of annual dues.

c. Rights/Privileges: Associate members shall have the right to attend all meetings, with the exception of those areas reserved to institutional members. Associate members do not have voting rights.

d. Dues: (*c.f. minutes January 18, 2012*)

1. Dues paid after the deadline, must be paid in full, but entitle individuals to associate membership only until the regular dues period concludes one month after the Annual Meeting.
2. Associate dues amounts shall be determined by a three-fourths vote of those members attending the last meeting before the Annual Meeting and shall be due at the time of the Annual Meeting.
3. Associate memberships shall conclude on nonpayment of dues one month after the Annual Meeting.
4. No portion of dues shall be refunded if status of membership changes.

**Part 3: Institutional Memberships**

a. Qualifications:

HSLNKC Levels One, Two, and Three of Institutional Membership shall be libraries staffed by at least one full-time professional librarian with an ALA accredited MLS degree or equivalent experience as determined by the HSLNKC Board of Directors. Level Four of Institutional Membership shall be libraries staffed by at least one professional librarian with an ALA accredited MLS degree or equivalent experience as determined by the HSLNKC Board of Directors. This latter provision references library staff positions filled after January 10, 2007. (Cf. Minutes of the 2007 Annual Meeting.). Members serving multiple large facilities must be staffed professionally as determined by the HSLNKC board of directors. (Cf. Minutes of the 2008 Annual Meeting.)

1. Level One Institutional Members shall consist of local libraries within the courier route, participating in courier service and offering free reciprocal interlibrary loan service.
2. Level Two Institutional Members shall consist of local libraries within the courier route, either participating in courier service or offering free reciprocal interlibrary loan service.
3. Level Three Institutional Members shall consist of libraries beyond the greater Kansas City metropolitan area, but within the states of Missouri or Kansas, not required to participate in either courier service or free reciprocal interlibrary loan service. (Cf. Minutes of the 2011 Annual Meeting)
4. Level Four Institutional Members shall consist of libraries within the courier route but not required to participate in either courier service or free reciprocal interlibrary loan service.

b. Process: Institutions seeking membership in the Network shall submit a request in writing or by e-mail to the Institutional Liaison who shall present it to the institutional members at the next regular meeting of the Network or by e-mail. Membership shall be granted by a majority vote of the members of the Institutional Committee. The Institutional Liaison will provide a standard Memorandum of Understanding for all organizations approved for their appropriate level of membership. Approved institutions will be considered members after they have returned a completed Memorandum and paid their yearly dues. Continued membership will hinge on fulfillment of obligations, annual agreement to the Memorandum of Understanding and payment of dues. (Cf. Minutes of the 2011 Annual Meeting)

c. Rights/Privileges: Institutional membership confers the following rights:

1. Institutional members at Levels One and Two are entitled to one designee to the Institutional Committee. This designee need may be either the director of the library or a representative designated by the director. (Cf. Minutes of the 2011 Annual Meeting)
2. Institutional designees at Levels One and Two are entitled to attend Network meetings, vote on institutional committee matters and hold elective and appointive office within the committee. (Cf. Minutes of the 2011 Annual Meeting)
3. Institutional members at Levels One, Two and Three are entitled to attend Continuing Education opportunities or other events provided by the network

d. Obligations: It shall be the responsibility of all institutional members:

1. Institutional members at Levels One and Two shall make their resources available to all other members by
  - i. Sharing their information resources either through the OCLC, Docline, or other interlibrary loan processes
  - ii. Participating in the Serhold database or its successor, including regular and complete updates
  - iii. Participating in the Docline document retrieval process or its successor, including regularly (daily as staffed) accessing the program to retrieve and process requests
2. Institutional members at Levels One and Two shall attend at least one Network meeting per year;
3. Institutional members at all Levels shall have appropriate staff within the institution to effectively participate in resource sharing and other network business.
4. Institutional members at Levels One and Two shall be available to serve a regular term as committee chair, or to provide a relevant service to the Committee during any five-year cycle;
5. Institutional members at Levels One and Two shall make Committee meeting time accessible to the institution's member through appropriate scheduling;
6. Institutional members at Levels One and Two shall make service to the Network possible for individual members through the allocation of time, encouragement, etc.; and
7. Institutional members at all Levels shall notify the Institutional Liaison of their decision to withdraw from the network, or change status of membership at least one quarter prior to their withdrawal. (Cf. Minutes of the 2011 Annual Meeting)

e. Dues and Fees:

1. Dues paid after the deadline, must be paid in full, but entitle institutions to membership only until the regular dues period concludes one month after the Annual Meeting.
2. Institutional Dues amounts shall be determined by a three-fourths vote of those institutional members attending any special or regular meeting before the Annual Meeting and shall be due in full no later than December 31<sup>st</sup>. Participants in the purchasing consortium must pay their dues by the date set for participation renewal and payment of all consortium fees and costs. (Approved by vote – 4/12/06.)
3. Fees for service shall be set by the committee providing the service or by the Board of Directors as appropriate. At the end of each year, net fee remainders are to be given over to the network general fund.

4. Institutional memberships shall conclude on nonpayment of dues one month after the Annual Meeting, unless other arrangements are made with the treasurer.

Section Two: Termination

At the request of another member in good standing, a member who fails to substantially meet their Obligations as stated above may have their membership status reviewed at a special or regular meeting of the Network and may have their membership status terminated by a majority vote of the Institutional members. Notice of the upcoming review shall be delivered by registered mail to the subject member not less than one month prior to the meeting at which the review shall be made. The subject member shall have an opportunity to respond at that meeting. Any decision rendered at that time shall take effect one week after the meeting. No dues or fees collected prior to a member's termination shall be returned to the member affected.

ARTICLE III: **Officers and their Election**

Section One: **Officers**

Part 1: Officers of the Network shall consist of a President, President-Elect, Secretary, and Treasurer.

Part 2: These Officers, plus the immediate past president and the Institutional Liaison, shall constitute the Board of Directors which shall have the power to act for the Network in times of extraordinary need. [Cf. Minutes of the 10/15/08 Network meeting.]

Part 3: All officers shall assume their official duties at their induction during the Network's Annual Meeting in January.

Part 4: No officer shall succeed himself/herself in office.

Part 5: The terms of office for the President, President-Elect, and the Secretary shall be for one year. The term of office for the Treasurer shall be two years.

Part 6: No officer is authorized to incur any financial obligation for the Network beyond day-to-day expenses without approval of the membership, nor to receive any compensation for any services rendered.

Section Two: **Elections**

Part 1: Nomination

a. The President shall appoint a nominating committee no later than April 1, which committee shall report a slate of officers to the president no later than July 1. (*c.f. minutes January 18, 2012*)

b. Other persons who wish to serve may nominate themselves by July 1 and have their names published with the official slate. (*c.f. minutes January 18, 2012*)

c. Only those members who agree to serve if elected shall be nominated for or elected to such office.

Part 2: Election

a. Election of officers shall be by ballot distributed to the membership immediately after the July Network meeting, but not later than August 1, for return not later than September 1 when the returned ballots shall be counted by the committee chair, verified by the President, and announced at the October meeting [Cf. Minutes of the 10/15/08 Network meeting.] (Cf. Minutes of the 2011 Annual Meeting) (*c.f. minutes January 18, 2012*)

Section Three: **Vacancy**

Part 1: If the President is unable to complete his/her term, the President-Elect shall become President and shall serve for the remainder of that term and for the ensuing term as well.

Part 2: Any other vacancy which occurs shall be filled by an appointee of the President.

Section Four:   **Removal**

Any officer may be removed or discharged by the membership by resolution adopted by a majority vote of the total membership. A general hearing before the membership will be held on the request of the officer who is the object of removal. The President shall preside over this hearing unless he/she is the object of removal, in which case the President-Elect shall preside.

ARTICLE IV:       **Duties of Officers**

Section One:   **The President**

Part 1:    The President shall preside at all meetings of the Network and perform all duties as may be prescribed in these bylaws or otherwise assigned by the membership, and shall coordinate the work of the officers and committees of the Network sufficient to meet the purposes of the organization.

Part 2:    The President shall be an ex-officio member of all committees.

Part 3:    In addition the President shall

- a. Encourage members to meet their obligations.
- b. Act as mediator where members have disputes.
- c. See that the Network meets its legal and financial responsibilities.
- d. See to the promotion of the organization and the profession within the scope of the network.

Part 4:    The president, with consultation with board of directors and committee chairs, shall prepare an annual budget for the calendar year which shall be presented to the general membership at the Annual Meeting for approval by a majority of the members present. The executive board is authorized to operate within this budget without further approval of the membership. Expenditures that are not included in the annual budget shall be presented prior to the expenditure to the general membership for approval of the majority of members present.

Part 5:    The president shall hold board meetings between all Network meetings in order to follow-up on issues related to the previous Network meeting and to prepare for the ensuing Network meeting, as well as to become familiar with the status of ongoing Network activities and the status of Network obligations.

Section Two:   **The President-Elect**

Part 1:    The President-Elect shall act as aid to the President and shall perform the duties of the President in the absence or disability of the President.

Part 2:    In addition the President-Elect shall

- a. Consult with the President in arranging non-continuing education programs .
- b. Consult with the membership in scheduling locations for meetings in a timely fashion.
- c. Organizes the social activities of the Network

Section Three:   **The Secretary**

Part 1:    The Secretary shall record the minutes of all Network meetings, distributing them not later than a month after each meeting.

Part 2:    In addition the Secretary shall

- a. Track completion of members' service obligations.
- b. See to the issuance of various social items such as birthday and sympathy cards in conjunction with the President-Elect.

Section Four:   **The Treasurer**

Part 1:   The Treasurer shall have custody of and provide for the good maintenance of the corporate accounts, accepting, recording and depositing all income and recording and paying all debts in accordance with the budget and actions duly authorized by the membership or board of directors, and shall make a report at all regular meetings of the membership or at least quarterly and at the request of the President.

Part 2:   The Treasurer shall

- a. Monitor the receipts and expenses of the Network and ensure that institutional income covers institutional expenses.
- b. At the request of any member institution desiring such service, bill any member institution, which has a policy of charging for interlibrary loans, for services provided by the requesting institution; the income from which shall rebound to the benefit of the Network.
- c. Collect annual dues and notify members who have not paid their dues.
- d. Reconcile the books at the end of his/her term before turning the books over to the incoming Treasurer.
- e. Work with the Secretary to maintain an up-to-date listing of the membership.
- f. Comply with IRS and state requirements.
- g. The Treasurer will notify the Network and its members of withdrawals or changes in status of individual members
- h. The Treasurer will collaborate with the Institutional Liaison to maintain an accurate list of the current membership.
- i. The Treasurer will collaborate with the Institutional Liaison and the Web Site Coordinator in making current membership applications and the Memorandum of Understanding available to the membership and potential new members.

Part 3:   All moneys owned by the corporation shall be maintained in such bank or trust company as the board of directors may deem appropriate.

Part 4:   The Board shall conduct a financial review of the Network’s books and accounts biennially, as a part of the changeover to a new Treasurer. (Approved by vote – 4/12/06.)

ARTICLE V:       **Committees, Coordinators and Liaisons**

Section One:   **Creation of Ad Hoc Committees**

Diverse ad hoc committees may be created by the network president. Creation shall be accompanied by a “charge to the committee” giving the purpose of the committee, appropriate guidelines for its activity, a deadline for action, and, where appropriate, a point after which it shall cease to exist.

Part 1:   The president shall appoint the chair of the committee

Part 2:   Requirements/Duties of the Chairperson

- a. The chairperson will be responsible to conduct committee meetings.
- b. The chairperson will be responsible to submit reports of the committee to the network meetings.
- c. The chairperson will fill/replace membership vacancies.
- d. The chairperson will keep the president informed of any specific information of network business to be included on the network agenda.

Section Two:   **Reporting**

All committees shall make a report of their activities at each regular meeting.

Section Three: Standing Committees

Part 1: The Nominating Committee

a. Purpose: The purpose of the Nominating Committee is to locate competent, eligible, and willing members of the Network to stand for election to the four Network officer positions and to conduct the election.

b. Structure

1. Chairperson - The President of the Network shall appoint the Chairperson of the Nominating Committee. The Chairperson shall serve a one year, renewable, term.

i. Requirements/Duties of the Chairperson

- a. The chairperson will be responsible to conduct committee meetings.
- b. The chairperson will be responsible to submit reports of the committee to the network meetings.
- c. The chairperson will fill/replace membership vacancies.
- d. The chairperson will keep the president informed of any specific information of network business to be included on the network agenda.

2. Membership - The Nominating Committee will be comprised of the committee chair and no less than one other network member as appointed by the president.

- i. The members will serve one-year, renewable, terms.

c. Responsibilities

1. The Nominating Committee shall contact network members in good standing to fill the network officer positions.

2. The Nominating Committee will print and mail the ballot.

3. The ballots shall be counted and the results verified and announced according to the provision of ARTICLE III, Section Two, Part 2.

Part 2: The Professional Activities Committee

a. Purpose - The purpose of the Professional Activities Committee is to recognize, promote and market the profession of the health sciences librarian by recognizing and awarding members for contributions to the profession, marketing the profession in the institutions and community, coordinating professional conference responsibilities, and foster internships for individuals entering the field.

b. Structure

1. Chairperson - The President of the Network shall appoint the Chairperson of the Professional Activities Committee. The Chairperson shall serve a one year, renewable, term.

i. Requirements/Duties of the Chairperson

- a. The chairperson will be responsible to conduct committee meetings.
- b. The chairperson will be responsible to submit reports of the committee to the network meetings.
- c. The chairperson will fill/replace membership vacancies.
- d. The chairperson will keep the president informed of any specific information of network business to be included on the network agenda.

2. Membership - The Professional Activities Committee will be comprised of the committee chair and no fewer than two committee members.

- i. The members will serve one-year, renewable, terms.

c. Responsibilities

1. The Professional Activities Committee will be responsible for selecting and nominating members for recognition awards. This would include individual and institutional awards and certificates.
2. The Professional Activities Committee will be responsible for preliminary coordination of MCMLA, MLA and other related conferences being held in Kansas City pending appointment of an Ad Hoc committee to undertake those activities.
3. The Professional Activities Committee will be responsible for other activities, such as mentoring, as appropriate.

**Part 3: The Educational Committee**

a. Purpose - The purpose of the Educational Committee is to provide Network members with meaningful, relevant and timely continuing educational opportunities throughout the year. These may range from formal workshops and classes to informal sharing events.

b. Structure

1. Chairperson - The President of the Network shall appoint the Chairperson of the Educational/Professional Development Committee. The Chairperson shall serve a one year term.

i. Requirements/Duties of the Chairperson

- a. The chairperson will be responsible to conduct committee meetings.
- b. The chairperson will be responsible to submit reports of the committee to the network meetings.
- c. The chairperson will fill/replace membership vacancies.
- d. The chairperson will keep the president informed of any specific information of network business to be included on the network agenda.

2. Membership - The Educational Committee will be comprised of the committee chair, the President-Elect, and no fewer than two committee members.

- i. The members will serve one-year terms.

c. Responsibilities

1. To assess the continuing education and professional development needs of the members.
2. To arrange and coordinate the delivery of professional developmental and educational opportunities.
3. To ensure MLA CE credit availability where applicable and to otherwise provide HSLNKC certificates of credit.
4. Under the direction of the President-elect, conduct an assessment of the membership to determine educational needs. The style of this assessment is not limited to one survey, but may include program evaluations, email, interviews, etc.
5. The committee will explore all avenues, traditional and nontraditional, for providing continuing education opportunities to Network members. Networking with other organizations, e.g. the local SLA, The NN/LM-MR, and other organizations, will be encouraged. Program selections will be guided by the need to reach the greatest number of members possible and by the need to meet the costs of these activities.
6. All of these activities will be carried on with the approval of the President, with reports to the Board of Directors and to the membership as appropriate.

**Part 4: The Bylaws, Policies, Procedures Committee**

a. Purpose: To keep the organization's bylaws, policies and procedures up-to-date throughout the year.



b. Structure

1. Chairperson - The President of the Network shall appoint the Chairperson of the Bylaws Committee to serve a one year, renewable, term.

i. Requirements/Duties of the Chairperson

- a. The chairperson will be responsible to conduct committee meetings as necessary.
- b. The chairperson will be responsible to submit reports of the committee to the network meetings.
- c. The chairperson will fill/replace membership vacancies.

2. Membership - The Bylaws Committee will be comprised of the committee chair and no fewer than two committee members.

- i. The members will serve one-year, renewable, terms.

c. Responsibilities

1. To review the bylaws annually and to make update recommendations as necessary throughout the year.
2. To record policies devised by the Board of Directors and to assist the Board in reconciling its policies with the Bylaws
3. To assist Officers , Committee Chairs, Liaisons and Coordinators in recording their procedures for future reference.

**Part 5: The Institutional Committee**

1. Purpose - The purpose of the Institutional Committee is to service the specific needs of the affiliated institutional members, including, but not limited to, interlibrary loan activity, the courier service, and consortium purchasing. The Institutional liaison shall recommend policies, fees for service and appropriate disbursements. (Cf. Minutes of the 2011 Annual Meeting)

b. Structure:

1. The Institutional Committee shall consist of the Institutional Liaison, who shall chair the committee and designees. - The President of the Network shall appoint the Institutional Liaison to serve a one year, renewable, term. (Cf. Minutes of the 2011 Annual Meeting)

2. The Institutional Liaison shall be the designated representative of an institutional member. [Cf. Minutes of the 10/15/08 Network meeting.]

3. The Institutional Liaison shall be a member of the Board of Directors. [Cf. Minutes of the 10/15/08 Network meeting.]

c. Responsibilities

1. Requirements/Duties of the Liaison

- i. The liaison will appoint coordinators from the Institutional Committee to further the Network's institutional business as needed. The Institutional Liaison's responsibilities include but are not limited to overseeing consortium purchasing, statistics, and interlibrary loan. (Cf. Minutes of the 2011 Annual Meeting)
- ii. The liaison will maintain communications with the institutions affiliated with the Network, utilizing mail or electronic systems and may call a meeting of the institutional members.
- iii. On the written request of two or more institutional members, hold a meeting with all the institutional members. In this case the Liaison will be responsible to submit minutes of these meetings to the network.
- iv. Otherwise the Institutional Liaison will keep the President informed regarding institutional issues and make regular reports at the Network meetings.
- v. The Liaison will notify the Network and its members of withdrawals or changes in status of institutional members.

- vi. The Liaison will collaborate with the Treasurer to maintain an accurate list of the current membership.
  - vii. The Liaison will collaborate with the Treasurer and the Web Site Coordinator in making current membership applications and the Memorandum of Understanding available to the membership and potential new members. The liaison will appoint coordinators from the Institutional Committee to further the Network's institutional business as needed. The Institutional Liaison's responsibilities include but are not limited to overseeing consortium purchasing, statistics, and interlibrary loan. (Cf. Minutes of the 2011 Annual Meeting)
2. Interlibrary loan.
- i. The Courier Service: In concert with the president, the Institutional Liaison will negotiate with an independent courier provider to service the interlibrary loan needs of the Network; review the courier route and the date, time and method by which deliveries will be made.
3. Memorandum of Understanding: The Institutional Liaison shall review the memorandum of understanding annually and suggest adjustments where necessary.

**Part 6: The Web Site Coordinator**

- a. Purpose: To maintain and update the network's web site.
- b. Structure: This is to be a single person appointed by the President for a one year, renewable, term.
  - 1. The coordinator is responsible for maintaining relations with the ISP, which provides a home for the site.
  - 2. The coordinator is responsible for maintaining and updating the network's web site

(Cf. Minutes of the 2011 Annual Meeting)

**ARTICLE VI: Meetings**

**Section One:** There shall be no less than four regular meetings of the Network each year, the times, places, and programs to be determined by and published by the officers preferably at the Annual Meeting, but not less than three months prior to any specific meeting time.

**Section Two:** The Annual Meeting must be held in January and counts for one of these four.

**Section Three:** Additional meetings may be held at any time and for any purpose, but only for the purpose set out in the call. These meetings may be called by the President or upon petition of six or more members.

**Section Four:** There must be written notice of all Network meetings via email, courier or the U.S. Postal Service. This notice shall include date, time, place and purpose of the meeting. Written notification should occur not less than two weeks prior to the meeting date.

**Section Five:** The quorum necessary to conduct business at any Network meeting shall be ten percent of the membership.

**Section Six:** Network meetings shall follow Robert's Rules of Order Newly Revised.

**Section Seven:** There shall be no voting by proxy. All matters before the membership may be disposed of by a simple majority consisting of 50% plus 1 of those present unless otherwise stated in these bylaws, and each member shall have one vote, through individual or institutional membership. Voting can be held by hand count, use of paddles, e-mail, courier or U.S. Mail, as appropriate to the issue. Only institutional members have the voting right on institutional matters.

**ARTICLE VII: General Provisions**

**Section One: Financial Loans Prohibited**

The Network shall not make any financial loans to anyone.

**Section Two: Records**

The records of the Network shall be kept with the current officers, except that records over three years old shall be archived in an appropriate repository.

**Section Three: Fiscal Year**

The Network's fiscal year shall run from January 1st through December 31st of each year.

**Section Four: Restrictions**

Nothing within the contents of these bylaws or the articles of incorporation of the network shall supersede or interfere with the basic bylaws, rules and regulations of each individual member's institution.

**ARTICLE VIII: Indemnification**

Each present or former director, officer, employee, or agent of the Network and his/her legal representatives shall be saved harmless by the Network against liabilities, expenses, counsel fees and costs reasonably incurred by his/her or his/her estate in connection with any type of action or claim in which s/he is made a party because s/he is or was such director, officer, employee, or agent; provided that the Network shall not save harmless such director, officer, employee, or agent in regard to any matters as to which s/he has been found liable for negligence or misconduct in any such action or claim while performing his/her duties as a director, officer, employee, or agent. This indemnification, however, shall apply also to any amount paid in compromise of such action or claim asserts against such director, officer, employee, or agent, including attorney's fees and expenses, provided the membership of the Network shall have first approved such proposed compromise settlement and determine that the director, officer, employee, or agent involved was not guilty of negligence or misconduct; the member involved shall not be qualified thereon.

In determining whether or not a director, officer, employee, or agent was guilty of negligence or misconduct in regards to these matters, the membership may rely conclusively upon an opinion of independent legal counsel selected by the membership. Unless otherwise provided by law, any compromise settlement authorized herein shall be effective without the approval of any court. This right to indemnification shall not be exclusive of any other rights to which such a director, officer, employee, or agent may be lawfully entitled.

**ARTICLE IX: Amendment**

These bylaws may be amended, altered, abridged, added to, or repealed at any meeting by a two-thirds majority vote of members present, provided an announcement from the Bylaws Committee of the proposed change or changes shall have been distributed to all members at least two weeks prior to the meeting at which the change or changes shall be voted upon. (*c.f. January 18, 2012*)

**ARTICLE X: Harassment and Discrimination**

It is the policy of the Health Sciences Library Network of Kansas City, its members and executive officers, to promote a productive environment and not to engage in or tolerate acts of discrimination or harassment against any person because of race, color, religion, gender, national origin, ancestry, age, marital status, disability, appearance, or sexual orientation, which acts create an intimidating, offensive or hostile environment. This policy applies to the treatment of any member or visitor in the Network's business and social activities and its online forums as well as at its conferences and in other activities. (Approved by vote – 4/12/06.)

**ARTICLE XI: Governance**

Unless otherwise prescribed by these Bylaws, Robert's Rules of Order shall govern the conduct of the network.

**ARTICLE XII: Dissolution and Distribution of Assets**

This corporation shall be dissolved on passage of a Resolution of Dissolution passed by a three-fourths majority of those members present, provided an announcement of the proposed dissolution shall have been distributed to all members by certified mail at least one month prior to the meeting at which the dissolution shall be voted upon.

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE XIII: Committee Approval**

Approved by the HSLNKC Bylaws, Policies, Procedures Committee, November 11, 2010.

Michelle Lahey, Linda Hall Library, Chair  
Joyce Sickel, Shook, Hardy and Bacon  
Kim Carter, Midwest Research Institute

Amendments to Article II, Section One, Part 3 – Institutional Memberships approved by email vote of Institutional Members October 15, 2012

Amendments to Article I, Section One, Part 1 – Individual Memberships Approved at the 2012 Annual meeting, and the April 18, 2012 meeting.

Amendments to Article I, Section One, Part 2—Associate Members approved at the 2012 Annual meeting.

Amendments to Article III, Section Two, Part 1—Nomination approved at the 2012 Annual meeting.

Amendments to Article III, Section Two, Part 2—Elections approved at the 2012 Annual meeting.

Amendments to Article IX Amendments approved at the 2012 Annual meeting

Amendments to Article II, Section One, Part 3 – Institutional Memberships Approved at the 2007 Annual Meeting

Amendments to Article II, Section One, Part 3 – Institutional Memberships Approved at the 2008 Annual Meeting

Amendments to Article II, Section One, Part 3 – Institutional Memberships Approved at the 2011 Annual Meeting

Amendments to Article III, Section Two, Part 2 – Election Approved at the 2011 Annual Meeting

Amendments to Article V, Section Three, Part 5 -- The Institutional Committee Approved at the 2011 Annual Meeting

Amendments to Article V, Section Three, Part 7 – The Consortium Purchasing Coordinator Approved at the 2011 Annual Meeting

Amendments to Article V, Section Three, Part 8 – The Statistics Coordinator Approved at the 2011 Annual Meeting

Amendments to Article VI, Section Seven Approved at the 2007 Annual Meeting

ARTICLE XIV: Adoption

These revised bylaws were adopted unanimously at the Network Meeting on October 17, 2012. They supersede all previous bylaws and their revisions.

HSLNKC President		Date 10/15/2012
	Susan Sykes-Berry, ESN, MLS	
HSLNKC President-Elect		Date 10/15/2012
	Marie A. Thompson, MLS, AHIP	
HSLNKC Secretary		Date 10/15/2012
	Julie Steinbach	
HSLNKC Treasurer		Date 10/15/2012
	Jim Chestnut, MILS	
HSLNKC Immediate Past President		Date 10/15/2012
	Richard E. Kammer, MA, MLS	
HSLNKC Institutional Liaison,		Date 10/15/2012
	Joyce E. Sickel, MLS	

## INDEX

### A

ad hoc committees .....	6
Adoption .....	13
Amendment .....	11
Annual Needs Survey.....	5
appointment .....	4, 6, 7, 8, 9
archive .....	11
associate membership.....	2
awards.....	8

### B

Board of Directors .....	4, 5, 6, 8
budgeting .....	5, 6
Bylaws Committee .....	8

### C

chairpersons.....	6, 7, 8, 9
classes of membership.....	1
Committee Approval.....	12
committee charge .....	6
Committees, Coordinators and Liaisons .....	1, 6
<b>Consortium Purchasing Coordinator</b> .....	9, 10
continuing credit.....	8
cooperation .....	1
courier.....	10
courier service .....	2, 3, 9, 10, 11
creation of ad hoc committees .....	6

### D

<b>Discrimination</b> .....	1, 11
Dissolution.....	12
Distribution of Assets.....	1, 12
dues.....	1, 2, 3, 4, 6
duties.....	1, 5, 6, 7, 8, 9

### E

education .....	1, 3, 8, 12
Educational Committee.....	8
election .....	1, 4, 7
ex-officio .....	5

### F

fees.....	3, 4, 9, 11
financial loans .....	11
fiscal year .....	11

### G

General Provisions .....	11
Governance.....	12
guidelines.....	6

### H

<b>Harassment</b> .....	1, 11
-------------------------	-------

### I

Indemnification .....	1, 11
individual membership.....	1
<b>Institutional Committee</b> .....	9
institutional membership.....	2, 3, 11
Institutional membership.....	4
interlibrary loan .....	2, 3, 9, 10

### L

levels of membership .....	1
----------------------------	---

### M

mediation .....	5
-----------------	---

meetings .....	1, 2, 3, 5, 6, 7, 8, 9, 10, 11
membership, continued.....	1, 2, 3
membership, level four .....	3
membership, level one .....	2
membership, level three.....	2
membership, level two .....	2
membership, levels .....	3
Memorandum of Understanding.....	3, 10
minutes .....	5, 9
Mission .....	1

### N

Name .....	1
network secretary .....	1, 2, 3
networking .....	1, 8
Nominating Committee.....	7
notification .....	3, 6, 11

### O

obligations .....	1, 2, 3, 4, 5
officer .....	4, 5, 7, 10, 11
officers.....	1, 4, 5
OUTLINE .....	1

### P

president .....	3, 4, 5, 6, 7, 8, 9, 10
president-elect .....	4, 5, 8
privileges .....	<i>See rights/privileges</i>
process .....	1, 2, 3
Professional Activities Committee .....	7, 8
promotion .....	1, 5
proxy voting.....	11

### Q

qualifications .....	1, 2
quorum .....	11

### R

records .....	11
removal.....	5
report .....	4, 6, 7
reporting .....	6, 7, 8, 9
requirements.....	6, 7, 8, 9
restrictions .....	11
rights/privileges.....	1, 2, 3
Robert's Rules of Order .....	11, 12

### S

secretary .....	4, 5, 6, <i>See network secretary</i>
sharing .....	1, 3, 8, <i>See cooperation</i>
Standing Committees.....	7
Statistics Coordinator.....	9, 10
succession in office.....	4

### T

term of office.....	3, 4, 6, 7, 8, 9, 10
termination .....	4
treasurer .....	4, 6, 13

### V

vacancies .....	4, 5, 6, 7, 8, 9
vote .....	1, 2, 3, 4, 5, 11

### W

Web Site Coordinator .....	10
----------------------------	----