

Wayne State University Libraries

Memorandum

TO: DALNET Study Committee

FROM: Charlene D. Wecker *cdw*

SUBJECT: Meeting - August 28, 1985

DATE: August 23, 1985

The next meeting of the DALNET Study Group will be held on Wednesday, August 28, at 9:00 a.m. in the Wayne State University Director's Conference Room.

The agenda is as follows:

1. Approval of minutes for the 7/31 and 8/12 meetings.
2. WSU GEAC Contract/Implementation.
3. NOTIS evaluation.
4. DALNET Bylaws and Prospectus.

Attached is a copy of the Bylaws as revised at the August 19, meeting.

If you have any questions or concerns, please contact Francis Buckley, Acting Convener.

CDW/cms  
Attachment

DALNET STUDY COMMITTEE

Minutes - August 28, 1985

Present: F. Buckley (Chair), D. Adams, L. Bugg, J. Flaherty, E. Hitchingham, B. Johnson, M. Klein, N. Skowronski, J. Smith, P. Spyers-Duran, A. Walaskay.

1. Minutes for the meetings of July 31, and August 12 were distributed. No corrections or additions were made for these or for the July 1 meeting.
2. Status of Geac contract and implementation -- L. Bugg reported negotiations and implementation are on hold. One remaining roadblock is Geac's unwillingness to add the Canadian parent company as a party to the contract. Geac will be informed by mid-September if WSU is to continue negotiating for a Geac system.
3. Subcommittee on Notis Evaluation reports -- The subcommittee which was formed to evaluate concerns with Notis for comparison with Geac has met once. (E. Hitchingham joins subcommittee.) Jane Burke from Notis will be visiting WSU on September 4th to discuss new developments and the capabilities of the newer MVS version which is familiar to the programmers at WSU's computing center. Last year's bid was based on Notis' VSE version. Subcommittee members will be compiling questions for Jane focusing on DALNET's needs. It was reported that Notis has purchased BRS software for searching and should be testing it in December. This could have a positive effect on Notis' user friendliness. The MVS version is not as developed as the VSE, so there is a need to have Notis commit to dates for implementation of institutional displays, index redesign, and an improved MVS. L. Bugg will be meeting with an IBM system engineer to identify configuration and costs for equipment required by WSU and DALNET. Important questions for the subcommittee to study include the timeline, grant implications, and guarantees of service and functionality from the computer center.
4. Site visit to Vanderbilt -- P. Spyers-Duran, L. Bugg, and F. Buckley visited the Notis system in place at Vanderbilt in Nashville on August 26th. L. Bugg distributed a report to DALNET.

If WSU goes with Notis, the implementation schedule would be changed, and it is uncertain which subsystem would be brought up first. Notis cannot weed out duplicate records. P. Spyers-Duran described the Florida State University system ("Flotis") which maintains separate databases for each institution and he suggested DALNET consider this plus a union database for DALNET. This might be a solution to the institutional display problem. Should WSU go with Notis, however, the IBM contract requires that WSU own the computer for three years. DALNET members would have access to the computer on a pay-as-you-go basis rather than needing to purchase hardware/software with up-front capital. B. Johnson noted concern about time problems that would be compounded by a shift to Notis. If several hospital libraries withdrew from DALNET with the option of joining as subscribers later, some of the requirements for the system could be simplified. N. Skowronski expressed concern that DALNET should take the time to make a thoughtful investigation before committing to Notis.

5. By-Laws and Prospectus -- Work on the By-Laws and Prospectus has been postponed. If Notis is selected, the governance will have to be restructured.
6. Local site costs need to be completed for Notis and Geac systems. L. Bugg will provide estimates of unit costs for IBM equipment. Please have cost sheets ready for the next meeting on Sept. 9th.

*Ann Walaskay* --Ann Walaskay, Recorder

DETROIT AREA LIBRARY NETWORK (DALNET)

BYLAWS

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ARTICLE I-PURPOSE

SECTION 101. NAME. The name of the Corporation shall be Detroit Area Library Network, Inc. (DALNET).

SECTION 102. PURPOSE. The Corporation exists to enable participating libraries to improve service to their users through cooperative programs using cost effective shared library automation.

ARTICLE II-CORPORATE STRUCTURE

SECTION 201. FISCAL YEAR. The fiscal year of the Corporation shall end on the thirtieth (30th) day of September in each year.

SECTION 202. CAPITAL STRUCTURE. The Corporation shall be organized on a non-stock basis as a non-profit Corporation, for the sole benefit of its members.

SECTION 203. REGISTERED OFFICE. The Corporation shall maintain such office within or outside the State of Michigan as may be specified by the Board of Trustees.

SECTION 204. REGISTERED AGENT. The Board of Trustees shall designate one or more persons to act as agents of the Corporation for the purposes specified by the Michigan Non Profit Corporation Act (hereafter the "Act"), as amended.

ARTICLE III-MEMBERSHIP

SECTION 301. MEMBERS. Any library, library system, or autonomous library within a system may become a member or a subscriber. Libraries which are "for profit" or affiliated with "for profit" institutions may become members or subscribers.

SECTION 302. CLASSIFICATION OF MEMBERS. Separate classes may be established for membership in the Corporation, with the respective rights and duties of each class to be established by the Board of Trustees, except as otherwise provided in these Bylaws.

SECTION 303. MEMBERSHIP. Membership shall consist of the charter member libraries and any subsequent library which agrees to participate in the capital funding for the Corporation as prescribed by the Board of Trustees. Members are eligible to vote on all matters coming before the Corporation, to have representatives on the Board of Trustees, and may have access to all services offered by the Corporation. Members must commit to a minimum two (2) year participation in the funding of the Corporation, and must agree to participate in the maintenance of the bibliographic database and circulation system.

SECTION 304. SUBSCRIBERS. The Board of Trustees may prescribe conditions under which non-members may access the services provided by the Corporation, and shall determine reasonable charges for such access, so long as such use is not inconsistent with the needs of the members.

ARTICLE IV-ASSETS

SECTION 401. HARDWARE. All hardware, central site equipment, and supplies necessary for maintenance of the central site computer system and offices of the Corporation shall be owned and maintained by the Corporation. Local site equipment and supplies shall be owned and maintained by each respective member.

SECTION 402. SOFTWARE. All software licenses shall be owned by the Corporation, and the rights of each member or subscriber shall be limited to a license for the private use of the system in accordance with guidelines which will be prescribed by the Board of Trustees. The compiled bibliographic records in the system shall become the DALNET database, owned by the Corporation. The contractual obligations between any member and a bibliographic utility relative to use of records from that utility shall be respected. A member shall be entitled to obtain a machine readable copy of any data which it has loaded into the system upon payment of the cost for producing such a copy. The Board of Trustees shall prescribe a code of conduct to which each member must adhere for loading data and maintaining it in the system.

ARTICLE V-INITIATION AND TERMINATION

SECTION 501. INITIATION. A library which meets the standards for becoming a member of DALNET may apply for membership. The Executive

Committee shall recommend prospective members to the Board of Trustees for acceptance by an affirmative vote of two-thirds (2/3) of the Board.

SECTION 502. TERMINATION. Upon recommendation of the Executive Committee, or upon written request of a member, the Board of Trustees shall consider termination of a member of the Corporation. A terminated member shall be entitled to obtain a copy of any data which it has loaded into the system upon payment of the costs for producing such a copy. Local site equipment and supplies belong to the terminated member, but any share in the central site equipment or other investment in the Corporation shall be forfeited. A terminated member shall remain liable to the Corporation for any unpaid capital expenses or operating costs assessed against it up to the effective date of the termination, and for the cost of removing its data from the database.

SECTION 503. VOLUNTARY TERMINATION. A member must provide twelve (12) months notice prior to termination, unless that notice requirement is waived by the Board of Trustees. Voluntary termination shall be effective upon the first day of the fiscal year following the date of acceptance of the request for termination. A member of the Board of Trustees who represents a library requesting termination shall not be entitled to vote on the matter, and a majority vote of the remaining Trustees is necessary to change the terms of resignation.

SECTION 504. INVOLUNTARY TERMINATION. Involuntary termination may result from (i) non-payment of assessments for capital expenses and/or operating costs; (ii) non-compliance with standards for loading and maintenance of data on the system; or (iii) violation of these Bylaws or other regulations set forth by the Board of Trustees. Involuntary termination is effective on the first day of the calendar month following notification of termination by the Board. The Executive Committee must provide at least three (3) months notice of involuntary termination. During this period, an involuntarily terminated member may appeal to the Board of Trustees.

SECTION 505. REINSTATEMENT. Upon written application to the Board of Trustees, and upon the recommendation of the Executive Committee, a terminated member may be reinstated by majority vote of the Board to good standing in the Corporation. A member terminated involuntarily may be required to fulfill a probationary period prior to reinstatement to full privileges. A condition of reinstatement shall be the payment of all financial obligations owing to the Corporation, including the cost to reenter data. Reinstated members shall be assessed a reduced initiation charge to be determined by the Executive Committee.

ARTICLE VI- BOARD OF TRUSTEES

SECTION 601. APPOINTMENT. Each member shall be entitled to appoint up to two (2) delegates to the Board of Trustees to represent

the Institution. The delegates shall serve at the pleasure of their Institution.

SECTION 602. POWERS. The Board of Trustees, representing the members, shall be responsible for holding and managing the property and lawful business of the Corporation. The Trustees shall establish policies, approve program plans, elect Officers and the Executive Committee, and approve new members.

The Board of Trustees shall delegate to the Executive Committee responsibility for exercising the Board's authority in the operational management of the Corporation, including the purchase of property, contracting for services, hiring or firing of Network Director and/or other staff, and managing the affairs of the Corporation. All decisions of the Executive Committee shall be subject to review by the Board of Trustees.

SECTION 603. VOTES. The Trustee or Trustees representing each member shall be entitled to vote on any matter coming before the Corporation at any meeting, and shall be entitled to cast the number of votes which represents the percentage of their institution's participation in the Corporation. The percentage shall be derived from a formula based on the number of terminals, transactions, and data base size of each institution. The percentage shall be subject to dilution as new members are added to the Corporation, and may be adjusted upward



to reflect increased participation by any member or the termination of members, except that no member shall hold less than one percent (1%). Unless otherwise provided for in the Articles of Incorporation, the Act, or these Bylaws, a majority of votes in the Corporation are necessary to authorize action.

SECTION 604. ALTERNATES. In the event of the absence of the Trustees representing a member, the member may appoint alternates with proxy to attend meetings and vote on behalf of the member.

SECTION 605. PARLIAMENTARY AUTHORITY. Robert's Rules of Order (Revised), in the latest edition, shall govern the Corporation in all cases to which it can be applied and when it is not inconsistent with the Articles of Incorporation, the Bylaws, or the Act.

SECTION 606. PLACE OF MEETINGS. All meetings of the Board of Trustees of the Corporation shall be held at the registered office or such other place as may be determined by the Executive Committee.

SECTION 607. ANNUAL MEETING OF THE TRUSTEES. There shall be an annual meeting of all Trustees of the Corporation, held before the end of each fiscal year, on such date and at such time as the Executive Committee shall designate. At that meeting the Trustees shall elect an Executive Committee to serve for the following year, or until their successors are elected, and shall transact such other business as may properly be brought before the meeting.

SECTION 608. NOTICE OF MEETINGS. Except otherwise provided in the Act, written notice of the time, place and purposes of all meetings of the Trustees shall be given not less than ten (10) days before the date of the meeting, either personally or by mail, to each Trustee.

SECTION 609. SPECIAL MEETINGS. A special meeting of the Board of Trustees may be called at any time by the Chairperson, or by Trustees representing not less than forty percent (40%) of the votes. Upon receipt of a written request setting forth the date and objects of such proposed special meeting, signed by the Chairperson or requisite number of Trustees, the Secretary of the Corporation shall prepare and serve the requisite notice for such meeting.

SECTION 610. QUORUM. Unless a greater or lesser quorum is provided in the Articles of Incorporation or the Act, the Trustees representing a majority of the total votes, in person or by proxy, shall constitute a quorum.

#### ARTICLE VII-EXECUTIVE COMMITTEE

SECTION 701. COMPOSITION. The Executive Committee shall consist of the Chairperson, Chairperson-Elect, and four (4) elected Trustees. In the election of the Executive Committee, any member who controls a percentage of the total votes in an amount greater than twenty-five (25%) percent shall be preemptively entitled to elect at least one Trustee to the Executive Committee. The remaining individuals on the

Committee shall be elected by the Trustees who represent Institutions without preemptive rights. Initially two Trustees shall be elected for one (1) year terms, and two for two (2) year terms. In subsequent elections, Trustees shall be elected to the Executive Committee for one (1) year terms. If there is more than one preemptively elected Trustee, initially one shall be elected for a one (1) year term and one for a two (2) year term. A Trustee shall hold office for the term for which he or she is elected or until a successor is elected and qualified, or until his or her resignation or removal. Trustees may be reelected to positions on the Executive Committee.

SECTION 702. VACANCIES. A vacancy occurring among Executive Committee Trustees elected at large may be filled by the majority vote of the remaining Executive Committee, even though less than a quorum, for a term of office continuing until the next meeting of the Board of Trustees, which shall be called within forty-five (45) days. A vacancy in a preemptive seat shall be filled by the member who was represented by that Trustee.

SECTION. 703. REMOVAL. Executive Committee members may be removed by a two-thirds (2/3) vote of the Board of Trustees.

SECTION 704. RESIGNATION. A member of the Executive Committee may resign by written notice to the Corporation. The resignation is effective upon its receipt by the Corporation or any

subsequent time set forth in the notice. An Executive Committee member who is no longer a Trustee should be considered to have resigned.

SECTION 705. POWERS. The business and affairs of the Corporation shall be managed by the Executive Committee on behalf of the Board of Trustees except as otherwise provided in these Bylaws, the Act or in the Articles of Incorporation.

SECTION 706. LOCATION OF MEETINGS. Regular or special meetings of the Executive Committee may be held either within or outside the State of Michigan.

SECTION 707. REGULAR MEETINGS. Regular meetings of the Executive Committee shall be held at designated intervals.

SECTION 708. SPECIAL MEETINGS. Special meetings of the Executive Committee may be called by the Chairperson, or by a majority of the persons then comprising the Executive Committee, at any time by means of notice of the time and place thereof to each member of the Committee not less than twenty-four (24) hours before the time such special meeting is to be held.

SECTION 709. QUORUM AND VOTE REQUIREMENTS. At all meetings of the Executive Committee each individual shall have one vote. A majority constitutes a quorum for the transaction of business. The majority vote of the quorum constitutes the action of the Executive Committee unless the vote of a larger number is required by the Act.

SECTION 710. TELEPHONIC PARTICIPATION. Members of the Executive Committee may participate in any meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

ARTICLE VIII-OFFICERS

SECTION 801. SELECTION. The Board of Trustees initially shall elect a Chairperson and a Vice-Chairperson/Chairperson-Elect, who must be members of the Board of Trustees. Thereafter, the Vice-Chairperson/Chairperson-Elect shall be elected on an annual basis. The Board shall require the Executive Committee to appoint, from among the Committee members, a Secretary and a Treasurer.

SECTION 802. TERM, REMOVAL AND VACANCIES. Each officer of the Corporation shall hold office for a one (1) year term or until his or her successor is elected and qualified to serve. Any officer may be removed by a two-thirds (2/3) vote of the Board. Any officer may resign by written notice to the Corporation. The resignation is effective upon its receipt by the Corporation or at a subsequent time specified in the notice and acceptable to a majority of the Board. An officer who is no longer a Trustee shall be considered to have resigned. Any vacancy occurring in the office of Chairperson shall be filled by the

Vice-Chairperson/Chairperson-Elect. Any vacancy occurring in the office of Vice-Chairperson/Chairperson-Elect shall be filled by a special election of the Board of Trustees which shall be called within forty-five (45) days.

SECTION 803. CHAIRPERSON. The Chairperson shall be the chief executive officer of the Corporation, and shall preside over all meetings of the Board and of the Executive Committee. The Chairperson, with the assistance of the Executive Committee and staff, shall be responsible to the Board for the general supervision and management of the business and affairs of the Corporation and shall see that all orders and resolutions of the Board are carried into effect.

SECTION 804. VICE-CHAIRPERSON/CHAIRPERSON-ELECT. The Vice-Chairperson/Chairperson-Elect shall assist the Chairperson, reside over meetings in the absence of the Chairperson, and after an initial term as Vice-Chairperson, succeed to the office of Chairperson.

SECTION 805. SECRETARY. The Executive Committee shall appoint one of its members to act as Secretary, with staff support, to preserve true minutes of the proceedings of meetings, give all notice required by the Act, these Bylaws or any resolution, and perform such other duties as shall be prescribed.

SECTION 806. TREASURER. The Executive Committee shall appoint one of its members as treasurer to be responsible, with staff support, for

safe custody of all corporate funds and securities, for full and accurate accounts of all receipts and disbursements, and for the Corporation's budgetary activities. He or she shall perform such other duties as may be delegated to him or her.

ARTICLE X-GENERAL PROVISIONS

SECTION 1001. DIVIDENDS AND LIQUIDATION. No dividends or other payments shall be made to any member on account of its contribution to the capital of the Corporation, and upon the liquidation of the assets of the Corporation, in a dissolution proceeding or otherwise, the distribution of assets shall be governed by the provisions of the Act.

SECTION 1002. AMENDMENTS. These Bylaws may be altered, amended or repealed or new Bylaws may be adopted by the affirmative vote of two-thirds (2/3) of the Board of Trustees. This action may be taken at any regular or special meeting of the Board at which quorum is present, provided that thirty (30) days notice of any such meeting be given and contain notice of the proposed amendment, repeal or adoption of new Bylaws. This action may be taken without a meeting upon the written consent of all Trustees.