

## Wayne State University Libraries

### Memorandum

The next DALNET meeting will be held Monday, 9:00 a.m., August 12 at Wayne State University in the Director's Conference Room.

Attached is a revised copy of the bylaws. Changes in Sections 101-607 reflect changes made by the group at recent DALNET meetings. At the meeting of August 5, it was decided that it would be useful to have a few people review the rest of the bylaws draft and do some preliminary editing prior to the next DALNET meeting. Francis Buckley and Barbara Johnson offered to do this work. Changes in Sections 701 to the end reflect these revisions. Please bring this copy of the bylaws to the meeting on Monday.

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

DALNET STUDY GROUP  
Minutes of Meeting 12 August 1985, 9:00 a.m.  
WSU Purdy Library  
Director's Conference Room

Present: M. Klein, (CHM); F. Buckley (DPL), Convener; B. Johnson (HH);  
N. Skowronski, (UD); C. Wecker (WSU); J. Smith (WBH).

- I. A. July 31: distributed to be discussed August 19.
- B. August 5: approved.

II. WSU-Geac update, C. Wecker.

- A. New members. Oakland University is officially a member. F. Buckley asked that copies of the letter inviting Oakland University and its letter of acceptance be requested from P. Spyers-Duran and sent each member with its August 19 packet for information. Letters to Oakwood and Mt. Carmel Hospitals will be sent shortly.
- B. WSU-Geac contract. As indicated 8/5, will go back to Geac this week.
- C. Site. Everything must be ready for initial installation in Purdy starting August 21; this appears possible. Actual Geac work takes 5 to 6 business days. Initial training tentatively scheduled to begin August 26.
- D. Tape vendor. Decision between BNA and Solinet will be announced week of August 19. Exact timetable will be determined when choice is made.
- E. Circulation database. The meeting with Geac concerning creation of this database is scheduled for September 4. N. Skowronski will represent DALNET.

III. DALNET Prospectus and Bylaws.

Resolution: WE URGENTLY REQUEST ALL MEMBERS OF THE DALNET STUDY GROUP TO BE PRESENT AND PARTICIPATE IN THE AUGUST 19, 1985 MEETING (DIRECTOR'S CONFERENCE ROOM, PURDY, 9:00 A.M.) WHEN BOTH PROSPECTUS AND BYLAWS DRAFT WILL BE DISCUSSED. The few present feel we must have full participation because we are at a critical juncture when long-delayed actions will be required very soon. We cannot prepare the documents for the director's consideration unless we feel sure of DALNET Study Group's understanding and consensus.

Prospectus: F. Buckley's revised paragraph about finances is attached.

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Bylaws: F. Buckley and B. Johnson had reworked Draft 3 August 6. Because the Alt basic document was so bad, today's discussion revealed many holes they thought had been plugged. F. Buckley will prepare yet another draft.

*Barbara Coe Johnson*

Barbara Coe Johnson, Recorder

BCJ/cms  
Attachment

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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 <sup>MULTI</sup>~~all types~~ of 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(s) 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, <sup>LIBRARY</sup> system, or autonomous library within a system may become a <sup>FULL</sup> member, <sup>OR A SUBSCRIBER.</sup> Libraries which are "for profit" or affiliated with "for profit" institutions may become members.

SECTION 302. CLASSIFICATION OF MEMBERS. Separate classes <sup>MAY</sup> ~~shall~~ be established for <sup>INSTITUTIONAL</sup> ~~full and associate~~ membership in the Corporation,

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with the respective rights and duties of each class to be established from time to time by the Board of Trustees, except as otherwise provided ~~for~~ in these Bylaws.

SECTION 303. FULL MEMBERS. Full membership shall consist of the charter member libraries and any subsequent library which agrees to participate in the <sup>?</sup>capital funding for the Corporation as prescribed by the Board of Trustees. Full members are eligible to vote on all matters coming before the Corporation, ~~are eligible to become members~~ <sup>HAVE REPRESENTATIVES ON</sup> of the Board of Trustees, and may have access to all services offered by the Corporation. Full members must commit to a minimum ~~five (5)~~ <sup>TWO (2)</sup> year participation in the ~~capital~~ funding of the Corporation, and must agree to participate in the maintenance of the bibliographic database and circulation system.

~~SECTION 304. AFFILIATE MEMBERS. Affiliate members of the Corporation may participate in any of the services offered by the Corporation, and may act as members on the corporation's advisory committees upon approval of the Board of Trustees. Affiliate members may not vote on any matters coming before the membership of the Corporation except on those matters where their vote is required under Michigan law. Affiliate members are not eligible to serve on the Board of Trustees.~~

SECTION 305. SUBSCRIBERS. The Board of Trustees may from time to time prescribe conditions on 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

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REGIONAL CORPORATION  
TOWN CENTER  
SUITE 2080  
MI 48078-1287  
313-7620

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 jointly by all members in the name of the Corporation. All local site peripheral equipment and supplies shall be purchased and maintained at the sole expense of the respective member.

Question  
the use of  
this phrase.

SECTION 402. SOFTWARE. All software, <sup>LICENSES</sup> 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 from time to time by the Board of Trustees. ~~All records and data in the system shall become the property of the Corporation once loaded to the database.~~ The Board of Trustees shall prescribe a code of conduct for loading and maintaining data into the system to which each member must adhere.

THE COMPILED  
BIBLIOGRAPHIC  
RECORDS IN THE  
SYSTEM SHALL  
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NET DATABASE,  
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CORP. 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.

ARTICLE V- INITIATION AND TERMINATION

SECTION 501. INITIATION. A library which otherwise meets the standards for becoming a member of the Corporation may apply for ~~either full or affiliate membership status.~~ The Executive Committee shall recommend prospective members to the Board of Trustees for acceptance by an affirmative vote of two-thirds 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. Voluntary

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termination shall be effective upon the first day of the fiscal year following the date of acceptance of the request for termination.

Involuntary termination is effective on the first day of the calendar month following notification of termination by the Board. 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 <sup>BELONG TO</sup> ~~may be retained by~~ 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, <sup>AND FOR THE COST OF REMOVING ITS DATA FROM THE</sup> ~~and shall not be entitled to any refund or rebate of any~~ <sup>DATABASE.</sup> ~~prepayment to the Corporation.~~

SECTION 503. VOLUNTARY TERMINATION. A full member must provide one (1) calendar year notice prior to termination, unless that notice requirement is waived by the Board of Trustees. 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 <sup>CHANGE THE TERMS OF RESIGNATION</sup> ~~accept the termination request~~ or waive the notice period. ~~Affiliate members must provide six (6) months notice prior to termination, unless that notice requirement is waived by the Board.~~

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. The financial obligation of an involuntarily terminated member to the Corporation shall not exceed the actual cost incurred by the Corporation, as determined by the ~~Board~~ EXECUTIVE COMMITTEE.

THE EXECUTIVE COMMITTEE MUST PROVIDE AT LEAST 3 MONTHS NOTICE IF INVOLUNTARY TERMINATION. THERE SHALL BE AN APPEAL PROCESS 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 <sup>BY MAJORITY VOTE OF THE BOARD</sup> 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 precedent of reinstatement shall be the payment of all financial obligations owing to the Corporation, INCLUDING THE Reinstated members shall be assessed a reduced initiation charge, to be <sup>COST TO REENTER DATA,</sup> determined by the ~~Board~~ EXECUTIVE COMMITTEE.

ADD SECTION IN PARLIAMENTARY AUTHORITY.

BOARD OF TRUSTEES  
ARTICLE VI- MEETINGS OF MEMBERS

SECTION 601. PLACE OF MEETINGS. All meetings of the ~~members~~ <sup>BOARD OF TRUSTEES</sup> of the Corporation shall be held at the registered office or such other place as may be determined from time to time by the ~~Board of Trustees~~ <sup>EXECUTIVE COMMITTEE</sup>.

SECTION 602. ANNUAL MEETING OF THE MEMBERS. There shall be an annual meeting of all ~~members~~ <sup>TRUSTEES</sup> of the Corporation, held within one hundred twenty (120) days following the end of each fiscal year, on such date and at such time as the ~~Board of Trustees~~ <sup>EXECUTIVE COMMITTEE</sup> shall designate. At that meeting the ~~members~~ <sup>TRUSTEES</sup> shall elect a ~~Board of Trustees~~ <sup>AN EXECUTIVE COMMITTEE</sup> to serve for the following year, or until their successors are elected, and



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shall transact such other business as may properly be brought before the meeting.

SECTION 603. <sup>TRUSTEES</sup> NOTICE OF MEETINGS OF MEMBERS. Except as otherwise

provided in the Act, written notice of the time, place and purposes of all meetings of the membership shall be given not less than ten (10) ~~nor more than sixty (60) days~~ before the date of the meeting, either personally or by mail, to each member of record ~~entitled to vote at the~~

meeting. When a meeting is adjourned to another time or place, it is not necessary to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken and at the adjourned meeting only such business is transacted as might have been transacted at the original meeting. However, if after the adjournment the Board of Trustees fixes a new record date for members eligible to vote at the adjourned meeting, a notice of the meeting must be given to each member of record on the new record date entitled to vote at the meeting.

*delete if covered by Parliamentary Rules.*

SECTION 604. <sup>TRUSTEES</sup> SPECIAL MEETINGS OF THE MEMBERS. A special meeting

of the <sup>BOARD OF TRUSTEES</sup> ~~membership~~ may be called at any time by the Chairperson of the Board of ~~Trustees~~, or by a majority of the members of the Board, or by a number of members representing not less than forty (40%) percent of the members entitled to vote ~~at such special meeting.~~

The method by which such meeting may be called is as follows: upon receipt of a specification in writing setting forth the date and objects of such proposed special meeting, signed by the Chairperson or requisite number of Trustees or members, as the case may be, the Secretary of the

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*delete if covered by Parliamentary Rules*

ONLY THE BUSINESS FOR WHICH THE SPECIAL MEETING IS CALLED MAY BE TRANSACTED AT SUCH MEETING