



# Tenn-Share

## A Tennessee Library Consortium

### Article I. Name

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The name of the organization shall be Tenn-Share.

### Article II. Purpose

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Tenn-Share seeks to provide leadership in all areas of resource sharing among libraries, archives, museums and other information agencies in Tennessee. Tenn-Share seeks to provide leadership and support for information sharing among its members. To support this purpose, Tenn-Share facilitates sharing of print and digital collections, staff training, leadership development and advocacy efforts.

### Article III. Membership

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#### ***Section 1.***

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Full membership in Tenn-Share is open to libraries, museums, archives and other information agencies. Membership dues are established by the Board of Directors and based on the operating budget of the member institution.

Representatives of full member organizations are eligible to serve as an officer, board member, committee chair, or committee member within Tenn-Share.

Each full member organization will have one vote on all matters presented to the membership for vote by the Board of Directors. The vote will be cast by the chief librarian or designee.

Each full member organization in good standing will be eligible to take advantage of all contracts, services and agreements negotiated on behalf of TENN-SHARE members and/or provided by Tenn-Share.

#### ***Section 2.***

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Sponsoring membership in Tenn-Share is open to businesses and organizations who want to support the work of Tenn-Share. Sponsoring Membership dues are established by the Board of Directors.

#### ***Section 3.***

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Affiliate membership is open to any resource-sharing organization made up of libraries, museums, archives or similar institutions in Tennessee. While affiliate members do not pay dues, each individual member library in an affiliation must pay dues to be considered a Tenn-Share member, eligible for member benefits.

To become an Affiliate member, organizations may request to join Tenn-Share by contacting the chair of the Membership Committee, who will present the request to the Board of Directors for approval.

#### ***Section 4.***

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The Tenn-Share fiscal year is July 1 through June 30.

The Executive Director of Tenn-Share signs contracts and agreements for Tenn-Share, providing fiscal continuity as the organization's officers and volunteers will have varying terms of service.

#### ***Section 5.***

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To be a member in good standing and be eligible for the benefits of membership, dues must be paid.

## **Article IV. Officers**

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#### ***Section 1.***

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The officers of the organization shall be President, Vice-President/President Elect, Secretary, Treasurer and the Immediate Past-President.

#### ***Section 2.***

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The term of office for all officers shall be for two years or until their successors' terms begin. Officers are not eligible for immediate reelection to their respective office. The exception would be the offices of Treasurer and Secretary. If no suitable candidates are found during the nomination process, the person serving in the office may serve an additional year, or a maximum of two additional years. The term of office for all Officers shall begin on January 1.

#### ***Section 3.***

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Only representatives from full member institutions shall be eligible to serve as officers.

## **Article V. Board of Directors**

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#### ***Section 1.***

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Composition. The Board of Directors shall be composed of representatives of member institutions in the following categories.

1. Officers (Executive Committee)
2. Three public library representatives
3. Three academic library representatives
4. Three school library representatives
5. Two special library representatives

6. One State Library & Archives representative
7. Committee Chairs
8. Webmaster(s)

Committee Chairs and Webmaster(s) have the right to attend meetings of the Board of Directors and to speak in debate. When attending Board meetings, Committee Chairs do not have the right to make motions or vote unless they also serve as a member of the Board of Directors. The Committee Chairs and Webmaster(s) do not vote and are not counted towards the quorum.

## ***Section 2.***

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The term of office for all Board members shall begin January 1; Board members shall serve for two years or until their successors' terms begin. Board membership should normally be staggered so that one-half of the membership retires each year. The Board membership should consist of at least three representatives from each of the three grand divisions of the State of Tennessee.

## ***Section 3.***

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Any member of the Board of Directors who misses three Board meetings in a term shall be automatically removed from the Board.

## ***Section 4.***

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Powers. The Board of Directors shall have the power to act in the name of the organization in all matters of business, finance, contracts and other issues.

Members of the Board of Directors have the right to attend meetings, to make motions, to speak in debate, and to vote on matters of Tenn-Share business, finance, contracts and other issues.

## ***Section 5.***

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Quorum. Fifty (50) per cent of the voting Board members shall constitute a quorum for conducting the business of the organization.

## ***Section 6.***

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Voting. The Board may conduct business by correspondence. A vote taken by mail, telephone, email or other electronic means shall become the act of the Board upon the approval of a majority of the members of the Board. A simple majority is required for passage of any vote by the Tenn-Share Board of Directors. Any tied vote shall be settled by the vote of the President.

## ***Section 7.***

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Executive Director. The Board of Directors will approve the appointment and compensation for the Executive Director of the organization.

## ***Section 8.***

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Additional staff. The Executive Director will appoint and supervise any additional staff of the organization. Such appointments may include volunteers and interns, who are not required to be employed by member institutions. All appointments and salary levels must be approved by the Executive Committee. Any disagreements on terms of employment between the staff and the Executive Director can be brought to the Executive Committee for review and final decision.

# Article VI. Executive Committee

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## **Section 1.**

Membership. The officers of the organization: President; Vice-President/President Elect; Secretary; Treasurer; and Past-President, shall constitute the Executive Committee.

## **Section 2.**

Duties. The Executive Committee acts for the Board when decisions are needed between Board meetings, and is accountable to the board for said actions.

## **Section 3.**

Voting. A simple majority of the Executive Committee may vote to take action. Such votes may be taken live or virtually.

## **Section 4:**

The Executive Committee will:

1. develop an agenda and program for all general meetings and be responsible for securing hosts and speakers for these meetings,
2. ensure that the organization remains in compliance with the adopted By-laws,
3. prepare an annual budget that includes anticipated income, expenditures, a contingency fund, and investment.
4. review dues structure annually.
5. appoint the Executive Director and facilitate the annual process to review the performance of the Executive Director, with the possibility of providing a merit-based and/or cost-of-living salary increase.
6. suggest and develop workshops, demonstrations, training programs and other professional development opportunities for the members of Tenn-Share,
7. receive and respond to suggestions for needed programs, projects and activities from the Board of Directors,
8. report at least twice a year on the activities of the committee and the Board of Directors to the membership,
9. make recommendations on policy matters to the Board of Directors,
10. act on behalf of the Board of Directors as needed between board meetings.

# Article VII. Elections

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## ***Section 1.***

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Purpose. Elections are held by the Tenn-Share Board to fill Board positions made vacant by the completion of regular terms or terms held on an interim basis due to an unanticipated vacancy.

## ***Section 2.***

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Election Procedures. In September, the Board shall appoint a Nominating Committee. It shall be the responsibility of this committee to call for nominations from Tenn-Share member institutions for the positions with terms scheduled to begin the following January. By the end of October the committee shall present a slate to the Board for changes and/or approval. By December 1, the Board votes on the slate and results are announced to the membership.

## ***Section 3.***

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Filling Unanticipated Vacancies. In the event of a Board vacancy, the Executive Committee shall nominate and the Board shall elect an interim Officer or Board member to serve for the remainder of the term.

# **Article VIII. Board Meetings**

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## ***Section 1.***

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The Tenn-Share Board of Directors shall meet at least three times each year on a schedule established by the Board of Directors yearly. Meetings may be live or virtual.

## ***Section 2.***

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Special meetings of the Board may be called by any member of the Executive Committee upon the written request of four Board members. The purpose of the meeting shall be stated in the call. All members shall be given seven working days' notice (excluding Saturdays and Sundays).

# **Article IX. Committees**

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## ***Section 1.***

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Unless specified otherwise in Article IX, Section 2, Committee Chairs are appointed by the President to serve during that President's term or until the committee is discharged. Committee Chairs may serve consecutive terms. All committee members are recruited and appointed by the Committee Chair, unless the Committee Chair requests in writing that the President appoint a specific committee's members. All committee members shall be employees of Tenn-Share member institutions. Exceptions may be made by request of the Committee Chair to the Executive Committee.

## ***Section 2.***

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The following committees shall be considered Standing Committees.

1. The Nominating Committee. This committee of three or more persons shall be appointed by the Past-President, who shall serve as chair. It shall be the duty of this committee to: solicit nominations for officers and board members; to hold the elections therefore.
2. The Conference Committee. The Vice President / President-Elect and Executive Director shall serve as co-chairs of this committee, and shall recruit three or more additional members. This committee is responsible for planning and executing conferences for the organization. This committee also accepts nominations for the Tennessee Resource Sharing Award and allocates the award.
3. The Digital Library of Tennessee Committee. Standing members of the committee should include representative(s) that support the technological infrastructure of the service hub from the University of Tennessee Knoxville designated by the Dean of the Libraries at the University of Tennessee Knoxville; and representative(s) from the Tennessee State Library and Archives designated by the Tennessee State Librarian and Archivist. The Executive Director of Tenn-Share shall serve as an ex-officio member. This committee is responsible for promoting the development of the state of Tennessee's Digital Public Library of America service hub, working in collaboration with the University of Tennessee Knoxville University Library and the Tennessee State Library and Archives.
4. The Tenn-Share Electronic Resource Committee. The committee works to achieve cost savings through consortial purchasing of electronic resources by investigating methods, determining priorities, and encouraging participation. The committee will work with various agencies, including providing input and advisement on content for the Tennessee Electronic Library.
5. The Marketing Committee. This committee is responsible for creating engagement with and awareness of Tenn-Share's work through outreach to current and prospective members via email marketing, social media, newsletters and other tools.

### ***Section 3.***

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Task Forces: The President with the consent of the Executive Committee shall have the power to create Task Forces as needed for Tenn-Share to carry on it's affairs. Any task force whose work becomes a permanent function of Tenn-Share, may become a standing committee by vote of the board of directors to amend the bylaws. The Executive Director shall be a non-voting member of all committees and task forces.

## **Article X. Procedures Manual.**

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### ***Section 1.***

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Purpose. A Procedures Manual shall be developed to outline the steps to be followed in conducting the business of Tenn-Share. This manual shall include such information as the functions of standing committees and responsibilities of paid staff, among other procedures.

### ***Section 2.***

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Procedures shall be developed under the direction of the President and shall be approved or changed by a simple majority of Board members.

## **Article XI. Limited Personal Liability**

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Tenn-Share shall indemnify each person who may serve or who has served at any time as an officer, director, volunteer, or employee of Tenn-Share against all expenses, including attorneys' fees, judgments, fines, settlements and liabilities reasonably incurred by reason of his or her service in such capacity, provided that no indemnification shall be provided for any such person with respect to any breach of duties of loyalty, due care or confidentiality to Tenn-Share, for acts or omissions not in good faith or which involve intentional misconduct or a known violation of the law.

## **Article XII. Dissolution Clause**

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Upon dissolution of this organization, all assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the Tennessee State Library and Archives to be used for the betterment of Tennessee libraries. None of the assets shall be distributed to any member, officer, or trustee of this organization.

## **Article XIII. Parliamentary Authority**

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The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the organization may adopt.

## **Article XIV. Amendment of Bylaws**

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The bylaws may be amended at any regular meeting of the Board of Directors by a two-thirds vote of the members present and voting.

This bylaws revision was approved by the Tenn-Share Board of Directors on November 19th, 2021.