

OBERLIN GROUP BYLAWS
Approved by the Oberlin Group Library Directors
May 25, 2017. Amended by a vote of the membership on December 4, 2017.

ARTICLE I
Name, Offices, and Purpose

1.1 Name

The name of this organization is Oberlin Group of Libraries (“Oberlin Group”).

1.2 Offices

The registered office of Oberlin Group is at such location in Michigan as determined by the Board of Directors. The Board of Directors may establish other offices in or outside the state of Michigan.

1.3 Purpose

Oberlin Group brings together the libraries of leading liberal arts colleges and universities for the purpose of: facilitating information and resource sharing among member libraries; providing opportunities for professional development, scholarship, leadership, advocacy, and committee service for academic librarians working in member libraries; and educating and informing appropriate communities of the value and contributions of academic libraries and librarians.

Oberlin Group is organized and operated exclusively for charitable, scientific, literary, and educational purposes. Subject to the limitations stated in the Articles of Incorporation, Oberlin Group is a nonprofit corporation formed to carry out lawful purposes not involving pecuniary profit or gain for its directors, officers, or members. Oberlin Group has all corporate powers permitted by law.

ARTICLE II
Members

2.1 Organization

Oberlin Group is organized on a nonstock, membership basis.

2.2 Membership Eligibility and Rights

In order to be eligible for membership in Oberlin Group, an institution must be an accredited private four-year liberal arts college in the United States. Membership is by invitation of the Board of Directors. Requests for membership will be reviewed by the Membership Committee and acted upon according to procedures established by Oberlin Group.

Through its designated Representative, an Oberlin Group member institution is eligible to:

- (a) Participate in Oberlin Group programs; and
- (b) Participate in Oberlin Group governance as outlined by these Bylaws and the Articles of Incorporation.

2.3 Membership Representation

Each member institution is represented by its library director or dean (or equivalent). The Member Representative of each institution serves as the primary contact person for each of the requirements of membership, as well as all official communications and any other official business between the institution and Oberlin Group.

Acting on behalf of the member institution, the Member Representative is entitled to:

- (a) Be eligible for appointment to any Oberlin Group committee;
- (b) Receive all official Oberlin Group communications;
- (c) Receive notice of and attend all membership meetings;
- (d) Exercise voting privileges on all matters requiring membership approval;
- (e) Be eligible for election to, and vote for candidates for, the Board of Directors.

2.4 Maintaining Membership

Member institutions must meet all three of the following requirements to maintain membership in Oberlin Group:

- (a) Timely completion of annual surveys;
- (b) Attendance at the Annual Meetings; and
- (c) Timely payment of dues.

2.4.1 Annual Data Survey

An annual data collection and benchmarking process is carried out by completing the collection instrument(s) as established by the Board. The membership of an institution that does not complete the annual survey for two consecutive years will be referred to the Membership Committee for review and possible termination.

2.4.2 Participation in Annual Meeting and Business Meeting

Each Oberlin Group institution is required to send its Member Representative to the annual Business Meeting which is held during the Annual Meeting. The Member Representative or institution may not send a proxy representative to the Annual Meeting or the Business Meeting, however, a Member Representative may participate in the

Business Meeting via remote communication (telephone, web, etc.). An institution may send an interim director as the Member Representative to the Annual Meeting and Business Meeting. The membership of an institution not represented at a Business Meeting for three consecutive years will be referred to the Membership Committee for review and possible termination.

2.4.3 Membership Dues

Each member institution pays annual dues to underwrite the cost of administering Oberlin Group and maintaining its activities. Dues are recommended by the Board of Directors and approved by a majority vote of the membership. The membership year is from July 1 to June 30. Invoices will be distributed by the Treasurer by December of the previous year and dues will be paid to the Treasurer or an agent designated by the Board of Directors. If a member's dues remain unpaid for two membership years, the Membership Committee will review the institution's membership.

2.5 Termination of Appointment

The appointment of a Member Representative ceases:

- (a) When the member institution for any reason ceases to be a member, or;
- (b) When the Representative terminates affiliation with the member institution, or;
- (c) When the member institution notifies President of the Oberlin Group Board of Directors in writing or electronic transmission equivalent to a writing of the appointment of a new Representative.

2.6 Withdrawal

Institutional members may withdraw from Oberlin Group at any time by the President or Provost of the member institution notifying, in writing, the President of the Oberlin Group Board of Directors. Such withdrawal will be confirmed in writing by the President of the Oberlin Group Board of Directors to the President of the member institution. Withdrawal will take effect 30 days after the date of confirmation, or upon a date specified in the institution's withdrawal letter. Dues already paid for the calendar year will not be refunded.

2.7 New Members

New members are expected to send a representative to the annual Business Meeting of the year in which they are admitted and to begin dues payment for the then current fiscal year of Oberlin Group.

ARTICLE III *Membership Meetings*

3.1 Annual Meeting

The Annual Meeting of the membership is held on the date set each year by the Board of Directors. A Business Meeting, where the formal business of the organization is conducted, will be held as part of the Annual Meeting. Annual Meetings are generally run informally and operate by consensus. At any point in a meeting, a member may request that a particular question or the remainder of the proceedings be conducted according to Robert's Rules of Order Revised. The President may appoint a parliamentarian to assist with the Annual Meeting. The President brings the name of such an appointee before the Board of Directors, and the Board of Directors must approve the appointment.

3.2 Special Meetings

Special meetings of the membership may be called at any time by the President, the Board of Directors, or by petition of at least 30% of the membership.

3.3 Notice of Meetings

Pursuant to Michigan Compiled Laws 450.2404, Member Representatives will be notified of the date, time, and place of annual and special meetings not less than ten (10) or more than sixty (60) business days before the meeting by a method to be determined by the Board of Directors. Attendance of a person at a meeting constitutes a waiver of objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting because the notice was deficient.

3.4 Quorum and Voting

A member is considered present and may participate in a meeting through telephone, Internet, or other similar communications equipment so that all members can communicate with all other members as long as all participants are advised of the means of remote communication in use and the names of the participants in the meeting are divulged to all participants.

Each Member Representative is entitled to one (1) vote. Proxy voting for any vote of Oberlin Group is not permitted. However, members participating in a meeting through telephone, Internet, or other similar communications equipment may vote by a method determined by the Board of Directors.

An invalid ballot, an abstention, or the submission of a ballot marked "abstain" with respect to any action does not constitute a vote cast on that action. A member may not revoke a ballot once received by Oberlin Group.

3.4.1 Annual Business Meeting

A simple majority of all Member Representatives constitutes a quorum at the annual Business Meeting. At the annual Business Meeting, the following issues require two-thirds vote of those Member Representatives present:

- (a) Voting regarding the organization of Oberlin Group or its governance, including amendments to the Bylaws or Articles of Incorporation;
 - (b) Proposals to merge or dissolve Oberlin Group.
- Other business that may come before the membership at the Business Meeting, including the adoption of resolutions and financial matters, may be approved by a simple majority vote of those Member Representatives present, unless stated otherwise in these Bylaws.

3.4.2 Other Meetings

On occasions other than the Business Meeting, a simple majority of all Member Representatives constitutes a quorum.

An action is considered approved by a simple majority vote of all Member Representatives present, unless stated otherwise in these Bylaws.

Proposals to use the Oberlin Group name in support of various initiatives must come before the membership, either in-person or virtually, and require a two-thirds vote of all Member Representatives.

3.5 Consent to Actions

Any action that could be taken at a meeting of the membership, including the election of directors and officers, may also be authorized without a meeting by a vote by mail or by electronic communication to the fullest extent permitted by law. Such a vote by mail or by electronic communication must be:

- (a) Ordered by the Board of Directors;
- (b) Available to all members; and
- (c) Conducted in accordance with procedures established by the Board of Directors, these Bylaws, and applicable law.

ARTICLE IV ***Board of Directors***

4.1 General Powers

The ultimate authority and responsibility for the governance of Oberlin Group resides with the Board of Directors. The duties of the Board of Directors are to:

- (a) Act in the name of the organization between Annual Meetings.
- (b) Develop and document policies for the guidance and direction of the organization, as needed.
- (c) Oversee the fiscal health of the organization and annually set membership dues.
- (d) Establish such committees as it deems necessary or desirable to implement its policies.

- (e) Determine appropriate rules and procedures to assure fair and impartial balloting.
- (f) Delegate and assign to appropriate officers or members such special duties and responsibilities as are necessary to carry out the purposes of the organization.
- (g) Negotiate and approve contracts with consultants, vendors, and other associations on behalf of the membership.
- (h) Manage consultant relationships, either directly or through appointments of ad-hoc committees.
- (i) Submit an annual report of its activities at the Annual Meeting of the organization.
- (j) Authorize necessary disbursements through funds drawn on the account of the organization.
- (k) Perform other duties as prescribed by the Bylaws.

4.2 Members

The Board of Directors consists of the officers of Oberlin Group and directors-at-large. The chair of the Membership Committee and the chair of the Communications Committee are appointed by the President from among members of the Board. There will be not less than three (3) nor more than seven (7) directors on the Board as fixed from time to time by the Board of Directors.

4.3 Officers

The officers of the Board of Directors of Oberlin Group consist of a President, a Vice-President/President-Elect, a Secretary, a Treasurer, and Immediate Past President. The President becomes Immediate Past President once the President's term expires. New offices may be created at any meeting of the Board of Directors and filled by current board members.

4.3.1 President

The President acts on behalf of the organization to fulfill its purposes, consulting with the membership as possible; presides at meetings of the Board of Directors, and at the Annual Meeting of the organization; appoints chairs of all committees in consultation with the Board of Directors; may serve as a non-voting member of any standing committee; represents, or appoints a representative(s) of the organization to other organizations in consultation with the Board of Directors; signs all documents and agreements on behalf of Oberlin Group, unless the President instructs that the signing be done with or by some other officer, agent, or employee; performs such duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors.

4.3.2 Vice-President/President-Elect

The Vice-President/President-Elect succeeds to the office of the President and performs such duties as are delegated or assigned by the President or the Board of Directors, and performs the duties of President in the event that individual is unable to serve; chairs the Program Committee; makes all appointments to fill vacancies on standing and special

committees that are due to occur during the year of his/her presidency; performs such duties as are necessarily incident to the office of Vice President/President-Elect or as may be prescribed by the Board of Directors.

4.3.3 Immediate Past President

The Immediate Past President performs such duties as are delegated or assigned by the President or the Board of Directors. The Immediate Past President chairs the Nominating Committee.

4.3.4 Secretary

The Secretary keeps minutes of Board meetings; is responsible for providing notice to each director as required by law, the articles of incorporation, or these Bylaws; is the custodian of Oberlin Group records; keeps a register of the names and addresses of each officer and director; performs all duties incident to the office of Secretary or as may be prescribed by the Board of Directors.

4.3.5 Treasurer

The Treasurer collects institutional dues annually; disburses funds to vendors/consultants, as approved by the Board of Directors; reports the financial status of the organization at each Board of Directors meeting and submits a written statement at that time, and distributes a detailed financial report to the membership at the Annual Meeting; has charge and custody over corporate funds; presents any requested or necessary financial reports of the Board of Directors for review and approval; directs and assures that all financial documents and records required by law and sound business practice are properly prepared, submitted, and made part of the official record of Oberlin Group; deposits all moneys and securities received by Oberlin Group at such depositories in Oberlin Group's name that may be designated by the Board; serves as liaison to any fiscal agent appointed by the Oberlin Group Board; performs all duties incident to the office of Treasurer or as may be prescribed by the Board of Directors.

4.4 Terms

All directors who are not officers serve two (2) year staggered terms. Directors may be nominated and stand in a subsequent election to serve two (2) consecutive terms. After one year leave, former directors may be considered for new terms. Directors hold office for the term for which he or she is elected or appointed and until his or her successor is elected or appointed and qualified, or until the director's death, resignation, or removal. Directors terms begin on October 1st and run through September 30th.

Officers other than the Vice-President/President-Elect are elected for a term of two (2) years.

Officers other than the Vice-President may serve more than one term, and an incumbent may succeed him- or herself.

The Vice-President/President-Elect is elected to a three year term, serving the first year as Vice-President/President Elect, the second year as President, and the third year as Immediate Past President. An incumbent may not succeed him- or herself, except at the discretion of the Board of Directors.

4.5 Resignation

Any director may resign at any time by providing written notice to the Oberlin Group Board of Directors, the President, or the Secretary. The resignation will be effective on receipt of the notice or at a later time designated in the notice of resignation. A successor will be selected as provided in Article V of these Bylaws.

4.6 Removal

Any or all of the directors may be removed for cause by a two-thirds majority vote of the members present at an Annual Meeting or special meeting called for that purpose. At any meeting where a vote is to be taken to remove a director, the director in question may attend and will be given a reasonable opportunity to argue in his or her defense.

Removal of an officer also removes that individual from the Board of Directors. The authority of the officer to act as an officer may be suspended by the Board for cause.

If a member of the Board of Directors, for any reason, ceases to be a Member Representative, the individual is automatically removed as a member of the Board of Directors.

4.7 Board Vacancies

Vacancies will be filled as provided in Article V of these Bylaws.

4.8 Discharge of Duties

Every director and officer will discharge his or her duties as a director or officer including his or her duties as a member of a committee in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner he or she reasonably believes is in the best interests of the corporation. In discharging his or her duties, a director or officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by any of the following:

- (a) One or more directors, officers, or employees of the corporation, or of a domestic or foreign corporation or a business organization under joint control or common control, whom the director or officer reasonably believes to be reliable and competent in the matters presented;

- (b) Legal counsel, public accountants, engineers, or other persons as to matters the director or officer reasonably believes are within the person's professional or expert competence;
- (c) A committee of the Board of which he or she is not a member if the director or officer reasonably believes that the committee merits confidence.

However, a director or officer is not entitled to rely on the information if he or she has knowledge concerning the matter in question that makes reliance unwarranted.

ARTICLE V

Nominations and Elections

5.1 Timing

Elections for director and officer positions takes place before the Annual Meeting so new directors and officers can meet with the outgoing board at the Annual Meeting.

5.2 Elections

Elections for the directors and officers are conducted as follows:

- (a) The Nominating Committee, chaired by the Immediate Past President, will seek qualified candidates for director and officer positions from the membership. Before placing the name of any person in nomination, the Nominating Committee will have determined the willingness of that person to be a candidate and that the person is qualified to serve as the Member Representative of her/his institution.
- (b) The Nominating Committee will submit a slate of qualified candidates to the Board of Directors no fewer than sixty (60) days before the Annual Meeting.
- (c) The Board of Directors agrees upon and approves the slate of candidates.
- (d) The slate of proposed candidates is presented by the Board of Directors to the general membership before the Annual Meeting. Additional nominations from members will be accepted up to (7) days after presentation of the initial slate to the membership.
- (e) Members vote by any means permitted under these Bylaws, as the Board so directs. Election will be by a majority of votes of all Member Representatives received by the date specified by the Board of Directors. A majority vote of the members of the Board of Directors will break a tie.

5.3 Vacancies

If the office of Vice-President is vacated prior to the expiration of a term, the Board of Directors will arrange for a special election as soon as is reasonably possible, but no later than sixty (60) days after the office is vacated.

If the office of any other director or elected officer is vacated prior to the expiration of a term, the President, with the approval of the Board of Directors, will appoint a member to fulfill the

director's or officer's duties for the remainder of the term.

ARTICLE VI

Board of Directors Meetings

6.1 Regular Meetings

An Annual Meeting of the Board of Directors will be held in conjunction with the Annual Meeting of the organization. Additional meetings, whether in-person or virtual, may be held throughout the year in order to properly conduct the business of the organization. Meetings may be called by the President or upon the written request of three (3) members of the Board. The President will give advance notice of meetings to the members of the Board.

6.2 Special Meetings

Special meetings of the Board may be called by the President or any two (2) directors at a time and place as determined by those persons authorized to call special meetings. Notice of such meetings, describing the date, time, place, and purpose of the meeting, will be given to each director in any manner at least seven (7) business days before the meeting.

6.3 Waiver of Notice

The attendance of a director at a Board meeting will constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

6.4 Minutes

Minutes of any regular or special meeting of the Board of Directors will be made available to the membership.

6.5 Voting

Each director is entitled to one (1) vote on each matter submitted to a vote of the Board, regardless of the number of offices held by that director. Voting on any question or in any election at a meeting may be by written communication, voice, Internet, or written communication, or similar communication equipment unless any director requests that voting be by ballot. Proxy voting is prohibited. At every duly called and noticed meeting of the Board of Directors at which a quorum is present, the affirmative vote of a majority of Board of Directors members present is necessary for the adoption of any resolution or the taking of any action.

6.6 Manner of Communication

Electronic mail is equivalent to any communication otherwise required to be in writing. A Board or committee member is considered present and may participate in a meeting through telephone,

Internet, or other similar communications equipment so that all Board members can communicate with all other members as long as all participants are advised of the means of remote communication in use and the names of the participants in the meeting are divulged to all participants.

6.7 Quorum

A simple majority of the directors in person, by phone, or by other electronic communication constitutes a quorum for the transaction of any business at any meeting of the Board.

6.8 Consent to Actions

Any action that could be taken at a meeting of the Board of Directors may also be authorized without a meeting by a vote by mail, telephone, or by electronic communication. The President will establish a preset amount of time for discussion, and, when necessary, a formal call to vote. For a vote by mail, telephone, or electronic communication, an affirmative vote of the majority of members of the Board of Directors eligible to vote is required. Such a vote must be:

- (a) Ordered by the President of the Board of Directors; and
- (b) Conducted in accordance with procedures established by the Board of Directors.

Any vote taken without a meeting will be recorded in the minutes of the following official meeting, accompanied by a summary of the discussion preceding the vote.

ARTICLE VII *Committees*

7.1 General Powers

A committee designated by the Board may exercise any powers of the Board in managing Oberlin Group business and affairs to the extent provided by resolution of the Board. However, no committee will have the power to:

- (a) amend the articles of incorporation;
- (b) adopt an agreement of merger or consolidation;
- (c) amend or repeal Bylaws or adopt new Bylaws;
- (d) fill vacancies on the Board;
- (e) fix compensation of the directors for serving on the Board or on a committee;
- (f) take any final action on matters which require Board approval, such as contracts; or
- (g) expend funds without the approval of the Board.

7.2 Standing Committees

The Board appoints standing committees and may create other committees as needed. The members of each Committee serve one (1) year terms with the possibility of no more than (2)

two renewals. A majority of Committee members constitutes a quorum at any Committee meeting.

7.2.1 Nominating Committee

In consultation with the Board of Directors, the Past President will appoint a Nominating Committee of at least two members in addition to him- or herself, and will serve as Chair.

7.2.2 Program Committee

In consultation with the Board of Directors, the Vice-President will appoint a Program Committee of at least two members in addition to him- or herself, and will serve as Chair. Committee membership will include the host(s) of the Annual Meeting planned for two (2) years' time. The Committee may add additional Board and non-Board members as necessary to fulfill its responsibilities. The host(s) of the upcoming Annual Meeting will form a Local Arrangements Committee, which will coordinate its work with the Program Committee.

7.2.3 Membership Committee

In consultation with the Board of Directors, the President will appoint a Membership Committee of at least two (2) members, in addition to the Chair. The Chair must be a member of the Board. The Membership Committee will manage the process of adding or deleting member libraries, following established criteria as described in the Oberlin Group Procedure Manual. The Membership Committee Chair maintains a list of the Oberlin Group membership (past, present, and proposed), calls meetings of the Membership Committee as needed, and performs other duties prescribed by the Board of Directors.

7.2.4 Communications Committee

In consultation with the Board of Directors, the President will appoint a Communications Committee of at least two (2) members, in addition to the Chair. The Chair must be a member of the Board. The Communications Committee oversees the website, establishes and ensures compliance with listserv communication guidelines, shares news about Oberlin Group members, and performs other duties as prescribed by the Board of Directors.

7.3 Ad-Hoc Committees and Task Forces

The President, with the approval of the Board, may establish and dissolve ad-hoc committees and task forces as needed to address specific issues and initiatives. Ad-hoc committees and task forces may include individuals who are not directors, officers, or members of Oberlin Group. All

ad-hoc committee and task force members serve at the pleasure of the Board.

7.4 Interest Groups

Interest groups organized for the purpose of discussing specific topics, concerns, and issues in the field of academic librarianship and information services may be formed as deemed appropriate by Oberlin Group members or the Board of Directors. Interest groups will govern themselves in accordance with guidelines as outlined in the Procedure Manual in conjunction with the Board of Directors.

ARTICLE VIII ***General Provisions***

8.1 Document Procedure

No documents (including stocks, bonds, agreements, insurance and annuity contracts, qualified and nonqualified deferred compensation plans, checks, notes, disbursements, loans, and other debt obligations) will be signed by any officer, designated agent, or attorney-in-fact unless authorized by the Board or by these Bylaws. Such authority may be general or confined to specific instances.

8.2 Records

Oberlin Group will keep books and records of account and minutes of the proceedings meetings of its members and Board. Oberlin Group may keep the books, records, and minutes outside Michigan. Oberlin Group will keep at its registered office, or at the office of its transfer agent in or outside Michigan, records that contain the names and addresses of all members, and the dates when they respectively became members. Any of the books, records, or minutes may be in written form or in any other form that is convertible into written form within a reasonable time. Oberlin Group will convert into written form without charge any record that is not in written form, if requested by a person that is entitled to inspect the record.

8.3 Indemnification

Oberlin Group will maintain Directors and Officers insurance in an amount and kind determined by the Board. Oberlin Group will indemnify its directors and officers for damages and costs of defense only to the extent and consistent with what the corporation is insured for under its applicable policy of insurance. No indemnification shall be available beyond that provided by the policy of insurance in effect at the time of the incident.

Notwithstanding the foregoing, no person is indemnified from his or her acts or omissions that are determined to be willful misconduct or illegal activity, or which may arise out of professional errors or omissions.

8.4 Compensation

No director will receive any salary or compensation for service as director. No director will receive any service or benefit not provided to the general public. Directors may receive reimbursement for out-of-pocket expenses incurred while conducting authorized business on behalf of Oberlin Group. Directors are entitled to receive reasonable fees for goods or services rendered to Oberlin Group in capacities other than as members of the Board.

8.5 Conflicts of Interest

Oberlin Group expects that its officers, members, and any employees will act in the Group's best interest and comply with applicable statutory, regulatory and ethical requirements by disclosing, addressing and documenting conflicts of interest and related party transactions to the Board of Directors.

8.6 Fiscal Year

The fiscal year of Oberlin Group begins on July 1 and ends on June 30.

8.7 Amendment of Bylaws

A proposal to amend these Bylaws will be filed with the Secretary and placed before membership for consideration, provided such proposal is sponsored either by at least five (5) members of Oberlin Group or a majority of the Board of Directors. The Secretary will submit such proposed amendments to the membership at least sixty (60) days before the next annual Business Meeting for consideration at that meeting. Secret balloting on amendments will be conducted at the Business Meeting. The amendment will be adopted upon approval by two thirds of the members present at the Business Meeting.

8.8 Dissolution

If Oberlin Group ceases operations, the Board of Directors, after satisfying all liabilities, may elect to hold any assets for three (3) years in contemplation of resuming operations. If operations do not recur, dissolution begins and the assets will be distributed to organizations selected by majority vote of the Board that are exempt from tax under Sections 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and whose purposes are consistent with the purposes of Oberlin Group.