

BYLAWS
Of
PALS PLUS, INC.

Created xxxx

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Article I. Name and Address

Section 1.01 This Organization shall be called PALS Plus.

The official mailing address shall be PALS Plus, c/o Clifton Public Library, 292 Piaget Avenue, Clifton, New Jersey, 07011.

Article II. Obligations of the Organization

Section 2.01 PALS Plus promotes and enables resource sharing and cooperative ventures among its Members.

Section 2.02 PALS Plus has entered into an operating agreement with the Full and Partner Members for provision and operation of equipment, software and services and payment of all costs thereof, including but not limited to direct and indirect personnel costs, supplies, utilities, telecommunications, insurance, professional fees and all other operating costs.

Section 2.03 PALS Plus shall enforce and administer the terms of the existing contracts for equipment, software and services and perform all obligations under the contracts.

Section 2.04 PALS Plus shall collect from each Full and Partner Member its proportionate share of the costs and maintenance of equipment, software and services in accordance with the Assessment Formula.

Section 2.05 PALS Plus shall have the authority to solicit bids and award contracts for any new or updated equipment, software or services in accordance with the specifications.

Section 2.06 PALS Plus as agent for the Members, shall purchase maintenance and service contracts for the equipment, software and services, and shall insure the assets of the Organization to the full insurable value thereof.

Section 2.07 PALS Plus shall provide space for capital assets and operations and shall enter into a lease of such space as agent for the Members.

Section 2.08 PALS Plus shall annually establish a budget for payment of all costs required to be paid by it pursuant to its agreement with the Members and shall send a copy of such budget to the Full and Partner Members of the Organization on or before October 8 of the preceding year. At least once each year in the succeeding year or years, PALS Plus shall render a bill to each Member for its proportionate share of the budget so established.

Article III. Membership

Section 3.01 Obligations of Members

- (a) Each of the Full and Partner Members shall pay their proportional share of the costs for the capital and operating expenses of the Organization according to the Assessment Formula attached hereto.
- (b) Each of the Full and Partner Members shall fully fund the obligations of the Organization under the Shared Services Agreement and shall pay to PALS Plus, within 30 days of a bill rendered by the Organization, the amounts due to the Organization.
- (c) New Full and Partner Members shall be responsible for the costs and expense of installing, maintaining and operating at its local library such peripheral equipment as required, and for conversion of its catalog records to be compatible with the Organization's integrated library system, as it may deem necessary or desirable in connection with its use of the integrated library system.
- (d) Each Full and Partner Member shall be responsible for establishing a secure connection to the PALS Plus integrated library system per the requirements established by the Executive Board.

Section 3.02 Addition of Members

- (a) Publicly supported entities including but not limited to public libraries (both municipal and association libraries), counties, local units, boards of education, county colleges, and state colleges, other than the Members herein, may become Full or Partner Members of PALS Plus, subject to the Shared Services Agreement, on the following conditions:
- (b) An entity wishing to become a Member of PALS Plus shall apply in writing to the Executive Board.
- (c) The current Full and Partner Members of PALS Plus shall first determine that such additional Member may become a Full or Partner Member in the Organization without substantially impairing the present and projected future services provided to or to be provided to current Members and without incurring any additional costs, beyond those allocated in accordance with the Assessment Formula.
- (d) The additional Member shall apply for, qualify for, and become Full or Partner Member of the Organization in accordance with these Bylaws.
- (e) The additional Member shall enter into a Shared Services Agreement with PALS Plus and/or its Members, fixing and setting forth the conditions of membership, including

any required monetary contribution to both capital and operating expenses proportionately to the current Members' capital contributions and operating expenses.

Section 3.03 Classes of Members

- (a) PALS Plus shall have multiple classes of membership, including, but not limited to: Full Members, Partner Members (Partners), and Associate Members.

Section 3.04 Rights and Obligations of Full Members

- (a) Full Members shall abide by the Bylaws of PALS Plus and the terms and conditions of the Shared Services Agreement.
- (b) Full Members shall participate in mandatory resource sharing programs, e.g. reciprocal lending.
- (c) Full Members shall be entitled to all Organization services as established by the Executive Board and shall pay an annual Assessment.
- (d) Full Members shall have one vote at all general membership meetings.
- (e) Full Members may serve on General Membership committees and committees of the Executive Board.
- (f) Full Members may participate in elective programs as established by the Executive Board.

Section 3.05 Rights and Obligations of Partner Members (Partners)

- (a) Partners shall abide by the Bylaws of PALS Plus and the terms and conditions of the PALS Plus Shared Services Agreement.
- (b) Partners shall participate in mandatory resource sharing programs, e.g. reciprocal lending.
- (c) Partners shall be entitled to all ILS-related services as established by the Executive Board for the Partners level of membership and shall pay an annual Assessment as described in a Shared Services Agreement or contract.
- (d) Partners shall have one vote at all General Membership meetings.
- (e) Partners may serve on General Membership committees and committees of the Executive Board.

Section 3.06 Associate Members

- (a) Associate Members shall abide by the Bylaws of PALS Plus.

- (b) Associate Members shall participate in mandatory resource sharing programs, e.g. reciprocal lending.
- (c) Associate Members shall pay a basic membership fee.
- (d) Associate Members may serve on General Membership committees.

Section 3.07 General Membership Voting

- (a) The Board of Governance or the appropriate administrative authority for each Full Member and Partner shall annually designate a Voting Representative to PALS Plus and an Alternate, who shall serve in the absence of the Voting Representative.
- (b) Names of the voting representative and alternate must be on record with the Vice-President/Secretary of PALS Plus prior to a vote.
- (c) Votes must be cast at meetings in person by the Voting Representative or Alternate.
- (d) A Member that is in arrears in its payments to PALS Plus beyond ninety (90) days shall not be eligible to vote.
- (e) Action shall be based upon a majority vote of Members present at any meeting, except as otherwise specified in these bylaws.

Section 3.08 Assessment Formula

- (a) The annual Assessment Formula is as follows:
 - (i) Projected costs for the coming year will be computed separately for: ILS and General Administrative Services; and Network and PC Management services.
 - (ii) 25% of the projected ILS/General costs will be distributed equally among all Full and Partner members
 - (iii) 75% of the projected ILS/General costs will be distributed among Full and Partner members based on Workflows usage (previous year)
 - (iv) 100% of projected Network/PC Management costs will be distributed among Full members based on Eware, i.e. public PC usage (previous year)

- (b) The Assessment Formula may be modified every two (2) years), only upon a 2/3 majority vote of all Full and Partner Members of the Organization, at the General Membership Meeting, or on or before November 1st of the relevant budget year. The Assessment Formula modification shall be effective as of the budget year next following the date of adoption.

Section 3.09 Payment

- (a) Assessments, telecommunications charges and charges for technical support shall be billed and payable quarterly.
- (b) If payment is not remitted within one-hundred and eighty (180) days of an invoice, the Member shall forfeit its services and its membership in PALS Plus and shall be liable for all payments owed to PALS Plus through the end of the fiscal year.

Section 3.10 Debt Liability and Members

- (a) No Member shall be liable as an individual institution for the debts of this Organization.

Section 3.11 Withdrawal and Financial Obligation

- (a) The governing body of a Member wishing to withdraw from PALS Plus before the end of the current calendar year must give notice in writing to the Executive Board on or before June 30 of that year. Such withdrawal shall be effective as of January 1st of the year following the written notice if the notice is given between January 1st and June 30 and as of January 1st of the second year following the written notice if notice is given between July 1 and December 31.
- (b) Upon withdrawal, the withdrawing Member's obligation for any capital expenses shall continue in full force and effect but the obligation for operating expenses shall cease as of the effective date of the withdrawal or when the obligations are met, whichever comes first.
- (c) No refunds shall be given to a Member who withdraws, resigns, or is removed from the Organization or who forfeits membership.

Section 3.12 Change of Membership Level

- (a) The governing body of a Member wishing to change its level of membership in PALS Plus from Full to Partner Member or from Partner to Full Member before the end of the current calendar year must give notice in writing to the Executive Board on or before June 30 of that year.

- (b) Such change shall be effective as of January 1st of the year following the written notice if the notice is given between January 1st and June 30 and as of January 1st of the second year following the written notice if notice is given between July 1 and December 31.
- (c) Change of membership level shall require cancellation of the existing Shared Services Agreement and approval of a new Agreement between the Member and the Organization.
- (d) Upon a change of membership level the Member's obligation for any capital expenses shall continue in full force and effect but the obligation for operating expenses shall cease as of the effective date of the withdrawal or when the obligations are met, whichever comes first.
- (e) No refunds shall be given to a Member who changes membership level.

Section 3.13 Termination

- (a) Any Member not abiding by the bylaws of PALS Plus can be removed by a majority vote of the all Members at a regularly scheduled or special General Membership meeting.
- (b) A Member that does not remit payment within one-hundred and eighty (180) days of an invoice shall forfeit its membership in PALS Plus.

Article IV. Executive Board

Section 4.01 Composition

- (a) The Executive Board shall consist of seven members, three (3) of whom shall be Officers of the Organization.

Section 4.02 Eligibility

- (a) A member of the Executive Board must be a Full Member of the Organization in good standing.

Section 4.03 Election

- (a) Executive Board members shall be nominated from the Full Members and must be the Voting Representatives of their libraries.
- (b) The Executive Board shall be elected by Full Members and Partners by a majority vote of those present at the General Membership meeting.

Section 4.04 Term of Office

- (a) Terms of office for all members of the Executive Board shall be two years beginning in January following their elections.

Section 4.05 Limitations on Consecutive Terms

- (a) An Executive Board member shall not serve more than two (2) consecutive terms.

Section 4.06 Vacancies

- (a) Vacancies shall be filled by appointment of the Executive Board.
- (b) Appointees shall serve for the duration of the unexpired term.
- (c) Appointment for greater than twelve months will count as a first full term.
- (d) Appointment for less than twelve months will not count as a full term.
- (e) A term of one year may be elected to balance term expirations and/or preserve continuity.

Section 4.07 Removal

- (a) A member of the Executive Board may be deposed from office for cause, that is, misconduct or neglect of duty in office.
- (b) The procedure to follow shall be the same as to amend the bylaws.
- (c) Executive Board membership shall immediately be terminated upon the termination of membership in PALS Plus.

Section 4.08 Compensation

- (a) No Executive Board member shall receive salary earnings, profit from the operation of this Organization, or payment for consulting work for the Organization.

Section 4.09 Powers and Duties of the Executive Board

- (a) The Executive Board acts on behalf of all Full Members, Partners, and Associate Members to promote the purposes of the Organization.
- (b) The Executive Board develops the annual service program and budget for approval at the General Membership meeting.
- (c) The Executive Board hires an Executive Director, sets compensation and establishes terms and conditions of employment.

- (d) The Executive Board enters into contracts with libraries, library related agencies, commercial vendors and individuals as may be necessary to implement the annual service program.
- (e) The Executive Board receives and disburses all income of the Organization.
- (f) The Executive Board submits an annual report to the General Membership at the General Membership meeting.

Article V. Officers of the Executive Board

Section 5.01 Named

- (a) The Officers of the Executive Board are President, Vice-President/Secretary, and Treasurer.

Section 5.02 President

- (a) The President presides over all General Membership and Executive Board meetings.
- (b) The President appoints all committees and their chairpersons with the approval of the Executive Board.

Section 5.03 Vice-President/Secretary

- (a) The Vice-President/Secretary assumes the duties of the President in the event of absence or incapacity.
- (b) In the event of resignation of the President, the Vice-President/Secretary assumes the duties of President for the unexpired term.
- (c) All minutes and other records of the Executive Board shall be archived and made available at the PALS Plus office.

Section 5.04 Treasurer

- (a) The Treasurer monitors financial records and reports and acts as financial officer for the Organization.
- (b) All checks shall be signed by two of the three Officers of the Executive Board.
- (a) All financial records of the Organization shall be archived and made available at the PALS Plus office.

Section 5.05 Term of Office

- (a) Terms of office for Officers of the Executive Board shall be one (1) year beginning in January following their elections.

Section 5.06 Limitations on Consecutive Terms

- (a) An Officer of the Executive Board member shall not serve more than four (4) consecutive terms.

Section 5.07 Vacancies

- (a) Vacancies shall be filled by appointment of the Executive Board.
- (b) Appointees shall serve for the duration of the unexpired term.

Article VI. Meetings

Section 6.01 Number of Meetings

- (a) The Executive Board shall meet once a month to transact regular business.
- (b) Special meetings of the Executive Board may be called by the President or by written petition of a simple majority of all Members. The petition shall state the time, place and specific business of the meeting and be issued at least 48 hours in advance.

Section 6.02 Quorum

- (a) At Executive Board meetings a simple majority of Executive Board constitutes a quorum.
- (b) At General Membership meetings a simple majority of voting representatives or alternates constitutes a quorum.

Section 6.03 General Membership Meetings

- (a) General Membership meetings shall be held at least four times a year – two in the Spring and two in the Fall.
- (b) The September Membership meeting shall include but not be limited to the introduction of the budget for the next fiscal year.
- (c) The General Membership meeting in October shall include but not be limited to election of officers, presentation of the annual service program and budget, designation of official media, reports of officers and committees.
- (d) The General Membership meeting in March shall include but not be limited to reports on the activities of the previous year.

- (e) The May Membership meeting shall include but not be limited to the agenda set forth by the Executive Director and the Executive Board, presentations by vendors, changes to by-laws.
- (f) General Membership meetings shall be held at locations and times set by the Executive Board.
- (g) Notice of General Membership meetings shall be made in writing or by email to all Members of the Organization at least 14 days prior to the date of the meeting.

Section 6.04 Order of Business [section eliminated 2013]

Section 6.05 Announcement of Meetings

- (a) Notices of all General Membership meetings and meetings of the Executive Board shall be made in accordance with the New Jersey Open Public Records Act, N.J.S.A. 10:4-6 (1973).

Section 6.06 Official Media

- (a) Each year official media for publication of meeting schedules shall be designated by resolution at the October General Membership meeting.

Article VII. Committees

Section 7.01 Standing Committees of the Executive Board

- (a) Standing committees of the Executive Board shall include, but not be limited to Finance Committee, Nominating/Elections Committee and Personnel Committee.
- (b) Membership on standing committees of the Executive Board is open to Full and Partner Members.

Section 7.02 Standing Committees of the Membership

- (a) The President shall form other committees and appoint their members and chairpersons as needed with the approval of the Executive Board.
- (b) Guidelines for committees and their work shall be set out in a document.

Article VIII. Parliamentary Authority

Section 8.01 The parliamentary authority shall be the current edition of American Institute of Parliamentarians Standard Code of Parliamentary Procedure (Sturgis) for all matters not covered in these bylaws.

Article IX. Amendment to These Bylaws

Section 9.01 These bylaws may be amended at any General Membership meeting of the Organization provided they have been presented to all Members in writing or email at least 14 days prior to that meeting.

Section 9.02 Amendments to the bylaws must be approved by a two-thirds (2/3) vote of all Full and Partner Members present.

Article X. Dissolution

Section 10.01 If, at any time, Full Members representing in the aggregate more than 30% of the annual operating budget then in use in connection with the assets and services of the Organization shall have elected to withdraw, the Organization shall have the right to cease operating. Such right shall be exercised only by a two-thirds (2/3) majority vote of the remaining Full and Partner Members of the Organization, and with one year advance notice to all parties to the Shared Services Agreement.

Section 10.02 Dissolution of the Organization requires a two-thirds (2/3) vote of all Members present at a regular or special meeting. Notice of the time, place and purpose of such meeting shall be given not less than fourteen (14) days in advance in the manner prescribed by these bylaws for special meetings.

Section 10.03 A resolution designating a committee of three persons who shall act as Trustees in dissolution shall be adopted at such a meeting.

Section 10.04 Upon the determination to dissolve PALS Plus, the Trustees shall liquidate the assets of the Organization, pay all debts and expenses, and divide any remaining funds in the following manner and according to the following order of priority:

- (a) Assets shall be distributed to all Full Members and Partners proportionately to their most recent annual Assessments up to the whole amount of such Assessment
- (b) All remaining assets shall be distributed for one or more of the exempt purposes as specified in Section 501(c)(3) of the Internal Revenue Code 1954, as from time to time amended.
- (c) The Trustees shall file a Certificate of Dissolution with the Secretary of State in Trenton, New Jersey, as set forth in N.J.S. 4:13-11.

Article XI. Fiscal Year

Section 11.01 The fiscal year of this Organization shall begin on the first day of January of each year and shall end on the last day of December of that year.

Article XII. Investments and Income

Section 12.01 The Executive Board may invest in securities, funds, certificates, etc. in a prudent manner.

Section 12.02 Authorization to invest in any such funds shall be subject to final approval by a resolution adopted by a majority vote of all Executive Board members.

Section 12.03 Income from the investments shall be used in the same way as other assets of PALS Plus.

Article XIII. Financial Audit

Section 13.01 The Executive Board shall determine the frequency of audits and compilations by a CPA.

Article XIV. Organization

Section 14.01 The Organization shall be managed and legally recognized as a tax exempt Organization under federal and state laws.