



BYLAWS
Of
PALS Plus, Inc.

Revised and approved December 18, 2008; October 11, 2012; September 26, 2013; April 28, 2016; October 27, 2016; May 23, 2023.

Table of Contents

ARTICLE I – NAME.....	1
ARTICLE II – PURPOSE OF THE ORGANIZATION.....	1
ARTICLE III – MEMBERSHIP	1
ARTICLE IV - EXECUTIVE BOARD	2
ARTICLE V – OFFICERS OF THE EXECUTIVE BOARD	3
ARTICLE VI – MEETINGS	4
ARTICLE VII – COMMITTEES	5
ARTICLE VIII - FINANCES	5
ARTICLE IX - PARLIAMENTARY AUTHORITY	6
ARTICLE X – DISSOLUTION.....	6
ARTICLE XI – AMENDMENT TO THESE BYLAWS.....	7

ARTICLE I – NAME

Section 1 - This Organization shall be called PALS Plus, Inc. (heretofore referred as PALS Plus)

ARTICLE II – PURPOSE OF THE ORGANIZATION

Section 1 - PALS Plus promotes and enables resource sharing and cooperative ventures among its Members.

Section 2 - PALS Plus enters into a Shared Services Agreement with Members.

Section 3 - PALS Plus shall solicit bids, award contracts, and enforce and administer the terms of the existing contracts.

ARTICLE III – MEMBERSHIP

Section 1 - Obligations of Members

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

Section 2 - Addition of Members

- a) Publicly supported libraries of all types including but not limited to public libraries, may become Members of PALS Plus, subject to the Shared Services Agreement, on the following conditions:
 - i. A library wishing to become a Member of PALS Plus shall apply in writing to the Executive Board.
 - ii. The PALS Plus Executive Board reviews the application and brings it to the membership for a vote.

- iii. A new Member shall enter into a Shared Services Agreement with PALS Plus, 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 - General Membership Voting

- a) The Board of Governance or the appropriate administrative authority for each Member shall annually designate the Library Director as the 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 by the Voting Representative or Alternate in attendance.
- 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 4 - Withdrawal from Membership

A Member wishing to withdraw from PALS Plus must give notice in writing to the Executive Board. The date of separation will be negotiated in good faith between PALS Plus and the member library. If the member library and PALS Plus have negotiated and are unable to agree on a separation date in good faith, the member library's separation date will be no later than six month after notice has been given.

Section 4 – Removal of members

Any Member of PALS Plus can be removed by a simple majority vote of all the Members at a regularly scheduled or special General Membership meeting for offenses including but not limited to violation of bylaws and/or the Shared Services Agreement.

ARTICLE IV - EXECUTIVE BOARD

Section 1 - Composition

- a) The Executive Board shall consist of seven members, four (4) of whom shall be members-at-large and three (3) of whom shall be Officers of PALS Plus.
- b) Executive Board members shall be nominated from the Members and must be the Voting Representatives of their libraries
- c) The Executive Board shall be elected by the Members by a simple majority vote of those present at a General Membership meeting.
- d) No Executive Board member shall receive salary earnings, profit from the operation of PALS Plus, or payment for consulting work for PALS Plus.

Section 2 - Term of Office

- a) Terms of office for all members of the Executive Board shall be two (2) years beginning in January following their elections.
- b) An Executive Board member shall not serve more than two (2) full consecutive terms.
- c) Vacancies shall be filled by appointment of the Executive Board.
- d) Appointees shall serve for the duration of the unexpired term.
- e) Appointment for greater than twelve (12) months will count as a first full term.
- f) Appointment for less than twelve (12) months will not count as a full term.

Section 3 - Removal of Executive Board Member

- a) A member of the Executive Board may be deposed from office for cause, that is, misconduct or neglect of duty in office, by a simple majority vote of the Executive Board.
- b) Executive Board membership shall immediately be terminated upon the termination of membership in PALS Plus.

Section 4 - Powers and Duties of the Executive Board

- a) The Executive Board acts on behalf of all Members to promote the purposes of PALS Plus.
- b) The Executive Board hires an Executive Director, sets compensation, and establishes terms and conditions of employment.
- c) The Executive Director and the PALS Plus Finance Committee develop the budget for approval by the Executive Board to be referred to the General Membership.
- d) The Executive Board enters into contracts with libraries. Under the authorization of the Executive Board and/or Membership, the Executive Director enters into contracts with library related agencies, commercial vendors, and individuals as may be necessary.
- e) The Executive Director serves as a non-voting ex-officio member of the Executive Board.

ARTICLE V – OFFICERS OF THE EXECUTIVE BOARD

Section 1 - The Officers of the Executive Board are President, Vice-President/Secretary, and Treasurer.

Section 2 - 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.
- c) The President may serve as an authorized signator.
- d) The President serves as a non-voting ex-officio member of all committees.

Section 3 - 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) The Vice-President may serve as an authorized signator.

Section 4 - Treasurer

- a) The Treasurer monitors financial records and reports and acts as the financial officer for PALS Plus.
- b) The Treasurer may serve as an authorized signator.

Section 5 - Terms of Office

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

Section 6 - Limitations on Consecutive Terms

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

Section 7 - 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 1 - Executive Board Meetings

- a) The Executive Board shall meet at least eight (8) times a year 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 specific business of the meeting and may propose the date, time and place at least 72 hours in advance.
- c) At Executive Board meetings a simple majority of the Executive Board constitutes a quorum.
- d) All minutes and other records of the Executive Board meetings shall be archived and made available.

Section 2 - 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 1st Fall Membership meeting shall include but not be limited to the introduction of the budget for the next fiscal year.
- c) The 2nd Fall General Membership meeting may include but not be limited to election of officers, approval of the budget, and reports of officers and committees.
- d) General Membership meetings shall be held at locations and times set by the Executive Board.
- e) Notice of Regular General Membership meetings shall be made in writing to all Members of the Organization at least 14 days prior to the date of the meeting.
- f) At General Membership meetings a simple majority of voting representatives or alternates constitutes a quorum.
- g) All minutes and other records of the General Membership meetings shall be archived and made available.

ARTICLE VII – COMMITTEES

Section 1 - Standing Committees of the Executive Board

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

Section 2 - Committees of the Membership

- a) The President and/or Executive Director shall form other special committees, task forces, or working groups, and appoint their members and chairpersons as needed.
- b) Guidelines for committees and their work shall be set out in writing.

ARTICLE VIII - FINANCES

Section 1 - The fiscal year of PALS Plus shall begin on the first day of January of each calendar year and shall end on the last day of December of that year.

Section 2 - The Executive Board may make investments in a responsible manner to benefit PALS Plus

Section 3 - 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 4 - Income from the investments shall be used in the same way as other financial assets of PALS Plus.

Section 5 - The assessment formula shall be set by the Members upon referral by the Executive Board.

Section 6 - 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 Members of PALS Plus. 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

Section 7 - PALS Plus shall collect from each Member its proportionate share of the costs and maintenance of equipment, software, and services in accordance with the Assessment Formula. If payment is not remitted within one-hundred and eighty (180) days of an invoice, the Member may be required to forfeit its services and its membership in PALS Plus and may be liable for all payments owed to PALS Plus through the end of the fiscal year.

Section 8 - An annual audit of PALS Plus finances shall be conducted by an external auditor and reported to the Executive Board.

Section 9 - PALS Plus shall be managed and legally recognized as a tax-exempt organization under federal and state laws.

ARTICLE IX - PARLIAMENTARY AUTHORITY

Section 1 - The parliamentary authority shall be the current edition of Robert's Rules of Order for all matters not covered in these bylaws.

ARTICLE X – DISSOLUTION

Section 2 - Dissolution of PALS Plus requires a two-thirds (2/3) vote of all Members. Notice of the time, place and purpose of such meeting shall be given at least fourteen (14) days in advance in the manner prescribed by these bylaws for special meetings.

Section 3 - A resolution by the members creating a committee of three persons who shall act as Trustees in dissolution shall be adopted at such a meeting.

Section 4 - Upon the determination to dissolve PALS Plus, the Trustees shall liquidate the assets of PALS Plus, 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 Members 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
- d) No Member shall be liable as an individual institution for the debts of PALS Plus.

ARTICLE XI – AMENDMENT TO THESE BYLAWS

Section 1 - 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 fourteen (14) days prior to that meeting.

Section 2 - Amendments to the bylaws must be approved by a two-thirds (2/3) vote of all Members in attendance.