

WIN BYLAWS

Approved 4/12/2021

ARTICLE I: Name, Purpose, and Membership

Section I. **NAME** - The official name of the corporation is the WIN Library Network Inc. (hereafter referred to as WIN), a non-profit library/information science service and educational research corporation legally chartered by the Secretary of State of the State of Washington under the provisions of the Washington Nonprofit Corporation Act.

Section II. **MISSION** - WIN is a library consortium serving academic libraries primarily located in the states of Washington, Idaho and Oregon. WIN facilitates access to information by acquiring automated systems that serve as gateways to information beyond library walls. Additionally, the consortium will plan and implement services that promote inter-library cooperation to insure that resources are readily shared across jurisdictional boundaries. These services enable our patrons to further their education, to enhance their skills in the workplace, to fully function in today's global society, and to enrich and enjoy their daily lives.

Section III. **MEMBERSHIP** - Eligibility for membership in WIN is open to any academic library. Libraries interested in joining WIN will petition the Board to become a member. The WIN Board will vote on the petition at the following Board meeting, with membership beginning in the next fiscal year.

ARTICLE II: Board Members

Section I. **POWERS** - Management of the business, property and affairs of WIN is vested in and controlled by the WIN Board (hereafter referred to as the Board). In addition to powers granted by the Articles of Incorporation and these Bylaws, the Board may exercise all such powers and perform all such lawful acts as are not prohibited by statute or by the Articles of Incorporation or by these Bylaws.

Section II. **MEMBERSHIP** - The Board consists of six individuals:

- A. The Dean of Library Services of Gonzaga University or other library official as designated by the university, who serves as President of the Board.
- B. A representative from the Heritage University.
- C. A representative from Lewis-Clark State College.
- D. A representative from North Idaho College.
- E. Two representatives from the OPALL. These members will not be from the same institution.

Section III. **APPOINTMENT.** Representatives will be chosen or replaced by each database's procedures. Due to the budgetary nature of the Board's work, the representative should be a director or dean of his or her institution.

Section IV. **PROXIES.** A database may designate a proxy representative to serve in a Board member's place at a Board meeting or for a determined period of time. Notice of such assignation should be sent prior to the meeting to the Board President. Designated proxies will have voting authority during the specified Board meeting or period of service.

Section V. **BOARD MEETINGS** - The Board will meet at least twice annually at such time and place as deemed necessary. Board members will be notified of board meetings by the most expedient means under the circumstances, but, if possible, at least two (2) weeks before the meeting. Notices of board meetings will be sent to the usual business or residence address of each board member.

Board members or their proxies may choose to participate in Board meetings virtually, e.g. via conference call or videoconferencing, provided at least one member in addition to the President is physically present at the meeting location. A Board member participating virtually shall be counted toward the quorum.

Section VI. **QUORUM** - The quorum of the Board consists of a simple majority of the voting members thereof. A majority vote of those present or participating virtually, providing there is a quorum, shall be sufficient to transact all business, unless excepted by these Bylaws, and such transaction shall be an act of the WIN Board. Except as may be otherwise specifically provided for by statute, the Articles of Incorporation, or these Bylaws, Robert's Rules of Order, Newly Revised, will be used.

Section VII. **VOTING** - Should circumstances warrant, an email vote may be conducted by the Board President.

Section VIII. **COMMITTEES** - Committees may be established by the Board, which will, by general resolution, delegate to such committees such powers and duties as the Board may designate. The President of the Board, or his/her designated representative, will appoint all members of the committees from a list of nominees supplied by the Board.

Section IX. **FEES AND CHARGES** - The Board will determine, establish, and assess membership, participation, and various other fees and charges from time to time as necessary to fund the services and operations of WIN.

Each spring the budget for the next fiscal year is adopted by the Board by an affirmative vote of a majority of the Board members or their proxy. Not less than fifteen (15) days prior to the Board meeting adopt the budget, the President will send the proposed budget to the Board. Board members will communicate any proposed changes to the budget to WIN member institutions with which they share a database for comment. Member input will be transmitted to the Board

for its consideration prior to taking action upon the proposal. Should an urgent issue not make it possible to provide the fifteen (15) day notice, a unanimous vote of the Board is required to set aside the fifteen (15) day notice requirement.

Interim modification or alteration of the approved budget will require the affirmative vote of a majority of the board members at a meeting called for that purpose. Not less than fifteen (15) days prior to the Board meeting to adopt interim modification or alteration to the budget, the President will send proposed budget modifications or alterations to the Board. Board members will communicate the proposed changes to the budget to WIN member institutions with which they share a database and solicit Member comments which will be transmitted to the Board for its consideration prior to taking action upon the proposal. Should an urgent issue not make it possible to provide the fifteen (15) day notice, a unanimous vote of the Board is required to set aside the fifteen (15) day notice requirement.

Section X. **AUTHORITY** - Authority to make disposition of funds or property in accordance with the recitation of objects, purposes and powers contained in the Articles of Incorporation of WIN is in the Board. Such authority may be delegated by an instrument in writing to the President of the Board or committee or committees composed of Board members, as the Board deems desirable or convenient.

Section XI. **COMPENSATION** – Board members do not receive any stated salary or fees for their services as such, except that they may be reimbursed for actual expenses incurred in the performance of same for WIN.

Section XII. **REPRESENTATIVE** - The Board, when it deems necessary, may establish, by written policy document approved by a majority of members voting, official WIN representation to external organizations when such is required in the course of their relationships with WIN. These policy documents which will normally be in accordance with the written requirements of the external organizations as well as lawful statutes, the Articles of Incorporation, and these Bylaws, will clearly define the qualifications for representatives, the rules and procedures for selection, and the scope of the powers and duties of said representatives.

ARTICLE III: The President of the Corporation

Section I. **PRESIDENT** – The President of the Board, a voting member of the Board, calls, presides at and conducts all meetings of the Board and performs such duties as are incident to the office. In the event of absence or inability of the President to act, the Board will delegate the powers or duties of the President to any other officer or member of the Board it selects.

Section II. DUTIES OF THE PRESIDENT

- A. The President, or his or her designee, administers the affairs of WIN according to such policies and directives approved by a majority of the Board.
- B. The President hires staff as required, submits a financial and activities plan to the Board, and prepares an annual report on the activities and finances of the past fiscal year for presentation at the spring meeting.
- C. The President signs and executes all contracts for WIN to a monetary limit of \$10,000. Any contract exceeding \$10,000 requires a majority approval by the Board prior to the signing and execution by the President.
- D. The President has custody of the corporate records and proceedings of WIN; keeps minutes of all meetings of the Board; has custody or directs custody of all money and other items of value, held in the name of WIN; and keeps or directs the maintenance of the books of account and other financial records of WIN.

ARTICLE IV: Financial and Service Agent

The Financial and Service Agent for WIN is Gonzaga University, which for compensation as provided by contract, provides services to WIN. These services include, but are not limited to:

- A. Financial record keeping, in accordance with generally accepted accounting principles and with WIN records maintained in separate accounts. The fiscal year for WIN runs concurrent with Gonzaga University's fiscal year (June 1 through May 31).
- B. Providing office space, other facilities, and services as mutually agreed with WIN.
- C. Access to and use of certain computer and communications equipment and services acquired by Gonzaga University.
- D. Personnel services as mutually agreed with WIN.

ARTICLE VI: Termination of Membership

Section I. **EXPULSION** - The Board may terminate the membership of any Member institution for cause by an affirmative vote of a majority of the whole Board at any meeting of the Board called for that purpose. Notification of such meeting must be furnished to the Member institution not less than thirty (30) days prior to the meeting date, indicating in writing the nature of the cause(s) for the Board's contemplated action. The Member's designated representative will be entitled to attend the Board meeting, and present such information as the Member believes to be relevant to the Board's consideration prior to voting. The effective date of termination of WIN membership will be determined by the Board, but may not be less than sixty (60) days after the approval of a resolution to expel unless an earlier date is mutually agreed in writing by WIN and the expelled Member.

Section II. VOLUNTARY WITHDRAWAL

Members wishing to withdraw from WIN must notify the President of WIN one hundred and eighty days prior to the next fiscal year (December 1) and, if applicable, to the other members of their database.

Section III. OBLIGATIONS –

- A. Withdrawing members may request sample and final data extractions of its patron and materials records, and its current transactions file(s). All costs associated with extractions, including but not limited to necessary computer programming, processing and incidental supplies, etc., will be borne by the withdrawing Member. All WIN invoices must be paid before access to the final extractions is provided. Sample extractions will be provided and require only up-to-date status of payments.
- B. A withdrawing member is responsible for removing all bibliographic, holding, patron, system administration entries as well as subsequent server cleanup. Costs associated with this data processing, including but not limited to necessary computer programming, processing, and incidental supplies, etc., will be borne by the withdrawing Member.
- C. Should the withdrawing member not be able to complete record extraction and database cleanup by the beginning of new fiscal year (June 1), a monthly charge for services will be assessed until the process is completed.

A withdrawing Member will not be entitled to reimbursement for any portion of its initial investment or subsequent payments for hardware or software; except that, a withdrawing Member may claim any equipment to which it holds clear title. All expenses associated with the removal and relocation of such equipment will be borne by the withdrawing Member.

The withdrawal of any WIN member for any reason shall not relieve that member from the obligation to discharge any and all obligations due and payable by it to WIN, including obligations undertaken by the member for the period immediately preceding the effective date of termination of its membership status.

ARTICLE VII: Amendment of Bylaws

These Bylaws may be altered, amended, suspended, or repealed by the Board by a majority vote of the members present at any meeting of the Board called for that purpose.

The Articles of Incorporation of WIN may be altered or amended by a majority vote of the whole Board at any meeting of the Board called for that purpose.