



ASSOCIATION OF SOUTHEASTERN RESEARCH LIBRARIES

BYLAWS OF THE ASSOCIATION OF SOUTHEASTERN RESEARCH LIBRARIES, INC. (A GEORGIA NONPROFIT CORPORATION)

AMENDED ON MAY 30, 2019 BY UNANIMOUS VOTE.

ARTICLE I OFFICES AND SEAL

1.1 Principal Office. The registered office of The Association of Southeastern Research Libraries, Inc. (the "Association") shall be located at 540 Asbury Circle, Suite 316 Atlanta, GA 30322-1006. The Association may have such other offices, either within or without the State of Georgia, as the Board of Directors (the "Board") may determine, or as the affairs of the Association may require from time to time.

1.2 Registered Office and Registered Agent. The Association shall have and continuously maintain in the State of Georgia a registered office and a registered agent who resides in the State of Georgia and whose business office is identical with such registered office. The address of the registered office and the identity of the registered agent may be changed from time to time by the Board.

1.3 Corporate Seal. The Association may have a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the words "Seal of The Association of Southeastern Research Libraries, Inc." and the words "State of Georgia." The seal may be used by causing it or a facsimile thereof to be affixed, impressed, or used in any other manner permitted by law.

1.4 Tax-Exempt Status. The Association is organized for educational purposes within the definition of section 501© (3) of the Internal Revenue Code (or by the corresponding provision of any future United States Revenue Law) to promote the progress and advancement of research libraries.

ARTICLE II MEMBERSHIP

2.1 Membership. Membership in the Association shall be open to libraries of educational institutions with doctoral degree programs and governmental agencies holding and maintaining significant research collections and satisfying the membership requirements outlined in Section 2.3 below. Membership is institutional; the director of each member library

(or his or her designee) shall represent that library as a member of this Association. Each member library shall be entitled to one vote.

2.2 Requirements for Membership.

(a) The requirements for eligibility for membership in the Association include each of the following:

(1) Location in the southeastern region of the United States (including the states of Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, Tennessee, and Virginia);

(2) Adherence to purposes and goals of the Association as set forth in the Articles of Incorporation;

(3) Qualification of the educational institution under Section 501(c)(3) of the Internal Revenue Code, or as a governmental agency; and

(4) Educational institutions must confer the doctorate degree in one or more fields and fund their libraries commensurate with other ASERL institutions. Each library must meet at least two of the following:

(i) Annually spend on their libraries annually a minimum of one-half ($\frac{1}{2}$) the median expenditure of member educational institution libraries for Total Library Expenditures, derived after eliminating the single highest and the single lowest value.

(ii) Actively participate in two or more majors programming efforts offered by ASERL (e.g., Kudzu, shared print retention, and/or others that are implemented by a significant portion of ASERL's membership) and otherwise support ASERL's collaborative goals and spirit;

(iii) The library possesses unique and extraordinary qualifications as part of a research institution that bring important strategic benefits to ASERL members.

(5) Applicants for new membership in the Association must meet this threshold for the three years prior to the date of application and must continue to meet the expenditure threshold for the first five years of membership. Failure to meet this threshold during the initial five years of membership may result in the library being placed on probation by the Board of Directors.

(6) Because the programs and services of the State Library Agencies (SLAs) complement and support the mission and services of research libraries in the Southeast, all state library

agencies of the states covered by ASERL shall be eligible for ASERL membership, contingent upon payment of annual dues. Federal libraries must support comprehensive collections or research materials on a permanent basis.

(b) Any alteration or amendment to the membership requirements must be approved by an affirmative vote of two-thirds (2/3) of the members of the Association.

2.4 Application and Election to Membership. Any eligible library interested in election to membership in the Association may submit a complete written application for membership on a form adopted by the Board. The Board shall be charged with reviewing the application and any other pertinent information presented by a library seeking membership. Upon a finding by the Board that the applicant satisfies the requirements for membership, the Board will submit the application to the membership to be discussed and voted upon. An affirmative vote of a majority of all of the members of the Association shall be required to approve admission.

(a) **Invitation to Membership:** The Association may periodically identify libraries that do not meet ASERL's current membership criteria but nonetheless could provide substantive support to the Association's strategic initiatives and programming. In such cases, and with the support of a two-thirds (2/3) majority vote of all of the members of the Association, the ASERL Board may invite said libraries to become members of the Association, using processes similar to Section 2.4. The status of these members will be reviewed by the Membership Committee every three years to ensure they continue to contribute to the Association's missions and goals, with recommendations forwarded to the Board of Directors. The ASERL Board of Directors will review the recommendation of the Membership Committee and take action as needed.

2.5 Annual Dues. An affirmative vote of a majority of all of the members of the Association shall be required to set the annual dues payable to the Association by members and to make changes in the dues structure.

2.6 Payment of Dues. Dues shall be payable in advance on the first day of July in each year.

2.7 Good Standing and Active Status. In order to be an active member in good standing, qualified to act in the business of the Association, each member must have paid the Association's annual fee for the current July 1 - June 30 fiscal year to the Treasurer. Annual fees are due on July 1 of each year; however, payment of annual fees are considered timely if made by September 1 of each year. Only active members in good standing have the right to vote.

2.8 Suspension from Active Status; Probationary Status; Termination.

(a) Any member whose annual fee payment is not received by the Treasurer prior to September 1 of a given year is to be considered suspended from active status without further notice and not in good standing until the annual fees in arrears are paid to the Association. If payment is not made by December 1 of that year, that particular membership will be automatically terminated by the Secretary, and the member(s) stricken from the membership roster without further notice. Any member who has been either suspended or terminated has no voting rights, and remains obligated to the Association for any charges, dues or other amounts that are outstanding as of the date the membership is suspended or terminated.

(b) The Board of Directors shall annually review the statistics supplied by all member libraries to confirm membership eligibility. When there appears to be a significant and sustained disparity between the accomplishments of a member institution and the principles of membership, an in-depth review may be initiated by the Board.

The process for review shall be:

1. Following the Board's annual review of member statistics, the ASERL Board President will promptly contact the director of any member library that fails to meet the quantitative measures for membership.
2. If a member library does not meet these measures for three consecutive years, the member will be placed on probation for a two year period. The ASERL Board President will notify both the director of the library and the official to whom the library director reports, as determined by the library director, in writing. The probationary status will be communicated and an explanatory response requested within 60 days. Both communications will be conveyed to the ASERL Board. The library in question will lose voting privileges within ASERL while on probation.
3. If the communications between the member and the President warrant further action, the Board may convene a Subcommittee consisting of three Board members to investigate further. This Subcommittee will invite the director of the library in question to discuss the library's situation in a confidential session. This investigative process is to be completed within 90 days of the Subcommittee's initial contact with the member institution.
4. The Board Subcommittee will review the probation and recommend to the ASERL Board one of a range of actions, from additional monitoring and continued probationary review with the director, to recommendation for rescission of membership. Any Board member whose institution is under review shall be excused from the deliberations.
5. Within 60 days of receipt of the Subcommittee's recommendation, the ASERL Board will review and recommend action(s) it deems appropriate to the ASERL membership. The Board President will convey the decision to all members.

6. All membership actions must be confirmed by a majority vote of the Association membership, according to the procedures prescribed in these bylaws.
7. Any member who has been terminated remains obligated to the Association for any charges, dues or other amounts that are outstanding as of the date the membership is terminated.

2.9 Resignation from Membership. Any member of the Association may resign its membership in the Association by a written notice to the Secretary, with no refund, rebate, or rescission of dues or fees. Any member who resigns its membership remains obligated to the Association for any charges, dues or other amount that is outstanding as of the date the member resigned.

2.10 ASERL Program Affiliates. By a majority vote, the Board may allow libraries located outside the southeastern region that would otherwise meet the Association's membership requirements to participate in specific Association-sponsored programs as "ASERL Program Affiliates." ASERL Program Affiliates do not possess membership in the Association, voting rights, nor any other privileges of membership outside participation in the specified program. ASERL Program Affiliates must pay an equal portion of any project-related expenditure that may arise as other participants, plus any administrative fees that may be determined reasonable by the Board. ASERL Program Affiliate status is terminated upon conclusion of the specified program or upon failure to promptly pay expenses/fees described herein.

ARTICLE III MEETINGS OF MEMBERS

3.1 Annual Meeting. The Association will hold an Annual Meeting every year at a date, time, and location selected by the Board of Directors. Officers and at-large members of the Board shall be elected by the membership of the Association at its annual meeting. Any matter relating to the affairs of the Association, whether or not stated in any notice of the annual meeting, may be brought up for action by the membership, except for any matter for which prior notice is required by the Articles of Incorporation, these Bylaws, or the Georgia Nonprofit Corporation Code ("Code"). As required by the Code, the membership is to receive reports from the President concerning the activities of the Association, and from the Treasurer concerning the financial condition of the Association.

3.2 Special Meetings. Special Meetings of the Association may be called for any purpose whatsoever, at any other time by: (a) the President, (b) the President-Elect, (c) any three members of the Board, or (d) a written demand of five percent (5%) of the active members of the Association in good standing, filed with the Secretary. Special meetings may be held in person, electronically or by telephone as determined by the Chair and the Executive Director. Special meetings may be requested by any member of the Board of Directors. The purpose of each special meeting must be stated in the notice. The notice of any special meeting is to be sent to all members

in good standing. If notice is not given to the membership of the date, time, place, and purpose of the special meeting within thirty days after a sufficient number of Directors or members have demanded a special meeting, any person who signed that demand may give the written notice of meeting to the membership in any reasonable manner, setting forth the date, time, place and purpose of the special meeting.

3.3 Location of Meetings. Any meeting of the membership of the Association may be held at any place in the United States.

3.4 Presence at Meetings. Each member library shall be entitled to one representative at all meetings, who shall be the member library's director or his or her designee. The representative shall have full privileges of the floor.

3.5 Notice of Meetings. A notice stating the place, day, and hour of any meeting of members shall be mailed by the Secretary of the Association to each member entitled to vote at such meeting, not less than ten (10) or greater than sixty (60) days before the scheduled meeting date. In emergencies where ten (10) days' notice cannot be given, notice may be made by any reasonable means if made to all members in good standing as directed by the Board. A notice of an annual or special meeting must include a description of any proposal that is required to be approved by the members under the Code. Any required notice may be waived by a member as permitted under the Code; and any member may object to the failure of sufficient notice of the meeting, or of a matter brought before a meeting, as permitted by the Code.

3.6 Quorum at Meetings. The presence of fifty percent (50%) of the regular members in good standing and entitled to vote constitutes a quorum for the transaction of business at meetings of the Association.

3.7 Member Proxies. Each regular member in good standing and entitled to vote may participate in any meeting of the membership of the Association through a written signed and dated proxy executed by that member and promptly delivered to the Secretary. Any proxy may be revoked in writing or in person by the designating member at any time, and only the proxy executed latest in date will be accepted by the Association.

3.8 Membership Voting. Unless otherwise provided in the Articles of Incorporation, these Bylaws or the Code, the affirmative vote of a majority of those members in good standing casting a vote on a matter, in the presence of a quorum, is necessary to the adoption of a motion. At any meeting of members, or in any vote to be taken in any manner, the vote of a member library may be cast by its director-

3.9 Approval of Action by Written Consent. Any action required to be approved by the members may be approved without a meeting of the members if a written consent setting forth the action so taken, is signed by a majority of the members. This consent is the equivalent

to a vote of the members during a meeting with a quorum, and is to be filed and recorded with the minutes of the Association's members. No action shall be effective under this Section until ten days after notice is given to those members of the Association who did not sign the written consent.

ARTICLE IV OFFICERS AND BOARD OF DIRECTORS

4.1 General Powers. Supervision and guidance of the affairs of the Association shall be vested in the Board. The Board may exercise all powers granted to it as they determine to be expedient and necessary for the interests of the Association, subject to the Articles of Incorporation, these Bylaws, or the Code, and the review and direction of the membership of the Association.

4.2 Number. The initial Directors of the Association shall be the persons named in the Articles of Incorporation of the Association and shall serve for terms expiring at the close of the first annual meeting of the Board. Beginning with the first annual meeting of the members, the authorized number of Directors of this Association shall be seven (7). The members of the Board are designated as (a) the President-Elect, (b) the President, (c) the immediate Past President, (d) the Secretary-Treasurer, and (e) three (3) at-large Board members.

4.3 Powers of Officers. The officers of the Association shall have the powers set forth below:

(a) **President.** The President shall be the chief executive officer of the Association and shall have general and active management of the operation of the Association. He or she shall be responsible for the administration of the Association, including general supervision of its policies, general and active management of its financial affairs and shall execute bonds, mortgages or other contracts under the Seal of the Association. He or she shall only borrow money on behalf of the Association pursuant to authority which may be general authority from the Board. The President shall supervise the officers of the Association, shall employ and discharge employees and agents of the Association, and may delegate such powers. The President shall have the authority to institute or defend legal proceedings, hire, fire and direct counsel. He or she shall preside at all meetings of members and discharge the duties of a presiding officer, and shall perform whatever other duties the Board may from time to time prescribe.

(b) **President-Elect.** In the event of the death, absence, unavailability or disability of the President or at the request of the President, the President-Elect shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. Except where by law the signature of the President is required, the President-Elect shall possess the same power as the President to sign all certificates,

contracts, obligations and other instruments of the Company. The President-Elect shall perform such other duties and may exercise such other powers as from time to time may be assigned to him or her by these Bylaws, by the Board or by the President.

(c) **Secretary-Treasurer.** The -Treasurer shall work with the Executive Director and the Association's financial agent to maintain the financial records of the Association; prepare the annual accounting and financial statement of the Association for the annual meeting of the membership of the Association (which may be prepared by a certified public accountant when authorized by the Board); collect, invest, and disburse funds accruing to the Association; report on these matters to the Board and the membership of the Association; and in general perform all duties incident to the office of Secretary-Treasurer, and such other duties as may be assigned to him or her by these Bylaws, by the Board or by the President.

(e) **Additional Officers.** Any additional officer or assistant officer designated by the Board shall have such duties as shall be delegated to them by the Board

4.4 Executive Director. The Executive Director serves as the Association's chief operating officer and reports to the President.

- (a) The Executive Director is responsible for implementing policies, programs, and initiatives established by the Board of Directors and the Association membership and for directing the Association's daily operations. The Executive Director also supports the Board of Directors in record-keeping and acts as the primary Association spokesperson
- (b) The Executive Director is appointed by the Board of Directors and the annual evaluation of the Executive Director's performance is conducted by the President with input from the Board of Directors.

4.5 Eligibility for Board of Directors. Any senior staff member of any member library shall be eligible to be a Director. No more than one staff member of any member library shall serve as a Director at any given time. Employment by a member library shall be a condition of continued service on the Board. Directors shall be elected by a majority of the members at the annual meeting.

4.6 Terms. Each Director shall hold office for the following term, and until his or her successor shall have been duly elected and qualified or until his or her earlier resignation or removal. A Director may serve for any number of terms, consecutive or otherwise.

- (a) The President-Elect, President, and immediate Past President shall each hold office for one (1) year;

(b) The -Treasurer shall hold office for two (2) years, to be elected in even numbered years;

(c) The at-large Board members shall each hold office for two (2) years, with one (1) at-large position to be elected in even-numbered years, and two (2) at-large positions to be elected in odd-numbered years.

4.7 Qualifications, Nomination and Election. The election of Directors (and officers who are automatically Directors) by the membership will be conducted in accordance with the following procedures:

(a) The Directors shall be chosen from a group of nominees, with those nominees who obtain the greatest number of votes being elected.

(b) The Nominations Committee (as further described in Article VI) will compile nominations for each position, and may make nominations in its own right. Nominations may be made by any member in good standing, including self-nominations, or by the Nominations Committee. No nomination will be placed on the annual election ballot unless: (a) the nominee is employed by an active member in good standing, (b) the nominee is eighteen (18) years of age, as required by the Code, and (c) the nominee has affirmatively consented to the nomination.

(c) Names of candidates for the Board shall be presented by the Nominations Committee to the Secretary of the Association no later than sixty (60) days prior to the annual meeting of the members. Further nominations may be made by members in good standing from the floor of the meeting.

4.8 Continuation in Office. After the expiration of the term for which he or she was elected, any Director or Officer who is not re-elected and whose successor has not been elected shall, unless he or she sooner resigns or is removed, continue to hold office until his or her successor is elected and qualified.

4.9 Vacancies. Upon the occurrence of a vacancy by reason of the resignation, death, incapacity, or removal of a Director or Officer before the expiration of his or her term, the Directors remaining in office may elect a Director or Officer to fill the vacancy. The election of the successor Director or Officer shall be by majority vote of the remaining Directors, however, if the number of Directors then in office is less than a quorum then such vacancies may be filled by a vote of a majority of the Directors then in office. Any Director or Officer elected to fill a vacancy shall hold office for the remainder of his or her predecessor's unexpired term.

4.10 Resignation. A Director or Officer may resign at any time by delivering a written resignation to the Secretary. A resignation shall take effect at the time received unless another

time is specified in the notice. Unless otherwise specified in the notice, the acceptance of a resignation shall not be necessary to make it effective.

4.11 Removal. Unless otherwise restricted by statute, the Articles of Incorporation, or these Bylaws, a Director or Officer may be removed from office, with or without cause, by the affirmative vote of a majority of the membership of the Association present and voting on removal at a regular or special meeting of the Association membership, and where notice of a member's intention to present a motion for removal has been given to the membership pursuant to Section 3.5 of these Bylaws. A separate vote or removal must be made as to each director proposed for removal. A Director shall be removed when the person ceases to be employed by the member library.

4.11 Compensation. No member of the Board shall receive any compensation from the Association.

ARTICLE V MEETINGS OF DIRECTORS

5.1. Regular and Special Meetings. The Executive Director is responsible for scheduling all regular and special meetings of the Board of Directors. Meetings may be held in person, electronically or by telephone as determined by the President and the Executive Director. Special meetings may be requested by any member of the Board of Directors. Notice of all meetings are provided to each director at least 48 hours prior to the meeting and delivered in writing or electronically.

5.2. Meeting Participation. Regardless of the meeting format, individual members of the Board of Directors may participate fully by whatever means is feasible including in person, electronically or by telephone.

5.3. Action by Consent. Any action that may be taken upon a vote of the Board of Directors may also be taken by a majority vote of the Board of Directors.

5.4. Quorum. For purposes of voting, a quorum consists of a majority of the voting members of the Board of Directors.

5.5. Conduct of Meetings. Meetings of the Board of Directors are presided over by the President or, in his or her absence, by the Past President. The Executive Director serves as secretary of the meeting.

ARTICLE VI COMMITTEES

6.1 Committees of the Board. The Board may, by resolution adopted by a majority of the Directors in office, designate and appoint one or more committees, each committee to consist of one or more Directors. The Board shall appoint one member of each committee as Chair of the committee. Any such committee, to the extent specified in the resolution of the Board, shall have and may exercise the authority of the Board for supervision and direction of the management of the property, affairs, business, and activities of the Association, and may authorize the seal of the Association to be affixed to papers that require it. No such committee, however, shall have the power or authority in reference to appointing or removing a Director, or electing, appointing or removing a principal officer.

6.2 Nominations Committee. There shall be a Nominations Committee comprised of three (3) persons appointed by the Board, which shall discharge the responsibilities delegated to it under Article V of these Bylaws. Any staff member of any member library shall be eligible to be a member of this Committee, except that no Nominations Committee member shall be a member of the Board, and no Nominations Committee member shall be a candidate for office at the succeeding election. Each member of the Nominations Committee shall serve for a one-year term. The Board shall designate one of the Committee members as Chair of the Committee.

6.3 Special Committees. The Board may, by resolution adopted by a majority of the Directors in office, designate and appoint one or more committees, each committee to consist of one or more officers. Such committees, to the extent specified in the resolution of the Board, shall have and exercise the authority of the officers in the management of the affairs of the Association and such other matters as may be assigned to them from time to time. Such committees, however, shall not have the power or authority to sign checks of the Association or any deeds, mortgages, bonds, contracts and the like.

6.4 Procedures; Minutes of Meetings. Each committee shall determine its rules with respect to notice, quorum, voting and the taking of actions; provided that such rules shall be consistent with law, the Articles of Incorporation, these Bylaws, and the resolution of the Board establishing the committee. Each committee shall keep regular minutes of its meetings and report its actions to the Board as required or requested.

6.5 Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

6.6 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

ARTICLE VII GENERAL MATTERS

7.1 Contracts. The Board may authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these Bylaws, to enter into any contact or execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances. Unless so authorized or ratified by the Board or within the agency power of an officer, no officer, agent or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

The President may authorize the Executive Director to sign contracts on behalf of the Association. The Executive Director must promptly inform the President when any contracts are under consideration and advise on foreseeable risks (financial and otherwise) the agreement may pose to the Association.

7.2 Checks. All checks, drafts, or orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as the Board shall from time to time by resolution determine. The President may authorize the Executive Director or financial agent to sign checks on behalf of the Association.

7.3 Deposits. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board may select.

7.4 Gifts and Grants. The Board may accept on behalf of the Association any contribution, gift, grant, bequest or devise for the general purposes or for any special purpose of the Association.

7.5 Books and Records. The Association shall prepare and maintain correct and complete books and records of account and shall also keep minutes of the meetings of its members, Board and committees, and shall keep at the registered or principal office a membership list giving the names and addresses of members entitled to vote. All books and records of the Association may be inspected by any Director or member, or the agent or attorney of either, or any proper person, at any reasonable time.

7.6 Fiscal Year. The fiscal year of the Association shall begin on the first day of July and end on the 30th day of June of the following calendar year.

ARTICLE VII
AMENDMENTS

8.1 Amendments. The Bylaws of the Association may be altered, amended, repealed and new Bylaws may be adopted by an affirmative vote of two-thirds (2/3) of the members of the Association, in accordance with the procedure set forth in Section 1021 of the Code.

ARTICLE XI
DISSOLUTION POLICIES AND PROCEDURES

9.1. Dissolution Consideration and Process. The Association may be dissolved upon the recommendation of the Board of Directors and upon approval by a three-fourths majority vote of the membership at a membership business meeting held in a physical location.

9.2. Liabilities. If the decision is to proceed with the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purpose of the Association in such manner, or to such organization or organizations organized and operated as an exempt organization or organizations under 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law) as the Board of Directors shall determine to promote the progress and advancement of research libraries. Any such assets not so disposed shall be disposed of by a Court of general jurisdiction of the County in which the principal office of the Association is then located, exclusively for such purposes to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

9.3. Tax-Exempt Status. The Association shall not take any actions which would jeopardize the Association's tax-exempt status.

Originally adopted by the Board of Directors on November 13, 2000.

Amended by 2/3 majority vote of membership on November 15, 2002.

Amended by 2/3 majority vote of membership on November 18, 2010.

*A*mended by a unanimous vote of membership on April 23, 2013.

*A*mended by a unanimous vote of membership on May 6, 2015.

*A*mended by a unanimous vote of membership on May 30, 2019.