

Metronet Bylaws
(January 15, 2008)

Article I. Identification

The name of this organization is Metronet with the administrative office located at 1619 Dayton Avenue in St. Paul, Minnesota and serving the counties of Anoka, Carver, Dakota, Hennepin, Ramsey, Scott and Washington including the cities of Minneapolis and St. Paul and existing by virtue of the provisions of Minn. Stat. Sec. 134.351 (1979).

Article II. Purpose

The purpose of this multi-county, multi-type library system is to encourage, develop and support cooperative activities among public libraries, academic libraries, special libraries and school media centers; such activities to include, but not to be limited to: sharing of resources, long-range planning for cooperative programs, a delivery system for services and programs, a bibliographic database, and a communication system.

Article III. Membership

Section 1. Members (Participating Libraries)

Any library in the seven-county Metronet area which meets the "Eligibility Guidelines" and which has signed the "Organizational Agreement" may become a member of Metronet. Membership entitles the organization to participate in Metronet service programs. Each member organization will have one vote in any election held by the general membership, or any matter requiring voting.

Section 2. Associate Members

An organization not a library as defined in the "Eligibility Guidelines," but whose mission is providing information, and whose goals and objectives are compatible with Metronet, may become an associate member.

Associate membership entitles the organization to attend all meetings, although it will not have a vote. It will receive mailings and may participate in Committee work.

Section 3. Withdrawal or Termination of Membership

Members may withdraw from the organization by sending written notice to the office; withdrawal would be effective sixty days after receipt of the notification. Membership may be forfeited if the organization fails to comply with the terms of the "Organizational Agreement" or falls short of the "Eligibility Guidelines." The Metronet Governing Board (hereafter referred to as Governing Board) shall investigate and determine whether or not the operating organization shall have its membership terminated. If an organization's membership terminates, the organization shall return all equipment provided to it through Metronet auspices and agrees to make no claims against Metronet. Former members may reinstate their membership by agreement with the Governing Board.

Section 4. Annual Meeting

All member organizations may send an unspecified number of representatives to the annual meeting to be held prior to June 30 of each year. Each member organization shall have one vote in elections and other matters requiring voting. Members of the Governing Board shall be confirmed at the time of this meeting.

Article IV. Governing Board

Section 1. Governing Board Membership

The Governing Board shall consist of nine members: five citizen representatives and four library members representing each type of the four types of libraries.

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Subdivision 1. Library members

The four library members shall be elected by Metronet organizational members, with one representative from each type of library whenever feasible: public, school, academic and special. The Governing Board shall appoint a nominating committee of current Governing Board and organizational members to solicit nominations for library member Governing Board vacancies. A slate of prospective library members shall be submitted to Metronet's organizational members for election. Election of library members to the Governing Board shall be held annually by electronic ballot emailed to member libraries in the spring, prior to the general membership meeting. The ballot will indicate the type of library each nominee is to represent. All voting organizational members are eligible to vote for one representative for each library category on the ballot.

Subdivision 2. Citizen members

The five citizen members shall be selected through a process of advertisement, application and interview. The Governing Board shall appoint a nominating committee of current Governing Board and organizational members to solicit applications for citizen member Governing Board vacancies. After an interview process, the Governing Board shall select its new citizen member nominees, who shall represent the diverse population of the Metronet region. The Governing Board shall consider nominees who represent different geographic areas of the region. In the event that all vacancies are not filled, the Metronet Governing Board shall nominate additional candidates.

Subdivision 3. Terms of Office

The term of office shall be two (2) years. No Governing Board member shall serve more than three (3) consecutive terms. Governing Board members may apply to return to the Governing Board after a lapse of two (2) years. Terms begin on July 1 of the first year of appointment or election.

Subdivision 4. Alternates

The selection of alternates will be determined by the Governing Board when/if the need arises.

Subdivision 5. Disqualifications

When any Governing Board member fails to attend three (3) consecutive meetings of the Governing Board, the Governing Board may declare the position vacant.

Subdivision 6. Vacancies

If a member vacates his/her position, the Governing Board shall appoint a replacement to serve until the next annual election. The appointee must be of the same representative type, public, special, academic, or school, or citizen as the person who vacated the position.

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Section 2. Governing Board Officers

Subdivision 1. Selection of Officers

Officers of the Governing Board shall be President, Vice-President and Secretary-Treasurer. Officers shall be elected annually at the last Governing Board meeting of the fiscal year. An officer may succeed himself/herself. Vacancies in the office shall be filled by vote at the Metronet regular meeting of the Governing Board after the vacancy occurs.

Subdivision 2. Duties of Officers

The President shall preside at meetings and perform such other duties as custom and law devolve upon him/her. The President shall co-sign vouchers for disbursements from the system funds.

The Vice-President shall assume the duties of the President in the event of the absence or disability of the President.

The Secretary-Treasurer shall review and certify minutes of all Governing Board meetings and shall review Metronet's financial statements.

All officers who sign vouchers for disbursements shall be bonded.

Section 3. Meetings of Governing Board

Subdivision 1. Regular Meetings

The Metronet Governing Board shall meet at least quarterly. The Governing Board will establish a meeting schedule at the first meeting of each new fiscal year. Governing Board meetings are open to the public, and the meeting schedule will be posted to the Metronet web site.

Subdivision 2. Special Meetings

Special meetings of the Governing Board may be called by the President, or upon written request of three members of the Governing Board for the transaction of business as stated in the meeting request. Notice stating the time and place of any special meeting and the purpose for which called shall be mailed to each member of the Governing Board at least seven days in advance of the meeting.

Subdivision 3. Quorum

A quorum for transaction of business shall consist of at least five Governing Board members.

Subdivision 4. Parliamentary Authority

Robert's Rules of Order, latest edition, shall govern the parliamentary procedure of the meetings.

Section 4. Committees of Governing Board

Subdivision 1. Executive Committee

The Executive Committee shall consist of the Officers of the Governing Board and have the authority to approve the disbursement of funds within the budget approved by the Governing Board. The Governing Board may delegate responsibilities to the Executive Committee.

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Subdivision 2. Program Committee

The Program Committee shall consist of Governing Board and non- Governing Board representatives working to assist the Metronet Executive Director in achieving the goals defined in the Strategic Plan.

Subdivision 3. Other Committees

Committees established by vote of the Governing Board shall be appointed by the President.

Section 5. Duties and Responsibilities of Governing Board

The duties and responsibilities shall include but not be limited to the following:

- Develop, approve, and amend as necessary the annual budget
- Review and approve all expenditures
- Participate in Governing Board orientation
- Adopt bylaws
- Elect officers
- Hire staff as needed
- Supervise the Executive Director
- Approve applications and acceptances for Operating and other grants
- Approve Strategic Plan
- Develop and adopt procedures for fiscal management
- Other as assigned

The Governing Board may also authorize the Metronet staff to enter into any contract or lease, or execute and deliver any instrument in the name of and behalf of Metronet, and such authority may be general or confined to specific instances.

Section 6. Mileage and Expenses

Expenditures and/or honorariums for Governing Board members may be authorized by the Governing Board, up to a maximum of \$100.00 per member per month.

Section 7. Bylaws - Amendments and Adoption

These bylaws may be amended at any regular meeting of the Governing Board by a two-thirds vote of the full Governing Board, providing the amendment was presented at the preceding meeting.

Section 8. Dissolution of Organization

Upon the dissolution of Metronet, the Governing Board shall, after paying or making provisions for the payment of all the liabilities of Metronet, dispose of all the assets of Metronet exclusively for the purposes of Metronet in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Governing Board shall determine. Any of such assets not so disposed of shall be disposed of by the District Court in the State of Minnesota in the district in which the principal office of Metronet is then located, exclusively for such purposes or to such organizations as said court shall determine which are organized and operated exclusively for such purposes.

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Article V. Audits

Audits shall be conducted annually in accordance with the administrative rules of the Minnesota Department of Education.

These bylaws were adopted and amended by the Governing Board of Metronet on March 18, 2008. They replace previous bylaws.

01/04/81

04/14/81 revised

10/24/01 revised

05/08/02 revised

01/15/08 revised