



SOUTH JERSEY ALLIANCE OF INDEPENDENT LIBRARIES (SAIL) BYLAWS

ARTICLE I

Section 1. NAME: This organization shall be called the "**South Jersey Alliance of Independent Libraries**" (hereafter designated **SAIL**).

Section 2. PURPOSE: The primary purpose of SAIL is to preserve, support, promote and enhance universal access to library material and information resources for its member libraries.

A. Mission

To share information, resources, and promote excellent library services among our collaborating libraries, institutions and users.

B. Vision

SAIL aspires to explore the sharing of technology and products, training, programming, and other library resources. Our goal is to promote the potential of the vision of member libraries through resource sharing, cost savings, and collaboration.

Section 3. MEMBERSHIP: Membership in SAIL is currently open to all municipal libraries and educational institutions in Camden County and Burlington County, New Jersey.

Applications for, and withdrawals from membership in the organization will be addressed to the Chairperson in writing for discussion. Applicants' request for membership must be approved by two-thirds (2/3) of the Executive Board before a library or institution is accepted for membership. The Executive Board reserves the right to accept new members on the basis of what is in the best interest of the organization. Withdrawal at any time may be subject to forfeiture of any funds, equipment, or services to which the library may have been entitled.

Upon withdrawal:

The library or institution will not be eligible to purchase additional resources through SAIL.



Members that have withdrawn and wish to rejoin the organization will be treated as new members.

Section 4: Membership Dues: Member libraries will pay an annual membership fee. The membership amount will be set by the Executive Board and presented to the members for approval at a meeting.

Section 6. Membership Meetings Attendance Each Voting Representative must attend at least one Membership meeting each year. Membership meetings may be held in-person, virtually, and/or via telephone.

ARTICLE II

Section 1. ORGANIZATION: The Library Director of each member library is responsible for appointing its delegate to the organization. In general, it is recommended that the Library Director become the delegate and select a staff member as their alternate/proxy. The name of the appointed delegate and alternate should be submitted to the secretary before the annual meeting.

Section 2. QUORUM: A simple majority of the current members must be represented at any meeting to constitute a quorum.

Section 3. VOTING: Each member library is entitled to one vote in the transaction of business. Action will be based upon a majority vote of members, except as otherwise specified in these bylaws. A library must have paid its annual membership fee in order to be eligible to vote.

Two-Thirds Majority Vote means a vote where at least two-thirds (2/3) of the members present and eligible to vote, vote in the affirmative.

Section 4. MEETINGS: Meetings are to be held at least once each quarter or more often as determined by the membership. Special meetings may be called by the Chairperson. An annual meeting will be held in January for the purpose of election of officers and determination of the annual membership fee that is due in February as invoiced by the treasurer.

Executive Board meetings will be held monthly unless rescheduled or canceled. In addition to the Chairperson, a simple majority of the Executive Board may agree to call a special meeting. The Executive Board shall give at least one business day's notice to the Membership that a Special Board meeting is being convened.



A. Executive Board Meetings Quorum & Voting

A simple majority of members of the Executive Board shall constitute a quorum. Each member of the Executive Board may cast one vote. Absent members of the Executive Board shall not be able to vote via proxy at regularly scheduled meetings.

Members of the Executive Board may vote via proxy at special meetings of the Executive Board. Such a proxy shall be an unlimited proxy. The Secretary of the Executive Board must receive notification via email or mail directly from the member of the Executive Board seeking to designate a proxy at least three hours in advance of the meeting about the designated proxy votes.

ARTICLE III

Section 1 Election of Officers

Officers of the organization include a Chairperson, Vice Chair, Secretary, Treasurer, Member-at-large, and Immediate Past Chair, except for year one of the organization during which there will be a second Member-at-Large in lieu of an Immediate Past Chair. During the January meeting, the nominating committee will put forth names for the offices of Chairperson, Secretary, Treasurer, and Member(s)-at-large.

Each officer is elected to a one year term, except the Treasurer who is elected to a two year term. Election shall be held at the annual membership meeting in January.

Vacancies: When a vacancy occurs among the Officers - with the exception of Immediate Past Chair - there shall be a special election held filled by a majority vote of the remaining Board members from among eligible candidates. Vacancies filled in this manner will be filled for the remainder of the unexpired term.

Removal The Executive Board may vote to remove any Executive Board member for cause, which shall include, but not be limited to, failure of an Executive Board member to attend three Executive Board meetings (two, if consecutive) in a given year. A two-thirds majority vote of the remaining Executive Board shall be required for such removal.

Section 2. OFFICERS: Officers of the organization include a Chairperson, Vice Chair, Secretary, Immediate Past Chairperson, Treasurer and Member-at-Large.



A. Chairperson The Chairperson shall preside at all meetings of the Membership and of the Executive Board. The Chairperson will ensure that all members receive an agenda of all Executive Board and Membership meetings. The Chairperson is authorized to sign all contracts that the Executive Board has approved. Special meetings of the Executive Board may be called by the Chairperson. The Chairperson may choose the venue and medium of any Executive Board meeting, including whether or not a meeting may be held virtually or via telephone. The Chairperson who fails or is unable to perform the duties of the office may be removed from office by a two-thirds majority vote of the remaining Executive Board members.

B. Vice Chair/Chairperson Elect: The Vice Chair shall preside at meetings in the absence of the Chairperson and shall assume the office of Chairperson at the end of the Chairperson's term or in the event of the Chairperson's resignation or removal. The Vice Chair shall assume the duties of the Chairperson if the Chairperson is temporarily unavailable. The Vice Chair shall chair the Member Relations Committee. The Vice Chair who fails or is unable to perform the duties of the office may be removed from office by a two-thirds majority vote of the remaining Executive Board members.

C. Immediate Past Chairperson Starting in the second year of the organization, the Immediate Past Chairperson acts as counsel for the Chairperson and Executive Board. The Immediate Past Chairperson shall chair the Nominations and Policy Committees. The Past Chairperson shall assume the duties of the Chairperson if the Chairperson and Vice Chair are both temporarily unavailable.

D. Secretary The Secretary shall keep minutes of the Membership and of the Executive Board meetings, and shall handle all correspondence and other secretarial duties. The Secretary shall assume the duties of the Chairperson if the Chairperson, Vice Chair, and Past Chairperson are all temporarily unavailable. The Secretary who fails or is unable to perform the duties of the office may be removed from office by a two-thirds majority vote of the remaining Executive Board members.

E. Treasurer The Treasurer shall be responsible for keeping account of SAIL's finances. The Treasurer will review and recommend for Executive Board approval the expenditure of all funds as appropriated by the budget. The Treasurer shall conduct annual financial review and shall present a written financial statement to the Executive Board and to the Membership at their respective meetings. The Treasurer, in addition to the Chairperson, is authorized to sign all contracts and to receive funds that the Executive Board has approved. The Treasurer shall chair the



Finance Committee. The Treasurer shall assume the duties of the Chairperson if the Chairperson, Vice Chair, Past Chairperson, and Secretary are all temporarily unavailable. The Treasurer is responsible for presenting monthly financial statements/reports to the Executive Board, annual reports to the full membership, and an annual financial statement to the full membership. The Treasurer who fails or is unable to perform the duties of the office may be removed from office by a two-thirds majority vote of the remaining Executive Board members.

F. Member-at-Large Serves as a voting member of the Executive Board and assists in advancing the goals and objectives of the organization. As a member of the Executive Board, Member-at-Large attends Board meetings, serves on committees and performs other tasks as assigned by the Executive Board. As there is no Immediate Past Chair in the first year of the organization, there will be two Members-at-Large; in all years thereafter, there will be one Member-at-Large.

Section 2. COMMITTEES: The organization may function as a committee of the whole or may establish committees. When committees are used, they may include but are not limited to, bylaws review, nominations, goals and objectives, finance, publicity, political action, etc. The Chairperson will appoint individuals from the list of delegates to the committees. Committee members may be staff of member libraries. No committee will have other than advisory powers unless it is granted specific power to act.

A. The Executive Board

The Executive Board shall have six **(6)** members: **Chairperson, Vice Chair, Immediate Past Chairperson, Secretary, Treasurer and Member-at-large**. The Executive Board shall have general supervision of the affairs of SAIL between regularly scheduled Board meetings, and perform such duties as specified by the membership.

B. Standing Committees

The purpose of Standing Committees and Task Forces is action-oriented; they will perform specific assignments as assigned by the Executive Board. Standing Committees are permanent working groups.

Standing committees may include a **Finance Committee, Member Relations Committee, Nominations Committee, and Policy Committee**. These committees will meet on an as-needed basis and make recommendations to the Executive Board.



1. The Finance Committee The Treasurer shall act as the committee's chair. The Finance Committee recommends the annual operating budget to the Board of Directors.

2. The Member Relations Committee The Vice Chair shall act as the committee's chair. The Member Relations Committee assists in the onboarding process for prospective new members of SAIL and in developing training and mentorship opportunities for library directors, staff and trustees.

3. The Nominations Committee shall be chaired by the Immediate Past Chair. The Nominations Committee recruits Voting Representatives to serve on the Executive Board and standing committees, at the behest of the Chair.

4. The Policy Committee The Immediate Past Chair shall act as the committee's chair. The Policy Committee reviews current and proposed policies and makes recommendations to the Executive Board for their potential amendment and adoption.

C. Ad Hoc Committees Additional ad hoc committees may be created as the need arises. The chairs for these committees will be appointed by the Chairperson; these committees will also meet on an as-needed basis.

Task Forces are temporary working groups, to perform a specific task. A Task Force might move from temporary to permanent.

ARTICLE IV

Section 1. Funding and Finances

A. Fiscal Year The SAIL fiscal year shall be January 1 - December 31.

B. Audit/Financial review Periodically, an audit or financial review of the SAIL's financial records shall be done by a certified public accountant and presented to the Board of Directors.

C. Budget SAIL shall annually establish a budget for all funds required to be raised by it for the next fiscal year. A copy of such a budget will be sent to the Membership at least thirty days prior to the Membership meeting occurring in the fourth quarter of the fiscal year, upon which it will be scheduled for a vote. It will be presented to the Voting Representatives for approval at that meeting.



D. Fees The Executive Board shall have the authority to determine organization fees. These fees may include, but are not limited to, operating costs and upgrade fund expenditures, equipment replacement fees and charge back fees for special services.

E. Changes in Fees Changes in organization fees for the following calendar year will be presented to the members for approval at a meeting to be held at least 90 days before the effective date of the change. Annual goals and objectives as well as changes to the organization's strategic plan shall be tied to the funding structure and presented for approval by the membership at that same meeting.

F. Additional Fees will be paid to the organization and may be disbursed by the Treasurer for capital and operating expenses.

ARTICLE V

Section 1. Prohibited Conduct: Board members may not in their private capacity negotiate, bid for, or enter into a contract with SAIL in which they have a direct or indirect financial interest.

Section 2. Disclosure and Process: A board member shall disclose to the Board any matter in which the board member, an immediate family member, or an organization with which the board member is associated or has a financial interest and shall withdraw from Board discussion, deliberation, and vote on any such matter.

Section 3. Items of Value: A board member may not receive anything of value that could reasonably be expected to influence his or her vote or other official action.

ARTICLE VI

Section 1. AMENDMENTS TO BYLAWS: These bylaws may be amended by the membership at a general membership meeting if ten days written notice is provided to all members. Amendments must be approved by a two-thirds (2/3) vote.

ARTICLE VII

Section 1. DISSOLUTION: Upon dissolution or liquidation of SAIL, all of its assets remaining after payment of its liabilities shall be paid over to the remaining member libraries in equal shares.

Section 2. GRANTS AND BEQUESTS: SAIL may apply for and/or receive grants and bequests. The treasurer will serve as custodian of the funds or gift if



acceptance of the award has been approved by a vote of two-thirds (2/3) of the members.

Approved : December 20, 202, Amended: April 1, 2022