

**Bylaws of**  
**VALE**  
**Virtual Academic Library Environment of New Jersey**  
<http://www.valenj.org>

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**Article 1: Mission**

The Virtual Academic Library Environment (VALE), a consortium of New Jersey college and university libraries and the New Jersey State Library, is dedicated to furthering excellence in learning and research through innovative and collaborative approaches to information resources and services.

**Article 2: Membership**

**Section 1: Criteria for Membership**

- Membership is open to New Jersey academic libraries in degree-granting institutions recognized by the New Jersey Commission on Higher Education and the New Jersey State Library.

**Section 2: Obligations of Membership**

- Participate in collaborative efforts in order to achieve optimum levels of information access and resource sharing.
- Observe database license agreement restriction.
- Meet financial obligations in a timely fashion.

**Section 3: Members' Council**

- Member libraries are represented by the chief library administrator at each institution. These representatives make up the VALE Members' Council.
- Each member institution shall have one vote.
- Directors of branch campus libraries are considered non-voting members of the Members' Council

**Article 3: Members Council**

**Section 1: Officers**

- The officers of the Members' Council shall be a moderator and meeting recorder. Their responsibilities include the scheduling, planning, conducting and documenting of

Members' Council meetings. The moderator will also serve on the VALE Executive Committee.

- At the spring Members' Council meeting, candidates for the Members' Council offices to be filled shall be presented and/or nominated from the floor. Election procedures will follow those specified in section 5.B.3 and 5.B.5 below.
- At the spring Members' Council meeting, the Members' Council Moderator shall be elected to serve for a two year term or until a successor is elected. The Members' Council Recorder shall be elected to serve for one year or until a successor is elected. Their respective terms of office shall begin at the close of the meeting at which they were elected.

## **Section 2: Meetings**

- The Members' Council shall meet periodically during the academic year, at least three times, with the last meeting held in the spring.
- A majority of the Members' Council shall constitute a quorum.

## **Section 3: Voting**

- Each member of the Members' Council in attendance at a meeting shall have one vote on each motion acted upon, and a simple majority of those present shall constitute action.
- Any member of the Members' Council may delegate an institutional alternate to attend a meeting of the Members' Council and vote on his/her behalf. The Members Council member must notify the moderator in advance that a delegate will be voting on the Members Council member's behalf.

## **Article 4: The Fiduciary Agent**

### **Section 1: Purpose and Duties**

- The Executive Committee may choose to have a fiduciary agent manage the consortium's funds. The fiduciary agent may be one of the member institutions, or it may be an unaffiliated entity. The fiduciary agent agrees to invoice VALE members for their database costs and for service fees as they may apply. The fiduciary agent also agrees to process for payment all authorized invoices and to maintain appropriate records of all income and disbursements according to standard accounting procedures.

## **Article 5: Governance**

### **Section 1: The Executive Committee**

A: VALE is governed by an Executive Committee comprised of seven categories of members, as follows:

1. Representatives from the state college/university membership (2 representatives), from the community college membership (3 representatives) and from the independent institutions (2 representatives) are elected by and from the membership of the Members Council. All elected representatives are voting members.

2. Representatives from each of New Jersey's three public research institutions are ex officio members. The representative from each research institution will be the University Librarian or a Director or other appropriate, high-level administrator designated by the University Librarians. All research library representatives are voting members.
3. A representative from the New Jersey State Library is an ex officio member. The NJSL representative shall be the NJ State Librarian or one of her/his Deputy State Librarians, designated by the State Librarian. The NJSL representative is a voting member.
4. A representative from NJEDge.Net is an ex officio member. The NJEDge representative shall be the President and CEO of NJEDge.Net or a Vice-President designated by the President and CEO. The NJEDge representative is a voting member.
5. Representatives from other statewide professional groups are also ex officio members. These are the Executive Directors of the New Jersey Library Association (NJLA) and LibraryLinkNJ — The New Jersey Library Cooperative LLNJ), both of whom are non-voting members.
6. The moderator of the Members Council, who is a voting member.
7. The Council member representing the institution acting as VALE's fiduciary agent, if the Executive Committee has chosen to use such an institution. This representative is a voting member.
8. No more than three (3) at-large members, as appointed by the Executive Committee. The at-large members are non-voting, and shall serve 2-year terms.

Other non-voting ex officio members may be identified and serve as determined by the Executive Committee.

B: The process for electing members shall be as follows:

1. The moderator of the Members Council will issue ballots with the names of candidates for the VALE Executive Committee to all Members Council members via Email, fax, or mail if needed, at least two weeks before the spring Members Council meeting.
2. Ballots for election of members to the VALE Executive Committee will state that Members Council members may vote for all candidates regardless of either the candidate's or voter's library sector representation.
3. Those Members Council members in attendance at the spring meeting will mark their ballots at the meeting and submit them to the Members Council moderator running the election.
4. Those Members Council members unable to attend the spring meeting will return their ballots to the moderator before the meeting by Email, fax or mail. These ballots must be received 24 hours before the meeting.
5. At least two Members Council members not running for office will count the votes and the candidates with the largest number of votes will be elected. If there is a tie, the outcome will be determined by lot.
6. The Members Council members counting the votes will ensure that there is no duplication of votes from among those present and those submitting absentee ballots

C. Elected members serve for two-year terms, beginning July 1st.

D. Members may be re-elected.

E. In the event that a member of the Executive Committee is unable to complete his or her term, the process for appointing a replacement member shall be as follows:

1. The Executive Committee will appoint a replacement from among the members of the Council representing the same sector as the member being replaced.
2. The Executive Committee will normally appoint the person who garnered the second-highest number of votes in that sector during the most recent election of the Members Council. If for any reason this is not possible, the Executive Committee will simply appoint a member who represents the same sector of libraries as the member being replaced.
3. The replacement shall serve the remainder of the original member's term.

F. The Executive Committee reports to the Members Council

## **Section 2: Officers of the Executive Committee**

A. The work of the Executive Committee is organized under the leadership of a Chairperson, elected from among its voting members. The chair may be re-elected.

B. The Chairperson of the Executive Committee acts as the liaison to the Presidents' Council and to NJEDge.

C. A Vice Chairperson shall be elected from among the members of the Executive Committee. Duties of the position include serving as the Chairperson in the absence of the Chairperson and coordination of the work and memberships of the various VALE sub-committees. In cases where the chairperson of a committee is not a member of the Executive Committee, the Vice Chairperson shall appoint a member of the Executive Committee to serve as a liaison between the Executive Committee and the committee.

D. A Treasurer shall be elected from among the members of the Executive Committee. Duties of the position include oversight of and reporting on all fiscal transactions made by VALE's fiduciary agent, NJEDge.Net and acting as directed by the Chair of the Executive Committee. No employee of VALE's fiduciary agent shall serve as VALE's Treasurer.

E. All Executive Committee officers are elected to two-year terms; terms begin at the end of the July meeting of the Executive Committee. If the Chairperson's term as an Executive Committee member ends before his or her term as Chairperson, he or she will remain on the Executive Committee as an ex officio member (voting) to complete his or her term as Chairperson. When the Vice-Chairperson or Treasurer leaves the Executive Committee before his or her term as Officer expires, the Chairperson will appoint a replacement from the members of the Executive committee.

## **Section 3: Meetings of the Executive Committee**

A. A quorum for the purpose of conducting business shall be attained when a majority of the voting members are present at any meeting.

B. A majority of the voting members shall be required for the approval of motions and other actions and business of the Executive Committee.

C. The Executive Committee meets at least six times a year.

#### **Section 4: The Finance Committee**

##### **A. Membership**

1. As a subcommittee of the Executive Committee, the Finance Committee consists of the following:
  - i. Members representing each of the three public research institutions.
  - ii. The Treasurer
  - iii. The representative from the member institution representing the fiduciary agent, if the Executive Committee has chosen to use a member institution in such a capacity.
  - iv. One other member of the Executive Committee elected by the Executive Committee to represent a different sector than those already on the committee.
2. If not already included in the above membership, the Chair of the Executive Committee will be a member.
3. The elected member shall be a member of the Executive Committee from among those representatives described in Article 5, Section 1, A1.
4. The term of service on the Finance Committee will be concurrent with the members' terms on the Executive Committee.
5. The Finance Committee shall be co-chaired by the Chair of the Executive Committee and the Treasurer.

##### **B. Duties**

1. The Finance Committee oversees all financial reporting and obligations and negotiates vendor contracts.
2. The Finance Committee presents an annual operating budget to the Executive Committee for consideration and approval. Budgets approved by the Executive Committee are presented to the Members Council for approval at its spring meeting.

### **Article 6: Committees, Task Forces, and Special Interest Groups**

The Executive Committee shall have the power to create, charge and dissolve all committees and task forces it deems necessary to conduct the work of the consortium. The Executive Committee shall also have the power to create and dissolve special interest groups.

#### **Section 1: Committees**

- A. All VALE committees will be led by a chairperson appointed by the Executive Committee.
- B. When possible, chairpersons of the committees will be appointed from the Executive Committee to ensure communication and oversight.
- C. If the Executive Committee does not appoint one of its members to serve as chair of a committee, the committee may recommend to the Executive Committee that one of its members to serve as chair for a two year term.

- D. When the chairperson of a committee is not a member of the Executive Committee, the Vice Chairperson of the Executive Committee shall appoint a member of the Executive Committee to serve as the liaison from the Executive Committee to the committee.
- E. Chairpersons of committees who are not members of the Executive Committee will be invited to attend a meeting of the Executive Committee each semester to report on committee activities.
- F. Membership on the committees shall take into account both sector and geographic representation.

## **Section 2: Task forces**

- A. Task forces are similar to committees, with the following exceptions:
  - 1. Task forces may be formed by the Executive Committee from within committees, within special interest groups, or by any other means.
  - 2. Leadership of task forces will be designated by the Executive Committee at the time of formation.
  - 3. Charges to task forces will be narrowly defined, and will specify reporting lines.
  - 4. Membership on task forces may or may not take into account sector and geographic representation.
  - 5. When a task force completes its charge, it will be dissolved.

## **Section 3: All VALE committees and task forces, together with their charges and lists of their members, shall be posted to the VALE website.**

## **Section 4: Special Interest Groups**

- A. Special interest groups (“SIGS”) are librarians or staff members from VALE member institutions engaging in professional activities centered on one or more common areas of interest, but not necessarily related to the work of the consortium.
- B. SIGs will be created by the Executive Committee in response to such requests.
- C. SIGS will be led by a convener.
- D. The convener shall be selected from the membership of the SIG in any manner the group finds acceptable.
- E. Membership on a SIG is voluntary, that is, members volunteer and are not appointed.
- F. The Executive Committee may deem it necessary to create a task force to address certain questions related to the work of the consortium. If requested to do so by the Executive Committee, SIG members may assist in populating such task forces.

- G. If the members of a SIG choose to stop meeting, the convener shall notify the VALE Coordinator, who will request the VALE Executive Committee Chair to dissolve the SIG.
- H. A list of all currently active SIGs, together with contact information for the current convener, will be posted on the VALE website.

## **Article 7: Service Fee**

### Section 1: Purpose

Annually, as part of its budget process, the Executive Committee shall determine whether to recommend to the Members Council that a service fee be levied to all member institutions. The purpose of the service fee shall be to provide funds for the ongoing operating expenses of the consortium, including but not limited to such expenses as staff salaries, public relations materials and consultants.

### Section 2: Approval

The amount of the service fee shall be determined by the Executive Committee and presented to the Members Council for approval, most usually as part of the annual budget process.

## **Article 8: Bylaws Revisions**

The VALE Bylaws may be revised by a majority vote of those present at a meeting of the Members Council. Such action requires that all members of the Members Council receive a ballot and written documentation describing proposed revisions at least two weeks prior to the meeting at which such action is scheduled to occur and that adequate prior notification of such proposed action be given to all members.

Those Members Council members unable to attend the meeting may return their ballots to the moderator before the meeting by Email, fax or mail. These ballots must be received 24 hours before the meeting.

Approved, Council of NJ College and University Library Deans, University Librarians and Directors, June 21, 2002

Revised and Approved, Council of NJ College and University Library Deans, University Librarians and Directors, May 16, 2003

Revised and Approved, Council of NJ College and University Library Deans, University Librarians and Directors, September 23, 2005

Revised and Approved, Council of NJ College and University Library Deans, University Librarians and Directors, June 1, 2007

Revised and Approved, VALE Members' Council, February 1, 2008

Revised and Approved, VALE Members' Council, June 13, 2013

Revised and Approved, VALE Members' Council, June 11, 2015

Revised and Approved, VALE Members' Council, September 25, 2015