



Bylaws of VALE

Virtual Academic Library Environment of New Jersey

*Revised by VALE Executive Committee, March 2025
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Virtual Academic Library Environment of New Jersey

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

- There are two types of VALE libraries: Members and Affiliates.
- Membership is open to New Jersey academic libraries in degree-granting institutions recognized by the Office of the Secretary of Higher Education or Carnegie Classification, and also to the New Jersey State Library to participate in governance, group licensing agreements, the annual conference, and strategic initiatives.
- Affiliate membership is open to academic libraries at degree-granting institutions outside of New Jersey to participate in group licensing agreements.

Section 2: Obligations of Membership

- Participate in collaborative efforts in order to achieve optimum levels of information access and resource sharing.
- Observe electronic resource license agreement restrictions.
- 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.
- Affiliates are not represented on the Members' Council.
- Each member library 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 sole officer of the Members' Council shall be a moderator. Their responsibilities include scheduling, planning programs for, and conducting Members' Council meetings. They shall be assisted in these duties by the VALE Program manager, who shall also document the meetings. The moderator will also serve on the VALE Executive Committee.
- At the spring Members' Council meeting, candidates for the position of Moderator shall be presented and/or nominated from the floor. Election procedures will follow those specified in sections 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. Their term 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 designate someone from their own institution to attend a meeting of the Members' Council and vote on their behalf. In such cases the Members' Council member must notify the moderator in advance that a delegate will be voting.

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 shall invoice VALE members for their electronic resource costs and service fees as they may apply. The fiduciary agent shall also process for payment all authorized invoices and 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 the following categories of members:

1. Representatives from Associates granting institutions (4 representatives) are elected by and from the membership of the Members' Council. All elected representatives are voting members.
2. Representatives from Baccalaureate and Masters granting institutions (4 representatives) are elected by and from the membership of the Members' Council. All elected representatives are voting members.
3. Doctoral and Special Degree granting institutions will have up to 4 voting representatives (3 permanent and 1 elected) as described in 5.1.A.4.
4. Representatives from each of New Jersey's R1 (highest level of research activity as defined by the Carnegie Classification system) and included in the Doctoral and special degree category above (NJIT, Princeton University, and Rutgers) are permanent *ex officio* members of the Executive Committee. The additional Doctoral and Special Degree sector representatives not recognized as "R1" will be elected from the Doctoral and Special Degree sector.
 - a. If an R1 representative is unavailable or unable to participate, an election of their seat will be held from the remaining Doctoral and Special Degree sector representatives.
5. Recommended adjustments to the representation, based on changes in membership or institutional status, are to be made by the Chair, annually or as needed.
6. A representative from the New Jersey State Library (NJSL) is an *ex officio* member. The NJSL representative shall be the NJ State Librarian or one of their Deputy State Librarians, designated by the State Librarian. The NJSL representative is a voting member.
7. A representative from EDGE is an *ex officio* member. The EDGE representative shall be the President and CEO of EDGE, or a Vice-President designated by the President and CEO. The EDGE representative is a voting member.
8. 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.
9. The moderator of the Members' Council, who is a voting member.

10. 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.
11. No more than two (2) at-large members, as appointed by the Executive Committee Chair. 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 or represented by a delegate 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 and who have chosen not to send a delegate 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.

1. Members may be re-elected.
2. In the event that a member of the Executive Committee is unable to complete their term, the process for appointing a replacement member shall be as follows:
 - a. The Executive Committee will appoint a replacement from among the members of the Council representing the same sector as the member being replaced.
 - b. 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.
 - c. The replacement shall serve the remainder of the original member's term.
3. The Executive Committee reports to the Members' Council

Section 2: Officers of the Executive Committee

A. The officers of the Executive Committee shall be a Chair, a Vice-Chair/Chair-Elect, and Past Chair. As noted below in Article 5, Section 2.F below, Past Chair and Chair serve as Co-Treasurers. VALE Program Manager serves as administrative support to the Officers.

B. The Chair, Vice-Chair/Chair-Elect, and Past Chair of the Executive Committee shall be elected from among its voting members as follows:

1. A single election shall be held every year for the Vice-Chair/Chair-Elect position for a three-year term.
2. In the first year of their term, the successful candidate shall serve as Vice-Chair/Chair-Elect, in the second year as Chair, and in the third and final year as Past Chair.
3. The terms of office shall begin at the close of the meeting at which they were elected.

C. The duties of the Chair shall include overall leadership of the Executive Committee and serving as the liaison to the Presidents' Council and to EDGE.

D. The duties of the Vice-Chair/Chair-Elect shall include serving as the Chair in the absence of the Chair and other duties as assigned by the Chair.

E. The duties of the Past Chair shall be to support the Chair and Vice-Chair/Vice-Elect and other duties as assigned by the Chair.

F. The Chair and Past Chair will serve as Co-Treasurers. The duties of the Past Chair are to report the year-to-date budget at each Executive Committee meeting. The Chair and Past Chair will develop the monthly budget statement and proposed FY budget. No employee of VALE's fiduciary agent shall serve as VALE's Treasurer.

G. Terms for Chair, Vice-Chair/Chair-Elect, Past Chair:

1. If the Chair's term as an elected member of the Executive Committee ends before their three-year term as Vice-Chair (Chair-Elect)/Chair/Past Chair, and they have not sought reelection or have not been reelected to the Executive Committee, they will remain on the Executive Committee in an *ex officio* (voting) capacity for the remainder of their three-year term.
1. If the Chair leaves the Executive Committee for another reason, the Past Chair shall call an extraordinary election to elect another Chair.
2. If the Vice-Chair/Chair-Elect leaves the Executive Committee for another reason, the Chair shall call an extraordinary election to elect another Vice-Chair/Chair-Elect.
3. No action will be taken if the Past Chair leaves the Executive Committee for another reason. The Vice-Chair/Chair-Elect will serve as the co-treasurer with the current Chair.
4. If the Chair and Past Chair leave the Executive Committee for other reasons, the Vice-Chair/Chair-Elect shall assume the duties of the Chair for the remainder of that year and will again serve as Chair the following year. The new Chair shall call for an extraordinary election to elect another Vice-Chair/Chair-Elect, who will then serve as co-treasurer with the new Chair.

Section 3: Meetings of the Executive Committee

1. A quorum for the purpose of conducting business shall be attained when a majority of the voting members are present at any meeting.
2. A majority of the voting members shall be required for the approval of motions and other actions and business of the Executive Committee.
3. The Executive Committee meets at least six times a year.

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. All VALE committees and task forces, together with their charges and lists of their members, shall be posted to the VALE website. The Executive Committee shall also have the power to create and dissolve special interest groups.

Section 1: Committees

1. All VALE committees will be led by a chairperson appointed by the Executive Committee.
2. When possible, chairpersons of the committees will be appointed from the Executive Committee to ensure communication and oversight.
3. 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.
4. 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.
5. 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.
6. Membership on the committees shall take into account both sector and geographic representation.

Section 2: Task Forces

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: Special Interest Groups

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.

1. SIGs will be created by the Executive Committee in response to such requests.
2. SIGS will be led by a convener.
3. The convener shall be selected from the membership of the SIG in any manner the group finds acceptable.
4. Membership on a SIG is voluntary, that is, members volunteer and are not appointed.
5. 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.
6. 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.
7. 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 and affiliate institutions. The purpose of the service fee shall be to provide funds for the ongoing operating expenses of the consortium.

1. For VALE members who purchase e-resources, an annual service fee will be based on the member's previous year's expenditures to help offset the consortium's operations, conference, and strategic initiatives costs.
2. Affiliate members will also incur an annual service fee based on the affiliate's previous year's expenditures, which is intended to support the consortium's operations.
3. An annual service fee will also be assessed for VALE members who do not purchase e-resources to ensure fair contribution toward ongoing consortium costs, even if they do not directly purchase digital resources.

Section 2: Approval

The amount of the service fees 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.

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- *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*
 - *Revised and Approved, VALE Members' Council, June 8, 2023*
 - *Revised and Approved, VALE Members' Council, April 1, 2025*