

## AMENDMENTS TO BYLAWS

ADOPTED NOVEMBER 2, 2012

### **Section 2:1 General**

The Corporation shall have members ("Members") with voting rights as set forth in the Articles of Incorporation. *The Corporation shall also have associate members who shall have no voting rights ("Associate Members").*

### **Section 2:2 Membership Application and Dues**

A written application for Membership is required for new Members *and Associate Members*. An applicant for membership must be approved by the Board prior to admission as a *Member or Associate Member*.

Each Member *and Associate Member* must be a tax-exempt public library, another type of tax-exempt library, a tax-exempt institution of higher education with an academic library or a tax-exempt school with a library. All Members and cooperating partners in good standing immediately prior to the effective date of MOBIUS' incorporation shall be Members of MOBIUS upon its incorporation.

### **Section 2:3 Transfer of Membership**

No Member *or Associate Member* of this Corporation may transfer a membership or any right arising therefrom.

### **Section 2:4 Responsibilities of Membership**

1. Members of the Corporation shall agree to the following responsibilities:
  - A. Promote and support the purpose of MOBIUS;
  - B. Abide by the MOBIUS Bylaws and the terms and conditions of Membership as established by the Board of Directors;
  - C. Pay the appropriate dues as established by the Board of Directors and any other fees assessed for products and services provided;
  - D. Maintain a collection of information resources and share, to the extent legally possible, their collections with other MOBIUS Members. In addition, Members agree to maintain a provision for online patron-initiated borrowing of available materials and the ability to pick up requested materials at any Member location.
2. *Associate Members of the Corporation shall agree to the following responsibilities:*

- A. *Promote and support the purpose of MOBIUS;*
- B. *Abide by the MOBIUS Bylaws and the terms and conditions of Membership as established by the Board of Directors; and*
- C. *Pay the appropriate dues as established by the Board of Directors and any other fees assessed for products and services provided.*

### **Section 2:5 Regular Meetings**

There shall be a minimum of two meetings annually of the *Members*, which shall take place at a time and location determined by the Board of Directors. One meeting shall be designated as the annual meeting. The annual meetings of the Corporation shall be for the purpose of electing Directors and conducting such business as may properly be brought before the *Members*. At each annual meeting, the President and Treasurer shall report on the activities and financial condition of the Corporation. *Associate Members shall be entitled to attend regular meetings.*

### **Section 2:7 Notice of Meetings**

Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose for which the meeting is called, shall be delivered personally or by mail to each Member *and Associate Member*, by or at the direction of the person or persons calling the meeting, not less than ten (10) days nor more the sixty (60) days before the date of the meeting. Notice by first class or registered mail shall be deemed delivered upon the earlier of receipt or five (5) days following deposit, with postage thereon prepaid, in the United States mail addressed to the Member *or Associate Member* at the Member's *or Associate Member's* address as it appears on the records of the Corporation. If any of the following matters are to be discussed at a regular meeting, notice of the meeting shall include a description of the matter: (a) amendment to the Corporation's Articles or Bylaws, (b) delivery or execution of Articles of Merger, (c) dissolution of the Corporation, (d) approval of the dissolution of the Corporation, (e) disposition of all or substantially all of the Corporation's property or (f) indemnification of any person.

### **Section 2:10 Membership Lists**

After fixing a record date for notice of a meeting to the Members *and Associate Members*, the Corporation shall prepare an alphabetical list of the names and addresses of all of the Members entitled to vote at the annual meeting, *along with a list of Associate Members*. The list of Members shall be available for inspection by any Member, the Member's agent or the Member's attorney for the purpose of communication with other Members concerning the meeting, beginning two (2) business days after notice of the annual meeting is given and continuing through the day of the meeting.

### **Section 2:11 The Record Date**

The record date for determining the Members *and Associate Members* entitled to receive notice of a meeting, to vote at a Member meeting and to exercise certain rights shall be as fixed by the Board or, in the absence of such Board action, as prescribed by law. Under no circumstances shall the Board set the record date as more than seventy (70) days before the meeting.

### **Section 2:18 Resignation**

Any Member *or Associate Member* may resign from the Corporation at any time by submitting a written intention to resign at least 90 days prior to the intended date of resignation. The resignation shall not relieve the Member *or Associate Member* from any obligations *it* may have to the Corporation as a result of obligations incurred or commitments made prior to its resignation.

### **Section 2:19 Termination, Expulsion, and Suspension**

No Member *or Associate Member* of this Corporation shall be expelled, terminated, or suspended unless (a) the Member *or Associate Member* receives written notice by first class or certified mail sent to the Member's *or Associate Member's* last address shown on the Corporation's records stating the reasons for the termination, expulsion or suspension not less than fifteen days prior to the effective date of the expulsion, suspension or termination, and (b) the Member *or Associate Member* has an opportunity to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension or termination by a person or persons authorized to decide that the proposed expulsion, termination or suspension not take place.

The Board of Directors, by a two-thirds (2/3) vote, may terminate the Membership of a Member *or Associate Member* that fails to fulfill its responsibilities to MOBIUS. The Board of Directors, by a majority vote, may reinstate the Membership of a Member *or Associate Member* upon written request by the Member *or Associate Member*. Such reinstatement obligates the Member *or Associate Member* to all responsibilities of a new Member *or Associate Member*. The Board of Directors is responsible for any additional procedures required to clarify the process of resignation, termination, expulsion or reinstatement of any Member *or Associate Member*.

The italicized portions reflect the amendment to the existing bylaw.