

DALNET Study Committee
Notes of August 5, 1985 Meeting

Present: F. Buckley [DPL], B. Johnson [Harper], M. Klein [Children's], S. Phillips [Oakwood], Ann Pogany [Oakland U.], N. Skowronski [U of D], and C. Wecker [WSU].

C. Wecker reported that GEAC responses to the proposed contract have been discussed by L. Bugg, P. Spyers-Duran, and J. Darlow. WSU is preparing a new draft contract to send to GEAC next week. It will be followed by discussions, and hopefully a resolution, between P. Spyers-Duran and GEAC.

The Study Committee continued to review the draft Bylaws. Sections 501 through 701 were covered. F. Buckley and B. Johnson will edit the remainder of the draft to produce a revised version which should expedite the discussion.

The next meeting will be Monday, August 12, 1985 at 9 a.m. in the Purdy Library Director's Conference Room.

Francis Buckley
Convener & Recorder

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Corporation shall prepare and serve the requisite notice for such meeting.

SECTION 605. QUORUM OF MEMBERS. Unless a greater or lesser quorum is provided in the Articles of Incorporation or the Act, the ~~number of members~~ ^{TRUSTEES} representing a majority of the total votes, ^{IN PERSON} ~~entitled to vote at the meeting~~ ^{OR BY PROXY,} shall constitute a quorum. ~~The members present in person or by proxy may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.~~ Whether or not a quorum is present, the meeting may be adjourned by a vote of ^{THOSE} ~~the members present, and entitled to vote.~~

SECTION 606. VOTE OF MEMBERS. ^{TRUSTEES} ~~Each member~~ shall be entitled to ~~cast a number of votes~~ on any matter coming before the Corporation at any meeting, ^{AND SHALL BE ENTITLED TO CAST A NUMBER OF VOTES} which represents the percentage of ~~that member's~~ ^{THEIR INSTITUTION'S} participation in the Corporation, ~~as determined from time to time by the Board of Trustees.~~ The percentage shall be derived from a formula ^{BASED ON THE NUMBER OF TERMINALS, TRANSACTIONS, AND DATA BASE} ~~which compares the capital contribution of each member to the SIZE OF EACH INSTITUTION,~~ ~~Corporation, and the number and size of the member's database, to the total of all members in the respective class of membership.~~ The percentage ~~so assigned by the Board to each member~~ shall be subject to dilution as new members are added to the Corporation, and may be adjusted upward to reflect increased participation by any member or the termination of members, ^{EXCEPT THAT NO MEMBER SHALL HOLD LESS THAN 1%.} ~~within the class.~~ Unless otherwise provided for in the Articles of Incorporation, the Act, or these Bylaws, a majority ^{IN THE CORPORATION ARE NECESSARY} ~~of votes entitled to vote on any matter~~ shall be sufficient to authorize ~~the~~ action.

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~~SECTION 607. ELECTION OF TRUSTEES.~~ In the election of ^{THE EXECUTIVE} ~~a Board of~~ ^{COMMITTEE,} ~~Trustees only full members shall be entitled to vote.~~ Any member who controls a percentage of the total votes ~~entitled to vote in the~~ ^{EXECUTIVE COMMITTEE} election in an amount greater than twenty-five (25%) percent shall be preemptively entitled to elect at least one Trustee to the ~~Board.~~ The remaining ^{COMMITTEE} ~~Trustees~~ shall be elected by the members excluding ^{FROM VOTING} any member ^A which has exercised its preemptive right, ~~to elect a Trustee.~~

EXECUTIVE COMMITTEE
ARTICLE VII- BOARD OF TRUSTEES

~~SECTION 701. COMPOSITION OF BOARD.~~ ^{THE EXECUTIVE COMMITTEE SHALL} ~~The Board shall be composed~~ ^{CONSIST OF THE CHAIRPERSON OF THE BOARD OF TRUSTEES AND FOUR (4)} ~~of not less than three (3) nor more than five (5) Trustees. The first~~ ^{ELECTED TRUSTEES.} ~~Board of Trustees shall consist of three (3) members. At all~~ ^{INITIALLY TWO TRUSTEES SHALL BE ELECTED} ~~FOR ONE (1) YEAR TERMS, AND TWO FOR TWO (2) YEAR TERMS. IN~~ ^{FOR ONE (1) YEAR TERMS, AND TWO FOR TWO (2) YEAR TERMS. IN} ~~subsequent meetings for the election of Trustees, the number of~~ ^{SUBSEQUENT ELECTIONS TRUSTEES SHALL BE ELECTED TO THE} ~~Trustees to serve for the following year shall be determined by the~~ ^{EXECUTIVE COMMITTEE FOR TWO (2) YEAR TERMS.} ~~majority vote of members entitled to vote in the election. In the~~ ^{event no motion is made or carried to increase the number of Trustees,} ~~the number to be elected shall be the same as in the preceding year.~~ ^{The first Board of Trustees shall hold office until the first annual} ~~The first Board of Trustees shall hold office until the first annual~~ ^{meeting of the members. A Trustee shall hold office for the term for} ~~meeting of the members. A Trustee shall hold office for the term for~~ ^{which he or she is elected or until a successor is elected and} ~~which he or she is elected or until a successor is elected and~~ ^{qualified, or until his or her resignation or removal. Trustees must} ~~qualified, or until his or her resignation or removal. Trustees must~~ ^{be full members.} ~~be full members.~~

~~SECTION 702. VACANCIES.~~ ^{EXECUTIVE COMMITTEE} ~~A vacancy occurring in the Board may be~~ ^{ON THE EXECUTIVE COMMITTEE,} ~~filled by the majority vote of the remaining Trustees,~~ ^A ~~even though less~~ ^{than a quorum, for a term of office continuing only until the next}

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MEETING OF
~~election of Trustees by~~ the membership. If because of death,
resignation or other cause, the Corporation has no ~~Trustees in office,~~ EXECUTIVE COMMITTEE
THE BOARD OF TRUSTEES MUST MEET WITHIN 30 DAYS TO
~~an officer or member may call a special meeting of the membership in-~~
ELECT A NEW EXECUTIVE COMMITTEE,
~~accordance with the Articles of Incorporation or these Bylaws.~~

SECTION 703. REMOVAL. THE EXECUTIVE COMMITTEE OR ANY OF ITS MEMBERS
~~A Trustee or the entire Board~~ may be
removed at any time, ~~with or without cause,~~ ^{2/3} BOARD OF
~~TRUSTEES~~ by a vote of the holders of
~~a majority of the votes entitled to vote for their election; provided,~~
~~that a Trustee who was elected pursuant to the preemptive right of a~~
~~member holding sufficient votes to do so may not be removed if the~~
~~number of votes cast against his or her removal is equal to or greater~~
~~than the number by which he or she was elected.~~

SECTION 704. RESIGNATION. A Trustee, MEMBER OF THE EXECUTIVE COMMITTEE
may resign by written notice
to the Corporation. The resignation is effective upon its receipt by
the Corporation or any subsequent time set forth in the notice.

SECTION 705. POWERS. The business and affairs of the Corporation
shall be managed by its EXECUTIVE COMMITTEE
~~Board of Trustees~~ except as otherwise provided
in the Act or in the Articles of Incorporation.

SECTION 706. LOCATION OF MEETINGS. Regular or special meetings
of the EXECUTIVE COMMITTEE
~~Board of Trustees~~ may be held either within or outside the State
of Michigan.

Delete? SECTION 707. ORGANIZATIONAL MEETING OF BOARD. The first meeting
of each newly elected Board shall be held at the place of the annual
meeting of the membership, and shall immediately follow it for the
purpose of electing officers for the coming year and transacting any
other business which properly comes before the meeting. No notice of

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such meeting shall be necessary to the newly elected Trustees in order to legally constitute the meeting, provided that a quorum must be present. With the written consent of all newly elected Trustees the meeting may be adjourned to a later date.

~~SECTION 708. REGULAR MEETING OF BOARD. Regular meetings of the Board of Trustees may be held without notice at such time and at such place as shall from time to time be determined by the Board, and may be held concurrently with an organizational meeting of the Board or otherwise.~~

~~SECTION 709. SPECIAL MEETING OF BOARD. Special meetings of the Board of Trustees may be called by the Chairperson, or by a majority of the persons then comprising the Board of Directors, at any time by means of notice of the time and place thereof to each Trustee, given not less than twenty-four (24) hours before the time such special meeting is to be held. ONLY THE BUSINESS SPECIFIED IN THE NOTICE MAY BE TRANSACTED.~~

~~SECTION 710. QUORUM AND VOTE REQUIREMENTS. At all meetings of the Board of Trustees, or a committee thereof, a majority of the members of the Board then in office, or of the members of a committee thereof, constitute a quorum for transaction of business. The vote of the majority of members present at a meeting at which a quorum is present constitutes the action of the Board or committee unless the vote of a larger number is required by the Act. If a quorum shall not be present at any meeting of the Board of Trustees, the Trustees present thereat may adjourn the meeting, from time to time, without notice other than announcement at the meeting, until a quorum shall be~~

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present.

EXECUTIVE COMMITTEE

SECTION 711. CONSENT OF DIRECTORS IN LIEU OF MEETING. Action required or permitted to be taken pursuant to authorization voted at a meeting of the ~~Board of Trustees, or a committee thereof,~~ ^{EXECUTIVE COMMITTEE} may be taken without a meeting if, before or after the action, all members ~~of the Board or of the committee~~ consent thereto in writing. The written consents shall be filed with the minutes of the proceedings of the ~~Board or committee,~~ ^{EXECUTIVE COMMITTEE} and the consent has the same effect as a vote of the ~~Board or committee~~ ^{EXECUTIVE COMMITTEE} for all purposes.

SECTION 712. TELEPHONIC PARTICIPATION. ~~With the permission of a majority of the Board of Trustees, a Member~~ ^{EXECUTIVE COMMITTEE} of the ~~Board~~ may participate in any meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can ~~hear~~ ^{COMMUNICATE WITH} each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

ARTICLE VIII- NOTICE

SECTION 801. NOTICE. Whenever any notice or communication is required to be given to any Trustee or member under any provision of the Act, or of the Articles of Incorporation or of these Bylaws, it may be given in writing, by mail, addressed to such Trustee or member, at the address designated by him or her for that purpose or, if none is designated, at his or her last known address. The notice or communication is given when deposited, with postage thereon prepaid, in a post office or official depository under the exclusive care and

Is this section necessary?

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custody of the United States postal service. The mailing shall be registered, certified or other first class mail except where some other mode of service is provided for by the Act. Notice may also be given orally in person or by telephone, and such notice shall be deemed to be given when the recipient receives the notice personally. Neither the business to be transacted at, nor the purpose of, a regular or special meeting of the Board of Trustees need be specified in the notice of the meeting.

Is this section necessary?

SECTION 802. WAIVER OF NOTICE. When, under the Act or the Articles of Incorporation or these Bylaws, or by the terms of an agreement or instrument, the Corporation or the Board or any committee may take action after notice to any person or after lapse of a prescribed period of time, the action may be taken without notice and without lapse of time, if at any time before or after the action is completed all persons entitled to notice or to participate in the action to be taken submit a signed waiver of notice of such requirement. Neither the business to be transacted at, nor the purpose of, a regular or special meeting of the Board of Trustees need be specified in the waiver of notice of such meeting. Attendance of a person at a meeting constitutes a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objection to the conduct of the meeting as unlawful and makes that objection at the beginning of the meeting before any business is conducted.

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ARTICLE IX-OFFICERS

SECTION 901. SELECTION OF OFFICERS. The Board of Trustees, ~~at its organizational meeting after~~ ^{at} the annual meeting of ~~the members,~~ shall elect ~~or appoint~~ a Chairperson, Secretary, and Treasurer. The Chairperson must be a member of the Board of Trustees, but the remaining officers need not be Trustees provided that they are either full or associate members of the Corporation. The Board may ~~as~~ REQUIRE THE EXECUTIVE COMMITTEE required elect or appoint additional officers to perform such duties and exercise such powers as the Board may from time to time prescribe, INCLUDING THE APPOINTMENT OF A SECRETARY AND A TREASURER. These officers shall constitute an Executive Committee of the Board. Two (2) or more offices may be held by the same person but an officer shall not execute, acknowledge or verify an instrument in more than one (1) capacity.

SECTION 902. TERM, REMOVAL AND VACANCIES. Each officer of the Corporation shall hold office for ~~the term for which elected or appointed,~~ ^{A TWO (2) YEAR TERM} or until his or her successor is elected ~~or appointed~~ and qualified to serve. Any officer may be removed by ~~the~~ ^{A 2/3 VOTE OF THE} Board, with or without cause at any time. Any officer may resign by written notice to the Corporation. The resignation is effective upon its receipt by the Corporation or at a subsequent time specified in the notice and acceptable to a majority of the Board. Any vacancy occurring in any office of ~~the Corporation~~ ^{CHAIRPERSON} shall be filled ^{WITHIN 30 DAYS} by the Board of Trustees.

SECTION 903. CHAIRPERSON. The Chairperson shall be the chief executive officer of the Corporation, and shall preside over all meetings of the Board and of the ~~membership~~ ^{EXECUTIVE COMMITTEE}. The Chairperson shall be

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responsible to the Board for the general supervision and management of the business and affairs of the Corporation and shall see that all orders and resolutions of the Board are carried into effect.

SECTION 904. SECRETARY. ~~THE EXECUTIVE COMMITTEE SHALL APPOINT ONE OF ITS MEMBERS TO ACT AS SECRETARY TO OF THE BOARD AND OF THE MEMBERSHIP, AND OF ANY EXECUTIVE COMMITTEE, AND shall preserve in the books of the Corporation true minutes of the proceedings of such meetings, He or she shall safely keep in his or her custody the seal of the Corporation, if any, and shall have authority to affix the same to all instruments where its use is required or permitted. The Secretary shall give all notice required by the Act, these Bylaws or any resolution, and He or she shall perform such other duties as shall be prescribed, from time to time by the Chairperson or Board.~~

SECTION 905. TREASURER. ~~THE EXECUTIVE COMMITTEE SHALL APPOINT ONE OF ITS MEMBERS AS TREASURER TO BE RESPONSIBLE FOR SAFE CUSTODY OF ALL CORPORATE FUNDS AND SECURITIES, Corporation full and accurate accounts of all receipts and FOR FULL AND ACCURATE ACCOUNTS OF ALL RECEIPTS AND DISBURSEMENTS; he or she shall deposit all monies, securities or other valuable effects in the name of the Corporation in such depositories as ACTIVITIES, may be designated for that purpose by the Board of Trustees. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chairperson and the Board whenever requested an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. If required by the Board the Treasurer shall keep in force a bond, in form, amount and with a surety~~

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~~satisfactory to the Board, conditioned for faithful performance of the~~
~~duties of his or her office.~~ He or she shall perform such other duties
as may be delegated to him or her by the Chairperson or Board.

ARTICLE X- GENERAL PROVISIONS

SECTION 1001. DIVIDENDS AND LIQUIDATION. No dividends or other
payments shall be made to any member on account of its contribution to
the capital of the Corporation, and upon the liquidation of the assets
of the Corporation, in a dissolution proceeding or otherwise, the
distribution of assets shall be governed by the provisions of the Act.

SECTION 1002. AMENDMENTS. These Bylaws may be altered, amended
or repealed or new Bylaws may be adopted by the affirmative vote of the
members entitled to vote thereon, in an amount not less than two-thirds
of the total votes outstanding and qualified to vote. This action may
be taken at any regular or special meeting of the members at which
quorum is present, provided that ^{30 DAYS} ~~the~~ notice of any such meeting ^{BE GIVEN AND} shall
contain notice of the proposed amendment, repeal or adoption of new
Bylaws. This action may be taken without a meeting upon the written
consent of all members entitled to vote on the matter.