



# MORRIS AUTOMATED INFORMATION NETWORK, INC. BY-LAWS

## I. Name

This membership organization of libraries that participate in the library automated information system shall be called the Morris Automated Information Network, Inc. (hereafter M.A.I.N., Inc.).

## II. Purpose

In accordance with M.A.I.N. Inc.'s vision and mission the purpose of M.A.I.N., Inc. is to promote and enhance access to library materials and information resources for its member libraries.

## III. Articles of Incorporation

Notwithstanding any other provisions of these articles, the corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literacy, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in section 501 (c) (3) of the Internal Revenue Code and shall not carry on any activities not permitted to be carried on by a corporation exempt for Federal Income tax under section 501 (c) (3) of the Internal Revenue Code. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, trustee, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by the Internal Revenue Code section 501 (h)), or participating in, or intervening in, (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal government, or to state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for said purposes.



## IV. Membership

### A. Qualifications

Members of M.A.I.N., Inc. must be either:

1. A New Jersey municipal or association library funded at the State mandated minimum and meeting the same membership requirements set by the state for State Aid purposes.
2. An Association Library that has been grandfathered (see Attachment A) and meets the same membership requirements set by the state for State Aid purposes.
3. The Morris County Library which must meet the requirements set by the state for State Aid purposes.
4. For membership consideration, academic libraries must also meet public library membership requirements set by the state for State Aid purposes.
5. A member or prospective member library may petition for exception by submitting a written request to M.A.I.N., Inc. for review and approval by the Board of Directors. The M.A.I.N. Board of Directors shall convene within 30 calendar days after the Board's receipt of the submitted materials, and shall render a written decision. The President of the Board shall forward a copy of the decision to the library board of trustees. Any such exception will be reviewed annually by the M.A.I.N Board of Directors.

### B. Compliance

To be a Member of M.A.I.N., Inc., the Library shall conform to the M.A.I.N., Inc. Membership Agreement, the by-laws, policies, practices, standards and procedures established by M.A.I.N., Inc., such as but not limited to, operation of the ILS, the creation and maintenance of database records and the use of borrower cards where applicable.

The Board of Trustees of member libraries shall annually approve, sign and submit the Membership Agreement to the M.A.I.N., Inc. President. Failure to do so will result in withdrawal of service until such time as the agreement is signed and returned.

### C. In-person Borrowing

Membership in M.A.I.N., Inc. obligates the Member to provide in-person loan of their materials to registered borrowers from other Member libraries, except as set forth below. Membership in M.A.I.N., Inc. does not guarantee that a library patron will receive in-person borrowing privileges on all materials from other M.A.I.N., Inc. libraries. Member libraries have the right to withhold select collections from in-person borrowing in accordance with M.A.I.N., Inc. policies.

### D. Sharing of Data

The Member agrees to share its bibliographic, authority, item, holdings, patron, and loan records with other M.A.I.N., Inc. libraries, in accordance with policies, protocols, and regulations established by M.A.I.N., Inc.



**E. Indemnification**

The Member shall indemnify and hold M.A.I.N., Inc., its Board of Directors, officers, employees and agents harmless from all liability, damage, cost and expense (including reasonable counsel fees and costs) arising in any manner from this Agreement.

**F. New Members**

Libraries applying for membership in M.A.I.N., Inc. must present evidence of meeting the requirements set forth in this article. Applications for membership are approved only by a minimum two-thirds (2/3rds) majority vote by the Voting Members during a membership meeting.

**V. Board of Directors**

**A. Purpose**

The purpose of the M.A.I.N., Inc. Board of Directors (“Board”) is to lead and represent the Members of M.A.I.N., Inc.

**B. Authority and Responsibility**

The Board shall have the authority and responsibility to exercise all powers of the Corporation and the activities, property and affairs of the Corporation shall be managed by or under the direction of the Board. The Board may exercise all such powers and may delegate any and all such powers as it sees fit, subject to restrictions imposed by the Certificate of Incorporation, these By-laws, the Act and Section 501(c)(3) of the Internal Revenue Code. The Board also shall recommend the annual budget and assessments to the general membership, conduct business for M.A.I.N., Inc., adopt as appropriate policies and procedures recommended by committees, and shall have the authority to hire and supervise paid staff necessary for the efficient operation of the Corporation.

**C. Composition**

The M.A.I.N., Inc. Board shall be composed of the following eleven (11) members: the President, Vice-President/President Elect, Secretary, Treasurer, and immediate Past-President, and two representatives from each category of M.A.I.N., Inc. libraries: large, medium, and small. Only Voting Representatives of the libraries shall be eligible to serve on the Board.

**D. Term of Office**

Officers shall serve one year terms with the exception of the Treasurer who shall serve two years. Local library representatives shall serve staggered two-year terms. One representative’s position from each library category must come up for election each year.

**E. Method of Election**

The officers and local library representatives who serve on the Board shall be elected to their positions by the Voting Representatives of M.A.I.N., Inc. at the annual General Membership Meeting.



**F. Vacancies**

A vacancy occurring in the position of library representative shall be filled by a majority vote of the remaining Board members from among eligible candidates as recommended by the Executive Board (defined in Section VIII A). Vacancies filled in this manner will be so filled for the remainder of the unexpired term. A vacancy in the position of any officer shall be filled at the next regularly scheduled M.A.I.N., Inc. General Membership Meeting following the vacancy. If any office except President becomes vacant, the President shall instruct the Nominating Committee to conduct a special election. In the event of a vacancy in the position of President which consequently results in a vacancy the next year in the position of Past-President, the most immediate Past President will be asked to serve on the Board as Past-President.

**G. Resignation and Removal**

The Board may vote to remove any Board member for cause, which shall include, but not be limited to, failure of a Board member to attend three Board meetings (2, if consecutive) in a given year. A two-thirds vote of the Board shall be required for such removal.

**H. Definition of Library Sizes**

Libraries shall be defined as small, medium or large based upon the population served by that library. For the purposes of defining size, "library" means an entire library system, including branches. Public libraries shall be ranked by size based on population figures in the prior decennial United States census. Other libraries shall be ranked by criteria deemed acceptable by the Executive Board.

**VI. Officers**

**A. President**

The President shall preside at all meetings of the membership and of the Board. The President will ensure that all members receive an agenda of all Board meetings and General Membership Meetings. The President is authorized to sign all contracts that the Board has approved. Special meetings of the Board may be called by the President. The President who fails or is unable to perform the duties of the office may be removed from office by three-fourths vote of the remaining Board members.

**B. Vice President/President-Elect**

The Vice-President/President-Elect shall preside at meetings in the absence of the President and shall assume the office of President at the end of the President's term or in the event of the President's resignation or removal. The Vice President shall assume the duties of the President if the President is temporarily unavailable. The Vice President shall chair the Member Relations Committee. The Vice President who fails or is unable to perform the duties of the office may be removed from office by a vote of seven of the remaining 10 Board members.



**C. Immediate Past President**

The Immediate Past President acts as counsel for the President and Executive Board and shall chair the Policy Committee.

**D. Secretary**

The Secretary shall keep minutes of the General Membership Meetings and of the Board meetings and shall handle all correspondence and other secretarial duties. The Secretary who fails or is unable to perform the duties of the office may be removed from office by three-fourths vote of the remaining Board members.

**E. Treasurer**

The Treasurer shall be responsible for keeping account of M.A.I.N., Inc.'s funds. The Treasurer will review and recommend for Board approval the expenditure of all funds as appropriated by the budget. The Treasurer will serve as chief financial officer and will review the preparation for the audit, and present a written financial statement to the Board and to the General Membership at their respective meetings. The Treasurer, in addition to the President, is authorized to sign all contracts and to receive funds that the Board has approved. The Treasurer who fails or is unable to perform the duties of the office may be removed from office by three-fourth vote of the remaining Board members.

**F. Library Representative**

Library Representatives shall act as the voice of their fellow sized libraries (see Definition of Library Sizes section). Each of the three sizes of libraries should meet at least once per year. A Library Representative who fails or is unable to perform the duties of the office may be removed from office by three-fourth vote of the remaining Board members.

## **VII. Meetings**

**A. Schedule**

Meetings of the Board shall be held once each month as scheduled unless rescheduled by the Board due to conflict.

**B. Quorum**

A simple majority of members of the Board shall constitute a quorum.

**C. Membership Meetings**

Meetings of the entire membership shall be held at least twice a year; the Board may schedule additional membership meetings as necessary. The last regularly scheduled meeting of the calendar year will be considered to be the annual meeting for purposes of elections.

**D. Membership Meeting Voting**

A two-thirds (2/3rds) majority of Voting Members shall constitute a quorum.



## VIII. Committees

### A. The Executive Board

The Executive Board shall have five (5) members, namely, the President, Vice President/President-Elect, Immediate Past President, Secretary, and Treasurer. The Executive Board shall have general supervision of the affairs of M.A.I.N., Inc. between regularly scheduled meetings, make recommendations to the Board, and perform such duties as specified by the membership.

### B. Standing Committees

Standing committees include a Finance Committee, Member Relations Committee, Nominations Committee, and Policy Committee. Members of standing committees must be Voting Members. These committees will meet on an as-needed basis and make recommendations to the Board of Directors.

**1. The Finance Committee** is composed of three people. The Treasurer shall act as the committee's chair. The other two members of the committee will be drawn from the membership of the Board of Directors who hold no Board Office and are the Voting Member of the remaining two library sizes not already represented by the Treasurer. The Finance Committee recommends the annual operating budget to the Board of Trustees.

**2. The Member Relations Committee** is composed of five people. The Vice President shall act as the committee's chair. The remaining four members will be appointed by the President, but at least two of the other four members must not be current members of the Board of Directors. The Member Relations Committee assists in the onboarding process for prospective new members of M.A.I.N., Inc. and in developing training and mentorship opportunities for library directors and board of trustee members.

**3. The Nominations Committee** shall be chaired by the Immediate Past President. The Nominations Committee recruits Voting Members to serve on the Board of Trustees and standing committees, at the behest of the President.

**4. The Policy Committee** is composed of five people. The Immediate Past President shall act as the committee's chair. The remaining four members will be appointed by the President, but at least two of the other four members must not be current members of the Board of Directors. The Policy Committee reviews current and proposed policies and makes recommendations to the Board of Directors 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 President; these committees will also meet on an as-needed basis. Any staff member of any M.A.I.N., Inc. library may participate in these committees regardless of whether or not he or she is that library's Voting Representative.



## IX. Funding and Finances

### A. Fiscal Year

The M.A.I.N., Inc. fiscal year will be January 1 - December 31.

### B. Budget

M.A.I.N., Inc. shall annually establish a budget for all funds required to be raised by it for the next fiscal year. A copy of such budget will be sent to the Members thirty days prior to the Fall General Membership Meeting. It will be presented to the Voting Representatives for approval at that meeting.

### C. The Annual Assessments

Annual Assessments necessary to fund this budget will be based on a formula. These annual assessments may include, but are not necessarily limited to, Operating Costs, Capital Costs, Telecommunication Costs, External Databases, and charge-backs.

### D. Emergency Assessments

In extraordinary cases the Treasurer can submit emergency assessment supplements to the budget for the current fiscal year to the Board for approval and then to the membership for approval.

### E. Initial Costs

New Members shall be responsible for the initial costs of joining M.A.I.N., Inc., including but not limited to such costs as are associated with (1) acquiring, installing and maintaining local data communications equipment; (2) preparing the local database for merging into the ILS System; (3) merging the records; (4) bar-coding local materials. All data communications hardware and software must be approved by M.A.I.N., Inc.

### F. Invoices

On or before January 1 of each year, M.A.I.N., Inc. shall invoice the Members all amounts due to M.A.I.N., Inc. The total amount is due in full no later than March 31<sup>st</sup> of that same year unless a Member requests a payment plan. Requests must be sent in writing to the M.A.I.N., Inc. Treasurer by January 31<sup>st</sup> of the same year. The terms of such a payment plan must be split into four or fewer payments that will at minimum adhere to the following schedule:

- March 31<sup>st</sup> 25% minimum
- June 30<sup>th</sup> 50% minimum
- September 15<sup>th</sup> 75% minimum
- November 30<sup>th</sup> 100% of balance paid

### G. Default by Member

#### 1. 30 Days

In the event the Member shall fail or refuse for a period of thirty days after notice of default by M.A.I.N., Inc. to pay any amounts due to M.A.I.N., Inc. then that Member will be considered to be in default and the defaulting Member's entire unpaid balance of any monies due M.A.I.N., Inc. shall be due and payable to M.A.I.N., Inc. in full.



## **2. Withdrawal and Disconnection**

The defaulting Member shall be deemed to have withdrawn from this Agreement and from M.A.I.N., Inc. and shall be disconnected from the System at the defaulting Member's own expense and shall have no further rights hereunder, but shall remain liable for all payments required by the annual assessment. In addition, the defaulting Member shall reimburse M.A.I.N., Inc. for any and all costs associated with the removal of the defaulting Member from M.A.I.N., Inc.

### **H. Audit**

An annual review of the M.A.I.N., Inc. books shall be done by a certified public accountant and presented to the Board.

## **X. Rights of Members**

### **A. Voting Rights**

The Director or acting/interim Director of each M.A.I.N., Inc. member library will be the Voting Representative at Membership Meetings.

### **B. Limits**

The privilege of voting shall be limited to Voting Representatives. Every Voting Representative entitled to vote at a meeting of members or to express content without a meeting may authorize another M.A.I.N., Inc. Voting Representative to act for the Voting Representative by proxy. No Voting Representative shall vote as a proxy for more than two other Voting Representatives on any one matter voted upon by M.A.I.N., Inc. The Secretary of the M.A.I.N., Inc. Board must be notified in advance of the meeting about the designated proxy votes.

### **C. Proprietary Rights**

#### **1. Services and Components**

The Member shall have no right, title, or interest in services or components of the ILS that have been purchased or leased and paid for by M.A.I.N., Inc. through the Annual Assessment.

#### **2. Files**

M.A.I.N., Inc. shall retain full ownership rights to and interest in all files created or purchased by M.A.I.N., Inc.

#### **3. Duplication of Data**

The Member retains the right to duplicate its own machine-readable records, for which costs may be recovered by M.A.I.N., Inc. In no event shall the Member have the right to remove other M.A.I.N., Inc. libraries' data without written permission.

#### **4. Equipment**

The Member shall retain full ownership rights to and interest in the Member's equipment purchased by the Member for use with the M.A.I.N., Inc. ILS System.





## **XI. Shared Services Agreements**

Member libraries may enter into shared services agreements related to library services by obtaining the prior approval of the M.A.I.N., Inc. Board of Directors and Membership. A copy of the proposed agreement must be provided to the M.A.I.N., Inc. Board of Directors for review to determine if the agreement meets the requirements for such agreements set forth in these bylaws. The Board of Directors shall convene within 30 calendar days after the receipt of the submitted materials, and shall render a written decision, which shall be submitted to Membership for approval at a Membership meeting to be held within 60 days following the M.A.I.N., Inc. Board meeting. Written notification of such an approval must be received by the member library from the Board of Directors prior to such an agreement taking effect. The President of the Board shall forward a copy of the decision to the Member board of trustees. Agreements may be established under the following guidelines:

### **A. Reciprocal Borrowing**

Member libraries may seek to enter into a reciprocal borrowing agreement with another library that is not a member library. Such an agreement shall not include use of M.A.I.N., Inc. services, such as but not limited to reciprocal borrowing with other member libraries and use of the patron online request system. The member library must abide by any special or unique procedures put in place by the M.A.I.N., Inc. Board of Directors in order to facilitate the agreement.

### **B. Joint Library**

M.A.I.N., Inc. encourages the establishment of a Joint Library pursuant to NJ State Law [N.J.S.A.40:54-29.3-40:54-29.8]. In the event that such an arrangement is made, the member library would be responsible for the M.A.I.N., Inc. assessment based on the number of communities making up the joint library. A joint library meeting all of the M.A.I.N., Inc. obligations would entitle its cardholders to full membership in M.A.I.N., Inc.

### **C. Other Agreements**

Any contractual arrangement, other than reciprocal borrowing or a joint library, established between a M.A.I.N., Inc. member library and a municipality that does not have a library within its geographic corporate limits or has a library within its geographic corporate limits but which library does not receive the minimum funding required by N.J.S.A. 40:54-8, must include payment by the non-member municipality to the contracting member library that is equal to or greater than the funding required by NJSA 40:54-8 and must be approved by M.A.I.N., Inc. Board of Directors and the M.A.I.N., Inc. Membership as described above. A contractual agreement pursuant to this section shall be for no more than three (3) years and any library cards issued to residents of the non-member municipality will have an expiration date that is co-terminus with the expiration date of the contract.

A member library may not unilaterally issue or sell library cards for services that are not in accordance with M.A.I.N., Inc. policies and these bylaws.



## **XII. Violations of By-Laws**

Member libraries found by the Executive Board to be in violation of the M.A.I.N., Inc. by-laws will be subject to limitation of services. The library may petition the M.A.I.N., Inc. Executive Board for reinstatement of privileges upon correction of the violation.

## **XIII. Withdrawing of Membership**

### **A. Notice of Intent to Withdraw**

Subject to the appropriation of sufficient funds in the new fiscal year, a member wishing to withdraw from M.A.I.N., Inc. must so inform the President of M.A.I.N., Inc., in writing, no later than July 1, with termination of membership effective on January 1 of the new calendar year. Effective January 1 of the new calendar year all network services will be terminated. All funds already paid to M.A.I.N., Inc. will remain with M.A.I.N., Inc.

### **B. Rights Upon Withdrawal**

Upon withdrawal, the Withdrawing Member shall have no rights as a member of M.A.I.N., Inc. nor shall it receive any benefits.

### **C. Reimbursements**

The Withdrawing Member shall reimburse M.A.I.N., Inc. for all costs and expenses in disconnecting it from the ILS.

### **D. Readmission**

Applications for readmission cannot be made for five years and will be governed by then prevailing rates and policies.

## **XIV. Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order shall govern the group in all cases in which they are applicable, and in which they are not inconsistent with these by-laws and any special rules of order which the membership may adopt.



## **XV. Amendment of By-laws**

The by-laws may be amended at a meeting of the general membership by a two-thirds vote of those Voting Members present. The amendment must be sent to the membership in writing at least 30 days prior to the meeting.

Revised December 14, 1994

Revised October, 1995

Revised April, 1996

Revised December 1996

Revised December, 1997

Revised December, 2000

Revised December, 2002

Revised June, 2004

Revised March, 2005

Revised December, 2006

Revised September, 2009

Revised April, 2012

Revised October, 2013

Revised April, 2014

Revised August, 2014

Revised June, 2016

Revised June, 2017

Revised June, 2018

Revised January, 2019



M.A.I.N., Inc. Agreement  
Attachment A  
Grandfathered Libraries  
As of December 11, 2008

The following association libraries are grandfathered under the current M.A.I.N., Inc. Agreement as long as they continue to meet minimum requirements set forth by the State in order to receive State Aid.

Hanover Twp. (Whippanong)  
Harding Twp.  
Mendham Boro  
Mendham Twp.  
Morris Plains  
Mountain Lakes