



# Catholic Research Resources Alliance

## CODE OF BYLAWS OF CATHOLIC RESEARCH RESOURCES ALLIANCE, INC. December 23, 2016

### **Article 1. Name and Purpose.**

#### **Section 1.1. Name.**

The name of this organization shall be the Catholic Research Resources Alliance, Inc. (hereinafter referred to as CRRA).

#### **Section 1.2. Seal.**

The CRRA shall have no seal.

#### **Section 1.3. Purpose.**

The purpose of the CRRA shall be to:

- Provide enduring global access to all Catholic research resources;
- Facilitate the sharing of scholarship which studies, develops and presents the Catholic intellectual tradition as broadly considered in many fields of study;
- Make accessible to a global community information concerning Catholic research resources whether in print, digital, or other formats;
- Cooperate with charitable, educational, theological and other library organizations, institutions, agencies, or consortia, whether public or private, in developing and providing library and information services for the good of the global community interested in the Catholic tradition and experiences.

#### **Section 1.4. Fiscal Year.**

The fiscal year of the CRRA shall begin on the first day of July in each year and end on the last day of June in the following year.

### **Article 2. Membership.**

### **Section 2.1. Members.**

Membership in the CRRA shall be limited to institutions who have paid the annual membership dues established by the Board of Directors, or committed to do so within a time period acceptable to the Board. Full membership shall include participation in the governance of the organization and the right to vote on membership decisions.

### **Section 2.2. Other participants or partners.**

The Board may establish other categories of participants or partners from time to time for individuals, institutions and others for such purposes as the Board shall establish, and at such fees as the Board shall establish. Such participants or partners shall have no voting rights.

### **Section 2.3. Voting Privileges.**

Voting and non-voting members have rights and privileges as determined by the Board of Directors except as otherwise provided in these Bylaws.

Each voting member shall appoint one voting representative who shall have one vote. The manner of voting on any matter, including changes in the bylaws, may be by voice vote, show of hands, or by ballot, as determined by the Members present, or by mail or electronic mail if determined by the Board of Directors and a ballot is sent with notice of the question to be voted upon. A majority of Members voting shall decide questions brought before the Members unless otherwise required by these Bylaws. The name and address of the voting representative shall be submitted in writing by the voting member to the Executive Director of the CRRA. The voting representative may be changed provided that such change or substitution shall be submitted by the member to the Executive Director of CRRA prior to voting.

Voting by Proxy. Any absent Member eligible to vote at any meeting of the Members may be represented as present and may vote at such meeting by a proxy authorized in writing by the Voting Representative. Such written authorization must specify the matter with respect to which the proxy is granted and the person entitled to vote, must be signed and dated by the Voting Representative granting the proxy, and must be filed with the Executive Director. The person voting as a proxy shall only be another Voting Representative. A proxy shall be revocable at will but the revocation shall not be effective until notice of the revocation has been given to the Executive Director.

### **Section 2.4. Dues and Fees.**

Dues and fees shall be determined by the Board of Directors. Dues are defined as the standard assessment paid by members to support central services, and fees are defined as the charges paid for special services or projects that may arise from time to time. The Board will seek member guidance whenever the proposed change in dues or fees is greater than 10%.

The method of collection of dues and fees on which they are payable shall be determined by the Board of Directors and made known to the members.

### **Section 2.5. Annual Meeting.**

The annual meeting of the Members shall be held at a time and place or via electronic means as determined by the Board of Directors with notice provided thirty days in advance to the Members.

### **Section 2.6. Special Meetings of Members.**

Special meetings of the Membership may be called in three ways: by the Chair of the Board; by at least five members of the board; or at the written request of 10% of the Members. At least five days' written notice stating the time, place or electronic means, and purpose of any special meeting shall be given to the Members entitled to participate.

### **Section 2.7. Electronic Attendance.**

Any member may attend a meeting of Members by any means of communication equipment which allows synchronous communication by all participants.

### **Section 2.8. Quorum.**

The quorum for any meeting of the voting Members shall be 25% of the Members, present in person or by proxy.

### **Section 2.9. Removal of Members.**

Any member may be expelled from Membership with or without the assignment of any cause, upon a majority vote of all the Board of Directors at a duly convened meeting of the Board of Directors, provided that written notice of the intention to expel and reasons therefore have been provided in the notice of the meeting. No Member shall be expelled without having the opportunity to be heard at such meeting but no formal hearing procedure need be followed.

### **Section 2.10. Resignation of Members.**

Members may resign by signifying their intention in writing to the executive director, with resignation to take effect from the time of its receipt subject to a lead time of six months, or alternatively, unless the written notice establishes a date after the required lead time. Acceptance of the resignation by the Board is not required to make the resignation effective. Exceptions to the required lead time may be considered by the Board of Directors in which cases the resignation is not effective until acted upon by the Board of Directors.

## **Article 3. Board of Directors**

### **Section 3.1. Powers.**

The business and affairs of the CRRA shall be managed by the Board of Directors, except as otherwise required by these Bylaws or a resolution duly adopted by the Board. The powers shall include, but not be limited to, the following: ensuring the mission and tax-exempt purpose of CRRA are maintained; selecting, appointing, and establishing compensation for, as well as dismissing, the Executive Director; authorizing the Executive Director to negotiate agreements and contracts with various groups and outside agencies as may be necessary for the conduct of business, subject to policies and guidelines promulgated by the Board; approving strategic objectives, governance policies, and annual budgets; and recommending guidelines for operation.

### **Section 3.2. Composition (Number and qualifications).**

The Board of Directors shall be composed of ten voting representatives who are sitting library directors/deans at the Member organizations. The Board of Directors may further appoint up to three additional Directors who are not themselves voting representatives of Members or necessarily from Member organizations. The Board shall consist of not fewer than ten or more than thirteen persons as determined from time to time by the Board of Directors. The Executive Director shall not be a member of the Board of Directors.

### **Section 3.3. Terms and Election.**

The Board of Directors is elected by the Full Membership in a method determined by the Board of Directors. Terms begin and end, as applicable, at the beginning of each fiscal year. Terms shall be three years. Board members may serve only two consecutive terms, with partial terms of two years or less not considered a term in regard to the two term limits. Officers may serve additional years to complete their terms of office. Directors, except those appointed by the Board, shall be elected annually by ballot of the Members. Directors appointed by the Board shall be appointed annually by vote of the Board. As nearly as possible, an equal number of terms shall expire each year.

### **Section 3.4. Removals, Resignations and filling of Vacancies.**

Any Director may be removed from office, with or without the assignment of any cause, by a vote of a majority of Directors in office, or of Members present, at a duly convened meeting of the Board or Members, as the case may be, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

Any Director or officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Corporation, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation by the Board shall not be required to make it effective.

If a vacancy exists among the positions available for Directors, by virtue of a desire to fill unfilled positions, or by reason of death, resignation, disqualification or otherwise, the

Directors in office may choose a person or persons who may serve as a Director for the remainder of the applicable term.

### **Section 3.5. Delegation of powers.**

The Board of Directors may delegate any of its powers to one or more officers, committees, or members of the CRRA, subject to such limitations as the Board may impose or otherwise restricted by the Bylaws.

The Board of Directors may authorize any officer or agents, in the name of and on behalf of CRRA, to enter into or execute and deliver any and all contracts, and other obligations or instruments. Such authority may be general or confined to specific instances.

### **Section 3.6. Nomination of the Board of Directors.**

The Board shall serve as a nominating committee for the directors to be elected by the membership, or establish a committee for that purpose.

### **Section 3.7. Meetings of the Board of Directors.**

Regular meetings of the Board of Directors shall be held at least once each year at such time and place or via electronic means as may be determined by the Board with notice provided thirty days in advance to Directors.

Special meetings of the Board of Directors may be called by the Chair at any time, or at the request of three or more members of the Board. At least five days notice stating time and place or electronic means and purpose of the meeting shall be given to the Directors.

### **Section 3.8. Electronic attendance.**

Any Director may attend a meeting of the Board by any means of communication equipment which allows synchronous communication by all participants.

### **Section 3.9. Action without a Meeting.**

Any action which may be taken at any meeting of the Board of Directors may be taken without a meeting, provided that all members of the Board shall submit their vote in writing, or electronically, and that the record of such action and the result of such vote shall be filed with the minutes of the meetings of the Board. Such written or electronic vote shall be treated for all purposes as a vote at a meeting.

### **Section 3.10. Vote.**

Every Director shall be entitled to one vote.

### **Section 3.11. Quorum.**

CRRA Code of Bylaws  
Adopted: August 29, 2014; Revised 12/23/16

A simple majority of the Board of Directors shall constitute a quorum at any meeting of the Board.

## **Article 4. Officers of the CRRA.**

### **Section 4.1. Officers.**

The officers of the corporation shall consist of a Chair, Vice Chair/Chair-Elect, Past Chair, Secretary and Treasurer. The Vice Chair/Chair-Elect shall be chosen from the Board of Directors by a majority vote of the Board of Directors. By a majority vote the Board of Directors will choose the Secretary and Treasurer. By a majority vote the Board of Directors will choose the Secretary and Treasurer annually to serve a one-year term with successive and/or consecutive terms allowed. The Directors and the Executive Director are eligible to serve. Directors chosen to serve as Officers would continue to serve as Directors.

### **Section 4.2. Other Officers.**

The Board of Directors may elect or appoint other officers, assistant officers and agents as it may deem necessary and prescribe their duties, not inconsistent with these Bylaws.

### **Section 4.3. Vacancies.**

Whenever any vacancy shall occur in any office by death, resignation, increase in the number of offices of the corporation, or otherwise, the same shall be filled by the Board of Directors, and the officer so elected shall hold office until his or her successor is chosen and qualified.

### **Section 4.4. Removal.**

All of the officers of the corporation, or any individual officer, may be removed from office without assigning any cause, by the vote of a majority of directors. In case all of the officers or any one or more of the officers are so removed, new officers shall be elected at the same meeting for the unexpired term of the officer or officers so removed, unless the officer removed is the Executive Director, in which case the successor can be elected later.

### **Section 4.5. Chair.**

The Chair, if present, shall preside at all meetings of the members and at all meetings of the Board of Directors, and failing the election of an Executive Director, he or she shall have active executive management of the operations of the corporation, subject, however, to the control of the Board of Directors. He or she shall, in general, perform all duties incident to the office of Chair and such other duties as, from time to time, may be assigned to him or her by the Board of Directors.

### **Section 4.6. The Vice Chair/Chair-Elect.**

The Vice Chair shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the Chair may from time to time delegate to him or her. In the case of the death of the Chair, or in the case of his or her absence or inability to act, the Vice Chair shall perform the duties of the Chair.

#### **Section 4.7. Past Chair.**

The Past Chair shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the Chair may from time to time delegate to him or her.

#### **Section 4.8. The Executive Director.**

The Executive Director shall have active executive management of the operations of the corporation, subject, however, to the control of the Board of Directors. The Executive Director may also serve as the Secretary and Treasurer of the CRRA.

#### **Section 4.9. The Secretary.**

The Secretary shall keep, or cause to be kept, the minutes of the meetings of the Members and of the Board of Directors; shall see that all notices are duly given in accordance with the provisions of these Bylaws and as required by law; shall be custodian of the records; and shall perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned by the Board of Directors or by the Chair.

#### **Section 4.10. The Treasurer.**

The Treasurer shall be the financial officer of the corporation; shall have charge and custody of, and be responsible for, all funds of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; shall receive, and give receipts for, moneys due and payable to the corporation from any source whatsoever; and, in general, shall perform all the duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him by the Board of Directors or by the Chair. The Treasurer shall render to the Chair and the Board of Directors an account of all his or her transactions as Treasurer and of the financial condition of the corporation, whenever the same shall be required. He or she shall, if required to do so by the Board of Directors, give the corporation a bond in such amount and with such surety or sureties as may be ordered by the Board of Directors, for the faithful performance of the duties of his or her office and for the restoration to the corporation, in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the corporation.

#### **Section 4.11. Delegation of Authority.**

In case of the absence of any officer of the corporation, or for any reason that the Board of Directors may deem sufficient, the Board may delegate powers or duties of such officer to

any other officer, director, or employee of the corporation, for the time being, provided a majority of the entire Board concurs therein.

## **Article 5. Committees**

### **Section 5.1. Committees.**

By resolution the Board may establish one or more committees whose duties, powers and authority, membership, and term shall be set forth in the resolution.

### **Section 5.2. Appointment to committees.**

Unless otherwise stated in the establishing resolution, the Board Chair shall appoint members of all committees. The Executive Director, or her/his delegate, shall be an *ex officio* member of all committees unless otherwise determined by the Board.

## **Article 6. Indemnification**

A director or officer of the Corporation shall be entitled to indemnification from the corporation to the extent permitted under §§ 181.0855, 181.0872, 181.0873 and any other applicable Section of Chapter 181, Wisconsin Statutes.

## **Article 7. Financial commitments**

The authority of the officers of the corporation to execute contracts, notes, drafts, checks, acceptances, orders for the payment of money and all negotiable instruments obligating the Corporation for the payment of money shall be established from time to time by resolution of the Board of Directors.

## **Article 8. Matters Reserved to Members**

### **Section 8.1. Sale, merge or dissolve organization.**

In addition to the right to elect Directors and the right to amendment set forth in Section 8.2, the following shall be reserved to the Members: the sale of all or substantially all the assets of the corporation; a decision to merge with another organization; and a decision to dissolve the CRRA.

### **Section 8.2. Amendments**

These Bylaws may be amended by a majority vote of the membership provided that the amendment has been submitted with thirty days notice in advance to the members, including a copy of the proposed amendment or a summary of the change to be effected thereby.