

THE LAW LIBRARY MICROFORM CONSORTIUM

Bylaws [28 September 2009]

ARTICLE I

Offices

The offices, including the registered office, of The Law Library Microform Consortium (the “Corporation”) shall be located at such place within the State of Hawaii as the Board of Directors may determine.

ARTICLE II

Members

Section 1. Members.

Membership in the Corporation is limited to members of record and such other additional libraries as the Board may from time to time determine to add with the approval of a majority of the members in good standing.

A member in good standing is a member that is current in its subscription payments to LLMC-Digital.

Section 2. Meetings.

A meeting of the members shall be held each year for the election of directors and the transaction of such other business as may properly come before the membership. All meetings of members shall be held at the offices of the Corporation or at such other place within or outside the State of Hawaii as shall be designated in the notice of such meeting.

Section 3. Notice of Meetings

Written notice of the meeting time and place shall be communicated by mail or email to members no fewer than 10 nor more than 60 days in advance of the meeting. This notice may be

delivered by telefacsimile, e-mail, regular mail or private carrier.

Section 4. Special Meetings.

A special meeting of the members may be called by the Executive Director, or the Chairperson of the Board of Directors, or two thirds of the Directors of the Corporation. A special meeting of the members may also be called upon the written request, presented to the Executive Director or Chairperson of the Board of Directors, of at least half of all the members in good standing.

Section 5. Quorum.

At any Meeting of members, at least 10% of the members in good standing shall be present to constitute a quorum for the transaction of business. Attendance and vote shall be by a duly authorized representative of the member Library in person. No proxies shall be permitted.

Section 6. Right to Vote.

Only members in good standing shall be entitled to vote at any meeting of members.

Section 7. Voting.

At each Meeting of the Members, each member in good standing shall have that number of votes assigned by the Board of Directors to its level of support of LLMC-Digital. All routine matters, including the annual elections of Directors, shall be decided by a majority of the votes cast by members present in person. Non-routine matters, such as revisions to the corporate charter or to these by-laws, and other significant questions that the Board may determine to be non-routine, shall be submitted for a mail ballot by the full membership.

ARTICLE III

Board of Directors

Section 1. Number and Powers.

The Board of Directors (hereinafter the Board) shall consist of eight elected directors and the Executive Director, serving ex officio. The Board shall be the governing body of the Corporation. All corporate powers, including conducting the business, and managing the affairs of the Corporation shall be exercised by or under the authority of the Board. To the extent permitted by law, the Board shall have the authority to delegate its authority in all matters except for hiring, removing or setting the terms of employment of the Executive Director, or making changes in the Bylaws.

Section 2. Term of Service, Nominations, Institutional Representation

A. The Directors shall be elected for a term of four years by a majority of the members attending the annual meeting of the members. The terms of the Directors shall be staggered so that in each year two terms will expire.

B. Potential Board members may be nominated by the Executive Director, members of the Board or any other member for service on the Board of Directors. Nominations shall be delivered to the Executive Director at least sixty days prior to the Annual Meeting and shall be published in the notice of the Annual Meeting.

C. At no time shall there be more than one Director from a member library. If more than one library affiliated with the same institution is a member, only one person from that institution may serve on the Board at a time.

D. Directors of the Corporation shall not receive any compensation for their services, but may be reimbursed for approved expenses reasonably incurred on behalf of the Corporation upon submission of appropriate vouchers.

Section 3. Organization

Each year, at its annual meeting, the Board shall elect one of its members to serve as Chairperson of the Board until the next annual meeting. The Chairperson will preside over Board meetings and undertake such other responsibilities as delegated by the Board. The Board may create other committees as it determines.

Section 4. Regular and Special Meetings, Notice

The Board of Directors shall meet annually at a time and place to be set by the Board. Meetings of the Board of Directors may be held within or outside the State of Hawaii. The Board may also meet and otherwise conduct its business by telephone or using other forms of electronic communication. Special meetings of the Board may be called by the Executive Director or the Chairperson of the Board at any time when requested by a majority of the directors upon at least six weeks written, oral or electronic notice of such meetings given to each director. If necessary the six week notice may be waived by a two thirds vote of the Board.

Section 5. Quorum.

At any Meeting of the Board of Directors, at least 50 per cent of voting members of the Board shall be necessary to constitute a quorum for the transaction of business.

Section 6. Voting.

The Executive Director shall have the right to vote on all matters coming before the Board except for matters directly related to his or her retention, compensation, or other terms of employment. The affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be sufficient to effect Board action except for the special matters where the Bylaws require a greater number.

Section 7. Vacancies.

In the event of a vacancy on the Board of Directors occurring between the annual meeting of the Members, the Chairperson of the Board, with the consent of a majority of the directors, shall be empowered to appoint an interim successor to serve out the remainder of that term subject to confirmation by a majority of the Members at the next annual meeting.

ARTICLE IV.

Committees

Section 1. Executive Committee.

The Corporation shall have an Executive Committee, which shall consist of the Executive Director, the Chairperson of the Board, and the heads of the Finance and Personnel Committees and other members of the Board as may be designated by the Board. The Executive Committee shall have and may exercise all the powers of the Board of Directors between Meetings of the Board of Directors, including (but not limited to) establishing policies and authorizing programs, accepting gifts, grants and bequests, and appointing its own committees. The Executive Committee shall not have the authority to establish and approve budgets, dues, assessments of other charges or fees, or to make changes in the Bylaws. The Chairperson of the Board shall act as Chairperson of the Executive Committee.

Section 2. Quorum and Action by Executive Committee.

A quorum shall consist of three members. The Executive Committee may conduct its business in person, by telephone, or using other forms of electronic communication. Any action taken must be approved by a majority of the Executive Committee.

Section 3. Other Committees.

The Board of Directors or the Executive Committee may designate other committees, consisting of one or more persons who need not be directors. Any such committees shall function in the manner and to the extent provided in the resolution establishing such committee, but all such committees shall act in an advisory capacity only and shall not have any authority to act for or bind the Corporation. Each committee shall keep regular minutes of its proceedings and report the same to the Board of Directors or the Executive Committee. Each member of a committee shall serve at the pleasure of the body by which he was appointed.

ARTICLE V.

Officers and Staff

Section 1. Designation.

The officers of the Corporation shall consist of an Executive Director and a Secretary. The Board of Directors may, from time to time, elect or appoint other officers with such duties and powers as the board shall determine. All officers shall serve at the pleasure of the Board of Directors. Any two or more offices may be held by the same person, except those of Executive Director and Secretary.

Section 2. Chairperson of the Board.

The Chairperson of the Board shall be designated in the manner provided in Section 3 of Article III of these Bylaws. He or she shall preside at meetings of the Board of Directors and of members and shall perform such additional duties as shall be specifically prescribed by the Board of Directors.

Section 3. Executive Director .

The Executive Director shall be the chief executive officer of the Corporation. In the absence of the Chairperson of the Board, the Executive Director shall preside at meetings of members and the Board of Directors. The Executive Director shall be charged with the administrative and executive management of the affairs of the Corporation and such other powers and the performance of such other duties as the Board of Directors may delegate, subject to review by the Board of Directors

Section 4. Secretary.

The Secretary shall be responsible for maintaining the minute book and records of the Corporation, and for giving notice of meetings of members and of the Board of Directors. He or she shall have such other duties as are ordinarily performed by the secretary of a Corporation and as shall be specifically prescribed by the Executive Director or by the Board of Directors.

Section 5. Term and Removal.

Unless otherwise determined by the Board of Directors, the officers of the Corporation shall be elected annually by the Board of Directors at its annual meeting. Each officer shall hold office until such officer's successor is elected and qualified or until such officer's earlier death, resignation, or removal. The Board of Directors may, at any time, with or without cause, remove an officer of the Corporation, declare his or her office to be vacant, and fill such vacancy.

Section 6. Resignations of Officers.

Any officer may resign at any time by sending a written resignation to the Executive Director or the Chairperson of the Board. Any such resignation shall be effective at the time specified therein, and, unless otherwise specified in such resignation, the acceptance of such

resignation shall not be necessary to make it effective.

Section 7. Vacancies.

A vacancy in any office arising from any cause shall be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for regular appointment to such office.

Section 8. Other Personnel

From time to time, the Executive Director may employ such other personnel as he or she shall determine according to available funds and the needs of the Corporation, and subject to approval by the Board of Directors or the Executive Committee.

Section 9. Compensation.

Compensation, including benefits, for all salaried employees of the Corporation (including officers) shall be fixed by the Board of Directors. Compensation and benefits for hourly employees shall be administered by the Executive Director under guidelines and pay schedules fixed by the board.

ARTICLE VI.

Fiscal Year

The Fiscal Year of the Corporation shall begin on May 1 and end April 30 of the next succeeding year.

ARTICLE VII.

Amendments

These Bylaws may be amended or repealed, and new Bylaws may be adopted by a two thirds vote of the members present at the regular annual meeting.

ARTICLE VIII.

General Provisions

Section 1. Checks, etc.

All checks or demands for money and notes or other instruments evidencing indebtedness or obligations of the Corporation shall be signed by such officer or officers or such other persons as the Board of Directors may from time to time designate.

Section 2. Seal.

The corporate seal shall have inscribed thereon the name of the name of the Corporation, the year of its organization and the words ACorporate Seal Hawaii.@ The seal may be used by causing it or a facsimile thereof to be impressed or otherwise reproduced.

Section 3. Financial Report.

At least once each year, the Corporation shall prepare (a) a balance sheet presenting the financial condition of the Corporation as of a date not more than four months prior thereto and (b) a statement of receipts and disbursements for the twelve months preceding such date. Such financial statements shall be audited by a Certified Public Accountant approved by the Board of Directors and shall be deposited at the Principal office of the Corporation and kept for at least ten years. Copies of such financial statements shall be delivered to each Director.

