

Ex Libris Users of North America (ELUNA)

The ELUNA Constitution and Bylaws

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Constitution

Article I: Name

The name of this organization shall be the Ex Libris Users of North America, hereinafter ELUNA.

Article II: Purposes

1. The purposes of the organization shall be to:
 - 1.1 Serve as an educational group for users of Ex Libris' products.
 - 1.2 Facilitate communication between product users and Ex Libris; especially, represent user needs to Ex Libris by:
 - 1.2.1 Providing feedback on general company directions.
 - 1.2.2 Assisting the company in identifying needed major enhancements to existing products and new products.
 - 1.2.3 Setting priorities for the company's product enhancements.
 - 1.2.4 Assisting the company in setting general priorities for meeting other user needs.
 - 1.2.5 Working with the company on the development of functional and technical specifications for both small and large-scale development; reviewing, testing, and providing feedback on development work.
 - 1.3 Facilitate communication among users of Ex Libris' products and provide educational opportunities for users of Ex Libris' products by:
 - 1.3.1 Organizing user conferences.

- 1.3.2 Maintaining e-mail discussion lists for the entire membership and appropriate subsets of the membership.
- 1.3.3 Maintaining a Web site for the organization.
- 1.3.4 Providing a means for sharing locally developed documentation and reports.
- 1.3.5 Providing forums for sharing best practices, e.g., workshops presented by users.
- 1.3.6 Facilitating formation of interest groups for users that share similar concerns.

Article III: Membership

- 1. Requirements for membership in ELUNA shall be specified in the ELUNA Bylaws.
- 2. Each institution that holds a membership in ELUNA shall appoint an official member representative who will cast the member's vote on matters affecting the organization as a whole. Other duties may be assigned to the official member representatives in the Bylaws.
 - 2.1 An official member representative may appoint an alternate for a specific purpose or period. A mail or e-mail message to the Secretary of the Steering Committee appointing the alternate and stating the reason for and duration of the appointment is required.

Article IV: Officers

- 1. The officers of ELUNA shall be all of the voting members of the Steering Committee.

Article V: Steering Committee

- 1. The Steering Committee ultimately shall be responsible for all ELUNA matters.
- 2. The membership of the Steering Committee shall be set forth in the Bylaws.
- 3. Officers of the Steering Committee shall include a Chair, a Vice Chair/Chair Elect or a Past Chair, and a Secretary, ~~and a Treasurer~~. Other offices may be set forth in the Bylaws.

4. The responsibilities of the Steering Committee shall include:
 - 4.1 Representing the organization's membership in meetings with Ex Libris management, particularly those that involve general communication with users, overall company direction, large-scale product enhancement, and integration of product functionality.
 - 4.2 Appointing committees and task forces needed to carry out the work of the organization; monitoring their work and making recommendations to Ex Libris based on their work.
 - 4.3 Nominating members of groups appointed by Ex Libris, e.g., focus groups, strategy groups.
 - 4.4 Doing overall planning for the annual meeting of the organization and coordinating work on the conference budget, local arrangements, and program planning with groups appointed to carry out these tasks.
 - 4.5 Managing all voting of the general membership of the organization.
 - 4.6 Managing the finances of the organization.
 - 4.7 Working with Product Working Groups, Special Interest Groups, and Regional User Groups.
 - 4.8 Communicating with official member representatives and members generally via e-mail discussion lists and a Web site maintained for that purpose.

Article VI: Meetings

1. Meetings of ELUNA shall be held at least once every calendar year.
2. Meetings of the Steering Committee generally shall be scheduled by its chair in consultation with other members of the committee. The vice chair or a simple majority of the Steering Committee also may schedule meetings.

Article VII: Relationship to International Organizations of Users of Ex Libris' Products

1. ELUNA shall maintain a presence within international organizations of users of Ex Libris' products by sending one or more official representatives to their meetings.

Article VIII: Amendments

1. Amendments to the Constitution and Bylaws shall be proposed in writing, and may be introduced by the Steering Committee or by any member of ELUNA.
2. Notice of proposed amendments shall be published in an officially designated place at least thirty (30) days before voting on the amendments occurs.
3. The Constitution may be amended in either of two ways:
 - 3.1 by a two-thirds majority vote of the official member representatives present and voting in open session at any annual meeting of ELUNA;
 - 3.2 by a two-thirds majority vote of the official member representatives who vote by mail or online on amendments presented to the membership by the Steering Committee.
4. The Bylaws may be amended in either of two ways:
 - 4.1 by a simple majority vote of the official member representatives present and voting at any annual meeting of ELUNA;
 - 4.2 by a simple majority vote of the official member representatives who vote by mail or online on amendments presented to the membership by the Steering Committee.

Article IX: Dissolution

1. ELUNA may be dissolved by a vote of two thirds of the member representatives.
2. Any property and other assets remaining at the time of dissolution shall be liquidated or sold at fair market value by the Steering Committee, and the property or proceeds shall be distributed to one or more educational, scientific or philanthropic organizations selected by the Steering Committee.

Bylaws

Article I: Membership

1. Any North American institution that is entitled to use one or more of Ex Libris' products under the terms of a contract is eligible for membership in ELUNA. Cases of dispute about eligibility shall be resolved by the Steering Committee.

- 1.1 “North America” is defined as Canada, the Caribbean islands, Central America, Mexico, and the United States.
- 1.2 “Institution” includes:
 - 1.2.1 Any individual library or other information center, or a group of libraries or other information centers that are separately administered:
 - 1.2.1.1 a single library or information center;
 - 1.2.1.2 a separately administered library or information center that is part of a larger institution, such as a law library or the library(ies) that are part of a single campus of a larger institution.
 - 1.2.2 A consortium office or server site.
2. To become a member, the institution must accept the Constitution and Bylaws of ELUNA in writing and pay its annual membership fee.
3. The Steering Committee may also consider and act upon requests for membership from sites outside North America.
4. A list of members and official member representatives will be published on the ELUNA web site.

Article II: Voting

1. Each membership carries with it one vote on matters affecting the organization as a whole. These matters are the election of ELUNA Steering Committee members, changes in the ELUNA Constitution and Bylaws, dissolution, and any other matters that the Steering Committee submits to all members for voting.
2. Each membership carries with it one vote on enhancements for each product that the member institution is entitled to use under the terms of a contract with Ex Libris.
3. All votes on matters affecting the organization as a whole or on enhancements shall be cast by the official member representative for each member institution, or by his/her designated alternate.

Article III: Benefits of Membership for Staff at Member Institutions

1. Staff at member institutions are entitled to:

- 1.1 Participate in all activities of ELUNA.
 - 1.2 Serve as members of committees and groups within the organization, e.g., ELUNA's Steering Committee, Product Working Group Leaders, Special Interest Group officers, program planning committees, and task forces.
 - 1.3 Be nominated for service on groups appointed by Ex Libris, e.g., focus groups, groups providing advice on strategic planning, and groups developing product specifications.
 - 1.4 Pay a lower member rate for conference registration.
2. Staff at institutions that are members of a consortium that has purchased a membership are entitled to the same benefits as staff at an individual institution that has purchased a membership.

Article IV: Dues

1. Annual dues for membership shall be set by the Steering Committee. In setting dues, the Steering Committee will consider both the amount needed to carry out ELUNA's activities and the need to keep dues affordable.
2. The membership year shall be January 1 through December 31.
3. Invoices for dues for the following year shall be sent to official member representatives by the Treasurer no later than November 1. Payment shall be due by December 31.
4. Dues shall not be prorated for institutions that join ELUNA during the calendar year.
5. A member whose dues remain unpaid three (3) months after the expiration date of its membership term shall be removed from the membership rolls.
6. Lapsed membership shall be reinstated upon full payment of dues for the current year.

Article V: Other Participants in ELUNA

1. Observers: Staff from institutions currently negotiating contracts with Ex Libris, users of Ex Libris' products outside North America, Ex Libris employees, and employees of Ex Libris' distributors may attend ELUNA meetings and participate in other ELUNA activities as non-voting Observers.

2. Guests: Others may be invited to participate in ELUNA meetings or activities at the discretion of the Steering Committee.

Article VI: Steering Committee Nomination and Election; Removal and Replacement of Steering Committee Members

1. Nomination

- 1.1 At the time of his/her nomination, each nominee for the Steering Committee shall be a staff member at an institution holding an ELUNA membership in good standing.
- 1.2 The Steering Committee shall issue a call for nominations for candidates at least ninety (90) days before the ELUNA annual meeting.
- 1.3 Nominations shall be made in writing to the Steering Committee at least sixty (60) days before the ELUNA annual meeting.
- 1.4 The nomination must be accompanied by the candidate's written statement of consent to the nomination and shall include a brief biographical sketch outlining the nominee's interest in and qualifications for service.
- 1.5 The Steering Committee shall validate the credentials of the nominees and submit information about the nominees to the membership in writing via email no later than thirty-five (35) days before the annual meeting.

2. Election

- 2.1 Election of the Steering Committee shall be by electronic ballot. Voting shall begin no less than thirty (30) days before the annual meeting and shall conclude no less than five (5) days before the annual meeting.
- 2.2 Results of the election shall be announced at the annual meeting.

3. Assumption of Office

Newly elected members of the Steering Committee shall assume office at the close of the annual meeting following their election.

4. Removal of a Steering Committee Member

A Steering Committee member, including ex-officio members, may be removed from office by a vote of three quarters of the Steering Committee in case of an illegal action, an action that significantly damages the organization, incompetence, or a failure to participate in the activities of the Steering

Committee for a period of longer than three months without a satisfactory explanation.

5. Replacement of a Steering Committee Member

5.1 Unless there are ninety (90) or fewer days remaining in a Steering Committee member's term, the Steering Committee shall appoint a successor to fill the balance of the member's term when:

5.1.1 A Steering Committee member dies, becomes disabled, resigns, is terminated by his/her employer, or moves to a new position in an institution that is not an ELUNA member.

5.1.2 A Steering Committee member is removed from office.

5.1.3 A Steering Committee's member institution terminates all contracts with Ex Libris and thus is no longer eligible for membership in ELUNA.

5.2 The Steering Committee shall appoint a replacement member within sixty (60) days.

Article VII: Composition of the Steering Committee, Terms and Duties of Office

1. Steering Committee members shall include:

1.1 Nine members elected at large by the member institutions' official representatives.

1.2 The Treasurer shall be a permanent ex-officio member and will participate in all Steering Committee activities but will not have voting rights within the Steering Committee.

1.23 Any additional ex-officio members that the Steering Committee may appoint for a specified period and purpose.

2. The elected Steering Committee members shall serve for three (3)-year, staggered terms.

3. No member institution shall have more than one representative on the Steering Committee at any one time

4. Steering Committee members are expected to represent all North American users of all of Ex Libris' products, regardless of which product(s) their home institutions use.

5. The members of the Steering Committee shall select the following officers. Each officer must be elected to the Steering Committee for the year in which s/he serves as an officer with the exception that the Vice Chair/Chair Elect's term will automatically be extended to include the years required to serve as Chair and Past Chair.
 - 5.1 Chair, who will serve a two-year term. Note that selection of the chair will be required only in the event that the Vice Chair/Chair Elect is unable to serve.
 - 5.2 Vice Chair/Chair-Elect, only present on alternating years and becomes the chair in the following year.
 - 5.3 Past Chair, this position will only be present after the end of the Chair's term.
 - 5.4 Secretary.
 - 5.5 Treasurer (ex-officio)
 - 5.6 Representative to international user groups for Ex Libris' products.
 - 5.7 Other officers that the Steering Committee deems necessary.
6. The term of office for each of the elected officers/representatives on the Steering Committee shall be one (1)-year, with the exception of the Chair who serves for two (2) years.
7. The Steering Committee Chair shall function as the chief executive officer of ELUNA, and shall serve as spokesperson for the organization. However, s/he is expected to consult with the full Steering Committee on significant matters.
8. Subject to the approval of a simple majority of the voting members of the Steering Committee, the Chair shall appoint all committees and task forces as needed, and shall make recommendations for members of groups appointed by Ex Libris.
9. The Steering Committee shall maintain minutes of its meetings and shall report on its activities at the annual meeting. Minutes and reports will be posted on a secure portion of the ELUNA web site.
10. The Treasurer shall directly or with the aid of a contracted service:
 - 10.1 Maintain a record of all of memberships in ELUNA.
 - 10.2 Maintain a record of all financial transactions of the organization.

- 10.3 Present a report of income and expenditures to the membership annually.
 - 10.4 File ELUNA's tax returns.
 - 10.5 Prepare an annual budget for the Steering Committee at the start of each membership year.
 - 10.6 Prepare a three year projection of income and expenditures for the Steering Committee at the start of each membership year.
 - 10.7 Perform other financial tasks as directed by the Steering Committee.
11. The Steering Committee shall publish a list of its current members and its officers on the ELUNA web site.

Article VIII: Product Working Groups

1. Users of each of Ex Libris' products may form a group with a product focus within ELUNA. Users of multiple products may choose to form a single Product Working Group.
2. The Product Working Groups are responsible to the Steering Committee, and are subject to the ELUNA Constitution and Bylaws.
3. Key tasks assigned to the Product Working Groups by the Steering Committee are:
 - 3.1.1 Communicating with the relevant Ex Libris Product Managers.
 - 3.1.2 Planning sessions for the annual meeting that will be of interest to its users, and coordinating that work with the overall meeting planning group.
 - 3.1.3 Managing the enhancement processes for its product(s), in keeping with the ELUNA Constitution and Bylaws and any guidelines for enhancement processes promulgated by the Steering Committee, and working closely with the Ex Libris Product Managers.
 - 3.1.4 Communicating regularly (at least quarterly) with the Steering Committee about the Group's activities. To facilitate communication, the Steering Committee will appoint a liaison to each Product Working Group.
4. Each Product Working Group shall develop Guidelines for Operation, and shall submit the Guidelines and any revisions to the Guidelines to the Steering Committee for review and approval. Guidelines shall be published on the ELUNA web site.

5. Product Working Group Leaders

5.1 Required and Optional Leadership Positions

- 5.1.1 Each Product Working Group must have a chair, an annual conference program coordinator, and an enhancements coordinator.
- 5.1.2 Each Product Working Group may designate other leaders to serve in additional roles as desired.

5.2 Eligibility for Service as a Product Working Group Leader

- 5.2.1 A Product Working Group Leader must be a staff member at a member institution licensed to use one of the products for which the Product Working Group was formed.
- 5.2.2 A member of the ELUNA Steering Committee may not serve as a Product Working Group Leader.
- 5.2.3 Current Product Working Group Leaders are responsible for verifying the eligibility of any candidate before voting begins or a Product Working Group Leader is chosen by another method.

5.3 Choosing Product Working Group Leaders

Product Working Group Leaders may be chosen by any of these methods:

- 5.3.1 Election at the annual meeting. Staff from member institutions that are entitled under the terms of a contract to use one of the products for which the Product Working Group was formed who are present at the meeting would be eligible to vote.
- 5.3.2 Electronic ballot before or after the annual meeting, with member representatives from each institution that licenses one of the products for which the Product Working Group was formed eligible to vote.
- 5.3.3 Informal selection carried out by current Product Working Group Leaders or a nominating committee.

5.4 Removal of Product Working Group Leaders

A Product Working Group Leader member may be removed from office by a vote of two thirds of the Leaders of the Product Working Group and with the approval of the Steering Committee in case of an illegal action, an

action that significantly damages the organization, incompetence, or a failure to participate in the activities of the Product Working Group for a period of longer than three months without a satisfactory explanation.

5.5 Replacement of Product Working Group Leaders

Unless there are sixty (60) or fewer days remaining in a Product Working Group leader's term, the Product Working Group Leaders shall appoint a successor to fill the balance of a leader's term when:

5.5.1 A Product Working Group Leader dies, becomes disabled, resigns, is terminated by his/her employer, or moves to a new position in an institution that is not an ELUNA member.

5.5.2 A Product Working Group Leader is removed from office.

5.5.3 The Product Working Group Leader's member institution terminates all contracts with Ex Libris and thus is no longer eligible for membership in ELUNA.

5.5.4 The Steering Committee shall appoint a replacement member within thirty (30) days.

6. The ELUNA Steering Committee shall seek the advice of Product Working Group Leaders on issues of concern to particular Product Working Groups. Product Working Group Leaders are in turn expected to seek the advice of members of their groups.
7. Members of Product Working Groups are strongly encouraged to participate in all activities of ELUNA.
8. If the Product Working Group membership cannot form a leadership group, then the responsibilities for that Product will pass to the Steering Committee until such time that the group can be formed. The Steering Committee liaison will be the lead for all Product Working Group activities during this period.

Article IX: Special Interest Groups

1. Users with similar interests may choose to form special interest groups within ELUNA.
2. The Steering Committee shall appoint a liaison to the Special Interest Groups, who will coordinate communication between the Special Interest Groups and other bodies within ELUNA.

3. Special Interest Groups shall operate informally, i.e., without a constitution or bylaws.
4. Each Special Interest Group must select a chair. It may select other officers if desired. Each officer must be a staff member at a member institution licensed to use one of the products that the Special Interest Group has been formed to discuss.
5. Special Interest Groups that are directly related to a product shall work closely with the appropriate Product Working Group.
6. Special Interest Groups that span two or more products shall work closely with the ELUNA Steering Committee.
7. The chair of each Special Interest Group shall provide a report of the Group's activities to the Steering Committee annually or at the request of the Steering Committee.
8. Special Interest Groups may develop sessions of interest to their users at the ELUNA conference, coordinating their work with overall conference planning done by the ELUNA Steering Committee. However, the annual meeting planning committee is not obliged to provide accommodations for sessions that are likely to attract a very small audience.
9. The ELUNA Steering Committee shall seek the advice of the Special Interest Group chair on issues of concern to a particular Special Interest Group.
10. Members of Special Interest Groups are strongly encouraged to participate in all activities of ELUNA.

Article X: Regional User Groups.

Regional User Groups are a formal part of ELUNA but may organize themselves independently. However:

1. ELUNA will provide some funding to officially sanctioned Regional User Groups.
2. The ELUNA Steering Committee will appoint a liaison to the Regional User Groups who will provide assistance when groups are formed, and will provide information about seeking support from ELUNA and Ex Libris for Regional User Group meetings.
3. An officially sanctioned Regional User Group must provide the name of a contact person for the group and information about its meetings; be willing to invite representatives of the ELUNA Steering Committee to attend its meetings; post

meeting presentations on a web site hosted by ELUNA; and hold at least one meeting every two (2) years..

3. ELUNA encourages Regional User Groups to provide programming of interest to users of all relevant Ex Libris products used by institutions within its region.

Article XI: Committees, Task Forces, Focus Groups, Other Groups

1. All members of committees, task forces, focus groups, and other groups appointed by the Steering Committee, or nominated by the Steering Committee for service on a group formed by Ex Libris, shall be either staff members at institutions that are members in good standing of ELUNA or Observers.
2. Subject to the approval of a simple majority of the voting members of the Steering Committee, the Chair of the Steering Committee shall appoint members of committees, task forces, focus groups, and other groups, or will forward nominations for groups formed by Ex Libris to Ex Libris.
3. A member of a committee, task force, focus group, or other group shall serve until his/her successor takes office, or until the group is dissolved.
4. No person shall serve as chair of more than one (1) committee, task force, or other group within ELUNA at the same time.
5. Committees, task forces, focus groups, and other groups shall maintain records of their proceedings and shall report their activities to the Steering Committee at logical points in the progression of their work or upon request of the Steering Committee. Formal reports shall be published on the ELUNA web site.
6. Unless the work of a task force, focus group, or other group is nearly complete, the Steering Committee shall appoint a successor within sixty (60) days to fill the balance of the member's term or nominate a new member of a group appointed by Ex Libris whenever:
 - 6.1 A task force or group member dies, becomes disabled, resigns, is terminated by his/her employer, or moves to a new position in an institution that is not an ELUNA member.
 - 6.2 A task force or group member's institution terminates all contracts with Ex Libris and thus is no longer eligible for membership in ELUNA.

Article XII: ELUNA Representative to International User Groups for Ex Libris' Products

1. The representative to meetings of international user groups for Ex Libris' products elected by the Steering Committee shall serve as the official spokesperson for ELUNA at meetings of international user groups.

2. The representative shall report on the activities of ELUNA at meetings of international user groups.
3. The representative shall report the activities at meetings of international user groups to the Steering Committee.

Article XIII: E-Mail Lists, Web Sites

1. The Steering Committee shall designate member institution(s) or choose commercial service provider(s) to host e-mail lists for ELUNA.
 - 1.1 The Steering Committee shall appoint a list manager for each list.
 - 1.2 Lists may be established as needed and requested. Any user of any Ex Libris product may subscribe to a product list or a special interest group list. Eligibility for subscription to other lists will be determined by the Steering Committee. Eligibility for all lists shall be enforced by the list manager(s).
 - 1.3 No proprietary information shall be posted on open lists.
2. The ELUNA web site shall serve as the official repository of the organization's documents.
 - 2.1 The Steering Committee shall determine where the ELUNA web site will be hosted.
 - 2.2 A Webmaster, an alternate, and any needed assistants shall be appointed by the Steering Committee.
 - 2.3 The Steering Committee shall be responsible for the overall currency and accuracy of information posted on the Web site. Product Working Groups shall be responsible for information related to their groups.
 - 2.4 Proprietary information posted on the Web site shall be protected by a user name and password or other means deemed appropriate by the Steering Committee. Eligibility for access to secured information shall be determined by the Steering Committee.
 - 2.5 When there is a link from the ELUNA Web site to another site that includes proprietary information, the information on the other site also shall be protected by a user name and password or other means deemed appropriate by the Steering Committee. Links that do not meet this requirement will be removed from the Web site.

Article XIV: Commitments

1. Financial Commitments

1.1 Each year, the Steering Committee shall set:

A dollar limit on expenditures the Treasurer may approve.

A dollar limit on expenditures the Treasurer and the Chair of the Steering Committee may approve.

1.2 All other expenditures must be authorized by a simple majority of the Steering Committee.

1.3 Except in the course of dissolution of ELUNA, financial resources may be used only to accomplish the objectives specified in the ELUNA Constitution and Bylaws.

2. Non-Financial Commitments

ELUNA shall be neither bound by nor committed to any non-financial obligation, action, or statement by an individual member, officer, committee, or other duly constituted group, unless such commitment is approved by the Steering Committee.