

BY-LAWS MASSACHUSETTS HEALTH SCIENCES LIBRARY NETWORK, INC.

ARTICLE I. NAME, PURPOSES, GOALS, POWERS, LOCATION, SEAL AND FISCAL YEAR

Section 1.1. Name and Purposes. The name and purposes of the corporation shall be as set forth in the Articles of Organization and these By-Laws.

Section 1.2. Goal. The goal of the organization is to provide a structure through which members of the corporation may communicate and cooperate to identify needs and pursue opportunities for improvements in the resources and services of health sciences libraries in Massachusetts.

Section 1.3. Powers. The corporation shall have all the powers and enjoy all the privileges granted by its Articles of Organization and by the provisions of Massachusetts General Laws Chapter 180.

Section 1.4. Location. The principal office of the corporation shall be located at the place set forth in the Articles of Organization. A mailing address may be maintained and initially shall be at P.O. Box 605, Main Office, Shrewsbury, MA 01545. The Executive Board may change the location of the principal office within the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth. The Executive Board may change the location of the mailing address as it deems necessary.

Section 1.5. Corporate Seal. The Executive Board may adopt and alter the seal of the corporation.

Section 1.6. Fiscal Year. The fiscal year of the corporation, unless otherwise decided by the Executive Board, shall end on April 30 in each year.

ARTICLE II. MEMBERSHIP

Section 2.1. Categories. There shall be two categories of members, defined as follows:

Section 2.1 (A). Special. Special members shall consist of students and retired professionals. Membership dues must be paid annually. The Executive Board will determine the privileges of special membership as needed. Special members will not have a vote.

Section 2.1 (B). Individual. Individual members shall be persons who are engaged in any way with the profession of health sciences librarianship. Individual membership is unique to the individual and is non-transferable within an organization. Upon payment of annual dues, each individual member shall have one vote.

ARTICLE III. OFFICERS

Section 3.1. Number and Qualification. The officers of the corporation shall be a President, Vice President/President Elect, Secretary, Treasurer and the Immediate Past President. The Secretary shall be a resident of Massachusetts. An officer of the corporation may not concurrently hold more than one office. All officers shall be individual members or

representatives of institutional members. All officers shall be engaged in any way with the profession of health sciences librarianship within the Commonwealth of Massachusetts.

Section 3.2. Election and Term of Office

Section 3.2 (A). President. The Vice President/President Elect shall become President upon expiration of his or her term as Vice President/President Elect. The President shall serve for a term of one year or until the next annual meeting of the membership is adjourned.

Section 3.2 (B). Vice President/President Elect. The Vice President/President Elect shall be elected by a simple majority of the membership at the annual meeting. The Vice President/President Elect shall serve for a term of one year or until the next annual meeting of the membership is adjourned.

Section 3.2 (C). Secretary. The Secretary shall be elected by a simple majority of the membership at the annual meeting. The Secretary shall serve for a term of two years or until the adjournment of the annual meeting following the next annual meeting of the membership. The Secretary may not serve more than two consecutive terms. The Secretary shall be a resident of the Commonwealth of Massachusetts.

Section 3.2 (D) Treasurer. The Treasurer shall be elected by a simple majority of the membership at the annual meeting. The Treasurer shall serve for a term of two years or until the adjournment of the annual meeting following the next annual meeting of the membership. The Treasurer may not serve more than two consecutive terms.

Section 3.2 (E) Immediate Past President. The President shall become the Immediate Past President upon expiration of his or her term as President. The Immediate Past President shall serve for a term of one year or until the next annual meeting of the membership is adjourned.

Section 3.3. Duties.

Section 3.3 (A). President. The President shall preside at all meetings of the corporation and Executive Board. The President shall schedule and determine the agenda of all meetings. The President shall report to the membership at the annual meeting. The President shall appoint committee chairpersons pursuant to Article Va. The President shall be an ex officio member of all committees except the Nominating Committee. The President shall be the state representative for Massachusetts on the Executive Board of the North Atlantic Health Sciences Libraries (NAHSL) section of the Medical Library Association.

Section 3.3 (B). Vice President/President Elect. The Vice President/President Elect shall schedule and determine the program and coordinate the event of the annual meeting of the corporation. In the absence of the President, or in the event of his or her death, inability to act or refusal to act, the Vice President/President Elect shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice President/President Elect shall perform such other duties as from time may be assigned to him or her by the President or Executive Board.

Section 3.3 (C). Secretary. The Secretary shall have custody of all books, records, and papers of the corporation except such as shall be in charge of the Treasurer or some other person authorized to have custody and possession thereof by the Executive Board. The Secretary shall keep a record of the minutes of the proceedings of meetings of the corporation and Executive Board and shall maintain correspondence for the corporation. The Secretary shall distribute the minutes of the previous meeting to those attending the subsequent meeting of the corporation or Executive Board and to those members who so request. The Secretary shall give notice to all members as required by these By Laws.

Section 3.3 (D). Treasurer. The Treasurer shall collect, disburse, and keep accounts of all monies of the corporation collected or disbursed. The Treasurer shall deposit all monies and valuables of the corporation in such banks and other depositories as the Executive Board shall designate. All checks of the corporation up to Twenty-five hundred (\$2,500) dollars shall bear the signature of the President or Treasurer. All checks of the corporation in excess of Twenty-five hundred (\$2,500) dollars shall bear the signature of the President and the Treasurer. At the annual meeting the Treasurer shall report on the financial condition of the corporation and present a budget for the following fiscal year. The Treasurer shall maintain a mailing list of members of the corporation.

Section 3.3 (E). Immediate Past President. The Immediate Past President shall advise the officers and Executive Board. The Immediate Past President shall vote at meetings of the Executive Board only in the event of a deadlock. The Immediate Past President shall, by February 1 of each year, solicit nominations to the MAHSLIN Hall of Fame and the MAHSLIN Professional award from the general membership.

Section 3.4. Suspension or Removal. An officer may be suspended or removed with or without cause by vote of a simple majority of the Executive Board. An officer may be removed with cause only after reasonable notice and opportunity to be heard.

Section 3.5. Resignation. An officer may resign by delivering his or her written resignation to a meeting of the Executive Board, or to the corporation at its principal office or mailing address. Such resignation shall be effective upon receipt (unless specified to be effective at another time), and acceptance thereof shall not be necessary to make it effective unless it so states.

Section 3.6. Vacancies. Any vacancy occurring in any one or more of the aforementioned offices shall be filled by a simple majority vote of the Executive Board, and such appointment shall expire when the next annual meeting of the membership is adjourned.

ARTICLE IV. EXECUTIVE BOARD

Section 4.1. Purpose. The Executive Board shall serve as the Board of Directors for the corporation.

Section 4.2. Number. The Executive Board shall consist of no less than four members.

Section 4.3. Qualification and Selection. Every officer shall be a member of the Executive Board. The chairperson of the Nominating Committee shall be a member of the Executive Board. Committee chairpersons shall be members of the Executive Board, unless, pursuant to Article V, the Executive Board decides otherwise.

Section 4.4. (A) Duties and Powers. The Executive Board shall manage the affairs of the corporation including but not limited to determining dues for membership, authorizing expenditures and developing programs and services for the organization or its members. The Executive Board may establish or abolish committees as it deems necessary and desirable. Committee chairpersons shall have the exclusive power to select those members that will participate in their respective committees. The Executive Board may exercise all powers of the corporation, except those powers reserved to the members by law, the Articles of Organization, or these By-Laws.

Section 4.4. (B) Awards. Awards, as defined by the Executive Board, have been established to recognize outstanding members and distinguished careers. The Executive Board will vote on nominees for the awards at the Board meeting preceding the Annual Meeting from the list of nominees gathered by the Immediate Past President. Awards are not necessarily given each year. Award information may be found in the MAHSLIN Policy and Procedures.

Section 4.5. Meetings and Quorum. The Executive Board may appoint a time and place, either within or outside the Commonwealth of Massachusetts for its meetings and shall meet a minimum of two times per year. Special meetings of the Executive Board may be called by the President or any other elected officer by giving seven days written notice to each member of the Executive Board as provided in Article VI, Sections 6.3. and 6.5. of these By Laws. A simple majority of all Executive Board members in office shall constitute a quorum.

Section 4.6. Waiver of Notice. Notice of any meeting need not be given to a member of the Executive Board if a written waiver of notice executed before or after the meeting by such member is filed with the records of the meeting.

Section 4.7. Action without a Meeting. If a written consent for action is signed by all members of the Executive Board and recorded with the records of the meetings of the Executive Board, then an action that is required by the corporation may be taken. The written consent may be given before or after such action and shall be treated as a vote by the Executive Board for all purposes.

ARTICLE V. NOMINATING COMMITTEE

Section 5.1. Number, Selection, Qualification and Term. There shall be a Nominating Committee consisting of three members. The Committee shall be chosen by a simple majority of the members at the annual meeting except that no current officer may serve on the Nominating Committee. The term of office shall be two years or until the adjournment of the annual meeting following the next annual meeting of the membership.

Section 5.2. Chairperson Selection and Term. The chairperson of the Nominating Committee shall be selected by a simple majority of the current members of the Nominating Committee. The term of office for the chairperson shall be two years or until the adjournment of the annual meeting following the next annual meeting of the membership.

Section 5.3. Duties. The Nominating Committee shall prepare a list of candidates for the positions of Vice President/President Elect, Secretary, Treasurer, and Nominating Committee. The list of candidates shall consist only of members who have consented to serve if elected. The list of candidates shall not include any current members of the Nominating Committee. The list of candidates shall be delivered to the Secretary and

reported to the membership at least one month prior to the date of the annual meeting at which the same will be presented.

Section 5.4. Vacancies. Any vacancy occurring in the Nominating Committee shall be filled by the chairperson of the Nominating Committee. Any vacancy occurring in the chairmanship of the Nominating Committee shall be filled by the members of the Nominating Committee.

Section 5.5. Suspension and Removal. Any member of the Nominating Committee may be suspended or removed with or without cause by vote of a simple majority of the membership. A member of the Nominating Committee may be removed with cause only after reasonable notice and opportunity to be heard.

ARTICLE Va OTHER COMMITTEES

Section 5a.1. All committees shall be established and may be abolished at any time by the Executive Board.

Section 5a.2. All committee chairpersons shall be appointed by the President and shall serve at the pleasure of the President.

Section 5a.3. Committee chairpersons shall appoint the members of their respective committees. Such committee members shall serve at the pleasure of their committee chairperson.

Section 5a.4. The terms in office of all chairpersons and committee members shall be co-terminous with the term of the President.

Section 5a.5. All chairpersons appointed pursuant to this article shall serve as members of the Executive Board - - unless the Executive Board, by a majority vote, otherwise decides.

Section 5a.6. Committee chairpersons may serve a maximum of four (4) consecutive years as chairperson of any committee, if reappointed pursuant to this article Va.

Section 5a.7 This ArticleVa shall not apply to the Nominating Committee.

ARTICLE VI. MEMBERSHIP MEETINGS

Section 6.1. Location of Meetings. Membership meetings shall be held at the principal office or place of business of the corporation in the Commonwealth of Massachusetts or at such other location as the Executive Board shall determine.

Section 6.2. Annual Meetings. The annual meeting of the Membership of the corporation shall be held during the month of April, said date, time and place to be determined by the Executive Board, at which time the membership shall transact such business as may properly come before them.

Section 6.3. Notice of Annual Meeting. A written notice of the place, date, and hour of the annual meeting of the membership stating the purpose and agenda of the meeting and including a list of candidates for elected positions shall be given by the Secretary to each

member entitled to vote thereon at least thirty days prior to the date of such meeting, by leaving such notice with him or her at his or her residence or usual place of business or by mailing it, postage prepaid, and addressed to such member at his or her address as it appears in the records of the corporation or by sending an electronic message to each member.

Section 6.4. Adjournment of Annual Meeting. If a quorum is not present at the annual meeting, the members present in person or by proxy may adjourn to such future time as shall be agreed upon by them, and notice of such adjournment shall be mailed, postage prepaid, to each member at least ten days before the date of such adjourned meeting in person or by proxy. If a quorum of members is present in person or by proxy, they may adjourn from day to day as they see fit, and no notice of such adjournment need be given.

Section 6.5. Special Meetings. Special meetings of the members may be called by the President or by a majority vote of the Executive Board, and shall be called by the Secretary, or in case of the death, absence, incapacity, or refusal of the Secretary, by any other officer, upon written application of three or more members. The Secretary or other officer acting in his or her stead shall give written notice of such call to each member of the corporation at least seven days before such meeting, and such notice shall state the time and place of such meeting and the object thereof. The notice, as aforesaid, shall be delivered to each member by leaving the same with him or her at his or her residence or usual place of business, or by mailing it, postage prepaid, and addressed to such member at his or her address as it appears in the records of the corporation or by sending an electronic message to each member.

Section 6.6. Waiver. Notice of any meeting need not be given to a member if a written waiver of notice executed before or after the meeting by such member or his or her proxy is filed with the records of the meeting.

Section 6.7. Quorum. Twenty (20%) percent of all members entitled to vote, represented either in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of the membership.

Section 6.8. Proxies. All proxies shall be in writing and properly signed and no proxy dated more than six months before or after the meeting named therein shall be valid.

Section 6.9. Parliamentarian. A Parliamentarian shall be appointed by the President. The Parliamentarian shall attend the annual meeting and special meetings and monitor the proceedings so that they are in accordance with the current edition of Robert's Rules of Order.

Section 6.10. Conduct of Meetings. To the extent not inconsistent with any provision hereof, the current edition of Robert's Rules of Order shall govern all meetings of any committees, the officers, Executive Board, and members of the corporation.

Section 6.11 Meeting By Electronic Method

Business of the corporation, requiring a vote of the membership, including by-laws changes, may be taken by electronic methods, as deemed necessary by the Board, outside of the Annual Meeting or a Special Meeting. A vote taken by electronic methods will have the same effect as a vote at the Annual Meeting or a Special Meeting.

ARTICLE VII. AMENDMENTS

Section 7.1. Amendments to By-Laws. The within By-Laws may be amended from time to time by a two-thirds vote of any meeting of members at which a quorum of members is present. Any proposed change shall be submitted in writing, to the Secretary, at least one month prior to the meeting at which the proposed changes will be voted on. At this time also, the Secretary shall give copies of the proposed changes to each member entitled to vote thereon by leaving such copy with him or her at his or her residence or usual place of business, or by mailing it, postage prepaid and addressed to such member, at his or her address as it appears in the records of the corporation or by sending an electronic message to each member.

ARTICLE VIII. DISSOLUTION

Section 8.1. Vote. The corporation may be dissolved by a two-thirds vote of the membership.

Section 8.2. Miscellaneous. In the event of a general dissolution, the Executive Board may, after making provision for the payment of all liabilities of the corporation, dispose of the assets of the corporation by transferring the assets to one or more organizations qualifying as tax exempt under Section 501(c)(3) or governmental units described in Section 170(b) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future U.S. Internal Revenue law), which organization or organizations perform or are organized to perform services as set forth in the Articles of Organization.

ARTICLE IX. EXECUTION OF PAPERS

Section 9.1. Generally. Except as the Executive Board may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the corporation shall be signed by the President or by the Treasurer.

Section 9.2. Real Estate. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by two of its officers, of which one is the President or a Vice President and the other is the Treasurer, shall be binding on the corporation in favor of a purchaser or other person relying in the good faith on such instrument notwithstanding any inconsistent provisions of the Articles of Organization, these By-Laws, resolutions or votes of the corporation.

ARTICLE X. PERSONAL LIABILITY

Section 10.1. Generally. The members of the Executive Board and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the corporation, may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation.

ARTICLE XI. INDEMNIFICATION

Section 11.1. Generally. The corporation shall, to the extent legally permissible and only to the extent that the status of the corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future U.S. Internal Revenue law) is not affected thereby, indemnify each member of the Executive Board and officers (including persons who serve at its request as Executive Board members, officers or trustees of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceedings, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a member of the Executive Board or officer, except with respect to any matter as to which he shall have been adjudicated in any proceedings not to have acted in good faith in the reasonable belief that his action was in the best interests of the corporation; provided, however, that as to any matter disposed of by a compromise payment by such member of the Executive Board or officer, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the corporation, after notice that it involves such indemnification, by a disinterested majority of the Executive Board members then in office. Expenses, including counsel fees, reasonably incurred by any such member of the Executive Board or officer in connection with the defense or disposition or any such action, suit or other proceedings may be paid from time to time by the corporation in advance of the final disposition thereof upon receipt of an undertaking by such member of the Executive Board or officer to repay the amounts so paid to the corporation if it is ultimately determined that indemnification is not authorized hereunder. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Executive Board member or officer may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel other than Executive Board members or officers may be entitled by contract or otherwise under law. As used in this paragraph, the terms "Executive Board" and "officers" include their respective heirs, executors and administrators, and an "interested" member of the Executive Board is one against whom such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

ARTICLE XII. MISCELLANEOUS

Section 12.1. Compensation. No officers or Executive Board member of the corporation shall receive any compensation for services rendered as an officer or Executive Board member. However, they may be reimbursed for reasonable expenses incurred in the performance of their duties.

Section 12.2. Construction. These By-Laws and the related Articles of Organization shall be construed and interpreted under the laws of the Commonwealth of Massachusetts. Notwithstanding any other provision of these By-Laws or related Articles of Organization, to the contrary, these By-Laws shall be interpreted to conform with Section 501(c)(3) of the Internal Revenue Code (as such section may be amended from time to time). Therefore, the Corporation shall (1) be operated exclusively for charitable, scientific, literary or educational purposes; (2) no part of the net earnings of the corporation shall inure to the benefit of any officer, Executive Board member or member (as defined in Article II). In addition, the corporation shall conform with the other requirements of Section 501(c)(3).

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