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HAM-TMC Library Administrative Guide. Bylaws

Houston Academy of Medicine-Texas Medical Center Library

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Houston Academy of Medicine-Texas Medical Center Library

BYLAWS ARTICLE I NAME AND PURPOSE

Section 1. Name. The name of the Library is the Houston Academy of Medicine - Texas Medical Center Library.

Section 2. Mission. The Library's mission is to support the activities and programs of its Governing and Supporting Institutions as they relate to patient care, education, and research. The Library accomplishes its mission first, by collecting journals, books, and other library materials in clinical medicine, the health sciences and other appropriate areas; second, by organizing and disseminating information in all formats; and third, by providing instruction in the management of information using state-of-the-art technology. Through its cooperative programs the Library is an important resource for the state of Texas and for the entire nation.

ARTICLE II MEMBERSHIP

Section I. Governing Institutions. Those institutions that were parties to the Operating Agreement of June 26, 1991, and the two institutions added by vote of the Board of Director's meeting on August 24, 2005, have the responsibility for the continued development of the Library. These same institutions currently make up the entire representation on the Library Board. These institutions are:

Baylor College of Medicine
Houston Academy of Medicine
Texas Medical Center
Texas Woman's University
The University of Texas Health Science Center at Houston including
The UT M.D. Anderson Cancer Center.
Texas Southern University
University of Houston

Section 2. Supporting Institutions. This term shall refer to non-Governing Institutions, which are assessed annually according to the established assessment procedures.

Section 3. Associate Members. Other institutions or individuals who do not fall into Sections 1 and 2 above shall fall into the category of Associate Members as follows:

- a. **Individual Members.** Persons engaged in independent research, study, or teaching may apply for membership in this category. This membership shall be subject to a fee established by the Library Board.
- b. **Organizational and/or Professional Members.** A non-profit organization may obtain associate membership with the Library. A business may obtain an associate membership with the Library. These memberships shall be subject to a schedule of fees established by the Library Board.

ARTICLE III

LIBRARY BOARD

Section 1. A Library Board shall be constituted as the Library's Governing Board.

Section 2. Members. The Library Board shall be composed of two representatives from the Houston Academy of Medicine, four representatives from Baylor College of Medicine, four representatives from The University of Texas Health Science Center at Houston, including M.D. Anderson Cancer Center; one representative from Texas Woman's University, and one representative from the Texas Medical Center; one representative from Texas Southern University and one representative from the University of Houston.

Section 3. Appointment to Library Board Membership. The Chairman of the

Library Board shall annually request each Governing Institution to appoint or reappoint a representative or representatives to serve on the Library Board for the Library's succeeding fiscal year. Each institution shall at the same time appoint its alternate representative or representatives equal to the number of representatives the institution has on the Board, who shall attend Library Board meetings in an official capacity when designated by the representative or representatives who cannot attend. Each institution may have, in addition one alternate in attendance in an unofficial capacity for informational purposes that may participate in the discussions at the discretion of the Chairman or by a majority vote of the Board members present. If neither a representative nor an alternate representative can attend the Board meeting, a proxy representative may be designated to attend by a representative or an alternate representative. Alternate or proxy representatives in attendance in an official capacity shall have all the rights and privileges of the representatives.

Section 4. Changes in the Library Board Membership. The Library Board may recommend changes in the number of representatives from one or more of the Governing Institutions by initiating amendment of the Operating Agreement. Baylor College of Medicine and The University of Texas Health Science Center at Houston shall at all times for the effective period of Article 14 of the Operating Agreement dated August 24, 2005, have a combined majority interest on the Board.

Section 5. Officers of the Library Board. The officers of the Library shall be the Chairman, the Chairman-elect, and the Secretary, each of whom shall be from a different Governing Institution. The Board shall elect the officers annually. The chairman shall not reside in the representatives of a single institution for more than three consecutive years.

Section 6. Duties of the Officers. The chairman shall have general supervision and

authority over the business and affairs of the Library Board. The chairman shall preside at all meetings of the Board and shall have such other powers and duties as are commonly incidental to the chairmanship of a Board, or as may be prescribed by the Board. The powers and duties of the Chairman shall, in the Chairman's absence or inability to act, devolve upon the Chairman-elect and, in the latter's absence, upon the Secretary. The Secretary shall keep, or cause to be kept, a faithful record of all meetings of the Board; shall cause notices of the meetings of the Board to be sent to the members of the Board as the Bylaws require; shall perform all such duties as usually pertain to the office of the Secretary; and shall also do and perform all such other duties as may from time to time be imposed by the Board.

Section 7. Authority and Responsibilities. The Library Board shall have the following authority and responsibilities:

- a. The Library Board shall be the governing body of the Library.
- b. The Library Board shall approve an annual budget for the Library based on the resources anticipated.
- c. The Library Board shall appoint the Executive Director and shall empower the Executive Director with such rights and responsibilities with respect to the operations of the Library, as the Library Board deems appropriate. The Library Board shall monitor and review the performance of the Library's management and the responsiveness and quality of the Library's operations; it shall assure that adequate financial controls are maintained; and it shall determine the compensation and benefits of the Library's Executive Director.
- d. The Library Board shall designate when appropriate a legal agent and representative of the Library for the application of grants, contracts, or gifts from

federal government sources including, but not limited to, the National Institutes of Health, the National Library of Medicine, other agencies of the federal government, for both operating and capital funds.

Section 8. Regular Meetings. The Library Board shall meet every other month.

Section 9. Special Meetings. A special meeting of the Library Board may be called at any time. It may be called upon the concurrence of three Library Board members with at least two days' notice. If budgetary matters are to be discussed, at least one week with a confirmed notice shall be required.

Section 10. Notice of Meetings. Notice stating the place, day and hour and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given to each Board member at the direction of the chairman, or the officers or persons calling the meeting.

Section 11. Quorum. At all regular or special meetings a simple majority of Board members entitled to vote and present in person shall constitute a quorum.

ARTICLE IV

COMMITTEES OF THE LIBRARY BOARD

Section 1. Executive Committee. There shall be an Executive Committee comprised of the officers of the Library Board (3), and four (4) other Library Board members, for a total of seven (7) members, to be appointed by the Chairman. Each of the seven Governing Institutions shall be represented on the committee. The Executive Committee shall have power and authority as delegated by the Board to act for the Board between Board meetings, but the Executive Committee shall report any actions taken at the Board meeting immediately following such actions. The Executive Committee shall establish for the Board the

compensation and benefits of the Library's Executive Director.

Section 2. Other Standing Committees. Standing committees shall be established by the Board and shall include a Finance Committee and a Nominating Committee. The Library Board chairman shall appoint members of standing committees. The Finance Committee shall have representation from each Governing Institution. Its chairmanship shall alternate year by year between the chief financial officers of The University of Texas Health Science Center at Houston and Baylor College of Medicine.

Section 3. Ad Hoc Committees. Ad Hoc Committees may be created by the Board, or by the Board chairman between meetings. The Board chairman shall make appointments to ad hoc committees.

ARTICLE V

RESPONSIBILITIES OF INSTITUTIONS AND ASSOCIATE MEMBERS

Section 1. Financial Responsibility. Each Governing Institution recognizes a continuing financial responsibility for the maintenance, operation, and upkeep of the Library commensurate with its utilization thereof and benefit derived there from. Accordingly, each Governing Institution agrees to cooperate fully with the Library Board and with each other in using its best efforts to solicit financial participation from other user institutions both within and without the Texas Medical Center, from the lay community, charitable foundations or trusts, and other appropriate sources. All donations made hereafter for use, benefit, and purposes of this Library shall come under the control of the Library Board.

Section 2. Other Responsibilities. Each Governing Institution, upon the request of the Library, shall be responsible for instituting appropriate disciplinary action with respect to its members, students, faculty, and employees in their relationships with the Library. Associate

Members are likewise responsible for their relationships with the Library.

ARTICLE VI

EXECUTIVE DIRECTOR OF THE LIBRARY

The Executive Director shall be under the general policy direction of the Library Board. The Executive Director shall have charge of the operations of the Library and the conduct of its administration, including responsibility for financial planning and development, which includes the preparation of an annual budget. The Executive Director shall call to the attention of the Board all matters requiring the Board's decision with respect to general policy and shall carry out the policies adopted by the Board in regard to management of the Library and the nature and quality of its collections and services.

ARTICLE VII

ANNUAL REPORT

The Library Board shall require a written Annual Report from the Executive Director.

ARTICLE VIII

OWNERSHIP OF LIBRARY MATERIALS AND EQUIPMENT

The title to that property of the Library, which was owned by one of the Governing Institutions on December 2, 1970 and identifiable as such, shall remain the property of such institution. The title to all property of the Library acquired after December 2, 1970, and all future acquisitions, shall be vested in the Governing Institutions in a proportionate way as is determined by the Library Board. However, this shall not preclude the appropriate disposal of materials from the Library collection as deemed necessary by the Executive Director.

ARTICLE IX

ADVISORY COMMITTEES

Section 1. Institutional Library Committees. Each Institution may designate one or more library committees.

Section 2. Purpose. The purpose of these library committees shall be to advise with the Executive Director on present and future needs and trends with respect to the Library's services and collections. The committees shall thereby serve as a mechanism whereby the user institutions shall have direct input into the operations and collection development of the Library.

Section 3. Meetings. The committees shall meet with the designated representative or representatives from the Library at least annually.

ARTICLE X

MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Library shall be from September 1 through August 31.

Section 2. Amendments. These Bylaws may be amended or repealed by an affirmative vote of a majority of the Library Board at any regular or special meeting, provided that notice of such proposed actions shall be included by the Secretary in the call for the meeting, and provided that the amendment or repeal does not require a change in the Operating Agreement in effect at the time, unless the Operating Agreement itself has been changed.