

**AMENDED AND RESTATED
BYLAWS
OF
PRIVATE ACADEMIC LIBRARY NETWORK OF INDIANA, INC.**

ARTICLE I.

GENERAL

Section 1. Name. The name of the Corporation is Private Academic Library Network of Indiana, Inc. (the "Corporation").

Section 2. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June next succeeding.

ARTICLE II.

MEMBERSHIP

The Corporation shall have no members. "Member" is a concept incorporated into the Indiana Nonprofit Act (the "Act") that provides certain rights to individuals or entities other than the directors of the organization, including the right to vote on certain corporate acts, such as amendments to the Articles of Incorporation, sale of substantially all of the assets of the organization's assets, as well as mergers and dissolutions. While permissible, having members is not an obligation under the Act.

ARTICLE III.

BOARD OF DIRECTORS

Section 1. Directors. The affairs of the Corporation shall be managed, controlled, and conducted by, and under the supervision of the Board of Directors, subject to the provisions of the Amended and Restated Articles of Incorporation (the "Articles of Incorporation") and these Bylaws.

Section 2. Appointment and Election of Directors. There shall be two (2) classes of directors. The directors in Class One shall be appointed by the Supported Organizations (as defined in Article VIII herein), as provided in this Section 2, that meet the *Sufficient and Qualified Guidelines* for PALNI Collaboration as determined by the Executive Committee. The directors in Class Two, if any, shall be nominated by the Executive Committee for election by the Board of Directors. At all times, the number of Class One directors shall exceed the number of Class Two directors. Each Supported Organization shall appoint one (1) Class One director who

shall be appointed by the President, or other chief executive officer of the respective Supported Organization, and who shall be the library director or other designee from the Supported Organization that meet the Sufficient and Qualified Guidelines for PALNI Collaboration as determined by the Executive Committee. Each Class One director shall serve until his or her death, resignation or removal or until such time as the Supported Organization appoints a new Class One director. Class Two directors, if any, shall serve for a term of five (5) years, and may serve consecutive terms. Despite the expiration of a director's term, the director continues to serve until a successor is duly elected or appointed and qualified or until there is a decrease in the number of directors.

Section 3. Quorum and Voting. Two-thirds (2/3) of the directors in office and who are qualified to vote shall constitute a quorum for the transaction of any business properly to come before the Board of Directors. The act of a majority of the directors present and voting at a meeting at which a quorum is present shall be the act of the Board of Directors. Each director shall have one vote on each matter to come before the Board of Directors. A director shall be considered present for purposes of determining a quorum when voting remotely by any technology that allows participation in the meeting as defined in Section 7. Directors may not vote by proxy. They must be present to be counted as a quorum and to vote.

Section 4. Regular Meetings. The Board of Directors may hold regular meetings, as fixed by these Bylaws or by resolution of the Board of Directors, for the purpose of transacting such business as properly may come before the Corporation's Board of Directors. It shall be the duty of each director to attend such regular meetings. The Board of Directors shall meet at least three (3) times each fiscal year (including the annual meeting). No notice shall be necessary for the holding of a regular meeting. Invited guests may attend the Corporation's meetings with approval of the Chair.

Section 5. Special Meetings. Notwithstanding the preceding Section 4 of this Article III, the Board of Directors may hold special meetings for any lawful purpose upon call by either the Chair of the Corporation or twenty percent (20%) of the directors of the Corporation. A special meeting shall be held at such date, time, and place within or without the State of Indiana as is specified in the call of the meeting. Unless otherwise required by the Indiana Nonprofit Act, the purpose of any such meeting need not be specified.

Section 6. Notice of Special Meetings. Oral, electronic or written notice of the date, time, and place of each special meeting of the Board of Directors shall be communicated, delivered, or mailed by the Secretary, Executive Director or such person as designated by the Secretary or Executive Director of the Corporation to each member of the Board of Directors so that such notice is effective at least 48 hours before the time of the meeting. Unless otherwise required by the Indiana Nonprofit Act, the notice need not describe the purpose of the special meeting. Oral or electronic notice shall be effective when communicated. Written notice shall be effective at the earlier of the following:

- (1) When communicated;
- (2) Five (5) days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current records of the Corporation;

Section 7. Electronic Participation in Meetings. Any board or committee meeting of the Corporation may be conducted in part or in whole through the use of any means of synchronous communication, including conference telephone, electronic video screen communication, online via the Internet, or via other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:

- (a) Each director participating in the meeting can communicate with all of the other directors concurrently;
- (b) Each director is provided the means of participating in all matters before the Board of Directors, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation;
- (c) The Corporation adopts and implements some means of verifying 1) that all persons participating in the meeting are Directors of the corporation or are otherwise entitled to participate in the meeting, and 2) that all actions of, or votes by, the Board of Directors are taken and cast only by directors and not by persons who are not directors.

Section 8. Action By Consent.

(a) Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all directors. The action must be evidenced by at least one (1) written consent describing the action to be taken, signed by each director and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last director signs the consent, unless the consent specifies a prior or subsequent effective date.

(b) Subject to satisfying the requirements provided in Section 8(a), the Board of Directors may take any action electronically as contemplated by the Indiana Uniform Electronic Transactions Act (Indiana Code Sections 26-2-8-101 et seq.) ("UETA"). For the sake of clarity and avoidance of doubt, subject to the requirements of the UETA, written consent by the Board of Directors can be undertaken via email, or other electronic record communication, if the written board consent setting forth the action to be taken is circulated to all Board members via email, or other electronic record communication, and the directors indicate their approval

unanimously by return email or other approved electronic record communication. The Corporation shall confirm with each director the electronic address or addresses, such as an email address or text message number, for that director to be used for purposes of sending and receiving email, text or other electronic record communications, and for the purpose of notices to and from the Corporation, and shall maintain such information as part of the Corporation's current records, which may be maintained electronically. The Corporation shall provide its electronic address, and the electronic addresses of the other members of the Board of Directors, to be used for purposes of taking such action. The Board of Directors may provide for any particular requirements, method or means for taking action electronically and for notices to and from the Corporation and its directors, in which case the action to be taken shall be taken in accordance with such requirements, method, or means.

Section 9. Vacancies. Any vacancy among the Class One directors may be filled by the Supported Organization that appointed the director whose position is so vacated that meets the *Sufficient and Qualified Guidelines* for PALNI Collaboration as determined by the Executive Committee. Any vacancy among the Class Two directors may be filled by a majority vote of the remaining members of the Board of Directors. The term of office of a director chosen to fill a vacancy shall expire at the later of the expiration of the unexpired term which the director was chosen to fill, or at such time as a successor shall be duly elected and qualified.

ARTICLE IV.

OFFICERS

Section 1. In General. The officers of this Corporation shall be a Chair, a Vice Chair/Chair-Elect, a Secretary, a Treasurer, the Immediate Past Chair, and such other officers as the Board of Directors may otherwise elect. All officers shall be members of the Board of Directors.

Section 2. Terms. Except for the Treasurer, each officer shall be elected by the Board of Directors at the regular meeting of the Board immediately prior to May 1 of the given year, and shall serve for a term of one (1) year commencing on the next July 1. The Treasurer shall serve a term of two years.

Section 3. Promotion of Vice-Chair. The Vice-Chair/Chair-Elect shall automatically become the Board Chair, and the Board Chair shall automatically become the Immediate Past Chair at the end of their respective terms.

Section 4. Removal and Vacancies. Any officer may be removed by majority vote of the Board of Directors at any time, with or without cause. Any vacancy occurring in any office shall be filled by the Board of Directors, and the person elected to fill such vacancy shall serve until the expiration of the term vacated.

Section 5. Chair. The Chair shall preside at and authorize the agenda for all meetings of the Board of Directors of the Corporation and the Executive Committee, and shall be responsible for oversight of the Executive Director's implementation of policies established by the Board of Directors. The Chair shall have general supervisory authority over the Executive Director. The Chair may appoint committees, with the advice and consent of the Executive Committee. In addition, the Chair shall perform such other duties as the Board of Directors may prescribe.

Section 6. Vice-Chair/Chair-Elect. The Vice-Chair/Chair-Elect shall assist the Chair and assume the duties of the Chair in the absence of that officer. The Vice-Chair/Chair-Elect shall perform the duties usual to such position and such other duties as the Board of Directors or Chair may prescribe.

Section 7. Secretary. The Secretary, in conjunction with the Executive Director, shall be the custodian during term of service of all papers, books, and records of the Corporation, other than books of account and financial records. The Secretary shall prepare and distribute the minutes of all meetings of the Board of Directors and the Executive Committee. The Secretary shall deposit all such records in the permanent file in the Corporation's office at the end of the term served. The Secretary shall when necessary, conduct Corporation elections, if any, and authenticate records and documents of the Corporation as necessary. In addition, the Secretary shall perform the duties usual to such position and such other duties as the Board of Directors or Chair may prescribe. If the Secretary is unable to perform the duties required by this Section at a meeting (via absence or otherwise), the Chair, or in the absence of the Chair, the Vice-Chair/Chair-Elect, may appoint a director to perform the Secretary's duties for that meeting.

Section 8. Treasurer. The Treasurer shall have responsibility for the financial affairs of the Corporation. The Treasurer shall cause to be prepared and maintained correct and complete records of account showing accurately the financial condition of the Corporation. The Treasurer shall deposit all such records in the permanent file in the Corporation's office at end of the term served. The Treasurer shall have responsibility for the custody of all Corporation monies, the receipt and disbursement of all Corporation funds, in accordance with these Bylaws, and the preparation and submission of an annual budget proposal to the Board of Directors. The Treasurer shall also furnish, whenever requested by the Board of Directors or the Chair, a statement of the financial condition of the Corporation and shall perform the duties usual to such position and such other duties as the Board of Directors or Chair may prescribe.

Section 9. Past Chair. The Immediate Past Chair of the Corporation shall serve as advisor within the Executive Committee, chair Board meetings in the absence of both the Chair and Vice-Chair, serve as chair of the nominating committee, and shall perform such other duties as the Board of Directors or Chair may prescribe.

Section 10. Other Offices. Each other officer of the Corporation shall perform such duties as the Board of Directors or Chair may prescribe.

Section 11. Compensation. The officers of the Corporation shall receive no compensation for their services in such offices.

ARTICLE V.

ELECTION OF OFFICERS

Section 1. Nominating Committee. The Nominating Committee of the Board of Directors shall be appointed by the Immediate Past Chair with approval from the Executive Committee, and shall nominate one candidate for Vice-Chair/Chair-Elect, Secretary and Treasurer. The proposed slate shall be mailed or sent electronically to the Board of Directors at least fifteen (15) days prior to the spring meeting of the Board. No member of the current Executive Committee except the Immediate Past Chair shall be a member of the Nominating Committee.

Section 2. Election Procedures. The Secretary shall conduct the elections at the spring Board meeting. The Nominating Committee shall present the slate of candidates. Nominations may be made from the floor. Nominations from the floor must have a second and the nominator must have previously gained the consent of the nominee. Voting shall be by ballot if there are nominations from the floor.

ARTICLE VI.

EXECUTIVE DIRECTOR

Section 1. Duties and Qualifications. Subject to the approval of the Board of Directors and under the direction of the Executive Committee, the Executive Director shall serve as the chief executive officer of the Corporation. The Executive Director shall be an ex officio, non-voting member of the Executive Committee. The Executive Director shall manage the day to day business and affairs of the Corporation; direct and supervise the activities of all other staff members and of any consultants retained by the Corporation; in consultation with the Chair, develop the agenda for meetings of the Executive Committee and the Board of Directors; prepare and submit an annual budget proposal to the Executive Committee for final approval by the Board; and implement the policies and strategic plan of the Board of Directors. The Executive Director's work is informed by a position description developed and approved by the Executive Committee and by instructions from the Executive Committee. Unless otherwise directed by the Executive Committee, the Executive Director shall attend all meetings of the Executive Committee and the Board of Directors and shall have the right to participate in all such meetings; provided, however, that the Executive Director shall not participate in any deliberations or determinations concerning any matter in which the Executive Director has a direct or indirect material interest, and shall have no voting rights or privileges in any such meeting.

Section 2. Selection and Approval. The Executive Committee (or other committee established by the Board of Directors) shall recruit and interview candidates for the position of

the Executive Director and make a recommendation to the Board of Directors concerning the candidate selected. The position of Executive Director shall be filled by a vote of the majority of the members of the Board of Directors. The Executive Committee (or other committee established by the Board of Directors) shall negotiate the arrangements concerning the Executive Director, including compensation, terms and conditions of employment, the review and evaluation process, and shall approve any employment agreement between the Executive Director and the Corporation. The Executive Director is accountable to the Board of Directors and the Executive Committee and shall be evaluated annually by the Executive Committee.

ARTICLE VII.

COMMITTEES AND TASK FORCES

Section 1. Executive Committee. The Officers of the Corporation shall constitute the Executive Committee which, to the extent provided by resolution of the Board of Directors and consistent with Indiana law, shall have and exercise all of the authority of the Board of Directors in the management of the Corporation's affairs during intervals between the meetings of the Board of Directors. The Executive Committee is tasked with conducting periodic assessment of Supported Organizations in regards to sufficient and qualified staffing as outlined in Article VIII, Section 8: Review of Supported Organization's sufficient and qualified staffing. The Executive Committee may also take any appropriate emergency action deemed necessary, subject to ratification of such action by the Board of Directors, at a special meeting called shortly after the taking of such emergency action. The Executive Committee shall make prompt written reports to the Board of Directors of all actions taken. Notice of all Executive Committee meetings shall be provided to all committee members by the Chair. The Executive Committee shall be subject to the authority and supervision of the Board of Directors.

Section 2. Finance Committee. The Finance Committee consists of the Treasurer, the past Chair of the Executive Committee, the past Treasurer, the Executive Director, and any other individual appointed by the Chair. The Finance Committee acts as an advisory board to the Executive Committee; reviews the Corporation's Investment Management Policy every two (2) to five (5) years; and reviews the Cost Sharing Formula every five years or more frequently as needed.

Section 3. Sufficient and Qualified Staffing Committee. The Executive Committee shall appoint no fewer than three members to this committee. The Committee shall be convened at least every three years. Membership consists of any board member NOT on the Executive Committee or board member representing a supported organization currently under assessment. The committee is charged with reviewing the *Sufficient and Qualified Guidelines for PALNI Collaboration*. Guidelines ensure the staffing needed in order to A) conduct the business of an Academic Library and B) to collaborate in the PALNI consortium. The guideline should NOT be

drafted or interpreted as thresholds, rules, or requirements. Rather, they are meant to be used as an aid to the Executive Committee in their assessment duties (ARTICLE VII. Section 1).

Section 4. Other Committees. The Board of Directors may establish other committees, in addition to the Executive Committee, to accomplish the goals and perform the programs of the Corporation. Such committees shall have such responsibilities and powers as the Board of Directors shall specify and shall be established for a specified period of time. Members of such other committees may, but need not, be members of the Board of Directors. A committee member appointed by the Board of Directors may be removed by a majority vote of the Board of Directors, with or without cause.

Section 5. Task Forces (Special or ad hoc Committees). The Executive Committee may appoint task forces as needed. All task forces shall be established for a specified period of time or until their assignment is completed. A task force may not exercise board power, functions or authority.

Section 6. Committee Quorum and Action. A majority of the members of any committee shall constitute a quorum and all actions of a committee shall require a majority vote of the committee members present at a meeting at which a quorum is present; provided, however, that if a committee is to exercise board powers, functions, or authority, (a) all the persons serving on the committee must be directors, (b) there must be at least two (2) persons on the committee, and (c) the creation of the committee and the appointment of its members shall be by a majority of all directors in office when the action is taken.

ARTICLE VIII.

SUPPORTED ORGANIZATIONS

Section 1. Supported Organizations. The Corporation's Supported Organizations are those nonprofit institutions of higher education within the class of organizations identified in the Articles of Incorporation of the Corporation, as may be amended from time to time, and which are listed in the Appendix to these Bylaws.

Section 2. Participation Status. Supported Organizations may choose to share the Corporation's Integrated Library System (ILS Participant) or not (Non-ILS Participant). Financial Annual assessments for all Supported Organizations will be calculated according to a formula proposed by the Finance Committee and approved by the Board of Directors as described in ARTICLE IX. Periodic assessments of sufficient and qualified staffing for Supported Organizations will be conducted following guidelines as described in ARTICLE VIII Section 8.

Section 3. Application. Nonprofit institutions of higher education accredited by the Higher Learning Commission of the North Central Association of Schools and/or the Association of Theological Schools within Indiana that are willing and able to share their library's resources, which may include resources, shared fees, staffing, and collections, may seek to become Supported Organizations of the Corporation by making written application to the Corporation and paying annual assessments. Startup costs related to incorporating a new Supported Organization into the Corporation, such as preparing and loading bibliographic records in the shared system, may be the responsibility of the new Supported Organization.

Section 4. New Supported Organizations. Approval of admission of new Supported Organizations shall be by a two-thirds (2/3) vote of the Board of Directors.

Section 5. Merged Supported Organizations. When Supported Organizations merge into another institution, the president or chief academic officer of that merged institution may petition the Executive Committee to have this new organization recognized. A Supported Organization must give written notice of such intent not less than twelve (12) months prior to the beginning date of the Corporation's fiscal year in which the effective date of merger shall occur.

The Executive Committee will recommend this change to the Directors. This change in representation shall be granted upon an affirmative vote by two-thirds (2/3) majority of the directors voting and present at a regularly scheduled meeting of the board of directors. Such an approved merged Supported Organization will have the right to appoint one representative to the Corporation's Board of Directors.

Section 6. Change of Participation Status. A Supported Organization must give written notice of an intent to change participation status not less than twelve (12) months prior to the beginning date of the Corporation's fiscal year in which the effective date of participation status shall occur, unless the Executive Committee waives this requirement.

Section 7. Withdrawal of Supported Organization. A Supported Organization must give written notice of an intent to terminate not less than twelve (12) months prior to the beginning date of the Corporation's fiscal year in which the effective date of termination shall occur unless the Executive Committee waives this requirement.

Section 8: Review of Supported Organization's sufficient and qualified staffing. As established Article VII, Section 1 and Article VIII, Section 2, the Executive Committee is tasked with conducting assessments of participating PALNI libraries in regards to the sufficient and qualified staffing to not only carry out the functions of their own libraries but also to participate in PALNI's commitment to deep collaboration. This assessment may occur for any reason, including (but not limited to) staff reductions, transition in staffing, and as part of the application process to join PALNI. The Executive Committee will conduct this assessment following *Sufficient and Qualified staffing guidelines* as established by the Sufficient and Qualified

Staffing Committee (ARTICLE VII. Section 3). Such guidelines shall be reviewed at least every three years.

Should it be determined that a Supported Organization has insufficient and/or unqualified personnel, PALNI will send written notice to the Supported Organization. Said written notice will declare the PALNI's position in regards to the matter at hand and may include (but is not limited to) a proposal for remedy, reiteration of expectations, an explanation of voting rights, and/or a request for withdrawal from corporation.

ARTICLE IX.

FINANCES

Section 1. Assessments. The Corporation shall have authority to make annual assessments of its Supported Organizations. Such financial assessments are payable by September 1 of each fiscal year. Assessments shall be determined by the Board of Directors and assessment periods shall coincide with the fiscal year.

Section 2. Annual Financial Assessment. The annual financial assessment due to be paid by Supported Organizations shall be based on the Corporation's operating budget and the cost sharing allocation then in effect as approved by the Board of Directors.

Section 3. Operating Budget. The Corporation's operating budget shall be agreed upon by the Board of Directors no later than September of each year for the following fiscal year.

Section 4. Cost Sharing Allocation. The Corporation's cost sharing allocation shall be reviewed by the Board of Directors no less frequently than every three (3) years. Any change in the cost sharing allocation shall be approved by the Board of Directors at least twelve (12) months prior to the beginning of the Corporation's fiscal year in which such changes will be in effect.

Section 5. Additional Charges. Supported Organizations may be required to pay additional amounts to the Corporation for services not included in the annual assessment.

Section 6. Suspension of Services. The Executive Committee may recommend to the Board of Directors that further services be denied to a Supported Organization if that organization is more than six (6) months in arrears on any payments. While in suspension of services, the Supported Organization's representative to the Board of Directors shall not vote.

ARTICLE X.

PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Corporation may adopt. Meetings may be conducted using small board procedures.

ARTICLE XI.

AMENDMENTS

Section 1. Who can Amend and When. The power to make, alter, amend, or repeal the Bylaws is vested in the Board of Directors of this Corporation at any meeting of the Board of Directors, regular or special, if such action has been announced in writing or electronically to each representative on the Board of Directors at least fifteen (15) days in advance of the meeting.

Section 2. Who can Propose. Alterations to the Bylaws can come either from the Executive Committee or by action of five (5) members of the Board of Directors.

Section 3. Approval. Any alteration to these Bylaws requires a two-thirds (2/3) vote of the Board of Directors.

Secretary's Signature Bruce E Cox

Approved by the board on: 20250425

APPENDIX

This Appendix may be updated by the Secretary at the direction of the Executive Committee to reflect membership or name changes. Altering this appendix neither requires nor constitutes amendment of the Bylaws.

Anabaptist Mennonite Biblical Seminary

Anderson University

Bethel University

Butler University

Christian Theological Seminary (CTS)

Concordia Theological Seminary

DePauw University

Earlham College

Franklin College

Goshen College

Grace College

Hanover College

Huntington University

Manchester University

Marian University

Oakland City University

Saint Mary-of-the-Woods

Saint Mary's College

Saint Meinrad Seminary and School of Theology

Taylor University

Trine University

University of Indianapolis

University of Saint Francis

Wabash College