BYLAWS

OF

CONSORTIUM OF PARTNERS PROCURING ELECTRONIC RESOURCES (COPPER)

ARTICLE I: PURPOSE

The Consortium of Partners Procuring Electronic Resources endeavors to serve all libraries of Arizona by enacting the following purposes:

1. Provide a mechanism for libraries to work together to procure resources and provide services
2. Give libraries an opportunity to collaborate on areas of common interest
3. Maximize the use of taxpayer and/or institutional funds by leveraging economies of scale and minimizing redundancy of effort
4. Ensure processes are employed to minimize procurement resources utilized at an institutional level

ARTICLE II: OFFICES

SECTION 1. PRINCIPAL OFFICES

The principal office of COPPER (the "Corporation"), shall be at the offices of the CEO (as defined below) in the City of Prescott Valley, County of Yavapai, State of Arizona.

SECTION 2. OTHER OFFICES

The Corporation may establish its principal office or other offices at such other places within the State of Arizona as the Board of Directors of the Corporation (the "Board") may from time to time determine are necessary for the proper conduct of the Corporation's business.

ARTICLE III: GOVERNANCE

SECTION 1. MEMBERSHIP

A. ACCEPTANCE. A library dedicated to the purposes of the Corporation shall be eligible for membership on approval of the membership application by the Council and on timely payment of such dues and fees as the Council may fix from time to time.

1. CLASS OF MEMBERS. There shall be one class of members of this Corporation known as voting members.

2. MEMBER PROFILE. Each member shall be required to indicate the following in their application and keep updated on an annual basis

a. Whether the member is an academic, public, school, or special library.

b. Whether they receive private or public funding.

c. Whether the member, or its governing authority, is considered a taxing authority, a nonprofit corporation, or a for-profit corporation.

d. The number of registered library users

e. The population served by the library

f. Annual circulation of physical and e-materials; broken out

g. The name and title of their official representative on the Council.

B. TRANSFERS. Memberships are nontransferable and shall terminate upon withdrawal or removal of the member.

C. WITHDRAWAL. A member may withdraw from membership at any time by delivering written notice to the President. A withdrawal is effective 180 days after delivery of the written notice. Once delivered, a notice of withdrawal is irrevocable unless revocation is permitted by the Members. The corporation may charge the costs of withdrawal to the withdrawing members.

D. TERMINATION, EXPULSION OR SUSPENSION. If a member breaches its duties as set forth in the Memorandum of Understanding among the Corporation and its members or these Bylaws and has not cured the breach within 180 day after notice of the breach has been given by the Corporation, the member may be expelled or suspended, and membership in the Corporation be terminated or suspended, by two-thirds vote of members present at a Council meeting at which a quorum is present, provided that the member shall have received not less than 15 days' prior written notice of the proposed expulsion, suspension or termination and the reasons therefor and shall have had an opportunity to be heard, orally or in writing, by the Council.

SECTION 2. THE COUNCIL

A. DESIGNATION AND ADMISSION. The members shall sometimes be referred to collectively herein as the Council. Subject to signing the corporation's standard form of Memorandum of Understanding or Agreement between the corporation and all members, the current members shall be the institutions listed on the attached Schedule A. Additional members may be admitted from time-to-time by two-thirds vote of members present at a Council meeting at which a quorum is present.

B. ANNUAL MEETINGS. An annual meeting of the Council shall be held on the second Thursday in January of each year at 10:00 AM, unless a different date or time is fixed by the Board of Directors and stated in the notice of the meeting. Failure to hold an annual meeting on the stated date shall not affect the validity of any corporate action. At the annual meeting, the Council shall elect the members of the Board of Directors and officers of the corporation. The Chair, and any other officer or person whom the Chair may designate, shall report on the activities and financial condition of the corporation. The Council also shall consider and act upon such other matters as may be raised consistent with the notice requirements of Arizona law.

C. SPECIAL MEETINGS. A special meeting of the Council shall be held upon the call of the Board of Directors or if the holders of at least 50 percent of the voting power of the corporation sign, date and deliver to the Board Secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held. Only matters within the purpose or purposes described in the meeting notice may be conducted at a special meeting of the Council.

D. PLACE OF MEETINGS. Meetings of the Council shall be held at any place designated by the Board of Directors. If a meeting place is not designated by the Board of Directors, the meeting shall be held at the corporation's principal office.

E. TELEPHONIC AND VIRTUAL MEETINGS. The Council may permit any or all of the members to participate in an annual or special meeting, or conduct the meetings through, use of any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating in the meeting by this means is deemed to be present in person at the meeting.

F. PROXIES. Members may participate in a Council meeting by written proxy duly executed and filed with the Secretary. No proxy shall be valid after 3 months from the date of its execution, unless otherwise provided in the proxy.

G. BALLOT BY EMAIL. Any action required or permitted to be taken at a Council meeting may be taken without a meeting if the President or CEO delivers an email to every member entitled to vote on the matter.

1. EMAIL MOTION. A motion must be made for each action before a ballot is sent out. Each motion must have a second. A motion has 24-hours to receive a second or the action will not be considered. Any member may provide a second except for the member making the motion.

2. QUORUM REQUIREMENT. A ballot shall be set forth for each proposed action and provide an opportunity to vote for or against each proposed action. Approval by email ballot shall be valid only when the number of votes cast by ballot equals or exceeds a quorum of the members, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a Council meeting.

3. BALLOT INFORMATION. All solicitations for votes by written ballot shall indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter, and specify a reasonable time by which a ballot must be received by the corporation in order to be counted. Once delivered, a written ballot may not be revoked.

4. BALLOT RESULTS. Once the deadline for the proposed action lapses a summary of the results must be emailed to each member. The summary must include the following:

a. The proposed action, the member that proposed the action, the member that seconded the proposed action, the date and time the action was proposed, the date and time the proposed action was seconded, and the date and time voting concluded.

b. A list of each member and how they voted.

c. A record of any votes that were cast improperly.

5. RESULTS RECORDED. The email with the results must be recorded by the Board Secretary as a supplement to the regular meeting meetings.

H. Notice of Meetings. The corporation shall notify its members of the place, date and time of each annual and special meeting of the Council no fewer than seven days before the meeting. Notice shall be

sent to each member entitled to vote at the meeting to the member's physical address or email address as set forth in the member's membership application. Notice of an annual meeting shall include a description of any matter or matters which must be approved by the membership. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is called.

I. Waiver of Notice. A member may, at any time, waive any notice required by these Bylaws. A member's attendance at or participation in a meeting, either in person or by proxy, waives any required notice to the member of the meeting unless the member, at the beginning of the meeting, or promptly upon the member's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting. Except as provided in the preceding sentence, any waiver must be in writing, must be signed by the member entitled to the notice, must specify the meeting for which the notice is waived, and must be filed with the minutes or the corporate records.

J. Quorum and Voting. A quorum of the members shall consist of a simple majority of the number of members present immediately before the meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the votes represented and voting when the action is taken is the act of the members except to the extent that the Articles of Incorporation, these Bylaws, or applicable law require the vote of a greater number of members.

SECTION 3. BOARD OF DIRECTORS

A. FORMATION. The Board of Directors ("Board") consists of the elected officers, elected representatives from the Council, and the State Librarian.

B. MEETINGS. The Board of Directors meets a minimum of six (6) times a year, once in conjunction with the annual Arizona Library Association conference. The annual meeting shall not coincide with a County Librarian's Meeting as established by the State Librarian.

C. BOARD OF DIRECTORS

1. INITIAL BOARD OF DIRECTORS REPRESENTATIVES. The initial Board of Directors of the Corporation shall be those listed in Appendix A which are also known as the Formation Committee.

a. Once formation is complete the Council shall elect the Board of Directors in accordance with Article III, Section 3.C.2.

b. Decisions regarding formation shall be decided by a 2/3 vote of the Initial Board of Directors.

c. The Initial Board of Directors shall:

(1) Create and approve a Memorandum of Understanding or Agreement to be given to each potential member of execution;

(2) Establish the first meeting of the Council;

(3) Follow all steps necessary for incorporation with the Arizona Corporation Commission;

(4) Begin working with vendors for the procurement of products and/or services through the Selection Committee.

(5) Dissolve the Initial Board of Directors once the Council has elected a Board of Directors.

2. BOARD OF DIRECTORS REPRESENTATIVES. Council members shall elect representatives to the Board. All Board of Directors representatives shall also be Council Members with the exception of the State Librarian who is a permanent ex officio voting member. The Board of Directors shall consist of five to nine members; at the discretion of the Council, with one of those members being the State Librarian. Each representative has one (1) vote. All, except for the State Librarian, serve staggered, two-year terms.

a. Odd Years: Seat 1, 3, 5, 7, 9

b. Even Years: Seat 2, 4, 6, 8

D. BOARD OF DIRECTORS OFFICERS. Council members shall elect a President, Vice President, Secretary, and Treasurer. The Chief Executive Officer (CEO) is an ex officio non-voting officer of the Board of Directors.

E. Powers. Except as provided in Article 3, Section 3E, all corporate powers shall be exercised by or under the authority of, and the affairs of the corporation managed under the direction of, the Board of Directors. Some of these powers shall include:

1. The Board may, at its discretion, select a CEO that will serve at the will and pleasure of the Board.

2.. In accordance with A.R.S. § 11-952.01(H), A.R.S. §§ 41-2361 and 41-2632, and A.A.C. R7-2-1001, et seq., as amended, the Board shall:

a. Establish terms and conditions of procurement services.

b. Take all necessary precautions to safeguard the assets of the Corporation.

c. Maintain minutes of its meetings.

d. Designate an administrator (the "Chief Executive Officer (CEO)") to carry out the policies established by the Board and to provide day-to-day management of the Corporation. The Board shall delineate in the written minutes of its meetings the areas of authority it delegates to the CEO. The CEO shall be an ex-officio member of all committees of the Board, unless the Board expressly provides otherwise.

e. Procure goods, services, and construction consistent with Arizona law.

F. Powers Reserved to the Council. The exercise of the following corporate powers shall be reserved to the Council:

1. Approval of the corporation's form of Memorandum of Understanding or Agreement between the corporation and all members, and any revisions thereto;

2. Approval of all major policies and strategic direction of the corporation, and revisions thereto;

3. Approval of all major new initiatives to be undertaken by the corporation;

4. Approval of the annual budget for the corporation;

5. Such other matters that are required by the Bylaws or applicable law to be approved by the Council.

G. PRESIDENT'S DUTIES.

1. Publishes location, time, tentative agenda, and previous meeting's unapproved minutes via email and on the corporate website two (2) weeks prior to the annual meeting; one (1) week prior to a Board of Directors' meeting; and one (1) week prior to a special meeting of the Council.

2. Convenes and presides at all meetings, regular and special, of the Board of Directors and the Council.

3. Makes official minutes and documents available on the corporate website after approval at the next meeting. Makes unapproved minutes available on the corporate website up to one week after the meeting in which the minutes were taken.

4. Maintains a list of current official representatives on the Council and agencies interested in receiving information.

5. Maintains the organization's records.

6. Represents the interests of the Corporation between meetings.

7. Coordinates communication and action between the Board of Directors and other organizations; reports relevant proceedings to the Council and other groups as necessary.

8. Appoints all committee members and fills committee vacancies as they occur.

9. Appoints officers, should the need arise, to serve until the next scheduled election.

10. Appoints representatives to complete terms of representatives who vacate their positions midterm.

11. Represents, personally or through a representative, the corporation at any relevant national or regional meeting with the cost of attendance borne by the corporation.

H. VICE PRESIDENT.

1. Performs duties of the President in all cases in which the President is absent or unable to serve.

2. Performs duties as directed by the President.

3. Serves on the Board of Directors.

4. Serves as liaison from the Board of Directors to standing committees.

I. SECRETARY.

1. Records the proceedings of all Governing Board meetings.

2. Keep, or cause to be kept, at the principal office of the Corporation, a book of minutes, in written and digital form, of the proceedings of the Board of Directors and committees of the Board of Directors. Such minutes shall include the time and place of meetings, whether regular or special, and if special, how authorized; the notice given thereof given, the names of those present at the meetings, and the proceedings.

3. Keep, or cause to be kept, at the principal office the original or a copy of the Corporation's Articles and Bylaws, as amended to date.

4. Performs duties as directed by the Governing Board President.

J. TREASURER.

1. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the business transactions of the Corporation.

2. The books of accounts shall at all reasonable times be open to inspection by any Council member.

3. The Treasurer shall render to the President and Directors, whenever they request it, an account of all transactions and of the financial condition of the Corporation and shall have other powers and perform such other duties as may be prescribed by the Board of Directors. The Treasurer shall sign the annual tax return.

K. REPRESENTATIVES.

1. Attend and participate in all Board of Director meetings and serve on committees as appointed by the Board President.

2. Inform constituents of issues.

3. Solicit viewpoints from constituents.

4. Initiate appropriate action on behalf of constituents.

L. DELEGATION OF DUTIES. The Board shall approve a policy delegating to the CEO certain Board powers and duties necessary for the CEO to carry out duties including, but not limited to, hiring, firing, employee discipline, and providing ministerial financial and procurement compliance tasks. Whenever an officer is absent, or whenever, for any reason, the Board may deem it desirable, the Board may delegate the powers and duties of an office to the CEO to carry out the business of the Corporation.

M. ELECTION AND SELECTION OF THE BOARD OF DIRECTORS.

1. NOMINATIONS COMMITTEE.

A. PURPOSE. The Committee shall make recommendations for nominations to be voted on by the Council for the Board of Directors.

B. APPOINTMENT. The President of the Board shall appoint a committee of the Board at least sixty days before the Annual Meeting. The committee shall make recommendations for candidates at least one month before the Annual Meeting or at such other time as the Board may set. Those nominated must be willing to serve in their nominated role. A list of nominated individuals must be emailed and placed on the consortial website 14 days prior to the annual meeting. The list must include name, position, the library and library type they represent, and a statement from the nominate.

C. REPORTING. At the Annual Meeting, the Committee Chair will present those nominated for positions on the Board of Directors to be voted on by the Council.

2. VOTING. Each member shall have one vote for each Board Officer except for the President. The President for the next term shall be the President Elect/Vice President. Voting may be by mail or email up to 14 days prior to the Annual meeting. The member(s) elected will take office immediately following the Annual Meeting.

N. REMOVAL FROM OFFICE. Any officer or chair of a committee of the Corporation may be removed from office for conduct which is detrimental to the Corporation. Detrimental conduct may be defined by a simple majority of members of the the Council willing to bring a written proposal for removal from office to the presiding officer or to the Vice President/President Elect for the office of President. The officer board member or chair will have the right to respond. Missing two consecutive meetings without an alternate or proxy is grounds for removal of Governing Board members. A two-thirds vote of the members of the component group present and voting is necessary for removal of an officer, member-at-large or representative. The President and Vice President may determine the removal of a chair.

SECTION 4: COMMITTEES

A. GENERAL COMMITTEE RULES

1. TERMS. Committee appointments will be for two (2) years beginning at the end of the annual meeting. Committee terms will be staggered.

2. APPOINTMENT. Appointments and reappointments shall be at the discretion of the President. Committee membership is open to paid staff and the staff of any member. As far as possible, committee members shall come from different regions of the state.

3. REPORTING. Each committee chair, appointed by the President, shall report to the Board of Directors at the next Board of Directors meeting after a Committee meeting and provide a formal report at the annual meeting, with the written report posted on the Committee webpage.

4. APPLICATION FOR SELECTION. People interested in serving on a committee should be given an outline of the committee's responsibilities. They should apply to the President to serve, outlining their own background and experiences that would benefit the work of the committee.

5. TRAVEL COSTS. All committee member expenses related to serving on a committee must be borne by the committee member or his or her agency.

6. CONSISTENCY OF PURPOSE. Each committee chair is responsible for keeping the committee's procedures consistent with the Bylaws, policies, and Strategic Plan.

B. SELECTION COMMITTEE

1. PURPOSE. The committee will work with paid staff or consultants to identify, evaluate, and recommend new products to be purchased by the Corporation.

2. COMPOSITION. A representative from each type of library appointed by the President and a representative, appointed by the State Librarian, from the Arizona State Library and Public Records.

3. APPROVALS. All selections must be approved by the Council after being vetted by the Board of Directors.

C. TRAINING COMMITTEE.

1. PURPOSE. The committee, in collaboration with paid staff and/or consultants, is responsible for establishing a training needs assessment process, developing training tools, and planning and implementing training. Members are responsible for communicating their needs to the committee.

2. COMPOSITION. A representative from each type of library appointed by the President and a representative, appointed by the State Librarian, from the ASLAPR.

3. APPROVALS. All actions impacting the membership must be approved by the Board of Directors.

D. FINANCE COMMITTEE.

1. PURPOSE. The Committee will prepare the annual budget and recommend fiscal oversight, including working with auditors, and policy to the Board.

2. COMPOSITION. The Committee shall consist of at least two Board members working in cooperation with the President and the Treasurer under the supervision of the Board.

3. APPROVALS. The annual budget, actions regarding auditing, and policies must be approved by the Board of Directors.

E. AD HOC COMMITTEES.

1. PURPOSE. Ad hoc committees may be formed by the Board of Directors to fulfill a specific purpose. The committee is to be disbanded once the purpose has been fulfilled.

2. COMPOSITION. Ad hoc committee members shall be appointed by the President as best fulfills the needs of the specific purpose.

3. APPROVALS. Recommendations of the ad hoc committee must be brought to the Board for formal consideration and/or approval.

ARTICLE IV: SANCTIONS

SECTION 1. OVERALL PURPOSE

A. PRESERVE THE MEMBERSHIP. Sanctions are put in place to encourage payment ensuring that all members support the consortium and pay for services received.

B. ACT IN GOOD FAITH. Training and informal communication to solve problems are always the first and preferred courses of actions.

C. CONSEQUENCES. Sanctions shall be progressive and may include, but are not limited to, loss of access to some or all services, loss of privileges or franchise, and when all else fails, expulsion from the Consortium.

SECTION 2. PROGRESSIVE ACTION

A. RECOMMENDATION. Any committee, the Board of Directors, or the State Librarian may recommend sanctions against a member for violation of the bylaws, policies, or procedures. The recommendation must contain examples of the problem and suggestions for corrections. This recommendation is delivered to the Board of Directors.

B. PROCEEDING. The Board of Directors will vote on whether to proceed. If the vote is yes, the President delivers by registered mail a warning of the potential sanction and a copy of the recommendations to the director of the member, agency board chair or appropriate administrator, and the State Librarian.

C. ACKNOWLEDGEMENT. The member has sixty (60) days from the date of receipt of the letter to acknowledge the warning and propose a solution.

D. BOARD ACTION. The Board of Directors must vote on the recommendation within thirty (30) days of the agency's response or within sixty (60) days from the date of the agency's receipt of the letter warning of the potential sanction. Copies of all relevant documents must be available with the agenda. The motion to impose a sanction requires a two-thirds majority vote to pass.

SECTION 3. APPEAL AND REINSTATEMENT

A. APPEAL. The agency may appeal the decision to impose sanctions to the Board of Directors within thirty (30) days of the decision.

B. MEETING TO APPEAL. A special meeting of the Board of Directors must be called within fifteen (15) days of the receipt of the request for a special meeting. Copies of all relevant documents must be available with the agenda. The motion to uphold a sanction requires a two-thirds majority vote to pass.

C. REMOVAL OF SANCTIONS. The member may apply to the Board of Directors for removal of sanctions with proof that the problem is corrected. The committee initiating the sanctions will review the application and recommend action to the Board of Directors within sixty (60) days. The motion to withdraw a sanction requires a two-thirds majority vote to pass.

ARTICLE V: INDEMNIFICATION

To the fullest extent permitted by law, Members, Trustees, officers, employees, or agents of the Corporation shall be indemnified by the Corporation in accordance with the provisions of A.R.S. §§ 10-3850 through -3858 or Title 10, Chapter 31, Article 5, A.R.S., as each exists and applies or may hereafter be amended.

ARTICLE VI: GENERAL PROVISIONS

SECTION 1. MONETARY DEMANDS.

All checks or demands for money and notes of the Corporation shall be signed by the Treasurer, President, or CEO.

SECTION 2. FISCAL YEAR.

The fiscal year of the Corporation shall be fixed by resolution of the Board.

SECTION 3. INSPECTION OF THE BOOKS.

The books, records and papers of the Corporation shall be available at the principal office of the Corporation for inspection at reasonable times by any person as may be permitted by Arizona law. The Articles and Bylaws of the Corporation shall likewise be available for inspection by any person at the principal office of the Corporation, or at such other location the Board designates.

SECTION 4. CAPTIONS.

Captions used herein are for convenience only and are not a part of the Bylaws and shall not be deemed to limit or alter any provisions hereof and shall not be deemed relevant in construing these Bylaws.

ARTICLE VII: AUDIT

SECTION 1. ANNUAL AUDIT

A. Independent Audit. The Corporation shall be audited as required by law, at its own expense, by a certified public accountant.

B. Distribution of Audit Report. The Corporation shall distribute copies of the audit report as required by rule, regulation, policy, or statute.

ARTICLE VIII: DISSOLUTION

In the event of dissolution or final liquidation of the Corporation, none of the property of the Corporation nor any proceeds thereof shall be distributed or divided among any of the directors or officers of the Corporation or inure to the benefit of any individual. After all liabilities and obligations of the Corporation have been paid, satisfied or discharged, or adequate provision made therefore, all remaining property and assets of the Corporation shall be distributed to the Members of the Corporation by averaging the purchases made by each member, up to and including the three years prior to dissolution, to determine their percentage of ownership or final distribution. In the event that only liabilities and obligations remain at the time of dissolution, each Member's liability and obligation shall

be limited to compliance with the terms of that Member's purchase order(s) in effect at the time of dissolution, if any.

ARTICLE IX. AMENDMENT OF THE BYLAWS

These Bylaws may be altered or repealed by the affirmative vote of a majority of the Council; provided, however, that the Board shall give at least 30 days' prior notice to the Members of any amendment to the Bylaws and such amendment shall be subject to all applicable law. Such vote may be taken electronically in accordance with Article III Section 2.G. or at a Council Meeting.

Revision Schedule

1/27/2020

11/12/2020

12/29/2020

1/29/2021

8/13/2021 - Updated Formation Committee Member List

2/23/2022 - Updated Formation Committee Member List

APPENDIX A: FORMATION COMMITTEE

Name	Title	Organization	Email
Amadee Ricketts (Vice President	Director & County Librarian	Cochise County Library District	ARicketts@cochise.az.gov
Corey Christians (President)	Director & County Librarian	Yavapai County Free Library District	Corey.Christians@yavapaiaz.gov
Rachelle Kuzyk		Chandler Public Library	Rachelle.Kuzyk@chandleraz.gov.
Jeremy Reeder	Director	Maricopa County Library District	JeremyReeder@mcldaz.org
Elizabeth Saliba		Glendale Community College Library	elizabeth.saliba@gccaz.edu
Mary Villegas (Secretary)	Library Consultant	Arizona State Library	mvillegas@azlibrary.gov
Victoria Silva	Director & County Librarian	Safford City/Graham County	vsilva@saffordaz.gov

* Nonvoting

APPENDIX B: CONSORTIAL BYLAWS REFERENCED DURING FORMATION

Califa Bylaws

https://califa.org/sites/default/files/uploads/califa_documents/Califa-Board-BylawsREV5-31-18.pdf

Mohave Purchasing Cooperative

http://www.mesc.org/downloads/bylaws_rev_4_08.pdf

Orbis Cascade Alliance

https://www.orbiscascade.org/governance/

RAILS (Reaching Across Illinois Library System)

https://www.railslibraries.info/about/bylaws

WYLD (Wyoming statewide multitype consortium)

https://library.wyo.gov/downloads/WYLD/Bylaws_2018.pdf

YCETC (K12 and Library Technology Consortium)

https://ycesa.com/yavapai-county-educational-technology-consortium/