

Changes to the NMRLS Bylaws

9th Annual Council of Members Meeting
Wednesday, November 16, 2005

The NMRLS Executive Board approved the following changes to the NMRLS Bylaws on September 15, 2005, based on the recommendation of the NMRLS Board Development Committee. The changes are **underlined** (the complete NMRLS Bylaws can be found at <http://www.nmrls.org/publicat/bylaws.shtml>):

Section 5.8 Action without a Meeting

Any action required or permitted to be taken at any board meeting may be taken without a meeting if a consent in writing, setting forth the action as taken, shall be signed by ~~all~~ **a quorum** of the directors with respect to such subject matter. Such consent, which may be signed in counterparts, shall have the same force and effect as a vote of the Executive Board.

Section 5.13 Removal

Any director may be removed for failure to attend three (3) consecutive Executive Board meetings without first notifying the clerk of the corporation. ~~Removal may occur~~ **A director may be removed, with or without assignment of cause,** by vote of a majority of the entire Council of Members at any meeting of the Council or by a vote of three-fourths of the entire Executive Board. No director shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is given to the director whose removal is sought.

Any director (except the lay representative), who is no longer employed by a member library, is automatically removed from the Executive Board.