

# LEWIS & CLARK LIBRARY SYSTEM

## BYLAWS

### ARTICLE III

#### A. GOVERNING BOARD

The governing board shall be the system board of directors, hereinafter referred to as the “system board.”

##### 1. Number of Directors

The system shall be composed of nine (9) members representing the variety of library interests in the system area.

##### 2. Representation

The system board shall be composed of elected members according to the following manner:

a. Five (5) members of the board of directors shall be members of the governing boards of public library members.

b. Four (4) members of the board of directors shall represent in the following manner:

- 1) One (1) representative shall represent academic libraries
- 2) One (1) representative shall represent special libraries
- 3) One (1) representative shall represent school libraries
- 4) One (1) representative shall represent the public libraries

c. No more than one director shall be elected to the board of directors or appointed to fill a vacancy therein from any one member library at one time.

##### 3. Nomination of Candidates

a. Each public library may nominate one candidate from its governing board. Up to three at-large directors will be nominated in this manner.

b. Two (2) board of directors from the public library representation will be chosen based on population served. One (1) director will be chosen from trustees serving libraries above 15,000 population. One (1) director will be chosen from trustees serving libraries less than 15,000 population. Candidates may be self-nominated or nominated by a governing board. Latest population statistics will be used for this division.

c. Four (4) board of directors representing the type of library may be self-nominated or nominated by their interest groups.

d. Names of eligible candidates shall be conveyed to the system in writing and shall be received by March 15.

##### 4. Election of Directors

a. The Nominating/Election Committee shall oversee the election process from the board of directors and nominate officers for the board.

b. A ballot will be prepared and distributed by the Nominating/Election Committee by March 30. Each library will be entitled to cast for their choice of candidates for the board of directors.

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- c. The ballots for the election of board of directors shall be returned to the Nominating/Election Committee by April 30. The Nominating/Election Committee shall then report the results of the election at the May meeting of the board.

### 5. Terms of Office

- a. The term of office for elected system board members shall be three (3) years.
- b. No board member shall be permitted to serve for more than a total of six (6) consecutive years unless two (2) years have elapsed since his/her sixth year of service.
- c. All terms of office shall be staggered.
- d. System board terms of office begin on July 1 and end on June 30, or according to the system's fiscal year.
- e. Any appointment to the system board for a partial term is counted as a full year of service at the conclusion of the most current fiscal year.

### 6. Powers and Duties

The powers and duties of the system board shall be in accordance with the Illinois Library System Act and the Rules and Regulations promulgated thereunder.

### 7. Economic Interests

- a. No member of the system board may profit personally, either directly or indirectly, from any business connected with the system.
- b. Each member of the system board shall file a Statement of Economic Interest pursuant to the Illinois Governmental Ethics Act.
- c. All records and accounts of the system shall be kept in the system headquarters office and in the custody of the Executive Director. All such records and accounts shall be open to the inspection and use of all members of the system board at all reasonable times.
- d. The members of the system board shall serve without compensation, but their actual and necessary expenses shall be paid by the system.

### 8. Officers

The system board shall elect a president, vice-president, secretary, and treasurer. Officers shall perform the following duties:

- a. The president shall preside at all meetings of the board, appoint any necessary committees, be an ex-officio member of all committees except the Nominating Committee, and is entitled to vote on each committee.
  - (1) In the event that the office of president becomes vacant, the vice-president shall assume the duties of the president, and the board shall elect one of its members to the office of vice-president for the remainder of the term. In the event one of the other offices becomes vacant, the board shall elect one of its other members to fill the remainder of the term.

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- b. The vice-president shall preside at meetings in the absence of the president.
- c. The secretary shall have the responsibility for all the records of the system board, shall keep the minutes of all meetings.
- d. The treasurer shall be responsible for the board review of system expenditures, serve as primary signatory on system checks with the executive director. The treasurer shall also be bonded in the amount to be approved by the system board and in keeping with the Illinois Library Systems Act.

### 9. Election of Officers

The Nominating/Election Committee shall present a slate of officers and hold the election at the June meeting. The officers shall be elected for one (1) year, and no officer shall serve more than two (2) consecutive terms. A term of six (6) months or more shall be considered a full term. The term of office begins at the start of the fiscal year.

### 10. Attendance of Directors

Directors are expected to fulfill the duties imposed on them by the nature of their office. The system board by a majority vote may, with a quorum present, declare a board position vacant if a director fails to attend three (3) meetings during the fiscal year. When a director leaves the local position by virtue of which the director was eligible, nominated, and elected, the directorship shall be declared vacant, except when the director changes positions within the entity or is still otherwise qualified to represent the type of library which the director was elected. In the event a director is unable to attend a regularly scheduled board meeting, they may elect to attend via electronic means. The secretary must be notified at least 48 hours in advance of their intent to e-attend and a majority of the quorum must be physically present.

### 11. Vacancy

In the event of a vacancy the board shall appoint a new member to serve the remainder of the term.

### 12. Indemnification

If any claim or action not covered by insurance is instituted against a director of the Lewis & Clark Library System arising out of an act or omission by a director acting in good faith for a purpose believed to be in the best interest of the system; or if any claim or action not covered by insurance is instituted against an officer or employee of the system allegedly arising out of an act or omission occurring within the scope of his or her duties as such officer or employee of the system; the system shall, at the request of the officer, director, or employee:

- a. Appear and defend against the claim of action; and
- b. Pay or indemnify the officer, director, or employee for a judgment and court costs, based on such claim or action; and
- c. Pay or indemnify the officer, director, or employee for a compromise or settlement of such claim or action, providing the settlement is approved by the system board.

For the purpose of this section, the term director, officer, or employee shall include a former director, officer, or employee of the system. This section shall not apply if the Board of Directors

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finds that the claim or action is based on malicious, willful, or criminal misconduct. In such cases, indemnification will be determined after an investigation of the facts.

### 13. Committees

The president of the system board shall appoint all committees. Committee appointments are for one (1) year or until their business is completed.

- a. The president, vice-president, secretary, and treasurer shall constitute the Executive Committee to conduct business between regularly scheduled meetings and shall be prepared to bring the findings and recommendations to the Board of Directors.
- b. The Nominating/Election Committee shall be appointed by the system board president, with the board's approval. They shall have charge of the conduct of the annual election including the counting and tabulation of all ballots and the nomination of officers for the Board of Directors.
- c. Special committees and task forces may be appointed by the president to handle specific assignments as deemed necessary by the board.

### 14. Meetings

- a. The board shall hold a minimum of nine (9) monthly meetings per year to conduct the business of the system.
- b. An annual meeting of the system shall be held at a time and place to be selected by the board within 120 days of the fiscal year end. This annual meeting may precede a regular board meeting. The purpose of the annual meeting is for all members to hear an accounting of the system from the board, officers, and staff.
- c. The president may call special board meetings on his/her initiative; the president must call a special board meeting when requested by at least three (3) board members. Notice shall be given a minimum of five (5) days prior to the date of the meeting and shall state the business to be transacted. The meeting will be limited to the business stated.
- d. A quorum shall be a simple majority of the members of the system board.
- e. Should both the president and vice-president be absent from any meeting, the directors present shall choose, from among their number, a temporary, presiding officer who shall be designated President Pro Tem for that meeting.

## ARTICLE IV

### SYSTEM EXECUTIVE DIRECTOR

The system board shall employ an executive director who shall be a full-time employee of the system, and whose educational attainment shall include a Masters Degree in Library Science accredited by the American Library Association. The system director shall have at least five years post-graduate employment that includes responsible library experience. The system director shall be the system's chief executive officer and be responsible for the administration of the system. The system director shall report directly to the board, serve as advisor to the board, and be authorized to develop the program, implement the plan of service, establish the organizational structure, employ the personnel, spend the funds on items budgeted, and undertake such other activities as may be necessary for the system's operation, subject to the policies and regulations established by the board.