PP DOC 2.10.11 E

DRAFT February 8, 2011

Bylaws

Article I Name

The name of the organization shall be XXX System, hereinafter referred to as the System.

Article II Authority

The System derives its authority from the Illinois Library System Act, 75 Illinois Compiled Statutes 10/1 et.seq. as amended; and operates in accordance with the Administrative Rules of Title 23, Part 3030 of the Illinois Administrative Code (hereinafter called "Administrative Rules") promulgated thereunder.

Article III Purpose/Objectives/Vision & Mission

Section 1. The System is a cooperative multitype library system serving academic, public, school, and special libraries of central and southern Illinois in the counties of Alexander, Bond, Calhoun, Champaign, Christian, Clark, Clay, Clinton, Coles, Crawford, Cumberland, Douglas, Edgar, Edwards, Effingham, Fayette, Ford, Franklin, Gallatin, Greene, Hamilton, Hardin, Iroquois, Jackson, Jasper, Jefferson, Jersey, Johnson, Lawrence, Macon, Macoupin, Madison, Marion, Massac, Menard, Monroe, Montgomery, Moultrie, Perry, Piatt, Pope, Pulaski, Randolph, Richland, Sangamon, Saline, St. Clair, Shelby, Union, Vermilion, Wabash, Washington, Wayne, Williamson, White, and parts of DeWitt, Logan and Mason and other counties that may be associated with the System in the future..

Section 2. The System envisions a future where all libraries and information partners collaborate to provide accessible and innovative services. (Vision) The System is a community of mulitype libraries developing partnerships and sharing resources in pursuit of excellent service. (Mission)

Section 3. In accordance with its Strategic Plan and its Annual Plan of Service, the System provides services and facilitates cooperation among its member libraries in order to implement the objectives stated in the Illinois Library System Act, the Administrative Rules of Title 23, Part 3030 of the Illinois Administrative Code.

Section 4. To achieve its purpose, the System responsibly utilizes the Area & Per Capita Grant appropriation from the Illinois General Revenue Fund and Live and Learn Fund as disbursed and administered by the Illinois State Library as a department of the Secretary of State's Office. Additionally, the System actively pursues alternative revenue streams and earned income opportunities to fulfill its mission.

Article IV Fiscal Year

The fiscal year of the System shall begin with July 1 and end with June 30.

Article V Membership

Section 1. All academic, public, school, and special libraries whose governing authority headquarters are within the geographic boundaries of the System are eligible to apply for membership if they meet the criteria for full or developmental membership.

Section 2. There are three levels of membership. Full, Full Conditional, and Developmental.

a. Full membership status is granted to libraries meeting the definition of "library" in the Administrative Rules of the Illinois Library System Act, and the membership requirements as adopted by the Board of Directors and found in the Membership Policy. Full member libraries are entitled to all services provided by the System.

b. Full Conditional Membership status is granted to libraries that met the full membership requirements of the previous systems but do not meet the membership requirements of the System. Libraries with full conditional status must work toward full status through the options listed in Appendix C of the Membership Policy. Full conditional member libraries are entitled to all services provided by the System. Conditional members will have five (5) years of continued progress to meet full member criteria. At that time they may be moved to developmental status.

c. Developmental membership is available to libraries that meet the definition of "Library" (as above) and agree to work toward full membership status within five (5) years. Developmental library members are entitled to the following System services when available: consulting, continuing education, System communications, and they may apply for State grants. Developmental libraries are not eligible for representation on the System Board of Directors.

Section 3. Application for Full or Developmental membership in the System shall be in writing and in accordance with the Membership Policy Requirements.

After membership review, if it is determined that an applying library does not meet Full or Developmental eligibility requirements, the library agency governing authority may appeal in writing to the Executive Director and Board of Directors within thirty (30) days for reconsideration of eligibility.

Section 4. Acceptance is subject to the approval of the Board of Directors of the System and the State Librarian. Libraries accepted into System membership must observe all provisions of the Illinois Library System Act, the rules of the Illinois State Library, the Illinois Interlibrary Loan Code, the By-Laws of the System, and the Plan of Service of the System.

Section 5. A library's Full membership status can be changed to Developmental status in accordance with the System's Membership Policy and Illinois Library System Act Administrative Rules.

When a member library fails to remedy the deficiencies that resulted in Developmental status, as prescribed in the Membership Policy, the System Board of Directors may suspend membership, subject to the concurrence of the State Librarian. Specific information about Suspension can be found in the Administrative Rules (3030.115).

A suspended library may apply for reinstatement only if they meet the membership requirements for Full member status.

Section 6. Transfer of a member library to another System shall be governed by the Rules of the Illinois State Library.

Section 7. Upon written notice on or before April 1 of any year, a member library governing authority may voluntarily terminate System membership on or before June 30 of the same year (the end of the System's fiscal year) and upon fulfillment of all outstanding obligations to the System.

Article VI Board of Directors

Section 1. The System shall be governed by a Board of Directors of fifteen (15) members. No library shall be represented by more than one Director. All Directors must be eligible electors in the geographical area of the System.

Section 2. Duties of Board

The Board of Directors of the System shall have the authority to make such policy to carry out the spirit and intent of The Illinois Library System Act, and shall have the powers conferred by the Act.

Section 3. The Board of Directors shall be composed of elected members according to the following manner:

a. Eight (8) Directors from the governing boards of public library members.
b. Two (2) Directors representing public libraries
c. Three (3) Directors representing school libraries
d. One (1) Director representing special libraries
e. One (1) Director representing academic libraries

Section 4. Nominating Committee for the Board of Directors.

A Nominating Committee of five (5) members shall be appointed by the President of the System Board, with Board approval, in January of each year. They shall have charge of the conduct of the election as specified in Article IV, Sections 4 No currently sitting System Board member may serve on the Nominating Committee and no Nominating Committee Member may be slated for that election to the System Board.

a. The Nominating Committee shall select and confirm candidates for election to the System Board. Nominees must be members of a governing board of a member library, professional staff or the administration of the type of library to be represented as set out in these Bylaws. The call for nominations will be appropriately publicized to the Members of the System and any member may propose names for the Nominating Committee's consideration. Additional nominations may be sent to the Nominating Committee upon written petitions of ten (10) member libraries represented by the type of seat on the System Board to be filled. Such petitions, accompanied by written acceptance of the nominee, must be filed with the System Board Secretary who will forward them to the Chair of the Nominating Committee for inclusion on the list of nominees.

b. The Nominating Committee shall prepare a ballot and certify that all candidates are eligible electors in the geographic area of the System. The ballot will be distributed to each member electronically by April 15. Each library will be entitled to return one ballot for its choice of candidates for the System Board of Directors.

c. Ballots must be completed and submitted by May 15th to be counted. The Nominating Committee will certify the election results to the System Board of Directors at its June meeting each year.

d. Special Procedures for Initial System Board in 2011: the first Board of the System will be nominated by the four current Systems' Boards and member libraries. A nominating committee made up of one designee/representative from each of the four Systems, will prepare a list of candidate nominees, and certify that each are eligible electors from the area of the System, and not "term limited." The committee will prepare a ballot that will include a short bio of each candidate. The Ballot will be distributed electronically to each member by May 1, 2011. In order to be counted, each ballot must be submitted by May 31 to the Secretary of the Transition Board, who shall certify the results to the Transition Board at its June 2011 meeting. The initial Board of Directors of the System shall meet in July 2011 to draw lots for terms of office, i.e. for the staggering of terms, one-third of the directors will draw 1 year terms, one-third will draw 2 year terms, and the final third will draw 3 year terms. The Board will then elect initial officers and formally adopt Bylaws and policies. Prior service in office on the board of directors of any Illinois Library System, shall count towards the statutory maximum of serving a total of no more than six (6) years as a director, unless two years has elapsed since their sixth year of service."

Section 5. Terms of Office

a. All Board members will be elected for a term of 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, with one-third of the board seats ending each year.

d. Terms of office begin on July 1 and end on June 30, 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.

Section 6. Economic Interest

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.

Section 7. Vacancies may be filled by appointment by the remaining members of the Board. The appointee shall serve for the unexpired term of the Director replaced. Persons appointed must have the same qualifications as those elected, and represent the constituency of the vacant seat, except that if a person of the same library constituency is not available for appointment within thirty (30) days from the date of vacancy, the Board may appoint a qualified person representing any library constituency.

Section 8. Officers

a. The Officers of the Board of Directors shall be a President, Vice-President, Secretary, and Treasurer.
b. The Board Nominating Committee shall present a slate of candidates to the Board at the first meeting of the fiscal year. Additional nominations may be made from the floor. The Directors shall then vote on the slate of candidates.
c. The Officers shall be elected for one year, and no Officer shall serve more than two consecutive terms. A term of six months or more shall be considered a full term.
d. The duties of the Officers shall be
    i. The President shall preside at all meetings of the Board, appoint any necessary committees, be an ex officio member of all committees, and be entitled to vote on such committees.
    ii. The Vice-President shall preside at meetings in the absence of the President, and shall in case of the resignation of the President assume the President's responsibilities until the election of a new President.
    iii. The Secretary shall have responsibility for the records of the Board of Directors.
    iv. The Treasurer shall be chairperson of the Finance Committee, which is the committee that recommends all bills for payment. Before entering the duties, the Treasurer shall be required to give a bond in an amount to be approved by the Board, but in no case less than the minimum amount specified in the Library System Act.
    v. Should an office become vacant prior to the expiration of the term of that office, the Directors shall elect from their members an Officer to fill the unexpired term.

Section 9. Attendance of Directors

Directors are expected to fulfill the duties imposed on them by the nature of their office. Directors must notify the System Director if they are unable to attend a board meeting. Should a Director not notify the system Director the following actions will be taken. The Secretary shall notify in writing all members missing their first meeting. The President shall notify in writing members missing their second meeting. Upon a member's third absence the topic will be included on the agenda for discussion at the next meeting. 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) consecutive meetings during the fiscal year.

Section 10. Indemnification

If any claim or action not covered by insurance is instituted against a Director of the 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.

Section 11 Committees

The President of the Board of Directors shall appoint committees. Membership on standing committees is limited to members of the Board of Directors; excluding the Nominating Committee which is made up of members only. Membership on committees shall be not less than three. Members of the Board of Directors are limited to membership on two standing committees, excluding the Executive Committee. Terms on committees are for one year, or until such time as new appointments are made.

Executive Committee:

The elected officers of the Board of Directors plus one other Board Director shall constitute the Executive Committee. A majority of the Executive Committee may authorize payment of bills in the event a meeting can not be held. The duties of the committee shall be:

a. To conduct business between regularly scheduled meetings of the Board of Directors
b. To provide for the annual evaluation of the Executive Director
c. To review the By-Laws of the System annually.

Standing Committees(other than Nominating Committee for the Board of Directors):

a. Budget and Finance
    i. The Treasurer shall be the chair of this committee
    ii. To review the financial needs of the System
    iii. To prepare and review budget proposals submitted by the Executive Director
    iv. To review audit findings
    v. To review the property and insurance needs of the System
    vi. To determine cost-of-living adjustments and to update the salary schedule appropriately
b. Personnel
    i. To review position descriptions and staffing requirements of the System.
    ii. To review and update the personnel code of the System
c. Membership
    i. To develop and review the membership eligibility criteria
    ii. To review continued membership eligibility of libraries that are members of System
    iii. To review all applications for new members.
d. Policy and Planning
    i. To review and update the service policies of the System.
    ii. To review and evaluate progress in fulfilling the system strategic plan.
e. Nominating Committee for Officers of the Board
    i. To develop a slate of officer candidates from the Directors serving on the board at the beginning of the fiscal year
    ii. Each candidate shall be contacted about their willingness to serve as an officer
    iii. The Slate of Officers shall be voted on at the July meeting of the Board.

Ad Hoc Committees

The President may appoint Ad Hoc committees as needed. Members of Ad Hoc committees may also include other personnel associated with the System, but who are not members of the Board of Directors. Ad Hoc committees must include members of the Board, and no library associated with the System can have more than one member on an Ad Hoc committee.

Section 12 Meetings

a. The Board shall hold a minimum of ten (10) regular monthly meetings per year to conduct the business of the System. The dates, times and locations of the meetings shall be determined at the July meeting. Board agendas shall be posted in accordance with the Illinois Open Meetings Act. Board meetings shall be scheduled every month except August and December.

b. All Board and Committee meetings will be conducted in full compliance with the Open Meetings Act (5 ILCS 120/1 et seq.).

c. The President may call special meetings on his/her initiative; the President must call a special board meeting when requested by at least five (5) board members. Notice shall be given 48 hours 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. With fifteen (15) members, the quorum is eight (8).

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.

f. All motions shall be decided on a recorded (roll call) vote.

g. Standard Order of Business will comply with the Open Meetings Act.

Article VII Executive Director

The Executive Director shall be the System's Chief Executive Officer and be responsible for the administration of the System. The qualifications of the Executive Director shall include a Master's degree from an American Library Association-accredited library education program and who has a minimum of five years postgraduate employment that includes a minimum of two that were in library administrative experience. The Executive Director shall have the authority to hire such other employees as may be necessary, to fix their compensation, and remove such appointees, subject to the approval of the Board. The acts of the Executive Director are subject to the approval of the Board. The Executive Director reports to and is responsible directly to the Board. Performance is evaluated by the Board of Directors based upon the agency's ability to serve the needs of its membership and achieve the goals of the Board.

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Article VIII Advisory Councils

The Executive Director shall form Regional Library Councils to serve as an effective liaison between the librarians of system and the Executive Director. The purpose of the committee is to:

1. Promote System development
2. Provide input and review of changes to system policy and membership criteria
3. Initiate suggestions to the Executive Director and the Board

Members of the Librarians Advisory Councils shall serve three-year terms.

Article IX Parliamentary Authority

All meetings shall be conducted in accordance with Robert's Rules of Order, latest edition, and shall be open to the public in compliance with the "Illinois Open Meetings Act," as amended (ILCS 120/1 et.seq.)

Article X Amendments and Revisions

Section 1. These By-Laws may be amended by a vote of two-thirds (2/3) of all Board members at a regular Meeting of the Board of Directors of the System provided a written draft of the proposed amendments has been given to each Director at the preceding regular meeting with notice to all member libraries.

Section 2. By-Laws changes can originate from the System Board or from the membership of the System submitted to the System Board.

Draft, February 10, 2011