

**Bylaws of the North Suburban Library System**  
**Approved by the NSLS Board of Directors**

**Article I - NAME**

Sec. 1. The name of this organization is the North Suburban Library System, hereinafter referred to as NSLS.

**Article II - OBJECTIVES**

Sec. 1. The NSLS, a body politic and corporate, is a multitype organization. NSLS shall:

- Provide leadership
- Encourage improvement of library service
- Facilitate resource sharing
- Offer professional support
- Work with member libraries to offer appropriate cooperative services

**Article III - MEMBERSHIP**

Sec. 1. Membership will be open to any organization within the NSLS area and which operates an academic, public, school or special library for the use of the respective organization's legal or primary constituents. To be a member of NSLS, a public library's Board of Trustees or other library's Governing Authority shall agree to share its library or other appropriate resources on a cooperative basis with all other members of the NSLS, and shall meet such other membership requirements as legally may be required. Such requirements are those in, but not necessarily limited to, Illinois statutes, Adopted Rules of the Secretary of State and State Librarian, the Bylaws of the NSLS and the Policies and Regulations of NSLS.

Sec. 2. An organization submitting an application for membership shall become a member of NSLS after approval of the application by the Board and by the State Librarian.

Sec. 3. An organization which is a member of NSLS may terminate membership in NSLS in accordance with the provisions of the Illinois Library System Act, the Adopted Rules of the Secretary of State and State Librarian, and the Policies and Regulations and other regulations of the NSLS.

Sec.4. Affiliate status is open to any organization which operates a library, when the partnership is beneficial to NSLS and member libraries. No library established in Illinois may be an affiliate organization of NSLS. An affiliate organization need not be located within NSLS boundaries. Affiliate organizations will agree to follow all applicable policies and procedures. Selected system services will be provided to an affiliate organization either on a cost-recovery basis or in exchange for services of equal or greater value provided to NSLS by the affiliate organization. Affiliate organizations will not appoint representatives to NSLS and will have no representation on the NSLS Board of Directors.

#### **Article IV - REPRESENTATIVES**

Sec. 1. The Board of Trustees of each public library which is a member of NSLS shall designate one of its trustees to be that library's official Representative for NSLS matters. At any time or for any period in which a public library is a member of NSLS and has not designated a Representative, the President of the Board of that library shall be considered to be the library's official Representative.

Sec. 2. The Governing Authority of each organization having an academic, school, or special library and which is a member of NSLS shall designate one person to be its Representative. At any time or for any period in which an organization, other than a public library, which is a member of NSLS has not designated a Representative, the incumbent official of the office whose title appears on that organization's latest approved application for membership in NSLS shall be considered to be the organization's official Representative.

Sec. 3. Each member's Representative to NSLS is the established channel of communication between the NSLS Board of Directors and the member, and that Representative is considered to be the official spokesperson for that member in presentations to the NSLS Board of Directors or to the Executive Director.

Sec. 4. The Representatives are the electorate of the NSLS's Board of Directors. In addition, the NSLS Board of Directors may call upon the Representatives to provide such information, guidance and other assistance as the NSLS Board of Directors, or its President, may from time to time determine to be appropriate.

#### **Article V - GOVERNMENT**

Sec. 1. Each organization shall retain autonomy in regard to its own expenditures and operations for library operations.

Sec. 2. The government of NSLS shall be vested in the NSLS Board of Directors.

Sec. 3. The NSLS Board of Directors will adopt and amend as necessary, Bylaws, Policies and Regulations, a plan of service, by whatever name designated, and take such other actions as will insure the achievement of NSLS objectives; employ the Executive Director; supervise the expenditure of NSLS funds; discharge such legal responsibilities as are indicated in the law; and exercise such powers and perform such other appropriate duties as may be legally authorized.

Sec. 4. The NSLS Board of Directors will be constituted in the following way:

a. The NSLS Board will consist of fifteen (15) Directors, as follows:

(i) At least nine (9) will be Representatives of the boards of member public libraries; provided, however, one (1) of such Representatives may be a staff member of a member public library as determined in the election of the NSLS Board of Directors as specified in these Bylaws;

(ii) Three (3) will be Representatives of other member organizations, and, shall represent, respectively, the interests of academic, school, and special libraries;

(iii) The remaining three (3) Directors will be elected at large from among the Representatives of libraries of all types, public, academic, school and special, and without regard to type of library, represented as specified by these bylaws.

b. The term of office of a Director shall be 2 years. No Director shall be permitted to serve for more than a total of six (6) years unless two (2) years have elapsed since the Director's sixth year of service.

c. The term of office of a Director shall begin at the June meeting of the NSLS Board in the year of the election to that office and shall expire at the close of the June meeting of the second year following that election when a successor is qualified and seated.

d. Should a person serving as a Director cease to be the official Representative of a member organization, the Directorship held by that person automatically is vacated, and a vacancy on the Board exists except that if an NSLS Director concludes his or her term as Representative of an NSLS organization in May, that Director may serve the balance of his or her term through the June meeting of the NSLS Board and no vacancy will exist.

e. If a Director is absent from three (3) consecutive regular meetings of the NSLS Board of Directors, the Directorship may be considered vacant if so be declared by the NSLS Board of Directors.

f. In the event of vacancy on the NSLS Board of Directors caused by either insufficient nominees at the annual election or at any time prior to the next regular election, the Board of Directors will fill the vacancy in the following manner:

At its next regular meeting following the notice or declaration of the vacancy, the NSLS Board of Directors will appoint a new Director. If the vacated seat was held by a Director who had been elected at large, the Board may appoint any Representative of any academic, public, school, or special library. However, if the vacated seat was held by a Director who had been elected to represent a public library or to represent an academic, school or special library, then the NSLS Board of Directors must appoint a Representative from the same type of library. Each appointment shall be for the remainder of the term of the vacated seat.

g. Library staff who serve on the NSLS Board of Directors will be employed in a member organization.

h. No more than one person representing a member organization of NSLS may serve on the NSLS Board of Directors at a time.

Sec. 5. The Executive Director of the NSLS shall (a) hold a Master's Degree in library science from a program accredited by the American Library Association; (b) have at least five years post-graduate employment that includes responsible library experience; (c) serve as the NSLS's chief executive officer and be responsible for the administration of the NSLS; (d) report directly to the Board, and serve as advisor to the Board; (e) be authorized to develop the program, implement the plan of service, establish the organizational structure, employ the personnel, spend funds on items budgeted, and undertake such other activities as may be necessary for the NSLS operation, subject to the policies and regulations established by the Board.

Sec. 6. There shall be a Executive Director's Advisory Council (EDAC), consisting of four members, one member to be elected by the academic library members, one by the public library members, one by the school members and one by the special library members and up to six other members appointed by the Executive Director. Members of the EDAC will serve two year terms to a maximum of six consecutive years. Half of the members of EDAC's terms will expire each year: EDAC shall be classified with respect to the time for which they shall severally hold office by dividing them into two (2) equal classes, each class to contain two of the elected members and half of the remaining members. The EDAC shall meet regularly with the Executive Director for the purpose of evaluating NSLS goals and programs, making recommendations appropriate to that purpose and for otherwise advising the Executive Director.

## **Article VI - ELECTIONS**

Sec. 1. The persons who are serving as official Representatives to NSLS or who are eligible public library staff on the day provided in these Bylaws for the annual election of members of the NSLS Board of Directors will elect from their numbers members to the NSLS Board of Directors. An NSLS member library also may designate in writing an eligible person to serve as their next official NSLS Representative at the beginning of the term of the NSLS Board for which the election is being conducted. Such a designee may be a candidate for election to the NSLS Board of Directors, but will not have a vote or exercise any other rights of an NSLS Representative as long as the member library prior Representative continues to serve.

Sec. 2. The annual election of the NSLS Board of Directors shall be held at a meeting of the Representatives called for that purpose, which shall be held at the time of the regular May meeting of the NSLS Board of Directors. In the event the regular May meeting is canceled, the NSLS Board of Directors shall within thirty (30) days call a special meeting of the Representatives for the purpose of the annual election, or in the absence of such a call, the regular June meeting shall be the time of the annual election meeting.

Sec. 3. Nominations for election to the office of Director shall be by self nomination of Representatives and public library staff eligible to serve on the NSLS Board of Directors, or who have been designated by a member organization as their next official NSLS Representative as of the beginning of the term of the NSLS Board for which the election is being conducted.

Sec. 4. The election of the NSLS Board of Directors shall be in accordance with the following:

- a. Eight (8) Directors shall be elected at the regular annual election in odd-numbered years.
- b. Seven (7) Directors shall be elected at the regular annual election in even-numbered years.

Sec. 5. In the event a Representative is unable to be present at the meeting at which an election of a Director or Directors is held, the Representative, or the Board of Trustees or the Governing Authority of the Representative's library or institution, whichever may be appropriate, may appoint as a voting proxy a person otherwise qualified to be a Representative under the provisions of these Bylaws. In order to be eligible to vote in such an election, the proxy shall present at any time prior to the voting a letter to the NSLS Board of Directors, which letter shall indicate that the proxy is duly authorized to vote, or, in the absence of such written authorization, the proxy shall otherwise satisfy the NSLS Board of Directors that the proxy is the duly authorized to vote.

Sec. 6. In the case of a tie in the election of the NSLS Board of Directors, which tie prevails after a third balloting, the election will be decided by lot.

## **Article VII - OFFICERS**

Sec. 1. The Officers of the Board shall be as follows: President, Vice President, Secretary, and Treasurer.

Sec. 2. The Officers of the Board shall have the following duties and responsibilities:

- a. The President will preside at all meetings of the Board and of the Representatives; shall appoint any necessary committees; shall sign official documents; and shall assume such other powers as meet with the consent of the Board.
- b. The Vice President will preside at meetings in the absence of the President; shall in the case of the resignation of the President or the inability of the President to perform the duties of the office assume the President's responsibilities until the election of a new President; and shall perform such other duties as the Board may direct.
- c. The Secretary will keep minutes of all Board meetings; shall sign documents and correspondence in the name of the Board when so directed by the President and/or the Board; and shall perform such other duties as the Board may direct.
- d. The Treasurer will discharge the responsibilities placed upon that office by law, oversee the fiscal affairs and activities of the NSLS; report regularly to the Board of these matters, and perform such other duties as the Board may direct.

Sec. 3. The Officers of the Board shall be elected as here provided:

- a. An election of the Officers or an Officer of the Board will occur at a meeting of the NSLS Board of Directors.
- b. The annual election of the Officers of the incoming Board will occur at the first stated regular meeting following the May election of Directors or a duly called special meeting of that Board held on or after June 1 of the incoming Board's year. In no case shall the election be held later than July 15.
- c. From the list of Directors constituting the incoming Board of Directors to take office at the June meeting, the Nominating Committee of the

outgoing Board, will nominate a slate of officers to serve in the respective offices for a term of one (1) year. Such slate will be presented by the Nominating Committee to the members of the incoming Board by mail postmarked at least ten (10) days prior to the meeting of the NSLS Board of Directors at which the officers are to be elected. Should a special meeting for the purpose of the annual election of officers be called and the time is insufficient to meet the prior notice by mail requirements, the mail requirement will be waived and the Nominating Committee's report will be made at the special meeting.

- d. In an election of an officer or of officers of the Board, nominations may be made from the floor, the nominations of a Nominating Committee notwithstanding; provided, however, that only those Directors constituting the NSLS Board of Directors, for which the officer or officers are being elected who are present at the election meeting shall be eligible to nominate officers from the floor or to vote for officers for the Board.
- e. For each office, the nominee receiving the most votes cast by eligible Directors will be declared elected. In case of a tie, which tie prevails after a third ballot, the election will be decided by lot.
- f. The President, or, in the President's absence, the Vice President, of the outgoing Board shall serve as the presiding officer at the convention of the first meeting of the incoming Board, at which meeting the election of the Board's officers shall be the first item of business. If none of the outgoing officers, President, Vice President, Secretary, Treasurer will be present at that first meeting, the Directors of the incoming Board will choose from among their members a temporary presiding officer who will serve as Chair pro tem until the officers of the incoming Board are elected.

Sec. 4. Should an office become vacant prior to the expiration of the term of that office, the Board will, at the first regular meeting held after such vacancy occurs, elect from its number an officer to fill the unexpired term.

Sec. 5. The term of office for each office will be one (1) year, beginning at the June meeting of the year in which the officer is elected and ending in June of the next year. If an NSLS officer concludes his or her term as Representative of an NSLS organization in May, that officer may serve the balance of his or her term through the June meeting of the NSLS Board and no vacancy will exist.

Sec. 6. An incumbent officer who will continue to serve on the NSLS Board of Directors is eligible for re-nomination and re-election.

Sec. 7. The officers of the outgoing Board will serve as the NSLS's officers until the successor offices are elected at the annual election of the officers of the incoming Board.

## **Article VIII - COMMITTEES**

Sec. 1. The Nominating Committee of the outgoing Board of Directors will nominate three (3) of the members of the incoming Board of Directors who take office at the June meeting, to serve as the Nominating Committee of the incoming Board of Directors with preference for at least one member of the incoming Board of Directors with prior service on the Nominating Committee. The members of the Nominating Committee will serve a term of one (1) year.

Such slate shall be presented by the Nominating Committee to the members of the Board of Directors of the incoming Board by mail, postmarked at least ten (10) days prior to the meeting of the Board of Directors of NSLS at which the officers are to be elected. Should a special meeting for the purpose of the annual election of officers and members of the Nominating Committee be called and the time is insufficient to meet the prior notice by mail requirements, the main requirement shall be waived and the Nominating Committee's report will be made at the special meeting.

Sec. 2. Committees of the Board will be appointed where there is a need in the areas of Board operations, Board policy, and activities outside the responsibilities of the Executive Director as chief executive and administrative officer.

Sec. 3. Each Director will be appointed to at least one committee. Other Representatives or other persons with special qualifications relevant to a respective committee's purpose may be appointed to any committee except the Nominating Committee. The chairs of the committees must be Directors.

Sec. 4. The President will serve ex-officio on all committees except the Nominating Committee.

## **Article IX - MEETINGS**

Sec. 1. The first regular meeting of the July 1 - June 30 fiscal year will be considered to be the annual meeting.

Sec. 2. The regular monthly meeting of the Board will be held on the fourth (4th) Monday of each month except when that date would fall on a day observed as a state declared legal holiday or for any other reason agreed upon by the Board. The Board must

affirm its schedule of regular meetings for the next twelve (12) months at each July meeting.

Sec. 3. At all meetings a majority of the Directors then on the Board of Directors will constitute a quorum.

Sec. 4. The Executive Director or the Executive Director's designee will attend all Board and committee meetings except those meetings or portions of meetings which legally have been declared to be Executive Sessions and at which the attendance of the Executive Director or Executive Director's designee specifically is excluded.

Sec. 5. Except as may be provided elsewhere in these Bylaws, special meetings may be called by the President or upon written request of three other Directors for the transaction of business as stated in the call for the meeting. No business other than that stated in the call will be transacted at such a special meeting.

Sec. 6. Should the President, the Vice President, Secretary or Treasurer in succession be absent from any meeting, the attending Directors will choose, from among their number, a temporary presiding officer who shall be designated Chair pro tem. Should the Secretary be absent from any meeting, the presiding officer will appoint from among the Directors present a Secretary pro tem.

Sec. 7. Notice of all regular meetings will be mailed by the Secretary or the Executive Director to all Directors and Representatives at least five (5) days prior to the meeting. The President, Secretary, or the Executive Director will notify Directors and Representatives at least twenty-four (24) hours before the time of a special meeting.

## **Article X – ELECTRONIC PARTICIPATION AT MEETINGS**

Sec. 1. It is the decision of the Board of Directors, NSLS, that any member of the Board may attend any open or closed meeting of the Board via electronic means (such as by telephone, video or internet connection) provided that such attendance is in compliance with these rules and any applicable laws.

Sec. 2. A member of the Board of Directors may attend any meeting electronically if the member meets the following conditions: a quorum of the Board of Directors is physically present throughout the meeting and a majority of the Directors present at an open meeting votes to approve the member's electronic attendance at the meeting.

- a. The member should notify the Secretary of the Board of Directors or designee at least three (3) business days before the meeting, unless impractical, so that necessary communications equipment

can be arranged. Inability to make the necessary technical arrangements will result in denial of a request for electronic attendance.

- b. The member must assert one of the following three reasons why he or she is unable to physically attend the meeting,
  - (1) The member cannot attend because of personal illness or disability; or
  - (2) The member cannot attend because of employment purposes or business reasons; or
  - (3) The member cannot attend because of a family or other emergency.
- c. The Secretary of the Board of Directors or designee, after receiving an electronic attendance request, shall inform the President of the Board of Directors of the request for electronic attendance.

Sec. 3. After a roll call establishing that a quorum is physically present, the President of the Board of Directors shall call for a motion that the member in question may be permitted to attend the meeting electronically, after specifying the reason entitling the absent member to attend electronically. The motion must be approved by a vote of a majority of the members of the Board of Directors present at that meeting.

Sec. 4. The member participating electronically and other members of the Board of Directors must be able to communicate effectively, and any members of the audience at the meeting in question must be able to hear all communications at the meeting site. Before allowing electronic attendance at any meeting, the Board of Directors shall provide equipment adequate to accomplish this objective at the meeting site.

Sec. 5. Any member of the Board of Directors attending electronically shall be considered an off-site attendee and counted as present electronically for that meeting. The meeting minutes shall also reflect and state specifically whether each member of the Board of Directors is physically present or present by electronic means.

Sec. 6. A member of the Board of Directors who is permitted to attend electronically will be able to express his or her comments during the meeting and participate in the same capacity as those members of the Board of Directors physically present, subject to all general meeting guidelines and procedures previously adopted and adhered to. The member attending electronically will be heard, considered, and counted as to any vote taken. Accordingly, the name of any member attending electronically will be called during any vote taken, and his or her vote counted and recorded by the Secretary and

placed in the minutes for the corresponding meeting. A member attending electronically may leave a meeting and return in the same manner as any member of the Board of Directors who is physically present at the meeting, provided the member attending electronically shall announce his or her leaving and returning.

Sec. 7. These rules shall apply to all committees, boards and commissions established by the authority of the Board of Directors, NSLS.

#### **Article XI - CLOSED MEETINGS**

Sec. 1. As authorized by and in accordance with the provisions of the Illinois Open Meetings Act, the Board of Directors, NSLS, may hold a meeting, or portion thereof, closed to the public.

#### **Article XII - VOTING**

Sec. 1. All motions regarding the appropriation or disbursement of funds, action or contracts, or applications for NSLS membership, will be decided by a recorded (roll call) vote in which a majority of elected members of the Board will have cast affirmative votes for the adoption of the motion. All other motions will be decided by voice vote unless a recorded (roll call) vote is requested by one or more Directors.

Sec. 2. A majority of the Directors present and voting is required to carry any motion, unless otherwise provided for in these Bylaws.

Sec. 3. The President or other presiding officer will be permitted to vote.

#### **Article XIII - DISBURSEMENTS**

Sec. 1. A budget in the form and detail indicated by the Board annually shall be prepared by the Executive Director and submitted to the Board for approval. After approval of the budget or of its subsequent amendment(s) by the Board, the funds of NSLS may be expended by the Executive Director in accordance with prevailing financial policies.

Sec. 2. The Board of Directors will designate those persons from among the officers, other Directors, and the Executive Director who will have the authority to disburse NSLS funds.

#### **Article XIV - FIDELITY BONDING**

Sec. 1. Those officers, other Directors, and employees who have custody of funds or of property belonging to NSLS or who have authority to disburse NSLS funds will be bonded in an amount and by a surety firm approved by the Board. In addition, the Treasurer shall be bonded in an amount approved by the Board but in no case less than 50% of the NSLS's area and per capita grant for the previous year.

#### **Article XV - RECORDS**

Sec. 1. The Executive Director will be responsible for the preparation of all reports requested by the Board or the State Librarian.

Sec. 2. All official records and reports of the NSLS will be kept in the custody of the Executive Director.

Sec. 3. The fiscal records of NSLS will be audited annually by a certified public accountant, such audit to be accomplished as soon as practicable after the end of the Fiscal Year.

#### **Article XVI - AMENDMENTS**

Sec. 1. These Bylaws may be amended at any Board meeting by an affirmative vote of two-thirds or more of the elected Directors provided that all Directors have been notified in writing of the proposed amendment at least ten (10) days prior to the meeting.

#### **Article XVII - RULES OF ORDER**

Sec. 1. Alice Sturgis's Standard Code of Parliamentary Procedure (latest version) will, in the absence of provision to the contrary herein, be consulted for guidance in the transactions of the business of NSLS.

Adopted: June 19, 1989  
Amended: May 18, 1992  
Amended: April 26, 1993  
Amended: April 25, 1994  
Amended: February 26, 1996  
Amended: June 24, 1996  
Amended: October 20, 1997  
Amended: May 22, 2000  
Amended: April 23, 2001  
Amended: April 23, 2007

