

## ARTICLE I

### NAME

The name of this organization shall be the Metropolitan Library System.

## ARTICLE II

### PURPOSE

The purpose of the System is to promote, foster, encourage and effectuate the improvement of libraries within the territory served by the System, and the extension of their services to all people within such territory. The Metropolitan Library System serves public, academic, special and school libraries within its geographic territory with the exception of the Chicago Public Library (CPL).

### AUTHORITY

The Metropolitan Library System, organized as a 501(c)(3), entity, 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

### MEMBERSHIP

#### Section 3.1 Eligibility

Membership in the System shall be open to any library in Cook County, DuPage County or Will County, with the exception of CPL, which, by appropriate action of its governing Authority, has elected to join the System, and which otherwise meets System and State membership criteria and priorities.

#### Section 3.2 Types of Membership

**FULL MEMBER LIBRARY** - A full member is a library which meets the criteria for library system membership as defined by the library system board and the Administrative Rules, subject to approval by the State Librarian. Categories of membership are: Public Library, Academic Library, Special Library, and School Library. The criteria for each of these categories are identified in the individual Metropolitan Library System membership agreements. These requirements can be met through contractual services provided by another library. Full member libraries are entitled to one vote on issues requiring votes by the membership.

**DEVELOPMENTAL LIBRARY MEMBERSHIP** - Developmental Library Membership is available for a library which can meet the definition of library as well as the definition applying to their specific type of library as defined in the Administrative Rules, but cannot meet the criteria for full System membership.

Section 3.3    Suspension/Transfer/Withdrawal

Members will remain in good standing as long as they meet System and State membership criteria. Specific information about Transfer/Suspension/Withdrawal can be found in the Administrative Rules (3030.15).

Section 3.4    Meetings

An Annual Meeting of the System shall be held by the end of the second quarter of the System year. The purpose of the Annual Meeting is for members of the System to hear an accounting of the System from its System Board, Officers and staff; and to conduct such other business as may come before it. A quorum of one-tenth of full-member library organizations shall be present at the Annual Meeting.

ARTICLE IV

**BOARD OF DIRECTORS**

Section 4.1    Governing Board

The Governing Board shall be the System Board of Directors, hereinafter referred to as the "System Board".

Section 4.2    Number and Qualifications

The number of directors of the System Board shall be fifteen and shall come from full member libraries. Eight directors shall be members of the governing boards of participating public libraries. One director shall be a Public Library Director. Six directors shall represent non-public libraries: two representatives from academic, one public and one private; two representatives from special; and two representatives from school libraries, one representing the Chicago Public Schools. The Chicago Public School's Director of Libraries and Information Services shall recommend to the Nominations Committee a candidate to represent the Chicago Public Schools to be included on the ballot for election. No more than one director shall be elected or serve from any one participating library at any one time.

Section 4.3    Elections and Nominations

Each year at the end of the third quarter the President will appoint a Nominating Committee that selects and confirms candidates for election to the System Board. No System Board member may serve on a Nominating Committee and no Nominating Committee member may be slated for that election. The call for nominations will be appropriately publicized.

Further nomination may be made upon written petitions of ten (10) Member Libraries represented by the type of library System Board position to be filled. Such petitions, accompanied by written acceptance of the nominee, must be filed with the System Board Secretary. Timing of such petition can be found in the "Procedures" of the Metropolitan Library System.

The election will take place in the last quarter of the System year.

#### Section 4.4    Voting

The System Board President shall appoint an Election Committee whose charge will be the counting and tabulation of all ballots cast.

A ballot shall be prepared and distributed by the Secretary to the Voting Representative of each Member Library. Each Member Library will be entitled to cast one (1) vote for each slated System Board position.

A candidate who receives a majority of the legal votes cast for a single office is elected.

In case of a tie vote, the successful candidate shall be determined by lot conducted by the Election Committee in the presence of the System Board President and the candidates involved.

#### Section 4.5    Terms of Office

The term of office of directors shall be three years, but no director shall serve more than a total of six years unless two years have elapsed since his/her sixth year of service. The terms of office of one-third of the members of the Board of Directors shall expire each year.

#### Section 4.6    Filling of Vacancies

Any vacancy in a directorship occurring between annual meetings of the System shall be filled by appointment by the Board of Directors from the type of library represented by such directorship. If the vacancy is for the board seat representing the Chicago Public Schools (CPS), the CPS Director of Libraries and Information Services shall make a recommendation to fill the vacancy. Such appointee shall serve until the next election.

#### Section 4.7    Disqualification

Directors are expected to fulfill the duties required of them by the nature of their office. The System Board by a Majority vote may, with a quorum present, declare a System Board position vacant if a Director fails to attend two (2) unexcused Board meetings during the System 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 from which the director was elected.

#### Section 4.8    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.

The Board of Directors will conduct an evaluation of the Executive Director annually at an appropriate time

#### Section 4.9    Meetings

The System Board shall meet a minimum of nine (9) times a year. Members may attend meetings electronically but may not be counted in the establishing of a quorum. They may attend electronically for reasons that are consistent with the Open Meetings Act.

Special meetings of the Board of Directors may be called by the President or upon the request of three directors upon five days written notice, for the transaction of such business as may be stated in such notice.

A quorum shall be a simple majority of the members of the System Board.

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.

#### Section 4.10 Economic Interests

No member of the System Board may profit personally, either directly or indirectly, from any business connected with the System.

Each member of the System Board shall file a Statement of Economic Interest pursuant to the Illinois Governmental Ethics Act.

All records and accounts shall be kept 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.

System Board members shall not receive compensation for serving on the Board, but their actual and necessary expenses shall be paid by the System.

## ARTICLE V

### OFFICERS

#### Section 5.1 Officers

The officers of the System shall be a President, a Vice-President, a Secretary and a Treasurer, who shall be elected annually by the Board of Directors from the Board's membership.

#### Section 5.2 Duties of Officers

The President shall preside at all meetings of the System Board, appoint any necessary committees, and be an ex-officio non-voting member of all committees.

The Vice-President shall preside at meetings in the absence of the President and shall be chairperson and a voting member of the Planning Committee.

The Secretary shall have responsibility for the accuracy of the minutes and give notice of all meetings of the Board of Directors and of the System.

The Treasurer shall be the chairperson and a voting member of the Finance Committee and shall present bills for payment to the full System Board for approval. The Treasurer shall also be bonded in an amount to be approved by the System Board and in keeping with the Illinois Library Systems Act.

#### Section 5.3 Terms and Elections of Officers

The election of officers shall be held at the first meeting of the System Board each System year. The officers shall be elected for one (1) year, and no officer shall serve more than two (2) consecutive terms in one office. A term of six (6) months or more shall be considered a full term. The term of office begins at the start of the System year.

Section 5.4 Office Vacancies

In the event that the office of President becomes vacant, the Vice-President shall assume the duties of the President, and the System 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 System Board shall elect one of its other members to fill the remainder of the term.

Section 5.5 Administration

There shall be an Executive Director of the System who shall be responsible for the administration of the System. The Executive Director shall be considered the chief executive officer of the System to implement the established System Policies.

The purpose of the various membership Advisory Councils is to advise and counsel the Director on matters concerning: services, programs and procedures plus other relevant issues affecting the Library and its members. The Advisory Councils are not policy making bodies. SWAN (System-Wide Automated Network) Council is an operational policy making body.

ARTICLE VI  
COMMITTEES

Section 6.1 Appointment of Committees

The President of the System Board shall appoint committees as needed. Committees shall be composed of not less than three (3) or more than five (5) persons and Committee Members shall represent the variety of Member Libraries; Chairpersons of Committees shall be members of the System Board. Committee appointments are for one (1) year or until the committee's business is completed. No System Board member may serve on more than two (2) committees concurrently; membership on the Executive Committee will not be included in the count.

Section 6.2 Standing Committees

Executive Committee - 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 System Board of Directors.

The Finance Committee is a committee of the System Board and it shall be appointed by the President and Chaired by the Treasurer. It shall review and revise the Budget and recommend its adoption to the System Board. The funds of the System may be expended only under the direction of the System Board upon properly authenticated vouchers. The System's records of its financial activities shall record the System Board's actions regarding the approval of bills for payment.

The Planning Committee is a committee of the System Board and it shall be appointed by the President and Chaired by the Vice-President. The committee shall among other duties conduct a review of the Strategic Plan and revise the plan as necessary.

### Section 6.3    Special Committees

The Election Committee shall be appointed by the President. It shall have charge of the counting and tabulation of all ballots.

The Nominations Committee shall be appointed by the President.

Ad Hoc Committees and task forces may be appointed by the President to handle specific assignments as deemed necessary by the System Board.

## ARTICLE VII

### **INDEMNIFICATION OF DIRECTORS, OFFICERS, and EMPLOYEES**

If any claim or action not covered by insurance is instituted against a Director of the Metropolitan 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; 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 System Board of Directors 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.

## ARTICLE VIII

### **BYLAWS AMENDMENTS**

Proposed Bylaws changes can originate from the System Board or from the Membership of the System submitted to the System Board for consideration and approval.

Proposed amendments to the Bylaws must be approved by 2/3 vote of the System Board members attending the meeting at which they are discussed, before being submitted to the membership for a vote.

Any proposed changes or amendments to the Bylaws shall be distributed to the members of the System not less than thirty (30) days prior to the meeting at which the Bylaws will be voted on.

Amendments of Bylaws shall require a two-thirds (2/3) vote of all Full Members represented, present and voting at the Annual Meeting or special meeting called for that purpose.

ARTICLE IX

**PARLIAMENTARY AUTHORITY**

All meetings shall be conducted in accordance with STURGIS, STANDARD CODE OF PARLIAMENTARY PROCEDURE and shall be open to the public in compliance with the "Illinois Open Meetings Act", as amended. (5 Illinois Compiled Statutes 120/1 et seq.)

ARTICLE X

**FISCAL SYSTEM YEAR**

The System year of the System, including System matters, shall be from July 1st through June 30th.

ARTICLE XI

**LIMRiCC**

The Board of the Metropolitan Library System shall also constitute the Board of the LIMRiCC System. The LIMRiCC System will prepare an annual report to the Metropolitan Library System Board of Directors.