

SWAN BYLAWS

Draft Revision 10-~~0321~~-2011

BYLAWS
OF
SYSTEM WIDE AUTOMATED NETWORK ("SWAN")

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B Y L A W S
O F
SYSTEM WIDE AUTOMATED NETWORK ("SWAN")

ARTICLE I - AUTHORITY

SWAN is established pursuant to the intergovernmental cooperation clause as set forth in Article VII, Section 10 of the Constitution of the State of Illinois; and the Intergovernmental Cooperation Act, 5 ILCS 220/1 *et seq.*

ARTICLE II – PURPOSE

SWAN is an organization of Member Libraries participating in an Integrated Library System ("ILS") which is dedicated to improving services for Member Libraries by sharing resources, technology, and a planned process of individual and collective growth.

ARTICLE III – SWAN ~~COUNCILBOARD~~

SECTION 1. GENERAL POWERS. To the extent not otherwise expressly provided in these Bylaws, the affairs of SWAN shall be managed by the SWAN ~~Administrators' CouncilBoard~~Board. In addition, the ~~CouncilBoard~~Board has the powers set forth in the Intergovernmental Agreement Establishing SWAN and Authorizing Membership. ~~CouncilBoard~~Board members shall communicate regularly with ~~their~~their ~~Governance Groups~~Committee ~~Groups~~members, attend and direct meetings of their ~~Governance Group~~members, and solicit input from ~~Group~~members. SWAN shall not have or exercise any power which is not granted to a public library or public library district pursuant to Illinois law.

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SECTION 2. MEMBERSHIP OF ~~COUNCILBOARD~~

The SWAN Administrators' ~~CouncilBoard~~Board (hereinafter "~~CouncilBoard~~Board") consists of seven administrators from Members elected by the Members. Six administrators come from the ~~Governance Groups~~Committee ~~Member~~Groups A, B and C, as defined by SWAN policy. Each Governance Group shall have two representatives. One at-large ~~CouncilBoard~~Board member is elected from ~~any Governance Group~~among the members.

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SECTION 3. INITIAL TERM - COUNCILBOARD MEMBERS. The members of the SWAN Administrators' CouncilBoard elected by the Full Participants to the System Wide Automation Network Full Participation Agreement who hold office as of August 31, 2010 will continue to fill their terms of office. There shall be an election for the at-large CouncilBoard member. Each Member will have one vote for the at-large CouncilBoard member, who shall serve until July 1, 2012.

SECTION 4. TERMS OF OFFICE. Each CouncilBoard member shall serve for a term of ~~two~~ three years after the initial term outlined in Section 3 above. CouncilBoard members may serve two consecutive terms, but must then be off the CouncilBoard for one term before running again.

SECTION 5. ELECTIONS. A nominating committee appointed by CouncilBoard President and consisting of one administrator each from Groups A, B and C shall nominate two Member administrators for each open position including the at-large position. Candidates for CouncilBoard member may also self-nominate with a Statement of Interest. CouncilBoard members are elected at large by the Members. Names of candidates will be released during the first week of April. An electronic election will be held during the first two (2) weeks of May.

SECTION 6. MEETINGS. The CouncilBoard shall establish a schedule of regular meetings as it deems appropriate, except that the CouncilBoard shall meet not less than eight (8) times per calendar year. Meetings of the CouncilBoard will be held customarily at SWAN Headquarters or a Member Library, but under special circumstances they may be held elsewhere with prior approval of the CouncilBoard.

~~Rules of order, as adopted by CouncilBoard, Robert's Rules of Order~~ shall be applicable to the conduct and business of such meetings on all matters not covered by these Bylaws. Meetings shall be noticed, held and otherwise conducted in conformance with the Illinois Open Meetings Act. Each July, the annual schedule of meetings will be posted and distributed to Members. Meetings may be canceled or

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rescheduled by agreement of CouncilBoard members and Members shall be notified at least two (2) days in advance by electronic communication.

Four CouncilBoard members constitute a quorum. If less than a quorum of the members of the CouncilBoard is present at a meeting, a majority of the members of the CouncilBoard present may adjourn the meeting to another time and shall provide the Members with two (2) days notice of that meeting.

SECTION 7. SPECIAL MEETINGS. Special meetings of the CouncilBoard may be called by or at the request of the President, or any three (3) members of the CouncilBoard. Special meetings will be held at SWAN Headquarters or a Member Library, but under special circumstances they may be held elsewhere within the State of Illinois with prior approval of the CouncilBoard. The CouncilBoard shall provide the Members with two (2) days notice of special meetings.

SECTION 8. NOTICE. Subject to the provisions of Section 6 above, no further notice of annual or regularly scheduled meetings of the CouncilBoard need be given to the individual members of the CouncilBoard.

Except as hereinafter provided, notice of any special meeting of the CouncilBoard shall be given at least two (2) business days prior thereto by telephone, by electronic telecommunications or by written notice to each member of the CouncilBoard at his/her address as shown by the records of SWAN. If given by electronic telecommunications, such notice shall be deemed to be delivered when the electronic telecommunications is sent, provided, however, that the electronic communications must be filed with the minutes of proceedings of the CouncilBoard. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid.

In the event that the President or any three (3) members of the CouncilBoard shall determine that there is a financial or other emergency to SWAN, an emergency special meeting of the CouncilBoard may be held if reasonable notice thereof is given by telephone or electronic telecommunications prior to such meeting.

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Notice of any meeting of the CouncilBoard may be waived by electronic telecommunications or in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a member of the CouncilBoard at any meeting shall constitute a waiver of notice of such meeting, except where a member of the CouncilBoard attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The purpose of any special meeting of the CouncilBoard and the business to be transacted thereat shall be specified in the notice or waiver of notice of such meeting.

SECTION 9. VOTING. Except as provided below or elsewhere in these By-laws, a simple majority of a quorum shall be sufficient to pass upon all matters. A greater vote than a majority of a quorum shall be required to approve the following matters:

A. The CouncilBoard may establish one or more rules requiring approval by a vote greater than a majority of a quorum; provided, however, that such rules may only be established by a greater than a majority vote at least equal to the greater than majority percentage stated within the proposed rule;

B. Any amendment of these By-laws shall require a two-thirds (2/3) vote of Members for approval by CouncilBoard; provided, however, no amendment shall have the effect of depriving a Member of a vested contractual right without the consent of the Member.

C. Dissolution of SWAN shall require a two-thirds vote of Members for approval by the CouncilBoard.

SECTION 10. COMPENSATION. Members of the CouncilBoard shall not receive any compensation from SWAN for their services, other than reimbursement of expenses approved by CouncilBoard.

SECTION 11. VACANCY AND REMOVAL OF COUNCILBOARD MEMBERS. The CouncilBoard shall declare a vacancy in the office of CouncilBoard member when an elected or appointed CouncilBoard member declines, fails, or is ineligible or unable to

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serve. Absence without cause from three regular board meetings within any one year period shall be a basis for declaring a vacancy.

If a ~~CouncilBoard~~ member vacates office and there are six months or more left on the term, a special election will be held. If there are fewer than six months remaining in the ~~CouncilBoard~~ member's term, the ~~CouncilBoard~~ shall appoint a replacement to complete the term. Each ~~CouncilBoard~~ member will complete his/her term and continue to represent the group by which he/she was elected if the ~~CouncilBoard~~ member either becomes employed as an administrator ~~or assistant administrator~~ at a different Member Library ~~within the same Governance Group membership group~~ or the Board member's library changes group.

ARTICLE IV - OFFICERS

SECTION 1. OFFICERS. The ~~CouncilBoard~~ shall elect from among their number a President, Vice President, Secretary and Treasurer. The ~~CouncilBoard~~ may also appoint additional officers and assign duties to them. They shall assume their office at the beginning of the new fiscal year in accordance with the provisions of Section 2 below. Only those persons who are members of the ~~CouncilBoard~~ are eligible for election to the office of President, Vice President, Secretary and Treasurer.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers shall be elected by the ~~CouncilBoard~~ at its first meeting after the effective date of the Intergovernmental Agreement and, in subsequent years, at the first general meeting of SWAN's fiscal year.

Each officer of SWAN shall hold office until June 30, 2011, and thereafter the term of office shall be for one (1) fiscal year of SWAN.

Each officer may serve in the same office three consecutive years.

Each officer shall hold office until his/her successor has been duly elected or until he/she shall resign or vacate office, or shall have been removed as hereinafter set forth. Election of an officer shall not of itself create contract rights.

SECTION 3. VACANCIES.

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

SECTION 4. REMOVAL. Any officer elected or appointed by the CouncilBoard may be removed by a majority vote of CouncilBoard members whenever in its judgment the best interests of SWAN would be served thereby.

SECTION 5. PRESIDENT. The President shall preside at all meetings of the CouncilBoard. The President may request information from any officer or the CouncilBoard or any employee or independent contractor of SWAN. The President shall vote on all matters that come before the CouncilBoard. The President shall have such other powers and duties as are set forth in these By-laws and as he or she may be given from time to time by action of the CouncilBoard. The President shall approve the agenda, which shall be prepared by the Executive Director.

Except in those instances which the authority to execute is expressly delegated to another officer or agent of SWAN or a different mode of execution is expressly prescribed by the CouncilBoard or these Bylaws, he/she may execute for SWAN any contracts, deeds, mortgages, or other instruments which the CouncilBoard has authorized to be executed, and he/she may accomplish such execution either individually or with the Secretary or any other officer or agent thereunto authorized by the CouncilBoard, according to the requirements of the form of the instrument.

SECTION 6. VICE PRESIDENT.

The Vice President shall carry out all duties of the President during the absence or inability of the President to perform such duties and shall carry out such other functions as are assigned from time to time by the President or the CouncilBoard. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of SWAN or a different mode of execution is expressly

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prescribed by the CouncilBoard or these Bylaws, the Vice President may execute for SWAN any contracts, deeds, mortgages or other instruments which the CouncilBoard has authorized to be executed, and he/she may accomplish such execution either individually or with the Secretary or any other officer or agent thereunto authorized by the CouncilBoard, according to the requirements of the form of the instrument.

SECTION 7. TREASURER. The Treasurer shall be the principal accounting and financial officer of SWAN. He/she shall:

A. have charge of and be responsible for the maintenance of adequate books of account for SWAN;

B. have charge and custody of all funds and securities of SWAN, and be responsible therefore, and for the receipt and disbursement thereof and, subject to the provisions of Sections 3 and 4 of Article V below, shall deposit such fund and securities in such banks or financial institutions as the CouncilBoard shall approve from time to time;

C. perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the CouncilBoard; and

D. shall serve as Secretary of SWAN in the absence of the official Secretary.

The CouncilBoard shall purchase insurance coverage for the Treasurer to ensure the faithful discharge of the Treasurer's duties. Such coverage shall also be purchased for any other officer, employee or independent contractor who shall have the right to authorize the transfer or payment of funds. The amount of insurance shall be determined by the CouncilBoard and may be changed, from time to time, by a vote of the CouncilBoard.

SECTION 8. SECRETARY. The Secretary shall record the minutes of the meetings of the CouncilBoard; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the official records of SWAN; keep a register of the post office address of each member of the CouncilBoard, which addresses shall be furnished to the Secretary by such member of

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the ~~CouncilBoard~~; and perform all duties of the office of Secretary; and such other duties as from time to time may be assigned to him/her by the President or by the ~~CouncilBoard~~.

ARTICLE V - FINANCIAL MATTERS.

SECTION 1. BUDGET. At least one week prior to the December Members meeting, the ~~CouncilBoard~~ shall prepare and submit to the Member Libraries a budget for SWAN's operations in the forthcoming fiscal year. SWAN's fiscal year shall commence on July 1 and conclude on June 30 of the next succeeding calendar year.

The proposed budget and Annual Fees Schedule shall be approved by a vote of two-thirds (2/3) of all the Members present at the December Members meeting where a quorum of Members is present.

The Member Libraries that aren't present at the December meeting shall be deemed to have approved said budget.

Should the ~~CouncilBoard~~ during the course of any fiscal year determine that the approved budget of SWAN requires amendment, the ~~CouncilBoard~~ shall prepare, tentatively approve, and submit to the Member Libraries for approval an amended budget in the same manner as hereinbefore required. The Member Libraries shall have the same period of time to pass upon any proposed amendment and shall act upon same in the same manner as hereinbefore provided.

For the purposes of these Bylaws, the term "budgeted items" shall mean:

- A. any items which are specifically described in an approved budget of SWAN when the expenditures for any such items do not exceed the dollar appropriation therefore set forth in the approved budget.
- B. any items which are generally described in an approved budget of SWAN when the expenditures for any such items which do not exceed the dollar appropriation therefore set forth in the approved budget.

Monthly financial reports will be provided at each SWAN ~~CouncilBoard~~ Meeting.

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SECTION 2. CONTRACTS AND EXPENDITURES. The ~~CouncilBoard~~ may authorize any officer or officers, agent or agents of SWAN, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of SWAN and such authority may be general or confined to specific instances. SWAN may contract with agents, employees, vendors, independent contractors or other entities for administrative services, accounting/fiscal services, or any services necessary to carry out and accomplish the purposes of SWAN.

The ~~CouncilBoard~~ shall authorize expenditures for budgeted items. Expenditures not included in the annual budget which arise between meetings of the Administrators of the Member Libraries, may be voted on by electronic means. The SWAN Executive Director shall tally the vote and report it to the ~~CouncilBoard~~. The ~~CouncilBoard~~ shall ratify the vote of the Member Libraries, unless more than 1/3 of the Member Libraries vote against the expenditure. If more than 1/3 of the Member Libraries vote against the expenditure, the issue must be referred to a meeting of Administrators of the Member Libraries.

In the event of an emergency situation that impacts the day-to-day operations of SWAN, the Executive Director, with approval of the SWAN Board President, or the Vice-President if the President is not available, is authorized to expend funds to resolve the emergency. In this event, a purchase ~~made~~ may be made on a single quotation as is deemed prudent by the President, or Vice-President as needed, in response to the emergency.

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SECTION 3. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of SWAN, shall be signed by such officer or officers, agent or agents of SWAN and in such manner as shall from time to time be determined by resolution of the ~~CouncilBoard~~. In the absence of such determination by the ~~CouncilBoard~~, such instruments shall be signed by the Treasurer and countersigned by the President or the Vice President.

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SECTION 4. DEPOSITS. All funds of SWAN shall be deposited from time to time to the credit of SWAN in such banks, trust companies, or other depositories as the members of the CouncilBoard may approve; provided, however, that all such deposits and investments shall be in financial institutions in which monies of public libraries may be deposited or invested in, in compliance with the requirements of 30 ILCS 225/1 *et seq.* and 30 ILS 235/1 *et seq.*

SECTION 5. GIFTS. The CouncilBoard may accept or reject on behalf of SWAN any contribution, gift, bequest or devise for the general purposes or for any special purpose of SWAN.

SECTION 6. AUDITS. An audit shall be conducted each fiscal year by an independent certified public accountant authorized to practice public accounting in Illinois, which accountant shall be designated by the CouncilBoard. Such audit shall include a report to the CouncilBoard and the professional opinion of the accountant as to the financial status of SWAN and as to the accuracy of the audit.

SECTION 7. PAYMENTS. Each Member Library shall pay any invoice in full, such payment to be made within ninety (90) days of receipt of the bill. Regular billing statements will be transmitted to all Member Libraries. SWAN's billing statement will include all applicable fees from the SWAN Annual Fee Schedule. Rates for each fee may change from time to time as approved by the Members. Details on current fees are available on request from SWAN Executive Director.

A late fee shall be charged to each Member Library which fails to pay its billing statements within ninety (90) days after receipt thereof.

SECTION 8. FINANCIAL ARREARAGES. In the event that a Member Library fails to timely pay its billing statement from SWAN, or fails to pay within seventy (70) days after written demand any interest or penalty imposed hereunder, the CouncilBoard may suspend the active membership status of such Member Library and

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thereby deny computer services and database access to such Member Library, until such payment is made in full. If such Member Library fails to make full payment within ninety (90) days after such termination of services, the CouncilBoard may take such other action as is necessary or appropriate, including litigation against such Member Library and termination of its agreement with SWAN.

SECTION 9. FINANCIAL POLICY. The CouncilBoard will establish a Financial Policy regarding investments and the management of funds.

ARTICLE VI - COMMITTEES AND EXECUTIVE DIRECTOR

SECTION 1. COMMITTEES. The CouncilBoard shall establish standing and ad hoc committees as deemed necessary. Committees ~~shall~~ may be composed of Member Library staff, administrators and SWAN staff. Members of these committees shall be appointed by the CouncilBoard. Each Committee shall have a member that is a CouncilBoard member who will act as a liaison and report regularly to the CouncilBoard.

SECTION 2. SWAN EXECUTIVE DIRECTOR. The SWAN Executive Director shall be responsible for administering the policies adopted by the CouncilBoard, supervising SWAN operations, and serving as advisor to the CouncilBoard. The SWAN Executive Director shall implement the long range plan, hire and evaluate the personnel, procure independent contractors, purchase materials, and undertake such other activities as may be necessary for the operation of SWAN, subject to the policies established by the CouncilBoard.

The SWAN Executive Director is authorized to expend money as provided in the approved operating budget of SWAN and within the fiscal policy established by the Board, and no further approval for each specific operating expenditure shall be required. At each regular meeting of the Board, the SWAN Executive Director shall prepare and present a listing of all bills to be paid subject to the approval of the CouncilBoard.

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The SWAN Executive Director shall attend all CouncilBoard meetings. At each regular meeting of the CouncilBoard, the SWAN Executive Director shall prepare and present a listing of all bills to be paid subject to the approval of the CouncilBoard. The SWAN Executive Director shall report directly to the CouncilBoard. The CouncilBoard will has the authority to hire the SWAN Executive Director, evaluate the Executive Director annually, and set salary.

ARTICLE VII - BOOKS AND RECORDS

SWAN shall keep correct and complete books and records of account and shall also keep minutes of the meetings of the membership of SWAN, and of proceedings of the CouncilBoard and committees having any of the authority of the CouncilBoard. SWAN shall keep at its principal office a record giving the names and addresses of the members of the CouncilBoard. All books and records of SWAN may be inspected by any Member Library or member of the CouncilBoard, or the agent or attorney thereof, for any proper purpose at any reasonable time.

ARTICLE VIII - FISCAL YEAR

The fiscal year of SWAN shall be July 1 to June 30. The fiscal year may be changed by majority vote of the Member Libraries.

SWAN BYLAWSDraft Revision 10-~~0321~~-2011**ARTICLE IX - MEMBERS AND MEMBERSHIP**

SECTION 1. LEVELS OF MEMBERSHIP. Members in SWAN are those who have executed the Intergovernmental Agreement Establishing SWAN and Authorizing Membership. Other levels of participation may be established and authorized by the Members for purposes of access to the ILS. Conditions and costs would be defined in a separate Agreement as approved by a majority vote of Members and adopted by SWAN ~~Council~~Board. These Libraries shall not have voting rights.

SECTION 2. ELIGIBILITY FOR MEMBERSHIP. Any public, academic, school or special library (as defined below) may be admitted to membership in SWAN, but only upon compliance with the following conditions:

A. The new Member Library shall sign a copy of the Intergovernmental Agreement for the purpose of acknowledging its commitment to assume the rights and fulfill the responsibilities of membership in SWAN, and shall transmit to the Secretary of SWAN a certified copy of the Ordinance or Resolution of such new Member Library providing for such signing and the signed Intergovernmental Agreement.

B. The addition of the new Member Library requires approval by the affirmative vote of two-thirds (2/3) of all the active Member Libraries of SWAN. Such vote may be conducted by electronic means. The SWAN Executive Director shall tally the vote and report it to the ~~Council~~Board. The ~~Council~~Board shall ratify the vote on the new Member Library upon receiving the tally of the Member Libraries vote, as long as at least two-thirds (2/3) of the Member Libraries have voted in the affirmative. The active membership of such new Member Library shall become effective on the date when the ~~Council~~Board votes to approve the new Member Library.

C. The new Member Library shall pay to SWAN such sum of money as an impact fee as is determined by the Members. The

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new Member Library shall also pay a share of SWAN's budgeted expenses for the fiscal year then current (in accordance with Article V, Section 7).

For purposes of these Bylaws, the Members of SWAN are referred to as "Member Libraries," the terms "Member Libraries" and "Member Library" include each new Member Library as of the effective date of its active membership in SWAN. The following terms shall have the following meanings:

- A. Public Library - A tax-supported public library established by a governmental unit which is either authorized to levy a tax for library purposes, or which supports the library at least in part from local tax revenues other than federal revenue-sharing, and established by a city, village, incorporated town, township, county or library district under Illinois statutes. Free public libraries established by villages but not supported at least in part from local tax revenues, and incorporated free public libraries not established by a unit of local government are not included in this definition.
- B. School Library - The library or libraries of an elementary and/or secondary school district, or private elementary and/or secondary schools under a single governing authority in the State of Illinois.
- C. Academic Library - The library or libraries of an institution of education beyond the secondary level which is authorized to operate in the State of Illinois.
- D. Special Library - Any other library or resource center of, or under, the governing authority of any body or institution not defined hereinabove in the State of Illinois.
- E. Library - Any entity which serves the basic information and library needs of its constituents through a bibliographically-organized collection of library materials and which has at least one employee whose primary duty it is to serve as

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librarian, where the collection of library materials has permanent financial support, is accessible centrally, and occupies identifiable quarters in one or more principal locations.

SECTION 3. TRANSFER OF MEMBERSHIP. Membership in SWAN is not transferable or assignable.

SECTION 4. MEETINGS OF MEMBER LIBRARIES. Meetings of Member Libraries will be held a minimum of four (4) times per calendar year. Thirty (30) days' prior written notice of the time and place of meetings shall be given to all Member Libraries. A quorum exists when one over half of the Members are present. The SWAN ~~CouncilBoard~~ President may call special meetings of the Member Libraries.

~~Rules of order, as adopted by CouncilBoard Robert's Rules of Order,~~ shall be applicable to the conduct and business of such meetings on all matters not covered by these Bylaws. Meetings shall be noticed, held and otherwise conducted in conformance with the Illinois Open Meetings Act.

SECTION 5. RESPONSIBILITIES OF MEMBER LIBRARIES. The administrator of each Member Library shall be the voting agent for that library, unless he/she designates an alternate for the library. Each Member Library shall conform to SWAN's established policies and procedures for integrated library service. In the event that any Member Library shall fail to conform to such standards, the ~~CouncilBoard~~ shall investigate and take such action as the ~~CouncilBoard~~ may determine to be appropriate pursuant to Article XI below.

Each Member Library shall comply with the confidentiality requirements contained in any Sales Agreement and Maintenance Agreement or any other agreement entered into by SWAN with any vendor. The compliance required of each Member Library shall include signing any confidentiality documents and observing any other requirements designated by SWAN in writing. In addition, each Member Library shall be individually responsible for any breach or violation of the confidentiality

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requirements by such Member Library, whether occurring during the term of the Member Library's membership in SWAN or thereafter.

SECTION 6. ELECTRONIC VOTING. The ~~Council~~Board may seek input from Member Libraries in the form of an electronic vote on any issue related to the ILS or operations of SWAN and shall determine whether a majority vote or supermajority vote is required for approval of a specific matter, unless a specific voting requirement is set forth elsewhere in these Bylaws or required by law. The SWAN Executive Director shall tally the vote and report it to the ~~Council~~Board. The ~~Council~~Board shall ratify the vote of the Member Libraries.

SECTION 7. REINSTATEMENT. A library whose status as a Member Library has terminated may be reinstated by applying for admission as a new Member Library, as set forth in Section 1 of this Article. Such reinstated Member Library shall pay any fees as established in Section 2 of this Article.

ARTICLE X - TERMINATION OF MEMBERSHIP AND DISSOLUTION OF SWAN

SECTION 1. OBLIGATIONS UPON TERMINATION OF MEMBERSHIP. A Member Library terminating its membership in SWAN shall continue to be fully obligated for all payments and other duties owed by such Member Library as stated in the Intergovernmental Agreement, section 20.

Each terminating Member Library must comply with the then-current SWAN protocols with respect to the terminating Member Library's data conversion and related tasks.

SECTION 2. RIGHTS UPON TERMINATION OF MEMBERSHIP. At the expense of a terminating Member Library, SWAN shall remove such terminating Member Library's patron file and item file, and shall copy in machine-readable form such terminating Member Library's entries in SWAN's bibliographic database. Such terminating Member Library shall have no rights or interest in any hardware or

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software purchased by SWAN, in the SWAN database, or in any other assets (real or personal, tangible or intangible, or mixed) of SWAN.

SECTION 3. PROCEDURE UPON DISSOLUTION OF SWAN. Upon the adoption of a resolution of dissolution by two-thirds of the Member Libraries of SWAN, SWAN shall cease to conduct its affairs except insofar as may be necessary for the proper winding up thereof, and shall immediately cause a notice of the proposed dissolution to be mailed to each Member Library and to each known creditor of SWAN. SWAN shall then proceed to collect its assets and apply and distribute them as hereinafter provided:

A. All liabilities and obligations of SWAN shall be paid or adequate provision shall be made therefore from the reserve fund;

B. All assets, including data, held by SWAN upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements;

C. Any surplus assets or funds shall be distributed by SWAN in the ratio/percentages represented in the then-current (at the time of the dissolution) SWAN Annual Fee Schedule.

ARTICLE XI - ENFORCEMENT PROCEDURES

In the event that a Member Library fails to comply with these Bylaws or with any rule or regulation of SWAN:

A. Such Member Library shall be given a written notice requesting compliance. At the written request of such Member Library, the ~~Council~~Board will meet with such Member Library to discuss the failure to comply and the corrective action needed for compliance.

B. Unless such Member Library has taken all required corrective action within the time period set forth in said written notice or, if a hearing was requested, within the time period imposed by the ~~Council~~Board after such hearing, the ~~Council~~Board may suspend the active membership status of such Member Library and thereby deny computer services and database access to such Member Library,

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until such corrective action is taken. The Member Library shall not thereby be released from any of its obligations under the Intergovernmental Agreement and these Bylaws, including the obligation to make financial payments to SWAN.

C. If such Member Library has not taken such corrective action within ninety (90) days after such termination of services, the ~~Council~~Board may take such other action as it deems necessary or appropriate, including litigation against such Member Library including termination of the Agreement between SWAN and the Member Library.

ARTICLE XII - AMENDMENT OF BYLAWS

The Bylaws may be amended, altered, added to or repealed upon the affirmative vote of two-thirds (2/3) of all the Member Libraries, at any regular or special meeting of the membership of SWAN, provided that notice of the proposed amendment, alteration, addition or repeal is given in writing to the Member Libraries forty-five (45) days prior to such meeting.

ARTICLE XIII – NOTICES

All notices of claims or any other notice required to be given pursuant to these By-Laws, shall be in writing, shall be sent by certified mail and shall be addressed to:

SWAN

125 Tower Dr.

Burr Ridge, IL 60525

Attention: Executive Director

and to:

Member Library

[Address of the main library building]

Attention: Administrator

Adopted: (insert date)