

**BYLAWS
of the
DuPAGE LIBRARY SYSTEM**

ARTICLE I

Name

The name of this organization is the DuPage Library System.

ARTICLE II

Organization and Purpose

The System is organized pursuant to the provisions of The Illinois Library System Act and The Rules and Regulations for Library Systems as a Multitype Library System. The purpose of the System is to act as the catalyst for connecting and developing members, facilitating change, advocating excellence, and enhancing local services.

ARTICLE III

Membership

A. Availability

Membership in the System is available to all libraries in DuPage, Kane and contiguous counties which meet the requirements of the Rules and Regulations for Systems. Application by the governing authority of a library may be made following passage of a resolution by that authority indicating a desire to join. Acceptance is subject to the approval of the Board of Directors of the System and the State Librarian and implies agreement by the applying library to the System's Bylaws and Plan of Service.

B. Withdrawal

In the event that the governing authority of a member library determines to withdraw from the System, it shall serve notice thereof upon the System and serve a copy thereof upon the State Librarian. Any such notice shall be filed on or before April 1 of any year, and shall be effective on or before June 30 of the next ensuing year.

ARTICLE IV

Government

A. Board of Directors

1. The governing body of the System shall be a Board of Directors numbering 11 (eleven).
2. The Board of Directors of the System shall serve without compensation, but their actual and necessary expenses shall be a proper charge against the System fund.
3. Representation

The Board of Directors shall consist of 11 members representing a variety of library interests in the System.

- a. 6 (six) members of the Board of Directors shall be members of the governing boards of public library members.
 - b. Three members of the Board of Directors shall represent non-public member libraries, one representative each for academic, school, and special libraries.
 - c. The two remaining members shall be at-large members from any type of member library. An at-large candidate must declare he/she is running in the at-large election prior to election and may only run for that seat.
 - d. No more than one director shall be elected to the Board of Directors or appointed to fill a vacancy therein from any one member library at one time.
 - e. A current DLS staff member serving on a member library board shall not be eligible to serve on the DLS Board.
 - f. A sitting DLS Director may only hold one seat.
4. Nomination of Candidates
 - a. Each public library member may nominate one candidate from its governing board for a public library seat or an at-large seat.
 - b. Each non-public member may nominate one candidate from its organization with the approval of its Governing Authority for the type of library seat or an at-large seat.
 - c. Names of all eligible candidates shall be conveyed to the System in writing and be received by it prior to the deadline established by the System Board of Directors.

5. Election of Directors
 - a. Each member library shall receive a ballot with all the names of the candidates.
 - b. The election shall be held in the fall and the new members seated at the regular October meeting.
 - c. When the votes are tallied, the candidate(s) receiving the highest number of votes in his/her category is elected to the vacant seat(s). In case of a tie, the seat holder will be decided by a flip of the coin.

6. Term
 - a. The term of office for each director 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.
 - b. The terms of at least three and no more than four Directors shall expire each year with two public library directors and one non-public library director elected each year, and one at-large director elected during two out of three years.
 - c. 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 occurs unless a DLS Director concludes his/her term as representative of a DLS organization within one month prior to the regular October meeting. The Director may serve the balance of his/her term through the October meeting of the DLS Board and no vacancy will exist.

7. Vacancies
 - a. In the event of a vacancy on the Board of Directors, the System Board President shall appoint, with board approval, a person representing the same classification of library that was represented by the director who previously occupied the vacant position.
 - b. This person shall serve out the unexpired term of his/her predecessor.

8. Duties and Powers
 - a. It shall be the duty of the Board of Directors to carry out the spirit and intent of The Library System Act.
 - b. The Board of Directors shall have all powers conferred on it by the Act.

B. Officers

1. Number and Title

The officers of the Board of Directors shall be President, Vice-President, Secretary, and Treasurer.

2. Duties

- a. The President shall preside at all meetings of the Board; appoint any necessary committees; shall sign official documents; be member of all committees; and shall assume such other powers as meet with the consent of the Board.
- b. The Vice-President shall 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 shall have the responsibility for the 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 shall discharge the responsibilities placed upon that office by law; oversee the fiscal affairs and activities of the System; report regularly to the Board of these matters; and perform such other duties as the Board may direct.

3. Election and Term

- a. Officers shall be elected from among the members of the Board of Directors for one (1) year terms.
- b. Officers shall be elected by a vote of a majority of the total number of directors which the System would have if there were no vacancies. The election shall be held at the October meeting of the new Board of Directors.
- c. No officer may serve more than three (3) consecutive terms in the same position.

4. Vacancies

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

- b. In the event one of the other offices becomes vacant, the Board may elect one of its other members to fill the remainder of the term or may assign the duties of the vacant office to one of the other officers.

C. Committees

1. Executive Committee

- a. The President, Vice-President, Secretary, and Treasurer together with one additional Director elected by the Board of Directors shall constitute the Executive Committee. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.
- b. The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all of the authority of the Board of Directors except to the extent, if any, that such authority shall be limited by the motion appointing the Executive Committee.
- c. A majority of the members of the Executive Committee shall constitute a quorum.
- d. The President of the Board of Directors shall preside at the meetings of the Executive Committee. In the absence of the President, the Vice-President shall preside.

2. Other Committees

The President, with the approval of the Board of Directors, may appoint other committees as needed and formulate charges for those committees. Committee members may be selected from among the members of the Board of Directors, the governing authorities of the member libraries, the staffs of the member libraries or System staff. Each committee shall have such authority as shall be specified in the motion designating such committee. The Board of Directors shall have power at any time to remove any member of any such committee, with or without cause, and to fill vacancies in and to dissolve any such committee.

ARTICLE V

System Executive Director

- A. The Board of Directors shall, by resolution, appoint an Executive Director of the System.
- B. Responsibilities of the Executive Director:
 - 1. General administration of the System.
 - 2. Provision of professional advice to the Board of Directors.

3. Supervision of assistants and other staff employees.
 4. Implementation of policies, objectives, and plans of the Board of Directors.
- C. The Executive Director shall be accountable to the Board of Directors through its President.

ARTICLE VI

Meetings

A. Regular Meetings

1. A minimum of nine regular meetings per year shall be scheduled for the Board of Directors of the System.
2. In October, the old board shall meet to conduct any necessary business. Following that meeting, the new board members will be seated, and a regular board meeting be conducted.
3. For the purpose of conducting Library business under abnormal/unusual circumstances (e.g., medical/health problems of a Trustee), participation in Board Meeting via communication devices may be utilized. The Secretary of the Library Board will note in the Minutes of any Meeting which utilizes communication devices that the Meeting was conducted with one or more Trustees (identified by name) not physically present in the meeting room and that such Trustee's participation in the meeting was via a communication device.
4. Non-attendance of a member of the Board of Directors at three consecutive regular meetings of the Board of Directors, without the giving of prior notice, shall be regarded as a resignation of that director and the vacancy shall be filled as specified in Article IV, Section A, 7 of these bylaws.
5. Order of Business
 - a. The Board shall establish the order of business.
 - b. The Executive Director shall prepare an agenda for each meeting of the System Board of Directors and shall place items on the agenda as requested by any Director. The agenda will be posted on the DLS website and members notified in accordance with Open Meetings Act 5ILCS 120/2.02.
 - c. The previous month's approved minutes and policies adopted by the Board of Directors will be posted on the DLS website, and the members notified.

B. Special Meetings

Special meetings of the Board or of the System may be called by the President or by any five (5) directors and shall be posted on the DLS website and members notified in accordance with Open Meetings Act 5ILCS 120/2.02.

Notice of the meeting shall state the purpose of the meeting, which shall be limited to the purpose stated.

C. Quorum

All Trustees attending Meetings in person shall be counted toward establishing a quorum. Attendance at meetings by a means other than physical presence shall be in accordance with Open Meetings Act 5ILCS 120/7. Except as stated herein to the contrary a simple majority of the directors shall constitute a quorum.

ARTICLE VII

Financial Accounting Requirements of the System

A. Fiscal Year

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

B. Rules and Regulations

1. The Board of Directors shall:

- a. Adopt rules and regulations and submit the same to the State Librarian for review.
- b. Provide, in such rules and regulations, provisions designed to:
 1. Maintain all records at the System Center at all times.
 2. Maintain appropriate public records of the System's financial activities in accordance with accepted accounting practice and specifically record the actions of the board in regard to bills approved for payment.
 3. Retain records until no longer required by the State Records Commission or the DuPage Library System.
 4. Cause an annual audit of the records of the System and those maintained by the Treasurer, to be made by an independent and qualified auditor; and cause copies thereof to be filed with the State Librarian, along with the Annual Report. The audit is available to members upon request.

5. The Board of Directors of the Library System shall:
 - a. Cause an approved surety bond covering the Treasurer to be filed with the State Librarian.
 - b. File with the State Librarian each year, an Annual Report for the fiscal year ending June 30 upon forms supplied by the State Librarian.

ARTICLE VIII

Amendments and Revisions

Amendments

- A. Amendments of the Bylaws may be proposed by member libraries or members of the Board of Directors. Whether the same shall be submitted to the membership shall be determined by the Board of Directors.
- B. These Bylaws may be amended by a favorable two-thirds (2/3) majority of members submitting a ballot. A proposed amendment, which is approved for submission to the membership by the Board of Directors shall be distributed to all member libraries.
- C. Changes to the bylaws shall take affect, or begin to be phased in, at the next meeting after the bylaws are adopted.

ARTICLE IX

Parliamentary Authority

The rules contained in Alice Sturgis Standard Code of Parliamentary Procedure (latest version) govern the System in all cases to which they are applicable and in which they are not in conflict with these Bylaws or any special rules of order the System may adopt.

Approved by ISLAC on 9/3/82

Revisions approved by Board of Directors 11/18/82

Revisions approved by Board of Directors July 14, 1983

Approved by ISL March 13, 1984

Revisions approved by Board of Directors July 21, 1988

Revisions approved by Board of Directors 11/15/90

Revisions approved by Board of Directors January 20, 1994

Revisions adopted by Board Action on November 14, 1998

Revisions adopted by Board Action on May 15, 2003

Revisions adopted by Member Action on October 12, 2007

Revisions adopted by Member Action on June 1, 2009