

# **BYLAWS OF THE NORTHNET LIBRARY SYSTEM**

## **Article I. Name**

The Joint Powers Agreement of the NorthNet Library System dated May 8, 2009 (“Agreement”), establishes a Joint Powers Authority to be known as the NorthNet Library System (NLS).

## **Article II. Objectives**

NLS is a Regional Library Network as defined in Education Code Section 18810(s). The objectives of NLS shall be to implement and accomplish the purposes described in the Plan of Service agreed upon by the member organizations consistent with the provisions of the California Government Code, Sections 6500-6578 (Joint Exercise of Power), formed under the terms of the California Library Services Act (California Education Code, Section 18700 *et seq.*) and continuing under successor acts, and to otherwise accomplish the purpose and goals of the Agreement.

## **Article III. Membership**

### **Section 1. Qualifications**

A member of NorthNet Library System is any cooperative library system that has the power to provide library services and is organized as a joint powers authority or a joint resolution agency (hereinafter, “System”). A System may join NLS upon the application of its governing body and upon the consent of the NLS Administrative Council, provided that such agency has agreed to abide by all the terms of the Joint Powers Agreement and these Bylaws; and upon doing so shall be a member of NLS (“Member”). The individual libraries that comprise the cooperative library systems in NLS shall hereafter be referred to as “constituent libraries.” While these constituent libraries shall have voting authority as described in these Bylaws, they shall not individually be considered Members of NLS.

### **Section 2. Fees, Dues and Assessments**

- a. The NLS fiscal year is defined as July 1 to June 30, and membership fees payable to NLS by the constituent libraries of Members shall be in such amount as determined annually by action of the Administrative Council. In addition, the Council may adopt additional fees for specific services to Members or constituent libraries.
- b. Constituent libraries are billed at the beginning of the fiscal year for the entire year. If after 90 days no payment has been received, the constituent library will be sent a letter informing the library that it needs to pay or submit a formal request for a waiver or reduction to be considered by the Executive Committee. Within 90 days of receiving the letter, the Executive Committee will notify the library if a reduction or waiver has been approved. If no payment or waiver request has been submitted by January 1, services to the constituent library will be terminated.
- c. The waiver or reduction of membership fees may be requested by a constituent library when it has experienced a significant reduction in operating funds through the reduction of budget allocation from the local funding authority, the automatic termination of a local special tax or benefit assessment, or catastrophic loss such as flood, earthquake damage or fire.

### **Section 3. Withdrawal**

A Member may withdraw by submitting a written notice of termination to the Chair of NLS,

provided that such notice is received between July 1 and September 1 of any year. In the event that a timely notice of termination is received, the termination shall take place effective July 1 of the succeeding year. Constituent libraries wishing to withdraw from any NLS Member System shall do so in accordance with the Bylaws of that individual System.

#### Article IV. Governance Structure

##### Section 1. Administrative Council Composition

Pursuant to Education Code Section 18747 (a), the Administrative Council, hereinafter called "Council," shall be comprised of the head librarian or duly authorized alternate of each constituent library.

##### Section 2. Administrative Council Duties

Pursuant to Section 18747(a) and CSLA Regs. Sec. 20135, it shall be the responsibility of the Council to: oversee and administer the business of NLS; formulate policy and goals; adopt an annual plan of service; adopt an annual budget, and elect a Chair-Elect who shall be Vice-Chair and members of the Executive Committee. Any officer may resign or may be removed with or without cause by the Council at any time. The Council shall also perform additional duties imposed by law or defined in these Bylaws.

##### Section 3. Council Officers

###### a. Chair

The Chair-Elect shall assume the office of Chair on July 1 of the year following the Chair-Elect's service as Vice-Chair. The Chair shall hold office for one year or until he or she shall resign, be removed, or otherwise disqualified to serve, or until his or her successor shall be qualified. It shall be the duty of the Chair to preside at meetings of the Council; to prepare the agendas for meetings of the Council in consultation with the System Administrator; to execute contracts and other instruments on behalf of NLS as authorized by the Council or Executive Committee; to appoint committees as authorized by the Council; and to represent NLS as occasion demands. If the office of Chair becomes vacant by death, resignation, or removal, the Chair-Elect shall serve for the unexpired term.

###### b. Chair-Elect

At the annual meeting, the Council shall elect from among its members a Chair-Elect who shall serve as Vice-Chair. The Vice-Chair shall take office July 1. He or she shall hold office as Vice-Chair for one year or until he or she shall resign, be removed, be otherwise disqualified to serve, or until a successor shall be elected and qualified. He or she shall succeed to the office of Chair on July 1 of the following year. The Vice-Chair shall, in the absence or disability of the Chair, perform all the duties of the Chair and when so acting shall have the powers of, and be subject to the restrictions upon the Chair. If the office of Chair-Elect becomes vacant by death, resignation, or removal, the Executive Committee shall appoint a Chair-Elect who shall serve until the next regular meeting, when the appointment shall be confirmed by the Council. If the appointee is not confirmed, a Chair-Elect shall then be elected by the Council.

##### Section 4. System Administration

The Council shall provide for System Administration either by contracting with an agency or company or by employing personnel to conduct the business of NLS and serve as the System

Administrator. The System Administrator shall be responsible for administration of all NLS services and activities that have not been assigned to Members or constituent libraries.

- a. The System Administrator shall be responsible for the preparation of documents, grant applications and reports, preparing financial reports, maintaining financial records and conducting financial transactions and shall confer with legal counsel and the California State Library and shall conduct any other business as required.
- b. It shall also be the duty of the System Administrator to prepare and distribute notices and/or agendas in advance of meeting dates; to take and to transcribe the minutes of the Council and Executive Committee meetings; to certify official documents of the Council; and to maintain such official records as are required.
- c. The System Administrator shall maintain an office that will be the principal office for the transaction of the NLS business.
- d. If neither a contract is in force nor personnel are employed, the Chair or designee shall assume the duties usually assigned to the System Administrator.

## Section 5. Standing Committees

5.1 Meetings of all standing committees shall be conducted in accordance with Article V, Sections 1-4 of these Bylaws.

### 5.2 Executive Committee

- a. The Council shall elect an Executive Committee annually, which shall consist of six Directors who shall be as representative as possible of the sizes and types of libraries that belong to NLS and of the geographic area comprising the NLS service area. The Chair, Vice-Chair and immediate past Chair shall serve in addition to the six Directors as members of the Executive Committee. The Chair shall preside at its meetings. The Vice-Chair shall preside in absence of the Chair. Five members of the Executive Committee shall constitute a quorum for the transaction of business.
- b. The Executive Committee shall supervise and direct the System Administrator and shall appoint interim NLS officers and members of the Executive Committee to fill vacant positions until the Council has the opportunity to meet to elect new ones.
- c. The Executive Committee shall be responsible for overseeing the day-to-day operations of NLS including but not limited to administering the budget, approving contracts, and recommending an annual budget and plan of service to the Council. The Executive Committee shall between Committee meetings act through the Chair, and in his/her absence, the Vice-Chair. The Executive Committee shall meet at least quarterly and all meetings shall be subject to the Brown Act. The Executive Committee shall have all necessary powers and authorities to take such actions as are necessary for NLS excepting only adoption of the annual budget, adoption of the annual plan of service, setting membership fees and charges, electing a Chair-Elect and Executive Committee, and adopting or revising these By-Laws and revising the Agreement, all of which are reserved to the Council.
- d. The Executive Committee shall have authority to adopt interpretations of these Bylaws and of the Agreement, which upon reasonable notice to members shall be binding except as disallowed by a vote of the Council.
- e. Executive Committee members shall serve a two-year term and may serve no more than two consecutive terms. Terms shall be staggered such that the terms of three members will conclude in even numbered years and those of three members in odd numbered years. Terms shall begin on July 1 and end on June 30.

### 5.3 Finance Committee

The Finance Committee includes the Chair, the Chair-Elect, and three members of the Executive Committee appointed by the Chair. The Finance Committee meets as needed to review and discuss matters related to NLS financial affairs including but not limited to budgets, grant requests, disbursements and transfers from restricted funds (reserves) and the management of financial assets. The Finance Committee reports to and makes recommendations to the Executive Committee. Three members shall constitute a quorum.

### Section 6. Ad Hoc Committees

The Chair may appoint Ad Hoc committees as needed. Each Ad Hoc Committee will have a specific charge and projected sunset date. Members may include staff of constituent libraries that are not members of Council.

#### a. Ad Hoc Nominating Committee

The Chair shall annually appoint an Ad Hoc Nominating Committee consisting of at least two sitting Executive Committee members and at least one Council member that is not serving on the Executive Committee. The Ad Hoc Nominating Committee will be charged with nominating candidates for the following year to fill positions on the Executive Committee and to nominate one or more candidates to serve as Chair-Elect of NLS. A slate of candidates shall be submitted to the membership along with the agenda for the Council's Annual Meeting. The Committee will sunset after the Council's Annual Meeting.

### Section 7. Communities of Interest

#### a. Communities of Interest may be established by the Executive Committee as needed. Their purposes are

- To encourage networking and information exchange among library staff;
- To serve as a forum for discussion and ideas related to their particular needs;
- To provide leadership development opportunities to member library staff.

#### b. Communities of Interest will be responsible for

- Electing their own chairs;
- Scheduling and running their own meetings;
- Choosing their information exchange topics and tools.

#### c. The System Administrator will assist the Communities of Interest as appropriate.

### Article V. Meetings

#### Section 1. Generalities

The Council shall hold regular meetings at least annually, in order to evaluate the progress and goals of NLS, to adopt an annual budget and plan of service and to conduct elections for Chair-Elect and Executive Committee. The meeting at which elections are conducted shall be designated as the Annual Meeting.

Meetings of the Council, Executive Committee and Finance Committee may occur via electronic means such as telephone conference call, videoconference, or online meeting, provided, however, that all meetings, whether in person or electronic, shall be held in compliance with the Ralph M. Brown Act. Members of the public may attend any electronic meeting by requesting participation instructions from the System Administrator.

## Section 2. Changes in Time and Place and Cancellation of Meetings

A meeting may be changed as to time or location or canceled upon approval of Chair of the Council at least 24 hours prior to the regular time of meeting, provided that written notice of such change of time or location is given to all Council members at least 24 hours prior to meeting time.

## Section 3. Special Meetings

Special meetings may be called by the Chair of the Council. Notification of such special meetings shall be made to each Council member at least 24 hours before the time of such meeting. The call and notice shall specify the time and place of the special meeting and the business to be transacted. Special meetings shall also be announced to the public under the terms of the Brown Act.

## Section 4. Adjournment

The Council may adjourn any regular, adjourned regular, special, or adjourned special meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. If all members are absent from any regular or adjourned regular meeting, the System Administrator or Chair may declare the meeting adjourned to a stated time and place. Written notification of such adjournment shall be made in accordance with law.

## Section 5. Rules of Order

The rules contained in Roberts Rules of Order, latest revised edition, shall govern all meetings of the Council, except in instances of conflict between said Rules of Order and these Bylaws or the Agreement or provisions of law, in which case Rules of Order shall to that extent not control.

## Section 6. Minutes

- a. A complete set of minutes as approved by the Council shall remain on file at the principal office of NLS, and shall be open to inspection by any person at all reasonable times during office hours.
- b. The approved minutes of every Council meeting and Executive Committee meeting shall be made available by posting on the NLS website for a period of at least three years.

## Section 7. Voting

The Council shall be composed of the head librarian or duly authorized alternate of each constituent library which is that of any Member. Each constituent library shall have one vote to be cast by its representative, except as specified herein.

Only public library Council members shall vote on the disposition of funds restricted to public library purposes under the California Library Services Act (CLSA) or other laws or agreements. All Council members shall vote on issues that do not relate to CLSA. Decisions shall be made by a majority vote of the members present at Council meetings, except as provided herein.

25% of the total number of Council members shall constitute a quorum for the transaction of business.

Votes shall be taken by voice subject to the requirements of the Brown Act, except that a vote shall be repeated by tally at the request of the Chair or any Council member.

## Article VI. Resolutions

An official copy of every resolution passed by the Council shall be attested by the System

Administrator and shall remain on file at the principal office of NLS and shall be open to inspection by any person at all reasonable times during office hours. All resolutions shall bear the date of passage and shall be numbered consecutively. Copies of any resolution shall be provided to any Council member upon request.

#### Article VII. Execution of Documents

The Executive Committee may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of NLS, and such authority may be general or confined to specific instruments; and unless so authorized by the Administrative Council, no officer, agent, or other person shall have any power or authority to bind NLS by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

#### Article VIII. Adoption of Bylaws

New Bylaws may be adopted or these Bylaws may be amended or repealed by majority vote at any meeting of the Council at which a simple majority of Council members eligible to vote is represented. These Bylaws, and any Bylaws which may be adopted, shall be distributed within seven working days of their adoption to each Council member and to the System Administrator, and to such other persons, firms or agencies as may request them. The System shall keep in its principal office the original or a copy of these Bylaws as amended or otherwise altered to date, certified by the System Administrator, which shall be open to inspection by any person at all reasonable times during office hours.

#### Article IX. Termination of Agreement

The Agreement shall remain in effect until rescinded by all of the remaining parties, or until the withdrawal of all except one party; the occurrence of either event shall result in dissolution of NLS. In the event of acts constituting dissolution, the members of the Council remaining at that date shall continue as the governing board of the agency for the purpose of settling its affairs (“winding down”), and during the course of such winding down, shall exercise all powers granted by these Bylaws, as may be necessary or convenient in the accomplishment of its duties. When all agency affairs have been finally settled, the Council shall by resolution so declare, at which point the Agreement shall be of no further force or effect. In such winding down all assets of NLS will be converted to cash, or to forms of property converted for division and distribution, and following the payment of all just claims against the System, shall be distributed as follows:

- a. To the Federal and State governments if any applicable law requires the distribution of assets to these governments.
- b. Any remaining balance will be used to pay each member which has ever belonged to the System the amount of the dues and contributions of its constituent libraries, and if the balance is not sufficient, such payments shall be made on a pro rata basis.
- c. Any balance yet remaining shall be distributed among the parties which have belonged to the System on a pro rata basis of one point to each member for each full year of membership.

Adopted by NorthNet Council 03/07/13