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## **NorthNet Library System and Administrative Council Meeting**

Holiday Inn  
300 J Street, Sacramento  
Phone 916-446-0100  
Meeting Room: Granada

March 7, 2013  
8AM-8:45AM

Welcome and Introductions	Jennifer Baker
Consent Calendar: Minutes of October 25 meeting (Action: Approval)	Attachment 1
Revised By-Laws (Action) Cover memo and draft revised By Laws	Jane Light Attachment 2 & 3
Appointment of Ad Hoc Nominating Committee	Jennifer Baker
Scheduling Annual Meeting	Jennifer Baker
Adding new Library-to-Go members	
Adjournment	

# NorthNet Library System

## Council of Librarians

### Unapproved Meeting Minutes

**Thursday, October 25, 2012**

**1:30 PM – 3:00 PM**

Via Adobe Connect Call

**Attendees:**

Diane Smikahl, Benicia Public Library  
Wendy Burke, Colusa County Library  
Vanessa Cristman, Dixon Public Library  
Victor Zazueta, Humboldt County Library  
Jeff Hawkins, Lassen Library District  
Jon Torlakson, Lincoln Public Library  
Annette Milliron Debacker, Mendocino County Library  
Cheryl Baker, Modoc County Library  
Bill Michael, Mono County Free Library  
Danis Kreimeier, Napa City-County Library  
Mary George, Placer County Library  
Natasha Casteel, Roseville Public Library  
Nina Biddle, Sacramento Public Library  
Jennifer Baker, St. Helena Public Library  
Linda Kenton, San Anselmo Public Library  
Jan Erickson, Shasta Public Libraries  
Michael Perry, Siskiyou County Library  
Lyn Williams, Solano County  
Sandy Cooper, Sonoma County Library  
Sally Ainsworth, Tehama County Library  
Patty Wong, Yolo County Library

Darla Gunning, California State Library  
Linda Crowe, Peninsula Library System  
Jane Light, Peninsula Library System  
Terry Jackson, Peninsula Library System  
Donna Truong, Peninsula Library System

**1. Welcome and Roll Call**

Jennifer Baker called the meeting to order at 1:35 PM.

**2. Public invited to address the Council**

No members of the public were present.

**3. Approval of the Agenda**

A motion to approve the agenda as presented was approved unanimously.

**4. Consent Calendar.**

A. Minutes from August 27, 2012 Meeting

A motion to approve the consent calendar as presented was approved unanimously.

**5. News from the State Library**

Darla Gunning reported that Jerry Maginnity was appointed Acting State Library upon the departure of State Librarian Stacy Aldrich earlier in October.

Darla will be the interim coordinator of the Library Development Services Bureau.

Jacquie Brinkley is retiring on November 2; the library will begin a recruitment to fill her position.

**6. Recommendations re FY12/13 Budget Allocations**

Jennifer Baker reviewed the October 22, 2012 memo to the Administrative Council from Jane Light that was included with the agenda packet and appended to these minutes. That memo included the recommendations of the NLS Steering Committee regarding revisions to the FY12/13 budget.

Discussion ensued. The matter of how to allocate the \$42,368 recommended for Overdrive was referred to the Library-To-Go group to decide. [Note: Subsequently, Jeanne Amos recommended that the decision was that each of the sixteen NLS public library members that is not participating in Library-to-Go receive \$1000 to augment their separate Overdrive contracts and that Library-to-Go will be allocated \$26,368 to add to its Overdrive contract amount.]

Wendy Burke moved and Jon Torlakson seconded approval of the budget allocations as included in the memo. Motion passed 20 yes, 1 no.

**7. System Administration Report**

Linda Crowe briefly reviewed the parameters and timelines for both the Innovation Grants and the Staff Development Grants. Administrative Council members and members of the various listservs will all be notified when the application forms and process are announced.

Donna Truong stated that the financial statements for September 30 reflect only the first fiscal quarter and therefore do not include the allocations and budget changes approved today. She stated that a financial audit for FY2011/12 will begin shortly.

**8. Meeting was adjourned at 2:45 PM.**

# NorthNet Library System

**To:** NorthNet Library System Administrative Council

**From:** Jane Light

**Subject:** NLS FY2012/13 Budget Allocations

**Date:** October 22, 2012

## **Recommendation:**

The NLS Steering Committee recommends that the Administrative Council approve the proposed changes to the NLS FY2012/13 Budget allocations.

## **Background:**

At the August 27, 2012 Administrative Council meeting/retreat, the Steering Committee was charged with making recommendations to the Administrative Council regarding budget allocations for FY12/13 based on the discussion at that meeting.

System Chair Jennifer Baker worked with PLS staff to develop recommendations for both local funds and for CLSA funding in excess of that included in the adopted budget for Communications and Delivery (C&D).

On October 3, 2012, the NLS Steering Committee met via Adobe Connect to discuss and make recommendations to the full Administrative Council. The Steering Committee recommended that the Administrative Council approve the budget allocations contained in this report.

## **Analysis:**

### Assumptions:

1. CLSA funding is one-time; it is unknown if any funding will be available in FY 13-14.
2. In future years, local funds may be required to be used for services funded this year by CLSA.
3. System funding should be used to benefit the maximum number of members and the cooperative system itself.
4. Special projects and activities funded should have a clearly articulated benefit for the NorthNet Library System.

A total of \$350,156 of local funding can be reallocated by Administrative Council action. This includes \$264,362 (currently in C&D) and \$85,794 of the local funds budget for System Administration.

In addition, \$78,814 of CLSA funding remains after shifting Communications and Delivery costs (C&D) and the maximum allowable administration costs from local funding. These funds must be used for a CLSA program purpose and approved by the State Library.

Possible uses for all these funds discussed at the 8/28 Administrative Council meeting/retreat included:

- **Open source ILL fulfillment** (could be funded by CLSA C&D) (no \$ discussed at that time.) On October 3, Sonoma County Librarian Sandy Cooper sent System Chair Jennifer Baker a proposal for Sonoma County Library to implement a pilot project to evaluate Fulfillment's effectiveness in supporting resource sharing among NorthNet libraries that use different local systems. That proposal requested \$130,000 from NLS. Because the proposal was received just before the Steering Committee meeting, the Committee indicated a favorable response to the concept but had questions about the amount requested. It requested that Chair Baker get more information from Sonoma County Library and make a recommendation to the full Administrative Council. **Chair Baker is recommending a total of \$60,000, of which \$30,000 is from CLSA C&D funding and \$30,000 from local funding.**
- **Patron-driven e-book acquisition** (possibly with e-readers) (no \$ amount discussed). This would be an extension and expansion of an LSTA Pitch-an-Idea grant several libraries participated in. **The Steering Committee recommended that libraries interested in this could submit a proposal for the Innovation Grants recommended below.**
- **Multi-member Evergreen open source ILS project** – data migration phase for five libraries (estimated total cost of \$225K, discussed five participating members @ \$20K each (including Lincoln, Placer and El Dorado County libraries; system funding of up to \$125K). This project would establish a new subgroup of members sharing an open source ILS not presently being used by any NLS members. **The Steering Committee recommended \$50,000.**
- **An increase in System fund balance** (now \$185K, down from initial \$300K) by planning for an end of year fund balance of local funding that can be re-budgeted in FY 13-14 or kept in reserve. **The Steering Committee recommended \$66,788.**
- **Administrative Council members expressed an interest in improving communication about NLS and member library activities**, including maintaining various listservs and keeping participants informed

(e-newsletters and listserv maintenance–CLSA C&D eligible). **The Steering Committee recommended \$6646 of CLSA C&D funding be allocated and added to the PLS contract for services.**

- **Administrative Council members also expressed an interest in more frequent in-person meetings**, citing the successful outcome of the August retreat/meeting. **The Steering Committee recommended that \$6500 be allocated from local funding for an in-person Spring 2013 meeting.**

Not discussed at the retreat but approved by the Steering Committee and recommended to the Administrative Council are:

1. **Grants to member libraries for innovative projects and for travel to conferences and other professional development opportunities.** Innovation grants would be based on successful experiences by BALIS and PLP in providing small grants, simple to apply for and report on, to member libraries that allow them to develop a new service or program that provides a new service delivery model or fresh interpretation of an existing service model and that may be of benefit to other NLS members. Professional development grants to member libraries would provide travel, lodging and registration expenses for one or more staff members. Both types of grants would be awarded through an application process.
2. **Additional Services for the basic System Administration contract with PLS.** The original contract amount of \$74,436.66 was based on a budget for NLS that was about a quarter the size of the current, amended one. Additional services include increased accounting support and payables/receivables for the larger budget; CLSA and LSTA grant administration; and for the legacy systems additional services include audit support, required State Controller reports, and Form 700 administration. **\$31,572 is recommended for this purpose.**
3. **Additional Services for special projects resulting from decisions made at 8/27 Administrative Council retreat/meeting.** These include: a) working with System Chair and Steering Committee to develop recommendations for approval by Admin Council and CSL for FY12/13 special projects and budget changes and managing activities and contracts that result; b) working with legal counsel, the System Chair and a Task Force of library directors to develop recommendations regarding changes to the NorthNet JPA and bylaws to be approved by the Administrative Council; and c) working with legal counsel, the System Chair and the Task Force to make recommendations for approval by the legacy systems' Administrative Councils regarding modifying the bylaws of the legacy systems to reflect their current status and for carrying out their remaining responsibilities. **The Steering Committee recommended that local funds of \$15,296 be approved.**

4. **An augmentation of the NLS Library-to-Go contract with Overdrive.** Currently 27 libraries participate. Although started with grant funding, this activity is now funded by the participants. Using CLSA funding, for the Reference program, would permit licensing of additional titles and perhaps participation in Overdrive's Local Advantage program. **The Steering Committee recommended \$42,368 of CLSA funds for Overdrive augmentation and further that the Administrative Council assign specific decisions about spending the funds to the group overseeing the Overdrive contract.**

**Recommended allocation of \$78,814 in CLSA funding:**

<b>Local \$</b>	<b>Purpose</b>
31,572	PLS Base Contract Augmentation (does not include CLSA C&D \$ below)
15,296	PLS Contract Augmentation for Special Projects
50,000	Evergreen migration project
150,000	Innovation and staff development grants
6,500	Spring Administrative Council in-person meeting
66,788	Planned end of year fund balance
30,000	Pilot of Equinox ILL Fulfillment
<b>\$350,156</b>	<b>Total</b>

  

<b>CLSA \$</b>	<b>Purpose</b>
6,446	PLS contract additional services - C&D to manage NorthNet listservs and produce 8 newsletters distributed via listservs
30,000	Pilot of Equinox ILL Fulfillment - C&D
42,368	Overdrive contract augmentation -- CLSA Reference
<b>78,814</b>	<b>Total</b>

**Recommended allocation of \$350,156 local funding:**



To: NorthNet Library System Administrative Council

From: Linda Crowe and Jane Light

Subject: Revised NLS Bylaws, Phase 1

Date: February 27, 2013

On the agenda for your March 7 meeting is adoption of new Bylaws for NLS. We are calling this action "Phase 1" because further changes will be needed when you adopt a revised Joint Powers Agreement that allows for individual libraries to be members in addition to the three legacy systems. Both documents (the revised JPA and the Bylaws that reflect those additional revisions, particularly in the Membership section) should be ready for your action at your next meeting in May.

System Chair Jennifer Baker and Jane have been discussing ways to further streamline NLS governance. For models, we looked at the Pacific Library Partnership (PLP) and the Southern California Library Cooperative (SCLC). Both these organizations, like NLS, have a large number of participating libraries and grew out of several cooperative systems deciding to join into a larger one. Jennifer realized that the Bylaws needed to be changed now if a streamlined governance structure were to become effective July 1.

The major changes included in the new Bylaws are:

- A nine member Executive Committee will be responsible for overseeing the operations of NLS and providing direction to the System Administrator. The Administrative Council continues to be responsible for adopting an annual budget, adopting an annual plan of service, setting membership fees and charges, electing the Chair-Elect and Executive Committee, and adopting or revising Bylaws and the JPA and must meet at least annually. The Executive Committee is a subset of the Administrative Council that acts on its behalf. It does not perform the duties of the System Administrator, which are unchanged from the current Bylaws adopted in 2009.



The current Bylaws include a Steering Committee of 11 members. It is limited to making decisions on items requiring less than \$10,000. The current Bylaws permits the Steering Committee to make decisions on other items as authorized by the Administrative Council but does not specifically identify what those are.

- In addition to the Bylaws and the JPA, NLS currently also operates under Standing Rules. Referring to three documents is unnecessarily complicated. Therefore, the Standing Rules have been incorporated in the Bylaws.

At your August 2012 meeting, a Task Force was appointed to work with the System Administrator to develop revisions to the JPA and Bylaws to bring to the Administrative Council for action. Task Force members include Mel Lightbody, Patty Wong, Jon Torkelson, Greta Galindo, Wendy Burke and Jennifer Baker. Task Force members received a draft of the Bylaws for review. Those who were available (Baker and Wong) participated in a conference call that reviewed and discussed in detail the proposed changes. That discussion resulted in minor additions and changes in this final draft.

If you wish to compare the current Bylaws to the proposed new ones, you can find them at [http://www.northnetlibs.org/files/NLS Bylaws revised 060911.pdf](http://www.northnetlibs.org/files/NLS_Bylaws_revised_060911.pdf).

## **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