

NORTH BAY COOPERATIVE LIBRARY SYSTEM

BY-LAWS OF THE BOARD OF DIRECTORS

Revised & Adopted
July 7, 1983

Section 1. Principal Office

The principal office for the transaction of business of the System is located at Third and E Streets, City of Santa Rosa, County of Sonoma, State of California 95404.

Section 2. Seal

The Board of Directors shall adopt by resolution an official seal, which shall clearly show, when embossed, stamped, impressed or affixed to a document, the name of the System and the date of its organization.

Section 3. Time and Place of Regular Meetings

The Board of Directors shall hold regular meetings on the third Thursday of September, November, January, March and June at 10:00 am. These meetings shall be held in the Forum Room of the County Library, Third and E Streets, City of Santa Rosa, County of Sonoma, State of California.

Section 4. Changes in Time and Place of Meetings

A meeting may be changed as to time or location upon approval of a majority of the Directors 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 Directors at least 24 hours prior to the meeting time.

Section 5. Special Meetings

Special meetings may be called with the approval of a majority of the Directors. Notification of such special meetings shall be made to each Director 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.

Section 6. Adjournment

The Board of Directors 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 Clerk may declare the meeting adjourned to a stated time and place. Written notification of such adjournment shall be made in accordance with law.

Section 7. Quorum

A majority of the total number of Directors shall be necessary to constitute a quorum for the transaction of business. The Clerk shall call the roll of Directors at the commencement of each meeting in order to determine the presence of a quorum. Every action or decision, done or made, by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the action of the Board of Directors, unless a greater number is required by law.

Section 8. Voting

All Directors shall have equal voting and other rights. Each Director shall be entitled to one vote which shall be cast in person. Votes shall be taken by voice, except that a vote shall be repeated by tally at the request of the Chair or any Director.

Section 9. Minutes

The minutes of every meeting shall be distributed within seven working days following the meeting to each Director and to the Administrator of the System, in as many copies as they may require, and to at least one newspaper of general circulation within the service area of the System, and to such other

persons, firms, or agencies as may request them. A complete set of minutes as approved by the Board of Directors and attested by the Clerk shall remain on file at the principal office of the System, and shall be open to inspection by any person at all reasonable times during office hours.

Section 10. Resolutions

An official copy of every resolution passed by the Board of Directors shall be attested by the Clerk and shall remain on file at the principal office of the System 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 Director at his request.

Section 11. Officers

The Board of Directors shall elect from their number a Chairman, a Chairman-Elect, who shall be Vice-Chairman, and a Clerk.

Section 11.1 Chairman

At every June meeting, the Board of Directors shall elect from among the Directors a Chairman. He shall take office July 1. The Chairman shall hold office for one year or until he shall resign, be removed, or otherwise disqualified to serve, or until his successor shall be qualified. It shall be the duty of the Chairman to preside at meetings of the Board of Directors; to prepare the agendas for meetings of the Board of Directors in consultation with the Administrator of the System; to execute contracts and other instruments on behalf of the System as authorized by the Board of Directors; to appoint

committees as determined by the By-Laws or the Board of Directors; and to represent the System as occasion demands.

Section 11.2 Chairman-Elect

At every June meeting the Board of Directors shall elect from among the Directors a Chairman-Elect who shall serve as Vice-Chairman. He shall take office July 1. He shall hold office as Vice-Chairman for one year or until he shall resign, be removed, or otherwise disqualified to serve, or until his successor shall be elected and qualified. He shall succeed to the office of Chairman on July 1 of the following year. The Vice-Chairman shall, in the absence or disability of the Chairman, or when a vacancy exists in the office of Chairman, perform all the duties of the Chairman and when so acting shall have the powers of, and be subject to the restrictions upon the Chairman. When a vacancy exists in the office of Chairman-Elect the Steering Committee shall appoint a Chairman-Elect who shall serve until the next regular meeting, when the appointment shall be confirmed by the Board of Directors. If the appointee is not confirmed, a Chairman-Elect shall then be elected by the Board of Directors.

Section 11.3 Clerk

The Board of Directors shall elect a Clerk who shall hold the office until he shall resign, be removed, or otherwise disqualified to serve, or his successor shall be appointed. It shall be the duty of the Clerk to duplicate and mail notices and/or agendas in advance of meeting dates; to take and to transcribe the minutes of the meetings; to certify official documents of the Board of Directors; and to maintain

such official records as are required. In the absence or disability of the Clerk, or when a vacancy exists in the office of the Clerk, the Board of Directors shall elect a Clerk Pro Tempore. The Clerk Pro Tempore shall perform all the duties of the Clerk and when so acting shall have the powers of, and be subject to the restrictions upon, the Clerk.

Section 11.4 Removal and Resignation

Any officer may resign or may be removed with or without cause by the Board of Directors at any time. A vacancy caused by death, resignation, or removal of any officer may be filled immediately by the Board of Directors as specified for each office in the By-Laws. The person so appointed shall serve until the next election.

Section 11.5 System Administrator

The Administrator of the North Bay Cooperative Library System is hired by the Board of Directors. He shall be responsible for coordination of System services and activities which have not been assigned by contract to member libraries. He shall be responsible for the preparation of documents, grant applications and reports, and shall confer with legal counsel and the California State Library and shall conduct any other business as required. When a vacancy exists, the Chairman shall assume the duties usually assigned to the Administrative Officer.

Section 12. Execution of Documents

The Board of Directors 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 the System, and such authority may be general or confined to specific instruments; and unless so

authorized by the Board of Directors, no officer, agent, or other person shall have any power or authority to bind the System by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 13. Rules of Order

The rules contained in Roberts Rules of Order, latest revised edition, shall govern all meetings of the Board of Directors, except in instances of conflict between said Rules of Order and these By-Laws or the Agreement establishing the North Bay Cooperative Library System or provisions of law, in which case the Rules of Order shall not apply.

Section 14. Steering Committee

The Chairman shall appoint annually a Steering Committee, which shall consist of seven Directors who shall be as representative as possible of the sizes and types of libraries which belong to the System and of the counties comprising the System service area. Appointments to the Steering Committee shall be subject to ratification by the Board of Directors. The Chairman shall be one of the seven members of the Steering Committee, and shall preside at its meetings. The Administrator shall be a member of the Steering Committee ex officio, but without a vote.

Section 14.1 Meetings of Steering Committee

The Steering Committee shall meet from time to time as its members may determine at a location to be determined by the Chairman. It shall consider all matters referred to it by the Board of Directors and shall make recommendations to the Board of Directors. It shall also consider items which in the opinion of the Chairman or Administrator require discussion or

preparation prior to inclusion on the agenda of the meeting of the Board of Directors.

Section 15. Annual Meeting of Trustees & Officials of Participating Libraries

A meeting of Trustees and Officers of participating libraries shall be held at a date and time to be determined by the Board of Directors at which the progress and goals of the System shall be evaluated and documents under which the System is governed shall be reviewed.

Section 16. Adoption of By-Laws

New By-Laws may be adopted or these By-Laws may be amended or repealed by majority vote at any regular meeting of the Board of Directors at which a quorum is present. These By-Laws, and any By-Laws which may be adopted, shall be distributed within seven working days of their adoption to each Director and to the Administrator of the System, and to at least one newspaper of general circulation within the service area of the System, 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 By-Laws as amended or otherwise altered to date, certified by the Clerk, which shall be open to inspection by any person at all reasonable times during office hours.

Section 17. Government Code

Notwithstanding any provision of these By-Laws, the Board of Directors shall conduct its business in accordance with the Government Code of the State of California and all other applicable laws.