

Bylaws Review

- 1.) Page 3, Article III Section 1 – (Swan shall not have or exercise any power which is not granted to a public library or public library district pursuant to law?)

Refers to powers in Intergovernmental Agreement so that should be reviewed also. (JB)

- 2.) Page 3, Article III, Section 1 references the intergovernmental agreement as establishing board powers and authorizing membership. (Review intergovernmental agreement.
- 3.) Page 3, Article III, Section 3 should be rewritten to remove the first sentence. Not needed now. (JB)
- 4.) Page 4, Article III, Section 2 rewrite the first sentence to reflect the 3 – 2 -3 election cycle. (JB)
- 5.) Page 4, Article III Section 5. Elections. Nominating committee (Eliminate)

6.) Page 5, Article III - Section 8 Notice, final paragraph.

- 7.) Page 5, Article III - Section 9. Voting --B. - (Add shall be approved by a vote of 2/3 of all of the members present at the quarterly meeting – is this done electronically?)

This statement doesn't match Article XII (JB)

- 8.) Page 6, Article IV, Section 2 Don't need first paragraph (JB)
- 9.) Page 9, ARTICLE V - Section 1. Budget — (do we want to make this timelier change to Jan 1, etc...)
- 10.) Page 9, Article V, Section 3 – does this need to be in the Bylaws? If so it needs to be updated with recent changes. (JB)
- 11.) Page 9, Article V, Section 4 Does this need to be in the bylaws? Should it reference the Financial Policy? (JB)
- 12.) Page 10, Article VI, Section 1 Could we add that committees may be composed of Member Library staff, administrators, SWAN staff, and other invited (guests?) as deemed (pertinent) by the Board. Also we don't have a board liaison for each committee. Should we delete? (JB)

13.)Article VI - Section 2 – The Swan Executive Director shall attend—(Asst. Admin.)

On page 11 there is a duplicate sentence “at each regular meeting....”. also I think the last two sentences of the section should be covered under the General Powers of the Board (JB)

14.)Page 11, Article IX, section 2 references the Agreement for other levels of participation. We should review this also (JB)

15.)Page 11, Article IX- Section 2 Eligibility for Membership - we've discussed the concept of participation of a school requiring participation by the local public library.

16.)Page 12, Article IX, Section 2, B & C – it seems like we should discuss this (JB)

17.)Article IX - Section 4 –Meetings – a quorum exists when one over half of the members are present.

18.)Article IX – Section 6 Electronic Voting. –establish what we will use it for.

19.)Article XII – Amendment of Bylaws – change the 45 days.

20.)Internet Access Libraries.

Here are some general thoughts about the by-laws and specific suggestions...

Generally speaking, I think it would help for readability and comparison of different articles and statements to keep our terminology consistent. Member Libraries, their Members, and Membership is used throughout. Possible to choose one term?

We all verbally speak of (and I think the website states) Quarterly Administrators meetings but in the bylaws there are various phrases like "meetings of the Administrators" etc. We should stick with one term. If a decision is to go to a meeting, why not refer to as "one of the Administrators' Quarterly meetings". Also places where "board" and "board members" are used, if possible just change to "the Board"...

Article III, Section 1 - I agree re: reviewing the IGA

Article III, Section 2 - The Board has touched on a discussion of possibly needing 9 Board members instead of 7. Is that something we want to discuss now? If we update the bylaws in September and then get into a 2 year review cycle, then we will be delaying that option.

Article III, Section 3 - Do we need this any longer. Is it still relevant?

Article III, Section 5 - Do we want to change this to put more importance on the self

nomination versus the Nominating Committee..."Candidates for the Board must currently hold a Director position at a Member Library. Board members are elected at large by the Member Libraries. Candidates for Board members may self-nominate with a Statement of Interest. The Board President may also appoint a Nominating Committee consisting of at least one Board member." I would strike out that the Nom Com should have a Director from the membership. Since we are saying "at least", it gives the President discretion to appoint anyone else. The rest of the section, can follow as is....

Article III, Section 6 - change location of meetings.

Article III Section 7 - change meeting location. Also, are COW considered special meeting?

Article III Section 8 - "written notice to each member....address as shown by the records of SWAN" - I'm not sure what this means - our home address, our work address?

Article III, Section 9 - Should the section on voting be the place to delineate all the rules regarding voting -

electronic versus voice vote, in person, for the budget, etc. I know there are areas later in the bylaws that speak to

voting rules for specific instances and then it becomes difficult trying to locate all these spots

Article IV, Section 2 - Is this first paragraph needed/relevant any longer?

Article IV, Section 7, b. Should it be "Shall deposit such funds and securities..." Fund is singular

Article IV, Section 8 - this is another place where home addresses are mentioned. If I, Secretary, should be keeping such a list, let me know. Or since we were just discussing home phone numbers, should we be including that instead.

Article V - A & B - I think I brought this up when Anne Kozak and I reviewed - it seems as if there is an extra "which" in part B. "any such items which do not exceed..." But I'm not sure...

Article V, Section 3 - It is a technicality, but when we voted to get the Treasurer's stamp and for Aaron to sign checks, did we do an actual Resolution. I think we only did it as an action item/vote...So, we should look at if/why we would want to call for a Resolution.

Article V, Section 7 - "Rates for each fee may change from time to time as approved by the Members" - do we want to add onto this sentence "as part of the budget process" or should we deliberately be open ended

Article V, Section 8 - Are there other services we would deny for lack of payment? We'd deny computer services and database access only? This section also mentions "active membership" which is also listed elsewhere...Should we be specific about this - does active simply constitute that the have paid all current bills?

Article VI, Section 2 - There is a repeated sentence in here "At each regular meetin....bills to be paid subject to the approval of the Board"

Article IX, Section 1 - "Other levels of participation" separate agreement approved by the Member Libraries. I know we are tabling this for now, but we should make note so that we can begin to draft a new agreement and decide on if other public libraries should be provided this access.

Article IX, Section 2, A. Just curious if we have indeed continued this practice with other recent new members, such as Franklin Park. In any case, the end of the sentence seems convoluted.

Section 2, C. Do we need to continue discussion of impact fee and having it be approved by Member Libraries? But the second sentence here is also vague - "pay a share of SWAN'S budget expenses..." How would this be determined?

Article IX, Section 4 - Just curious about how we document that a quorum is present? I know we have Directors sign in upon arrival, but then is this list actually checked before proceeding with the meeting? If I'm supposed to do this as Secretary, I have not been told.

Article IX, Section 5 - Second paragraph mentions "confidentiality requirements" - where is this agreement? Is it part of the IGA - if so, then let's mention that.

Article IX, Section 6 - Should we add "except budget, which must be an in-person vote" to this section .

Article XI - B. Also mentions restrictions/denial of computer services and databases

Article XII - Discuss 45 day review. Also believe we need to add that bylaws will be reviewed and updated at least every 2 years (or I'm open to every 3, but we should have something.)

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SWAN Bylaws Review

Article III, Section 1- “ Board members shall communicate regularly with their members, attend and direct meetings of their members, and solicit input from their members.”

...attend and direct meetings of their members- does this refer to the Membership Quarterly Meetings or to the former Zone meetings?

... solicit input from their members- Is this by region, or people we have a relationship with already?

Article III, Section 1- The intergovernmental agreement contains language related to RAILS and SWAN’s responsibilities that may no longer be accurate. The agreement runs until June 30 2018. With the adding of 19 libraries and SWAN’s move to its own space, should the intergovernmental agreement be redone or let it run until the end date?

Article III, Section 2- “The SWAN Administrators’ Board consists of seven administrators...

I assume that the term administrators refers to directors and possibly assistant directors? Should that be clarified?

Article III, Section 6- “Robert’s Rules of Order shall be applicable to...”
Every organization contains this but none of them actually follow Robert’s Rules. For my library Ancil, Glink and they have a shortened version of meeting rules that can be used instead of Robert’s. Robert’s Rules of Order is a book that allows the structuring of debate and passage of proposals that can be approved through majority vote. It does not emphasize the goal of full agreement or consensus decision making.

Article III, Section 5 to 9- Elections and voting
This is a philosophical issue of whether electronic voting can or should replace in person voting. We allow some electronic voting for certain issues and not for others. There doesn’t seem to be a rational for which requires an in person vote.

Article VI, Section 1 “Each committee shall have a member that is a Board Member who will act as liaison and report directly to the board.” Maybe this is an optional clause that the board can appoint someone if necessary.

Article VI, Section 2- “The SWAN Executive Director shall attend all board meetings... If an Assistant Director is hired should they be able to attend the meeting in lieu of the Executive Director? Also in this section it mentions that the “Board has the authority to hire the SWAN Executive Director, evaluate the SWAN Executive Director annually, and set salary.” Is there any procedure for the removal of the SWAN Executive Director or appointment of an interim SWAN Executive Director?

Article IX, Section 2- In light of the discusses that we had about adding 19 additional libraries there needs to be new language and procedures that take into account possibly adding a number of libraries in the future and the possibility that SWAN will merge with another consortia. The impact fee issue should also be a board decision or clearly a membership decision. Also when a new library is added to SWAN, their membership status may need to be able to be pending so they are not charged the fees and costs of members that are on the catalog. Adding libraries takes time and the segue to full participation needs to be discussed.

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BYLAWS
OF
SYSTEM WIDE AUTOMATED NETWORK (“SWAN”)

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**BYLAWS
OF
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 BOARD

SECTION 1. GENERAL POWERS. To the extent not otherwise expressly provided in these Bylaws, the affairs of SWAN shall be managed by the SWAN Board. In addition, the Board has the powers set forth in the ~~Intergovernmental Agreement~~ Establishing SWAN and Authorizing Membership. Board members shall communicate regularly with their Members, attend and direct meetings of their Members, and solicit input from their 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.**

Commented [BO1]: Review IGA too; this doc may no longer be accurate. Runs until 6/30/18; however, should we recreate it now or let it run through? DL

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SECTION 2. MEMBERSHIP OF BOARD.

The SWAN Administrators’ Board (hereinafter “Board”) consists of ~~seven~~ administrators from Members elected by the Members.

Commented [BO2]: Change to 9? TV Update verbiage to director or a less confusing term, or clarify more? DL

~~**SECTION 3. INITIAL TERM – BOARD MEMBERS.** The members of the SWAN Board 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 Board member. Each member will have one vote for the at-large Board member, who shall serve until July 1, 2012.~~

SECTION 43. TERMS OF OFFICE. Each Board member shall serve for a term of three years after the initial term outlined in Section 3 above. Board members may serve two consecutive terms, but must then be off the Board for one year before running again. Board seats run on a 3-2-3 election cycle.

SECTION 54. ELECTIONS. ~~A nominating committee appointed by the Board President and consisting of at least one Board member and up to three member administrators from the membership shall nominate at least one administrator of a member library for each open slot from the membership. Candidates for the Board must currently hold a Director-level position at a Member Library. Board members are elected at large by Member Libraries.~~ Candidates for Board member may ~~also~~ self-nominate with a Statement of Interest.

Board 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. The SWAN Executive Director will announce, following certification, the winner(s) of the open seats on the Board. In the event of a tie for a single seat, the Board President will call for a runoff election to be held electronically through the final day of May. The SWAN Executive Director will announce the winner of the runoff election on the first workday of June.

SECTION 65. MEETINGS. The Board shall establish a schedule of regular meetings as it deems appropriate, except that the Board shall meet not less than eight (8) times per calendar year. Meetings of the Board 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 Board.

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

Commented [B03]: Strike this? Every organization contains this but none of them actually follow. DL

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

SECTION 76. SPECIAL MEETINGS. Special meetings of the Board may be called by or at the request of the President, or any three (3) members of the Board. 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 Board. The Board shall provide the Members with two (2) days' notice of special

meetings.

SECTION 87. NOTICE. Subject to the provisions of Section 6 above, no further notice of annual or regularly scheduled meetings of the Board need be given to the individual members of the Board. Except as hereinafter provided, notice of any special meeting of the Board 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 Board 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 Board. 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.

Commented [B04]: What does this mean? TV

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

Notice of any meeting of the Board 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 Board at any meeting shall constitute a waiver of notice of such meeting, except where a member of the Board 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 Board and the business to be transacted thereat shall be specified in the notice or waiver of notice of such meeting.

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SECTION 98. 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:

Commented [B05]: Superceded by Article XII? Should we try to combine these all in one place to avoid confusion? JB, TV

- A. The Board 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 Board; 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 Board.

SECTION 109. COMPENSATION. Members of the Board shall not receive any compensation from SWAN for their services, other than reimbursement of expenses approved by the Board.

SECTION 110. VACANCY AND REMOVAL OF BOARD MEMBERS. The Board shall declare a vacancy in the office of Board member when an elected or appointed Board member declines, fails, or is ineligible or unable to serve. Absence without cause from three regular board meetings within any one year period shall be a basis for declaring a vacancy.

If a Board member vacates office the Board shall appoint a replacement to complete the term.

ARTICLE IV - OFFICERS

SECTION 1. OFFICERS. The Board shall elect from among their number a President, Vice President, Secretary and Treasurer. The Board 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 Board 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 Board 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 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.

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. In the event one of the other offices becomes vacant, the Board shall elect at the next Board meeting one of its other members to fill the remainder of the term.

SECTION 4. REMOVAL FROM OFFICE. Any officer elected or appointed by the Board may be removed by a majority vote of Board 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 Board. The President may

request information from any officer or the Board or any employee or independent contractor of SWAN. The President shall vote on all matters that come before the Board. 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 Board. 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 Board or these Bylaws, he/she may execute for SWAN any contracts, deeds, mortgages, or other instruments which the Board 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 Board, 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 Board. 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 prescribed by the Board or these Bylaws, the Vice President may execute for SWAN any contracts, deeds, mortgages or other instruments which the Board 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 Board, 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 funds and securities in such banks or financial institutions as the Board 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 Board; and
- D. shall serve as Secretary of SWAN in the absence of the official Secretary.

The Board 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 Board and may be changed, from time to time, by a vote of the Board.

SECTION 8. SECRETARY. The Secretary shall record the minutes of the meetings of the Board; 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 Board, which addresses shall be furnished to the Secretary by such member of the Board; 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 Board.

Commented [BO6]: Again, should this be changed/struck or something we should be keeping up? TV

ARTICLE V - FINANCIAL MATTERS.

SECTION 1. BUDGET. At least one week prior to the March Quarterly meeting, the Board shall prepare and submit to the Members 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.

Commented [BO7]: Possibility of change to calendar year? RW, JB

The proposed budget and Annual Fees Schedule shall be approved by a vote of two-thirds (2/3) of all of the Members present at the March Quarterly meeting. The Member Libraries that aren't present at the March meeting shall be deemed to have approved said budget.

Should the Board during the course of any fiscal year determine that the approved budget of SWAN requires amendment, the Board 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 Board meeting.~~

SECTION 2. CONTRACTS AND EXPENDITURES. The Board 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 Board 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 Board. The Board 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 may be made on a single quotation as is deemed prudent by the President or Vice-President as needed, in response to the emergency.

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 Board. In the absence of such determination by the Board, such instruments shall be signed by the Treasurer and countersigned by the President or the Vice President.

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 Board 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.

Commented [B08]: Does this need to be in the bylaws? Should it reference the Financial Policy? JB

SECTION 5. GIFTS. The Board 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 Board. Such audit shall include a report to the Board 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 as a part of the budget process. Details on current fees are available on request from the 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 Board may suspend the active membership status of such Member Library and 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 Board may take such other action as is necessary or appropriate, including litigation against such Member Library and termination of its agreement with SWAN.

Commented [BO9]: Is this all that we would deny? Also, what constitutes active membership? TV

SECTION 9. FINANCIAL POLICY. The Board ~~will establish~~ has established a Financial Policy regarding investments and the management of funds.

ARTICLE VI - COMMITTEES AND EXECUTIVE DIRECTOR

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

SECTION 2. SWAN EXECUTIVE DIRECTOR. The SWAN Executive Director shall be responsible for administering the policies adopted by the Board, supervising SWAN operations, and serving as advisor to the Board. 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 Board.

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 Board. The SWAN Executive Director or Assistant Director shall attend all Board meetings. ~~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 Board.~~ The SWAN Executive Director shall report directly to the Board. The Board has the authority to hire the SWAN Executive Director, evaluate the Executive Director annually, and set salary.

Commented [BO10]: Delete – covered by General Powers of Board? JB; Is there any procedure for the removal of the ED or appointment of an interim ED? DL

ARTICLE VII - BOOKS AND RECORDS

SWAN shall keep correct and complete books and records of accounts and shall also keep minutes of the meetings of the membership of SWAN, and of proceedings of the Board and committees having any of the authority of the Board. SWAN shall keep at its principal office a record giving the names and addresses of the members of the Board. All books and records of SWAN may be inspected by any Member Library or member of the Board, 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.

ARTICLE IX - MEMBERS AND MEMBERSHIP

SECTION 1. LEVELS OF MEMBERSHIP. Members in SWAN consist of 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 the SWAN Board. These Libraries shall not have voting rights.

Commented [BO11]: Also review Agreement for other levels of participation? JB Draft new agreement and decide on if other public libraries should provide this access? TV

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:

Commented [BO12]: Possibility of school requiring participation of local public? RW, JB

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 Board. The 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 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 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.

Commented [B013]: This is vague; how is this determined? Do we need to continue discussion of impact fees/approval by Member Libraries? TV

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 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.~~ Membership meetings must include a quorum of the Board. The SWAN Board President may call special meetings of the Member Libraries.

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 Board shall investigate and take such action as the Board 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 requirements by such Member Library, whether occurring during the term of the Member Library's membership in SWAN or thereafter.

Commented [BO14]: Where is this agreement? Is this a part of the IGA? If so, let's mention that. TV

SECTION 6. ELECTRONIC VOTING. The 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 Board. The Board shall ratify the vote of the Member Libraries.

Commented [BO15]: Establish what we will use this for - RW

Commented [BO16]: Except for budget, which must be an in-person vote? TV

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 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 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 Board after such hearing, the Board may suspend the active membership status of such Member Library and thereby deny computer services and database access to such Member Library, 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 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 present 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.

Commented [BO17]: Also add a standard review time, i.e. every 2 or every 3 years? TV

Commented [BO18]: Change this?

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

Adopted: (12/1/11)