

BYLAWS OF THE ADMINISTRATIVE COUNCIL, 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 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

The NLS fiscal year is defined as July 1 to June 30, and dues payable to NLS by the constituent libraries of Members shall be in such amount as determined annually by resolution of the Administrative Council. In addition, the Council may adopt additional fees for specific services to Members or constituent libraries.

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; adopt an annual plan of service; adopt an annual budget; and ensure that a report to the Library of California Board regarding accomplishments and expenditures of the past year is issued. The Council shall elect from their number a Chair and a Chair-Elect, who shall be Vice-Chair. 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. Administrative 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; 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 final meeting for the fiscal year, 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 Steering 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 Administrator

The Council hires the System Administrator and other staff positions as required to conduct the business of NLS. The System Administrator shall be responsible for administration of all NLS services and activities that have not been assigned to Members or constituent libraries. The System Administrator 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. It shall also be the duty of the System Administrator 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 Council; and to maintain such official records as are required. When a vacancy exists, the Chair or designee shall assume the duties usually assigned to the System Administrator pending the hiring of a replacement.

Section 5. Standing Committees

5.1 Meetings of all standing committees shall be conducted in accordance with Article VII, Sections 1-5 of these Bylaws.

5.2 Steering Committee

The Administrative Council shall elect a Steering Committee annually, which shall consist of nine Directors who shall be as representative as possible of the sizes and types of libraries that belong to NLS and of the counties comprising NLS service area. The Chair and Vice-Chair shall serve in addition to the nine members of the Steering Committee, and shall preside at its meetings. The Steering Committee shall supervise and direct the System Administrator between meetings of the Administrative Council, and shall appoint interim NLS officers to fill vacant positions until the Council has the opportunity to meet to elect new officers. The Steering Committee may make decisions on other items as authorized by the Administrative Council. Without specific approval from Council being required, the Steering Committee may make decisions on items requiring less than \$10,000, including consultant contracts, budget changes, grant administration, and other items requiring immediate action or that are administrative in nature. The Steering Committee also has the authority to change the Standing Rules of NLS, which supplement these bylaws, without a vote by the general membership.

5.3 Nominating Committee

The Nominating Committee consists of at least two sitting Steering Committee members and at least one Council member that is not serving on the Steering Committee. The Nominating Committee's charge is to recruit candidates to fill vacant positions on the Steering Committee and to nominate candidates to serve as Officers of NLS. A slate of candidates must be submitted to the membership along with the announcement of the date of the Annual Meeting. For the first year of operation the Consolidation Task Force will prepare a slate of candidates for the first annual meeting.

5.4 Finance and Personnel Committee

The Finance Committee includes the Chair, the Chair-Elect, and three members of the Steering Committee. The System Administrator serves as an ex-officio member. The Finance Committee meets as needed to review and discuss matters related to NLS financial affairs. The Committee makes recommendations to the Council and Steering Committee on budgets, grant requests, disbursements and transfers from restricted funds (reserves) and the management of financial assets.

Article VI. Advisory Board

The Advisory Boards of each Member will continue in their current formats for a two year period with the goal of transitioning into an NLS System Advisory Board with representatives from each member by July 1, 2011. The governing body of each member shall appoint two members to the Advisory Board from among its residents, representative of the public at large and of the under-served residents of its communities. Guidelines will be developed by the Steering Committee to ensure a well-informed Advisory Board and to establish an interim process for July 1, 2009 until July 1, 2011. The duties of the Advisory Board will include but not be limited to assisting the Council in the development of its Plan of Service, advising the Council on the need for services and programs, and assisting in the evaluation of the services provided by NLS. Pursuant to CSLA regulations, the term of any representative of the Advisory Board shall be two years and representatives shall serve no more than two consecutive terms.

Article VII. Meetings

Section 1. Generalities

The Council shall hold regular meetings at least annually, in order to evaluate the progress and goals of NLS and to review the documents under which NLS is governed. Whenever possible, NLS will schedule meetings in conjunction with other regional and statewide meetings in order to facilitate the greatest level of attendance and participation by all Members and constituent libraries.

Meetings of the Administrative Council and Steering 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 with the approval of 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 Administrative 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 Administrative 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

The minutes of every meeting shall be made available prior to the next meeting to each Council member and to the System Administrator and to such other persons, firms or agencies as may

request them. 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.

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, including, but not limited to:

- approval of the annual budget or adjustments thereto;
- approval of any personnel action regarding the position of System Administrator or any other NLS staff position;
- approval of any agreement or contract between NLS and a Recognized Employee Organization;
- approval of any change in requirements and/or obligations for NLS membership, and approval of any new Members;
- approval of the annual Plan of Service under the California Library Services Act, and of any other grants for new programs;
- adoption of new Bylaws or amendment or repeal of existing bylaws.

Votes shall be taken by voice, except that a vote shall be repeated by tally at the request of the Chair or any Council member. Members entitled to vote shall be permitted to vote in person or through electronic participation for any business matter before the Council, subject to the requirements of the Brown Act.

Article XIII. Resolutions

An official copy of every resolution passed by the Administrative Council shall be attested by the Clerk and/or 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 IX. Execution of Documents

The Administrative Council 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 X. Adoption of Bylaws

New Bylaws may be adopted or these Bylaws may be amended or repealed by majority vote at any meeting of the Administrative 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 Administrator 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 Bylaws as amended or otherwise altered to date, certified by the Clerk and/or System Administrator, which shall be open to inspection by any person at all reasonable times during office hours.

Article XI. 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 of Librarians 6/09/11