

BYLAWS OF COOPERATIVE COMPUTER SERVICES

TABLE OF CONTENTS

Contents

ARTICLE I - OFFICES	3
ARTICLE II - GOVERNING BOARD	4
SECTION 1. GENERAL POWERS	4
SECTION 2. NUMBER OF MEMBERS OF GOVERNING BOARD	4
SECTION 3. MEETINGS	5
SECTION 4. SPECIAL MEETINGS	6
SECTION 5. NOTICE	6
SECTION 6. QUORUM AND ATTENDANCE	7
SECTION 7. VOTING	9
SECTION 8. COMPENSATION	10
ARTICLE III - OFFICERS	11
SECTION 1. OFFICERS	11
SECTION 2. ELECTION AND TERM OF OFFICE	11
SECTION 3. VACANCIES	12
SECTION 4. REMOVAL	13
SECTION 5. PRESIDENT	13
SECTION 6. VICE PRESIDENT/PRESIDENT-ELECT	14
SECTION 7. PAST PRESIDENT	14
SECTION 8. TREASURER	14
SECTION 9. SECRETARY	15
ARTICLE IV - FINANCIAL MATTERS.....	15
SECTION 1. BUDGET.....	15
SECTION 2. CONTRACTS.....	16
SECTION 3. CHECKS, DRAFTS, ETC.....	16
SECTION 4. DEPOSITS	16
SECTION 5. GIFTS	16
SECTION 6. AUDITS	16
SECTION 7. PAYMENTS	17
SECTION 8. FINANCIAL ARREARAGES.....	17
ARTICLE V - COMMITTEES AND EXECUTIVE DIRECTOR	17
SECTION 1. EXECUTIVE COMMITTEE	17
SECTION 2. OTHER COMMITTEES	18
SECTION 3. CCS EXECUTIVE DIRECTOR.....	18

CCS BYLAWS

ARTICLE VI - BOOKS AND RECORDS.....19

ARTICLE VII - FISCAL YEAR19

ARTICLE VIII - SERVICES TO MEMBERS19

ARTICLE IX - MEMBERS AND MEMBERSHIP.....19

 SECTION 1. MEMBERS 19

 SECTION 2. TRANSFER OF MEMBERSHIP 21

 SECTION 3. NO MEMBERSHIP CERTIFICATES 21

 SECTION 4. RESPONSIBILITIES OF MEMBER LIBRARIES..... 21

 SECTION 5. TERM AND TERMINATION OF MEMBERSHIP 22

 SECTION 6. REINSTATEMENT..... 22

ARTICLE X - TERMINATION OF MEMBERSHIP AND TERMINATION OF CCS23

 SECTION 1. OBLIGATIONS UPON TERMINATION OF MEMBERSHIP 23

 SECTION 2. RIGHTS UPON TERMINATION OF MEMBERSHIP 24

 SECTION 3. PROCEDURE UPON DISSOLUTION OF CCS..... 24

ARTICLE XI - ENFORCEMENT PROCEDURES24

ARTICLE XII - AMENDMENT OF BYLAWS.....26

BYLAWS OF COOPERATIVE COMPUTER SERVICES

ARTICLE I - OFFICES

Cooperative Computer Services ("CCS"), a body politic and corporate created by Intergovernmental Agreement for Library Computer Services (the "Intergovernmental Agreement"), shall maintain in the State of Illinois its principal office, as designated by written resolution adopted by the Governing Board of CCS, and may have such other offices within the State as the members of the Governing Board may from time to time fix by written resolution. The principal office of the CCS is located at 3355-J North Arlington Heights Road, Arlington Heights, IL 60004.

CCS BYLAWS

ARTICLE II - GOVERNING BOARD

SECTION 1. GENERAL POWERS

To the extent not otherwise expressly provided in these Bylaws, the affairs of CCS shall be managed by its Governing Board.

CCS shall not have or exercise any power which is not granted to a public library pursuant to Illinois law.

CCS is established pursuant to the Illinois Constitution, Article VII, Sec 10 and the Intergovernmental Cooperation Act 5 ILCS 220/1, et seq..

SECTION 2. NUMBER OF MEMBERS OF GOVERNING BOARD

The number of members of the Governing Board of CCS shall be equal to the number of the libraries which are active Member Libraries of CCS, and shall be increased or decreased automatically and without further act of the Governing Board so that the number of the members of the Governing Board at all times shall be equal to the number of active Member Libraries..

Each Member Library shall appoint its Head Librarian to act as the Member Library's representative ("Representative") on the Governing Board and who shall have the authority to vote on any official action taken by the Governing Board, and shall also appoint a member of the Library's staff to act as the Library's Designated Alternative Representative in the event that the Representative is unable to attend any meeting of the Governing Board or is otherwise unable to function as a member of the Governing Board. Additional Alternative Representatives may be designated. The Member Library's Designated Alternative Representative may participate in the discussions at the Governing Board meeting and will be authorized to exercise the Representative's voting authority.

The CCS Executive Director shall transmit to each Library's Representative and its Designated Alternative Representative the packet of materials for each meeting of the Governing Board.

CCS BYLAWS

If the Representative and Designated Alternative Representative are not able to attend a Governing Board meeting the Representative or Designated Alternative Representative shall promptly give notice to the CCS Executive Director by letter, telephone or electronically (including fax, e-mail or other electronic communication), advising of the name, job title or position, and e-mail address of the temporary Alternative Representative conferring authority to vote on the named representative. The Member Library's Alternative Representative shall be an employee of the Member Library. Provide such notice is given to the CCS Executive Director, the Library's Alternative Representative may participate in the discussions at the Governing Board meeting and will be authorized to exercise the Representative's voting authority. No Alternative Representative shall be allowed to participate or vote unless the Representative or Designated Alternative Representative has given such notice to the CCS Executive Director.

Each Representative or Alternative Representative shall vote in accordance with the authority conferred and direction given, by the Board of Trustees of the Member Library making the appointment.

For purposes of these Bylaws, the terms "Trustee," "Trustees," and "Board of Trustees" shall refer, as appropriate, to that group of persons vested with the ultimate legal and fiscal authority for the management of the affairs of the Member Library, irrespective of the name by which such group is designated by the Member Library.

Each Member Library shall retain the right to remove and replace without cause any Representative, Designated Alternative Representative, or Alternative Representative appointed by such Member Library.

SECTION 3. MEETINGS

Regular meetings of the Governing Board shall be held as necessary to carry out the purpose and business of CCS. A minimum of four (4) meetings (at least once each quarter of the fiscal year) shall be scheduled each fiscal year. The dates of regular meetings of the Governing Board shall be established at the beginning of each fiscal year by a majority vote of the Governing Board. Meetings of the Governing Board will be held at specific times and places which are convenient and open to the public. Robert's Rules of Order, latest edition, shall be applicable to the conduct and business

CCS BYLAWS

of such meetings on all matters not covered by these Bylaws and the conduct of all meetings shall be in accordance with the Illinois Open Meetings Act. There will be an annual report on the budget and audit, during which the President of CCS shall report to the Member Libraries regarding the business and affairs of CCS, and its budget and financial affairs.

SECTION 4. SPECIAL MEETINGS

Special meetings of the Governing Board may be called by or at the request of the President of CCS, the Vice President, or any five (5) members of the Governing Board.

SECTION 5. NOTICE

Subject to the provisions of Section 3 above, no further notice of regularly scheduled meetings of the Governing Board need be given to the individual members of the Governing Board.

Except as hereinafter provided, notice of any special meeting of the Governing Board shall be given at least five (5) business days prior thereto by telephone, by electronic communications or by written notice to each member of the Governing Board at their address as shown by the records of CCS, and posted to the CCS website. If given by electronic telecommunications, such notice shall be deemed to be delivered when the electronic telecommunication is sent, provided, however, that the electronic communication must be filed with the minutes of the proceeding of the Governing 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. Such notice shall set forth the time and place of the special meeting as well as a detailed agenda of the matters proposed to be acted upon and the business to be transacted. In the event that the President, Vice President, or any three (3) members of the Governing Board shall determine that there is a financial or other emergency to CCS, an emergency special meeting of the Governing Board may be held if reasonable notice thereof is given by telephone or electronic telecommunications prior to such meeting.

Notice of any special meeting of the Governing Board may be waived by electronic telecommunications or in writing signed by the person or persons entitled to notice either before or after the time of the meeting. The attendance of a Governing Board member at any Governing

CCS BYLAWS

Board meeting shall constitute a waiver of notice of such meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Notwithstanding anything to the contrary in this Section, notice of regular, special and emergency meetings of the Governing Board shall be given in compliance with the provisions of the Illinois Open Meetings Act.

SECTION 6. QUORUM AND ATTENDANCE

For all purposes of these Bylaws, a quorum for the transaction of business at any meeting of the Governing Board is a simple majority (more than half) of the entire membership of the Governing Board, provided that if less than a quorum of the members of the Governing Board is present at said meeting, a majority of the members of the Governing Board present may adjourn the meeting to another time without further notice. Each member of the Governing Board is responsible to the CCS Member Libraries and to the other members of the Governing Board to make their best effort to be present in person or electronically at each meeting of the Governing Board, or if attendance is not possible, send their Alternate.

While physical presence is strongly encouraged, a member of the Governing Board may attend any meeting through electronic technology if the Governing Board member meets the following conditions: a quorum of the Governing Board physically present throughout the meeting and a majority of the Governing Board members present at an open meeting votes to approve the member's electronic attendance at the meeting. The following rules shall govern the attendance through electronic technology at meetings of the Governing Board.

1. Except where it is not practicable, Governing Board members who cannot be physically present at any regular, special, emergency, rescheduled, or reconvened meeting for one of the reasons contained herein and who wish to participate through electronic technology such as video or audio conference, telephone call, electronic means (including, without limitation, electronic chat or instant messaging, or other means of instantaneous

CCS BYLAWS

interactive communication) shall give notice to the CCS Executive Director or designee at least twenty-four (24) hours before the meeting time.

2. When it is known forty-eight (48) hours in advance of such meeting that any Governing Board member will participate through use of electronic technology, the public notice of special or regular meetings, shall contain, in addition to any other information required by law, the name(s) of the Governing Board member(s) who will be participating in that manner, the type of medium through which they will participate, and the location of each Governing Board member who will participate through electronic technology.
3. If the public notice of such meeting does not contain the name(s) of any Governing Board member(s) who will be unable to be physically present at a special or regular meeting for one of the reasons contained herein, and who wishes to participate through the use of electronic technology, prior to convening the meeting, the presiding officer shall announce such method of participation to the public and the reason therefor.
4. After a roll call establishing that a quorum is physically present, the presiding officer at the meeting of the Governing Board shall call for a motion that the member in question may be permitted to attend the meeting electronically, after specifying the reason entitling the absent member to attend electronically. The motion must be approved by a vote of a majority of the members of the Governing Board physically present at that meeting.
5. The Governing Board member participating electronically and other members of the Governing Board must be able to communicate effectively, and any members of the public in attendance at the meeting in question must be able to hear all communications at the meeting site.
6. Governing Board members may participate in a Governing Board meeting without being physically present if physical attendance is prevented by:
 - a. personal illness or disability;

CCS BYLAWS

- b. absence for personal employment purposes or for CCS business; or
 - c. a family or other emergency.
- 7. When one or more Governing Board members participate in a meeting by electronic technology, all votes shall be by roll call.
- 8. No more than two Governing Board members may participate in a meeting through use of electronic technology if they are at the same remote location.
- 9. A quorum cannot be created by means of participation by electronic technology. As a condition for a meeting to be conducted and for anyone to participate electronically, a quorum must be physically present at any meeting for the meeting.
- 10. When speaker phones are used to allow a Governing Board member to participate in a meeting without being physically present, the Governing Board member using the speaker phone must, each time before speaking, identify themselves by name and be recognized by the presiding officer.
- 11. The minutes of the meeting shall include all Governing Board members recorded as either present or absent and whether the members were physically present, or present electronically.
- 12. Any voice, electronic, or other transmission by electronic technology made during a meeting of the Governing Board by a member who is attending through electronic technology shall be made available to the public concurrent with such transmission, except for closed meetings.

SECTION 7. VOTING

Each member of the Governing Board who is present in person or electronically at any meeting of the Governing Board shall be entitled to cast one (1) vote.

CCS BYLAWS

On all questions involving the expenditure of money, on all questions involving matters stated in subparagraphs (a) through (d) of this Section 7, and whenever requested by any member of the Governing Board present at any meeting, the yeas and nays shall be taken and entered on the records of the proceeding of the Governing Board. Except as hereinabove provided, all voting at meetings of the Governing Board shall be by voice vote. The vote of any member of the Governing Board present at any meeting who votes "present" or "abstain" upon any matter shall be added to the votes upon the proposition raised as cast by the majority.

Any matter moved for passage or approval shall be deemed to have passed if it shall receive the affirmative vote of a simple majority of the members of the Governing Board present at a meeting at which a quorum is present (including votes added to the votes cast by the majority, in accordance with the preceding paragraph); provided, however, that final action with respect to matters set forth in subparagraphs (a) through (d) below, shall require the affirmative vote of two-thirds (2/3) of all of the members of the Governing Board of CCS:

- a. The approval of the addition of a new Member Library (as set forth in Section 1 or Article IX below);
- b. The approval of the annual budget of CCS or any amendment thereto (as set forth in Section 1 of Article IV below);
- c. The approval of any amendment to these Bylaws or the addition of any new Bylaws, or any amendment thereof (as set forth in Article XII below);
- d. The removal of an officer without cause (as set forth in Section 4 of Article III below).

After having given prior written notice as hereinabove set forth in Article II Section 5, the Governing Board may take final action with respect to any matters, including those set forth in subparagraphs (a) through (d) above, without any prior approval by the Boards of Trustees of the respective Member Libraries.

SECTION 8. COMPENSATION

CCS BYLAWS

Members of the Governing Board, committees and officers shall not receive any compensation or other remuneration for their services from CCS.

ARTICLE III - OFFICERS

SECTION 1. OFFICERS

The officers of CCS shall be elected from among the Governing Board members and shall include one President, one Vice President (who shall be the President-Elect), one Secretary, and one Treasurer. The Governing Board may from time to time establish other offices and may elect a Governing Board member to serve in any of the newly established offices. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and perform the duties prescribed, from time to time, by the Governing Board. The officers shall be elected by a majority vote of the Governing Board at the last general meeting before the end of the CCS's fiscal year. 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 Governing Board are eligible for election to the office of President, Vice President, Secretary and Treasurer or any other office established by the Governing Board.

SECTION 2. ELECTION AND TERM OF OFFICE

The President of CCS shall hold office for one (1) fiscal year of CCS.

The term of office of the Vice President shall be one (1) fiscal year of CCS. The person elected as Vice President shall, after serving their term as Vice President, serve as President of CCS for the succeeding fiscal year and shall serve as past President for the next succeeding fiscal year.

The term of office of the Treasurer shall be two (2) fiscal years of CCS.

The term of office of the Secretary shall be two (2) fiscal years of CCS, so that the election of the Treasurer and the election of the Secretary shall take place in alternate years.

Each officer shall hold office until their successor shall have been duly elected and begin their terms or until that officer resigns, dies, becomes disabled or is otherwise unable or unwilling to act, or has

CCS BYLAWS

been removed from office in the same manner hereinafter provided. Election of an officer shall not of itself create contract rights. An officer may resign their office by giving the President written notice of such resignation at least thirty (30) days in advance of the effective date of such resignation, or in the case of the resignation of the President, by giving the Vice President written notice of such resignation at least thirty (30) days in advance of the effective date of such resignation.

There shall be no term limits for elected officers.

SECTION 3. VACANCIES.

- a. Vacancies occurring before December 31: In the event of a resignation of the President on or before December 31, an election to fill the vacancy will be held at the next Governing Board meeting.
- b. Vacancies occurring after December 31: Should the President's resignation occur between January 1 and the end of the term of office, the Vice President-Elect will assume the term of office upon the effective date of resignation, and appoint an acting Vice President who shall complete the term of office but shall not be designated as President-Elect. The new President shall also serve their duly elected term.
- c. Should the office of Vice President/President-Elect become vacant (other than through the filling of a vacancy of the Presidency from January to July) a new election will be held at the next Governing Board meeting to elect a Vice President/President Elect.
- d. Should any office (other than the President or the Vice President/President-Elect) become vacant, a new election will be held at the next Governing Board meeting to elect an officer to fill the vacant office.

CCS BYLAWS

SECTION 4. REMOVAL

Any officer may be removed from their office for cause by a majority vote of the other members of the electing or appointing body who are entitled to vote or for any reason by a vote of 2/3rds of the other members of the electing or appointing body who are entitled to vote. Any Library Member in good standing can bring charges against an officer for alleged misconduct prejudicial to the best interest of CCS. Before they are removed from office for cause, an officer must be given the opportunity to present their side of the story.

For purposes of this Section, "cause" means, but is not limited to: (i) acts of the official of malfeasance or malfeasance in office and/or conviction of the official for fraud, misappropriation, or embezzlement involving property of CCS, (ii) substantial failure of the official to properly perform, or substantial neglect by the official of, the duties of the position of the official, (iii) conduct of the official that causes substantial harm to the reputation of CCS, (iv) willful breach of any written policy or rule or bylaw applicable to members of the Governing Board or officials; (vii) the official has been convicted in any court in the United States of any infamous crime, bribery, perjury, or other felony or (v) the Member Library who the official represents is in arrears in the payment of any indebtedness due to CCS."

SECTION 5. PRESIDENT

The President shall be the principal executive officer of CCS and is an ex-officio member of all committees and Technical Groups. Subject to the direction and control of the Governing Board, they shall be in charge of the business and affairs of CCS; they shall see that the resolutions and directives of the Governing Board are carried into effect except in those instances in which that responsibility is assigned to some other person by the Governing Board; and, in general, they shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Governing Board. They shall approve the agenda for and preside at all meetings of the Governing Board. Except in those instances which the authority to execute is expressly delegated to another officer or agent of CCS or a different mode of execution is expressly prescribed by the Governing Board or these Bylaws, they may execute for CCS any contracts, deeds, mortgages, or other instruments which the Governing Board has authorized to be executed, and they may accomplish such execution either individually or with the Secretary or any other officer or agent

CCS BYLAWS

thereunto authorized by the Governing Board, according to the requirements of the form of the instrument.

The past President shall be a voting member of the Executive Committee.

SECTION 6. VICE PRESIDENT/PRESIDENT-ELECT

The Vice President is the President-Elect. They shall assist the President in the discharge of their duties as the President may direct and shall perform such other duties as from time to time may be assigned to them by the President or by the Governing Board. In the absence of the President or in the event of the President's inability or refusal to act as mandated by the Governing Board, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of CCS or a different mode of execution is expressly prescribed by the Governing Board or these Bylaws, the Vice President may execute for CCS any contracts, deeds, mortgages or other instruments which Executive Committee or Governing Board has authorized to be executed, and they may accomplish such execution either individually or with the Secretary or any other officer or agent thereunto authorized by Executive Committee or Governing Board, according to the requirements of the form of the instrument. The Vice President shall serve as an ex officio member of the Budget and Finance and Long Range Planning and Technology Committees.

SECTION 7. PAST PRESIDENT

The Past President shall serve a one-year term on Executive Committee, immediately following the year of their term as President. The Past President shall serve as chair of the Nominating Committee.

SECTION 8. TREASURER

The Treasurer shall be the principal accounting and financial officer of CCS. They shall:

- a. have charge of and be responsible for or cause a person acceptable to the Governing Board to keep the maintenance of adequate books of account for CCS;

CCS BYLAWS

- b. have or cause a person acceptable to the Governing Board to have charge and custody of all funds and securities of CCS, and be responsible therefore, and for the receipt and disbursement thereof and, subject to the provisions of Section 4 of Article IV below, shall deposit such fund and securities in such banks as the Governing 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 them by the President or by the Governing Board; and
- d. serve as Chair of the Budget and Finance Committee. If required by the Governing Board, the Treasurer shall give a bond for the faithful discharge of their duties in such sum and with such surety or sureties as the Governing Board shall determine, which bond shall be paid for by CCS. They shall serve as Secretary of CCS in the absence of the official Secretary.

SECTION 9. SECRETARY

The Secretary shall record or appoint a person acceptable to the Governing Board to record the minutes of the meetings of the Governing 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 CCS; keep a register of the post office address of each member of the Governing Board, which addresses shall be furnished to the Secretary by such member of the Governing Board; and perform all duties incident to the office of Secretary; and such other duties as from time to time may be assigned to them by the President or by the Governing Board.

ARTICLE IV - FINANCIAL MATTERS.

SECTION 1. BUDGET.

- A. On or before April 1 of each year, or at the first Governing Board meeting following April 1 if the Governing Board does not meet during the preceding March, the Governing Board shall prepare and approve for submission to the Member Libraries a budget for

CCS BYLAWS

CCS's operations in the forthcoming fiscal year. CCS's fiscal year shall commence on July 1 and conclude on June 30 of the next succeeding calendar year.

- B. The proposed budget shall be approved by a vote of two-thirds (2/3) of the members of Governing Board. Failure of the Governing Board to approve a preliminary or final budget within these time limits shall not relieve the Member Library or the obligation to make annual or supplementary payment to CCS as hereinafter provided.

SECTION 2. CONTRACTS

The Executive Committee or Governing Board may authorize any officer or officers, agent or agents of CCS, 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 CCS and such authority may be general or confined to specific instances.

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 CCS, shall be signed by such officer or officers, agent or agents of CCS and in such manner as governed by the Fiscal Accountability Policy.

SECTION 4. DEPOSITS

All funds of CCS shall be deposited in accordance with the Fiscal Accountability Policy.

SECTION 5. GIFTS

The Governing Board may accept or reject on behalf of CCS any contribution, gift, bequest or devise for the general purposes or for any special purpose of CCS.

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 Governing Board. Such audit shall include a report to the Governing Board and the professional opinion of the accountant as to the financial status of CCS and as to the accuracy of the audit.

CCS BYLAWS

SECTION 7. PAYMENTS

Each Member Library shall pay in full its share of the financial obligations incurred by CCS in accordance with the Government Prompt Payment Act. CCS shall transmit billing statements to all Member Libraries. CCS's billing statement to such Member Library shall be approved by the Governing Board each fiscal year with the annual operating budget.

Interest at the then-current Illinois Fund rate shall be charged to each Member Library which fails to pay its billing statements in accordance with the Government Prompt Payment Act.

SECTION 8. FINANCIAL ARREARAGES

In the event that a Member Library fails to timely pay its billing statement from CCS, or fails to pay in accordance with the Government Prompt Payment Act, the Governing Board may suspend the active membership status of such Member Library and thereby deny 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 Governing Board may take such other action as is necessary or appropriate, including litigation against such Member Library.

ARTICLE V - COMMITTEES AND EXECUTIVE DIRECTOR

SECTION 1. EXECUTIVE COMMITTEE

The Executive Committee of CCS shall be composed of the President, the immediate past-President, the Vice President, the Secretary, the Treasurer, and two (2) other members of the Governing Board who shall be members-at-large and shall be elected by the Governing Board. The members-at-large shall serve staggered terms of two (2) fiscal years of CCS. The Executive Committee shall review the performance of the Governing Board, and make recommendations; negotiate and review contracts with third parties and may authorize any officer or officers, agent or agents of CCS, 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 CCS and review and monitor the performance thereunder; approve expenditures of budgeted items and those non-budgeted items as specified in the Fiscal Accountability Policy; recommend applications for membership in CCS; adopt salary schedules; employ and evaluate the CCS Executive Director; and take such other action as may be directed by the Governing Board.

CCS BYLAWS

The Executive Committee shall adopt rules for its own government not inconsistent with the Intergovernmental Agreement, these Bylaws or with directives established by the Governing Board, which rules shall be in writing and shall be submitted to the Governing Board for approval before being put into effect.

A quorum of the Executive Committee shall consist of a simple majority of the entire membership of the said Committee, and except when a 2/3 vote is required, the affirmative vote of a simple majority of the members of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Committee.

SECTION 2. OTHER COMMITTEES

Other committees may be established by the President of CCS, including but not limited to, a Long Range Planning and Technology Committee, Budget and Finance Committee, and Nominating Committee. The President of CCS shall appoint the members of such Committees.

Technical Groups of Member Libraries may be established by the President of CCS for discussion and training on technical matters. The CCS Executive Director shall be the coordinator between Technical Groups and with the Governing Board and the Executive Committee.

SECTION 3. CCS EXECUTIVE DIRECTOR

The CCS Executive Director shall be the Chief Operating Officer of CCS and shall have sole charge of CCS and of all the employees thereof. The CCS Executive Director shall be responsible for administering the policies adopted by the Governing Board, supervise the total operation of CCS, and serve as advisor to the Governing Board and the Executive Committee. The CCS Executive Director shall be responsible for the recruitment, selection, and appointment of staff members and their direction. The CCS Executive Director shall have the authority to accept resignations from or institute dismissal procedures against staff members. The CCS Executive Director shall attend all Executive Committee and Governing Board meetings.

The CCS Executive Director is authorized to expend money as provided in the approved operating budget of CCS and within the Fiscal Accountability Policy established by the Governing Board, and no further approval for each specific operating expenditure shall be required. At each regular

CCS BYLAWS

meeting of the Executive Committee, the CCS Executive Director shall prepare and present a listing of all bills to be paid subject to the approval of the Executive Committee.

The CCS Executive Director shall report directly to the Executive Committee.

ARTICLE VI - BOOKS AND RECORDS

CCS shall keep correct and complete books and records of account and shall also keep minutes of the meetings of the membership of CCS, and of proceedings of the Governing Board and committees having any of the authority of the Governing Board. CCS shall keep at its principal office a record giving the names and addresses of the members of the Governing Board. All books and records of CCS may be inspected by any Member Library or member of the Governing Board, or the agent or attorney thereof, for any proper purpose at any reasonable time.

ARTICLE VII - FISCAL YEAR

The CCS fiscal year shall be July 1 through June 30.

ARTICLE VIII - SERVICES TO MEMBERS

Subject to the terms and conditions set forth in the Intergovernmental Agreement and in conformity with the provisions of these Bylaws, CCS shall, on a non-discriminatory basis, provide each Member Library on active membership status in CCS with technology, services, resources and training as deemed appropriate by membership. The Governing Board of CCS shall take all necessary and appropriate actions so as to enable CCS to provide such technology, services, resources, and training, including causing CCS to enter into one or more contracts with third parties for such needs.

ARTICLE IX - MEMBERS AND MEMBERSHIP

SECTION 1. MEMBERS

Any public, academic, school or special library (as defined below) which is a member of the Reaching Across Illinois Library System (RAILS) may be admitted to membership in CCS, but only upon compliance with the following conditions:

CCS BYLAWS

- a. The new Member Library shall sign a copy of the Intergovernmental Agreement and of these Bylaws for the purpose of acknowledging its commitment to assume the rights and fulfill the responsibilities of membership in CCS, and shall transmit to the Secretary of CCS a certified copy of the Ordinance or Resolution of such new Member Library providing for such signing.
- b. The addition of the new Member Library requires approval by the affirmative vote of two-thirds (2/3) of all the members of the Governing Board of CCS. The active membership of such new Member Library shall become effective on the date on which such two-thirds (2/3) approval is granted.
- c. The new Member Library shall pay to CCS such sum of money as is determined by the members of the Governing Board of CCS. In making its determination as to such new Member Library's implementation and membership costs, the Governing Board shall consider the New Member Billing Policy, which may be amended from time to time. The Governing Board shall also determine an amount sufficient to cover such new Member Library's share of CCS' budgeted expenses for the fiscal year then current (in accordance with Section 7 of Article IV above).
- e. The addition of the new Member Library must not cause the total number of Member Libraries which are academic, school or special libraries to exceed the number which is equal to one-half (1/2) of the total number of Member Libraries which are public libraries.

For purposes of these Bylaws, the members of CCS 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 CCS, and, in addition, the following terms shall have the following meanings:

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1. Public Library - A tax-supported public library established by a governmental unit which is either authorized to levy a tax for library purposes (75 ILCS 16/1-1 *et seq.*), 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 (75 ILCS 5/1-1 *et seq.*) 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.
2. 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.
3. 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.
4. Special Library - Any other library or resource center of, or under, the governing authority of any body or institution not defined hereinabove.

SECTION 2. TRANSFER OF MEMBERSHIP

Membership in CCS is not transferable or assignable.

SECTION 3. NO MEMBERSHIP CERTIFICATES

No certificates of membership in CCS shall be issued.

SECTION 4. RESPONSIBILITIES OF MEMBER LIBRARIES

Each Member Library shall conform to the standards and rules for service that have been established by the Governing Board of CCS. In the event that any Member Library shall fail to conform to such standards, the CCS Executive Committee shall investigate and shall report its findings and recommendations to the CCS Governing Board for such action as the Governing Board may determine to be appropriate pursuant to Article XI below.

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Each Member Library shall comply with the confidentiality requirements contained in any Sales Agreement and Maintenance Agreement or any other agreement entered into by CCS with any vendor. The compliance required of each Member Library shall include signing any confidentiality documents and observing any other requirements designated by CCS 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 CCS or thereafter.

SECTION 5. TERM AND TERMINATION OF MEMBERSHIP

Each Member Library (including new Member Libraries admitted pursuant to Section 1 of this Article) shall participate in the Intergovernmental Agreement for a minimum term of two (2) years from the date on which the active membership of such Member Library commences. Upon the expiration of such two-year period, the term of participation of such Member Library shall automatically be renewed for successive one-year periods, unless all parties to the Intergovernmental Agreement mutually agree, in writing, to terminate such Agreement, or unless at any time after the expiration of the initial two-year period such Member Library gives written notice of its intention to terminate its status as a Member Library as hereinafter provided. Such notice of termination shall be in the form of a certified copy of an ordinance or resolution, declaring such Member Library's intent to terminate its Member Library Status in CCS, and shall be effective only if:

1. such notice is given not less than one (1) year in advance of the proposed termination date; and
2. the Member Library giving such notice has satisfied all of its obligations under the Intergovernmental Agreement and under these Bylaws, including Article X hereof.

SECTION 6. 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 its share of the costs of new equipment and services purchased by CCS subsequent to the termination of such Library's membership status, said share to be determined according to the policies of CCS as in effect at the time of such reinstatement.

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ARTICLE X - TERMINATION OF MEMBERSHIP AND TERMINATION OF CCS

SECTION 1. OBLIGATIONS UPON TERMINATION OF MEMBERSHIP

A Member Library terminating its membership in CCS, as provided in Section 5 of Article IX above, shall continue to be fully obligated for all payments and other duties owed by such Member Library to CCS during the final year of such Member Library's participation in CCS; provided, however, that if the Member Library terminates its membership in CCS because such Member Library has objected to all of or any item in the proposed budget of CCS, or because such Member Library has objected to any proposed amendment to the budget, and such notice of termination is given within forty-five (45) days after the approval of such budget or proposed amendment thereto by the other Member Libraries of CCS, then the financial obligation of the terminating Member Library from the date of the notice of termination to its effective date shall be limited to the lesser of:

- a. 110 percent of its share of financial obligations actually assessed by CCS; or
- b. its actual assessment for the fiscal year preceding the final year of its participation.

Notwithstanding anything to the contrary contained in these Bylaws, a terminating Member Library shall remain fully obligated for:

- a. all special payments and duties which had been specifically allocated to it by the Governing Board of CCS prior to the giving of written notice of cancellation by such terminating Member Library; and
- b. its pro rata share of any extraordinary payments and duties allocated to it by the Governing Board during the final year of participation by such terminating Member Library.

Each terminating Member Library must comply with the then-current CCS protocols (as set forth in the CCS Guidelines for Terminating Member Libraries, as amended from time to time) with respect to the terminating Member Library's data conversion and related tasks.

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SECTION 2. RIGHTS UPON TERMINATION OF MEMBERSHIP

At the expense of a terminating Member Library, CCS 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 CCS' bibliographic database. Such terminating Member Library shall have no rights or interest in any hardware or software purchased by CCS, in the CCS database, or in any other assets (real or personal, tangible or intangible, or mixed) of CCS.

SECTION 3. PROCEDURE UPON DISSOLUTION OF CCS

Upon the adoption of a resolution of dissolution by two-thirds of the Member Libraries of CCS, CCS 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 CCS. CCS shall then proceed to collect its assets and apply and distribute them as hereinafter provided:

- a. All liabilities and obligations of CCS shall be paid or adequate provision shall be made therefor;
- b. All assets held by CCS 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. All remaining property and assets held by or in the name of CCS shall be distributed to the then current Member Libraries of CCS. Said distribution shall be in a manner which approximates the respective financial contributions of the Member Libraries considering all relevant factors including the percent of CCS expenses paid by the Member Library during the life of CCS.

ARTICLE XI - ENFORCEMENT PROCEDURES

In the event that a Member Library fails to comply with these Bylaws or with any rule or regulation of CCS:

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- a. Such Member Library shall be given a written notice requesting compliance. At the written request of such Member Library, the Governing 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 Governing Board after such hearing, the Governing Board may suspend the active membership status of such Member Library and thereby deny 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 CCS.
- c. If such Member Library has not taken such corrective action within ninety (90) days after such termination of services, the Governing Board may take such other action as it deems necessary or appropriate, including litigation against such Member Library.

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ARTICLE XII - AMENDMENT OF BYLAWS

The power to alter, amend, and repeal these Bylaws, and to adopt new Bylaws, is vested in the Governing Board, except with respect to:

- a. Section 2 of Article II (relating to members of the Governing Board);
- b. Article IV (relating to financial matters);
- c. Article IX (relating to Member Libraries and membership in CCS);
- d. Article X (relating to termination);
- e. Article XI (relating to enforcement procedures); and
- f. This Article.

The Bylaws may be amended, altered, added to or repealed as to any or all of the matter referred to in subparagraphs (a) through (f) above, upon the affirmative vote of two-thirds (2/3) of all the Member Libraries, at any regular or special meeting of the membership of CCS, 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.

Article XIII. Liability by CCS, Its Officers and Members

The members of the Governing Board, committees and the officers and employees of CCS shall use ordinary care and reasonable diligence in the exercise of their powers and in the performance of their duties hereunder. They shall not be liable for any mistake of judgment or other actions made, taken or omitted by any agent, employee or independent contractor. No members of the Governing Board, committees and the officers and employees of CCS shall be liable for any action taken or omitted by any other members of the Governing Board, committees and the officers and employees of CCS, and each shall be indemnified and held harmless by CCS for claims by third parties arising out of the good faith discharge of their duties and actions. Such indemnification shall include, but not be limited to, court costs and reasonable attorneys' fees. CCS assets may be used to defend and hold harmless any members of the Governing Board, committees and the officers and employees of CCS hereunder. The Governing Board may utilize CCS assets to purchase insurance providing

CCS BYLAWS

fiduciary liability coverage and/or errors and omissions coverage for itself as an entity and for its members of the Governing Board, committees and the officers and employees of CCS in connection with the administration and operation of their duties.

If any claim or action not covered by insurance is instituted against a members of the Governing Board, committees and the officers and employees of CCS allegedly arising out of an act or omission occurring within the scope of their duties, CCS shall at the request of them:

- A. Appear and defend against the claim or action; and
- B. Pay or indemnify the members of the Governing Board, committees and the officers and employees of CCS or a judgment and court costs based on such claim or action, provided there shall be no indemnification for any portion of a judgment representing an award of punitive or exemplary damages; and
- C. Pay or indemnify the members of the Governing Board, committees and the officers and employees of CCS for a compromise or settlement of such claim or action providing the settlement is approved by the Governing Board .

For the purposes of this Section, the terms members of the “Governing Board, committees and the officers and employees of CCS” shall include former members of the Governing Board, committees and the officers and employees of CCS. This indemnification provision shall not apply if the Governing Board finds that the claim or action is based on malicious, willful or criminal misconduct. In such case the action to be taken by the Governing Board will be determined after an investigation of the facts.