

NORTH BAY COOPERATIVE LIBRARY SYSTEM

BY-LAWS OF THE BOARD
OF DIRECTORS

Adopted Revisions 09/02/99

Section 1. Principal Office

The principal office for the transaction of business of the System is located at 55 E Street, City of Santa Rosa, County of Sonoma, State of California 95404-4728.

Section 2. Seal

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

Section 3. Time and Place of Regular Meetings

The Board of Directors shall hold regular meetings at least quarterly on the first Thursday of the chosen month at 10:30 a.m. These meetings shall be held at a public location within the State of California. Information on meeting dates, times, and locations shall be posted at member libraries on a public information bulletin board 5 days prior to the meeting date.

Section 4. Changes in Time and Place and Cancellation of Meetings

A meeting may be changed as to time or location or canceled upon approval of a majority of the Directors at least 24 hours prior to the regular time of meeting, provided that written notice of such change of time or location is given to all Directors at least 24 hours prior to meeting time.

Section 5. Special Meetings

Special meetings may be called with the approval of a majority of the Directors. Notification of such special meetings shall be made to each Director at least 24 hours before the time of such meeting. The call and notice shall specify the time and place of the special meeting and the business to be transacted.

Section 6. Adjournment

The Board of Directors may adjourn any regular, adjourned regular, special, or adjourned special meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. If all members are absent from any regular or adjourned regular meeting, the Clerk may declare the meeting adjourned to a stated time and place. Written notification of such adjournment shall be made in accordance with law.

Section 7. Quorum

Two-fifths (2/5) of the total number of Board members eligible to vote as described in Section 8 shall constitute a quorum for the transaction of business, except in the following instances, where a simple majority of Board members eligible to vote as described in Section 8 shall constitute a quorum:

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- approval of the annual budget or adjustments thereto;
- approval of any personnel action regarding the position of System Administrator;
- approval of any agreement or contract between the System and a Recognized Employee Organization;
- approval of any change in requirements and/or obligations for System 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 by-laws or amendment or repeal of existing by-laws.

Section 8. Voting

Each director who represents a public agency or a duly authorized alternate has the right to vote except as limited by the provisions of the 1979 Supplement to the Joint Powers Agreement in respect to a) the disposition of funds restricted to public library purposes, and b) the establishment of membership fees for public library agency members. Votes shall be cast in person. Votes shall be taken by voice, except that a vote shall be repeated by tally at the request of the Chair or any Director.

Section 9. Minutes

The minutes of every meeting shall be distributed within twelve working days following the meeting to each Director and to the Administrator of the System, in as many copies as they may require, and to such other persons, firms or agencies as may request them. A complete set of minutes as approved by the Board of Directors and attested by the Clerk shall remain on file at the principal office of the System, and shall be open to inspection by any person at all reasonable times during office hours.

Section 10. Resolutions

An official copy of every resolution passed by the Board of Directors shall be attested by the Clerk and shall remain on file at the principal office of the System and shall be open to inspection by any person at all reasonable times during office hours. All resolutions shall bear the date of passage and shall be numbered consecutively. Copies of any resolution shall be provided to any Director upon request.

Section 11. Officers and Appointees

The Board of Directors shall elect from their number a Chair, a Chair-Elect, who shall be Vice-Chair; and elect or appoint a Clerk.

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Section 11.1 Chair

At the final meeting for the fiscal year, the Board of Directors shall elect from among the Directors a Chair. The chair shall take office July 1. 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 Board of Directors; to prepare the agendas for meetings of the Board of Directors in consultation with the Administrator of the System; to execute contracts and other instruments on behalf of the System as authorized by the Board of Directors; to appoint committees as determined by the By-Laws or the Board of Directors; and to represent the System as occasion demands.

Section 11.2 Chair-Elect

At the final meeting for the fiscal year, the Board of Directors shall elect from among the Directors a Chair-Elect who shall serve as Vice-Chair. The 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, or 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, or when a vacancy exists in the office of 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. When a vacancy exists in the office of Chair-Elect, the Steering Committee shall appoint a Chair-Elect who shall serve until the next regular meeting, when the appointment shall be confirmed by the Board of Directors. If the appointee is not confirmed, a Chair-Elect shall then be elected by the Board of Directors.

Section 11.3 Clerk

The Board of Directors shall elect or appoint a Clerk who shall hold the office until the clerk shall resign, be removed, or otherwise disqualified to serve, or the clerk's successor shall be appointed. It shall be the duty of the Clerk to duplicate and mail notices and/or agendas in advance of meeting dates; to take and to transcribe the minutes of the meetings; to certify official documents of the Board of Directors; and to maintain such official records as are required. In the absence or disability of the Clerk, or when a vacancy exists in the office of the Clerk, the Board of Directors shall elect a Clerk Pro Tempore. The Clerk Pro Tempore shall perform all the duties of the Clerk and when so acting shall have the powers of, and be subject to the restrictions upon, the Clerk.

Section 11.4 Removal and Resignation

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

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election.

Section 11.5 System Administrator

The Administrator of the North Bay Cooperative Library System is hired by the Board of Directors. The Administrator shall be responsible for coordination of System services and activities which have not been assigned by contract to member libraries. The 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. When a vacancy exists, the Chair shall assume the duties usually assigned to the Administrative Officer.

Section 12. Execution of Documents

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the System, and such authority may be general or confined to specific instruments; and unless so authorized by the Board of Directors, no officer, agent, or other person shall have any power or authority to bind the System by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

Section 13. Rules of Order

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

Section 14. Steering Committee

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

Section 14.1 Meetings of the Steering Committee

The Steering Committee shall meet at least quarterly on the first Thursday of the chosen month at 9:30 a.m. The meeting location shall coincide with regular Board meetings. The Steering Committee may also meet as its members may determine, at a location to be determined by the Chair. It shall consider all matters referred to it by the Board of Directors. It shall also consider items which

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in the opinion of the Chair or Administrator require discussion or preparation prior to inclusion on the agenda of the meeting of the Board of Directors.

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

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

Section 16. Adoption of By-Laws

New By-Laws may be adopted or these By-Laws may be amended or repealed by majority vote at any regular meeting of the Board of Directors at which a majority of public agency directors is present. These By-Laws, and any By-Laws which may be adopted, shall be distributed within seven working days of their adoption to each Director and to the Administrator of the System, and to such other persons, firms or agencies as may request them. The System shall keep in its principal office the original or a copy of these By-Laws as amended or otherwise altered to date, certified by the Clerk, which shall be open to inspection by any person at all reasonable times during office hours.

Section 17. Government Code

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