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RAILS BOARD COMMITTEE REPORTS

Submit board committee and subcommittee reports using this form. Email reports to Emily Fister, emily.fister@railslibraries.info.

Committee/Subcommittee Name: Policy Committee
Meeting Date: April 23, 2021

Summarize the meeting discussion:

The committee met to finalize changes to the RAILS Bylaws. The changes included adding some statutory references and the following:
-changing language in Article 2 Purpose to reflect the RAILS mission statement
-adding language regarding number and composition of the nominating committee
-adding EDI language regarding recruitment

Note any next steps, activities, or follow up as a result of the meeting discussion:

The committee recommends to the full board that the changes to the RAILS Bylaws be accepted as presented.
There is no policy committee scheduled at this time.

The next meeting of the Policy Committee will be as needed.

Submitted by: Tom Stagg, Committee Chair

## Reaching Across Illinois Library System (RAILS)

### Bylaws

#### Revision Control

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- RAILS Bylaws – REVISION APPROVED by RAILS Board October 30, 2015 (Article 6; Section B)

#### Article 1 Name and Definitions

- The name of the organization shall be Reaching Across Illinois Library System (RAILS) hereinafter known as the System.
- A “Member,” or “the Membership,” refers to the library organizations that have chosen to join, been approved, and receive services from the System.
- “Directors” are individuals serving on the System Board of Directors.
- “Eligible electors” are individuals who are eligible to register to vote within the territory of the System. Each Member library will designate an individual who will cast the organization’s vote in the election of Directors to the System Board.

#### Article 2 Purpose

~~The purpose of The System is to promote, foster, encourage and effectuate the improvement of library services within the territory served by the System, and the extension of their services to all people within such territory.~~  
RAILS is a multi-type regional library system that fosters collaboration and resource sharing among libraries to empower them to better serve their clientele or library users.

### Article 3 Authority

The System derives its authority from the Library Systems Act (75 ILCS 10/1 et seq.). This statute states that it is the policy of the State of Illinois in promoting public education, and in serving all levels of the educational process, to encourage the improvement of free public libraries and the cooperation among all types of libraries in the sharing of library resources.

### Article 4 Membership in the System

#### A. Eligibility

The statutes and administrative rules of the State of Illinois and the Membership Criteria of the System govern Membership in the System. Any Public, School, Academic or Special library, within the service area, is eligible to apply for Membership. Participating libraries will hereinafter be known as Members. Acceptance is subject to the approval of the Board of Directors of the System and the State Librarian and implies agreement by the applying library to applicable State statutes and rules and to the System's Bylaws, policies and Plan of Service. Members agree to comply with policies, rules and regulations required for maintaining Membership.

#### B. Suspension

Any Member library may be suspended from Membership if not in compliance with State Statutes, Administrative Rules or System Requirements. Members will remain in good standing as long as they meet System and State Membership criteria. Specific information about Suspension can be found in the Administrative Rules (3030.115).

### Article 5 Governance

#### A. The Governing Board

The Governing Board shall be the System Board of Directors composed of fifteen (15) individuals hereinafter referred to as "The System Board."

#### B. Number and Qualifications

While all Directors are expected to represent the entire System, the Board of Directors will be made up of the following types of individuals.

1. Eight (8) seats will be held by Board members of Member Public Libraries.
2. One (1) seat will be held by an individual who is currently employed by a School Library.
3. One (1) seat will be held by an individual employed by an Academic Library.
4. One (1) seat will be held by an individual employed by a Special Library.
5. The remaining four (4) seats will be filled by individuals elected at large and currently employed by or current members of the governing board of libraries of any types: public, academic, school and special, and without regard to type of library.
6. All Directors must be eligible electors in the geographical area of the System.

#### C. Nominations

1. Each year, the President of the System Board will appoint a Nominating Committee that selects and confirms candidates for election to the System Board. The committee shall be comprised of no less than five individuals. Of these individuals, no more than the Chair of the Committee and one other

Director shall be appointed to the committee from the sitting Board. All other committee members shall be appointed from general RAILS membership. ~~No currently sitting System Director may serve on the Nominating Committee and no~~ No Nominating Committee Member may be slated for that election to the System Board. ~~The call for nominations will be appropriately publicized to the Members of the System and any Member may propose names for the Nominating Committee's consideration.~~

2. The Nominating Committee shall make every effort to recruit a diverse, equitable and inclusive roster of candidates for the RAILS board so that the board will truly represent, as much as possible, the diverse membership of RAILS libraries and their communities. The call for nominations will be publicized to the Members of the System and any Member may propose names for the Nominating Committee's consideration
3. Further nomination may be made upon written petitions of ten (10) Member Libraries represented by the type of seat on the System Board to be filled. Such petitions, accompanied by written acceptance of the nominee, must be filed with the System Board Secretary, who will convey the nominations to the Chair of the Nominating Committee. Timing of such petition will be appropriately publicized.
4. No individual may be a candidate for more than one Board seat in a specific election. No individual may hold two RAILS board seats simultaneously.
5. An individual may not serve on the RAILS board if the individual's election or appointment to the board would result in there being on the board at the same time two individuals who are employed by and/or on the governing board of the same member library. If two candidates from the same member library both receive enough votes to be seated on the board in the same election, the candidate with the lowest number of votes between the two candidates will be disqualified and the candidate with the highest number of votes between the two candidates will be seated on the board.

#### D. Election of Directors

1. The Nominating Committee will determine the design and the timetable for the distribution and return of ballots.
2. Each Member library shall receive one ballot with all the names of the candidates with instructions for casting the ballot. The individual designated by the Member will cast the ballot.
3. When the votes are tallied, the candidate(s) receiving the highest number of votes in his/her category is elected to the vacant seat(s). In case of a tie, the seat holder will be decided by a flip of the coin.

#### E. Term

The term of office of Directors shall be three years, but no Director shall serve more than a total of six years unless two years have elapsed since his/her sixth year of service. The terms of office of one-third of the Directors shall expire each year. The term of office begins with the first Board meeting after the start of the fiscal year.

**F. Vacancies**

Should a vacancy occur between elections, The System Board will appoint an individual with the qualifications to fill the specific type of vacant seat as described in Article 5, Section B 1-6.

**G. Disqualifications**

Directors are expected to fulfill the duties required of them by the nature of their office. The System Board by a Majority vote may, with a quorum present, declare a System Board position vacant if a Director fails to attend two (2) unexcused Board meetings during the System year.

Should a Director no longer be an eligible elector within the geographic area of the system, or leave the local position by virtue of which he/she was eligible, nominated and elected, the seat shall be declared vacant. This shall not apply when the Director changes positions within the local entity or is still otherwise qualified to represent the type of seat for which the Director was elected.

**H. Meetings**

The System Board shall meet a minimum of nine (9) times a year. Directors may attend meetings electronically consistent with established Board policy and the Open Meetings Act. A simple majority of the Directors will constitute a quorum.

Special meetings of the Board of Directors may be called by the President or upon the request of three Directors upon five days written notice, for the transaction of such business as may be stated in such notice.

**I. Powers and Duties of the Board of Directors**

The powers and duties of the System Board shall be in accordance with the Illinois Library System Act and the Rules and Regulations promulgated there under.

The Board of Directors will conduct an evaluation of the Executive Director annually at an appropriate time.

**J. Officers**

The Officers of the Board shall be as follows: President, Vice President, Secretary, and Treasurer. The Officers of the Board shall have the following duties and responsibilities:

1. The President will preside at all meetings of the Board; shall appoint any necessary committees; shall sign official documents; and, shall assume such other powers that meet with the consent of the Board.
2. The Vice President will preside at meetings in the absence of the President; shall in the case of the resignation of the President or the inability of the President to perform the duties of the office assume the President's responsibilities until the election of a new President; and, shall perform such other duties as the Board may direct.
3. The Secretary will keep minutes of all Board meetings; shall sign documents and correspondence in the name of the Board when so directed by the President and/or the Board; and, shall perform such other duties as the Board may direct.
4. The Treasurer will discharge the responsibilities placed upon that office by law, oversee the fiscal affairs and activities of the System; report regularly to the Board of these matters, and perform such other duties as the Board may direct. Before entering the office, the treasurer is

required to give a bond in an amount set by the Board in compliance with law, and the cost of such to be paid by the System.

**K. Election of Officers**

The Nominating Committee will propose the slate of Officers of the System Board. The election of officers shall be held at the first meeting of the System Board each year. The officers shall be elected for one (1) year, and no officer shall serve more than two (2) consecutive full terms in one office. A term of six (6) months or more shall be considered a full term. The term of office begins with the first Board meeting after the start of the fiscal year.

**L. Vacancies in Officers Roles**

In the event that the office of President becomes vacant, the Vice-President shall assume the duties of the President, and the System Board shall elect one of the remaining Directors to the office of Vice-President for the remainder of the term. In the event one of the other offices becomes vacant, the System Board shall elect one of the remaining Directors to fill the remainder of the term.

**M. Committees**

1. Executive Committee

- a. The President, Vice-President, Secretary, and Treasurer together with one additional Director elected by the Board of Directors shall constitute the Executive Committee. The designation of such committee, and the delegation thereto of authority, shall not operate to relieve the Board of Directors, or any Member thereof, of any responsibility imposed by law.
- b. The Executive Committee shall have and may exercise the authority of the Board of Directors as specifically and expressly delegated by the action of the Board of Directors.
- c. A majority of the Directors on the Executive Committee shall constitute a quorum.
- d. The President of the Board of Directors shall preside at the meetings of the Executive Committee. In the absence of the President, the Vice-President shall preside.

2. Other committees

- a. Committees of the Board will be appointed where there is a need in the areas of Board operations, Board policy, and activities outside the responsibilities of the Executive Director as chief executive and administrative officer. The Board of Directors may establish ad hoc and advisory committees as it sees fit.

**N. Economic Interest**

No member of the RAILS Board of Directors may profit personally, either directly or indirectly, for any business connected with the system.

Each member of the RAILS Board of Directors shall file a Statement of Economic Interest as required by the Illinois Governmental Ethics Act.

Each member of the RAILS Board of Directors shall also file a Conflict of Interest Form *annually or within 60 days of assumption of office*, certifying that the member has no prohibited conflict of interest with RAILS and disclosing any personal or business relationships that reasonably could produce a direct or

indirect conflict involving RAILS. The Conflict of Interest Form should be filed with the RAILS Executive Director.

The members of the RAILS Board of Directors shall serve without compensation, but their actual and necessary expenses shall be paid or reimbursed by the system.

**O. Indemnification**

Members of the RAILS Board of Directors shall be indemnified as described in the RAILS Indemnification Policy.

**Article 6 System Executive Director**

- A. The Board of Directors shall, by resolution, appoint an Executive Director of the System who shall meet any and all requirements, including having a master's degree from an American Library Association-accredited library education program and at least five years postgraduate employment, including at least two years in library administrative experience, as required by the Board and by Illinois law and regulation. [\(75 ILCS 10/7\)](#).
- B. Responsibilities of the Executive Director:
1. General administration of the System.
  2. Provision of professional advice to the Board of Directors.
  3. Authority and responsibility for staff recruitment, evaluations, promotions, discipline management and terminations as well as all other personnel matters in accordance with System policies, except that the Executive Director's authority to hire, fix the compensation, and terminate employees is subject to the approval of the RAILS Board of Directors.
  4. Implementation of policies, objectives, and plans of the Board of Directors.
- C. The Executive Director shall be responsible directly to the Board of Directors.

**Article 7 Fiscal Year**

The fiscal year for the System shall begin with July 1 and end with June 30, following the applicable rules and regulations of the State of Illinois.

**Article 8 Amendments**

Proposed Bylaw changes can originate from the System Board or from the Membership of the System. Proposed amendments to the Bylaws must be submitted for consideration by the System Board at a meeting at which notice of the proposed bylaw amendment has been provided or listed on the meeting agenda. A bylaw amendment may not be voted upon until a subsequent meeting of the Board. Changes to the bylaws must be

approved by 2/3's vote of the Directors attending the meeting at which they are considered and must be submitted for approval to the Illinois State Library before they shall become effective.

Notwithstanding the above two-step process, the requirement that action on a bylaw amendment be deferred to a second meeting can be waived, and a bylaw amendment approved at the meeting at which it is initiated, if the bylaw amendment (1) is listed on the agenda for action at the first meeting and (2) is approved by all directors attending the first meeting.



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