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TO: RAILS Board

FROM: Monica Harris, Executive Director

SUBJECT: RAILS Bylaws and the Illinois Library System Act Review

As we work in earnest with the Nominating Committee on the 2024 RAILS Board election, the question of term limits and appointments was raised within the RAILS staff. In reviewing our Bylaws and the [Illinois Library System Act](#), our interpretation is that to remain compliant with the Illinois Library System Act that a RAILS Board member who serves a partial term due to an appointment may only run once for reelection (until a two year absence has elapsed since their service) due to limitations within the act.

Here is the specific language that we noted from 75 ILCS 10/5, Section 5:

The number of directors, the manner of election or selection, the term of office and the provision for filling vacancies shall be determined by the system governing board except that all board members must be eligible electors in the geographical area of the system. No director of any library system, however, shall be permitted to serve for more than a total of 6 years unless 2 years have elapsed since his sixth year of service.

We've included a copy of the RAILS Bylaws and the relevant section of the Illinois Library System Act in your packet for your review. This is intended as a review, and no further action is necessary. I look forward to continuing the discussion at the meeting.

Reaching Across Illinois Library System (RAILS)

Bylaws

Revision Control

These bylaws were adopted by the individual System Boards (Alliance Library System, DuPage Library System, Metropolitan Library System, North Suburban Library System, Prairie Area Library System) as Appendix B of the Intergovernmental Agreement in February 2011.

- RAILS Bylaws – APPROVED by System Boards February 2011
- RAILS Bylaws – ADOPTED by the Merger Transition Board on March 10, 2011
- RAILS Bylaws – RATIFIED by RAILS Board on July 1, 2011
- RAILS Bylaws – REVISION APPROVED by RAILS BOARD October 21, 2011 (Article 6, Section D)
- RAILS Bylaws – REVISION APPROVED by RAILS Board December 19, 2011 (Article 4, Section B; Article 5, Section N)
- RAILS Bylaws – REVISION APPROVED by RAILS Board February 22, 2013 (Article 5E; Article 5K; Article 5O)
- RAILS Bylaws – REVISION APPROVED by RAILS Board May 22, 2015 (Article 5C and E)
- RAILS Bylaws – REVISION APPROVED by RAILS Board May 22, 2015 (Article 5, Section N)
- RAILS Bylaws – REVISION APPROVED by RAILS Board May 22, 2015 (Article 6, Section A)
- RAILS Bylaws – REVISION APPROVED by RAILS Board June 19, 2015 (Article 1; Article 5B, C & D; Article 8)
- RAILS Bylaws – REVISION APPROVED by RAILS Board July 24, 2015 (Article 6; Section D)
- RAILS Bylaws – REVISION APPROVED by RAILS Board October 30, 2015 (Article 6; Section B)
- RAILS Bylaws – REVISION APPROVED by RAILS Board May 28, 2021 (Article 2; Article 5C, Article 6A)

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

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 Nominating Committee Member may be slated for election to the System Board.
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.

specific purposes for which the system is formed and the means by which such purposes are to be accomplished. If it shall appear to the satisfaction of the State Librarian that the establishment of a library system will result in improved library service, he shall approve the application.

The State Librarian shall provide that all areas of the State fall within the boundaries of a library system. The State Librarian shall have the right to grant provisional status for a period of not more than 3 years from the date of submission of the application for creation of a library system if, in his judgment, provisions in the bylaws or plan of service of the proposed library system fail to meet the criteria established in this Act or in the rules and regulations authorized by this Act. If the deficiencies noted by the State Librarian in granting provisional status are not corrected within the 3 year period, the provisional status of the system shall be rescinded and the assets of the provisional system shall be liquidated as provided for in Section 13 or the provisional system shall submit a plan for consolidation with an adjoining existing system. In such case the State Librarian shall assume fiscal and administrative responsibility for maintenance of services until a library system status is reestablished or a determination is made by the State Librarian as to the most efficient means of delivering service to the libraries of the system.

Upon the finding of the State Librarian that an existing library system has failed to meet the criteria established by this Act or the rules authorized by this Act, the State Librarian shall give due notice to the library system board to respond to and address the finding. Upon the failure of the library system board to adequately respond to the finding, the State Librarian may assume fiscal and administrative responsibility for the library system. Upon taking such action, the State Librarian may hold a public hearing on the action. The process for these actions shall be prescribed by administrative rule.

(b) A multitype library system as defined in subparagraph (3) of the definition of "library system" in Section 2 that, prior to the effective date of this amendatory Act of the 93rd General Assembly, was organized and provided service as a multitype library system that served a public library in a city with a population of 500,000 or more need not reorganize for formation as a new library system but may, at the discretion of the State Librarian, continue as a library system subject to conditions and restrictions of this Act and any stipulations of the State Librarian.

(Source: P.A. 93-527, eff. 8-14-03.)

(75 ILCS 10/5) (from Ch. 81, par. 115)

Sec. 5. Each library system created as provided in Section 4 of this Act shall be governed by a board of directors numbering at least 5 and no more than 15 persons, except as required by Section 6 for library systems in cities with a population of 500,000 or more. The board shall be representative of the variety of library interests in the system, and at least a majority shall be elected or selected from the governing boards of the member public libraries, with not more than one director representing a single member library. For library systems as defined in subparagraph (3) of the definition of "library system" in Section 2, the board members shall be representative of the types of libraries that library system serves. The number of directors, the manner of election or selection, the term of office and the provision for filling vacancies shall be determined by the system governing board except that all board members must be eligible electors in the geographical area of

the system. No director of any library system, however, shall be permitted to serve for more than a total of 6 years unless 2 years have elapsed since his sixth year of service.

The board of directors shall elect a president, secretary and treasurer. Before entering upon his duties, the treasurer shall be required to give a bond in an amount to be approved by the board, but in no case shall such amount be less than 50% of the system's area and per capita grant for the previous year, conditioned that he will safely keep and pay over upon the order of such board all funds received and held by him for the library system. As an alternative to a personal bond on the treasurer, the board of trustees may require the treasurer to secure for the system an insurance policy or other insurance instrument that provides the library with coverage for negligent or intentional acts by system officials and employees that could result in the loss of system funds. The coverage shall be in an amount at least equal to 50% of the average amount of the system's operating fund from the prior 3 fiscal years. The coverage shall be placed with an insurer approved by the board. The cost of any such coverage shall be borne by the system. The system shall provide the Illinois State Library a copy of the system's certificate of insurance at the time the system's annual report is filed. The funds of the library system shall be deposited in a bank or savings and loan association designated by the board of directors and shall be expended only under the direction of such board upon properly authenticated vouchers.

No bank or savings and loan association shall receive public funds as permitted by this Section, unless it has complied with the requirements established pursuant to Section 6 of the Public Funds Investment Act.

The members of the board of directors of the library system shall serve without compensation but their actual and necessary expenses shall be a proper charge against the library fund. (Source: P.A. 97-101, eff. 1-1-12.)

(75 ILCS 10/6) (from Ch. 81, par. 116)

Sec. 6. The board and officers of the public library served by the library system defined in subparagraph (2) of the definition of "library system" in Section 2 shall administer that library system. That public library system shall annually submit a plan of service to be approved by the State Librarian. The plan of service shall include the provision of specified services for all types of libraries operating within the municipal territory of the system subject to approval or revision by the State Librarian. The multitype services shall be provided in consultation with the multitype library system defined in subparagraph (3) of the definition of "library system" in Section 2 serving the same municipal territory. (Source: P.A. 93-527, eff. 8-14-03.)

(75 ILCS 10/7) (from Ch. 81, par. 117)

Sec. 7. Each board of library directors of a system shall carry out the spirit and intent of this Act and, in addition to the other powers conferred by this Act, shall have the following powers:

1. To develop and to amend the bylaws and the plan of service for the system subject to the approval of the State Librarian.
2. To have the exclusive control of the expenditure of all moneys and funds held in the name of the library system.
3. To make and adopt such policies, rules and regulations for the government and operation of the library system as necessary.
4. To purchase or lease ground and to construct, purchase or