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**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.

**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.

**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.

Not later than September 1, 2007 and as needed thereafter, each Member Library shall appoint its Head Librarian to act as the Member Library's representative ("Representative") on 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.

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.

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If neither the Representative nor the Designated Alternative Representative is able to attend a Governing Board meeting or function as a member of the Governing Board, Representative or Designated Alternative Representative shall appoint a temporary representative to the Governing Board to act and vote in the place and stead of such Representative. 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 telephone number and e-mail address of the temporary representative; and no temporary representative shall be allowed to act or vote unless the Representative or Designated Alternative Representative has given such notice to the CCS Executive Director.

Each Representative, Designated Alternative Representative or temporary representative shall vote in accordance with the authority conferred 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 appointed by such Member Library.

**SECTION 3. MEETINGS.** The Governing Board of CCS shall establish a schedule of regular meetings as it deems appropriate, except that the Governing Board shall meet no less

## CCS BYLAWS

frequently than once each quarter of each fiscal year. Robert's Rules of Order, latest edition, shall be applicable to the conduct and business of such meetings on all matters not covered by these Bylaws. 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 his/her address as shown by the records of CCS, and posted to the CCS website. 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.

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 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 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 his or her best effort to be present in person or electronically at each meeting of the Governing Board.

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 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

## CCS BYLAWS

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;
  - 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.



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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 himself or herself 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.

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 acclamation. 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:

## **CCS BYLAWS**

- 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 approval of any contracts, purchases of property, leases or capital improvements of hardware or software which would result in an increase of costs to any Member Library in excess of \$250.00.

After having given prior written notice as hereinabove set forth, the Governing Board may take final action with respect to any matters 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.** Members of the Governing Board shall not receive any compensation for their services.

### **ARTICLE III - OFFICERS**

**SECTION 1. OFFICERS.** The officers of CCS shall be a President, a Vice President (who shall be the President-Elect), a Secretary, and a Treasurer (and such other officers as may be elected by the Governing Board). 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 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.

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**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 his/her 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 his/her successor shall have been duly elected or until his/her death or until he/she shall resign or shall have been removed in the same manner hereinafter provided. Election of an officer shall not of itself create contract rights.

## **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 his/her 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.

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- 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.

**SECTION 4. REMOVAL.** Any officer elected or appointed by the Governing Board or the Executive Committee, respectively, may be removed by the electing or appointing body whenever in its judgment the best interests of CCS would be served thereby.

**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, he/she shall be in charge of the business and affairs of CCS; he/she 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, he/she shall discharge all duties incident to the office of President and such other duties as may be prescribed by the Governing Board. He/she 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, he/she may execute for CCS any contracts, deeds, mortgages, or other instruments which the Governing Board has authorized to be executed, and he/she may accomplish such execution either individually or with the Secretary or any other officer or agent 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. He/she shall assist the President in the discharge of his/her duties as the President may direct and shall perform such other duties as from time to time may be assigned to him/her by

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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 the Governing Board has authorized to be executed, and he/she may accomplish such execution either individually or with the Secretary or any other officer or agent thereunto authorized by the 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. TREASURER.** The Treasurer shall be the principal accounting and financial officer of CCS. He/she 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;
- 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 therefor, 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 him/her by the President or by the Governing Board; and
- d. be ex-officio a member of the Budget and Finance Committee. If required by the Governing Board, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Governing Board shall determine, which bond

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shall be paid for by CCS. He/she shall serve as Secretary of CCS in the absence of the official Secretary.

**SECTION 8. 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 him/her by the President or by the Governing Board.

### **ARTICLE IV - FINANCIAL MATTERS.**

**SECTION 1. BUDGET.** 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'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.

The proposed budget shall be approved by a vote of two-thirds (2/3) of the members present at the Governing Board meeting at which the budget is presented for approval.

**SECTION 2. CONTRACTS.** The 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

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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.

**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 monthly billing statements to all Member Libraries, together with CCS's monthly financial and budgetary reports. CCS's monthly billing statement to such Member Library shall include, but not be limited to, new hardware, software services costs, extraordinary items (such as capital improvements or new services), maintenance service costs, telecommunication operating costs, compensation to personnel employed by CCS, insurance, communication line installation costs, and other operating costs.

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

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**SECTION 8. FINANCIAL ARREARAGES.** In the event that a Member Library fails to timely pay its monthly 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 computer 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 procedures, policies and performance of CCS and its Governing Board, and make recommendations; negotiate and review contracts with third parties 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; appoint and evaluate the CCS Executive Director; and take such other action as may be directed by the Governing Board.

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,



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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 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.

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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 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 uniform and 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

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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 meets the eligibility criteria (appended) for membership in the former North Suburban Library System may be admitted to membership in CCS, but only upon compliance with the following conditions:

- 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.
- c. The addition of the new Member Library requires approval by the affirmative vote of two-thirds (2/3) of all the active Member Libraries 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 by the active Member Libraries.
- d. 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 pro rata share of the costs and expenses of CCS and of the disproportionate costs, if any, incurred by the other Member Libraries, the Governing Board shall consider the costs of equipment, services and database entries incurred by CCS during the preceding five (5) year period (or such portion of that period in which the new Member Library was not a Member Library), and the disproportionate increase in costs to existing Member Libraries, if any, caused by the admission of the new

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Member Library, and any startup costs. 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), and shall state the new Member Library's contribution to the Working Cash Fund (computed as set forth in Section 8 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:

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.

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**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 computerized library 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.

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

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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.

**SECTION 7. TEMPORARY RE-ASSIGNMENT OF PORT/USER LICENSE.** Any Member Library which is currently in full compliance with all of its Obligations under the Intergovernmental Agreement and these Bylaws, may re-assign its right to use a port and/or user license upon compliance with all of the following conditions:

a. No re-assignment shall be made except to a Member Library which is currently in full compliance with all of its obligations under the Intergovernmental Agreement and these Bylaws.

b. A written request for approval of the re-assignment, signed by Executive Director s of libraries which are involved in the assignment, must be submitted in advance to the CCS Executive Director, and written consent of the CCS Executive Director must be secured before the re-assignment will be given effect.

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c. No re-assignment shall have a term longer than twelve (12) months from its effective date, and such effective date shall be the first day of a month.

d. Each re-assignment shall include both the right to use the port and/or user license, and the associated financial obligations for maintenance.

e. Each re-assignment shall be subject to all of the terms and conditions of the applicable vendor's contract with CCS.

### **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:

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- 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. At a minimum, the terminating Member Library shall, within ninety (90) days after the effective date of its termination of membership in Cooperative Computer Services, submit to Cooperative Computer Services a copy of the Member Library's written request to OCLC for the deletion of its holdings under the JED symbol from the OCLC database and the reporting of unique holdings deletions to Illinet Online for deletion. In the event that CCS has not received a copy of the terminating Member Library's request to OCLC within the 90-day period, CCS shall thereupon have authority to sell, assign or otherwise dispose of, and shall have a lien upon, each of the user licenses owned by the terminating Member Library, including any proceeds thereof which are received upon the sale, exchange or other disposition of any such user licenses, to secure the payment to CCS of all expenses, costs and charges, including legal expenses and reasonable attorney's fees, incurred by CCS in purging the terminating Member Library's holdings from OCLC and Illinet Online. CCS will account to the terminating Member Library for any surplus realized on such disposition, and the terminating Member Library shall remain liable for any deficiency.

**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



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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. Notwithstanding the foregoing, such terminating Member Library shall have the right to transfer any one or more of the user licenses owned by such terminating Member Library, but only upon compliance with all of the conditions hereinafter listed.

- a. Such terminating Member Library shall have disclosed to the Governing Board of CCS the terms and conditions of the proposed transfer and shall have obtained the written consent of the Governing Board prior to such transfer, which consent will not be withheld unreasonably; and
- b. No transfer shall be made except to a Member Library which is currently in full compliance with all of its obligations under the Intergovernmental Agreement and under these Bylaws.

In the event that such terminating Member Library has not within one hundred eighty (180) days after the date of its termination of membership in CCS disposed of all of its user licenses in the manner hereinabove provided, all of the right, title and interest of such terminating Member Library in such user licenses shall revert to CCS without any further action by such terminating Member Library or by CCS.

For purposes of this Section, the term "user license" shall have the same meaning as is assigned to that term in the then-current Supply Agreement between CCS and any vendor. No payment shall be made by CCS with respect to such user license(s), and neither the terminating Member Library nor any other Member Library of CCS shall have any right, title or interest in such user license(s) that are transferred to CCS pursuant to this Section.

**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

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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:
  1. The Contribution of the Member Library, if any, to assets transferred to CCS from NSLS; and
  2. 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:

- 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

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computer 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.

### **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.