

# **BYLAWS TAMPA BAY LIBRARY CONSORTIUM**

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## **ARTICLE I. NAME AND LOCATION**

The name of this organization is Tampa Bay Library Consortium, Inc., hereinafter referred to as TBLC. The primary service area shall be the Tampa Bay area and the surrounding counties including but not limited to Citrus, DeSoto, Hardee, Hernando, Highlands, Hillsborough, Indian River, Lake County, Manatee, Okeechobee, Orange County, Osceola, Pasco, Pinellas, Polk, Saint Lucie, and Sarasota. Service may be extended by action of the Board of Directors to other libraries in other counties for what the Board of Directors deems good reason.

## **ARTICLE II. PURPOSE AND FUNCTIONS**

Section 1. Purpose. The purpose of TBLC is to provide cost-effective services and information and to support interlibrary cooperative activities which will strengthen resource sharing and improve the effectiveness of member libraries. To achieve these ends, TBLC may maintain and operate a computerized network and service center which, by means of electronic data processing and telecommunications, may increase the availability of the data and resources of the member libraries. TBLC shall comply with the organization purposes outlined in Article II, TBLC Articles of Incorporation, Section 2, a-j.

Section 2. Service. TBLC may provide additional processes and services, such as consulting and training, in such areas as retrospective conversions, tape processing, preservation, etc., to its members. As the Board of Directors determines it is in the interest of members to do so, TBLC may review services and develop or discontinue services as appropriate.

Section 3. Cooperation. TBLC may cooperate with other networks, organizations and agencies in programs which improve access to information and library resources and shall participate in the planning and development of information strategies, programs, and systems at the local, regional, state and national level.

## **ARTICLE III. MEMBERSHIP**

Section 1. Elected Members. Any library may apply to become a member of TBLC by submission of an application form to the Secretary of the Board of Directors. Upon determination by the Board of Directors according to the criteria set forth herein, an applicant library may be elected to provisional TBLC membership by a majority vote of the Board of Directors at any regularly scheduled meeting of the Board. The provisional membership shall be presented for approval at the annual meeting.

## Section 2. Qualifications.

A. Each applicant shall be a library which can make appropriate contributions to the TBLC program and whose membership in TBLC will be consistent with its purpose. If, in the opinion of a majority of the Directors entitled to vote at a duly constituted meeting of the Board, these criteria are met the Board may extend provisional membership to the applicant.

B. Each applicant shall agree to adhere to the TBLC Bylaws and other criteria and regulations adopted by the Membership or the Board of Directors. Following acceptance to membership, each library, by signature of the appropriate official, shall execute the required documents which specify and confirm the responsibilities and obligations of membership in TBLC.

C. Each applicant library shall provide for the payment of all applicable dues and fees for the current membership year. Dues for the fiscal year during which admission is granted shall be prorated on a quarterly basis according to the library's effective date of acceptance to membership.

D. The Board shall review the status of each member organization annually and may require re-application if there is a change in the member's ability to fulfill the responsibilities of membership.

## Section 3. Categories of Membership.

A. The Board of Directors may establish and define categories of membership required to meet the needs of libraries in the TBLC service area. The Board shall determine by resolution the criteria, rights, and responsibilities of each category of membership.

B. Full membership, including participation in the governance of TBLC and the right of voting in membership decisions, may be extended to a single library, the administrative unit of a multi-library institution, or such other entities as may be determined by the Board of Directors.

C. Limited membership categories, such as associate membership, may be established to meet the needs of libraries which do not qualify for full membership or which desire to use only a specific service or services, including the units of multi-library institutions whose parent organizations hold full membership in TBLC if they choose not to apply for full membership. Such membership categories shall not confer representation in governance or the right of voting in membership decisions.

D. The Public Library Cooperative membership category is a form of full membership provided to allow public library cooperatives and their members the option of having a single TBLC membership or individual memberships. The cooperative membership provides one vote but otherwise the individual member libraries have all of the other rights of full membership.

## Section 5. Dues and Fees.

A. Annual dues shall be set by the majority vote of the Membership present and voting at an annual membership meeting or a special meeting called for this purpose.

B. Fees for services provided by TBLC, including those with TBLC administrative charges, shall be set by the Board. Direct Pass through charges for services managed by TBLC and charges for TBLC classes and events do not require Board approval.

C. If a fee is to be instituted or increased by action of the Board of Directors such action must be reported to the affected libraries by e-mail thirty (30) days prior to vote. Such fee(s) may not be charged to the affected libraries until a period of not less than sixty (60) days following e-mail notification.

D. TBLC may negotiate with one or more institutions for new services on a cost recovery basis. If a wider use develops or can be projected, a uniform fee for a defined service will subsequently be considered by the Board of Directors. Fees may be reduced by action of the Board of Directors without membership approval.

Section 6. Member Representation. Each member library shall be represented at Membership meetings by one person whom the library shall designate. This representative shall be allowed one vote. Proxy votes will be allowed providing seven days prior notification has been sent to the Secretary of the Board of Directors. Written notification may be through acknowledged e-mail dated 7 days prior to a meeting or by return-receipt requested mail postmarked seven days prior to a meeting.

Section 7. Resignation and Termination of Membership.

A. A member library may withdraw from TBLC at the end of any TBLC fiscal year by serving notice in writing to the President at least thirty (30) days before the end of the fiscal year. Any former member shall be considered as a new applicant if the library wishes to rejoin.

B. The membership status of any library which fails to fulfill the responsibilities of membership may be terminated by a majority vote of the members of the Board of Directors with proper written notification which may be through acknowledged e-mail or by return-receipt requested mail. All such membership terminations shall be presented and confirmed at the annual meeting.

C. Resignation or termination shall not relieve the library of the obligation to pay fees, assessments, or other charges previously accrued and unpaid.

Section 8. Rights and Interests. Member libraries shall be entitled to receive annual reports and other communications, publications and services as may be deemed appropriate by the Board of Directors. Members shall be given notice of and may attend all Membership Meetings of TBLC. All meetings of the Board and committees shall be open to TBLC members. Representatives of the members may be appointed to any standing or special committee established by the President of the Board. Designated representatives of full members may participate in the governance of TBLC by voting at all Membership Meetings and by nomination and election to offices and to the Board of Directors.

Section 9. Committees.

A. The Board of Directors may establish such committees as deemed necessary for the operation and development of TBLC. Membership of such committees need not be limited to members of the Board of Directors or to representatives of TBLC members;

specialists from outside the TBLC Membership may be appointed to committees on a non-voting member basis.

B. Suggested committees may include, but are not limited to, Financial Advisory, Planning, Contracts and Relationships and Nominating. The term of office of these committees shall be determined by the President upon approval of the Board.

#### **ARTICLE IV. SERVICES**

Section 1. Services to Members. The services of TBLC shall be available to member libraries only under the terms of a current and valid membership agreement between TBLC and the member for the service(s). The Executive Director shall sign such agreements for TBLC; the official representative authorized to commit the member library to fiscal agreements shall sign for the member. Members shall pay TBLC for fee based services rendered under any TBLC agreements not later than sixty (60) days after the completion date for any service or equipment furnished.

Section 2. Services to Non-Members. When practical and possible the services of TBLC shall be open and available, upon such terms and conditions as the Board of Directors shall determine, to librarians, library organizations, and other organizations which are not members of TBLC. The Board may otherwise provide for participation and counsel from non-members of TBLC in TBLC functions and activities.

#### **ARTICLE V. MEMBERSHIP MEETINGS**

Section 1. Annual Meeting. An annual meeting of the members for the transaction of business shall be held each November at such time and place as determined by the Board. The Call to the meeting will be sent by the President of TBLC at least thirty (30) days in advance of the meeting.

Section 2. Special Meeting. Special Membership Meetings shall be called by the unanimous vote of the Board of Directors or on the written petition to the Board of Directors by twenty-five percent of the TBLC members. Notice of a special meeting must be sent to each member at least fourteen (14) days in advance of the meeting and must state the purpose for which the meeting is called. Business to be transacted at any special meeting will be limited to that which is included in the Call.

Section 3. Quorum. The quorum at any Membership Meeting shall be the majority of the qualified voting member representatives.

Section 4. Presiding Officer. The President of TBLC shall be the presiding officer at Membership Meetings. In the absence or inability of the President, the Vice-President shall preside.

Section 5. Voting Rights. At any Membership Meeting, each member shall be entitled to one (1) vote in the person of the official representative designated by the member or the member's designated proxy voter. A majority of members present and voting at any meeting when a quorum is present shall decide any policy matters/questions brought before TBLC except for any alteration, amendment, revision, or repeal of these Bylaws (Article XII. AMENDMENTS). Proxy votes shall be allowed as described in this section.

Section 6. Elections. The outcome of all elections at a Membership Meeting shall be determined by a plurality vote of those members present and voting.

## **ARTICLE VI. BOARD OF DIRECTORS**

Section 1. Number. There shall be a Board of Directors composed of the Officers and nine (9) Directors, all who shall be elected by the designated representatives of TBLC member libraries.

### Section 2. Qualifications.

A. Each member of the Board of Directors shall be affiliated with a member library as an administrator or her/his delegate.

B. When practical and possible the Directors shall be two (2) representatives of public libraries, two (2) representatives of academic libraries, one (1) representative of special libraries, plus four (4) at-large members.

C. An individual elected as a member of the Board of Directors shall serve a full term unless this individual shall cease to meet the qualifications in Article VI, Section 2. If the individual ceases to meet these qualifications, she/he shall resign from the Board or shall be removed from the Board in accordance with Article VI, Section 7.

Section 3. Ex-Officio Members. The Executive Director of TBLC and the Immediate Past-President shall serve as ex-officio, non-voting advisors to the Board.

Section 4. Term of Office. Each Director shall serve for a term of three years or until a successor is elected. The terms shall be staggered. Individuals elected as Directors may not serve more than two (2) consecutive three (3) year terms.

### Section 5. Nomination and Election.

A. The President shall appoint a Nominating Committee of no less than three (3) individuals, including at least one Board member, from representatives of the total Membership sufficiently in advance of the annual Membership Meeting for the slate of nominees to be sent via acknowledged e-mail to the Membership at least thirty (30) days before the annual Membership Meeting. At least one name shall be submitted for each vacancy. The Nominating Committee shall be charged by the President to make every effort to afford representation by geographical area, management or fiscal expertise, and library type and to comply with Article VI, Section 2 B. Additional nominations may be made from the floor at the annual Membership Meeting provided the consent of the nominee has been obtained.

B. Elections to fill expiring or vacant terms of members of the Board of Directors shall be held at the annual Membership Meeting. A plurality of the votes cast shall elect.

### Section 6. Resignation and Terminations.

A. Any member of the Board of Directors who ceases to meet the qualifications for Board membership, as stated in Article VI, Section 2, is no longer eligible to serve on the Board. The individual must either resign from the Board or the individual shall be terminated as a Board member by action of the Board.

B. Any member of the Board who no longer meets qualifications and does not resign or any member who fails to perform the functions of the office may be removed from office by a two-thirds vote of members of the Board of Directors.

Section 7. Vacancies and Replacements. Any vacancy on the Board of Directors that occurs during the fiscal year should be filled for the remainder of the fiscal year by majority vote of the Board of Directors. A replacement member should represent the same Board category (Article VI, Section 2 B) as the former member. Such vacancies subsequently shall be filled by regular nomination and election procedures for any remaining period of the specific term of office.

Section 8. Officers. The membership shall elect at the annual meeting a Vice-President/President-Elect, Secretary, and Treasurer, all to serve in these capacities for a fiscal year beginning January 1<sup>st</sup>. Members may be re-elected to any office. These officers shall serve as the officers of the TAMPA BAY LIBRARY CONSORTIUM, INC.

Section 9. Voting Rights. Each elected member of the Board of Directors shall have one (1) vote in all matters coming before the Board. There shall be no proxy votes allowed for members of the Board of Directors.

Section 10. Quorum. A quorum for all Board Meetings shall be seven (7) voting members.

Section 11. Compensation. Members of the Board of Directors shall serve without compensation, but may be reimbursed from TBLC funds for necessary travel and subsistence costs in connection with TBLC business.

Section 12. Meetings. The Board of Directors shall meet at least four (4) times a year at the call of the President of the Board, or at the written request of seven (7) members of the Board, with notice to all Board members at least fourteen (14) days before the meeting.

Section 13. Powers and Authority. Except as otherwise provided herein, the Board of Directors shall have corporate authority and control over all affairs of TBLC, and shall prescribe and enforce all needful rules and regulations for the conduct of the business and affairs of TBLC and the management of its property and other assets, subject to the provisions of its Articles of Incorporation and Bylaws. Therefore the Board of Directors:

A. Shall have the responsibility for selecting, appointing, evaluating and establishing compensation for, as well as dismissing, an Executive Director of TBLC;

B. Shall approve, upon recommendation of the Executive Director, the appointment and compensation of other senior management level staff and shall establish levels of compensation for all other staff members.

C. May establish such committees as may be necessary for the operation and development of TBLC as described in Article III, Section 9.

D. Shall authorize the Executive Director to negotiate agreements and contracts with various groups and outside agencies as may be necessary for the conduct of business, subject to policies and guidelines promulgated by the Board; however, the Board must approve all such agreements when the amounts to be expended at one time exceed \$5,000.

E. Shall approve TBLC program objectives, policies, and annual budgets;

F. May make recommendations to the President and the TBLC Executive Director on major committee and task group appointments;

G. Shall recommend guidelines for TBLC operation.

Section 14. Executive Committee.

A. The Officers of TBLC constitute the "Executive Committee".

B. The Executive Committee shall have the authority of the Board to act on a specific matter when such action is required between meetings of the Board and a timely decision is necessary.

**ARTICLE VII. OFFICERS**

Section 1. President. The President of TBLC shall serve also as the Chairman of the Board of Directors and shall preside at all Membership and Board of Directors meetings. The President, in her/his capacity as Chairman of the Board shall have general management of the Board of Directors and shall see that all orders and resolutions of the Board of Directors and the Membership are carried into effect. The President shall appoint committees with the advice of the Board and the Executive Director and shall serve as an ex-officio member of all committees. The President is responsible for calling regular and special meetings of the Membership and of the Board of Directors for transaction of business in accordance with these Bylaws (Articles V and VI, Section 13).

Section 2. Vice-President - President-Elect. The Vice-President of the Board of Directors shall be the Vice-President of the Corporation and shall preside at Membership and Board of Directors meetings in the absence or incapacity of the President. If the office of the President becomes vacant, the Vice-President will automatically fill the unexpired term.

Section 3. Secretary. The Secretary shall attend all meetings of the Board of Directors and the Membership and shall determine the presence of a quorum at both Board and Membership meetings. The Secretary shall record all votes, record the minutes of executive sessions of the Board, and edit the minutes of regular Board and Membership meetings. After approval by the Board of Directors, the Secretary shall be responsible for providing copies of minutes to the Executive Director who shall distribute minutes of Membership Meetings to the members. The Secretary may be assisted in the prescribed duties by TBLC staff members.

Section 4. Treasurer.

A. The Treasurer shall arrange for the continued custody of funds and management of TBLC financial affairs with the advice of the Board of Directors. This shall include responsibility for adequate control procedures in the receipt and disbursement of monies. The Treasurer shall chair the Financial Advisory Committee and advise the Executive Director concerning preparation of the annual budget proposal. The Treasurer may be assisted in the prescribed duties by TBLC staff members.

B. The Treasurer shall arrange for financial statements and reports as required by the Board, shall obtain an independent annual audit of TBLC funds and accounts by a certified public accountant, and shall present the audit to the Board of Directors for action.

C. The Treasurer, the Executive Director, and the Officer(s) designated by the Board to sign checks shall be bonded at TBLC expense for the discharge of these duties in such sums with sureties as the Board of Directors shall determine.

Section 5. Vacancy In Office. In the event the President cannot serve, the Vice-President automatically becomes president. In the event the Vice-President resigns or is otherwise unable to serve, the Board of Directors shall elect a new Vice-President who shall serve until the next regularly scheduled election of officers. The Secretary's duties may be assigned to a pro tem if absent for up to three consecutive meetings with due notice to the Board. If the Secretary cannot serve, a new Secretary shall be elected by the Board to serve until the next regularly scheduled election. The Treasurer shall be replaced by Board election upon failure to attend three consecutive meetings or upon resignation. In the Treasurer's inability to serve as chairman of the Financial Advisory Committee the President may appoint a new chairman subject to approval by a majority of the Board present and voting at a regular or called meeting.

#### **ARTICLE VIII. INDEMNIFICATION**

Each person who is or was a director, officer, employee, or agent of TBLC (including the heirs, executors, administrators, or estate of such person) or who is or was serving, at the request of TBLC, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise shall by right be indemnified by the TBLC, to the full extent permitted or authorized by present and future laws of the State of Florida, against any liability, cost, payment, or expense asserted against her/him or paid or incurred by her/him in his capacity as such a director, officer, employee, or agent, whether asserted, paid, or incurred during or after his service as such a director, officer, employer, or agent. TBLC may purchase and maintain, at its expense, insurance to protect itself and any such person against any such liability, cost, payment, or expense. The foregoing right of indemnification shall not be deemed exclusive of any other right to which those indemnified or seeking indemnification may be entitled both as to action in their official capacities and as to action in another capacity while holding such offices, and TBLC may provide additional rights to its directors, officers, employees, and agents.

## **ARTICLE IX. ADMINISTRATION**

Section 1. Executive Director. The Executive Director, who serves at the pleasure of the Board of Directors, shall have authority in all matters relative to the operation of TBLC except as specifically reserved to the Board of Directors or President and consistent with the Articles of Incorporation, Bylaws and official policies of TBLC. In the absence or disability of the Executive Director, the duties of that office shall be performed and its power may be exercised by a Deputy Director or a person or persons designated by a majority vote of the Board of Directors. The Executive Director shall:

A. Prepare and recommend all annual budgets to the Board of Directors and be responsible to the Board for all expenditures. Subsequent significant budget revisions should be submitted and approved by the Board;

B. Be responsible to the Board of Directors for all program implementation and development;

C. Regularly inform the members of TBLC of financial matters and the general status and progress of TBLC's activities. This will be done at Membership Meetings, by circulation of the minutes of the Board of Directors' meetings, by newsletters, or any other appropriate means;

D. Be responsible for preparing grant applications to funding agencies and for generating support in various forms from the private sector;

E. Recommend annual dues and membership fees to the Board of Directors for approval before being submitted at any Membership Meeting. The Director may be assisted in determining fees by the Financial Advisory Committee appointed by the Board of Directors;

F. Negotiate agreements and contracts as authorized by the Board of Directors with various groups and outside agencies and establish operational and technical relationships for TBLC. Final agreements must be approved by the voting members of the Board of Directors only when the amount to be expended at one time exceeds \$5000.

G. Present fiscal and progress reports of TBLC activities to meetings of the Board of Directors and publish an annual written report covering the activities and financial reports for the preceding fiscal year;

H. Maintain the official files of minutes of Membership Meetings, Board Meetings, and Executive Sessions, such files to be retained permanently at the TBLC headquarters;

## **ARTICLE X. FISCAL YEAR**

The TBLC fiscal year shall be October 1 to September 30.

## **ARTICLE XI. PARLIAMENTARY AUTHORITY**

The Rules contained in Robert's Rules Of Order Newly Revised (latest edition) shall govern TBLC in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, TBLC's Articles of Incorporation, or any special rules of order TBLC may adopt. The President of TBLC may appoint a parliamentarian.

## **ARTICLE XII. AMENDMENTS**

These Bylaws may be amended or revised at the annual Membership Meeting by a two-thirds vote of the members present and voting, subject to the normal requirements for a quorum. Notice of proposed amendments to the Bylaws shall be given to the Membership by the President at least thirty (30) days prior to the annual Membership Meeting or a special meeting called for this purpose at which they will be considered. Proposed amendments must be submitted to the President at least forty-five (45) days prior to the meeting.

## **ARTICLE XIII. DISSOLUTION**

A. This corporation may be dissolved upon a majority vote of the membership at any duly called meeting of the Membership.

B. As provided for in the Articles of Incorporation, upon the dissolution of this corporation, after paying or making provision for the payment of all of the liabilities thereof, this corporation shall dispose of all of its assets exclusively for purposes of the corporation as hereinabove set forth.