

Bylaw Revisions

ARTICLE I. OVERVIEW

Revised by Board Action: April 21, 2023

Section 1. Organization

This organization as established in 1971, shall be known as the Urban Libraries Council, hereafter ULC, a 501(c)(3) membership association of public libraries. The fiscal year of ULC shall begin on the first day of January of each year.

Section 2. Purpose and Goals

- a. To identify and make known the opportunities relating to urban public libraries.
- b. To facilitate the exchange of ideas and programs between member libraries, local governments, other libraries and related fields.
- c. To conduct research, education, and other key programs that benefit public libraries.
- d. To provide information on local, state, and federal programs and policies affecting public libraries.

ARTICLE II. MEMBERSHIP

Section 1. Categories

ULC's memberships are organizational, and ULC shall have the following membership categories:

- a. Public Library: Institution serving a community as an urban public library
- b. Corporate Partner: For-profit business, corporation or firm seeking to participate in ULC
- c. Associate: State library, nonprofit and institution of higher education.

Section 2. Membership Dues

Member dues will be assessed by the Board of Directors (the "Board").

Section 3. Members in Good Standing

Members in good standing will be defined as members in compliance with payment on the terms of their dues billing arrangements, and in compliance with such other membership requirements as may be imposed by the Board.

Section 4. Right to Vote

Any public library in good standing prior to the record date of a ULC membership meeting will be entitled to one vote and will qualify as a member of record at the meeting. Corporate Partners and Associate members will be entitled to attend membership meetings but will not have a vote.

Section 5. Termination of Membership

The membership shall be terminated upon failure to make the payment of dues per billing arrangements or may be otherwise terminated, for cause, by majority vote of the Board.

ARTICLE III. MEETINGS OF THE MEMBERS

Section 1. Annual Member Meetings

An Annual Meeting will be held once a year in conjunction with elections for the Board. Meetings may be virtual or otherwise facilitated by technology, by means of which all persons participating in the meeting can communicate with each other.

Section 2. Special Meetings

Special meetings of the members may be called by the President and CEO, Board Chair or by the Board. In addition, a special meeting may be called by such members having one-twentieth of the votes entitled to be cast at such meeting. Meetings may be virtual or otherwise facilitated by technology, by means of which all persons participating in the meeting can communicate with each other.

Section 3. Notification

Meetings of the members will be scheduled in advance with notification of no less than 10 business days and not more than 60 days to all members in good standing and entitled to vote, as set forth in Section 4, Article II. Notification will include time, date, location and reason such meeting is called, as well as contact information to support any further member inquiry.

Section 4. Quorum

At all meetings of members, a quorum shall consist of no less than 20 members of ULC.

Section 5. Action of the Members

Except as otherwise provided by statute or these bylaws, any action authorized by a majority of members at a meeting at which a quorum is present shall be the act of the members. At the direction of the ULC Board Chair, items for action may be presented to members and votes may be cast by electronic means, including e-mail. Items presented for action electronically will be subject to the same notification requirements as a regular member meeting,.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Purpose

The Board of Directors provides governance, executive and fiduciary oversight of the organization. This includes hiring and retaining the President and CEO and directing organization mission and finances. board members have a duty to act in good faith and in the best interest of the organization. The business and the property of ULC shall be exercised, conducted and controlled by the Board.

Section 2. Board Composition

The Board shall be composed of 11 to 16 board members duly elected by the ULC membership. Of these board members, up to seven shall be Trustees, up to six shall be Library Directors and up to three shall be Public Members.

Board members shall include three classes:

- A. Library Director: A board member in this class is the executive leader of the public library system of a ULC member in good standing.

- a. Trustee: A board member in this class is a current trustee or board member of a ULC member library or member library foundation in good standing.
- b. Public Member: A board member in this class is a civic, business or community leader and is not necessarily affiliated with a ULC member. A Public Member will provide viewpoints, skills, and professional associations that ULC may not otherwise include on the Board in the classes of Trustee or Director.

Section 4. Eligibility for Service

All board members will be eligible for service as of election by ULC members at the Annual Meeting. Trustee and Library Director board members must be from a ULC member library in good standing and must also meet the further criteria set forth below:

- a. Library Director: To be eligible to serve in this class, the board member must currently serve in an eligible role at a ULC member library. Otherwise, the board member will be immediately ineligible and the position will be considered vacant.
- b. Trustee: To be eligible to serve in the position of Trustee, local service on a ULC member library or library foundation board must be current. After 15 days of lapse in local service, the position will be considered vacant.

Section 5. Terms and Term Limits

Board members shall be elected to serve a two-year term. Board members may serve up to three consecutive terms, for a total of six years of service. In addition, ULC members may vote to extend the service of the Board Chair and Vice-Chair/Chair-Elect for a fourth consecutive term to finish board officer service. Board members and officers will serve from the time they are duly elected until their replacement is duly elected unless they resign or become ineligible for service at which time the position will be considered vacant.

Section 7. Call for Nominations

Annually, the Board shall solicit voting members for nominations to the Board.

Section 8. Slate of Candidates

After such solicitation, the Executive Committee shall meet and prepare a slate of candidates, including board officers, to present to the Board for action. The Board shares the recommended slate with the ULC membership for action at the Annual Meeting.

Section 9. Notification of Slate of Candidates

ULC members in good standing will receive notification of the slate no less than 30 days prior to the Annual Meeting.

Section 10. Election

The slate of candidates named by the Board shall be elected by voice vote of the members at the Annual Meeting of the ULC members. Meetings may be virtual or otherwise facilitated by technology, by means of which all persons participating in the meeting can communicate with each other.

Section 11. Resignation

Any board member may resign at any time upon written notice to the Board Chair. All resignations will be final and will be effective as of the date notice is delivered unless the notice specifies a future date.

Section 12. Removal

Board members will be removed from service by the terms set forth for eligibility in Section 5, Article IV. Additionally, board members may be removed, with or without cause, by the affirmative vote of two-thirds of the votes present and voted at a membership meeting.

Section 13. Vacancies

In the case of a vacancy, the Board may fill the position and appoint a member to serve until the next Annual Meeting of the members. The appointed board member may then be nominated to stand for election. If duly elected, the first full term will be considered the first term for the board member, who will then be subject to the standard term limitations as set forth in these bylaws.

Section 14. Board Meetings

The Board shall meet at least twice annually. Meetings of the Board shall be held at the call of the Board Chair or President and CEO. Meetings may be virtual or otherwise facilitated by technology, by means of which all persons participating in the meeting can communicate with each other.

Section 15. Board Meeting Notice

Notice of any meeting shall be sent to each Board member at least 30 days prior to the meeting, except in circumstances that warrant immediate action. In these cases, board members shall be provided access to remote participation in the meeting.

Section 16. Quorum

A majority of the Board shall constitute a quorum for a meeting, including members present remotely.

Section 17. Action of the Board

Except as otherwise provided by statute or these by-laws, the action of a majority of the board members present at a meeting at which a quorum is present shall be the action of the Board. In addition, votes may be cast by electronic means, including e-mail and the action of the majority of Board member shall be the action of the Board.

ARTICLE V. OFFICERS OF THE BOARD**Section 1. Board Officers**

Officers of the Board shall consist of four positions: the Board Chair, Vice-Chair/Chair-Elect, Secretary/Treasurer and Immediate Past Chair. Additional officers may be established by the Board.

Section 2. Eligibility

All officers must be eligible to serve and be duly elected as a member of the Board. No person shall hold multiple offices in the same year. Both the Vice-Chair/Chair-Elect and Secretary/Treasurer positions shall be considered a single office.

Section 3. Officer Term

The term of all officers shall be for one year for up to three consecutive terms in the same office. The term shall continue until a replacement officer is duly elected or the board member becomes ineligible for service.

Section 4. Election of Officers

All officers shall be included in the slate and stand for election annually by the ULC membership. As such, the position of Chair and Immediate Past Chair will be included in the slate and presented for action. The Board may present a slate with a Chair that has not served as Vice-Chair/Chair-Elect. If the Chair cannot serve as the Immediate Past Chair, the service of the prior Immediate Past Chair may be extended.

Section 5. Board Chair

The Board Chair shall preside at all meetings of the members and of the Board. This position shall perform duties as usual to such office, chair the Executive Committee, and serve as an ex-officio member of all committees. Other duties may be designated by the Board and/or established in the board policies.

Section 6. Vice-Chair/Chair-Elect

The Vice-Chair/Chair-Elect shall perform duties as usual to such office and shall preside at all meetings of members and of the Board when the Board Chair is unable to attend. Other duties may be designated by the Board and/or established in the board policies.

Section 7. Secretary/Treasurer

The Secretary/Treasurer shall have authority over all funds and securities of ULC and shall ensure adequate accounting functions, reporting, and fiduciary oversight by the Board. This position will have charge over the minutes and records of the organization. Other duties may be designated by the Board and/or established in the board policies.

Section 8. Immediate Past Chair

The Immediate Past Chair shall perform duties as usual to such office, including providing historical continuity on actions taken the prior year. Other duties may be designated by the Board and/or as established in the board policies.

ARTICLE VI. COMMITTEES OF THE BOARD

Section 1. Committees of the Board

Committees may be designated or dissolved by the Board Chair, except for standing committees as provided in these bylaws. Committees of the Board shall, to the extent permitted by law, have the authority as prescribed in a committee charter.

Section 2. Standing Committees

The Board shall maintain an Executive Committee (see Section VII) and an Audit Committee, to provide oversight and conduct an annual audit of the organization.

Section 3. Committee Appointments

The Board Chair appoints board members to committees annually and establishes a Committee Chair. The Board Chair is an ex-officio member of all committees.

Section 4. Committee Charters

Except as otherwise provided in these bylaws, the governance and duties of a committee of the Board will be set forth in a committee charter. Committee charters will be approved by the Board.

Section 5. Task Forces

At the discretion of the Board Chair, a task force of the Board may be formed or dissolved to address specific issues for a limited time. The governance and duties of a taskforce will be set forth in writing and approved by the Executive Committee.

ARTICLE VII. EXECUTIVE COMMITTEE

Section 1. Executive Committee

The Executive Committee of the Board shall have the power to act in all matters between meetings of the Board to the extent permitted by law including, but not limited to preparing slates of Board candidates and Board officers to present to the Board.. The Executive Committee shall have additional responsibilities as set forth in the committee charter and shall be chaired by the Board Chair.

Section 2. Committee Composition

The Executive Committee will include the officers of the Board and an additional Board Member-at-Large.

Section 3. Executive Committee Member-At-Large

Annually, the Board Chair will appoint a duly elected board member to the position of Executive Committee Member-At-Large for a term of one year.

Section 4. Actions and Quorum

The quorum requirement for this committee shall be a majority of the committee members. Except as otherwise provided by statute or these bylaws, the action of a majority of the committee members present at which a quorum is present shall be the action of the committee. In addition, votes may be cast by electronic means, including e-mail and the action of the majority shall be the action of the committee.

Section 5. Reporting to the Board

All actions of the Executive Committee shall be reported to the Board at whichever occurs first, the next Board meeting or within five business days of a given action.

ARTICLE VIII. PRESIDENT

Section 1. President

The President shall be the Chief Executive of ULC and shall direct and supervise affairs of the organization. Duties of the President will be determined by the Board.

ARTICLE IX. INDEMNIFICATION

Section 1. Indemnification of Members of the ULC Board

The Urban Libraries Council shall, to the fullest extent to which it is empowered to do so by the laws governing not-for-profit Corporations in the State of Illinois or any other applicable laws as may, from time to time, be in effect, and within the limits of its resources, indemnify any person who was or is threatened to be made party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that such person is a member of the Urban Libraries Council -Board against all expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such persons in connection with such action, suit, or proceeding, except that no indemnification shall be made in respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Council. The Urban Libraries Council will obtain and maintain Directors and Officers insurance.

Section 2. Indemnification of Employees and Agents

Persons who are not covered by the foregoing provisions, including employees and volunteers, are indemnified to the extent authorized by the Board for action taken as employees or agents of the Corporation.

Section 3. Other Rights of Indemnification

The indemnification provided or permitted by this policy shall not be deemed exclusive of any other rights to which those indemnified may be entitled by law, otherwise, and shall continue as to a person who has ceased to be a member of the Board, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

ARTICLE X. PARLIAMENTARY AUTHORITY

Except as provided under these bylaws, the rules contained in the current edition of Robert's Rules of Order shall govern the Council in all cases to which they are applicable. In an individual case, a specific Robert's Rule may be suspended by two thirds vote of a governing body to address an emergency issue. Procedural rules established by state law cannot be suspended including the bylaws themselves, the rights of an individual member. Allowable suspensions include a necessary change in the order of business or permitting someone other than a Board Chair or Vice Chair/Chair Elect to preside at a board meeting.

ARTICLE XI. AMENDMENTS

The ULC Membership has the authority to make, alter, amend, or repeal these Bylaws. ULC membership will receive written notification of proposed changes to the Bylaws of at least 30 days' notice prior to action by the Members. All fully adopted revisions will become immediately effective.