



Northeast Ohio
Regional
Library System

BYLAWS

2022-2024

Approved by the Board of Trustees on March 15, 2022

School | Public | Academic | Special
Maximizing Library Potential Together

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Article I. Name

The name of the organization will be the NORTHEAST OHIO REGIONAL LIBRARY SYSTEM, hereinafter referred to as “NEO-RLS.”

NEO-RLS exists by virtue of the provisions of Chapter 3375 of the *Ohio Revised Code* and Chapter 3375 of the *Ohio Administrative Code*, exercising the powers and authority and assuming the responsibilities delegated to it under the provisions of said chapters.

Article II. Organization

- A. NEO-RLS is a membership consortium of academic, public, school, special, institutional and other libraries and information centers located in the NEO-RLS geographic area.
- B. NEO-RLS is organized as a “Regional Library System” as defined and governed by Sections 3375.90. Seq. of the *Ohio Revised Code*.
- C. The NEO-RLS geographic area includes the following counties: Ashland, Ashtabula, Carroll, Columbiana, Coshocton, Cuyahoga, Erie, Geauga, Harrison, Holmes, Knox, Lake, Lorain, Mahoning, Medina, Portage, Richland, Stark, Summit, Trumbull, Tuscarawas and Wayne.
- D. The NEO-RLS geographic service area does not overlap any other chartered regional library system, as per the *Ohio Administrative Code* 3375-2-07 (B) 2.

Article III. Official Fiscal Year

- A. The NEO-RLS fiscal year extends from July 1 through June 30.
- B. All costs, statistics and timetables for development will be developed within the fiscal year.

Article IV. Mission and Purpose

- A. Purpose: NEO-RLS is a multi-type library consortium, assisting libraries to better meet the needs of their customers by creating opportunities to accomplish services and programs beyond individual capabilities and resources. NEO-RLS facilitates the work of libraries through services, professional development and responsible fiscal management.
- B. Mission: NEO-RLS provides high-quality, high-value staff and organizational development opportunities, and dynamic collaborative possibilities, to the diverse Northeast Ohio library community.
- C. Vision: NEO-RLS is the catalyst for maximizing library potential.

D. Values:

Member Focused

We are committed to serving our members with the highest standards of respect, integrity, honesty, communication, and confidentiality. We are committed to maximizing member benefits through good stewardship.

Proactive

We are committed to providing innovative and sustainable services and learning opportunities that allow the libraries and library staff in our region to perform exceptionally and remain at the forefront of the profession.

Inclusive

We are committed to creating and supporting a fair and healthy, high-performing community by ensuring equitable access to resources and opportunities to all. We enable individuals and groups to feel safe, respected, engaged, motivated, and valued for who they are and for their contributions.

Collaborative

We are committed to collaboration as the key to serving all of the library types in our region.

Article V. Membership Types and Responsibilities

- A. Geographic Member: Every school, academic, special and public library located in NEO-RLS' 22-county geographic area.
- B. Dues Paying Member: Gold, Silver and Bronze. See further description in the Administrative Policy Manual.

Article VI. Membership Dues and Service Fees

- A. Membership dues and service fees are set and reviewed by the Board of Trustees annually.
- B. The Board of Trustees is authorized to assess late fees or penalties for late payment.

Article VII. Membership Council

One (1) representative from each library in the NEO-RLS region will collectively constitute the Membership Council. The Director or equivalent shall designate her or his representative. Duly appointed Membership Council representatives are sometimes hereinafter referred to as "Voting

Representatives.” All representatives of the Membership Council will have individual voting powers, including voting for Board members. For libraries lacking an official designee, the Director or equivalent will be considered such.

A. Membership Meetings

1. An event will be held at least annually to inform the membership about the business of the organization.
2. Special Membership Council meetings may be called by the Board of Trustees or upon written request of ten (10) or more Voting Representatives of the Membership Council. Notification of Special Membership meetings will be made at least forty-eight (48) hours in advance. Business at Special Membership meetings will be confined to the purpose stated in the notice of the meeting.

Article VIII. NEO-RLS Board of Trustees

The board of trustees is created by law to act as the governing body of the organization and shall, in open meeting, determine and establish, in accordance with law, the basic policies of the organization. The board’s responsibilities include employing a competent executive director and fiscal officer, cooperating with the executive director and fiscal officer in formulating policies and regulations, promoting organizational interests and activities, oversight of funds and property, and cooperating with other public agencies.

- A. In accordance with the *Ohio Revised Code*, Section 3375.90 (C) and the *Ohio Administrative Code* 3375-2-07 (B) 5, which states that “a regional library system shall be governed by a board of trustees consisting of at least seven (7) and no more than fifteen (15) persons,” the NEO-RLS Board of Trustees will consist of fifteen (15) persons to be elected or appointed from NEO-RLS libraries.

The NEO-RLS Board of Trustees is sometimes hereinafter referred to as “the Board.” NEO-RLS Board of Trustees operates under the authority granted pursuant to the *Ohio Revised Code*, Section 3375.91, and such other and additional authority as may be granted by statute, rule or decision to Boards of Trustees of Regional Library Systems organized under *Ohio Revised Code*, 3375.90 ET. Seq., from time to time.

- B. The Board of Trustees are bound by the Ohio Code of Ethics as outlined in the Administrative Policy Manual.

C. Terms of Office

1. For election process details see the Administrative Policy Manual.
2. All terms of office on the NEO-RLS Board of Trustees shall be three (3) year terms.
3. The term of office for the NEO-RLS President or Vice-President/President-Elect of the Board of Trustees will be automatically extended as needed.
4. NEO-RLS Board of Trustee members may serve up to three full, consecutive, three (3) year terms. Partial terms will not count toward term limits.

D. Board Composition

When possible, the NEO-RLS Board of Trustees will be comprised of the following fourteen (14) dues-paying Library members and one (1) non-dues paying (Geographic Library) member, effective July 1, 2022:

- One (1) At-Large Library member, elected by the voting representatives of the entire membership
- One (1) Geographic Member Library Representative
- One (1) Special Library Representative
- Two (2) Academic Library Representatives
- One (1) School Library Representative
- Nine (9) Public Library members, representative of the Zones below, will be elected by the voting representatives in that category

- One (1) Members from Zone 1 (\$17,500,000-up)*
- Two (2) Members from Zone 2 (\$4,000,000 - \$17,499,999)*
- Two (2) Members from Zone 3 (\$1,500,000 – 3,999,999)*
- Two (2) Members from Zone 4 (\$800,000 - \$1,499,999)*
- Two (2) Members from Zone 5 (Up to \$799,999)

*Public Library Zones are identified by Total Annual Revenue, as reported in the most recent State Of Ohio Library Statistics.

- E. No more than one representative per library may serve on the Board at one time.
- F. If a vacancy occurs on the Board, the President will fill the unexpired term through appointment. If possible, the appointee should be a representative from the same zone or category as the original member. If that is not possible, the President may appoint a representative from any type of library.
- G. If a member is no longer employed in any NEO-RLS library, they may not serve on the board. The President will appoint a new representative. See VIII, F.
- H. A minimum of six (6) meetings of the NEO-RLS Board will be held each fiscal year. Each Trustee will attend all Board meetings or, if unable to attend, notify the Board President and Executive Director. A Board member's second unexcused absence during a fiscal year may be considered voluntary separation from the Board. They will receive written notice of their separation from the President of the Board.
- I. Special meetings of the NEO-RLS Board may be called at the direction of the President, or at the request of three (3) board members for the transaction of business as stated in the call for the meeting with one (1) weeks' notice required.
- J. A quorum for the transaction of business will consist of a simple majority of the NEO-RLS Board.

- K. The agenda will include public comments to be limited to five minutes per speaker. The Board of Trustees' President may grant extended time.
- L. Once elected, Board Members may complete their term even if their library moves to another zone or category.
- M. Board Member Responsibilities: Further Authority

The responsibilities and further authority of the NEO-RLS Board of Trustees will include the following:

1. To elect a Vice President/President-Elect and Secretary of the Board at the organizational meeting held in July of each year.
2. To approve and ratify all NEO-RLS expenditures, transfers, contracts and investments according to the Administrative Policy Manual.
3. To assist in developing and approving the annual NEO-RLS budget and any grant applications submitted by NEO-RLS.
4. To appoint, annually evaluate and, if necessary, dismiss the Executive Director and Fiscal Officer.
5. To approve the employment contracts and fix the compensation each year of the Executive Director and Fiscal Officer. These contracts will span the organizational meeting of the new fiscal year through the organizational meeting of the following fiscal year.
6. To fix the compensation for all NEO-RLS staff based upon the recommendation of the Executive Director.
7. To devise and approve guidelines, policies and other practices at the recommendation of the Membership Council, Board Committees and the Executive Director.
8. To annually review membership dues, fee structures, and long-range plans.
9. To monitor the Bylaws for conformity with law and practice.
10. To review, amend and/or adjust the Bylaws on a bi-annual basis or at the request of the Board.
11. To serve on committees necessary for the evaluation of existing services and operations or the development of new services.
12. To advocate for and expand involvement in NEO-RLS.

N. Board of Trustees: Officers

A Vice President/President-Elect and a Secretary will be elected annually from the Board of Trustees at the organizational meeting in July. Board Officers will serve one-year terms.

1. Duties of the President

- a. To develop the agendas for Board meetings and Membership meetings with the Executive Director.
- b. To convene and preside at Board meetings and Membership meetings.
- c. To serve as an official at all Membership meetings.
- d. To fill Trustee vacancies.
- e. To appoint members to standing committees; to create and fill ad hoc Committees.
- f. To serve as ex officio on all committees.
- g. To serve as Past President.

2. Duties of the Vice President/President-Elect

- a. To preside at Board and Membership meetings in the absence of the Board President.
- b. To succeed the President. A new Vice President/President-Elect will be elected from the Board each year.
- c. To serve as the chair of the Board's Finance Committee.

3. Duties of the Secretary

- a. To record and oversee and certify the recording and distribution of minutes of all meetings of the Board and the Membership Meeting.
- b. To preside at Board and Membership meetings in the absence of the President and Vice President/President-Elect.
- c. To serve as the chair of the Bylaws/Policy Committee.

4. Succession of Leadership

- a. If the Board President is unable to finish the term of office, the Vice President/President-Elect will serve the remainder of the term.
- b. If a vacancy in the office of Vice President/President-Elect occurs, a special election will be held to determine a new Vice-President/President-Elect.
- c. Normally, the Vice President/President-Elect will succeed the President and a new Vice President/President-Elect will be elected from the Board each year.

O. Board Committees

No more than seven Board members may make up each of the Standing Committees of the NEO-RLS Board. Standing Committees of the Board may be chaired by non-Board members with a Board liaison unless otherwise noted. At the beginning of each fiscal year, the Executive Director will advertise Standing Committee openings to the membership, in order to encourage member participation. The members of the Standing Committees will be appointed by the President, with all committee assignments confirmed as soon as possible. The Executive Director and Fiscal Officer shall serve as a resource to all Standing Committees.

Awards – The Awards Committee serves to establish and oversee the categories of awards, their criteria and the application process for the awards to be granted by NEO-RLS. The Committee works with the Executive Director and staff of NEO-RLS to publicize the awards via the website and newsletter. The Committee periodically reviews the criteria for all awards and makes needed recommendations to the Board. The Committee makes recommendations for new awards.

Bylaws/Policy – The Board's Bylaws and Administrative Policy Manual include all policies pertaining to the general operation of NEO-RLS. The NEO-RLS Bylaws/Policy Committee will familiarize themselves with the Bylaws and the Administrative Policy Manual and review them for their current implementation. Sections will be referred to staff, Board, and committees to recommend needed changes. The Bylaws may be amended by two-thirds vote of the NEO-RLS Board, after notifying all Membership Council representatives of the complete proposed alteration or amendment(s) at least 30 days in advance. The Bylaws and Administrative Policy Manual will be distributed to all board members in July. When possible, the Executive Director will inform the Committee of areas that need addressed so a well-developed policy can be established and adopted to deal with the identified issues. The Committee will review and make changes with input from the NEO-RLS staff. The Bylaws/Policy Committee is chaired by the Secretary.

Diversity, Equity and Inclusion (DEI) Strategies – The DEI Strategies Committee serves as a resource to the Executive Director in the areas of diversity, equity and inclusion in

order to promote a diverse work force, foster DEI in policies, practices, programming and services, and ensure that the staff, Board members and member libraries and their employees understand that DEI work is everyone's responsibility. The Committee will also make recommendations for the recruitment of a diverse community of Board members, Committee members, program presenters and future staff members using a DEI lens.

Finance - The Finance Committee serves as a resource to the Executive Director and Fiscal Officer in the areas of financial and budgetary matters. It is the Executive Director and Fiscal Officer's responsibility to monitor the budget and alert the Committee and Board to potential problems. The Committee will ensure that NEO-RLS' goals are met through the best possible application of the available funds. The Finance Committee is chaired by the Vice-President/President-Elect.

Nominating - Annually the Nominating Committee will meet after new Board of Trustee members have been elected in order to develop a slate of nominees for the next year. Every attempt will be made to identify qualified, potential candidates for the positions of Vice President/President-Elect and Secretary. A slate of at least one candidate will be presented following nominations from the floor at the Board Meeting. The election of officers will be conducted at the organizational meeting in July, following the swearing in of new Board Members. In selecting possible candidates, the Committee is encouraged to seek out individuals who have not served as officers recently. Careful attention should be given to ensuring representation of all types of libraries. The Nominating Committee is chaired by a Board member.

Personnel – Because it deals with issues of legality and confidentiality, only Board members can serve on the Personnel Committee. The primary responsibility of the Personnel Committee is to conduct an annual review of the existing personnel policies and make recommendations for changes, additions, or deletions. These will be brought before the Board for action. When necessary, proposed changes will be reviewed by legal counsel. If possible, any changes and written rationale should be sent to the Trustees prior to the meeting at which they will be discussed. Working with the Executive Director, the Committee will review all job descriptions as needed. The Committee will review the recommendations of the Executive Director concerning salaries, salary ranges, pay rates or benefits for the next fiscal year in conjunction with the Finance Committee. The Committee will solicit input annually from all Board members concerning the performance of the Executive Director and the Fiscal Officer. This will then be reviewed by the Committee. Should any personnel issues arise to the grievance level, the Committee will review them and make recommendations and consult legal counsel when necessary. The Personnel Committee is chaired by a Board member.

Ad Hoc Committees may be appointed by the President to address a specific purpose. Ad Hoc Committees serve for a limited period of time and may be chaired by non-Board members with a Board liaison.

P. Application for NEO-RLS Staff Position by Board Member

Any NEO-RLS Board Member who wants to apply for a NEO-RLS staff position must first resign his or her position on the NEO-RLS Board of Trustees.

Article IX. Staff

The NEO-RLS Board of Trustees will appoint the Executive Director/Deputy Fiscal Officer and Fiscal Officer and confirm staff in accordance with the *Ohio Revised Code*, Section 3375.91.

Article X. Parliamentary Authority

Meetings of the Board of Trustees will use parliamentary procedures as outlined in *Robert's Rules of Order Newly Revised*, current edition, when consistent with the NEO-RLS Bylaws or with the *Ohio Revised Code*.

Article XI. Dissolution of Organization

The NEO-RLS Board of Trustees may dissolve this organization in accordance with the *Ohio Revised Code*, Section 3375.93.

Article XII. Adoption and Amendments

These Bylaws were adopted by unanimous approval of the representatives appointed by the governing bodies, as defined in the *Ohio Revised Code*, Section 3375.90 (A), of the member libraries. These Bylaws may be altered or amended by the NEO-RLS Board of Trustees. Notice of any such recommendation will be given to the Membership Council at least thirty (30) days in advance, before they go into effect.