Traverse des Sioux Library System

Board of Directors

Bylaws

Article I
Designation

Section 1. The name of the organization is the Traverse des Sioux Library System (TdS), with headquarters in Mankato, Minnesota. TdS is simultaneously a regional library system and a multicounty, multitype library system, providing services to all libraries in the nine-county area of south-central Minnesota (Blue Earth, Brown, Faribault, Le Sueur, Martin, Nicollet, Sibley, Waseca, and Watonwan). TdS is organized under Minnesota Statutes Section 134.

Article II
Purpose

Section 1. TdS's objective is to fulfill all legal purposes, provided that the primary purpose of TdS is exclusively charitable, scientific, literary, or educational within the meaning of Section 50l(c)(3) of the Internal Revenue Code, as amended, or such other provisions of Minnesota or federal law as may from time to time be applicable.

No substantial part of the activities of TdS shall be for the carrying on of propaganda or otherwise attempting to influence legislation; and TdS shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. TdS shall not engage in political activities, of any kind or nature, using state funds.

Article III
Membership

Section 1. Membership in this organization is open to all public libraries, academic libraries, school library media centers, and special libraries or information centers in the nine-county area designated in Article 1.1.

Section 2. Each library must meet the definition of its type of library as stated in the Minnesota Statutes.

Section 3. The Board of Directors of the Traverse des Sioux Library System consists of 13 members: one from each of the nine counties and one from each of the four types of libraries in the System: academic, public, school, and special.

Section 4. Each Board member must be appointed or elected to his or her position as follows.

Members from each county must reside in that county and be appointed by their respective Board of County Commissioners and must be a current member of their city, county, or district library board. In the absence of a current member of a city, county, or district library board who is able to serve, the Board of County Commissioners may appoint a suitable representative to the Board.

Members from the four types of libraries—academic, public, school, and special—are elected by their member peers. TdS coordinates the nominations and elections using email or an online survey or voting tool. The top executive or manager, or designated surrogate, of each member library is eligible to vote and to serve on the Board. A member library reflects the organization that signed the membership agreement. For example, the Mankato Area School District is one member.

Section 5. One or more alternates may be appointed (for county members) or elected (for library members) for each position.

Section 6. In accordance with Minnesota state law, Traverse des Sioux Library System Board members shall not be eligible to serve more than three consecutive three-year terms. A partial term of less than 18 months does not count toward the term limit in terms or years served. A Board member reaching the term limit is eligible to serve again after 12 months.

Section 7. No individual who has sole appointing authority for a library board may be appointed as a Board member.

Article IV
Duties of the Board of Directors

Section 1. The Board shall promulgate policies on behalf of the Traverse des Sioux Library System.

Section 2. The Board shall hire and/or terminate an Executive Director.

Section 3. The Board shall conduct an annual review of the Executive Director.

Section 4. The Board shall approve the annual budget and oversee its implementation.

Section 5. The Board shall convene the Multicounty Multitype Advisory Council at

minimum annually.

Section 6. The Board shall create additional standing, special, or ad hoc committees as it deems necessary.

Section 7. The Board shall work with the Executive Director in the administration of the Traverse des Sioux Library System as well as with all boards, member library staff, and public officials within the region to provide good regional library service.

Section 8. Board members shall review, approve, and sign contracts and federal, state, and other grant applications and reports.

Section 9. Board members shall establish policies and short- and long-term goals, with periodic review. Board members shall also assist in the development and adoption of a strategic plan and shall periodically review and revise the plan.

Article V
Duties of Individual Board Members

Section 1. Board members shall prepare for, attend, and participate in monthly Board meetings.

Section 2. Board members shall serve on various committees and be willing to serve as officers of the Board if nominated and elected.

Section 3. Board members shall attend annual orientation sessions, regional workshops, and other training opportunities when possible and necessary to expand their knowledge of the system and effective leadership. Board members shall consider membership in the Minnesota Library Association and its subgroup the Minnesota Library Trustees and Advocates (MLTA).

Section 4. Board members shall represent the interests of member libraries and their citizens, while seeking to improve library services throughout the region. Board members, when sitting and serving as such, owe a fiduciary duty to the Traverse des Sioux Library System, rather than to the specific library board that appointed them, or to their employer, in the case of the library representatives.

Section 5. Board members shall abide by majority decisions reached by the Board and support these decisions.

Section 6. Board members shall advocate for improved library services and adequate library funding to local, state, and federal elected officials (including attendance at events, such as the annual Library Legislative Day in St. Paul and other regional legislative events).

Section 7. Board members shall strive for adequate funding, assist in budget preparation, and adopt and provide fiscal oversight for the annual operating budget.

Section 8. Board members shall keep abreast of library standards and trends.

Section 9. Board members shall help determine and advocate for reasonable staff salaries and benefits.

Section 10. Board members shall become familiar with and support basic library issues and principles such as: Intellectual Freedom, Library Bill of Rights, Freedom to Read, and other equitable provisions of public library services.

Section 11. Board members shall become familiar with the statutory purpose, function, powers, and limitations of Minnesota libraries, including annually reading Minnesota Statutes Chapter 134.

Section 12. If a Board member is absent from three consecutive meetings without sufficient reason, without alternate representation, or without notification, they shall be contacted by the Executive Director. If no sufficient reason is given, the Board shall notify the county commissioners requesting a replacement.

Section 13. Board alternates shall have the same powers as board members when they substitute for a regular meeting. Alternates are encouraged to attend at least one meeting of the Traverse des Sioux Board each year, preferably with the regular board member.

Section 14. The Oath of Office for board members shall be administered in writing and shall be as follows.

> I do swear to support the Constitution of the United States and of this state of Minnesota, to discharge faithfully the duties of this office to the best of my judgment and ability; to represent the Traverse des Sioux Library System, both to the people and to the governing officials; to see that adequate funds are obtained for good library service; to promote the best possible use of all library resources in the area; to improve existing library service; and to ensure service throughout the population served.

Article VI
Officers

Section 1. The Board of Directors shall elect a President, Vice President, Secretary, and Treasurer at its regular organizational meeting each year.

Section 2. An officer may succeed his or herself, but may not serve more than two consecutive years in one type of office. A Board member may serve again in that office after a minimum of one year. For example, a board member may serve as Vice President for two years, then as Secretary for one year, then again as Vice President for two years. It is the goal of the organization to encourage broad Board member participation as officers while simultaneously ensuring continuity.

Section 3. The President of the Board shall preside at all meetings, appoint all committees, authorize calls for any special meetings, and generally perform the duties of the presiding officer.

Section 4. The Vice President shall assume the duties of the President in the event of the absence or disability of the President.

Section 5: The Secretary shall review and sign official meeting minutes and other documents.

Section 6. The Treasurer, or appointed designees, shall sign/authorize all checks and payments for TdS. Two signatories are required. Appointed designees are on file at the bank and authorized annually by the Board. The Treasurer should be willing and able to regularly visit the TdS office to sign checks and payments.

Article VII
Executive Director Responsibilities and Duties

Section 1. The Executive Director is the administrative officer of the Traverse des Sioux Library System and works with the Board, directors' council, library staff, and public officials to initiate and develop regional library service.

Section 2. The Executive Director shall propose policies, plans, and programs for consideration of the Board.

Section 3. The Executive Director shall execute and implement policies and programs adopted by the Board.

Section 4. The Executive Director shall hire, set the terms of employment of, and dismiss such other professional and non-professional staff as may be required from time to time.

Article VIII
Committees

Section 1. The Board will meet as a committee-of-the-whole, unless the Board establishes special committees.

Section 2. The Executive Committee is the four elected officers of the board, chaired by the President. From time to time, the board may authorize the Executive Committee to meet and take action on items that cannot be addressed by the full board due to time or other constraints.

Section 3. The Multicounty Multitype Advisory Committee meets the requirements of Minnesota Statute 134.351 Subd.4 (a) and meets at least annually. The President appoints the members annually.

Section 4. Members of special committees are appointed by the President, generally at the regular board meeting following the annual organizational meeting. Special committees are chaired by a Board member. Board members, alternates, and member library staff may be members.

These special committees include:

- Executive
- Bylaws and Policy
- Finance and Budget
- Personnel
- Strategic Planning
- Arts and Cultural Heritage Funds (ACHF)

Section 5. Standing Committees are established to address a short-term or fixed-time purpose. Standing committee members are appointed by the President and may include Board members or alternates, member library staff, and committee members. Standing committees are chaired by a Board member.

Section 6. If a committee member is no longer able to serve, or no longer is a qualified representative of the type of library for which he or she was appointed to represent, the President shall appoint a replacement who fits the qualifications of the position.

Section 7. All committees described in sections 3-5 develop a committee charge that is approved and reviewed annually by the board. The charge includes the purpose of the committee, recommended committee membership (types and numbers of members), length of terms, meeting schedule, and responsibilities and duties of the members.

Section 8. TdS staff may participate in appropriate board committee meetings but are not members and do not vote.

Section 9. Non-board committees: TdS office staff and members frequently self-organize non-board committees to advance their work. Examples include the Directors' Council, children's work group, automation system users group, and digital collections committee.

Article IX
Mileage and Expenses

Expenses incurred by Board members that are not reimbursed by another organization, such as a county government or library, are to be submitted to the Board. subject to these clarifications and exceptions.

- Board members are reimbursed for mileage, not expenses, for in-region TdS travel.
- Board members may be reimbursed for membership dues to state library associations.
- Board members may be reimbursed for mileage and expenses when attending out-of-region meetings or events, like state conferences or trainings, using the same

forms and policies as those that govern the staff.
- Prior Board approval for travel reimbursements for out-of-region travel is required.

Article X
Meetings

Section 1. The monthly meeting of the Traverse des Sioux Library System board shall be held at the headquarters site, unless otherwise designated.

Section 2. The organizational meeting with the election of officers shall be held at the time of the first regular meeting of the fiscal year, and such officers shall serve until new officers are elected.

Section 3. Special meetings may be called by the President, or upon a written request of five members, for the transaction of business stated in the call for the meeting.

Section 4. The order of business at regular meetings shall be as follows.
- Call to Order
- Approval of Agenda
- Approval of Minutes
- Correspondence
- Review of Financial Reports
- Approval of Bills
- President's Report
- Executive Director's Report
- Staff Reports
- Board Committee Reports
- Other Committee Reports
- Old Business
- New Business
- Board Members' Exchange

This may be amended by a majority vote of the members in attendance at the beginning of the meeting.

Section 5. A quorum for the transaction of business shall consist of a majority of the regular members of the entire board (e.g. 13 total members; 7 is a quorum).

Section 6. In all parts not covered by these bylaws, the Governing Board shall be governed in its procedure by *The New Robert's Rules of Order, Newly Revised*.

Article XI
Amendments

The bylaws may be amended by making a proposal at a regular meeting and voting on the proposal at the next meeting. A favorable vote will be obtained by the same number of votes that

constitute a quorum. The call of the meeting, regular or special, shall contain the proposed amendment.

Article XII
Dissolution

Section 1. When, due to legislative action or if the majority of the membership and the Governing Board members deem it beneficial to the interest of the members of the Traverse des Sioux Library System that the system be dissolved, the Governing Board shall, after paying or making provisions for the payment of all of the system's liabilities, dispose of all the assets of the system exclusively for the purposes of the system in such manner or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as the Governing Board shall determine.

Section 2. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes; provided always that none of the assets shall vest in or be distributed to, or the net income of which may inure to the benefit of, any private member or individual.

Article XIII
Compliance with Statute

It is the specific intent of the Traverse des Sioux Library System that these bylaws comply with the laws governing such institutions in the State of Minnesota. To the extent that these bylaws are found to be vague or open to more than one interpretation, they shall be interpreted so as to comply with state law. To the extent that any specific provision shall be found to contradict state law, that specific provision shall be ignored and matters addressed by that provision shall be governed by state law, and the remainder of these bylaws shall survive unaltered.

_____ _____

TdS Board President Date

_____ _____

TdS Executive Director Date