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**B Y L A W S
O F
P R A I R I E C A T**

ARTICLE I - AUTHORITY

PRAIRIECAT is established pursuant to the intergovernmental cooperation clause as set forth in Article VII, Section 10 of the Constitution of the State of Illinois, the Intergovernmental Cooperation Act, 5 ILCS 220/1 *et seq.* PRAIRIECAT shall not have or exercise any power which is not granted to a public library pursuant to Illinois law.

ARTICLE II – DEFINITIONS

Administrative Council – consists of eleven (11) elected representatives from the Delegates Assembly.

Delegates Assembly – consists of a representative from each Fully Participating and Basic Online Member as well as four Union Listing representatives
Executive Committee – consists of the Chair, Vice Chair/Chair Elect, Secretary and Treasurer of the Administrative Council/Delegates Assembly.

Fully Participating Member – a library that has use of all existing application programs as described in Exhibit B to the Second Amended Intergovernmental Agreement, Functionality by Membership Level and whose users have full access to the benefits of the ILS. Fully Participating members are voting members and may hold any office.

Basic Online Member – a library that has limited use of existing application programs as described in Exhibit B to the Second Amended Intergovernmental Agreement, Functionality by Membership Level and whose users have limited access to the benefits of the ILS. Basic Online members are voting members and may hold any office.

Union Listing Member – a library that contributes its holdings to the database for resource sharing activities only and has limited use of existing application programs, as described in Exhibit B to the Second Amended Intergovernmental Agreement, Functionality by Membership Level. Patrons of the library are not included as part of the patron database of the integrated library system. Union Listing members are welcome to serve on Standing Groups.

Union Listing Representatives: The Union Listing members will select four Representatives to be the group’s Delegates at Delegates Assembly meetings. Each of the four Union Listing Representatives will have voting privileges at Delegates Assembly meetings. No alternates may be designated. Union Listing Representatives may hold the office of an At Large member of the Administrative Council.

Standing Groups – consists of four groups: Circulation, Technical Services, Technology, and the Training & Enhancements Committee.

Administrative Council Committees – permanent or ad hoc committees created by the Administrative Council to address specific charges.

ARTICLE III - ADMINISTRATIVE COUNCIL

SECTION 1. GENERAL POWERS AND DUTIES. To the extent not otherwise expressly provided in these Bylaws, the affairs of PRAIRIECAT shall be managed by its

Administrative Council. In addition, the Council shall have the following specific duties:

- To set policy and direction at an operational level;
- To receive and approve recommendations from standing groups;
- To oversee fiscal operations of the consortium;
- To make recommendations to the Delegates Assembly regarding major purchases outside the approved budget;
- To create the strategic plan for PRAIRIECAT;
- To assist in the evaluation of vendors and contractors;
- To appoint Open Meetings Act and Freedom of Information Act officers;
- To review agreements and bylaws at least every 3 years; and
- To complete other tasks as assigned by the Executive Committee or Delegates Assembly.

SECTION 2. MEMBERS OF ADMINISTRATIVE COUNCIL. The number of members of the PRAIRIECAT Administrative Council shall be eleven (11) elected representatives from the Delegates Assembly. Their members will include:

- Two (2) delegates representing Tier 1 public library constituencies
- Two (2) delegates representing Tier 2 public library constituencies
- Two (2) delegates representing Tier 3 public library constituencies
- One (1) delegate representing academic, school and special member libraries
- Four (4) delegates serving on an At Large basis from any library type

The public library tiers are further delineated in the PRAIRIECAT General Policy Manual.

No more than one representative from the same member library can serve as a voting member on the Administrative Council at the same time.

SECTION 3. TERMS OF OFFICE. Each Council member shall serve a term of three years. Council members may serve only two (2) consecutive elected terms, regardless of the length of the term. Council appointments for less than six months to cover members departing before the end of their term do not count against the consecutive term limitation. The six-year term limit applies to an individual Council member, and does not limit a library from having different individuals serve as representatives on the Administrative Council for more than two consecutive terms.

SECTION 4. ELECTIONS. The Administrative Council Nominating Committee, composed of at least three (3) members of the Delegates Assembly, shall be charged with developing a slate of candidates for election. The Committee shall actively recruit candidates over the course of each election year cycle. In addition to candidates recruited by the Committee, members of the Delegates Assembly may nominate themselves or other candidates. Candidates shall select the category in which they are running. Union Listing Representatives are eligible to run for At Large seats only.

Each Fully Participating and Basic Online Member will vote for its own category and for the At Large seats in each election. Union Listing Representatives are eligible to vote for At Large seats only. Elections shall be held by electronic ballot. The time of beginning and closing of the ballot and the reporting of the results shall be fixed by the Administrative Council.

SECTION 5. MEETINGS. The Administrative Council shall establish a schedule of regular meetings as it deems appropriate, except that the Administrative Council shall meet no less frequently than once each quarter of each fiscal year. Meetings of the Administrative Council will be held customarily at PRAIRIECAT Headquarters or a Member Library, but under special circumstances they may be held at another location convenient to the public with prior approval of the Administrative Council. Robert's Rules of Order, Newly Revised Edition, shall be applicable to the conduct and business of such meetings on all matters not covered by these Bylaws. Meetings shall be noticed, held and otherwise conducted in conformance with the Illinois Open Meetings Act. The PRAIRIECAT Chair or Director shall ensure that the packet of materials for each meeting of the Administrative Council is transmitted to each member of the Administrative Council.

SECTION 6. SPECIAL MEETINGS. Special meetings of the Administrative Council may be called by or at the request of the Chair, the Vice Chair, or any three (3) members of the Administrative Council. Special meetings will be held at PRAIRIECAT headquarters or a Member Library, but under special circumstances they may be held at another location convenient to the public and with the prior approval of the Administrative Council.

SECTION 7. NOTICE. Subject to the provisions of Section 6 above, no further notice of annual or regularly scheduled meetings of the Administrative Council need be given to the individual members of the Administrative Council.

Except as hereinafter provided, notice of any special meeting of the Administrative Council shall be given at least forty-eight (48) hours prior thereto in accordance with the Open Meetings Act.

In the event that the Chair, Vice Chair, or any three (3) members of the Administrative Council shall determine that there is a financial or other emergency to PRAIRIECAT, an emergency special meeting of the Administrative Council may be held if reasonable notice thereof is given by telephone or electronic telecommunications prior to such meeting.

Notice of any meeting of the Administrative Council may be waived by electronic telecommunications or in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a member of the Administrative Council at any meeting shall constitute a waiver of notice of such meeting, except where a member of the Administrative Council attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The purpose of any special meeting of the Administrative Council and the business to be transacted thereat shall be specified in the notice or waiver of notice of such meeting.

SECTION 8. QUORUM. A majority of all members of the Administrative Council must be physically present, pursuant to Illinois law, and shall constitute a quorum of the Administrative Council for the transaction of business at any meeting of the Administrative Council, provided that if less than a quorum of the members of the Administrative Council is present at said meeting, a majority of the members of the

Administrative Council present may adjourn the meeting to another time without further notice. Regular in-person attendance by Council members is expected to ensure quorum.

SECTION 9. VOTING. Except as provided elsewhere in these Bylaws, a simple majority of a quorum shall be sufficient to pass on all matters. All votes will be taken at a PRAIRIECAT Administrative Council meeting. Council Members participating electronically may also vote. No substitutes or proxies shall be allowed to vote in the place of a Council Member.

Voting procedures will be reviewed annually by the PRAIRIECAT Administrative Council. Amended procedures shall become effective upon approval by Delegates Assembly following the procedures in effect prior to amendment.

SECTION 10. COMPENSATION. Members of the Administrative Council shall not receive any compensation for their services.

SECTION 11. VACANCY AND REMOVAL OF COUNCIL MEMBERS. The Council may declare a vacancy in the office of Council member when an elected or appointed Council Member has three (3) consecutive unexcused absences, if a majority votes to remove that Council Member. The Council may also declare a vacancy if a Council Member declines, fails, or is unable to serve.

If a Council Member vacates office and there are six months or more left on the term, a special election will be held from the same representative group or type. If there are fewer than six months remaining in the member's term, the Chair, or in the absence of the Chair, the Vice Chair, shall appoint a replacement from the same representative group or type to complete the term.

ARTICLE IV – EXECUTIVE COMMITTEE

SECTION 1. EXECUTIVE COMMITTEE. The Executive Committee of PRAIRIECAT shall be composed of the Chair, the Vice Chair (who shall be the Chair-Elect), the Secretary, and the Treasurer. The Executive Committee shall contribute agenda topics; receive and prepare information for Administrative Council review and action; act on behalf of the Administrative Council in urgent matters; schedule special meetings of the Administrative Council; and take such other action as may be directed by the Administrative Council.

The Executive Committee shall adopt rules for its own government not inconsistent with the Intergovernmental Agreement, these Bylaws or with directives established by the Administrative Council, which rules shall be in writing and shall be submitted to the Administrative Council for approval before being put into effect.

A quorum of the Executive Committee shall consist of a 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.

The officers shall be elected by the Administrative Council at the last general meeting before the end of PRAIRIECAT'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 Administrative Council are eligible for election to the office of Chair, Vice Chair, Secretary and Treasurer.

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 Administrative Council.

SECTION 2. ELECTION AND TERM OF OFFICE. The term of office for each officer shall be for one (1) fiscal year of PRAIRIECAT.

The person elected as Vice Chair shall, after serving his/her term as Vice Chair, serve as Chair of PRAIRIECAT for the succeeding fiscal year.

Each officer shall hold office until his/her successor shall have been duly elected or until he/she shall resign, vacate office or shall have been removed in the same manner set forth herein. Election of an officer shall not of itself create contract rights.

SECTION 3. VACANCIES. In the event that the office of Chair becomes vacant, the Vice-Chair shall assume the duties of the Chair, and the Council shall elect one of its members to the office of Vice-Chair for the remainder of the term. In the event one of the other offices becomes vacant, the Council shall elect one of its other members to fill the remainder of the term at the next Council meeting.

SECTION 4. REMOVAL. Any officer elected or appointed by the Administrative Council may be removed by a two-thirds (2/3) vote of a quorum of Council Members whenever in its judgment the best interests of PRAIRIECAT would be served thereby.

SECTION 5. CHAIR. The Chair shall be the executive officer of the Council and shall have general supervision of the group. The Chair shall create agendas and preside at all meetings of the Council and Delegates Assembly. The Chair shall appoint all committees and liaisons to other groups. The Chair, with the concurrence of the Administrative Council, shall establish Standing and Ad Hoc Committees as deemed necessary to support the normal functions, special activities and purposes of PRAIRIECAT. Except in those instances which the authority to execute is expressly delegated to another officer or agent of PRAIRIECAT or a different mode of execution is expressly prescribed by the Administrative Council or these Bylaws, he/she may execute for PRAIRIECAT any contracts, deeds, mortgages, or other instruments which the Administrative Council 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 Administrative Council, according to the requirements of the form of the instrument.

SECTION 6. VICE CHAIR/CHAIR-ELECT. The Vice Chair is the Chair-Elect. In the absence of the Chair or in the event of the Chair's inability or refusal to act as mandated by the Administrative Council, the Vice Chair shall perform the duties of the Chair, and when so acting shall have all the powers of and be subject to all the

restrictions upon the Chair. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of PRAIRIECAT or a different mode of execution is expressly prescribed by the Administrative Council or these Bylaws, the Vice Chair may execute for PRAIRIECAT any contracts, deeds, mortgages or other instruments which the Administrative Council 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 Administrative Council, according to the requirements of the form of the instrument.

SECTION 7. TREASURER. The Treasurer shall be the principal accounting and financial officer of PRAIRIECAT. In performing these duties, the Treasurer shall oversee the work of the agent, consultant or independent contractor hired to perform financial services for PRAIRIECAT. He/she shall:

- a. have charge of and be responsible for the maintenance of adequate books of account for PRAIRIECAT;
- b. have charge and custody of all funds and securities of PRAIRIECAT, and be responsible therefore, and for the receipt and disbursement thereof and, subject to the provisions of Section 4 of Article VI below, shall deposit such funds and securities in such banks as the Administrative Council 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 Chair or by the Administrative Council; and
- d. shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Administrative Council shall determine, which bond shall be paid for by PRAIRIECAT.
- e. the Treasurer shall serve as a member of the Finance Committee of the Administrative Council or of any other such committee created by the Administrative Council for consideration of annual budgetary matters.

SECTION 8. SECRETARY. The Secretary shall record the minutes of the meetings of the Administrative Council, Executive Committee and Delegates Assembly meetings. The Secretary shall also 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 PRAIRIECAT; keep a register of the post office address of each member of the Administrative Council, which addresses shall be furnished to the Secretary by such member of the Administrative Council; 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 Chair or by the Administrative Council. In the absence of the Secretary, the Chair shall designate another Administrative Council member as Secretary Pro Tem to keep the minutes.

ARTICLE V - DELEGATES ASSEMBLY

SECTION 1. POWERS AND DUTIES. The Delegates Assembly shall have the following specific duties:

- To provide input to help shape Administrative Council decisions
- To receive the proposed budget at its October meeting;
- To approve the budget at its April meeting;
- To vote for open seats on the Administrative Council;
- To receive and review reports regarding PRAIRIECAT's business during the prior fiscal year;
- To approve the strategic plan; and
- To approve any purchases over \$20,000 not in the approved budget.

SECTION 2. MEMBERS. Each Fully Participating or Basic Online Member Library shall appoint its Chief Administrator or another staff member to act as the Fully Participating or Basic Online Member Library's representative ("Delegate") on the Delegates Assembly. The Delegate may also designate, in writing, an alternate to vote in their absence. The list of delegates and their alternates shall be provided to all Members.

Four representatives as chosen by the Union Listing members to have voting privileges at Delegates Assembly meetings. No alternates may be designated.

Each Delegate shall vote in accordance with the authority conferred by the Governing Body of the Member Library making the appointment.

For purposes of these Bylaws, the term "Governing Body" 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.

SECTION 3. MEETINGS. Attendance at Delegates Assembly is required of all Fully Participating and Basic Online PRAIRIECAT members and the four Union Listing representatives, per the PRAIRIECAT Intergovernmental Agreement. The Delegates Assembly shall meet at least quarterly, in January, April, July and October. Annually, the Delegates Assembly shall establish dates and locations of its meetings and shall notify all Delegates of the dates and locations by July 30. Robert's Rules of Order, Newly Revised Edition, shall be applicable to the conduct and business of such meetings on all matters not covered by these Bylaws. Meetings shall be noticed, held and otherwise conducted in conformance with the Illinois Open Meetings Act. The PRAIRIECAT Chair or Director shall transmit to each member of the Delegates Assembly the packet of materials for each meeting of the Delegates Assembly.

Non-Attendance Fines:

- If a member library or Union List Delegate is not represented by their Delegate or Alternate at two of the four scheduled Delegates Assembly meetings, a fine in the amount of \$150 will be assessed to that member library.

- If a member library is not represented at the Delegates Assembly by their Delegate or Alternate **in person** at least once a year, a fine in the amount of \$150 will be assessed to that member library. This requirement is waived for Union List Delegates.

The maximum annual fine for non-attendance for each member library will be \$150.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Delegates Assembly may be called if at least one quarter (1/4) of the Delegates request a special meeting or if the Administrative Council calls such a meeting. If the Administrative Council calls a special meeting of the Delegates Assembly, the Council will set the agenda for the meeting. Special meetings will be held at a location convenient to the public and with the prior approval of the Administrative Council.

SECTION 5. NOTICE. Notice of any special meeting of the Delegates Assembly shall be given at least five (5) business days prior thereto by telephone, by electronic telecommunications or by written notice to each Delegate at his/her address as shown by the records of PRAIRIECAT. If given by electronic telecommunication, such notice shall be deemed to be delivered when the electronic telecommunication is sent, provided, however, that the electronic communication must be filed with the minutes of proceedings of the Delegates Assembly. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. The purpose of any special meeting of the Delegates Assembly and the business to be transacted at the meeting shall be specified in the notice.

SECTION 6. QUORUM. A majority of all Delegates must be physically present, pursuant to Illinois law, and shall constitute a quorum of the Delegates Assembly for the transaction of business at any meeting of the Delegates Assembly, provided that if less than a quorum of the members of the Delegates Assembly is present at said meeting, a majority of the members of the Delegates Assembly present may adjourn the meeting to another time without further notice.

SECTION 7. VOTING. Except as provided elsewhere in these Bylaws, a majority vote of Delegates participating in the meeting shall be sufficient to pass on all matters. All votes will be taken at a Delegates Assembly meeting. Delegates participating electronically (via audio or video teleconference) may also vote. No substitutes or proxies shall be allowed to vote in the place of a Delegate or their designated Alternate.

A minimum of ten (10) days notice by telephone, by electronic telecommunications or by written notice shall be provided to each Delegate at his/her address as shown by the records of PRAIRIECAT to Members before the Delegates Assembly meeting at which the following items are to be voted on:

- For all matters of business brought before the Delegates Assembly not specified below in this Section 7.

A minimum of ten (10) days notice by telephone, by electronic telecommunications or by written notice shall be provided to each Delegate at his/her address as shown by the records of PRAIRIECAT to Members before the Delegates Assembly meeting at which the following items are to be voted on and these items must receive a two-thirds (2/3) vote of all Fully Participating and Basic Online libraries:

For approval of the budget, approval of bylaws changes, all contracts and any matter of capital improvements of hardware or software purchased which have an impact in excess of \$5,000.00 on any Member

A minimum of forty-five (45) days notice by telephone, by electronic telecommunications or by written notice shall be provided to each Delegate at his/her address as shown by the records of PRAIRIECAT to Members before the Delegates Assembly meeting at which the following item is to be voted on and this item must receive a two-thirds (2/3) vote of all Fully Participating and Basic Online libraries:

- For the dissolution of PRAIRIECAT.

ARTICLE VI - FINANCIAL MATTERS

SECTION 1. BUDGET. In October of each year, the Council shall prepare and submit a proposed budget for the forthcoming fiscal year to the Delegates Assembly. PRAIRIECAT's fiscal year shall commence on July 1 and conclude on June 30 of the next succeeding calendar year. The fiscal year of PRAIRIECAT may be changed from time to time by written resolution of the Administrative Council.

The proposed budget shall be approved by a vote of two-thirds (2/3) of all the representatives of the Delegates Assembly at its April meeting. Line item transfers during the fiscal year may be made by the Administrative Council in accordance with the Fiscal Accountability policy. In case of an emergency when the Delegates cannot meet or attain quorum for some reason, the Administrative Council can tentatively approve moving forward with the draft budget and fee schedule, pending formal approval at the next Delegates Assembly.

Should the Administrative Council during the course of any fiscal year determine that the approved budget of PRAIRIECAT requires amendment, the Administrative Council shall prepare, tentatively approve, and submit to the Delegates Assembly for approval an amended budget in the same manner as hereinbefore required. The Delegates Assembly shall have the same period of time to pass upon any proposed amendment and shall act upon same in the same manner as hereinbefore provided.

For the purposes of these Bylaws, the term "budgeted items" shall mean:

- a. any items which are specifically described in an approved budget of PRAIRIECAT when the expenditures for any such items do not exceed the dollar appropriation therefore set forth in the approved budget.

- b. any items which are generally described in an approved budget of PRAIRIECAT when the expenditures for any such items do not exceed the dollar appropriation therefore set forth in the approved budget.

SECTION 2. CONTRACTS AND EXPENDITURES. The Administrative Council may authorize any officer or officers, agent or agents of PRAIRIECAT, 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 PRAIRIECAT and such authority may be general or confined to specific instances. PRAIRIECAT may contract with agents, employees, vendors, independent contractors or other entities for administrative services, accounting/fiscal services, or any services necessary to carry out and accomplish the purposes of PRAIRIECAT.

Any purchase by PRAIRIECAT for services, materials, equipment or supplies, other than professional services, with a value greater than \$5,000 but less than \$20,000 shall be made, whenever feasible, on the basis of three or more competitive quotations.

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 PRAIRIECAT, shall be signed by such officer or officers, agent or agents of PRAIRIECAT in accordance with the Fiscal Accountability Policy.

SECTION 4. DEPOSITS. All funds of PRAIRIECAT shall be deposited from time to time to the credit of PRAIRIECAT in such banks, trust companies, or other depositories as the members of the Administrative Council may approve; provided, however, that all such deposits and investments shall be in financial institutions in which monies of public libraries may be deposited or invested in, in compliance with the requirements of 30 ILCS 225/1 *et seq.* and 30 ILCS 235/1 *et seq.*

SECTION 5. GIFTS. The Administrative Council may accept or reject on behalf of PRAIRIECAT any contribution, gift, bequest or devise for the general purposes or for any special purpose of PRAIRIECAT.

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 Administrative Council. Such audit shall include a report to the Administrative Council and the professional opinion of the accountant as to the financial status of PRAIRIECAT and as to the accuracy of the audit.

SECTION 7. PAYMENTS. Each Fully Participating or Basic Online Library shall pay in full its share of the financial obligations incurred by PRAIRIECAT, such payment to be made within forty-five (45) days of the date of the invoice and received by PRAIRIECAT within sixty (60) days of the date of the invoice. If payment is not received within 60 days, a late charge of the greater of \$10.00 or 1.5% of the bill due will be assessed. Regular billing statements will be transmitted to all Member

Libraries, together with PRAIRIECAT's regular financial and budgetary reports, on a quarterly basis.

Each Union Listing Library shall pay in full its share of the financial obligations incurred by PRAIRIECAT, such payment to be made by December 1 and received by PRAIRIECAT by December 10. If payment is not received by December 10, a late charge of the greater of \$10.00 or 1.5% of the bill due will be assessed. Billing statements will be transmitted to Union Listing Libraries on an annual basis by October 1.

SECTION 8. INTEREST. All interest earned by PRAIRIECAT funds will be credited to shared PRAIRIECAT funds.

SECTION 9. CAPITAL RESERVES. Capital reserve funds are designated and intended for emergencies, planned replacements of ILS equipment and software, enhancements to the integrated library system, and other expenses as approved by PRAIRIECAT members. All expenditures from Capital Reserves require prior approval by the Delegates Assembly.

ARTICLE VII – STANDING GROUPS

The following Standing Groups are established: Circulation Committee (CircC), Technical Services Committee (TechC), Technology Group (known as “Computer Keepers”), User Experience Committee, and the Training & Enhancements Committee. Membership on CircC and TechC is comprised of elected members; membership on the Technology Group, the User Experience Committee, and the Training & Enhancements Committee is open to any interested member. Other Standing Groups may be established by the Administrative Council. The Standing Groups and their subgroups are primarily attended by employees of the Members and PRAIRIECAT staff, rather than by Delegates, their alternates or members of the Administrative Council.

SECTION 1. MEMBERS OF CircC and TechC. The number of members of the PRAIRIECAT Circulation Committee (CircC) and the PRAIRIECAT Technical Services Committee (TechC) shall be eleven (11) elected representatives chosen through an election process by the Delegates Assembly. Their members will include:

- Two (2) members representing Tier 1 public library constituencies
- Two (2) members representing Tier 2 public library constituencies
- Two (2) members representing Tier 3 public library constituencies
- One (1) member representing academic, special, or school member libraries
- Four (4) members serving on an at large basis from any library type

Union List members are welcome to run for At Large seats. The public library tiers are further delineated in the PRAIRIECAT General Policy Manual.

No more than one representative from the same member library can serve on CircC at the same time or TechC at the same time.

SECTION 2. TERMS OF OFFICE. Each CircC and TechC member shall serve a term of three years. CircC and TechC members may serve only two (2) consecutive

elected terms, regardless of the length of the term. CircC and TechC appointments for less than six months to cover members departing before the end of their term do not count against the consecutive term limitation. The six-year term limit applies to an individual CircC or TechC member, and does not limit a library from having different individuals serve as representatives on the CircC or TechC standing groups for more than two consecutive terms.

SECTION 3. TECHNOLOGY GROUP, User Experience Committee AND TRAINING & ENHANCEMENTS GROUP. Membership in the Technology, User Experience Committee, and Training & Enhancements groups is open to any interested members.

SECTION 4. VOTING. Except as provided elsewhere in these Bylaws, a majority vote of members participating in the meeting shall be sufficient to pass on all matters. All votes will be taken at a standing group meeting. Members participating electronically (via audio or video teleconference) may also vote.

SECTION 5. MEETINGS. Agendas for all Standing Group meetings will be sent electronically to all Members and will be posted on PRAIRIECAT's website. For any Standing Group or subgroup meeting where a majority of a quorum of the Delegates Assembly or Administrative Council will participate in the meeting, that meeting will be held in compliance with the Illinois Open Meetings Act and a quorum of the Standing Group or subgroup must be physically present to hold a meeting.

Each Group shall elect a Chair from amongst its members to serve annually, or opt to have a PrairieCat staff member serve in that capacity.

Details on Standing Groups and Administrative Council Committees are delineated in the General Policy Manual.

Article VIII – MEMBER UPDATES AND PARTICIPATION

SECTION 1. PRAIRIECAT MEMBER UPDATES.

The purpose of PrairieCat Member Updates is to summarize the work of the standing groups, to better disseminate PrairieCat information, and to provide networking opportunities for the membership. There are seven geographic-based zones within the service area. Member library staff may attend updates in any zone.

Member updates will be scheduled twice a year in each zone, and the same agenda will be used at all meetings to ensure a consistent message and information.

SECTION 2. MEMBER PARTICIPATION TRACKED AS PART OF COMPLIANCE WITH PRAIRIECAT POLICIES.

The PrairieCat Administrative Council reviews member compliance with PrairieCat policies and procedures semi-annually. PrairieCat staff will track participation in PrairieCat governing bodies and standing groups, PrairieCat Member Updates, and PUG Day as part of the Council's overall review of member engagement in PrairieCat. Regular participation and engagement is expected of all PrairieCat members.

ARTICLE IX – COMMITTEES AND DIRECTOR

SECTION 1. The PRAIRIECAT Administrative Council shall establish committees on a permanent or ad hoc basis. The Council shall issue a charge for each committee and shall select a committee chair and committee members based on factors such as geographical distribution, library type, library size, and other such factors. Committee members cannot delegate their duties to any other individual. All such committee meetings will be conducted in conformance with the Illinois Open Meetings Act. Administrative Council Committee membership rosters will be posted on the PRAIRIECAT website.

The Administrative Council shall review the committee structure for PRAIRIECAT annually and make any needed changes or new appointments. Details on Standing Groups and Administrative Council Committees are delineated in the General Policy Manual.

SECTION 2. DIRECTOR The PRAIRIECAT Director shall be the Chief Operating Officer of PRAIRIECAT and shall be responsible for administering the policies adopted by the Administrative Council, supervise the total operation of PRAIRIECAT, and serve as advisor to the Administrative Council and the Delegates Assembly. The PRAIRIECAT Director shall develop the program, implement the long-range plan, make recommendations to the Administrative Council for hiring and evaluating the personnel and independent contractors, purchase materials, and undertake such other activities as may be necessary for the operation of PRAIRIECAT, subject to the policies established by the Administrative Council.

The PRAIRIECAT Director shall attend all Administrative Council and Delegates Assembly meetings. At each regular meeting of the Administrative Council the PRAIRIECAT Director shall prepare and present a listing of all bills to be paid subject to the approval of the Administrative Council. The PRAIRIECAT Director shall report directly to the Administrative Council.

ARTICLE X – BOOKS AND RECORDS

PRAIRIECAT shall keep correct and complete books and records of account and shall also keep minutes of the meetings of the membership of PRAIRIECAT, and of proceedings of the Administrative Council and committees having any of the authority of the Administrative Council. PRAIRIECAT shall keep at its principal office a record giving the names and addresses of the members of the Administrative Council. All books and records of PRAIRIECAT may be inspected by any Member Library or member of the Administrative Council, or the agent or attorney thereof, for any proper purpose at any reasonable time.

ARTICLE XI – SERVICES TO MEMBERS

Subject to the terms and conditions set forth in the Intergovernmental Agreement and in conformity with the provisions of these Bylaws, PRAIRIECAT shall, on a uniform and nondiscriminatory basis, provide each Member Library on active membership status in PRAIRIECAT with cooperative library application computer services and automation services, including but not limited to software designed to meet the specific needs of the Member Libraries. The Administrative Council of

PRAIRIECAT shall take all necessary and appropriate actions so as to enable PRAIRIECAT to provide such computer and automation services, including causing PRAIRIECAT to enter into one or more contracts with third parties for such services.

ARTICLE XII - MEMBERS AND MEMBERSHIP

SECTION 1. MEMBERS. Any library that agrees to the terms and conditions of an agreement with PRAIRIECAT may be admitted to membership in PRAIRIECAT, but only upon compliance with the following conditions:

- a. The new Member Library must be a member of a regional library system and a member/subscriber of PRAIRIECAT's chosen bibliographic records provider.
- b. The addition of the new Member Library requires approval by the affirmative vote of two-thirds (2/3) of all Representatives of the Delegates Assembly.
- c. The new Member Library shall sign a copy of the Intergovernmental Agreement for the purpose of acknowledging its commitment to assume the rights and fulfill the responsibilities of membership in PRAIRIECAT, and shall transmit to the Secretary of PRAIRIECAT a certified copy of the document approved by such new Member Library providing for the execution of the Intergovernmental Agreement and the signed Intergovernmental Agreement.
- d. The active membership of such new Member Library shall become effective on the date on which its bibliographic or patron records are first loaded into the PRAIRIECAT database.
- e. If the financial impact of the new Member Library will cause a disproportionate increase in costs on existing Members, admission may be conditioned on the applicant Library bearing such increase in costs.

For purposes of these Bylaws, the members of PRAIRIECAT 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 PRAIRIECAT.

SECTION 2. LEVELS OF MEMBERSHIP. There are the following levels of membership in PRAIRIECAT:

- A. Fully Participating Members
- B. Basic Online Members
- C. Union Listing Members

Membership levels, fee structure and eligibility shall be determined, on an annual basis, by the Administrative Council and set forth in the General Policy Manual.

The Administrative Council will annually review the criteria and make recommendations to the Delegates Assembly as part of the budget approval process.

SECTION 3. TRANSFER OF MEMBERSHIP. Membership in PRAIRIECAT is not transferable or assignable.

SECTION 4. RESPONSIBILITIES OF MEMBER LIBRARIES. Each Member Library shall comply with such other reasonable rules and regulations as may be established by PRAIRIECAT for the administration of the ILS as well as all policies of PRAIRIECAT that have been established by the Delegates Assembly and/or Administrative Council. In the event that any Member Library shall fail to conform to such standards, the PRAIRIECAT Executive Committee shall investigate and shall report its findings and recommendations to the PRAIRIECAT Administrative Council for such action as the Administrative Council may determine to be appropriate pursuant to Article XIII 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 PRAIRIECAT with any vendor. The compliance required of each Member Library shall include signing any confidentiality documents and observing any other requirements designated by PRAIRIECAT 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 PRAIRIECAT or thereafter.

SECTION 5. CHANGE OF MEMBERSHIP TIER. A Member Library may choose to participate in a different membership tier than that in which it is currently enrolled, if it is eligible to do so in accordance with the PRAIRIECAT General Policy Manual. A Member Library that seeks to change its membership tier in PRAIRIECAT must provide written notice to PRAIRIECAT at least 180 days in advance of the next fiscal year in accordance with the Intergovernmental Agreement. Additionally, the Member Library must execute a new Intergovernmental Agreement indicating its new membership tier at least 180 days in advance of the next fiscal year in accordance with the Intergovernmental Agreement. The Intergovernmental Agreement and change of membership tier must also be approved by the Delegates Assembly in accordance with Article XI and in accordance with the PRAIRIECAT General Policy Manual. Each Member Library is required to pay all outstanding financial obligations in accordance with Appendix A and Appendix B of the PRAIRIECAT General Policy Manual.

SECTION 6. TERMINATION OF MEMBERSHIP. A Member Library that seeks to terminate its membership in PRAIRIECAT must provide written notice to PRAIRIECAT at least 180 days in advance of the next fiscal year in accordance with the Intergovernmental Agreement. Each Member Library is required to continue to pay all outstanding financial obligations even after the termination date.

SECTION 7. 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 PRAIRIECAT

subsequent to the termination of such Library's membership status, said share to be determined according to the policies of PRAIRIECAT as in effect at the time of such reinstatement.

ARTICLE XIII - TERMINATION OF MEMBERSHIP

SECTION 1. OBLIGATIONS UPON TERMINATION OF MEMBERSHIP. A Member Library terminating its membership in PRAIRIECAT, as provided in Section 5 of Article XI above and in the Intergovernmental Agreement, shall continue to be fully obligated for all payments and other duties owed by such Member Library to PRAIRIECAT.

Each terminating Member Library must comply with the then-current PRAIRIECAT protocols with respect to the terminating Member Library's data conversion and related tasks.

SECTION 2. RIGHTS UPON TERMINATION OF MEMBERSHIP. A Fully Participating or Basic Online Library may request, at its expense, that PRAIRIECAT copy and remove the terminating Library's patron file, circulation records, and copy and remove the Library's entries in the bibliographic database. These charges will be limited to: vendor or consultant charges, if any, and/or charges for PRAIRIECAT or its agents work. Because the bibliographic database is primarily OCLC derived, negotiations between the Library, PRAIRIECAT and its agents, and OCLC will be conducted to determine if a per record copy fee needed to be assessed.

Title to system hardware and software, except for equipment owned solely by the Library shall be held by PRAIRIECAT as long as the Intergovernmental Agreement is in effect. The individual bibliographic and patron records of the Library shall remain the property of the Library. The use of the database in the system will be subject to guidelines established by the Delegates Assembly.

ARTICLE XIV - ENFORCEMENT PROCEDURES

SECTION 1. COMPLIANCE WITH POLICIES AND PROCEDURES. If a Library appears to be in noncompliance with PRAIRIECAT policies or procedures, a hearing shall be arranged within thirty (30) days from the time of written notice of noncompliance. At the hearing the Library shall discuss the issue with members of the Administrative Council. Hearing results shall be reported in writing to the Delegates Assembly within thirty (30) days.

The Administrative Council shall make the final determination of noncompliance and shall specify a time frame within which a non-complying Library must complete corrective action. If noncompliance has resulted in expense, the Administrative Council shall assess the non-complying Library for the amount of this expense. If the Library does not accept the Administrative Council ruling, it must request within ten (10) days after the ruling that this issue be dealt with as a "dispute" as set forth in Section 2 below.

When an Administrative Council ruling on noncompliance is undisputed or after a dispute concerning such a ruling has been resolved in favor of the Administrative

Council, the ruling on noncompliance shall be binding for the non-complying Library. Failure of the Library to reach compliance within the time frame specified by the Administrative Council shall result in immediate suspension of participation in the automation project, including denial of access of the Library's logons to the database.

The failure of the Library to reach compliance within ninety (90) days after the date of suspension shall be considered voluntary withdrawal from this agreement. As specified in Article XII, contractual payments shall be required from the Library until the end of the contract year.

SECTION 2. DISPUTES. Disputes may arise concerning violations of PRAIRIECAT policies and procedures or concerning the terms of the Intergovernmental Agreement or these Bylaws. In the case of any dispute between the Library and PRAIRIECAT regarding payments hereunder, the Library shall pay the billing according to the terms above. These and all other disputes shall be resolved as set forth in this article. The Library's account shall be appropriately adjusted, and credited with interest, if a financial dispute is resolved in favor of the Library.

Disputes relating to violations of policies and procedures shall be subject to mediation. All procedures concerning such violations outlined in Section 1 above must be followed before such a question will be dealt with as a dispute. Disputes concerning the terms of this agreement shall be heard by the Administrative Council. After the Administrative Council has ruled on issue, the Library that does not accept the ruling may request within (10) days that the issue be presented to the Delegates Assembly.

When disputes cannot be resolved by the methods outlined above, a mediator acceptable to both parties to the dispute will be chosen. The cost of mediation, should such cost be incurred, shall be borne equally by the disputing parties. If both parties are not satisfied by the results of mediation, arbitration shall be pursued.

When mediation is not successful in resolving a dispute, the dispute shall be submitted for binding arbitration to the American Arbitration Association according to its current rules and regulations. The cost of arbitration, should such costs be incurred, shall be borne equally by the disputing parties.

Disputes concerning the terms of these Bylaws shall be heard by the Administrative Council. Rulings of the Administrative Council may be appealed to the Delegates Assembly. Decisions made by the Delegates Assembly are final.

ARTICLE XV – AMENDMENT OF BYLAWS

Amendments may be proposed in writing by the Administrative Council, the Delegates Assembly, or by a group representing at least one-third of the member libraries. Any proposed amendment must be discussed at an Administrative Council meeting (and must have appeared on the agenda for the meeting) before being distributed to all Members for their consideration.

The Bylaws may be amended, altered, added to or repealed upon the affirmative vote of two-thirds (2/3) of the Delegates Assembly, at any regular or special meeting of the Delegates Assembly, provided that notice of the proposed

amendment, alteration, addition or repeal is given in writing to the Member Libraries ten (10) days prior to such meeting.

ARTICLE XVI – NOTICES

All notices of claims or any other notice required to be given pursuant to these Bylaws, shall be in writing, shall be sent by certified mail and shall be addressed to or to such address or such other parties as the Parties may from time to time designate by notice as provided herein:

PRAIRIECAT
c/o RAILS
220 W 23rd Ave
Coal Valley, IL 61240
Attention: PRAIRIECAT Chair

and to:
Member Library
[Address of the main library building]
Attention: Chief Administrator

ARTICLE XVII – LIABILITY OF PRAIRIECAT, ITS EMPLOYEES AND PRAIRIECAT ADMINISTRATIVE COUNCIL MEMBERS

A. The members of the PRAIRIECAT Administrative Council and employees of PRAIRIECAT shall use ordinary care and reasonable diligence in the exercise of their powers and in the performance of their duties hereunder. They shall not be liable for any mistake of judgment or other action made, taken or omitted by them in good faith; nor for any action taken or omitted by any agent, employee or independent contractor; nor for any loss incurred through investment of PRAIRIECAT funds or failure to invest. They may participate in indemnification and self insurance programs and will also purchase liability insurance for PRAIRIECAT and for its officers and directors. No Administrative Council member or employee shall be liable for any action taken or omitted by any other Administrative Council member or employee. No member of the PRAIRIECAT Administrative Council shall be required to give a bond or other security to guarantee the faithful performance of the Administrative Council member's duties hereunder, except as required by this Agreement or by law.

B. The liability of PRAIRIECAT, its employees and PRAIRIECAT Administrative Council members is limited solely to the proceeds of payments of Members and to the proceeds of any insurance purchased by PRAIRIECAT.

C. If any claim or action not covered by insurance is instituted against a PRAIRIECAT Administrative Council member or employee of PRAIRIECAT arising out of an act or omission occurring within the scope of his or her duties or authority, PRAIRIECAT shall at the request of them:

1. appear and defend against the claim or action; and
2. pay or indemnify the PRAIRIECAT Administrative Council member or employee for a judgment and court costs based on such claim or action, provided there shall be no indemnification for any portion of

- a judgment representing an award of punitive or exemplary damages; and
3. pay or indemnify the PRAIRIECAT Administrative Council member or employee for a compromise or settlement of such claim or action providing the settlement is approved by the PRAIRIECAT Administrative Council.

D. The term "PRAIRIECAT Administrative Council member or employee" shall include former PRAIRIECAT Administrative Council members and employees. This indemnification resolution shall not apply if the PRAIRIECAT Administrative Council finds that the claim or action is based on malicious, willful or criminal claim or action is based on malicious, willful or criminal misconduct. In such case the action to be taken by the PRAIRIECAT Administrative Council will be determined after an investigation of the facts.

Adopted: 10/6/10

Revised: 12/1/10

Revised 1/1/2012

Revised 1/23/2013

Revised 4/17/2013

Revised 1/27/2016

Revised 4/27/2016

Revised 10/26/2016

Revised 4/26/2017

Revised 4/25/2018

Revised 7/29/2020