



**BY-LAWS
OF
SOUTHEAST LIBRARY SYSTEM**

**ARTICLE I
GENERAL**

Section 1 Name

The name of this corporation shall be the Southeast Library System. The official abbreviation of Southeast Library System shall be SELS.

Section 2 - Purpose

The purpose of this multicounty, multitype library system is to provide for the following:
(Minnesota Statute 2000, 134.351)

- A. Sharing of resources among all participating libraries.
- B. Long-range planning for cooperative programs.
- C. The development of a delivery system for services and programs.
- D. The development of a bibliographic database.
- E. A communications system among all cooperating libraries.

Section 3 - Fiscal Year

The fiscal year of this organization shall commence on July 1 of each year.

Section 4 - Parliamentary Authority Statute

In all matters not governed by Minnesota Statute, Minnesota Rules or SELS bylaws, this organization shall be governed by the most current edition of Robert's Rules of Order.

**ARTICLE II
SELS MEMBERSHIP**

Section 1 - Qualifications

- A. As specified by Minnesota Statute M 134.351, membership in this organization is open to:
 - 1. All public libraries that are members of Southeastern Libraries Cooperating (SELCO);
 - 2. Academic libraries;
 - 3. Special libraries;

4. School library media centers

in, and serving the residents of, Dodge, Fillmore, Freeborn, Goodhue, Houston, Mower, Olmsted, Rice, Steele, Wabasha and Winona Counties.

- B. Each member library must maintain a bibliographically organized collection of materials that are available for reading, listening and/or viewing by its clients.
- C. Libraries must meet the definition for their type of library as stated by the Minnesota Department of Education, Office of Library Development and Services.

Section 2 – Application Procedure

Prospective members will complete a SELS membership agreement and submit the application to the SELCO/SELS Board of Directors for review. Membership will be determined at the next regularly scheduled meeting of the SELCO/SELS Board of Directors or Executive Committee.

Section 3 - Requirements for Continued Membership

- A. The membership agreement will automatically renew each year.
- B. Member libraries must participate in cooperative activities including, but not limited to:
 - 1. Sharing resources,
 - 2. Long range planning for cooperative programs,
 - 3. A delivery system for services and programs,
 - 4. A bibliographic data base,
 - 5. A communication system.

Section 4 – Termination Procedures

Either party may terminate membership in SELS with ninety (90) days written notice to the SELCO/SELS Board of Directors.

- A. If a library membership is terminated the library agrees to:
 - 1. Return all items borrowed from other participating SELCO/SELS members through Interlibrary Loan (ILL) or borrowed from other Minnesota libraries through MINITEX or MnLiNK ILL.
 - 2. Return all items received from library customers as part of the regional reciprocal borrowing services or as part of Minnesota's Reciprocal Borrowing Compact.
 - 3. Return and/or allow SELCO staff to remove all telecommunications equipment owned by SELCO but located on site.
 - 4. Return all materials, equipment or other items received from SELS for which the ownership has not been transferred to the member.

- B. Termination of membership does not relieve the member of any current obligations.
- C. Libraries that terminate membership can make no future claims against SELS.
- D. The SELCO/SELS Board of Directors may, by two-thirds (2/3) vote of those present and voting (assuming a quorum), remove a member if they no longer meet qualifications for membership as defined by this Article.

ARTICLE III **BOARD OF DIRECTORS**

Section 1 - Composition

The business of the Southeast Library System shall be managed by the same Board of Directors as Southeastern Libraries Cooperating (SELCO).

Section 2 - Qualifications

A. Director

A director for Southeast Library System:

1. Shall be a director for the corporation SELCO.
2. Shall be a citizen of legal age in Minnesota.
3. Need not be on the member library's board of trustees.
4. May not be a member of a city council or city administrator

B. Alternate

An alternate for an appointed director:

1. Shall meet requirements 2, 3, and 4 above
2. Shall bring a written statement signed by the president of the appointing board, which declares he or she is the official director for that meeting, in order to vote at that meeting.

Section 3 - Appointment

One director shall be appointed or elected for each SELCO member public library by the local library board, or in cases where the city council or city manager presides, by those entities.

Section 4 - Terms

A director may serve for three consecutive full terms, each term lasting three years, plus up to twelve months of an unexpired term. A director may be re-appointed or re-elected to finish an unexpired partial term; however, if the term lasts more than twelve months, it will be considered a full term.

Section 5 - Vacancies

Any vacancies on the Board of Directors shall be filled by the governing authority, as described in Article III, Section 3, that appointed the director whose position became vacant.

Section 6 - Duties

In addition to the duties stated expressly or implicitly in these bylaws, it shall be the duty of the Board of Directors to manage the business of the SELS organization.

Section 7 - Removal

- A. A director may be removed with or without cause by a three-fourths vote of all directors, provided that the notice of any meeting at which removal is to be considered shall state removal as a purpose.
- B. Missing more than two consecutive meetings of the Board of Directors shall be considered adequate cause for notification and/or removal.

ARTICLE IV MEETINGS

Section 1 - Schedule

- A. The SELS Board of Directors shall meet at least once each quarter of the system's fiscal year. The SELS Board of Directors shall meet in the months of October, January, April and July.
- B. Special meetings of the Board of Directors may be called by the president, or be requested by written request of a member, to the president of the board, for the transaction of business as stated in the meeting request. A notice of the starting time and place of any special meeting, and the purpose of the meeting, shall be made public, and mailed or delivered to each member of the Board of Directors at least seven days in advance of the meeting.

Section 2 - Notice

The word "notice", as used in these bylaws, means a written notification of a meeting:

- A. Stating starting time, place, and in the case of a special meeting, purpose.
- B. Properly addressed, according to the most recently available organization records.
- C. Sent or delivered by a duly authorized person to each director entitled to vote at the meeting. Notice may be delivered via electronic mail.
- D. Delivered or mailed not less than seven days, nor more than thirty days before the meeting, excluding the actual meeting date.

Section 3 - Quorum

- A. A quorum of the SELS Board of Directors for transacting business shall consist of a simple majority.

- B. If a quorum is present at the beginning of a meeting, the continued presence of such at the time of each vote shall be presumed, unless the presence of a quorum is challenged before the vote, the meeting's minutes reflect that challenge, and the minutes reflect absence of a quorum.

Section 4 - Electronic Communication

- A. A conference among directors by a means of communication through which the directors may simultaneously hear each other during the conference is a board meeting, if the same notice is given of the conference as would be required for a meeting, and if the number of directors participating in the conference is a quorum. Participation in a meeting by this means is personal presence at the meeting.
- B. A director may participate in a board meeting by any means of communication through which the director, other directors participating, and all directors physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by this means is personal presence at the meeting.

Section 5 - Voting

- A. Each qualified director, or the alternate for the director, shall have one vote.
- B. An act of a majority of directors present at a board meeting where a quorum is present is an act of the board.
- C. No director shall vote by proxy.

Section 6 - Action Without Meeting

Any action that could be taken at a Board of Director's meeting may be taken without a meeting, when authorized in writing and signed by all members of the SELCO/SELS Board of Directors.

ARTICLE V **OFFICERS**

Section 1 - Titles

The officers of the SELS Board of Directors shall be a president, a vice-president, and a secretary/treasurer. No person shall hold more than one of these offices at the same time.

Section 2 - Qualifications and Election

- A. Officers for the SELCO/SELS Board of Directors shall be members of the SELCO/SELS Board of Directors. The President shall have served at least one year on the Executive Committee (described in Article 6), or have served at least two years on the SELCO/SELS Board of Directors.
- B. Officers shall be elected annually by the Board of Directors. Vacancies in unexpired terms shall be filled by the Board of Directors.

Section 3 - Term of Office

- A. Officers shall be elected to serve one year from the start of the SELS fiscal year. An officer may succeed him or herself.
- B. The SELS Board of Directors may remove an officer from office with or without cause, provided that notice of any meeting at which removal is to be considered shall state removal of that officer as one of the purposes of the meeting.

Section 5 - Duties of the President

- A. The president shall preside at meetings and perform such other duties, as custom and law require of the president.
- B. In the absence or disability of the secretary/treasurer, the president and/or the administrator, shall sign for disbursement from the system fund.

Section 6 - Duties of the Vice-President

The vice-president shall assume the duties of the president in the event of the absence or disability of the president.

Section 7 - Duties of the Secretary

The secretary/treasurer shall:

- A. Keep an accurate record of all proceedings at board meetings.
- B. Be responsible for the accounting of SELS receipts and expenditures.
- C. Be bonded.

ARTICLE VI EXECUTIVE COMMITTEE

Section 1 - General

Each year the Board of Directors shall elect an Executive Committee to act for the Board in the intervals between meetings of the full board. It shall have such powers as are delegated to it by the Board.

Section 2 - Membership

The Executive Committee shall consist of the officers of the Board of Directors, as defined in Article 5, Section 1, and four other directors elected as members at large by the Board of Directors from among their number.

Section 3 - Meetings

The Executive Committee shall meet in those months when no Governing Board meeting is scheduled.

Section 4 - Quorum

- A. A quorum of the Executive Committee for the transacting of business shall consist of a simple majority of SELS Executive Committee members.
- B. If a quorum is present at the beginning of a meeting, the continued presence of such at the time of each vote shall be presumed, unless the presence of a quorum is challenged during the meeting; the meeting's minutes reflect that challenge; and the minutes reflect absence of a quorum.

ARTICLE VII ADMINISTRATION OF MULTITYPE PROGRAMS AND SERVICES

The SELS Governing Board will contract with SELCO for administration of all multitype programs and services.

ARTICLE VIII ADVISORY COMMITTEE

Section 1 - Purpose

The Advisory Committee shall recommend policy and programs to the SELCO/SELS Board of Directors.

Section 2 - Membership

In accordance with Minnesota Statutes 134.351, subdivision 4, the Advisory Committee shall consist of:

- A. Two representatives of public libraries,
- B. Two representatives of school libraries,
- C. One representative of special libraries,
- D. One representative of public supported academic libraries,
- E. One representative of private academic libraries.

In addition one alternate representative is elected for each represented group.

Section 3 – Selection

- A. Advisory Committee members are selected by librarians from the represented groups.
- B. The SELS Advisory Committee will annually solicit nominations from the represented group for vacancies on the Advisory Committee.

- C. Nominees will be contacted to determine their willingness to serve, and elections will be held within the represented group.
- D. The Advisory Committee will make temporary appointment to fill vacancies.

Section 4 - Term

- A. Advisory Committee members may serve for three consecutive full terms, each term lasting three years. An Advisory Committee member may be re-appointed or re-elected to finish an unexpired partial term, however if the term lasts more than twelve full months, it will be considered a full term.
- B. Election will be in the fourth quarter of the fiscal year with seating in the first quarter of the year.

Section 5 - Duties

Each Advisory Committee member shall attend all Advisory Committee meetings or, if unable to attend, notify the SELCO office and the member's alternate.

Section 6 - Alternates

- A. Alternates will receive meeting notices and are invited to attend all meetings.
- B. A seated alternate has the powers and privileges of a representative.
- C. The alternate will be seated when the elected representative notifies the chair or the SELCO office that he or she will be unable to attend the scheduled meeting.

Section 7 - Removal

Missing more than three consecutive meetings of the Advisory Committee may be considered adequate cause for notification and/or removal.

Section 8 - Advisory Committee Officer Selection

- A. Officers for the SELS Advisory Committee shall be a committee chair and a vice-chair, to be elected annually following the regular annual meeting of the SELCO/SELS Board of Directors.
- B. An officer may succeed him or herself. Vacancies in office shall be filled by vote at the next regular meeting of the committee after the vacancy occurs.

Section 9 - Officer Duties

- A. The chair of the SELS Advisory Committee shall preside at meetings and perform such other duties as custom and law require of the chair.
- B. The chair or his/her designated representative shall attend the meetings of the Board of Directors and the Executive Committee of the Board of Directors as required by the Advisory Committee.

Section 10 - Meetings

- A. The Advisory Committee shall meet at least quarterly at a place and time designated. A record of the meeting will be on file in the regional library office. Meetings may be electronic (see Article 4, Section 4.)
- B. Special meetings of the Committee may be called by the chair of the Advisory Committee.

Section 11 - Quorum

A quorum for transaction of business by the Advisory Committee shall consist of a simple majority.

Section 12 - Committees

Committees may be appointed by the chair of the Advisory Committee as needed.

AMENDMENTS

ARTICLE IX

Section 1 - Procedure

These by-laws may be amended by a two-thirds majority vote of the directors present and voting at a Board of Directors meeting, provided that notice of the meeting states that such amendments will be considered.

Section 2 - Adoption Date

These bylaws will be in force upon adoption by the SELS Board of Directors.

ARTICLE X

DISSOLUTION

- A. In the event of dissolution of SELS, ownership of the discontinuing system's assets, including cash or the fair market value thereof, if such assets cannot be transferred by the grantee, acquired during the last three years of participation from multicounty, multitype library system operating and/or development grants, shall revert to the Minnesota State Board of Education for reassignment for library services elsewhere.
- B. Costs and expenses of the legal operation shall be satisfied first.

Adopted July 1987
Amended October 1990
Amended July 2002