



# HEARTLAND LIBRARY COOPERATIVE

ByLaws

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# Bylaws

## ARTICLE I

### Name

The organization will be called the Heartland Library Cooperative Governing Board (hereinafter called the Board) existing by virtue of the Interlocal Agreement of September 9, 1996 and revised Interlocal Agreement effective September 14, 2022.

Revision of number of meetings approved by the Governing Board on March 21, 2012.

Revision of Article VI, Section 2. Election and Term of Office approved by the Governing Board on August 20, 2013.

## ARTICLE II

### Powers, Duties and Responsibilities

The Board serves as the governing body for the Heartland Library Cooperative (hereinafter called the Cooperative) and has the following powers, duties and responsibilities:

- A. Managing the affairs of the Cooperative;
- B. Adopting the Bylaws;
- C. Adopting a long-range plan and annual plans of service which are developed by the Coordinator and the Library Directors' Council to describe goals, objectives activities of the participating governing bodies;
- D. Adopting a single, annual Cooperative budget;

- E. Receiving and disbursing funds from the County and from State and Federal grant sources;
- F. Contracting with the Host County to provide essential support staff services for the Cooperative;
- G. Contracting for services consistent with the Cooperative's long-range and annual plans of service;
- H. Funding a Cooperative Coordinator;
- I. Conducting open and public meetings, the time and place to be decided by the Board;
- J. Complying with the terms and conditions set forth in the current Interlocal Agreement;
- K. Ensuring that all books and reports as required by law are properly kept.
- L. Reimbursing Host or member counties for expenses related to services on behalf of the Cooperative.

## ARTICLE III

### Membership

**Section 1. Members.** Each participating governing body that operates a participating library will appoint three members; one member from each County shall be a County Commissioner.

**Section 2. Additional Members.** A governing body may become a member by signing the current Interlocal Agreement according to the procedure set forth in the current Interlocal Agreement.

**Section 3. Liaison Members.** The Cooperative Coordinator and the County Library Directors will be ex officio (non-voting) members of the Board.

**Section 4. Alternate Members.** Each County shall appoint an alternate citizen for said county as the one alternate voting member in accordance with the Section 1 member criteria.

## ARTICLE IV

### Terms of Office

**Section 1. Terms.** The terms for each Board member shall be designated by each participating governing body.

**Section 2. Resignation.** Participating governing bodies shall notify the Board in writing of any changes in appointments to the Board.

**Section 3. Vacancies.** The Board shall request appointments from the participating government bodies in order to fill any vacancies.

**Section 4. Rules and Regulations.** The Board may make such rules and regulations concerning its meetings in accordance with the Interlocal Agreement and as the Board determines are necessary in accordance with Article III Section 1.

**Section 5. Regular Meetings.** Regular meetings of the Board shall be held at least twice per year and on the dates, times and places designated by the Board. All meetings shall be open to the public.

**Section 6. Special Meetings.** Special meetings of the Board may be called by the Chairman or Vice-Chairman and must be called by either of them on the written request of any three (3) Board members. Action taken at special meetings shall be reported at the next scheduled Regular Meeting.

**Section 7. Quorum.** At all meetings of the Boards, a majority of the Board members in the office at the time of the meeting shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Board members present at any meeting at which there is a quorum shall be the act of the Board except as may be otherwise specifically provided by statute or these Bylaws. If at any meeting there is less than a quorum present, a majority

of those present may adjourn the meeting without further notice to any absent Board member. In the event of an absentee voting member, that member's county assigned alternate member will attend in place of the absentee member.

**Section 8. Compensation.** Board members shall not be paid a salary for their services but may be reimbursed for travel and per diem expenses in accordance with Section 112.061, Florida Statutes.

## ARTICLE V

### Voting

**Section 1.** At all meetings, except for the election of officers, all votes shall be by voice. If there are two or more candidates running for office, ballots shall be provided and there shall not appear on such ballots any mark or marking that might tend to indicate the person who cast such ballot; if a candidate is unopposed, the vote shall be by voice.

**Section 2.** At any regular or special meeting, if a majority so requires, any questions may be voted upon in the manner and style provided for the election of officers.

## ARTICLE VI

### Officers

**Section 1. Number.** The officers of the Cooperative Governing Board shall be Chair and Vice-Chair and Treasurer. Other officers may also be appointed by majority vote of the Board.

**Section 2. Election and Term of Office.** Officers of the Cooperative Governing Board shall be elected annually by the Board at the August meeting of the Board and shall hold office for three (3) years. The term of office will begin October 1 of the year elected.

**Section 3. Vacancies.** In case any office of the Cooperative Governing Board becomes vacant the majority of the Board members then in office, although less

than a quorum, may elect an officer to fill such vacancy, and the officer so elected shall hold office and serve until the election of his/her successor.

**Section 4. Chair.** The Chair shall be the principal officer of the Board and shall, in general, supervise and control all the business and affairs of the Cooperative.

The Chair shall:

- A. Serve as Chair of the Board and preside at all meetings.
- B. Appoint all committees, temporary or permanent.
- C. Perform other duties as the Board may prescribe.

**Section 5. Vice-Chair.** The Vice-Chair shall, in the event of the absence or inability of the Chair to exercise as Chair, become the acting Chair of the Cooperative with all the rights, privileges, powers and duties as if he/she had been the duly elected Chair; and to the extent authorized by law, the Vice-Chair shall have such other powers as the Board may determine and shall perform such other duties as may be assigned by the Board.

**Section 6. Treasurer.** The Treasurer shall, in general, supervise the financial affairs of the Cooperative including providing the back up signature on checks, if required, reviewing sealed bids for goods or services, reviewing and co-signing budget amendments, and co-signing with the Chairman any documents and reports submitted to the State on behalf of the Cooperative.

**Section 7. Administrative Record Keeping.** Administrative record keeping shall be delegated to Cooperative Coordinator, but in no case shall the Coordinator assume the legal role of official Board Member.

## ARTICLE VII

### Employees

**Section 1. Coordinator.** The Coordinator shall be appointed by and accountable to the Board for overall administration of the Cooperative and implementation of

policies, procedures and programs, as determined by the Board. The Coordinator shall meet four times a year with the County Library Directors' Council.

**Section 2. Assistant Coordinator.** The Assistant Coordinator shall be appointed by and accountable to the Coordinator and the Board for overall administration of the Cooperative and implementation of policies, procedures and programs, as determined by the Board. The Assistant Coordinator shall meet four times a year with the County Library Directors' Council. The Assistant Coordinator shall fill the role of Coordinator in the event of the absence of the Coordinator.

**Section 3. Staff.** Staff positions may be authorized by the Board in such numbers as shall be deemed necessary for the conduct of business of the Cooperative. Staff members shall be employees of a Heartland Library Cooperative member county who will work on behalf of the Cooperative and whose salary and expenses shall be reimbursed by the Cooperative to the Heartland Library Cooperative member county acting as host agent.

**Section 4. Compensation and Benefits.** The compensation & benefit plan will be ratified by the Heartland Library Cooperative member county acting as host(s) for applicable employees and included in their annual budget.

## ARTICLE VIII

### Committees

**Section 1. Standing Committees.** Committees may be appointed by the Chair and have the responsibilities delegated to them. Policies related to committee structure and functions shall be developed by the Board.

### **Section 2. Advisory Committees.**

A. Library Director's Council. The Library Directors' Council (hereinafter called the Council) will advise the Board on services, plans and policies for the Cooperative. The Council membership will include the library directors, the Cooperative Coordinator, Assistant Coordinator. The Council will assist the coordinator in developing centralized coordination, planning and other matters as appropriate. The Council will meet at least 4 times a year, either in-person or



virtually. All library directors shall be invited to attend and participate at regular Board meetings.

B. Other Committees. The Board may form other advisory committees or task groups as necessary.

## Indemnification

The Cooperative shall indemnify any person who was or is a party or threatened to be made a party, to any threatened, pending or completed action, suit, or proceeding (including actions by or in right of the Cooperative to procure a judgment in its favor) by reason of the fact that the person is or was a representative of the Cooperative, or is or was serving at the request of the Cooperative as a representative of another Cooperative, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred. If such person has been successful on the merits or otherwise in any such action or, upon a determination in the specific case that such indemnification is proper in the circumstances because the person has met the standard of conduct applicable in Florida law. The Cooperative shall provide for the cost of defense as incurred rather than subsequent to the legal proceedings.

The Cooperative may purchase and maintain insurance for the purpose of indemnification on behalf of any or all persons to the full extent permitted under Florida law.

## ARTICLE IX

### Amendments

The Board shall have power to make, alter, amend and repeal the Bylaws of the Cooperative by affirmative vote of a majority of the Board members present at a meeting duly called for that purpose. All participating governing bodies and the Council shall be notified of said meeting at least seven (7) days prior to the date of meeting.

## ARTICLE X

### Parliamentary Procedure

Currently accepted standard parliamentary procedure shall be used to govern procedures not addressed in the Bylaws.

EXECUTED THE DATES BELOW WRITTEN:

Heartland Library Cooperative Governing Board

By:

X Donna Starter

Chairperson

9-14-22

Date

approved  
9/14/2022

X Vikki Burr

Witness

9/14/2022

Date