BYLAWS

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ARTICLE I. NAME AND LOCATION

The name of this organization is Tampa Bay Library Consortium, Inc., hereinafter referred to as TBLC. The primary service area shall be the Tampa Bay area and the surrounding counties including but not limited to Citrus, DeSoto, Hardee, Hernando, Highlands, Hillsborough, Indian River, Lake County, Manatee, Okeechobee, Orange County, Osceola, Pasco, Pinellas, Polk, Saint Lucie, and Sarasota. Service may be extended by action of the Board of Directors to other libraries in other counties for what the Board of Directors deems good reason.

ARTICLE II. PURPOSE AND FUNCTIONS

Section 1. Purpose.

The purpose of TBLC is to provide cost-effective services and information and to support interlibrary cooperative activities which will strengthen resource sharing and improve the effectiveness of member libraries.

Section 2. Service.

TBLC may provide additional processes and services, such as consulting and training its members. As the Board of Directors determines it is in the interest of members to do so, TBLC may review services and develop or discontinue services as appropriate.

Section 3. Cooperation.

TBLC may cooperate with other networks, organizations, and agencies in programs which improve access to information and library resources and shall participate in the planning and development of information strategies, programs, and systems at the local, regional, state, and national level.

ARTICLE III. MEMBERS OF THE CONSORTIUM

Section 1. Elected Members.

Any library may apply to become a member of TBLC by submission of an application form to the TBLC staff. Upon determination by the Board of Directors according to the criteria set forth herein, an applicant library may be elected to provisional TBLC membership by a majority vote of the Board of Directors at any regularly scheduled meeting of the Board. New members approved by the Board are then presented as candidates for membership at the next Annual Membership Meeting.

Section 2. Qualifications of Membership.

A. Each applicant shall agree to adhere to the TBLC Bylaws and other criteria and regulations adopted by the Membership or the Board of Directors. Following acceptance to membership, each library, by signature of the appropriate official, shall execute the required documents which specify and confirm the responsibilities and obligations of membership in TBLC.

B. Each applicant library shall provide for the payment of all applicable dues and fees for the current membership year. Dues for the fiscal year during which admission is granted shall be prorated on a quarterly basis according to the library's effective date of acceptance to membership.

C. The Executive Director shall review the status of each member organization annually and may require re-application if there is a change in the member's ability to fulfill the responsibilities of membership.

Section 3. Categories of Membership.

A. The Board of Directors may establish and define categories of membership required to meet the needs of libraries in the TBLC service area. The Board shall determine by resolution the criteria, rights, and responsibilities of each category of membership.

B. Membership, including participation in the governance of TBLC and the right of voting in membership decisions, may be extended to a single library, the administrative unit of a multi-library institution.

C. Public library cooperatives and their libraries have the option of having a single TBLC membership within a cooperative or an institutional membership. The cooperative membership provides one vote.

Section 4. Dues and Fees.

A. Annual dues shall be set by the majority vote of the Membership present and voting at an annual Membership Meeting or a special meeting called for this purpose.

B. Fees for services provided by TBLC, including those with TBLC administrative charges, shall be set by the Board. Direct pass-through charges for services managed by TBLC and charges for TBLC classes and events do not require Board approval.

C. If a fee is to be instituted or increased by action of the Board of Directors, such action must be reported to the affected libraries by e-mail 30 days prior to vote. Such fee(s) may not be charged to the affected libraries until a period of not less than 60 days following e-mail notification.

D. TBLC may negotiate with one or more institutions for new services on a cost recovery basis. If a wider use develops or can be projected, a uniform fee for a defined service will subsequently be considered by the Board of Directors. Fees may be reduced by action of the Board of Directors without membership approval.

Section 5. Member Representation.

Each member library shall be represented at Membership meetings by one person whom the library shall designate. This representative shall be allowed one vote. Proxy votes will be allowed providing seven days prior notification has been sent to the Secretary of the Board of Directors. Written notification may be through acknowledged e-mail dated seven days prior to a meeting or by return-receipt requested mail postmarked seven days prior to a meeting.

Section 6. Resignation and Termination of Membership.

A. A member library may withdraw from TBLC at the end of any TBLC fiscal year by serving notice in writing to the President of the Board at least 30 days before the end of the fiscal year. Any former member shall be considered as a new applicant if the library wishes to rejoin.

B. The membership status of any library which fails to fulfill the responsibilities of membership may be terminated by a majority vote of the members of the Board of Directors with proper written notification, which may be through acknowledged e-mail or by return-receipt requested mail. All such membership terminations shall be presented and confirmed at the annual Membership Meeting.

C. Resignation or termination shall not relieve the library of the obligation to pay fees, assessments, or other charges previously accrued and unpaid.

Section 7. Rights and Interests.

Member libraries shall be entitled to receive annual reports and other communications, publications, and services as may be deemed appropriate by the Board of Directors. Members shall be given notice of and may attend all Membership Meetings of TBLC. All meetings of the Board and committees shall be open to TBLC members. Representatives of the members may be appointed to any standing or special committee established by the President of the Board.

Section 8. Committees.

A. The Board of Directors may establish such committees as deemed necessary for the operation and development of TBLC. Committees will be chaired by a member of the Board of Directors. All voting members of a committee will be representatives of a TBLC member library. Specialists from outside the TBLC Membership may be appointed to committees on a non-voting member basis.

B. The Board of Directors authorizes three standing committees. These committees are tasked with performing ongoing or continuing functions as described:

    1. Executive Committee. Consists of the consortium's officers (President, Vice President, Secretary-Treasurer, and Past President). The Executive Committee shall have the authority of the Board to act on a specific matter when such action is required between meetings of the Board and a timely action is necessary.

    2. Governance Committee. The Governance Committee is responsible for periodically reviewing the Bylaws and ensuring that TBLC is in compliance with applicable laws, regulations, policies, and ethical behavior. The Governance Committee also prepares the nomination slate of director and officer candidates recommended for election, with the objective of preparing a ballot that is representative of all TBLC libraries.

    3. Finance Committee. Chaired by the Secretary-Treasurer. The Finance Committee oversees TBLC's banking and financial products and is authorized to take such action as is needed to ensure that the consortium is in a sound fiscal situation. The Finance Committee shall arrange for financial statements and reports as required by the Board, shall obtain an independent annual audit of TBLC funds and accounts by a certified public accountant, and shall present the audit to the Board of Directors for action.

C. The Board of Directors has the authority to authorize additional special or ad-hoc committees charged with a specified task or project.

ARTICLE IV. MEMBERSHIP MEETINGS

Section 1. Annual Membership Meeting.

An annual Membership Meeting of the members for the transaction of business shall be held at such time and place as determined by the Board. The Call to the meeting will be sent by the President of the Board of Directors at least 30 days in advance of the meeting.

Section 2. Special Meeting.

Special Membership Meetings shall be called by the unanimous vote of the Board of Directors or on the written petition to the Board of Directors by 25 percent of the TBLC members. Notice of a special meeting must be sent to each member at least 14 days in advance of the meeting and must state the purpose for which the meeting is called. Business to be transacted at any special meeting will be limited to that which is included in the Call. Business to be transacted at a Special Meeting may include, but is not limited to, bylaws changes, board director or officer elections, dissolution of the corporation, membership fees, etc.

Section 3. Quorum.

The quorum at any Membership Meeting shall be the majority of the qualified voting member representatives.

Section 4. Presiding Officer.

The President of the Board shall be the presiding officer at Membership Meetings. In the absence or inability of the President, the Vice-President shall preside.

Section 5. Voting Rights.

At any Membership Meeting, each member library shall be entitled to one vote in the person of the official representative designated by the member. A majority of members present and voting at any meeting when a quorum is present shall decide any policy matters and/or questions brought before TBLC except for any alteration, amendment, revision, or repeal of these Bylaws (Article XI. AMENDMENTS).

Section 6. Elections.

The outcome of all elections at a Membership Meeting shall be determined by a plurality vote of those members present and voting.

ARTICLE V. BOARD OF DIRECTORS

Section 1. Number.

There shall be a Board of Directors composed of the Officers and five Directors, all of whom shall be elected by the designated representatives of TBLC member libraries.

Section 2. Qualifications.

A. Each member of the Board of Directors shall be affiliated with a member library**,** library system, or library cooperative as an administrator or their delegate. No member library may have more than one representative serving on the Board of Directors at any time.

B. Board of Director positions are elected as individual persons, not member libraries. An individual who changes employers may retain their position on the Board as long as their new library is also a TBLC member that does not currently have a representative on the Board of Directors.

C. Director positions will be elected at-large.

D. An individual elected as a member of the Board of Directors shall serve a full term, unless this individual shall cease to meet the qualifications. They shall resign from the Board or shall be removed from the Board in accordance with Section 6.

Section 3. Ex-Officio Members.

The Executive Director of TBLC shall serve as ex-officio, non-voting advisor to the Board.

Section 4. Term of Office.

A. Each Director shall serve for a term of three years or until a successor is elected. The terms shall be staggered. Individuals elected as Directors may not serve more than two consecutive three-year terms.

B. By serving a term of President of the Board of Directors, the incumbent is requested to serve without election to the term of Past President. Member serves in a term of one-year extension. If they are unable to serve as Past President, a previous President of the Board may be appointed by the Board.

Section 5. Nomination and Election.

A. The Governance Committee shall prepare the slate of candidates for the Board of Directors. They shall also solicit additional nominations through TBLC communications.

B. The ballot will be sent to the Membership for electronic voting in advance of the Annual Membership Meeting.

Section 6. Resignation and Terminations.

A. Any member of the Board of Directors who ceases to meet the qualifications for Board membership, as stated in Article VI, Section 2, is no longer eligible to serve on the Board. The individual must either resign from the Board or the individual shall be terminated as a Board member by action of the Board.

B. Any member of the Board who no longer meets qualifications and does not resign, or any member who fails to perform the functions of the office, may be removed from office by a two-thirds vote of members of the Board of Directors.

Section 7. Vacancies and Replacements.

Any vacancy on the Board of Directors that occurs during the fiscal year should be filled for the remainder of the fiscal year by majority vote of the Board of Directors.

Section 8. Officers.

The membership shall elect, at the Annual Membership Meeting, a President, Vice President, and Secretary-Treasurer; all to serve in these capacities for one fiscal year beginning on October 1st. Board members may be re-elected to any office. These officers, along with the Past President, shall serve as the Executive Committee of the TAMPA BAY LIBRARY CONSORTIUM, INC. These individuals should have served at least one year on the Board of Directors prior to being elected to an officer role.

Section 9. Voting Rights.

Each elected member of the Board of Directors shall have one vote in all matters coming before the Board. There shall be no proxy votes allowed for members of the Board of Directors.

Section 10. Quorum.

A quorum for all Board Meetings shall be five voting members.

Section 11. Compensation.

Members of the Board of Directors shall serve without compensation, but may be reimbursed from TBLC funds for necessary travel and subsistence costs in connection with TBLC business.

Section 12. Meetings.

The Board of Directors shall meet, at least, four times a year at the call of the President of the Board, or at the written request of five members of the Board, with notice to all Board members at least 14 days before the meeting.

Section 13. Powers and Authority.

Except as otherwise provided herein, the Board of Directors shall have corporate authority and control over all affairs of TBLC, and shall prescribe and enforce all needful rules and regulations for the conduct of the business and affairs of TBLC and the management of its property and other assets, subject to the provisions of its Articles of Incorporation and Bylaws.

Therefore, the Board of Directors:

A. Shall have the responsibility for selecting, appointing, evaluating and establishing compensation for, as well as dismissing, an Executive Director of TBLC.

B. Shall establish such committees as may be necessary for the operation and development of TBLC.

C. Shall authorize the Executive Director to negotiate agreements and contracts with various groups and outside agencies as may be necessary for the conduct of business, subject to policies and guidelines promulgated by the Board, in accordance with a procurement policy as approved by the Board of Directors.

D. Shall approve TBLC program objectives, policies, and annual budgets.

E. Shall make recommendations to the President of the Board and the TBLC Executive Director on major committee and task group appointments.

ARTICLE VI. OFFICERS

Section 1. President.

The President of the Board of Directors of TBLC shall serve also as the Chair of the Board of Directors and shall preside at all Membership and Board of Directors meetings. The President, in their capacity as Chair of the Board, shall have general management of the Board of Directors and shall see that all orders and resolutions of the Board of Directors and the Membership are carried into effect. The President shall appoint committees with the advice of the Board and the Executive Director and shall serve as an ex-officio member of all committees. The President is responsible for calling regular and special meetings of the Membership and of the Board of Directors for transaction of business in accordance with these Bylaws. The President serves a one-year term beginning on October 1.

Section 2. Vice-President.

The Vice-President of the Board of Directors shall be available to preside at Membership and Board of Directors meetings in the absence or incapacity of the President. If the office of the President becomes vacant, the Vice-President will automatically fill the unexpired term. The Vice-President is elected to this office only and does not automatically become President. The Vice-President serves a one-year term beginning on October 1.

Section 3. Secretary-Treasurer.

The Secretary-Treasurer shall serve as the recording officer and custodian of financial records. The Secretary-Treasurer records all votes and keeps the minutes of Board and Membership meetings; and shall arrange for the continued custody of funds and management of TBLC's financial affairs. TBLC staff may assist with these prescribed duties. The Secretary-Treasurer serves a one-year term beginning on October 1.

Section 4. Past President.

The Past President is a full voting member of the TBLC Board of Directors who has previously served as the President. In most circumstances, the President will move into this role immediately upon the completion of their term as President. The Past President serves a one-year term beginning on October 1.

Section 5. Vacancy in Office.

A. In the event the President cannot serve; the Vice-President automatically becomes President for the remainder of the fiscal year.

B. In the event the Vice-President resigns or is otherwise unable to serve, the Board of Directors shall elect a new Vice-President, who shall serve in this office for the remainder of the fiscal year. This person should previously have served at least one year on the Board of Directors.

C. If the Secretary-Treasurer is absent from a Board of Directors or Membership Meeting, the Board of Directors will select a secretary pro tem to take minutes. In the event the Secretary-Treasurer resigns or is otherwise unable to serve, the Board of Directors shall elect a new Secretary-Treasurer, who shall serve in this office for the remainder of the fiscal year. This person should previously have served, at least, one year on the Board of Directors.

D. In the event the Past President resigns or is unable to serve in this capacity, the Board of Directors shall elect a new Past President, who shall serve in this office for the remainder of the fiscal year. This individual must have previously served as the President, but does not need to be a current member of the Board of Directors.

ARTICLE VII. INDEMNIFICATION

Each person who is or was a director, officer, employee, or agent of TBLC (including the heirs, executors, administrators, or estate of such person), or who is or was serving at the request of TBLC, as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, shall by right be indemnified by the TBLC, to the full extent permitted or authorized by present and future laws of the State of Florida, against any liability, cost, payment or expense asserted against them or paid or incurred by them in their capacity as such a director, officer, employee, or agent, whether asserted, paid, or incurred during or after their service as such a director, officer, employer, or agent. TBLC may purchase and maintain, at its expense, insurance to protect itself and any such person against any such liability, cost, payment, or expense. The foregoing right of indemnification shall not be deemed exclusive of any other right to which those indemnified or seeking indemnification may be entitled, both as to action in their official capacities and as to action in another capacity while holding such offices, and TBLC may provide additional rights to its directors, officers, employees, and agents. Persons designated by the Board to manage the financial processes shall be insured at TBLC expense for the discharge of these duties.

ARTICLE VIII. ADMINISTRATION

Section 1. Executive Director.

The Executive Director, who serves at the pleasure of the Board of Directors, shall have authority in all matters relative to the operation of TBLC, except as specifically reserved to the Board of Directors or President of the Board, and consistent with the Articles of Incorporation, Bylaws, and official policies of TBLC. In the absence or disability of the Executive Director, the duties of that office shall be performed and its power may be exercised by a person or persons designated by a majority vote of the Board of Directors.

The Executive Director shall:

A. Prepare and recommend all annual budgets to the Board of Directors and be responsible to the Board for all expenditures. Subsequent significant budget revisions should be submitted and approved by the Board.

B. Be responsible to the Board of Directors for all program implementation and development.

C. Regularly inform the members of TBLC of financial matters and the general status and progress of TBLC's activities. This will be done at Membership Meetings, by circulation of the minutes of the Board of Directors' meetings, by newsletters, or any other appropriate means.

D. Be responsible for preparing grant applications to funding agencies and for generating support in various forms from the private sector.

E. Recommend annual dues and membership fees to the Board of Directors for approval before being submitted at any annual Membership Meeting.

F. Negotiate agreements and contracts as authorized by the Board of Directors with various groups and outside agencies and establish operational and technical relationships for TBLC.

G. Present fiscal and progress reports of TBLC activities to meetings of the Board of Directors and publish an annual written report covering the activities and financial reports for the preceding fiscal year.

H. Maintain the official files of minutes of Membership Meetings, Board Meetings, and Executive Sessions, such files to be retained permanently at the TBLC headquarters and maintained according to Florida record retention standards.

I. Be responsible for the evaluation, supervision and management of staff, and all decisions relating to the operational needs of TBLC.

ARTICLE IX. FISCAL YEAR

The TBLC fiscal year shall be October 1 to September 30.

ARTICLE X. PARLIAMENTARY AUTHORITY

The Rules contained in Robert's Rules of Order Newly Revised (latest edition) shall govern TBLC in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, TBLC's Articles of Incorporation, or any special rules of order TBLC may adopt. The President of the Board of TBLC may appoint a parliamentarian.

ARTICLE XI. AMENDMENTS

These Bylaws may be amended or revised at the annual Membership Meeting by a two-thirds vote of the members present and voting, subject to the normal requirements for a quorum. Notice of proposed amendments to the Bylaws shall be given to the Membership by the President of the Board, at least 30 days prior to the annual Membership Meeting will be considered. Proposed amendments must be submitted to the President at least 45 days prior to the meeting.

ARTICLE XII. DISSOLUTION

A. This corporation may be dissolved upon a majority vote of the membership at any duly called meeting of the Membership.

B. As provided for in the Articles of Incorporation, upon the dissolution of this corporation, after paying or making provision for the payment of all of the liabilities thereof, this corporation shall dispose of all of its assets exclusively for purposes of the corporation as hereinabove set forth.