

# SWAN BOARD BYLAWS COMMITTEE NOTES

## SWAN

800 Quail Ridge, Westmont, IL 60559

January 8, 2020 9:30 a.m.

Conference Room

### Call to Order, Roll Call

Meeting was called to order at 9:30 a.m.

Stacy Wittman, SWAN Board Vice President, Eisenhower Public Library District

Robin Wagner, SWAN Board representative, South Holland Public Library Director

### Introduction of Visitors/Public Comment

Aaron Skog, Executive Director was in attendance.

### Discussion Item – SWAN ByLaws Revisions

The overall goal of the revisions as directed by the SWAN Board is to expand membership input through advisory voting, which can be done primarily online, rather than requiring in-person voting at meetings. In-person meetings present problems with meeting a quorum or a supermajority of the membership.

The ByLaws version (approved in September 7, 2017) was reviewed in its entirety. The document will be shared in a redlined version with comments at the SWAN Board meeting on January 17, 2020. The goal will be to share the revision online and at the March 4, 2020 SWAN Quarterly meeting have discussion with the membership and seek approval on the ByLaws revision.

Areas of the ByLaws needing revision:

1. Article 2 Purpose: update to include language of SWAN's Mission.
2. Article 3, Section 4. Elections: clarify with the attorney on electronic voting for Board elections
3. Article 3, Section 8. Board Voting: modify to have advisory poll for the Membership and Board approval of SWAN's annual budget
4. Article 3, Section 10. Vacancy and Removal of Board Members: Skog suggested that some language be included to remove Board representatives by the Membership, as a check against Board representatives deemed to be inattentive to the Membership.
5. Article 4, Section 1. Budget: revise to have Membership input as advisory with approval by the Board, including budget amendments.
6. Article 4, Section 2. Contracts and Expenditures: revise to have the Board approve expenditures not included the budget.

7. Article 8. Fiscal Year: revise to have the Board approve fiscal year changes.
8. Article 9, Members and Membership, Section 1. Levels of Membership: revise to have the Board approve the addition of levels of participation in SWAN.
9. Article 9, Members and Membership, Section 2. Eligibility for Membership: revise to have the Board approve the addition of new member libraries.
10. Article 9, Members and Membership, Section 4. Meetings of Member Libraries: revise the 30-day requirement of written notice.
11. Article 9, Members and Membership, Section 5. Responsibilities of Member Libraries: revise the requirement of a late fee.
12. Article 9, Members and Membership, Section 6. Voting: remove the entire section 6 as it is duplicative within the ByLaws. There is a need to incorporate revision of the SWAN intergovernmental agreement requiring 2/3 Membership approval elsewhere in the ByLaws.
13. Article 10, Termination of Membership and Dissolution of SWAN, Section 3. Procedure Upon Dissolution of SWAN: make sure the voting requirement matches the Article 3 Section 8. The Committee discussed the “including data” wording as part of the assets transferred, wondering if this language should be stronger.
14. Article 12 Amendment of ByLaws: revise to remove the requirement of presenting at the September Quarterly meeting in order to provide flexibility on the meeting date.

Two questions for the legal counsel were referred to Skog to bring back to the SWAN Board and ByLaws Committee.

1. Board elections are conducted by electronic vote by the Membership. Are there any concerns that electronic voting on Board elections is in violation of OMA? Are there steps or ByLaws language we should consider?
2. Revising SWAN ByLaws in Article XII requires 2/3 Member Libraries vote affirmative at any regular meeting, but could this be revised to allow electronic voting on the revision instead? The 2/3 threshold is an ongoing concern with SWAN's size of 97 libraries total would mean 65 affirmative votes. We typically never have 65 library directors representing the Membership in person at a regular meeting.

**Meeting adjourned at 11:24 a.m.**