



TO: IHLS Board of Directors
 FROM: Sarah Hill
 DATE: February 19, 2026
 RE: FY2026 Bylaws Updates

The IHLS Bylaws are to be reviewed annually by the Executive Committee. Attached please find the draft changes proposed by the committee.

Timeline

Any proposed bylaw changes require board member consideration and member input. The timeline is as follows:

- February 24 Board Meeting – Board discussion of proposed changes
- February 25 – Proposed changes are shared with members for comment, and remain available until March 23
- March 24 Board Meeting – Review of member feedback, discussion, and action
- March 25 – Board-approved Bylaws are shared with the Illinois State Library for final approval by the State Librarian
- July 1 – Updated Bylaws go into effect

As stated in the Bylaws, they “may be amended by a vote of two-thirds (2/3) of all Board members at a regular meeting of the Board of Directors of the System, provided a written draft of the proposed amendments has been given to each Director at the preceding regular meetings with notice to all member libraries.

Rationale for Article VI, Section 4 & 10 Changes

The proposed FY2026 bylaw revisions are intended to clarify governance roles, strengthen legal compliance, and modernize committee language. These changes are primarily clarifying rather than transformational. They do not reduce the Board’s authority, limit transparency, or diminish the value of committee work. Instead, they align IHLS governance with:

- The Illinois Library System Act
- The Illinois Open Meetings Act (OMA)
- Current best practices for public boards

The primary focus of the revisions is to clearly establish that **all Board committees are advisory only**, while preserving the Board’s collective responsibility for decision-making. Under the revised structure, Board members can concentrate on their governance responsibilities within

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regular Board meetings rather than attending multiple standing committee meetings. Committees may still meet as needed, but only when there is a clear purpose or defined deliverable. This approach also results in cost savings for IHLS by reducing mileage reimbursement, staff preparation time, and other administrative expenses, as advisory committee work can be conducted efficiently through virtual meetings.

Historically, IHLS bylaws—like many long-standing public-sector bylaws—contained language that could be interpreted as granting committees independent authority to act on behalf of the Board. While this language may not have reflected actual practice, it created ambiguity. Committees composed of Board members that exercise authority may be considered separate public bodies under the Open Meetings Act, increasing compliance obligations and the risk of inadvertent violations. The revised language removes this ambiguity by clearly stating that committees review, advise, coordinate, and recommend—but do not take action. This clarification protects the Board, staff, and the System by ensuring that authority is exercised transparently and in compliance with statute.

Thank you.



Article I Name

The name of the organization shall be Illinois Heartland Library System, hereinafter referred to as the System.

Article II Authority

The System derives its authority from the Illinois Library System Act, 75 Illinois Compiled Statutes 10/1 et. seq. as amended (hereinafter called "Statutes"); and operates in accordance with the Administrative Rules of Title 23, Part 3030 of the Illinois Administrative Code (hereinafter called "Administrative Rules") promulgated thereunder.

Article III Purpose/Objectives/Vision & Mission

Section 1. The System is a cooperative multi-type library system serving academic, public, school, and special libraries of central and southern Illinois in the counties of Alexander, Bond, Calhoun, Champaign, Christian, Clark, Clay, Clinton, Coles, Crawford, Cumberland, Douglas, Edgar, Edwards, Effingham, Fayette, Ford, Franklin, Gallatin, Greene, Hamilton, Hardin, Iroquois, Jackson, Jasper, Jefferson, Jersey, Johnson, Lawrence, Macon, Macoupin, Madison, Marion, Massac, Menard, Monroe, Montgomery, Moultrie, Perry, Piatt, Pope, Pulaski, Randolph, Richland, Sangamon, Saline, St. Clair, Shelby, Union, Vermilion, Wabash, Washington, Wayne, Williamson, White, and parts of DeWitt, Logan and Mason and other counties that may be associated with the System in the future.

Section 2.

The System vision statement is "*Imagining tomorrow, delivering today*". The mission statement is "*IHLS empowers all types of libraries through advocacy, shared resources, innovative technologies, and robust learning opportunities that engage and enhance our member communities.*"

Section 3. In accordance with its Strategic Plan and its Operational Plan of Service, the System provides services and facilitates cooperation among its member libraries in order to implement the objectives stated in the Statutes and Administrative Rules.

Section 4. To achieve its purpose, the System responsibly utilizes the Area & Per Capita Grant appropriation from the Illinois General Revenue Fund and Library Services and Technology Act funding as disbursed and administered by the Illinois State Library as a department of the Secretary of State's Office. Additionally, the System actively pursues alternative revenue streams and earned income opportunities to fulfill its mission.

Article IV Fiscal Year

The fiscal year of the System shall begin with July 1 and end with June 30.

Article V Membership

Section 1. The Statutes and Administrative Rules of the State of Illinois and the Membership Criteria of the System govern Membership in the System. All academic, public, school, and special libraries whose governing authority headquarters are within the geographic boundaries of the System are eligible to apply for membership. Participating libraries will hereinafter be known as Members.

Acceptance is subject to the approval of the Board of Directors of the System and the State Librarian and implies agreement by the applying library to applicable State statutes and rules and to the System's Bylaws, policies, and Annual Operational Plan. Members agree to comply with the policies, rules, and regulations required for maintaining Membership.

Section 2. Any Member library may be suspended from Membership if not in compliance with State statutes or System requirements. Members will remain in good standing as long as they meet System and State Membership criteria in compliance with statute 75 ILCS 10/9. Specific information about Suspension can be found in the Administrative Rules (3030.100 et seq).

Section 3. Transfer of a Member library to another System shall be governed by the administrative rules of the Illinois State Library.

Section 4. Upon written notice on or before April 1 of any year, a member library governing authority may voluntarily terminate System membership on or before June 30 of the same year (the end of the System's fiscal year) and upon fulfillment of all outstanding obligations to the System.

Article VI Board of Directors

Section 1. The System shall be governed by a Board of Directors of fifteen (15) members. No library shall be represented by more than one Board member. All Board members must be eligible electors in the geographical area of the System. Eligible electors are individuals who are eligible to register to vote within the territory of the System.

Section 2. Duties of Board

The Board of Directors of the System shall have the authority to make such policy to carry out the spirit and intent of the Illinois Library System Act and shall have the powers conferred by the Act **and as outlined in the Commitment to Serve**. The Board of Directors as a whole has the responsibility to review and approve the overall budget as submitted by the Executive Director.

Section 3.

The Board of Directors shall be composed of elected members according to the following manner:

- a. Eight (8) members from the governing boards of public libraries
- b. Two (2) members representing public libraries
- c. Three (3) members representing school libraries
- d. One (1) member representing special libraries
- e. One (1) member representing academic libraries

Section 4. Nominating Committee for the Board of Directors.

A Nominating Committee of five (5) members, who shall be eligible electors within the geographic area of the System, shall be appointed by the President of the System Board, with Board approval, in October of each year. It is the preference of the Board that a minimum of two members from the current Nominating Committee will serve the following year to ensure continuity of the process. No currently sitting System Board member may serve on the Nominating Committee, and no Nominating Committee Member may be slated for that election to the System Board.

a. The Nominating Committee shall recruit candidates and recommend to the Board for confirmation for election to the System Board representing all geographic areas. Nominees must be members of a governing board of a member library, professional staff, or the administration of the type of library to be represented as set out in these Bylaws. The call for nominations will be appropriately publicized to the Members of the System, and any member may propose names for the Nominating Committee's consideration. Additional nominations may be sent to the Nominating Committee upon written petitions of ten (10) member libraries represented by the type of seat on the System Board to be filled. Such petitions, accompanied by written acceptance of the nominee, must be filed with the System Executive Assistant, who will forward them to the Chair of the Nominating Committee for inclusion on the list of nominees. Criteria for the inclusion or any elimination of names to appear on the ballot will be developed by the Nominating Committee, and this information will be included with the certification results presented to the Board at its May meeting. The determination of the final slate of candidates is the responsibility of the Nominating Committee, with the goal of creating a balanced ballot representative of all System members.

b. The Nominating Committee shall confirm that all candidates are eligible electors in the geographic area of the System and recommend a slate of candidates for the ballot to the full

board for consideration.. The ballot will include no more than six (6) eligible candidates for each open seat. Any incumbent board member running for a second term will automatically be awarded a slot on the ballot. In the event that there are no eligible candidates for an open position on the IHLS board, there will be a write-in vote. Any viable write-in candidate will be required to meet all eligibility criteria for the specific board position and must receive a minimum of five (5) affirmative votes in order to win the election. The nominating committee must verify the winning candidate. If there is no clear winner from the write-in vote, the president will appoint a new board member.

c. The ballot will be distributed to each member library agency electronically by March 15. A library agency is defined as a library or libraries with a single governing body or corporate authority. For example, a public library with branches would be counted as a single agency, as would a school district with libraries in several buildings. Each library will be entitled to return only one ballot for its choice of candidates for the System Board of Directors. Before the vote is cast, each library agency should determine who will be responsible for casting the vote for its agency. The Nominating Committee will accept only the first completed ballot if multiple votes are cast by the same library agency.

d. Ballots must be completed and submitted by April 15th to be counted. In the event of a tie, a subsequent election to break the tie will be announced no later than April 25th. This ballot will be available electronically for one full week. The Nominating Committee will certify the election results to the System Board of Directors at its May meeting each year.

Section 5. Terms of Office

- a. All Board members will be elected for a term of three (3) years, except for those board members whose term might be limited by Section 5b below.
- b. No Board member shall be permitted to serve for more than a total of six (6) consecutive years unless two (2) years have elapsed since their sixth year of service.
- c. All terms of office shall be staggered, with one-third of the board seats ending each year.
- d. Terms of office begin on July 1 and end on June 30, the System's fiscal year.
- e. Any appointment to the System Board for a partial term is counted as a full year of service at the conclusion of the most current fiscal year.
- f. Prior service in office on the board of directors of any Illinois Library System shall count toward the statutory maximum of serving a total of no more than six (6) years as a Director, unless two years have elapsed since their sixth year of service.

Section 6. Economic Interest

- a. No member of the System Board may profit personally, either directly or indirectly, from any business connected with the System.
- b. Each member of the System Board shall file a Statement of Economic Interest pursuant to the Illinois Governmental Ethics Act.
- c. All records and accounts of the System shall be kept in the System headquarters office and in the custody of the Executive Director. All such records and accounts shall be open to the inspection and use of all members of the System Board at all reasonable times.
- d. The members of the System Board shall serve without compensation, but their actual and necessary expenses shall be paid by the System.

Section 7.

Should a board member no longer be an eligible elector within the geographic area of the System or leave the local position by virtue of which he/she was eligible, nominated, and elected, the seat shall be declared vacant. Vacancies may be filled by appointment by the remaining members of the Board. The appointee shall serve for the unexpired term of the Director being replaced. Persons appointed must have the same qualifications as those elected and represent the constituency of the vacant seat.

Section 8. Officers

- a. The Officers of the Board of Directors shall be a President, Vice-President, Secretary, and Treasurer.
- b. The Board Nominating Committee shall present a slate of candidates to the Board at the first meeting of the fiscal year. Additional nominations may be made from the floor. The Directors shall then vote on the slate of candidates.
- c. The Officers shall be elected for one year, and no Officer shall serve more than two consecutive terms in the same office. A term of six months or more shall be considered a full term.
- d. The duties of the Officers shall be:
 - i. The President shall preside at all meetings of the Board, appoint any necessary committees, be an ex officio member of all committees, and be entitled to vote on such committees.
 - ii. The Vice-President shall preside at meetings in the absence of the President and shall, in case of the resignation of the President, assume the President's responsibilities until the election of a new President.
 - iii. The Secretary shall have responsibility for the records of the Board of Directors.
 - iv. The Treasurer shall be chairperson of the Finance Committee. Before entering the duties, the Treasurer shall be required to give a bond in an amount equal to at least 50% of the average amount of the system's operating fund from the prior 3 fiscal years. The cost of the bond is paid by IHLS.
 - v. Should an office become vacant prior to the expiration of the term of that office, the Directors shall elect from their members an Officer to fill the unexpired term.

Section 9. Attendance of Board members

Board members are expected to fulfill the duties imposed on them by the nature of their office. It is expected that Board members attend meetings at a public location for regularly scheduled meetings of the full board. Board members must notify the System Executive Director if they are unable to attend a board meeting. IHLS complies with the Open Meetings Act regarding virtual attendance by absentees. (5 ILCS 120/7).

When a Board member is absent from a meeting, the following actions will be taken. The President shall notify in writing any member missing their second meeting. Upon a member's third absence, the topic will be included on the agenda for discussion at the next meeting. The System Board, by a majority vote may, with a quorum present, declare a Board position vacant if a Director fails to attend three (3) meetings during the fiscal year.

Section 10. Committees

The President of the Board of Directors shall appoint committees. Membership on standing committees is limited to members of the Board of Directors, excluding the Advocacy and Education Committee and the Nominating Committee. The Advocacy and Education Committee is comprised of members of the Board of Directors, IHLS staff, school and public library members, and a public library trustee. The Nominating Committee is made up of members only. Membership on committees shall be not less than three. Members of the Board of Directors are limited to membership on two standing committees, excluding the Executive Committee. Terms on committees are for one year, or until such time as new appointments are made.

All IHLS Board committees are advisory only. Advisory committees do not have the authority to make binding recommendations or determinations or to take any other substantive action.

All committees of the Board, whether standing, ad hoc, or advisory, shall comply with the Illinois Open Meetings Act. Advisory committees shall not exercise authority delegated by the Board and shall exist solely to provide information and recommendations.

Executive Committee:

The elected officers of the Board of Directors, plus one other Board member, shall constitute the Executive Committee. The duties of the committee shall be:

- a. To provide guidance to the Board President and Executive Director between meetings.
- b. To coordinate and compile evaluation materials for the annual evaluation of the Executive Director for Board review and action.
- c. To prepare the Board's review of the Bylaws of the System annually

~~Standing Committees (other than Nominating Committee for the Board of Directors):~~

Advocacy and Education

- a. To identify and address library challenges
- b. ii. To collaborate with partners
- c. iii. To promote library values and funding
- d. iv. To develop and promote advocacy resources

- a. [Nominating Committee for Officers of the Board](#)
- a. To solicit interest and present a recommended slate of officer candidates from the Directors serving on the board at the beginning of the fiscal year and to provide the slate for the July meeting
- b. To ensure each candidate shall be contacted about their willingness to serve as an officer

- f. [Ad Hoc Committees](#)
 - a. The President may appoint Ad Hoc committees as needed. Members of Ad Hoc committees may also include other personnel associated with the System, but who are not members of the Board of Directors. Ad Hoc committees must include members of the Board, and no library associated with the System can have more than one member on an Ad Hoc committee.

Section 11. Meetings

- a. The Board shall hold a minimum of nine (9) regular monthly meetings per year to conduct the business of the System. The dates, times, and locations of the meetings shall be determined at the July meeting. Board agendas shall be posted in accordance with the Illinois Open Meetings Act.
- b. All Board and Committee meetings will be conducted in full compliance with the Open Meetings Act (5 ILCS 120/1 et seq.). All Board, Committee, and sub-committee meetings will be conducted in full compliance with the Open Meetings Act (5 ILCS 120/1 et seq.) and the IHLS Policy on Meetings via Electronic Means.
- c. The President may call special meetings on their initiative; the President must call a special board meeting when requested by at least five (5) board members. Notice shall be given 48 hours prior to the date of the meeting and shall state the business to be transacted. The meeting will be limited to the business stated.
- d. A quorum shall be a simple majority of the members of the System Board. With fifteen (15) members, the quorum is eight (8).
- e. Should both the President and Vice-President be absent from any meeting, the Directors present shall choose from among their number a temporary, presiding Officer who shall be designated President Pro Tem for that meeting.
- f. A roll call vote shall be taken for the expenditure of funds, execution of a contract, and upon the request of any board member.
- g. Standard Order of Business will comply with the Open Meetings Act.
- h. Closed session minutes will be reviewed by the President or Vice President at the January and July board meetings each year.
- i. Meetings shall be recorded for internal purposes only and in full compliance with 5 ILCS 120/1 et seq.

Article VII Executive Director

The Executive Director shall be the System's Chief Executive Officer and be responsible for the administration of the System. The qualifications of the Executive Director shall include a master's degree from an American Library Association-accredited library education program and who has a minimum of five years postgraduate employment that includes a minimum of two years in library administrative experience. The Executive Director shall have the authority to hire such other employees as may be necessary, to fix their compensation, and to remove such appointees, subject to the approval of the Board. The acts of the Executive Director are subject to the approval of the Board. Applicable hiring, compensation, and termination procedures may differentiate based on business needs. A new employee may begin the onboarding process and the recommendation for hire will be included in the next Board meeting packet. The Executive Director reports to and is responsible directly to the Board. Performance is evaluated by the Board of Directors based on the agency's ability to serve the needs of its membership and achieve the goals of the Board, as stated in the Operational and Strategic Plan.

Article VIII Membership Input

The Executive Director shall hold regularly scheduled meetings for system members at rotating sites throughout the system.

The purpose of these meetings is to:

- a. Gather input and feedback from members regarding current System services and initiatives.
- b. Offer an additional opportunity for communication and networking with and among the membership.
- c. Provide a forum in which suggestions can be made for the consideration of the Board of Directors and the Executive Director.

These meetings will be held on a bi-monthly schedule. ~~at geographically diverse locations throughout the system. Videoconference sites will be open to enable members from throughout the system to attend in several locations. As they become available and effective, other electronic methods of connectivity will be implemented to offer other meeting options for members.~~

Article IX LLSAP Governance Group

The LLSAP membership shall form a governance group that will act as an effective liaison between the LLSAP membership and the IHLS Board of Directors. The purpose of this group is to:

- a. Promote membership excellence and involvement.
- b. Provide input and review of changes to LLSAP governance documents.
- c. Initiate suggestions regarding the LLSAP to the Executive Director and the IHLS Board of Directors.

Members of the LLSAP governance group shall serve according to the guidelines set by the LLSAP governance and its membership.

Article X Parliamentary Authority

All meetings shall be conducted in accordance with Robert's Rules of Order, latest edition, and shall be open to the public in compliance with the "Illinois Open Meetings Act," as amended (ILCS 120/1 et seq.)

Article XI Amendments and Revisions

Section 1. These Bylaws may be amended by a vote of two-thirds (2/3) of all Board members at a regular Meeting of the Board of Directors of the System, provided a written draft of the proposed amendments has been given to each Director at the preceding regular meeting with notice to all member libraries.

Section 2. Bylaws changes can originate from the System Board or from the membership of the System submitted to the System Board.

Section 3. Bylaws changes must be submitted for approval by the State Librarian through the Illinois State Library before they become effective.

Approved by Planning Panel on February 26, 2011

Approved by the Illinois Heartland Library System Transition Board on March 29, 2011

Approved by the Illinois Heartland Library System Board of Directors on July 5, 2011

Amended by the Illinois Heartland Library System Board of Directors on August 23, 2011

Amended by the Illinois Heartland Library System Board of Directors on August 28, 2012

Amended by the Illinois Heartland Library System Board of Directors on February 26, 2013
Amended by the Illinois Heartland Library System Board of Directors on July 23, 2013
Amended by the Illinois Heartland Library System Board of Directors on October 22, 2013
Amended by the Illinois Heartland Library System Board of Directors on May 27, 2014
Amended by the Illinois Heartland Library System Board of Directors on October 28, 2014
Amended by the Illinois Heartland Library System Board of Directors on November 25, 2014
Amended by the Illinois Heartland Library System Board of Directors on March 5, 2015
Amended by the Illinois Heartland Library System Board of Directors on July 28, 2015
Amended by the Illinois Heartland Library System Board of Directors on April 26, 2016
Amended by the Illinois Heartland Library System Board of Directors on February 26, 2019
Amended by the Illinois Heartland Library System Board of Directors on January 23, 2024
Amended by the Illinois Heartland Library System Board of Directors on February 27, 2024
Amended by the Illinois Heartland Library System Board of Directors on June 24, 2025