



20 N. Wacker Drive, Ste 1660  
Chicago, Illinois 60606-2903  
T 312 984 6400 F 312 984 6444

15010 S. Ravinia Avenue, Ste 10  
Orland Park, Illinois 60462-5353  
T 708 349 3888 F 708 349 1506

312 984 6424  
kthenn@ktjlaw.com

www.ktjlaw.com

October 6, 2014

James Matthews  
Board President  
Illinois Heartland Library System  
504 W. Dunbar  
Mahomet, Illinois 61853

**Re: Authority of Executive Director**

Dear Mr. Matthews:

You have asked us to provide an opinion in response to the letter from the Illinois State Library dated August 26, 2014 regarding the revised Personnel Code for the Illinois Heartland Library System ("System") and the specific issue of the authority of the Executive Director with respect to hiring, setting compensation, and firing of System employees. A copy of the letter from the Illinois State Library is enclosed for your reference.

The Illinois Library System Act ("Act") contains two provisions that bear directly on this issue. Paragraph 3 of Section 10/7, "Powers of boards," grants authority to the board of directors, "to make and adopt such policies, rules and regulations for the government and operation of the library system as necessary." 75 ILCS 10/7(3). Paragraph 5 contains the specific language regarding the executive director. It provides the board with authority:

To appoint and to fix the compensation of a competent librarian, who 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 board may also retain counsel and professional consultants, as needed. 75 ILCS 10/7(5).

Several sections of the Illinois Administrative Code also address the authority of the executive director and the role of the Illinois State Library. Section 3030.100 provides that all personnel policies adopted by the board must be consistent with state law and are "subject to approval by the State Librarian." 23 Ill. Adm. Code 3030.100. Section 3030.50, "Service Standards," provides that the board shall employ an executive director who reports to the board and that the executive director, "shall hire enough technical and professional personnel as are required to operate the system and provide required training when appropriate." 23 Ill. Adm. Code 3030.50(d)(2).

The statutory language and authority for local libraries and library districts is very similar to the language set forth above from the Act. The provision in the Illinois Local

Library Act is found at 75 ILCS 5/4-7(7). The provision in the Public Library District Act of 1991 is found at 75 ILCS 16/30-55.35. We have advised local libraries and library districts that the executive director, when hiring, fixing compensation and firing employees, must act pursuant to policies or standards set by the board or must obtain specific approval from the board, whether in advance of the hiring, setting of compensation or firing, or afterwards by way of ratification of the board.

Reading all of these provisions together, it is our opinion that the System Board can delegate authority to the Executive Director to make hiring decisions, set compensation and make firing decisions if it desires to do so. As stated above, many local libraries and library districts operate in this manner. In addition, it is my understanding that the System has operated this way and that its Personnel Code has indicated the authority of the Executive Director with respect to hiring, setting compensation and firing, since the System was established. It is also my understanding that it is the Executive Director's practice to provide a staffing update to the System Board, at its next regularly scheduled meeting, and that the System Board approves the staffing update.

Currently, the System's Bylaws and the job description for the position of Executive Director provide for some delegation to the Executive Director. The job description includes, as an essential duty and responsibility, that the Executive Director:

Oversees human resources activities, including the approval of human resource plans and activities such as the selection of staff, establishment of compensation levels, and the establishment of IHLS's organizational structure and submits to the board for approval.

The Bylaws state, in Article VII, that the Executive Director, "shall have the authority to hire such other employees as may be necessary, to fix their compensation, and remove such appointees, subject to the approval of the Board. The acts of the Executive Director are subject to the approval of the Board."

In order to provide for delegation of hiring, setting compensation and firing to the Executive Director, we recommend that the Board amend the Bylaws and the job description for the position of Executive Director. The job description for the Executive Director of RAILS includes language that could be added to the System's Executive Director job description. A copy of the job description for RAILS is enclosed for your reference. The language to add in place of the section quoted above is:

Has final authority and responsibility for staff recruitment, evaluations and promotions, discipline management and terminations, as well as all other personnel matters, in accordance with System policies.

The RAILS Bylaws also include language about the position of Executive Director that could be added to the System's Bylaws. The RAILS Bylaws are more generally written and include responsibilities of the Executive Director. A copy of the RAILS Bylaws is enclosed for your reference.

If you have any questions or would like to discuss this issue further, please contact me.

Sincerely,

KLEIN, THORPE AND JENKINS, LTD.



Kathleen T. Henn

KTH/an  
Enclosure

cc: Leslie Bednar, Executive Director  
(via email: [lbednar@illinoisheartland.org](mailto:lbednar@illinoisheartland.org) and U.S. Mail)



## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State and State Librarian

Illinois State Library  
Gwendolyn Brooks Building  
217-782-2994

August 26, 2014

Ms. Leslie Bednar  
Executive Director  
Illinois Heartland Library System  
6725 Goshen Road  
Edwardsville, Illinois 62025

Dear Leslie:

Per your request for a written opinion from the Illinois State Library about the Library System Act, specifically seeking clarification on 75 ILCS 10/7 (5), I am sending you the following written summary of my conversation with you; this letter has been reviewed by the Secretary of State's Legal Counsel.

*(75 ILCS 10/7) (from Ch. 81, par. 117)*

*Sec. 7. Each board of library directors of a system shall carry out the spirit and intent of this Act and, in addition to the other powers conferred by this Act, shall have the following powers: ...*

*5. To appoint and to fix the compensation of a competent librarian, who 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 board may also retain counsel and professional consultants, as needed.*

Section 5 means that the director, the "competent librarian," may hire employees as he or she deems necessary to run the system. All library systems have established personnel job descriptions and classifications, and their associated salary ranges. Once you, the director, have hired an employee, that hire is provisional until such time as the board approves your action. This provisional nature of the new employee's hire should be made clear in writing to the employee when the employee begins, clearly spelling out that his/her employment is not official until the board approves it. It is also the case that terminating an employee is also provisional until the board approves the action. In the case of termination, you could place the employee on paid leave until the board meeting, pending board affirmation of your action.

Further, Chief Deputy Director Lawren Tucker and I reviewed with you the completeness of the board required in section 5; that is, a subcommittee or smaller group of the board cannot act as a surrogate for the complete board in these actions of hiring and firing. It is "the board" that approves, not a subset of the board.

Please let me know if you have any questions.

Sincerely,

Anne Craig, Director  
Illinois State Library

cc Secretary of State Legal Counsel  
Chicago Public Library System, Brian Bannon  
Reaching Across Illinois Library System, Deidre Brennan  
Illinois State Library, Lawren Tucker

Illinois State Library  
Gwendolyn Brooks Building  
Springfield, Illinois 62701

**Position Title:** Executive Director

**Description Type:**  New  Revised

**Department/Unit:** Administrative Services

**FLSA Status:**  Exempt  Non-exempt

**Position Classification:** Library Professionals

**Pay Grade:** Board Determined

### **Reporting Relationship:**

**Reports to (Title):** RAILS Board of Directors

**List of direct reports (by Title):**  Applicable  Not Applicable

- Associate Executive Director
- Director, Communication Services
- Director, Finance
- Director, Human Resources
- Executive Assistant

### **Position Summary:**

The Executive Director is responsible for providing executive leadership in the overall administration and integration of a multi-type library System that has been formed from five previously existing Systems. The Executive Director will work closely with the System Board of Directors, System staff, member library directors and representatives, as well as Illinois library regional System directors and the Illinois State Library.

### **Core Job Functions:**

- Acts as the principle of the RAILS leadership team in the overall operations and directing the planning, implementation, and evaluation of all RAILS services and operations
- Leads, participates in, and delegates planning activities for all phases of the library System's operations with particular attention to integrating program services and operations as a result of the merger of the five library Systems
- Works to assure System service programs are efficient, effective and respected by all multi-type member libraries; Employs a collaborative approach to carrying out duties and responsibilities
- Coordinates and directs System staff in developing programs designed to help member libraries achieve their goals; Delegates responsibility for various aspects of System programs as appropriate, and works effectively with System staff, member library directors and Illinois library leaders in problem solving and decision making
- Bears final authority and responsibility for staff recruitment, evaluations and promotions, discipline management and terminations, as well as all other personnel matters in accordance with System policies; Bears responsibility for maintaining written System personnel evaluation records; Establishes and maintains an HR System for personnel
- Works with member library directors to plan quality and desirable service programs
- Serves as the communication link between Board and System staff, as appropriate
- Interprets Board policies to System staff and provides staff support in the execution of such policies; Advises and provides recommendations to the Board on the need for new or revised policies; Advises Board on plans and concepts for current and future policy revisions
- Prepares and submits to the Board recommendations and reports relative to all matters requiring Board action; Ensures communications include necessary and helpful information as needed to ensure informed decision making
- With System staff, implements the policies of the System Board and the Plan of Services as defined in the ILS Per Capita Grant
- Assists the President in calling meetings and special meetings of the Board of Directors; Prepares agenda and reviews minutes for Board meetings; Serves as staff representative to the Board

- Attends System, regional and state committee meetings; Plans, promotes and facilitates System-wide meetings; Serves as ex-officio to the System Advisory Committee
- Ensures compliance of all library System activities with the provisions of the Library Systems Act and regulations of the Illinois State Library
- Responsible for preparation and management of the annual budget; Supervises preparation and presentation of the monthly and annual financial reporting, and brings financial recommendations and budget concerns to the Board in a timely manner; Provides for participation of System staff in budget preparation, and supervises alternate revenue sources
- Signs contracts for services and grants; Certifies bills and monies expended by countersigning checks and managing expenditures
- Ensures completion of annual audit as recommended by the Board
- Supervises processes needed for, and facilitates evaluation of, building and equipment maintenance and replacement with particular attention to implementing the facilities consolidation plan as approved by the Board of Directors
- Represents the System and its membership in civic, educational, and library affairs of the System area and its relations at state and national levels; Works with the state legislature on library funding and relevant legislation affecting libraries; Assists with the development, oversight and promotion of approved legislative functions to member libraries on the state level; Promotes advocacy efforts on library legislation and assists with implementation of state laws as relevant to libraries; Promotes System and its member libraries throughout the state and serves as System spokesperson to the press
- Contributes to professional development of librarianship; Informs self on educational, political, legal, technological and sociological trends as they apply to librarianship; Is vigilant of emerging library trends within the System and its member libraries, and the promotion thereof where appropriate
- Promotes library services to un-served and underserved areas of the System, and helps to develop new programs consistent with changing environments; Works to further the growth of library services throughout the System area, and to encourage improvements for member library services as well; Promotes participation in System-wide programs; Acts as liaison with member libraries and serves as consultant in appropriate areas
- Promotes productive cooperation among member libraries and other library Systems or agencies; Contributes to the elevation of library cooperative concept
- Works to maximize the System's grant support; Delegates administrative supervision of special projects and grants as appropriate
- Other duties as assigned by the RAILS Board of Directors

### **Knowledge, Skills, and Abilities:**

#### Education -

- MLS Degree from an ALA accredited library school

#### Knowledge/Experience -

- Minimum of ten years progressively responsible library management experience, with five years at the senior and/or executive level including supervision of professional and supervisory staff
- Knowledge of and experience working with the Illinois legislative process affecting libraries
- Knowledge of principles and practices of library System administration
- Hands on experience in long range planning and budgeting
- Proven experience of operating and influencing within a political environment

#### Skills/Abilities –

- Ability to create an effective senior management team to oversee 100 or more staff over multiple locations
- Ability to create a cohesive corporate culture for the merged system
- Ability to envision problem solutions and define critical paths to reach those solutions
- Strong ability for negotiation and effective conflict resolution
- Capacity to be responsive and empathetic to member library needs

- Organizational skills; ability to delegate authority, supervise and lead staff effectively at multiple, remote sites
- Strong verbal and written communication skills: ability to concisely summarize essential needs to the System Board, System staff, state legislators and member libraries; ability to disseminate information in a concise, timely manner and in a format that is friendly to the Board and member libraries
- Capability for regional and statewide travel on a regular basis

Working Conditions and Physical Requirements –

- Comfortable office working environment
- Ability to communicate in person via phone, video conference, and electronic mail

**Position Description Updated on: 7/24/2014**

**Acknowledgement**

I acknowledge that I have read the job description and requirements for the Executive Director position and confirm that I can perform these core job functions.

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Signature

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Date

# Reaching Across Illinois Library System (RAILS)

## Bylaws

### Revision Control

These bylaws were adopted by the individual System Boards (Alliance Library System, DuPage Library System, Metropolitan Library System, North Suburban Library System, Prairie Area Library System) as Appendix B of the Intergovernmental Agreement in February 2011.

- RAILS Bylaws – APPROVED by System Boards February 2011
- RAILS Bylaws – ADOPTED by the Merger Transition Board on March 10, 2011
- RAILS Bylaws – RATIFIED by RAILS Board on July 1, 2011
- RAILS Bylaws – REVISION APPROVED by RAILS BOARD October 21, 2011 (Article 6, Section D)
- RAILS Bylaws – REVISION APPROVED by RAILS Board December 19, 2011 (Article 4, Section B; Article 5, Section N)
- RAILS Bylaws – REVISION APPROVED by RAILS Board February 22, 2013 (Article 5E; Article 5K; Article 5O)
- RAILS Bylaws – REVISION APPROVED by RAILS Board June 20, 2014 (Article 5C and E)
- RAILS Bylaws – REVISION APPROVED by RAILS Board July 25, 2014 (Article 5N)

### Article 1 Name and Definitions

- The name of the organization shall be Reaching Across Illinois Library System (RAILS) hereinafter known as the System.
- A “Member,” or “the Membership,” refers to the library organizations that have chosen to join, been approved, and receive services from the System.
- “Directors” are individuals serving on the System Board of Directors.
- “Eligible electors” are individuals who are eligible to register to vote within the territory of the System. Each Member library will designate their eligible elector as the individual who will cast the organization’s vote in the election of Directors to the System Board.

### Article 2 Purpose

The purpose of The System is to promote, foster, encourage and effectuate the improvement of library services within the territory served by the System, and the extension of their services to all people within such territory.

### Article 3 Authority

The System derives its authority from the Library Systems Act (75 ILCS 10/1 et seq.). This statute states that it is the policy of the State of Illinois in promoting public education, and in serving all levels of the educational process, to encourage the improvement of free public libraries and the cooperation among all types of libraries in the sharing of library resources.

### Article 4 Membership in the System

#### A. Eligibility

The statutes and administrative rules of the State of Illinois and the Membership Criteria of the System govern Membership in the System. Any Public, School, Academic or Special library, within the service



area, is 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 Plan of Service. Members agree to comply with policies, rules and regulations required for maintaining Membership.

**B. Suspension**

Any Member library may be suspended from Membership if not in compliance with State Statutes, Administrative Rules or System Requirements. Members will remain in good standing as long as they meet System and State Membership criteria. Specific information about Suspension can be found in the Administrative Rules (3030.115).

### Article 5 Governance

**A. The Governing Board**

The Governing Board shall be the System Board of Directors composed of fifteen (15) individuals hereinafter referred to as "The System Board."

**B. Number and Qualifications**

While all Directors are expected to represent the entire System, the Board of Directors will be made up of the following types of individuals.

1. Eight (8) seats will be held by Board members of Member Public Libraries.
2. One (1) seat will be held by an individual representing a School Library.
3. One (1) seat will be held by an individual representing an Academic Library.
4. One (1) seat will be held by an individual representing a Special Library.
5. The remaining four (4) seats will be filled by individuals elected at large and representing libraries of any types: public, academic, school and special, and without regard to type of library.
6. All Directors must be eligible electors in the geographical area of the System. No more than one Director may serve simultaneously from any Member library.

**C. Nominations**

1. Each year the President of the System Board will appoint a Nominating Committee that selects and confirms candidates for election to the System Board. No currently sitting System Director may serve on the Nominating Committee and no Nominating Committee Member may be slated for that election to the System Board. 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.
2. Further nomination may be made 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 Board Secretary, who will convey the nominations to the Chair of the Nominating Committee. Timing of such petition will be appropriately publicized.
3. No individual may be a candidate for more than one Board seat in a specific election.

**D. Election of Directors**

1. The Nominating Committee will determine the design and the timetable for the distribution and return of ballots.
2. Each Member library shall receive one ballot with all the names of the candidates with instructions for casting the ballot. The eligible elector designated by the Member will cast the ballot.
3. When the votes are tallied, the candidate(s) receiving the highest number of votes in his/her category is elected to the vacant seat(s). In case of a tie, the seat holder will be decided by a flip of the coin.

**E. Term**

The term of office of Directors shall be three years, but no Director shall serve more than a total of six years unless two years have elapsed since his/her sixth year of service. The terms of office of one-third of the Directors shall expire each year. The term of office begins with the first Board meeting after the start of the fiscal year.

**F. Vacancies**

Should a vacancy occur between elections, The System Board will appoint an individual with the qualifications to fill the specific type of vacant seat as described in Article 5, Section B 1-6.

**G. Disqualifications**

Directors are expected to fulfill the duties required of them by the nature of their office. The System Board by a Majority vote may, with a quorum present, declare a System Board position vacant if a Director fails to attend two (2) unexcused Board meetings during the System year.

Should a Director 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. This shall not apply when the Director changes positions within the local entity or is still otherwise qualified to represent the type of seat for which the Director was elected.

**H. Meetings**

The System Board shall meet a minimum of nine (9) times a year. Directors may attend meetings electronically consistent with established Board policy and the Open Meetings Act. A simple majority of the Directors will constitute a quorum.

Special meetings of the Board of Directors may be called by the President or upon the request of three Directors upon five days written notice, for the transaction of such business as may be stated in such notice.

**I. Powers and Duties of the Board of Directors**

The powers and duties of the System Board shall be in accordance with the Illinois Library System Act and the Rules and Regulations promulgated there under.

The Board of Directors will conduct an evaluation of the Executive Director annually at an appropriate time.

**J. Officers**

The Officers of the Board shall be as follows: President, Vice President, Secretary, and Treasurer. The Officers of the Board shall have the following duties and responsibilities:

1. The President will preside at all meetings of the Board; shall appoint any necessary committees; shall sign official documents; and, shall assume such other powers that meet with the consent of the Board.
2. The Vice President will preside at meetings in the absence of the President; shall in the case of the resignation of the President or the inability of the President to perform the duties of the office assume the President's responsibilities until the election of a new President; and, shall perform such other duties as the Board may direct.
3. The Secretary will keep minutes of all Board meetings; shall sign documents and correspondence in the name of the Board when so directed by the President and/or the Board; and, shall perform such other duties as the Board may direct.
4. The Treasurer will discharge the responsibilities placed upon that office by law, oversee the fiscal affairs and activities of the System; report regularly to the Board of these matters, and perform such other duties as the Board may direct. Before entering the office, the treasurer is required to give a bond in an amount set by the Board in compliance with law, and the cost of such to be paid by the System.

**K. Election of Officers**

The Nominating Committee will propose the slate of Officers of the System Board. The election of officers shall be held at the first meeting of the System Board each year. The officers shall be elected for one (1) year, and no officer shall serve more than two (2) consecutive full terms in one office. A term of six (6) months or more shall be considered a full term. The term of office begins with the first Board meeting after the start of the fiscal year.

**L. Vacancies in Officers Roles**

In the event that the office of President becomes vacant, the Vice-President shall assume the duties of the President, and the System Board shall elect one of the remaining Directors to the office of Vice-President for the remainder of the term. In the event one of the other offices becomes vacant, the System Board shall elect one of the remaining Directors to fill the remainder of the term.

**M. Committees**

1. Executive Committee

- a. The President, Vice-President, Secretary, and Treasurer together with one additional Director elected by the Board of Directors shall constitute the Executive Committee. The designation of such committee, and the delegation thereto of authority, shall not operate to relieve the Board of Directors, or any Member thereof, of any responsibility imposed by law.
- b. The Executive Committee shall have and may exercise the authority of the Board of Directors as specifically and expressly delegated by the action of the Board of Directors.
- c. A majority of the Directors on the Executive Committee shall constitute a quorum.
- d. The President of the Board of Directors shall preside at the meetings of the Executive Committee. In the absence of the President, the Vice-President shall preside.

2. Other committees
  - a. Committees of the Board will be appointed where there is a need in the areas of Board operations, Board policy, and activities outside the responsibilities of the Executive Director as chief executive and administrative officer. The Board of Directors may establish ad hoc and advisory committees as it sees fit.

**N. Economic Interest**

No member of the RAILS Board of Directors may profit personally, either directly or indirectly, for any business connected with the system.

Each member of the RAILS Board of Directors shall file a Statement of Economic Interest as required by the Illinois Governmental Ethics Act.

Each member of the RAILS Board of Directors shall also file a Conflict of Interest Form annually or within 60 days of assumption of office, certifying that the member has no prohibited conflict of interest with RAILS and disclosing any personal or business relationships that reasonably could produce a direct or indirect conflict involving RAILS. The Conflict of Interest Form should be filed with the RAILS Executive Director.

The members of the RAILS Board of Directors shall serve without compensation, but their actual and necessary expenses shall be paid or reimbursed by the system.

**O. Indemnification**

Members of the RAILS Board of Directors shall be indemnified as described in the RAILS Indemnification Policy.

**Article 6 System Executive Director**

- A. The Board of Directors shall, by resolution, appoint an Executive Director of the System who shall meet any and all requirements, including having a master's degree from an American Library Association-accredited library education program and at least five years postgraduate employment, including at least two years in library administrative experience, as required by the Board and by Illinois law and regulation.
- B. Responsibilities of the Executive Director:
  1. General administration of the System.
  2. Provision of professional advice to the Board of Directors.
  3. Supervision of assistants and other staff employees.
  4. Implementation of policies, objectives, and plans of the Board of Directors.
- C. The Executive Director shall be responsible directly to the Board of Directors.
- D. RAILS Member Advisory Group
  1. There shall be a RAILS Member Advisory Group that reports directly to the RAILS Executive Director. The Group shall provide feedback on member services and communications, and shall undertake any additional activities the Group and the Executive Director shall mutually agree are valuable.

2. The Group shall consist of 15 members. Eight of the members shall be elected by the RAILS membership and shall include: five RAILS public library staff members, one RAILS academic staff member, one RAILS school library member and one RAILS special library member. Seven of the members shall be appointed by the Executive Director and shall include: three RAILS public library staff members and four RAILS members from any type of library. Group members shall serve for two-year terms (to a maximum of four consecutive years), and terms shall be staggered.

#### **Article 7 Fiscal Year**

The fiscal year for the System shall begin with July 1 and end with June 30, following the applicable rules and regulations of the State of Illinois.

#### **Article 8 Amendments**

Proposed Bylaw changes can originate from the System Board or from the Membership of the System. Proposed amendments to the Bylaws must be submitted for consideration by the System Board at a meeting at which notice of the proposed bylaw amendment has been provided or listed on the meeting agenda. A bylaw amendment may not be voted upon until a subsequent meeting of the Board. Changes to the bylaws must be approved by 2/3's vote of the Directors attending the meeting at which they are considered and must be submitted for approval to the Illinois State Library before they shall become effective.