

**CONSTITUTION**  
**For the**  
**Northwest Georgia Regional Library System**

**ARTICLE I**  
**NAME AND LOCATION**

The name of this organization is the Northwest Georgia Regional Library System. Its' headquarters is located in Dalton, Georgia. It is a tax exempt organization under the laws of the State of Georgia and an exempt organization under Section 115 and Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE II**  
**PURPOSE**

The purpose of the regional library system shall be to furnish a full complement of current library services to the people of the region under the regulations governing public libraries as set forth by the State of Georgia [O.C.G.A. § 20-5-40]. The Northwest Georgia Regional Library System Board of Trustees shall have jurisdiction over all matters which involve two or more affiliate libraries and/or matters upon which the regional system adopts policy.

**ARTICLE III**  
**CONSTITUENCY**

Counties comprising the Library System at the adoption of this Constitution are Gordon, Murray, and Whitfield. Any county or municipality within the geographic region (60 mile radius from headquarters) that is not otherwise served by a public library is eligible to request membership through contract with and approval of the Regional Board of Trustees and by payment of an amount agreed upon for such participation, based on the cost of providing the service in said county or municipality. Any existing public library that qualifies for State aid is eligible to become a member library through contract with and approval of the Regional Board of Trustees. Each county library has an affiliate board serving in an advisory capacity to the Regional Library Board.

**ARTICLE IV**  
**DISSOLUTION OR WITHDRAWAL FROM THE REGIONAL LIBRARY SYSTEM**

**Section 1.** The regional library system may be dissolved by reversal of the procedures followed in its original organization. A majority of the board members in a majority of the counties must agree to the dissolution of the system.

**Section 2.** One county may withdraw from the system if a majority of the board members from that county vote to do so. Notice of withdrawal must be sent to the chairperson of the NGRL Board of Trustees and the regional director at least six months prior to the end of the state fiscal

year. This notice must include reasons for the withdrawal and the method by which the decision was reached. The State Library Agency must be notified of the receipt of this letter of intent within five working days.

**Section 3.** The regional library system must elect to expel a member county upon the following conditions:

- (a) Failure of the county to maintain the agreed level of support to the regional system, or
- (b) Failure of the county to meet criteria which may jeopardize the system's eligibility for state or federal funds.

**Section 4.** Notice of expulsion shall be sent not less than six months prior to the end of the state fiscal year to the chairperson of the member county library board of trustees, all funding agencies party to the participating agreement, the director of NGRL, and the State Library Agency.

**Section 5.** In the event of the withdrawal of one county from the regional system, all equipment and materials purchased with state or federal funds for use in the library or libraries in that county shall remain in those libraries. After the notice of withdrawal has been received by NGRL, there is no obligation on the part of the regional library system to purchase books, equipment, supplies, or other items for the use of the library or libraries in the withdrawing county, other than the fair share of items and/or services funded by the existing Materials and System Services budgets for the current year.

## **ARTICLE V GOVERNING BODY**

**Section 1. Regional Board of Trustees:** As prescribed by O.C.G.A. § 20-5-41, the governing authority of the Northwest Georgia Regional Library System is the Regional Board of Trustees.

**Section 2. Membership:** The Regional Board of Trustees shall consist of eight trustees, determined by county population as a percentage of total regional population (per Georgia State OPB). Two representatives will be appointed from the Calhoun-Gordon Board; two representatives from the Chatsworth-Murray Board; and four representatives from the Dalton-Whitfield Board. Appointments shall be made by the county boards and shall be in writing.

Vacancies shall be filled in the same manner as appointments are made; if a vacancy occurs prior to the expiration of a trustee's term, the new appointee shall complete the unexpired term. In the event a member of the regional board ceases, for any reason, to be a member of his/her local library board, his/her term on the regional board shall end at the same time. The local library board shall appoint a new representative to the regional board to serve out the remainder of the unexpired term.

**Section 3. Terms:** Board members shall serve staggered terms of three years, and may serve two consecutive terms.

**Section 4. Removal:** Board members shall be removed for cause or for failure to attend three consecutive meetings.

**Section 5. Officers:** The officers shall be a chair, a vice-chair, and a secretary. Chair and Vice-Chair are elected from among the appointed trustees at the first meeting of the Board of the fiscal year. The office of secretary will be held by the library director or other library employee. The Secretary will be an ex officio member of the board and will not be eligible to vote on board issues. No member shall hold more than one office at a time. No member shall be eligible to serve more than two consecutive terms in the same office. [The limitation on consecutive terms does not apply to the Secretary as the library director or another employee serves in this capacity]. Vacancies in office shall be filled by vote at the next regular meeting of the Board after the vacancy occurs.

**Section 6. Executive Committee:** The Executive Committee of the Board of Trustees shall be composed of the elected officers of the Board and one at large representative appointed by the chair. One member from each county library shall be represented on the Executive Committee. The Executive Committee shall govern in the name of the Board of Trustees between meetings of the Board on an emergency basis. The Executive Committee shall report to the full Board any action taken within forty-eight hours.

**Section 7. Collective Authority:** All decisions of the Regional Board are made by the Regional Board as a collective body. No individual member may make decisions or act for the Regional Board unless specifically authorized to do so by a vote of the membership of the Regional Board.

**Section 8. Bond:** Pursuant to O.C.G.A. § 20-5-50, the Regional Board of Trustees shall maintain a current bond of adequate amount (to be recorded in the minutes) on the library director, other officials, and employees authorized to handle library funds. A copy of this bond and those for all member libraries shall be submitted annually to the Georgia Public Library Service as required per state aid criteria with the annual report.

**Section 9. Audit:** The Regional Board of Trustees shall insure timely annual audit or AUP of all libraries accounts within the region as required criteria for state aid for the library system as a whole. A copy of these reports will be filed annually with the Georgia Public Library Service.

**Section 10. Compensation:** Pursuant to O.C.G.A. § 20-5-44, members of the Regional Board of Trustees shall receive no compensation; however, they may be reimbursed for any reasonable and necessary expenses incurred in the performance of library business. Dues or fees for membership in local, state, regional, or National Library Associations may be paid from library funds.

## ARTICLE VI CONFLICT OF INTEREST

Any conflict of interest on the part of any Trustee shall be disclosed to the Board when the interest becomes a matter of Board action. Any Trustee having a conflict of interest shall not vote or use his personal influence on the matter, and shall not be counted in determining the quorum for the meeting for that vote. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting, and the quorum situation. Any new Trustee will be advised of this policy upon assuming the duties of office.

No member of the Board of Trustees or his or her family member shall benefit financially from the Trustee's membership on the Board, or create the appearance of a conflict of interest or commitment, or of impropriety. A trustee must disclose to the full Board of Trustees that he or she has a conflict of interest.

**Section 1.** To avoid any potential claims of conflict of interest, no employee of a company with a direct financial interest with the NGRL System may serve on the Board of Trustees or any affiliated library board of trustees within the NGRL system.

**Section 2.** To avoid any potential claims of conflict of interest, no current employee of the NGRL System may serve on the NGRL Board of Trustees or any affiliated library board of trustees with the NGRL system.

**Section 3.** To avoid any potential claims of conflict of interest, no former employee of NGRL System with fewer than six years from last date of employment to first date of appointment may serve on the NGRL Board of Trustees or any affiliated library board of trustees with the NGRL system.

**Section 4. Nepotism:** No member of the Board of Trustee's immediate or extended family can be an employee of the NGRL system or of any affiliate library.

A) Immediate family includes:

- i. Spouse or domestic partner
- ii. Parents
- iii. Siblings
- iv. Children
- v. Grandchildren, Great-Grandchildren...

B) Extended family includes:

- i. Family related by blood, including aunts, uncles, nieces, nephews and first cousins
- ii. Family related by marriage, including aunts, uncles, nieces, nephews and first cousins
- iii. Family related by legal agreement, including adoption, fostering, or guardianship

**ARTICLE VII  
CONTRACTING AUTHORITY**

The Regional Library System, through its Board of Trustees, is authorized to make and enter into contracts or agreements as are deemed necessary and desirable [O.C.G.A. § 20-5-2], provided that all such contracts or agreements entered into shall:

1. Detail the specific nature of the services, programs, facilities, arrangements, or properties to which such contracts or agreements are applicable;
2. Provide for the allocation of costs and other financial responsibilities;
3. Specify the respective rights, duties, obligations, and liabilities of the parties; and
4. Set forth the terms and conditions for duration, renewal, termination, abrogation, disposal of joint or common property, if any, and all other matters which may be appropriated to the proper effectuation and performance of the agreement.

Affiliate library boards may request the Regional Library System Board delegate authority to make and enter into contracts or agreements, to be voted on by the Regional Library Board during regular meetings.

**ARTICLE VIII  
INTERLIBRARY COOPERATION**

The Library System, through its Board of Trustees, may enter into cooperative endeavors with other library systems, either by sharing personnel, materials, or services; by confederation or by merger as approved by the governing bodies of both library systems, provided the resulting cooperative endeavor is conducive to mutual growth and development of each library system.

**ARTICLE IX  
AMENDMENTS**

The Constitution may be amended at any regular Board meeting that has a quorum present with two-thirds majority approval, provided that the proposed amendment was provided in writing to the members at least two weeks before the meeting.

# **Bylaws**

**for**  
**Northwest Georgia Regional Library (NGRL) System**

## **Article I** **DUTIES AND RESPONSIBILITIES OF MEMBERS**

The Regional Board of Trustees shall have duties and responsibilities which include but are not limited to the following:

1. To employ a library director who meets state certification requirements and such other employees as necessary upon the recommendation of the library system director; provided, however, that the board shall be authorized to delegate employment of staff members to the library system director.
2. To approve budgets prepared by the library system director and assume responsibility for the presentation of the library's fiscal needs to the supporting agencies.
3. To attend board meetings.
4. To establish policies governing library programs and use of the facility.
5. To set policy for the administration of gifts of money and property.
6. To present financial and progress reports to governing officials and to the public.
7. To notify the appropriate affiliate board of a vacancy so that a member may be appointed to complete unexpired or full terms.
8. To notify the library system director, in advance, of all meetings of library boards and board committees.

## **Article II** **DUTIES AND RESPONSIBILITIES OF OFFICERS**

**Section 1. Chairperson:** The Chair shall be the chief officer of the board of trustees and preside at all board meetings. He/she shall appoint all committees and shall be an ex officio member of all committees. The Chairperson shall rotate by county to ensure equal participation across the regional board.

**Section 2. Vice Chairperson:** The Vice Chair of the Board of Trustees shall preside in the absence of the Chair, and perform other duties as assigned by the Chair or the Regional Board.

**Section 3. Secretary:** The Secretary of the Board of Trustees shall record the official actions of the board, keep a record of attendance at board meetings, and have custody of the official books, which shall be housed at the regional library headquarters. A member of the NGRL administrative staff will serve as Secretary to the NGRL board. The secretary shall notify the proper appointing local boards of vacancies that occur on the regional library board. He/she shall report changes of membership to the Georgia Public

Library Service. The Secretary shall send copies of the minutes of all meetings to the chairs of all local boards.

### **Article III FISCAL YEAR**

**Section 1.** The Northwest Georgia Regional Library operates on a July 1<sup>st</sup> to June 30<sup>th</sup> fiscal year, aligning with the State of Georgia fiscal operating year.

### **Article IV MEETINGS**

O.C.G.A § 50-14-1(3)(A) defines a meeting as:

- (i) The gathering of a quorum of the members of the governing body of an agency at which any official business, policy, or public matter of the agency is formulated, presented, discussed, or voted upon; or
- (ii) The gathering of a quorum of any committee of the members of the governing body of an agency or a quorum of any committee created by the governing body, at which any official business, policy, or public matter of the committee is formulated, presented, discussed, or voted upon.

O.C.G.A § 50-14-1(3)(B) states that meetings do not include:

- (i) The gathering of a quorum of the members of a governing body or committee for the purpose of making inspections of physical facilities or property under the jurisdiction of such agency at which no other official business of the agency is to be discussed or official action is to be taken;
- (ii) The gathering of a quorum of the members of a governing body or committee for the purpose of attending state-wide, multijurisdictional, or regional meetings to participate in seminars or courses of training on matters related to the purpose of the agency or to receive or discuss information on matters related to the purpose of the agency at which no official action is to be taken by the members;
- (iii) The gathering of a quorum of the members of a governing body or committee for the purpose of meeting with officials of the legislative or executive branches of the state or federal government at state or federal offices and at which no official action is to be taken by the members;
- (iv) The gathering of a quorum of the members of a governing body of an agency for the purpose of traveling to a meeting or gathering as otherwise authorized by this subsection so long as no official business, policy, or public matter is formulated, presented, discussed, or voted upon by the quorum; or

(v) The gathering of a quorum of the members of a governing body of an agency at social, ceremonial, civic, or religious events so long as no official business, policy, or public matter is formulated, presented, discussed, or voted upon by the quorum.

### **Section 1. Regular Meetings**

The Board shall have a minimum of four meetings per year, including no less than one each calendar quarter. Those meetings will occur at 5:00 p.m. on the fourth Tuesday of January, April, July, and October at the Dalton-Whitfield Public Library, or such place as designated. A quorum shall consist of five members. A simple majority affirmative vote of the members present and voting shall be necessary to approve any action before the board. These meetings are open to the public and conform to the specifications of the Open Meetings Law [O.C.G.A. § 50-14-1].

### **Section 2. Special Meetings**

Special meetings may be called at the direction of the chair or upon the written request of at least two members, for the transaction of business as stated in the call for the meeting. Except in cases of emergency, at least forty-eight hours' notice shall be given. In no case may less than two hours' notice be given.

### **Section 3. Executive Committee Meetings**

Meetings of the Executive Committee may be called in an emergency by the chairperson to transact business requiring attention between regular meetings of the Regional Board. The library director must be present at any Executive Committee Meeting. O.C.G.A § 50-14-1(3)(E)(2) (A) Minutes must be kept of all executive committee meetings, though these are not public. These minutes shall be kept and preserved for in camera inspection by an appropriate court should a dispute arise as to the propriety of any executive session. Any actions taken by the Executive Committee must be reported and recorded within forty-eight hours to the public and at the next regularly scheduled meeting.

### **Section 4. Method of Attendance**

Pursuant to O.C.G.A. § 50-1-3(g), a member may participate by teleconference if necessary due to reasons of health or absence from the jurisdiction so long as the other requirements of this chapter are met and so long as a quorum is present in person. Absent emergency conditions or the written opinion of a physician or other health professional that reasons of health prevent a member's physical presence, no member shall participate by teleconference pursuant to this subsection more than twice in one calendar year.

### **Section 5. Quorum**

No official business may be conducted at a Board meeting without a quorum. One-half plus one of the current membership of the Board, in person, shall constitute a quorum for the transaction of business at any meeting.

### **Section 6. Voting**

Each member of the regional board shall have one vote. Those attending via audio or video conferencing may vote as long as a quorum is present in person. The chairperson shall not vote except in the case of a



tie vote, at which time the chairperson shall vote to break the tie. O.C.G.A § 50-14-1 (b) makes clear that all votes must be taken in public. Exceptions exist only for votes to authorize settlement of matters in litigation and for preliminary votes on real estate transactions.

### **Section 7. Attendance Requirement**

A Board Member shall be removed for cause or for failure to attend three consecutive board meetings [O.C.G.A. § 20-5-42]. A letter reporting the removal and specifying the cause shall be sent to the affected board member and to the appointing authority responsible for his or her appointment. The local appointing authority shall be asked to appoint another representative to fill that member's unexpired term.

### **Section 8. Notification of Board**

Prior to each regular or called meeting, the regional director shall notify regional board members of the date, time and place of the regional board meeting.

### **Section 9. Notification of Public**

In accordance with O.C.G.A § 50-14-1, all meetings of the library board or its committees must be open to the public and conform to the specifications of the Open Meetings Law. The public will be notified of all board meetings through the headquarters library legal organ and posting at the library.

### **Section 10. Closed Session**

The library board may enter into closed session during a board meeting for discussion about acquisition of real estate, consultation with legal counsel, or personnel matters. All business discussed during the closed session is confidential and cannot be discussed outside the session with others. No action can be taken during the closed session. All decisions must be formally moved and adopted in an open board meeting to be legally binding.

### **Section 11. Order of Business (Agenda)**

The Order of Business (or Agenda) for meetings will include 1) call to order 2) approval of minutes 3) reports, 4) old business, 5) new business, 6) public comment, and 7) adjournment. Pursuant to Georgia Law O.C.G.A. § 50-14-1(e)(1) an agenda shall be available upon request and shall be posted at the meeting site.

### **Section 12. Parliamentary Authority**

The latest edition of Robert's Rules of Order (Revised) shall govern the proceedings of the NGRL Regional Board.

### **Section 13: Violation of Business Disclosure**

Any person knowingly and willfully discussing business which is lawfully private or contrary to board standing, including opinions about a policy already voted upon, with anyone outside of the meeting shall be removed from the board.

### **Section 14: Violation of Open Meeting Law**

"Any person knowingly and willfully conducting or participating in a meeting in violation of this chapter shall be guilty of a misdemeanor and upon conviction shall be punished by a fine not to exceed \$1,000.00.

Alternatively, a civil penalty may be imposed by the court in any civil action brought pursuant to this chapter against any person who negligently violates the terms of this chapter in an amount not to exceed \$1,000.00 for the first violation. A civil penalty or criminal fine not to exceed \$2,500.00 per violation may be imposed for each additional violation that the violator commits within a 12 month period from the date that the first penalty or fine was imposed.” O.C.G.A § 50-14-6

## **Article V COMMITTEES**

All committees are appointed by the chairperson as necessary. Each member county library must be represented on any committee formed. Possible committees include, but are not limited to:

### **Section 1. Executive Committee**

The Executive Committee is composed of the chair, vice-chair, and one at large board member. The committee is delegated the power to govern in the name of the board of trustees between meetings of the board. This committee often develops standards for evaluating the library director’s performance and annually reviews the director’s performance.

### **Section 2. Personnel Committee**

This committee is tasked with recommending legal, current personnel policies and supporting the Director in establishing a system of procedural controls to assure a responsible administration of personnel policies. It shall be available to hear grievances which arise from the grievance procedure.

### **Section 3. Finance and Budget Committee**

The Finance and Budget committee monitors financial, budgetary and administrative policies to assure that the library is adequately funded to meet short and long term needs; develops policies and systems of procedural control to assure conservation of public funds and wise management of assets and is operated in a financially sound, balanced manner consistent with the best interest of the library system.

### **Section 4. Building and Grounds Committee**

This committee is to observe any repairs or improvements that could be made to the library buildings or grounds and present the ideas to the board. They may be charged with the execution of any decision made by the board to help with the upkeep of the grounds.

### **Section 5. Nominating Committee**

This committee is responsible for nominating board members for service, and officers of the board.

### **Section 6. Strategic Planning Committee**

This committee is responsible for working with the library director, library staff, and community constituents in assessing long range goals and objectives for the regional library system.

**ARTICLE VI  
DUTIES OF THE LIBRARY DIRECTOR**

Pursuant to O.C.G.A. § 20-5-45, every public library system shall have a library director who must, as an educational requirement, hold at least a Grade 5(b) Librarian's Professional Graduate Certificate. This same state statute sets out the legal duties of the director. They are:

1. To recommend for employment or termination other staff members, as necessary, in compliance with applicable laws and the availability of funds and to employ or terminate other staff members if so authorized by the Regional Library Board and/or its approved Policies.
2. To attend all meetings called by the Office of Public Library Services of the Board of Regents of the University System of Georgia or send a substitute authorized by the office of the director.
3. To prepare any local, state, or federal annual budgets.
4. To notify the board of trustees and the Office of Public Library Services of the Board of Regents of the University System of Georgia of any failure to comply with:
  - a. Policies of the board
  - b. Criteria for state aid
  - c. State and federal rules and regulations
  - d. All applicable local, state, or federal laws
5. To administer the total library program, including all affiliated libraries, in accordance with policies adopted by the system board of trustees.
6. To attend all meetings of the system board of trustees and affiliated boards of trustees or to designate a person to attend in his or her place.
7. To sign contracts as delegated on behalf of the Regional Library Board and/or approved in NGRL Policies.
8. To sign checks as delegated on behalf of the Regional Library Board and/or approved in NGRL Policies.

**ARTICLE VII  
AMENDMENTS**

**Section 1: Meetings for Amendments**

The Constitution may be amended at any regular or announced Board meeting that has a quorum present with two-thirds majority approval, provided that the proposed amendment was provided in writing to the members at least two weeks before the meeting.

**Section 2: Filing Changes**

All amendments to these Bylaws shall be filed with the Georgia Public Library Service of the Georgia Board of Regents and are maintained at the Northwest Georgia Regional Library Headquarters in Dalton, Georgia.