

# **Independence Public Library Board of Trustees ByLaws**

## **Section I LIBRARY BOARD**

- In accordance with Chapter 22 of the City of Independence Ordinance, the Independence Public Library Board of Trustees will have seven members for terms of service as specified in the noted Ordinance.
- The general powers and duties of the Independence Public Library Board of Trustees are specified in Chapter 22 of the Municipal Code of the City of Independence.
- The Board will exercise its powers and duties as follows:
  1. Employ a competent and qualified individual to serve as Librarian, also hereinafter called the Director.
  2. Evaluate the performance and effectiveness of the Director in fulfilling his/her duties and responsibilities as prescribed in Section VI of the By-Laws. This evaluation will be performed annually under the direction of the personnel committee of the Board of Trustees, and will be discussed with the Director.
  3. Cooperate with the Director in determining and adopting written policies to govern all operations and programs of the Library.
  4. Report to and cooperate with other public officials, boards and the Independence community in support of a good public relations program within the community.
  5. Assist in the preparation of and seek adequate support for the annual Library budget.
  6. Develop long-range goals for the Library and work toward the achievement of these goals.

## **Section II INDEMNIFICATION OF MEMBERS**

- The Board shall indemnify any member made a party to an action, suit, or proceeding in tort or contract, or for violation of any of the other civil rights laws, State, Federal or local, under which the member is or could be subject to personal civil liability for a loss occurring because of a non-criminal act or omission within the scope of their membership on the Board. This indemnification shall include any judgment, compromise, or settlement of the

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action, suit or proceeding; and reasonable expenses, including attorney's fees actually and reasonably incurred by the member in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that a Board member is liable for gross negligence or willful misconduct in the performance of his or her duties. The rights of indemnification and reimbursement contained in this bylaw shall not be deemed exclusive of any other rights to which a member may be entitled by Statute or otherwise.

### **Section III**

### **OFFICERS**

- The officers of the Board of Trustees will be President, Vice-President and Secretary, each serving terms of one year and shall be designated the "Executive Committee." Officers may succeed themselves in office. An officer must be a Board member during his/her term in office. Vacancies in any office may be filled by Board appointment to the remainder of the term at the next regular meeting of the Board of Trustees after the vacancy occurs. Any officer may be removed for any reason, at any time, by a Board action in which a majority of the entire Board (as opposed to a majority of those present) has voted for such removal.
- Nominations and voting for the three officers will take place at the June or July meeting. Officers will be installed immediately after the election, and will hold office until their successors are elected and installed.
- The duties of the officers are as follows:
  - The President will:
    1. Preside at all meetings of the Board;
    2. Appoint all standing and ad hoc committees;
    3. Lead the Director in preparation of the agenda for Board meetings;
    4. Serve as liaison for the library staff.
  - The Vice President will:
    1. Perform such functions as may be assigned by the President of the Board;
    2. Perform all the functions of the President in his/her absence or disability.
  - The Secretary will:
    1. Record and properly file, in permanent form, complete proceedings of each Board meeting. (This responsibility may be discharged by the use of appropriate library personnel.)

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2. Send a copy of such proceedings to each Board member prior to the subsequent meeting. (This responsibility may be discharged by the use of appropriate personnel.)
3. Perform all the functions of the President in the simultaneous absence and/or disability of the President and Vice President.

### Section IV **MEETINGS**

- Regular meetings will be held on the third Thursday of each month at 6:30 pm unless otherwise posted, with locations being determined by the Board.
- Special meetings may be held at any time, at the call of either the President or any two members of the Board; however, at least twenty-four hours advance notice of the special meeting must be given to all Board members.
- An agenda for each regular Board meeting will be prepared by the Director in cooperation with the President and sent to the Board members prior to the meeting, together with necessary discussion materials.
- The agenda will be made available to the public prior to the meeting, by posting, or advertising it in places generally available to the public. The agenda will include where the public can attend or listen to the meeting.
- All meetings of the Board are open to anyone who may wish to observe the proceedings. Non-Board members who wish to address the Board will be given the opportunity under any action or miscellaneous, as determined by the president.
- Robert's Rules of Order will govern the parliamentary procedures of the Board.
- A quorum at any meeting will consist of four or more Board members.
- Electronic Meetings:

(Reference Code of Iowa §21.8)

- The Independence Public Library Board shall provide for electronic meetings for trustees of the library board and ensure the meeting meets Iowa Code chapter 21 requirements.
  - The meetings can fit one or more of the following definitions:
    - In-Person Meeting – members physically meeting in the same location.
    - Hybrid Meeting – involving both remote participation and in-person participation by members.

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- Remote participation – real-time participation by a remotely located individual.
  - Teleconference participation – participation using audio conference tools involving multiple participants in at least two separate locations.
  - Virtual meeting – meeting involving real-time interaction in which participants do not share a physical location.
  - Trustees attending electronically and in-person have the same participation and voting rights.
  - The governmental body provides public access to the conversation of the meeting to the extent reasonably possible.
  - Minutes are kept of the meeting, but they need not include a reference explaining why electronic means were used during the meeting.
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- Voting:
    - Voting on all matters of business may be by verbal ayes and nays or by a show of hands, unless a record of the vote is required. When a record is required or desired, the vote shall be by show of hands, followed by a roll call response.
    - All resolutions require four “yes” votes in a seven member meeting to pass.
    - The order of voting of a recorded vote shall be by roll call in alphabetical order, except for the president who shall vote last.
    - The presiding officer shall announce the result of the vote
    - In the absence of a quorum at a regularly scheduled meeting, **specific** bills may be approved for payment with the unanimous approval of those members present. **Expenses that can be approved include utilities, postal expenses, credit card payments, payments for conferences or other training, and expenses through vendors from which a discount may be obtained or a penalty/late fee may be imposed if not paid within a certain time period.**
  - Notice and conduct of meetings shall be in keeping with the requirements of the Iowa Public Record and Open Meetings Law, Code of Iowa, Chapters 21 and 22.

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### Section V

#### **COMMITTEES**

- The President may appoint ad hoc committees as needed. If a committee member is unable to serve, a replacement will be appointed by the President.
- Examples of committees are, but not limited to Budget, Building, Personnel, and Executive.

### Section VI

#### **THE DIRECTOR**

- The Director's duties and responsibilities will be as follows:
  1. Select the library materials—books, magazines, audio materials, video materials, etc.
  2. Maintain and operate the physical plant;
  3. Recruit, hire, train, assign, evaluate, and discipline members of the Library staff; up to and including termination; as needed.
  4. Keep the Board informed of the finances, public services, personnel, collections, condition of the physical plant and other developments, changes, and problems within the Library.
  5. Prepare as directed by the President, the agenda for the monthly meeting of the Board and collect and distribute such documents and materials necessary to accomplish the goals of the agenda.
- The Director ordinarily will be expected to attend all meetings of the Board.

### Section VII

#### **AMENDMENTS TO THE BYLAWS**

- Amendments to these Bylaws may be adopted by a majority vote at any regular meeting of the Board, (provided that notice of the proposed amendments has been given to the Board members at least 48 hours prior to the meeting). These Bylaws shall be reviewed annually.