

**BYLAWS
for the
TRUCKEE LIBRARY
JOINT POWERS AUTHORITY**

The County of Nevada, the Town of Truckee, and the County of Placer have entered into an Amended Joint Powers Agreement for a New Library Facility in the Truckee Area (hereinafter referred to as the “Library JPA”).

The Library JPA hereby adopts the following Bylaws for the purpose of providing for the orderly conduct of its affairs.

Section 1 Name, purpose, membership, functions and responsibilities

1.1 Name

The name of this body shall be the Truckee Regional Library Joint Powers Authority (Library JPA).

1.2 Purpose, functions and responsibilities

- A. Construct and maintain a new public county library (“Truckee Regional Library) serving the area in and around the Town of Truckee.
- B. Lease or acquire any land as consistent with the Library JPA Agreement
- C. Pursue financing strategies, including a bond measure, to secure funding for the construction and maintenance of the Truckee Regional Library
- D. Carry out the functions required by the Joint Powers Authority Agreement.
- E. Approve the budget and the disposition of revenues which include any revenues generated by a future bond measure issued to construct the new Truckee Regional Library

1.3 Membership

- A. Member jurisdictions of the Library JPA include the County of Nevada, the Town of Truckee, and the County of Placer (“Members”).
 - i. Core Member agencies include the County of Nevada

and the Town of Truckee. Core Member agencies must satisfy all requirements as set forth in the Amended JPA Agreement.

- ii. Non-Voting Member agencies include the County of Placer. A Non-Voting Member shall have no vote on the Library JPA Board of Directors and no financial commitment to join the Library JPA or any potential future financial commitment in the future as to costs of construction or maintenance of a Truckee Regional Library.
- iii. A Non-Voting Member may become a Core Member if the majority of the governing body of the Non-Voting Member votes to approve the same and subject to consensus on any financial obligation at the time of said vote.

B. Other public agencies authorized and empowered to contract for the joint exercise of powers under the JPA Act may also become Members of the Library JPA. To become a Member, the governing body of a public agency must: (1) approve of and request membership in writing; (2) execute this Agreement; and (3) present such documents to the Library JPA Board. Admission of a new Member under this provision shall not require this Agreement to be modified or amended but can be subject to limitations as determined by the Core Members

C. Withdrawal

Individual Members may withdraw from the Library JPA by complying with all applicable laws and by giving a minimum of one year's written notice to the Board and all other Members, which withdrawal shall be effective only at end of a given Fiscal Year. Subject to the terms of any lease, any Member who withdraws from the Library JPA shall retain any real property interests already owned by such Member (i.e., the buildings, underlying land, etc.). Upon withdrawal, the withdrawing Member shall not be entitled to distribution of any Library JPA property or funds; rather, the Library JPA shall retain all property used in the provision of library services at the Member's facilities, including but not limited to furniture, fixtures, technology, equipment, library collections and materials, and the like. Further, a withdrawing Member shall be responsible for satisfying its proportionate share of all outstanding debt and obligations for system-wide costs, that exist at the time of withdrawal, as agreed to by all Members.

Section 2 The Board of Directors

2.1 Composition of the Board

The Library JPA Board shall be composed of four Directors. There shall be two Directors from each of the Core Member agencies, The County of Nevada and the Town of Truckee. Each Director shall have one vote.

Non-Voting Members shall not be entitled to appoint Directors to the JPA Board.

Board representation for any future members of the Library JPA shall be negotiated and established prior to the new member joining the JPA Board.

2.2 Selection and Tenure

- A. Selection process for each Director shall be determined by the appointing jurisdiction.
- B. Directors shall serve without compensation except as specified in the JPA Agreement.
- C. Directors are appointed for a term not to exceed four years; provided, however, that one of the Directors initially appointed from each Core Member shall serve for an initial term not to exceed two years all subsequent appointments shall be for a term not to exceed four years.
- D. There is no limit on the number of terms a Director may serve.

2.3 Alternates

Members may appoint one alternate Director.

2.4 Officers

The Library JPA will elect a Chair and a Vice-Chair. The Board will also appoint a Secretary and/or Clerk.

- A. It shall be the duty of the Chair to preside at the meetings of the Library JPA Board and to perform such other duties as ordinarily pertain to the office of Chair.
- B. The Vice-Chair shall have all the powers and duties of the Chair in their absence.

- C. It shall be the duty of the Secretary and/or Clerk to keep all the Board meeting minutes and post all agendas.

2.5 Term of Officers

The term of office for the Chair and the Vice-Chair shall commence on the date of the first regular meeting of the calendar and be for a period of one year. Terms shall coincide with the calendar year.

2.6 Election of Officers

Election of officers shall take place at the first regular meeting of the calendar year.

Section 3 Meeting

3.1 Schedule and Location

- A. Regular meetings of the JPA Board will be held monthly, unless the Board establishes a different meeting schedule.
- B. Meeting location will be set prior to each meeting, in sufficient time to comply with the posting requirements included in the Brown Act. An annual meeting schedule will be set at the first meeting of the Library JPA and will reoccur annually. Meeting dates will be adjusted to allow for holidays.
- C. Special Meetings of the Board may be called by the Chair or Vice Chair.

3.2 Notice

Notice of the time and place of all regular meetings shall be given in accordance with the Brown Act and shall be posted in the Nevada County Government Center, Truckee Town Hall, Placer County Government Center, and at the public posting location of any new members.

3.3 Quorum for a Regular Meeting

A majority of the Directors duly appointed to the Board as of any meeting date shall constitute a quorum of the Board for the transaction of business as long as there is one Director from each Core Member present. If there is less than a quorum at a meeting, no Board action can be taken, and the meeting may be adjourned. If only three (3) Directors are present, a unanimous vote is required in order to take any action.

3.4 Rules of Order

Rosenberg's Rules of Order shall prevail at all meetings of the JPA Board.

3.5 Consent Calendar

For all meetings, the JPA Board may use a consent calendar containing items generally non-controversial in nature. Any Board member or member of the public may request that an item be taken from the consent calendar and voted on separately.

3.6. Public Comment

The public shall have an opportunity to speak on any Governing Board agenda item. The Chair, with the concurrence of the Board, may set parameters for the nature and length of any comments.

3.7 Agendas and Minutes

The Secretary or Clerk shall prepare minutes of all Board meetings as soon as practicable after each meeting and shall make the draft minutes available to each Director, the Core Members, the Non-Voting Members, FOTL, and, upon request, to any other interested parties. The Board shall consider the minutes at the next regular meeting for approval.

Section 4 Officers, Committees, and Liaisons

The Officers described below shall be employees or officers of any of the Members.

4.1 Library JPA Administrator

The Board may appoint a Library JPA Administrator who shall report directly to the Board and shall serve at the pleasure of the Board. The Library JPA Administrator shall be responsible for the day-to-day operation, administration, and management of the Library JPA, and shall perform duties as assigned by the Board and specified in this Agreement. Chair, with the consent and approval of the JPA Board, may establish such committees and other advisory bodies as may be necessary from time to time.

4.2 Chief Financial Officer

The Library JPA Administrator shall appoint a person, firm, or entity to act as the Chief Financial Officer to the Library JPA. The Chief Financial Officer shall be responsible for overseeing the Library JPA's financial

activities and shall, in writing, approve the accuracy of figures contained in each recommended budget presented to the Board. The Chief Financial Officer shall report directly to the Library JPA Administrator

4.3 Auditor-Controller and Annual Audit

The County of Nevada Auditor-Controller shall act as the Controller for the Library JPA. The Controller shall perform all usual and customary duties of their offices for the Library JPA, including but not limited to receiving all deposits, issuing warrants per direction, and other duties specified in Government Code section 6505.5. The Board may transfer the responsibilities of the Controller to any other person or entity as the law may provide at the time (see e.g., Government Code section 6505.5). The Board shall cause an independent annual audit to be made by a certified public accountant, or public accountant, in compliance with Government Code section 6505.

4.4 Treasurer

The County of Nevada Treasurer Tax-Collector shall act as the Treasurer for the Library JPA. The Treasurer shall perform all usual and customary duties of their office for the Library JPA as outlined by Government Code section 6505.5. The Board may transfer the responsibilities of the Treasurer to any other person or entity as the law may provide at the time (see e.g., Government Code Section 6505.5).

4.5 Legal Counsel

The Board shall appoint, or enter into an agreement with, a person, firm, or entity to act as general legal counsel to the Library JPA

4.6 Committees

The Board may establish any advisory committees it deems appropriate to assist it in carrying out its functions, including both standing and ad hoc committees.

4.7 Liaisons

The Board may appoint liaisons to the Board as it deems appropriate to assist it in carrying out its functions, and to assist with outreach and other community functions

Section 5 Finances

5.1 Fiscal Year

The fiscal year will be July 1 through June 30.

5.2 Annual Budget

The Library JPA shall operate only under an approved and balanced budget, which must be reviewed, adopted, and/or revised by the Board each Fiscal Year. The Board may revise an adopted budget as may be reasonably necessary to address contingencies, and unexpected expenses or financial circumstances

The Library JPA Administrator is responsible for preparing the recommended budget to present to the Board with assistance from the Chief Financial Officer.

At least one month prior to the Board's annual public sessions to be held on the budget, the Library JPA Administrator and Chief Financial Officer shall hold a public discussion or workshop with respect to the budget.

5.3 Tax Levies

The Library JPA (and any other Member as applicable) shall annually levy, as allowed by law, in the same manner and at the same time as other similar taxes are levied, and in addition to all other taxes, a tax upon all property to construct and maintain the Truckee Library. Such tax revenues shall be deposited with the Library JPA's Treasurer and paid out for the purposes authorized by the Library JPA Agreement.

Section 6 Adoption and Amendments of Bylaws.

6.1 Adoption of Bylaws

These Bylaws shall become effective upon an affirmative vote of a majority of the Library JPA Board.

6.2 Amendments of the Bylaws

Bylaws may be amended by a majority vote of the Library JPA Board. Proposed amendments must be submitted for discussion at the meeting before they are to be adopted.

6.3 Bylaws and the Joint Powers Authority Agreement

The Joint Powers Agreement for a New Library Facility in the Truckee Area shall supersede these Bylaws in the event of conflict.