



# GALENA PUBLIC LIBRARY DISTRICT

## BYLAWS OF THE GALENA PUBLIC LIBRARY DISTRICT

### ARTICLE I. NAME AND PURPOSE

The Board of Trustees of the Galena Public Library District, Galena, Illinois (hereinafter, the “Board”) is charged with the responsibility of the governance of the Galena Public Library District (hereinafter, the “Library”).

The Board is the governing body of the Library. Its responsibilities and duties are defined by the Illinois Public Library District Act of 1991, [75 ILCS 16/ *et seq*] (hereinafter, the “Act”) and related statutes. They include:

- a. Determining library policies;
- b. Employing a qualified Library Director;
- c. Approving library expenditures;
- d. Approving annual fiscal budgets;
- e. Providing for the efficient maintenance of Library facilities; and
- f. Promoting community use of the Library.

The Board shall comply with all provisions of Illinois law pertaining to public bodies, library districts and trustees.

### ARTICLE II. TRUSTEES

#### **Section 1. Appointments and Terms of Office.**

The Board shall consist of seven members, who meet the qualifications established in 75 ILCS 16/30-20, elected by the voters of the Library District. Newly elected trustees take office on the third Monday of the month following the biennial election and take the oath at the first regular Board meeting following that date. Trustees shall serve staggered four-year terms.

#### **Section 2. Meeting Attendance.**

Trustees shall be expected to attend all meetings unless prevented by a valid reason. Any Trustee who is unable to attend a meeting shall contact the Library Director or the Board President to be excused. A trustee may be asked to resign for failure to attend regular board meetings. Attendance at meetings via electronic means shall not constitute an absence.

### **Section 3. Vacancies.**

Trustee vacancies shall be declared by the Board when the elected or appointed trustee: (i) resigns, declines, or is unable to serve; (ii) becomes a nonresident of the Library; (iii) is convicted of a misdemeanor by failing, neglecting, or refusing to discharge any duty imposed upon them by the Act; or (iv) has failed to pay the library taxes levied by the Library.

Vacancies shall be filled by an appointee of the remaining Trustees until the next regular election, at which time a trustee shall be elected to fill the vacancy for the unexpired term; however, if such vacancy occurs with fewer than 28 months remaining in the term, and if the vacancy occurs fewer than 88 days before the next regularly scheduled election for this office, then the person appointed by the remaining Trustees shall serve the remainder of the unexpired term and no election to fill the vacancy shall be held.

The resignation of any Trustee must be submitted in writing to the Board President. The Board President shall accept the resignation at the next Board meeting unless the resignation is withdrawn prior to that meeting.

### **Section 4. Compensation.**

Trustees shall serve without compensation but shall be reimbursed from District funds for their actual and necessary expenses incurred in the performance of their duties.

### **Section 5. Trustee Orientation**

New Trustees shall be oriented by the Library Director and the current President and be provided with the following:

- a. A tour of the Library, including staff introductions;
- b. A meeting to review the contents of the Trustee Orientation manual and the Library issued Trustee iPad;
- c. Current budget materials;
- d. Current committee assignments;
- e. Discussion of pertinent Library history and current Strategic Plan; and
- f. Trustee contact information.

## **ARTICLE III. OFFICERS**

### **Section 1. Officers.**

The officers of the Board shall be President, Vice President, Secretary, and Treasurer, elected from among the trustees. 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. Vacancies in office shall be filled by vote at the next regular meeting of the Board after the vacancy occurs.

### **Section 2. Nominations and Elections of Officers.**

The election of officers will occur as the first action at the first regular board meeting following the biennial election of trustees. All nominations shall be made from the floor. Officers shall serve a term of two years, ending on the second Monday of the month following each regular election or until their

successors are duly elected by the Board. A vacancy in any office, as determined by a majority vote of the remaining members of the Board consistent with Article II, Section 3 of these bylaws, shall be filled by the Board for the unexpired term. Officers may be subject to forfeiture of office if they miss more than three consecutive regularly scheduled Board Meetings.

### **Section 3. Duties of Officers.**

#### **A. Board President**

The Board President shall preside at all meetings of the Board. They shall be a signer on all papers and documents to which a signature may be necessary or appropriate. If the Board President is unable, within the required time, to sign a given document, the Vice President shall sign the document. The Board President must approve Board meeting agendas prior to public posting. The Board President serves as a ex-officio voting member of all committees.

The Board President is the point of communication between the Board and the Library Director. The Library Director reports ultimately to the Board of Trustees, with the Board President facilitating communication.

#### **B. Vice President**

The Vice President, in the absence of the President or in the event of the President's incapacity or refusal to act, shall assume all duties of the president.

#### **C. Secretary**

The Secretary shall keep an accurate record of all board meetings. They shall include therein a record of the names of those in attendance, ordinances enacted, resolutions adopted, motions made and votes taken, and all other pertinent information affecting the operation of the Library.

The Secretary serves as the local election official for elections of the Board. They shall issue notices required by statute, administer oaths and affirmations of office, and perform such duties that are associated with the office.

At the end of each fiscal year, two Trustees (other than the Secretary) will be appointed by the President to audit the Secretary's records.

In the absence of the President and Vice President, the Secretary shall call the meeting to order and preside until the immediate election of a president pro tem.

#### **D. Treasurer**

The Treasurer shall keep and maintain accounts and records of the Library during the term in office, indicating therein a record of all receipts and disbursements and balances in any funds, which shall be reported monthly to the Board. The Treasurer shall work with the Director to prepare the Annual Operating Budget to recommend to the full Finance Committee for approval

no later than the 15<sup>th</sup> of June of each year. The Treasurer shall present the budgets as approved by the Finance Committee to the full board for approval no later than the August meeting of the Board. The treasurer shall distribute funds only on authority and with specific approval of the Board.

Any withdrawals of funds from regular checking and savings accounts or special funds shall require the signature of the Treasurer and the Director. In the absence of the Treasurer or when he or she is unable to serve, the Board President may appoint another Board member to perform the duties of the Treasurer until the Treasurer returns.

In lieu of the bond requirements of [75 ILCS 16/30-45(e)], the Treasurer may secure for the Library an insurance policy or other insurance instrument that provides coverage for negligent or intentional acts by District officials and employees that could result in the loss of district funds. The cost of any such coverage shall be borne by the Library.

The Treasurer shall chair the Finance Committee and serve as the Chief Investment Officer.

#### **ARTICLE IV. MEETINGS**

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

The regular meeting shall be held on the second Monday of each month at 6:30 pm at the Galena Public Library District, 601 S. Bench Street, Galena, IL 61036, unless changed in accordance with the Illinois Open Meetings Act.

The biennial meeting, which shall be for the purpose of newly elected trustees to take oath of office and electing officers, shall be held on the third Monday in May of each election year.

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

Special Meetings shall be held at any time when called by the President or Secretary, or by any three trustees of the Board. Comments during special meetings shall be limited to items listed on the agenda. Notice with the special meeting agenda shall be available at least 48 hours before the time of the meeting, except in the case of a bona fide emergency. No business except as stated in the notice and agenda shall be transacted at said meeting.

##### **Section 3. Quorum.**

A quorum shall consist of four trustees. A simple majority of those present shall determine the vote taken on any question, unless a larger majority is specified by law or these Bylaws.

Each trustee shall be entitled to one vote upon each matter submitted to a vote. All votes in any questions shall be ayes, nays, abstains, or absent and shall be recorded by the Secretary.

##### **Section 4. Agendas and Notices.**

Meeting agenda and notices shall indicate the time, date, and place of the meeting and indicate all subject matters intended for consideration at the meeting. Agendas shall be posted at the library building

and on the library website at least 48 hours in advance of the meeting, except in the case of a bona fide emergency. No business except as stated in the notice and agenda may be voted upon. Any action resulting in a discussion may not be voted on in the current meeting.

### **Section 5. Order of Business**

The order of business for regular meetings shall include, but is not limited to, the following items that shall be covered in the sequence shown so far as circumstances permit. The Library Director, Board President, and all Committee Chairs shall submit topics for discussion or discussion and possible action in a timely fashion in order to be included on the agenda. Trustees and the Director shall submit topics for discussion or discussion and possible action for the Old or New Business agenda items in a timely fashion in order to be included on the agenda.

1. Call to order, roll call
2. Public comments
3. Consent agenda
  - a. Approval of Minutes
  - b. Approval of Bills Paid/Payable
4. Financial Report
5. Treasurer's Report
6. Friends' Report
7. Library Director's Report
8. Board President's Report
9. Committees
10. Old Business
11. New Business
12. Closed Session
13. Items for next agenda
14. Announcements
15. Adjournment

### **Section 6. Public Comment**

Any person desiring to comment shall be required to identify themselves by name. Speakers shall be limited to a maximum of three minutes and 15 minutes total. Individual and total speaking time may be extended by a majority vote of the Board.

Citizens who choose to attend and/or speak are required to maintain proper decorum at all time. The President shall be allowed to terminate a public comment for repetitive, irrelevant, or disruptive commentary. A citizen not maintaining decorum may be asked to leave or be removed from the meeting.

### **Section 7. Minutes.**

Minutes of all meetings shall, at minimum, indicate board members present, all items of business, all motions, and the result of all votes taken. Current board minutes shall be made available for viewing on the library website and at the library upon request.

### **Section 8. Closed Session.**

Closed session may be used when deemed necessary by the Board and in accordance with the Illinois Open Meetings Act [5 ILCS 120].

### **Section 9. Meetings via Electronic Means.**

The use of electronic means for meeting attendance and voting is permissible under the following conditions:

- a. A trustee must be prevented from physically attending because:
  - i. Personal illness or disability;
  - ii. Employment purposes or the business of the library; or
  - iii. A family or other emergency; and
- b. Seventy-two hour notice shall be given by the Trustee to the President unless such advance notice is impractical;
- c. A quorum of the Board must be physically present at the meeting;
- d. A minimum of four Trustees must vote affirmatively to permit attendance by electronic means; and
- e. The location of the meeting shall be equipped with suitable equipment for the public audience, Board, staff, and guests to hear any input, vote, or discussion.

Trustees participating electronically are afforded all of the same rights and are held to the same laws and standards of conduct as Trustees participating physically.

### **Section 10. Open Meetings Act Compliance.**

All Board meetings and all committee meetings shall comply with the Illinois Open Meetings Act [5 ILCS 120].

### **Section 11. Parliamentary Authority.**

The Board shall abide by the most recent revision of Robert's Rules of Order unless otherwise specified in these Bylaws.

## **ARTICLE V. COMMITTEES**

### **Section 1. Committee Guidelines.**

All committees shall make reports and recommendations to the Board. No committee shall have more than advisory powers. All reports and recommendations are subject to Board approval.

Each Trustee is expected to serve on two committees. The Board shall appoint committees as necessary to carry out the purpose of the Board. The Board President will coordinate representation on committees on a voluntary basis. Committee chairs and recorders shall be appointed by committee members as necessary. The Chair and Library Director shall make agendas for meetings giving at least 48 hours' notice.

### **Section 2. Standing Committees.**

Standing committees are appointed after the biennial election and shall consist of three or more trustees with the Library Director as an ex officio, non-voting member of all committees. The Library Director may direct library staff to attend any committee meeting they are unable to attend. Standing committees shall appoint a chair and recorder.

Standing committees are as follows:

**a. Building & Grounds Committee**

The responsibilities of the Building & Grounds Committee include, but not limited to, making recommendations on building projects, improvements, and budgetary items to the Board in a timely manner.

Meeting: as needed

Members: minimum of three trustees with the Library Director serving as an ex officio, non-voting member of the committee.

**b. Finance Committee**

The responsibilities of the Finance Committee include, but not limited to, reviewing a tentative Budget and Appropriation Ordinance, monitoring library investments, and implementing the library's investment policy.

Meeting: as needed

Members: Treasurer, Board President, and Secretary with the Library Director serving as an ex officio, non-voting member of the committee.

**c. Decennial Committee**

The responsibilities of the Decennial Committee include, but not limited to, reviewing library operation, studying the library's efficiency and accountability, and preparing and submitting a report to the County.

Meeting: as required by statute

Members: All Trustees, at minimum two library district residents, and the Library Director.

**d. Human Resources Committee**

The responsibilities of the Human Resource Committee include, but not limited to, reviewing job descriptions, personnel policies and practices, reviewing personnel issues, and assisting the Library Director with personnel-related issues.

Meeting: as needed

Members: Treasurer, Board President, and Secretary with the Library Director serving as an ex officio, non-voting member of the committee.

**e. Policy Committee**

The responsibilities of the Policy Committee include, but not limited to, developing, reviewing, and revising library policies and bylaws.

Meeting: as needed

Members: minimum of three trustees with the Library Director serving as an ex officio, non-voting member of the committee.

**Section 3. Ad Hoc Committees.**

Ad Hoc Committees may be appointed by the Board as deemed necessary to deal with short-term or one-time tasks. Each ad hoc committee shall be considered to be discharged upon the completion of the purpose for which it was appointed and after the final report is made to the Board.

**ARTICLE VI. LIBRARY DIRECTOR**

The Board shall recruit, appoint, and evaluate a qualified Library Director, who shall be the executive administrative officer of the library on behalf of the Board. The Library Director shall have full professional responsibility for the administration of library policy, implementation of library services and programs, personnel selection and management, collection development, monthly and annual reports, and developing library policy and procedure. The Library Director shall attend all Board meetings and serve as an ex officio, non-voting member of all committees.

The Library Director is authorized to spend \$4,000 in the case of an extreme emergency. The Library Director is included on the necessary signature cards to authorize them to sign checks for all Library expenditures.

The Library will have a Board approved Succession Plan establishing procedures and contingencies due to the absence, or departure of the Library Director, and to facilitate the transition to both interim and long-term leadership.

**ARTICLE VII. GENERAL**

**Section 1. Amendments**

The Board's Bylaws may be amended by a two-thirds vote at any regular meeting of the Board. Written notice of the proposed changes must be distributed to all Trustees a minimum 10 days prior to such meeting.

All non-substantive changes such as the correction of grammar, punctuation, and formatting shall be excluded from the 10-day notice provision.

**Section 2. Conflicts of Interest**

No Trustee shall be in any manner financially interested directly in their own name or indirectly in the name of any other person, trust, corporation, or entity in any contract or the performance of any work with the Library with respect to which the Trustee may be called upon to vote.



Trustees shall disclose any such actual or perceived conflict of interest to the Board at the earliest opportunity when the conflict is apparent, and such disclosure shall be recorded in the Board minutes.

The Trustee making disclosure of a conflict shall ask to be recused from the Board, and shall be recused during any discussion of the business. The Trustee shall not be present during any portion of the meeting at which the contract or the performance of work is considered or acted upon.

An abstention from voting is not a sufficient action in responding to a conflict of interest. The minutes shall reflect that any Trustee disclosing a conflict of interest was recused from the Board throughout the meeting from the time of disclosure through final action on the issue.

In any vote approving minutes of a meeting where a Trustee was recused due to conflict of interest, that Trustee shall note the recusal on that issue, and may otherwise vote on approval of the minutes.

### **Section 3. Authorized Signatories**

Checks issued on the Library's accounts shall be signed by two authorized signatories in alignment with the Library's Budget and Internal Finance Policy.

### **Section 4. Staff Incident Reports**

All incident reports submitted to the Board President by the Library Director, per the Employee Handbook, shall remain confidential.

The Library Director and the Board President will meet with the individual who is the subject of the incident report to work toward a solution to the issue brought forth. Any meeting with the individual subject of the incident report shall require two representatives of the library. If either the Library Director or the Board President are not available to meet, then an agreed upon and appropriate representative of either the library staff or the Board of Trustees will be in attendance at the meeting. If necessary, in order to seek resolution of the incident, the incident report may be submitted to the entire Board of Trustees.

## **ARTICLE VIII. INDEMNIFICATION**

If any claim or action not covered by insurance is instituted against a trustee of the Library, out of an act or omission by a trustee acting in good faith for a purpose believed to be in the best interest of the Library; or if any claim or action not covered by insurance is instituted against an employee or volunteer of the Library allegedly arising out of an act or omission occurring within the scope of his or her duties as employee or volunteer; the Library shall, at the request of the trustee, employee or volunteer:

- A. Appear and defend against the claim of action; and
- B. Pay or indemnify the Trustee for a judgment and court costs, based on such claim or action; and
- C. Pay or indemnify the Trustee for a compromise or settlement of such claim or action, providing the settlement is approved by the Board.

For the purpose of this Section, the terms trustee, employee and volunteer shall include a former trustee, employee and volunteer of the Library.

Article VIII shall not apply if the Board finds that the claim or action is based on malicious, willful or criminal misconduct. In such cases, indemnification will be determined after an investigation of the facts.

Approved: 5/11/2004  
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