



## **Bylaws of the Board of Trustees**

Joliet Public Library

### **ARTICLE I – GENERAL PROVISIONS**

- 1.01 Purpose – These rules, adopted in accordance with the Illinois Local Library Act, 75 ILCS 5/1-0.1 *et seq.*, and other statutes, prescribe: 1) the responsibilities and organizational structure of the Joliet Public Library Board of Trustees; 2) the accountability of the library’s Executive Director to the Board; and 3) specific provisions and procedures necessary in carrying out the governance and administration of the library.
- 1.02 Statutory Compliance – Specific Illinois statutes are not referenced in these Bylaws except when necessary to provide emphasis or clarification. The Board of Trustees will comply with all State statutes and these Bylaws when conducting Board business, including but not limited to Illinois Local Library Act, 75 ILCS 5/1-0.1 *et seq.* and Illinois Open Meetings Act, 5 ILCS 120/1 *et seq.*.
- 1.03 Changes to Bylaws – Changes to these Bylaws may be proposed at any regular meeting of the Board of Trustees. Proposed changes cannot be voted on for approval and ratification until at least the subsequent regular meeting of the Board. A two-thirds vote of a quorum is required to approve changes to these Bylaws. A copy of the proposed amendment must accompany the call of the meeting.
- 1.04 Majority Vote Defined – When a majority vote is prescribed in these Bylaws for approval of propositions, a quorum must exist and direct approval (i.e., votes of “aye” or “yes”) must be registered by more than half of the members present and voting on the proposition.
- 1.05 Roll-call Votes Required – The Board will use the roll-call voting practice for items regarding the passage of all ordinances and resolutions, and the passage of all motions that create liability against the Library (i.e. a contract), pertain to the appropriation or disbursement of funds, or seek adjournment to enter into a closed meeting. All other motions shall be decided by voice vote unless a roll call vote is requested by one or more Trustees.
- 1.06 Temporary Suspension of Bylaws – Any of these Bylaws may be suspended temporarily when necessary in order to conduct Board business in extenuating circumstances, but

such suspension, to be valid, may be taken only at a meeting at which a majority of seated Trustees are present and at least a majority of those present approve such temporary suspension. A temporary suspension of rules shall be in effect for no more than sixty (60) days.

## **ARTICLE II – BOARD OF TRUSTEES**

- 2.01 Board of Trustees – The Board is comprised of nine (9) qualified individuals who are appointed by the Mayor of Joliet, with the approval of the City Council, for three-year terms. Board Trustees serve through June 30 and thereafter until reappointed or until a successor has been appointed. Trustees are eligible to be reappointed by the Mayor to additional three-year terms. Subject to reappointment by the Mayor and approval by the City Council, there are no limits to the number of terms a Trustee may serve. In the event of a Trustee leaving the Board prior to the end of his/her term, a replacement Trustee will be appointed to complete the term and then be eligible to complete additional full three-year terms.
- 2.02 Oath of Office – Each Trustee shall take the oath of office as prescribed by law and administered by the Executive Director (or his/her designee) at the first Board meeting following his/her appointment.
- 2.03 Responsibilities of the Board – To be effective, Board Trustees must attend most meetings and read the materials presented for review. Legal and financial responsibility for the operation of the Library is vested in the Board. The Board shall have all of the powers of a public library board of trustees granted under 75 ILCS 5/4-1, *et seq.*, which shall include but is not limited to: 1) determining library policy and the rules and regulations governing library services; 2) authorizing new and substantially changed positions recommended by the Executive Director; 3) exercising exclusive control of the Library's funds and any grant, gift, or endowment funds provided for Library purposes; 4) determining the property tax levy required to support the Library within the law; 5) hiring, evaluating and, if necessary, dismissing the Executive Director; 6) purchasing, leasing, or constructing library buildings and 6) recognizing the importance of trustee education, it is the goal of the Board of Trustees to have their members attend (in person or virtually) at least one library-suggested workshop, seminar, or meeting each calendar year. Board Trustees receive no compensation, as directed by statute, but are eligible for reimbursement for approved and related expenses as Board Trustees.
- 2.04 Notice of Absences – Trustees recognize that regular attendance at all meetings is a best practice. Those Trustees who must be absent from any regular, special, or committee meeting will notify the Library Business Office as soon as possible. If after hours, please call or email the President or Executive Director. Any Board member who misses three consecutive meetings will be contacted by the President to discuss their continued tenure on the Board.

- 2.05 Vacancies – The Board will declare a vacancy on the Board when an appointed Trustee resigns or is unable to serve; fails, neglects, or refuses to discharge any duty imposed upon the Trustee by the Local Library Act; becomes a non-resident of the City of Joliet; or fails to pay library taxes levied by the City of Joliet. Any Trustee may resign at any time by giving written notice to the President or Secretary. Such resignation shall be effective when the notice is delivered unless the notice specifies a future date; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Upon receipt of such resignation, the President will notify the Mayor of the vacancy.
- 2.06 Joliet Ethics Ordinance – The Library Board of Trustees and its individual members shall be subject to the Joliet Ethics Ordinance. The Board is also subject to the Code of Ethics for Joliet Public Library Trustees. All Library Trustees are required to file the Statement of Economic Interests annually as required by the Illinois Governmental Ethics Act, 5 ILCS 420/1-101, *et seq.*

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.

Trustees will not engage in economic activity that involves the use or sale of information gained in the course of official duties in addition to any applicable provisions of the State Officials and Employees Ethics Act (5 ILCS 430/1-1, *et seq.*).

### **ARTICLE III – OFFICERS**

- 3.01 Officer Titles – The Board shall elect four Trustees to serve as Officers. The Officers shall be President, Vice President, Secretary and Treasurer. No Trustee shall hold more than one office at any one time.
- 3.02 Election of Officers – The Officers are elected in June of odd-numbered years, and will begin serving their terms at the following regular Board meeting (i.e., in July). As described elsewhere in these Bylaws, a Nominating Committee will be appointed to recommend a slate of Officers to the Board. After the Nominating Committee's recommendations are communicated to the Board, alternative nominations (including self-nominations) may be made ad hoc by any Trustee. If any ad hoc nominations are made, the presiding officer will ask for separate motions and votes for each officer position, one at a time. If no ad hoc nominations are made, the presiding officer will ask

for a single motion to accept the slate of candidates recommended by the Nominating Committee. A majority vote will determine the Officers for the next term.

- 3.03 Officer Terms – Officers will serve two-year terms beginning in July of odd-numbered years. Officers may not serve consecutive terms in the same office. Time served filling vacancies in offices shall not be counted as consecutive terms.
- 3.04 Officer Oaths – The Executive Director (or his/her designee) shall administer the oath of office to each Officer. Such oaths of office shall be executed in writing and kept on file as part of the official minutes of the Board.
- 3.05 Resignation, Removal and Vacancies – Any Officer may resign from office at any time by giving written notice to the President or Secretary. Such resignation shall be effective when the notice is delivered unless the notice specifies a future date.

Any Officer duly elected or appointed may be removed by a majority of a quorum of the eligible voting members whenever it is in the best interest of the Library.

Vacancies in office shall be handled as follows:

- (a) In the event of resignation or incapacity of the President, the Vice-President shall become the President for the unexpired portion of the term.
  - (b) Vacancies in offices other than the President shall be filled for the unexpired term by special appointment by the President and the approval of the Board of Trustees.
- 3.06 Duties of the President – The President shall preside at all Board meetings, call such special meetings as necessary, appoint all committees and special representatives, be an ex-officio member of all committees, including being counted in the quorum and voting rights, except the Nominating Committee, designate Committee Chairpersons and assist the Executive Director in establishing the agenda of each Board meeting. Agenda items requested by any Board member would be included. The President shall preserve order and decorum and decide questions on order. In the President's absence, the Vice President shall preside. If the Vice President is also absent, the Secretary shall preside. In the absence of all three of these, the Treasurer shall preside.
  - 3.07 Duties of the Vice President – The Vice President shall act as President in the event of the President's absence or due to a vacancy in the office of the President, and shall perform such other duties as may properly belong to the office or be designated by action of the Board.
  - 3.08 Duties of the Secretary – The Secretary or designee shall keep an accurate and true account of Board meetings through the production of minutes and other necessary legal records, shall call roll, shall issue or cause to be issued notices of all regular or special

meetings, and shall perform such other duties as may properly belong to the office or be designated by action of the Board. In any year in which at least one Trustee's term will end in June of that year, the Secretary will produce a written report to be submitted to the Mayor of Joliet to notify the Mayor of the need to renew the term(s). The Secretary's draft report will be reviewed and approved by the Board at its regular April board meeting before submission to the Mayor. In the absence of the Secretary, the President shall appoint a secretary pro-tempore.

- 3.09 Duties of the Treasurer – The Treasurer shall have charge of the Library funds and review the financial procedures and records of the Library for accuracy and correctness. The Treasurer shall report the state of the funds of the Library at each Board meeting or other intervals designated by the Board by presenting a detailed account of receipts and expenditures, including a balance on hand and a budget summary. The Treasurer shall cause an annual Certified Public Audit of the Library financial records. The Treasurer shall cause security bonds to be taken out covering the people designated to sign financial transactions such as checks, investments and transfers on behalf of the Library in an amount at least equivalent to the maximum balance on hand during any preceding fiscal year. In the absence of the Treasurer or when she/he is unable to serve, the President or Vice President may perform the duties of the Treasurer. The Treasurer shall perform any other duties as may be assigned by the Board.

#### **ARTICLE IV – COMMITTEES**

- 4.01 Executive Committee – The four officers shall form the Executive Committee of the Board for the purpose of continuing Library operation during unusual or emergency situations.

Notice of an emergency meeting shall be given as soon as practicable, but in any event prior to the holding of such meeting, to any news medium which has filed an annual request for notice under subsection (b) of 5 ILCS 120/2.02(a).

- 4.02 Special Committee Structure and Purpose – Special committees shall be appointed at need by the President to research, investigate, study and recommend action to the Board pertaining to their specific charge. These committees shall serve until the completion of the work for which they are appointed. Once a special committee is formed, the chair may call all meetings of the committee as needed. Examples of special committees include:

1. Nominating Committee – At the May Board meeting in odd-numbered years, the outgoing President shall appoint a Nominating Committee of three, four, or five members, and the President shall designate one member as the chairperson. The Nominating Committee shall coordinate and recommend a slate of Officers to the Board at the next regular Board meeting (i.e., in June).

2. Bylaws Committee – A Bylaws Committee of three, four, or five members is to be appointed by the President in May of even-numbered years to review the Bylaws for their compliance with changes in pertinent laws and accuracy in their description of Board policies for Board operation and effectiveness. The Committee will introduce amendments when necessary.

## **ARTICLE V – MEETINGS OF THE FULL BOARD**

- 5.01 Regular Board Meeting – The regular meeting of the Board of Trustees shall be held on the third Thursday of each month at 7:00 p.m. at the Joliet Public Library. The intention is for six of the Board’s meetings to be held at the Ottawa Street Branch and for six to be held at the Black Road Branch. Should special circumstances arise, the location of a specific meeting may be changed by the Executive Director and the President.
- 5.02 Special Meetings – Special meetings of the full board may be called by the President or any two members of the Board for the transaction of business stated in the notice of such meetings. Requests for special meetings shall be addressed to the President. Public notice of special meetings shall be given in accordance with Section 2.02 of the Open Meetings Act, provided that 1) oral or written notice be given to all Trustees at least forty eight (48) hours in advance of the special meeting, and 2) public notice is posted in accordance with the Illinois Open Meetings Act.
- 5.03 Closed Meetings – Attendance at closed meetings of the Board shall be limited to the Board of Library Trustees, the Executive Director (except those portions of meeting at which his/her appointment or salary is to be discussed or decided) and others specifically invited by the President with the concurrence of the Board to attend for specific reasons. Upon majority vote of a quorum present at any regular or special meeting, the Board may adjourn to closed meeting to consider matters as are permitted by the Open Meetings Act. The vote of each member on the question of holding a meeting closed to the public and a citation to the specific exception contained in Section 2 of the Open Meetings Act shall be publically disclosed at the time of the vote and shall be recorded and entered into the minutes of the meeting. Only topics specified in the vote to close may be considered in the closed session. No final action may be taken at a closed session. Closed sessions shall be recorded and such recordings shall be preserved for at least eighteen (18) months and shall only be destroyed after the Board has approved the minutes of the closed session.

Under the Open Meetings Act, the minutes of all closed sessions will be reviewed by the Board semi-annually as to whether or not the minutes should remain sealed or can be publicly disclosed (5 ILCS 120/2.06).

- 5.04 Remote Participation at Meetings - Under special circumstances, Board Trustees unable to be physically present at a public meeting may participate in the meeting via

communication devices that include, but are not limited to, audio and/or video equipment that allows all Trustees and other meeting participants to interact on all motions, discussions, and votes. The following special circumstances are approved for remote participation: personal illness or disability, employment demands, family or other emergency. Personal travel is not eligible for remote participation. A Trustee wishing to attend via communication devices must give advance notice to the Board Secretary of the desire to attend via communication devices (unless notice is impractical). The circumstances supporting use of communication devices shall be announced at the start of a meeting and such circumstances shall be noted in the minutes of the meeting.

Only Trustees attending in person shall be counted toward establishing a quorum and voting. A majority of the quorum must vote in favor of a Trustee attending via communication devices.

- 5.05 Quorum – For the transaction of business at any meeting if our seated Board is less than nine (9) members, a majority of the seated members constitutes a quorum. A meeting can continue, but no action can take place, if a quorum is not present. If a quorum is not present at said meeting, a majority of Trustees present may adjourn the meeting without further notice.
- 5.06 Statutory Compliance – Meetings of the full Board and its committees are subject to the requirements of the Illinois Open Meetings Act, the Local Library Act, and any other applicable statutes and public notice of such meetings shall be given in accordance with Section 2.02 of the Open Meetings Act.
- 5.07 Parliamentary Rules – When not specifically directed in its actions by the contents of these Bylaws or by state statute, the Board shall be guided by the parliamentary procedures prescribed in the latest edition of Robert’s Rules of Order.
- 5.08 Order of Business – The order of business at all regular meetings shall be substantially in accordance with the outline given below. Any business may be considered out of order, or, the Order of Business revised at any meeting if such revisions are approved by a majority vote.
  - 1. Convene and Call to Order
  - 2. Pledge of Allegiance
  - 3. Roll Call of Trustees
  - 4. Agenda revision and approval
  - 5. Minutes review, revision, and approval
  - 6. Treasurer’s Report
  - 7. Public Participation (Regarding the current agenda’s ACTION items)
  - 8. Executive Director’s Report
  - 9. Deputy Director’s Report
  - 10. Unfinished Business

11. New Business
12. Public Participation (Regarding New Business or other topics)
13. Staff Reports
14. Announcements
15. Closed Session
16. Adjournment

5.09 Public Participation – The Joliet Public Library Board of Trustees welcomes public participation and will hear from interested individuals pursuant to the guidelines outlined below:

At each meeting, a 30 minute Public Comment Period will be established for public comments. Before speaking at the Board meeting, members of the public are urged to seek solutions to their concerns by addressing them to the Library's administration. The following rules shall apply to the Public Comment Period:

- Members of the public wishing to speak are asked to sign in at the beginning of the meeting and to provide their full name on the sign in sheet. Individuals also may indicate on the sign-in sheet the subject they intend to address and, if they are representing an organization or other entity, the name of the organization or other entity.
- The Public Comment Period is established for members of the public who physically attend Board meetings. The Public Comment Period is not available to individuals who wish to address the Board by remote means, including telephone, video conferencing or other electronic means. Members of the public who do not attend Board meetings in person are welcome to submit comments to the Library by other means, including mail or e-mail.
- Speakers must identify themselves before speaking.
- Speakers may provide written copies of their comments and other written materials to the Board.
- The time allowed for each individual to speak will be five (5) minutes. Speakers are asked to strictly adhere to the allocated time.
- Groups are asked to designate a single spokesperson.

## **ARTICLE VI-- ADMINISTRATION**

6.01 Executive Director – The Board of Trustees shall hire an Executive Director who shall serve at the will of the Board. The Executive Director shall have the sole charge of the administration of the Library, in accordance with the strategic goals and direction determined by the Board. No member of the Board of Trustees may individually instruct the Executive Director or any other employee. The Executive Director shall make such reports at the Board Meetings as shall be requested by the President or the Board. The Board shall conduct an annual review of the performance and salary of the Executive Director. The performance review period shall be from November 1<sup>st</sup> through October



31<sup>st</sup> of the following year. At the regular September Board meeting, the Board President shall advise the Board that a review of the Executive Director must be performed. At that meeting, the Board shall begin discussions to determine the most effective method to be used for evaluation. This performance review shall be completed by the regular November Board meeting. Any salary increase granted to the Executive Director shall take effect with the first payroll in January of the following year.

- 6.02 Trustee Orientation – The Executive Director (or his/her designee) will conduct a formal orientation for all new Trustees within ninety (90) days of the date of the first regular board meeting attended by the new Trustee following their confirmation by the Joliet City Council.
- 6.03 Accounts Payable – The schedule of accounts payable shall be presented to the Board each month after review by the Treasurer.
- 6.04 Signature Requirement for Checks – Two signatures from the authorized signers listed below shall be required on authorized checks and financial transactions. At least one signature must be hand-written, electronically reproduced and printed, or applied using a signature stamp. The authorized signers, in order of preference, shall be:
1. Executive Director
  2. Board Treasurer
  3. Board President
  4. Vice President
  5. Board Secretary, or
  6. Any other Trustee who has completed the appropriate financial documents
- 6.05 Expenditures – The Executive Director shall have the sole discretion to approve all expenditures up to and including a cost of \$10,000 per building. Expenditures for individual items and one-off services or projects which cost over \$10,000 shall require approval by a majority vote of the Board. The Executive Director and Board will comply with all State statutes pertaining to competitive bidding, including the Illinois Local Library Act.

The following approvals would be needed in a building related emergency, depending on the emergency costs to be incurred:

1. \$0 to \$10,000 – approval by the Executive Director
2. \$10,001 to \$25,000 – approval by a majority vote of the Library Board, or if the Library Board is not available then by initial approval by the Executive Committee with later ratification by the Library Board
3. \$25,000 and up – approval by at least three quarters (3/4) of the Library Board Trustees to waive competitive bidding pursuant to an emergency pursuant to 75 ILCS 5/5-5.

- 6.06 Nepotism – No staff member shall be appointed or hired who is a member of the immediate family of a Library Trustee. Immediate family is defined as: current spouse or domestic partner, children (including step), parents (including step/in-law), brothers (including half/step/in-law), sisters (including half/step/in-law). No Trustee shall be hired by the Library staff while serving as a Trustee. No Trustee may be appointed who is a member of the immediate family of another Trustee or employee.