

# Hinsdale Public Library

## Bylaws of the Board of Trustees

The following Bylaws, duly enacted by the Board of Trustees (the “Board”) of the Hinsdale Public Library, Hinsdale, Illinois, shall govern the organization of the Board and the duties of its officers and committees as well as aspects of its meetings and finances. The Bylaws also prescribe, in a general sense, the duties and responsibilities of the Library Director, as well as his or her relationship to the Board. These Bylaws are subject to all applicable federal, state and municipal statutes and shall remain in force until replaced or amended by resolution of the Board.

### **ARTICLE ONE**

#### **MISSION STATEMENT AND STRATEGIC DIRECTION**

1.1 Mission Statement. We celebrate lifelong learning and foster community connections through innovative educational and cultural experiences.

1.2 Strategic Goals. The following concepts (which are expanded upon in Strategic Plan 2012-2015) will guide and inspire the work and plans of the Board and the Library staff:

- The Library will anticipate customer needs with services tailored specifically for the Hinsdale community.
- The Library will offer distinctive collections, programs, and exhibits that stimulate literary, cultural, and recreational interests.
- The Library will create inviting physical spaces that encourage the productive use of the Library by individuals and groups.
- The Library will embrace technology to facilitate access to Library resources and creative experiences.
- The Library will build a brand and ongoing communication effort to maximize awareness of Library resources, services, and programs.

### **ARTICLE TWO**

#### **ORGANIZATION**

2.1 Board of Trustees. The Board shall consist of seven Trustees to be elected in accordance with the Illinois Compiled Statutes [75 ILCS 5/4]. The Board shall have, and exercise, authority over policies and other matters as prescribed in the state statutes.

2.2 Term of Office. A term of office for a Library Trustee is four years. Terms begin May 1 of the year the Trustee is elected and end on April 30 of the fourth year. Any vacancy occurring in the membership of the Board, other than by expiration of the term for which

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a Trustee is elected, shall be filled by action of the remaining Trustees as prescribed in the state statutes [75 ILCS 5/4-4].

2.3 Officers. The Officers of the Board shall consist of the President, Vice President, Secretary, and Treasurer.

2.4 Election of Officers. Except as otherwise provided in Article 2.5 below, election of officers by the Board shall be for two-year terms and will take place every odd-numbered year at the Annual Meeting [see Section 3.2 below]. (At the regular meeting that precedes such an election, the Board may appoint a President Pro Tempore to serve until a new President is elected.) Two months or more prior to an Annual Meeting at which an election will be held, the President shall appoint a Nominating Committee consisting of the Trustees who are completing their terms and about to leave the Board. Should there be fewer than two such Trustees who are able and willing to serve on the Committee, the President, subject to ratification by majority vote of the Board, shall appoint other Trustees as needed. The Nominating Committee shall schedule, post notice of, and hold one or more meetings in the library at which a proposed slate of candidates for officer positions will be developed. (The Nominating Committee is required to propose candidates for the offices of President and Secretary; it may also propose candidates for the offices of Vice President and Treasurer, but it is not required to do so [75 ILCS 5/4-6]). This slate must be announced no later than at the April Board meeting which immediately precedes the election. Additional nominations may be made from the floor at this April Board meeting as well as at the time of the elections for these offices.

Election for each office will be by majority vote of the Trustees present. If none of the candidates for a particular office receives a majority of the votes, a runoff election between the two candidates who received the highest number of votes will be held.

In the event of the death, resignation, or removal of an officer prior to the expiration of his or her term, the Board President will nominate a replacement at a regular or special meeting to be voted on at the next regular meeting. Additional nominations may be made from the floor at either the meeting when the nomination is announced or at the meeting when the vote is taken. The appointed trustee shall serve until the next regular election in accordance with applicable statutes.

Removal of any officer, for cause, shall be by resolution of the Board at a duly convened meeting, such resolution to be approved by at least five Trustees.

2.5 Alternative Procedure for Election of Vice President and Treasurer. In the event that the Nominating Committee does not propose a candidate for the office of Vice President or Treasurer, elections will not be held for those offices at the Annual Meeting. Instead, no later than the third regular meeting of the fiscal year, the President will nominate

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candidates for those offices. Additional nominations may be made from the floor at that time, as well as at the time of the elections for those offices. Elections for those offices will be held at the next regular meeting following the nominations in accordance with the procedures set forth in Article 2.4 above.

**2.6 Duties of the President.** The President shall act and speak for the Board in all matters affecting policy and general supervision of the Library, except as otherwise provided by law, by these Bylaws, or by action of the Board. The President shall preside at all meetings of the Board, shall sign all records, reports or statements as required by, or in conformity with, state statutes, and shall appoint the Trustee members of all committees. Subject to ratification by majority vote of the other Trustees, Presidents may appoint themselves to serve as voting members of up to three standing committees and any special committees and may become Chairperson of up to two such committees. The President shall be an *ex officio*, but non-voting, member of all other committees. The President may vote on any motion raised at a Board meeting.

**2.7 Duties of the Vice President.** In the absence of the President, or in the event of his or her incapacity or refusal to act, the Vice President shall preside at Board meetings and shall otherwise act in place of the President, as required or permitted, in accordance with the state statutes and these Bylaws.

**2.8 Duties of the Secretary.** The Secretary, with support of Library staff, shall be responsible for ensuring an accurate, prompt, and faithful record of the proceedings of the Board, shall ensure due and proper notice of all meetings as required by statute and these Bylaws, and shall perform such other duties as may properly belong to the office of Secretary or as may be assigned by the President or by the Board. The Secretary shall be responsible for the custody of the minutes of Board meetings and shall ensure that all records of the Library are being held in accordance with the Illinois Public Records Act.

**2.9 Duties of the Treasurer.** Subject to the limitations provided by state statutes, these Bylaws, and the overall guidelines established by the Board, the Treasurer shall exercise general authority over the funds of the Library.

**2.10 Committees.** There shall be four standing committees of the Board as follows:

- a. Finance and Personnel
- b. Policies
- c. Facilities
- d. Art Committee

Appointments to standing committees shall be made by the President at the Annual Meeting provided, however, that in the years when officers are being elected by the

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Board at the Annual Meeting, the newly-elected President may make committee appointments at the first regular meeting following the Annual Meeting. Furthermore, the President may make additional appointments to standing committees as he or she deems necessary or advisable.

2.11 Finance and Personnel Committee. The Treasurer, *ex officio*, shall be Chairperson of this Committee. With the advice and assistance of the other standing committees and the Library's Executive Director, the Committee shall propose the annual budget and present it to the Board prior to the beginning of each fiscal year. The Committee shall also be responsible for reviewing and approving the annual appropriation and levy resolutions prior to Board approval, shall receive and review Library accounting reports and audits, including the monthly financial statements, and shall review all actions of the Treasurer and/or the appointed Custodian of Library Monies [see Section 5.4 below] with respect to the disbursement and investment of Library funds. In addition, the Committee shall be responsible for the development and oversight of the policies concerning the Library's finances, including the Library's policies on spending, investments, and the establishment and management of funds (in accordance with statutory requirements) and additional duties as assigned by the President.

With respect to personnel matters, except as otherwise provided herein, the Committee shall act as liaison between the Library staff and the Board and shall be responsible for developing and proposing policies and plans regarding Library staffing, benefits, succession planning, and policies pertaining to the Library's finances, for example, the Library's Investment Policy and Purchasing and Authority to Spend Policy. The Committee may also be asked to make recommendations to the Board regarding the implementation of these policies or plans. The Committee shall also be responsible for the development and oversight of the Employee Handbook unless the President appoints another committee for that purpose. The Board President may also assign other relevant duties to the Committee. (Policies relating to personnel matters with no financial implications shall be handled by the Policy Committee, as provided in Article 2.12 below.) The Committee shall present all financial and personnel policies to the Board for approval.

2.12 Policies Committee. With the Executive Director and staff, the Committee shall develop, review and revise policies related to Library operations, collections, programming, and services. It shall also review and revise, as needed, the Bylaws of the Board of Trustees, as well as employee guidelines (provided, however, that the Finance and Personnel Committee shall be responsible for policies regarding Library staffing, salaries and benefits as provided in Article 2.11 above) and additional duties as assigned by the President. The Committee shall present its policies to the Board for approval.

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2.13 Facilities Committee. The Committee shall review and make recommendations to the Board regarding the furnishings, décor, heating/air conditioning, lighting, cleaning, maintenance, alterations, renovations, and improvements of the building and grounds of the Library. To the extent that the Village of Hinsdale may be involved in such matters, the Committee, or its delegated representative, will coordinate with the Village officials concerned. The Committee shall also be responsible for monitoring, and making recommendations to the Board regarding the Library's technological services and equipment and additional duties as assigned by the President.

2.14 Art Committee. The Art Committee (established by Board resolution June 22, 2010) shall, ideally, consist of the following:

- 2-3 Trustees
- Hinsdale Public Library Executive Director
- 1 art teacher from a local school
- 2-3 residents (artists or art enthusiasts)

It may not be possible or practical to achieve this exact configuration of members, however, and the President and Committee Chair may use their discretion in making Committee appointments provided that there shall be a minimum of five members — including the Executive Director and two Trustees – on the Committee at all times.

Trustee members of the Art Committee shall be appointed by the President of the Board in accordance with the procedures set forth in these Bylaws. The Chair of the Art Committee shall be appointed by the President for a two-year term, and the President may reappoint the Chair for additional two-year terms. At the recommendation of the Executive Director or a Trustee member, the President may recognize a non-Trustee member as the Committee Chair.

Non-Trustee members of the Art Committee shall be appointed by the Committee Chair. A non-Trustee member shall serve for a term of two years following his or her appointment unless before then he or she resigns or is explicitly replaced by the Committee Chair. At the end of any non-Trustee member's term, the Committee Chair may request that the member continue to serve for an additional two-year term.

2.15 Friends of the Library Liaison. The President of the Board shall appoint a Trustee Liaison to represent the Library, as needed, at meetings of the Friends. The Liaison shall report to the Friends about the Library's plans and activities and report to the Board about the activities of the Friends. The Liaison shall facilitate the Friends' activities and encourage the participation of Board Members and the community at large in the supportive efforts of the organization.

2.16 Hinsdale Public Library Foundation Liaison. The President of the Board shall appoint a Trustee Liaison to represent the Library, as needed, at meetings of the Foundation. The Liaison shall report to the Foundation about the Library's plans and

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activities and report to the Board about the activities of the Foundation. The Liaison shall facilitate the Foundation's activities and encourage the participation of Board Members and the community at large in the fundraising efforts of the organization.

2.17 Special Committees. Subject to ratification by majority vote of the Board, the President shall have the power and authority to establish special committees to handle specific projects, whether or not any such projects falls within the purview of a standing committee according to these Bylaws. Such committees shall serve until completion of the project for which they were established or until the expiration of the appointing President's term, whichever comes first.

### **ARTICLE THREE** **MEETINGS**

3.1 Regular Meetings. The regular meetings of the Board shall be held on the fourth Tuesday of each month in the Hinsdale Public Library at 7:00 p.m. or at such other time and place as may be determined with respect to any particular meeting by majority vote of the Board. The Board may omit any regular monthly meeting by passage of a motion at a duly convened prior meeting of the full Board. However, no more than two regular meetings shall be omitted in any given fiscal year. All meetings shall be held in accordance with the Illinois Open Meetings Act [5 ILCS 120].

3.2 Annual Meetings. The Board's first regular meeting of each fiscal year shall be designated the Annual Meeting.

3.3 Notice of Regular Meetings. Dates for regular meetings are distributed to and approved by the Board annually. Public notice of all regular meetings shall be given as required by law [5 ILCS 120/2.02].

3.4 Special Meetings. Special meetings of the Board may be called at any time by the President or Secretary. In case of the President's temporary absence or inability to serve, the Vice-President may call such meetings. Special meetings may also be called by a majority of the Board, provided that the written notice of any such meeting shall include the names of the Trustees requesting the meeting. Special meetings may be held for any purpose designated in the request. Special meetings will be held in the same manner as regular meetings in accordance with the Illinois Open Meetings Act [5 ILCS 120].

3.5 Notice of Special Meetings. Written notice of the date, time, place, and purpose of special meetings shall be delivered to each Trustee by or at the direction of the Secretary not less than forty-eight hours before the time of the meeting by hand or by

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means of electronic mail. Public notice of special meetings shall be given as required by law [5 ILCS 120/2.02].

3.6 Committee Meetings. Committees shall meet as necessary, and public notice of all committee meetings shall be given as required by law [5 ILCS 120/2.02].

3.7 Quorum. A quorum at any regular or special meeting of the Board shall consist of four Trustees present in person. In case a quorum shall not be present at any time during any meeting, the Trustees present may adjourn the meeting from time to time until a quorum is present, and such reconvened meeting may transact business as though such meeting has not been adjourned. A quorum at any committee meeting shall consist of a majority of the appointed members.

3.75 Attendance. As authorized by the Open Meetings Act, a Trustee may attend Board Meetings or Committee Meetings by video or audio conference (or other means of contemporaneous interactive communication) provided:

1. A quorum of the Board or Committee is physically present at the meeting location;
2. The Trustee wishing to attend by video or audio conference has notified the Board Secretary and Executive Director or Office Manager before the meeting (unless advance notice is impractical);
3. The Trustee is prevented from physically attending because of:
  - a. personal illness or disability;
  - b. employment purposes or the business of the Library;
  - c. family or other emergency.

Minutes of all meetings will record whether Trustees were physically present or present by means of video or audio conference.

3.8 Order of Business. The order of business for regular meetings shall include, but not be limited to, the following items which shall be covered in the sequence shown so far as circumstances permit or as recommended:

- I. Call to order
- II. Citizens' Comments
- III. Consent Agenda
  - Approval of Library Board Meeting Minutes
  - Treasurer's Report
  - Accounts Payable
- IV. Executive Director's Report
- V. President's Report
- VI. Committee Reports
- VII. Unfinished Business

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- VIII. New Business
- IX. Citizens' Comments
- X. Schedule of Upcoming Meetings
- XI. Adjournment

***Sturgis Standard Code of Parliamentary Procedure, 4<sup>th</sup> Ed.*** shall govern the parliamentary procedure of the Board.

3.9 Minutes. The written minutes of Board meetings shall be approved and retained as required by law [5 ILCS 120/2.06]. Audio recordings and written minutes of closed Board meetings shall be made and retained as required by law. Such recordings shall be stored in a lock box, and keys to the lockbox shall be made available to the Board President and Secretary.

### **ARTICLE FOUR** **PERSONNEL**

4.1 Executive Director. The Library's Executive Director shall be selected, employed, and supervised by the Board. The Executive Director shall, subject to the authority of the Board, act as administrator of the Library. He or she shall be responsible for carrying out the policies established by the Board and shall be responsible for the day-to-day operation of the Library. The Executive Director shall attend all meetings of the Board and its committees except at such times as the terms of employment and salary of the Executive Director are to be discussed or decided, or at any meeting or portion thereof which the Executive Director is requested not to attend by the President or by a majority of the Board. If the Executive Director is unable to attend a given meeting, he or she may delegate the Assistant Library Director or any department head to represent him or her.

4.2 Employees and Salaries. The terms and conditions of employment and the salaries of the Executive Director and all employees of the Library shall be subject to the control of the Board.

### **ARTICLE FIVE** **FINANCE**

5.1 Library Funds. All revenues or other monies received by the Library, either directly or through the Village of Hinsdale, shall be credited to the appropriate Library fund, there to be kept separate and apart from other monies of the Village of Hinsdale as provided for by law [75 ILCS 5/4-7, 5/5-8]. Other than petty cash, all Library funds needed for normal operations and not invested as prescribed in Section 5.3 below shall be kept in one or more checking or savings accounts with federally insured financial

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institutions as authorized and approved from time to time by Board resolution. The size of the Library's Petty Cash Fund shall be established, and may be changed from time to time, by motion of the Board.

5.2 Disbursement and Transfer of Library Funds. All checks or orders drawn against the funds of the Library shall bear two signatures: the President, or additional Trustees designated from time to time by Board resolution, shall be authorized to provide one of these signatures and the Treasurer shall be authorized to provide the second required signature. By Board resolution, the Executive Director or a Trustee may be appointed to provide the second signature in case of the Treasurer's temporary absence or inability to serve. The Custodian of Library Monies [see Section 5.4 below] shall be authorized to transfer monies from one account to another as needed as well as to make or cause to be made direct transfers from appropriate Library Funds to reimburse the Village of Hinsdale for payroll and other disbursements made on behalf of the Library.

5.3 Investment of Library Funds. All Library funds deemed in excess of normal operating requirements shall be invested in accordance with Illinois statutes and the Library's *Investment Policy* [75 ILCS 5/4-7 (15); 30 ILCS235/0.01 et seq.].

5.4 Coordination of Library Financial Matters with the Village of Hinsdale. The Board has appointed by resolution the Finance Director of the Village of Hinsdale as the Custodian of Library Monies responsible for investing and transferring Library funds. Actions taken by the Custodian with respect to Library funds shall be subject to review and approval by the Treasurer and the Finance and Personnel Committee as well as to the limitations established by these Bylaws, the authorizing Board resolution and Illinois law [75 ILCS 5/4-7].

5.5 Review and Approval of Accounts Payable. All checks issued in payment of Library obligations ("Accounts Payable") must be supported by corresponding vouchers and documentation. Prior to the release or mailing of checks to payees, the list of Accounts Payable and supporting vouchers and documentation shall be reviewed and approved by the Executive Director and one Trustee according to a yearly rotating schedule. Upon approval of the above, the Accounts Payable shall be presented to the Board as part of their monthly Board packet for review and consent.

5.6 Annual Report. Within two months after the close of each fiscal year the Board shall provide the Village with a copy of its Illinois Public Library Annual Report (IPLAR). This report, to be verified under oath by the Secretary of the Board, is to be filed also with the Illinois State Library and may be submitted in the form prescribed by the Illinois State Library but, in any event, will include all elements required by Illinois statute [75 ILCS 5/4-10].

### **ARTICLE SIX** **GENERAL**

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6.1 Statutes Govern. To the extent that these Bylaws may be or become inconsistent with Illinois or federal statutes, the statutes and not these Bylaws shall govern.

6.2 Fiscal Year. The Library's fiscal year shall be from May 1 through April 30.

6.3 Bonding and Insurance of Officers. The Custodian of Library Monies shall be bonded for at least the minimum amount required by law. In addition, the Trustees shall be protected in accordance with the liability coverage maintained by the Village of Hinsdale or by the Library.

6.4 Conflicts of Interest. No Trustee or employee of the Library shall engage in any business or transaction, or have a financial or personal interest, whether directly or indirectly, that is incompatible with the proper discharge of his or her official duties in the public interest or that may tend to impair his or her independence of judgment or action in the performance of such official duties. In general, no Trustee may be related, by blood or marriage, to a member of the Library staff. If such a relationship exists or is contemplated, the Trustee must make prompt disclosure to the Board, which may, if it chooses, condone and allow such employment by means of a Board resolution approved at a duly convened meeting.

6.5 Reimbursement of Trustees. Trustees shall be reimbursed for direct and reasonable expenses incurred in fulfilling their official responsibilities (e.g., dues to library associations, expenses for attendance at appropriate meetings, conferences, and workshops, etc.) provided that all such expenses fall within the guidelines of the annual budget and have been authorized in advance by the President or the Board [75 ILCS 5/4-5].

6.6 Duration of Policies. All policies governing the activities of the Library, which have been duly adopted by the Board, shall be reviewed at least every three years or more frequently if required by Illinois or federal statutes, but shall remain in effect until amended or repealed.

6.7 Amendments. These Bylaws may be amended at any regular meeting of the Board by the affirmative vote of a majority of Trustees.

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These revised Bylaws were duly proposed to the Board and approved in February, 2015. They supersede all prior Bylaws, resolutions, directives, policies, and procedures inconsistent therewith.

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Johanna Delaney, President

ATTEST:

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Callie Revord, Secretary

Revised, 2/24/2015