

# 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 (HPL), 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 outline the duties and responsibilities of the Executive Director, as well as their 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 work and plans of the Board and staff are guided and inspired by goals in the current Strategic Plan. Plans are typically updated by the Board every three years.

### **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 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 at the Board's organizational meeting [see Section 3.3 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.)

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Two months or more prior to the Board's organizational meeting, 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 shall appoint other Trustees as needed.

The Nominating Committee shall schedule, post notice of, and hold one or more meetings 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 should be announced no later than at the Board meeting immediately preceding the scheduled organizational meeting. Additional nominations may be made from the floor at this Board meeting, as well as at the organizational meeting.

In the event there are not enough continuing Board members to form a slate of officers prior to an election, a slate will be proposed as soon as possible following the consolidated general election. In this situation, at the meeting immediately preceding the election, one of the continuing Board members will be appointed as a President *pro tempore* to preside at the organizational meeting, and until officers are selected, following the procedure outlined herein.

Election for each office will be by majority vote of the Trustees present at the organizational meeting. 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, officer elections will not be held for those offices at the Board's organizational meeting. Instead, no later than the third regular meeting after the consolidated general election, the President will nominate candidates for those offices. Additional nominations may be made from the floor at that time, as well as at the time of

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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 HPL, 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. The President shall appoint the Trustees who serve as Lead Trustees in Policy and Facilities, members of other committees and commissions, or as Board liaisons to affiliated organizations. The President will also sign contracts that require Board approval. 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 HPL 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.

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, working together with the Executive Director and the Library's custodian of monies, shall oversee management of library funds.

2.10 Committee of the Whole– The Committee of the Whole offers an opportunity for the entire Board to meet, share information, discuss pending projects and proposals in detail, and develop recommendations for actions to be taken at regular Board meetings. Every Trustee is a member of the Committee of the Whole, and the Executive Director is a non-voting member.

The Board President shall preside, or may appoint another Trustee to preside, at each Committee of the Whole meeting.

The Committee of the Whole shall include Lead Trustees for Policy and Facilities, appointed by the President after each biennial organizational meeting.

The Lead Trustee for Policy shall work with the Executive Director and staff to lead Committee of the Whole discussion and review of policies related to Library operations,

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collections, programming, personnel and services, as well as the Bylaws of the Board of Trustees.

The Lead Trustee for Facilities shall work with the Executive Director and staff to lead Committee of the Whole discussion and review of proposed updates, additions, renovations or needed repairs to Library facilities: furnishings, décor, heating/air conditioning, lighting, cleaning, elevator, utilities, signage, technology, and the exterior building and grounds of the Library. To the extent that the Village of Hinsdale may be involved in such matters, the Lead Trustee may be asked to attend meetings with the Village.

The Treasurer shall serve as Lead Trustee for Finance and Personnel. The Treasurer shall work with HPL's Executive Director to discuss, formulate and propose the annual budget, as well as the annual tax levy and appropriation resolutions, and shall lead Committee of the Whole discussions of these items. The Treasurer also shall lead the Board's annual review of the Executive Director's performance and compensation.

Lead Trustees are responsible for working with the staff to schedule agenda items in their area of expertise, as well as heading discussion of those agenda items during Committee of the Whole meetings.

2.11 Other Committees – Ad hoc and other special committees may be established by the Board President with support of the Board. These might be formed to handle limited-term projects such as strategic planning, board officer nominations, board vacancies, or specific facilities projects. The Board President shall appoint a chairperson for these committees. These committees may be specifically terminated by the Board, or will cease to exist when their work is complete.

Committees shall post notice of meetings and compile minutes of deliberations and actions. All committees require an in-person quorum of a majority of members in order to conduct business.

2.12 Art Advisory Commission -- The Art Advisory Commission shall, ideally, consist of the following:

- a. 2-3 Board Trustees
- b. HPL Executive Director
- c. 2-3 Hinsdale residents (artists, art experts or art enthusiasts)
- d. 1 art teacher from a Hinsdale school\*

\*The Hinsdale residency requirement that applies to Commission members does not apply to art teachers from Hinsdale schools

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

HPL Trustees on the Commission will be appointed by the President of the Board in accordance with the procedures set forth in the Bylaws.

The Chair of the Commission, who must be a Trustee, will be appointed by the Board President for a 2-year term, and the President may reappoint the Chair for additional 2-year terms.

Non-Trustee members of the Commission will be appointed by the Board President with input from other Board members, HPL staff, and Trustee members of the Commission.

A non-Trustee member shall serve for a term of 2 years unless they resign or are explicitly replaced by the Board President before the term expires. At the end of any non-Trustee member's term, the Board President may request that the member continue to serve for an additional 2-year term.

The Executive Director of the Library is not a voting member of the Commission but serves in an advisory role. The Executive Director also facilitates good communication between the Commission and the Board.

2.13 Friends of the Library Liaison -- The President of the Board shall appoint a Trustee Liaison to represent HPL, 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.

### **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 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].

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3.2 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].

3.3 Organizational Meeting –The first regular meeting of the Board after the results of the consolidated general election (held the first Tuesday in April in odd-numbered years) have been certified will be the Board’s biennial organizational meeting.

3.4 Special Meetings -- Special meetings of the Board may be called 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 announced, operated, and recorded in accordance with the Illinois Open Meetings Act [5 ILCS 120].

3.5 Committee of the Whole Meetings – The Committee of the Whole shall be scheduled to meet preceding each regular Board meeting, no less than one week before the scheduled Board meeting, The Board may omit any scheduled Committee of the Whole meeting by passing a motion at a duly convened prior meeting of the full Board. The regular Board meeting guidelines for minutes, closed meetings and executive sessions shall apply. All Committee of the Whole meetings shall be held in accordance with the Illinois Open Meetings Act [5 ILCS 120].

3.6 Quorum -- A quorum at any regular or special meeting of the Board, including Committee of the Whole meetings, shall consist of four Trustees present in person or a majority of the currently seated Trustees. In case a quorum shall not be present at any time during any meeting, the Trustees present may adjourn the meeting until a quorum is present, and such reconvened meeting may transact business as though the meeting has not been adjourned. A quorum at any special committee meeting shall consist of a majority of the appointed members. No final action may take place at a Board or committee meeting without a quorum.

3.7 Attendance -- As authorized by the Open Meetings Act, a Trustee may attend Board Meetings, Committee of the Whole Meetings or other 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 President or 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;

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- b. employment purposes or the business of HPL;
- c. family or other emergency.

A Trustee who does not meet these criteria may participate in the proceedings but is ineligible to vote.

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:

- I. Call to order
- II. Citizens' Comments
- III. Consent Agenda
  - Approval of HPL Board Meeting Minutes
  - Treasurer's Report
  - Accounts Payable
- IV. Executive Director's Report
- V. President's Report
- VI. Committee Reports
- VII. Unfinished Business
- 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 or executive session portions of Board, committee or commission meetings shall be made and retained as required by law. Such recordings shall be stored in a lock box, and keys to the lock box shall be made available to the Board President and Secretary.

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

4.1 Executive Director -- HPL'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 HPL. They shall be responsible for carrying out the

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policies established by the Board and shall be responsible for the day-to-day operation of HPL. 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, the Executive Director may delegate another manager to represent the Executive Director.

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

### **ARTICLE FIVE**

#### **FINANCE**

5.1 Library Funds -- All revenues or other monies received by HPL, either directly or through the Village of Hinsdale, shall be credited to the appropriate library fund, 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 appropriately insured financial institutions

5.2 Disbursement and Transfer of Library Funds -- All checks or orders drawn against the funds of HPL shall bear two signatures: the President, and the Treasurer. 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 HPL.

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 HPL'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 HPL's Treasurer and the Board as well as to the limitations established by these Bylaws, the authorizing Board resolution and Illinois law [75 ILCS 5/4-7].



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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**

6.1 Statutes Govern -- To the extent that these Bylaws may be or become inconsistent with Illinois or federal statutes, the statutes shall supersede these Bylaws

6.2 Fiscal Year -- HPL's fiscal year shall be from January 1 through December 31.

6.3 Bonding and Insurance of Trustees and 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 HPL, including former Board members acting in their capacity as Trustees at the time of a qualifying occurrence.

If any claim or action not covered by insurance or ordinance of the Village of Hinsdale is instituted against an HPL Trustee, arising out of an act or omission by a Trustee acting in good faith for a purpose considered to be in the best interest of the Library, the Library shall, at the request of the Trustee:

- A. Appear and defend against the claim or 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.

Decision as to whether the Library shall retain its own attorney or reimburse the Trustee expenses for their own legal counsel shall rest with the Board and shall be determined by the nature of the claim or action.

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

6.4 Conflicts of Interest -- No Trustee or employee of HPL 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 HPL 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.

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 meet the criteria of HPL's [Travel Expense Reimbursement Policy](#).

6.6 Duration of Policies -- All policies governing the activities of HPL, 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 2/3, or at least 5 Trustees.

These revised Bylaws were duly proposed to the Board and approved in April 2023. They supersede all prior Bylaws, resolutions, directives, policies, and procedures inconsistent therewith.

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Julie Liesse, President

ATTEST:

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Denise Wong, Secretary

Revised, 4/25/2023