

Bylaws of the Board of Trustees of Wright Memorial Public Library

Article I. Name and Location

This organization shall be called the Board of Trustees of Wright Memorial Public Library. Its mailing address shall be:

Wright Memorial Public Library
Board of Trustees
1776 Far Hills Avenue
Oakwood, OH 45419

Article II. Mission

The Wright Memorial Public Library is a community gathering place that helps fulfill patron needs for information and entertainment materials, meets the learning needs of patrons on topics related to work, school and personal life; and encourages learning and intellectual growth from the earliest ages. The Library provides high levels of efficient, friendly personal service and fosters an atmosphere of intellectual liberty in the American tradition of free ideas.

Article III. Membership

The Wright Memorial Public Library is organized as a School District Library. The library's Board of Trustees consists of seven members who are appointed by the Board of Education of the Oakwood City School District.

III Section A. Tenure and Qualifications

Each library trustee is appointed to a seven-year term. Appointments are staggered such that only one trustee term is scheduled to expire each year.

Appointment to fill an unexpired term of four years or more is considered to be a full term.

Members of the Board of Trustees shall serve no more than two full consecutive terms.

All library trustees serve without compensation. Trustees are guided in the performance of their duties by the most recent edition of the *Ohio Public Library Trustees' Handbook*.



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III Section B. Attendance

The insight and attention of each trustee is a valuable asset to the board and the library. Therefore, regular attendance is expected.

If a trustee has unexcused absences from three *regular* meetings during the calendar year, the board may request that trustee's resignation. Absences may be excused by a vote of the board by approval of the board meeting minutes.

III Section C. Filling Vacancies

Vacancies on the board will be given public notice, with sufficient opportunity for interested citizens to make their interest known to the board.

The nominating committee of the Board of Trustees shall recommend to the full board candidates to fill a vacant trustee position. After review, the board shall by resolution select a candidate for each vacant position and request that the Board of Education of the Oakwood City School District appoint that candidate as a trustee.

Article IV. Duties and Powers of the Board

The Board of Trustees shall have all the powers and duties granted to it by law and detailed in *Ohio Revised Code 3375.40*. The board shall determine and establish in accordance with the law, the basic policies of the library with respect to:

- The appropriation and budgeting of funds.
- The establishment and maintenance of the library and library services.
- The acquisition, improvement, maintenance, insurance, use, and disposition of properties.
- The hiring, compensation, and responsibilities of, and the personnel policies concerning, library employees.
- The selection, collection, lending, and disposition of library materials.
- The acceptance of gifts.

The policies approved by the board shall remain in effect until changed or rescinded by further action of the board. These policies shall be administered by library staff. The director shall maintain a file of all policies established by the board for consultation and distribution as directed by the board and as required by law.



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The Board of Trustees shall be responsible for hiring the library director and hiring and appointing the library fiscal officer, and for ensuring that the director and fiscal officer carry out the policies of the library in an effective, efficient, and lawful manner.

In order to speak with a consistent voice, all news of board actions or statements by the board released to the media shall be made by the board president or library director speaking for the board. No one board member, other than the president, shall speak for the board unless directed to do so by a vote of the board.

All powers of the library board are vested in it as a board, and none at all in its individual members. The individual trustee has no power to act for the board in any way, unless authorized to do so by the board itself. The Wright Memorial Public Library will provide reasonable coverage to indemnify trustees in the performance of their duties.

Article V. Officers of the Board

At the annual *organization* meeting the board shall elect from its membership a president, vice-president, and secretary, each of whom shall serve a term of one year, commencing immediately upon election and continuing to the election of officers at the next annual *organization* meeting.

No board member shall hold more than one office at a time.

Rotation of terms of office is desirable.

Vacancies in office shall be filled by vote at a *regular* meeting of the board as soon as possible after the vacancy occurs.

Either the president, vice-president, or secretary shall sign, along with the fiscal officer, each check issued by the library. The president and secretary shall sign any conveyance of real property.



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V Section A. President

The president shall preside at all meetings of the board; authorize calls for any special meetings; appoint all committees, with the consent of the board; execute all documents authorized by the board; and perform all other duties generally associated with that office. The president may serve as a non-voting member of all committees.

V Section B. Vice President

If the president is absent or unavailable, or declines to act in the capacity of his or her office, or if the office of president is vacant, the vice-president shall have all the powers and duties of the president except as otherwise provided by law.

V Section C. Secretary

The secretary shall preside at board meetings in the absence of the president and vice-president. The secretary shall keep, or cause to be kept, a true and accurate record of meetings of the board.

Article VI. Board Meetings

VI Section A. Meeting Types

The board may hold meetings of several different types as described in the *Ohio Public Library Trustees' Handbook*. The board will hold an *organization* meeting in January of each year to elect officers, appoint a fiscal officer, and perform other administrative tasks. The *organization* meeting may be part of a *regular* board meeting.

VI Section B. Public Notice of Board Meetings

At its *organization* meeting in January, the board shall establish, by rule, the method for notifying the public and the news media of the various board meetings that may be held throughout the year. Members of the public or news media who wish to be notified when a particular subject will be discussed at a meeting should inform the library director of their interest. The director will then make arrangements to give advance notice by e-mail or phone prior to the scheduled



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meeting; members of the public who wish to be notified by postal mail should provide the director with self-addressed, stamped envelopes for that purpose.

VI Section C. Agenda

The *regular* meeting agenda is prepared at least four calendar days before the upcoming *regular* board meeting. The library director prepares the regular meeting agenda in consultation with the fiscal officer and board president.

VI Section D. Quorum and Rules of Proceedings

The quorum necessary for the board to transact business shall be four members. Lack of a quorum will automatically adjourn a board meeting. Meetings of the board will follow parliamentary procedures as outlined in *Roberts Rules of Order*, latest edition, when not inconsistent with these bylaws.

Except when a larger majority is required by law, an affirmative vote of the majority of Trustees present at a meeting at which a quorum exists shall be necessary to approve any action before the board. The president may make or second a proposal before the board, may participate fully in discussions, and may vote upon all proposals. Each board member shall have one vote.

VI Section E. Suspension of Rules

Any rule or resolution of the board, whether contained in these bylaws or otherwise, may be suspended temporarily in connection with the business at hand by a vote of the board.

VI Section F. Executive Session

The board may enter into executive session for purposes as described in the *Ohio Open Meetings Act [ORC 121.229(G)]*. The motion to hold an executive session shall state the purpose of such a session, and the motion must be approved in open meeting in a roll call vote by a majority of the board. The board may not take action in executive session other than to vote to adjourn or recess the session.



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VI Section G. Public Participation

Persons interested in Library procedure and/or service, seeking information or having suggestions for better or additional service are invited to appear before the Board at its regular meeting, to present such proposals. Suggestions for definite change in Board procedure that would require Board action should be submitted in writing for Board consideration. A maximum of thirty (30) minutes of public participation will be permitted at each meeting, with each person being given five (5) minutes to speak. All visitors are to sign in. Those wishing to speak must indicate that intent on the sign-in sheet. Visitors will be recognized in the order in which they sign in. To speak, a visitor must arrive before the public participation portion of the agenda has been completed. A person may speak only once per meeting. The Trustees will listen and take all comments under advisement. The Secretary will keep track of the time.

Article VII. Committees

The standing committees of the board shall be Facilities Committee, Finance/Audit Committee, Personnel Committee, Policy Committee, Nominating Committee, and Records Commission.

Special, Ad hoc, or temporary committees may be appointed and charged with specific tasks by the board president as required; such committees may include non-Board members; and such committees are automatically dissolved upon completion of the assigned tasks.

Appointments to committees are made by the president with the consent of the board.

Committees serve an advisory role and make recommendations to the board; a committee has no other power, unless, by suitable action of the board, it is granted a specific power to act. All committee actions are subject to approval by a vote of the board. In general, committees will work in conjunction with the director and fiscal officer.



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VII Section A. Facilities Committee

The committee shall advise the board concerning the condition, maintenance, and improvement of the library grounds, building, furniture, fixtures, and equipment.

VII Section B. Finance/Audit Committee

The committee shall advise the board on all matters relating to the library budget, appropriations, funds, investments, finances, receipts, and disbursements. The committee shall also monitor and review the library's accounting and financial reporting practices, legal compliance, financial condition and controls over safeguarding of assets.

VII Section C. Personnel Committee

The committee shall manage the process of hiring and performance appraisal of the Director and Fiscal officer on behalf of the board.

VII Section D. Policy Committee

The Policy Committee shall advise the board on library policies not covered by the other standing committees.

VII Section E. Nominating Committee

The Nominating Committee shall present a slate of officers at the *organization* meeting. Additional nominations may be made from the floor at that time.

The Nominating Committee also manages the process of finding, vetting and recommending candidates to fill board vacancies.

VII Section F. Records Commission

The Records Commission shall consist of the Board of Trustees and the fiscal officer. The commission shall meet at least once every twelve months and shall be responsible for overseeing the Library's compliance with the Ohio Records Law as described in Chapter 149 of the *Ohio Revised Code*.



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Article VIII. Library Director

The board shall appoint and fix the compensation of the library director. The director shall have full charge of the administration and operations of the library in accordance with the objectives and policies adopted by the board and under the direction and review of the board. The library director has the authority to administer, and is responsible for, the care of all buildings, furnishings, and equipment; for the employment and direction of library staff; for the selection, acquisition, and disposition of library materials; and for maintaining excellent library service.

The director shall serve at the discretion of the board. His or her employment shall be governed by the policies of the Wright Memorial Public Library as adopted by the Board of Trustees.

Article IX. Fiscal Officer

The board shall appoint and fix the compensation of the fiscal officer. The fiscal officer is the library's chief financial officer and acts as the Board's financial agent in library matters. The fiscal officer shall administer and manage the funds of the library in accordance with law and with the objectives and policies adopted by the board and under the direction and review of the board. The fiscal officer has the authority to administer, and is responsible for, the receipt, deposit, and expenditure of, funds; the internal control of library expenditures; and the documenting and reporting of financial activity.

The fiscal officer shall serve at the discretion of the board and is appointed for a one-year term at the annual *organization* meeting of the Board of Trustees. His or her employment shall be governed by the policies of the Wright Memorial public Library as adopted by the Board of Trustees.

Article X. Ethics

The Board of Trustees subscribes to the statement of principles promulgated by the American Library Trustee Association as listed below, and is bound by the applicable statutes of the Ohio Ethics Law and the rulings of the Ohio Ethics Commission.



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ETHICS STATEMENT FOR PUBLIC LIBRARY TRUSTEES

- Trustees in the capacity of trust upon them, shall observe ethical standards with absolute truth, integrity and honor.
- Trustees must avoid situations in which personal interests might be served or financial benefits gained at the expense of library users, colleagues, or the institution.
- It is incumbent upon any trustee to disqualify himself/herself immediately whenever the appearance of a conflict of interest exists.
- Trustees must distinguish clearly in their actions and statement between their personal philosophies and attitudes and those of the institution, acknowledging the formal position of the board even if they personally disagree.
- A trustee must respect the confidential nature of library business while being aware of and in compliance with applicable laws governing freedom of information.
- Trustees must be prepared to support to the fullest the efforts of librarians in resisting censorship of library materials by groups or individuals.
- Trustees who accept library board responsibilities are expected to perform all of the functions of library trustees.

Article XI. Amending of Bylaws

The Policy Committee shall review these bylaws annually and recommend changes to the board when necessary, normally at the annual meeting.

These bylaws may be amended at any board meeting by the affirmative vote of a majority of the full membership of the Board of Trustees provided that a notice of the proposed amendment shall have been included in the agenda for the meeting.

Article XII. Indemnification

Members of the Board of Trustees are covered by the library's Directors & Officers Liability Policy (a CNA policy, through Arlington/Roe & Company, Inc.) including their liability resulting from either institutional or individual lawsuits.

