

WARSAW COMMUNITY PUBLIC LIBRARY
BOARD OF TRUSTEES
BY-LAWS

Article I
Identification

Section 1. The name of this Board is the “Board of Trustees of the Warsaw Community Public Library”, hereinafter referred to as “the Board.” The Warsaw Community Public Library will be hereinafter referred to as “the Library”.

Section 2. Geographical boundaries of the Library and taxed library district include Warsaw Plain (city airport located in Plain Township), Warsaw (city), Wayne Township, and Winona Lake (town). I.C. 36-12.

Article II
Authority and Purpose

Section 1. The Board shall govern the Library, a municipal corporation and Class 1 library organized under the public library provisions, according to the purposes and authority set forth in IC 36-12, as amended, and such other Indiana and federal laws as affect the operation of the Library.

Section 2. Members of the Board shall serve without compensation, except that the Treasurer may be paid, per IC 36-12-2-21. A Board member may not serve as a paid employee of the Library.

Section 3. Necessary travel and/or meal expenses of any Board member incurred in the interest and business of the Library may be reimbursed out of library funds, per policy or board resolution. The Board shall approve such travel on behalf of the Library.

Section 4. The Board may engage legal counsel as needed for legal advice. The President of the Board or the Library Director may request the legal opinions of legal counsel for any matter, which comes within the jurisdiction of the Board, and shall report the opinion to the Board.

Article III
Personnel

Section 1. The Board shall select a librarian who holds a certificate under IC 36-12-11 to serve as the director of the Library. The selection shall be made solely upon the basis of the candidate’s training and proficiency in the science of library administration. The Board shall fix the compensation of the Director. The Director, as the administrative head of the Library, is responsible to the Board for the operation and management of the Library, per IC 36-12-2-24(a).

Section 2. The Director shall have the power to write and enforce administrative regulations or procedures governing the Library which logically stem from adopted and approved Board policies. Such regulations or procedures shall be consistent with the policies of the Board.

Section 3. The Director shall be held responsible for the care of the building(s) and equipment, for the employment and direction of the staff, for the efficiency of the Library’s service to the public, for the administration of the long range plan and short term goals, and for the operation of the library under the financial conditions set forth in the annual budget.

Section 4. The Director shall attend all board meetings, except those at which his/her appointment, salary, or performance is to be discussed or decided. The Assistant Director will attend in the absence of the Director.

Article IV
Conflicts of Interest

Section 1. Board members, in the capacity of trust imposed upon them, shall observe ethical standards with absolute truth, integrity and honor.

Section 2. Board members shall promote a high level of service while observing ethical standards.

Section 3. Board members shall avoid situations in which personal interest might be served or financial benefits gained at the expense of library users, colleagues or the institution.

Section 4. Board members will not use the Library for personal advantage or the personal advantage of friends or relatives.

Section 5. Board members will declare any conflict of interest between their personal life and their position on the Board and avoid voting on issues that appear to be a conflict of interest. It is incumbent upon any Board member to disqualify or recuse himself/herself from voting immediately whenever the appearance of a conflict of interest exists.

Section 6. If the possibility of a long-term conflict of interest exists, the Board member shall complete the Uniform Conflict of Interest Disclosure Form annually.

Article V
Nepotism

Section 1. The Library will not employ the spouse, child, parent, or sibling of the Director or these relatives of any member of the Board.

Article VI
Amendments

Section 1. These bylaws may be amended at any regular meeting of the Board by majority vote of the members.

Section 2. Amendments shall be proposed one month in advance of voting, and a copy provided to each Board member at least 15 days before the meeting.

Section 3. Amendments may be proposed by any member of the Board.

Section 4. The amendments for each year shall be sent to the Indiana State Library upon submission of the annual report.

Article VII
Membership

Section 1. Members of the Board shall be appointed pursuant to IC 36-12-2-9, and as follows:

Class 1 library (town/city, township, multiple townships, and county library)

Trustee 1 IC 36-12-2-9(1)	County Commissioners
Trustee 2 IC 36-12-2-9(2)	County Council
Trustee 3 IC 36-12-2-9(3)	School Board
Trustee 4 IC 36-12-2-9(3)	School Board
Trustee 5 IC 36-12-2-9(3)	School Board
Trustee 6 IC 36-12-2-9(4) (IC 36-12-2-11(b1))	County Commissioners
Trustee 7 IC 36-12-2-9(5) (IC 36-12-2-11(b2))	County Council

Article VIII Officers

Section 1. Officers of the Board shall be a President, Vice President, Secretary and Treasurer, per IC 36-12-2-22 and IC 36-12-2-23.

Section 2. The officers shall be elected by ballot at the January meeting for a term of one year, per IC 36-12-2-23.

Section 3. Vacancies in office shall be filled by ballot at the next regular meeting of the Board after the vacancy occurs.

Section 4. Any officer may be removed by the Board at any regular or special meeting by a majority vote of the entire membership of the Board.

Section 5. The duties of the officers shall be such as by custom and law, including IC 36-12-2-22 et seq. and the rules of this Board usually devolve upon such officers in accordance with their titles.

Section 6. The President shall preside at Board meetings, appoint committees deemed necessary, certify all bills allowed by the Board, sign all warrants on the Treasurer for the payment of money, enforce the observance of these rules, and perform such other duties as pertain to the office of the President and are necessary to carry out the wishes of the Board.

Section 7. The Vice President shall perform the duties of the President in the absence of the latter.

Section 8. The Secretary shall record all proceedings of the Board and countersign all warrants on the Treasurer for the payment of money; shall notify the proper appointing powers of vacancies on the Board, such notice shall be given when possible, two weeks before the vacancy occurs; shall certify the rate of taxation as determined by the Board to the County Auditor, and see that the levy is properly made and recorded; shall keep a record of attendance at Board meetings, and if any member is absent without reasonable excuse from **six** consecutive meetings for any cause other than illness, it shall be the duty of the Secretary to inform the appointing authority that the member is not serving the best interests of the Library and should be replaced by someone who will take an active part in the work.

Section 9. In addition to duties outlined in IC 36-12-2-22, the Treasurer shall be responsible for and keep a detailed account of receipts and expenditures and be responsible for monthly reports and an annual report of receipts and expenditures; shall sign all warrants approved by the Board.

Article IX Meetings

Section 1. The Board shall meet monthly. The Board shall meet at 4:00 p.m. on the second Monday of each month at the Library. When the second Monday falls on a holiday where the Library is closed, the Board shall meet at 4:00 p.m. on the third Monday of that month. The Board shall set the meeting days for the year at the first annual meeting. The January meeting shall be the annual meeting, per IC 36-12-2-23.

Section 2. The full Board and its officers constitutes the Board of Finance and shall meet annually in January, after the first Monday and on or before the last day of January, to review finances and depositories, per IC 5-13-7-5 et seq.

Section 3. Regular, special and executive session meetings will be publicized and conducted in accordance with the Open Door Law of Indiana (IC 5-14-1.5).

Section 4. Special meetings may be called by the President, or upon written request of two members, for the transaction of business as stated in the call, per IC 36-12-2-23. Notice stating the time and place of any special meeting and the purpose for which called shall be given each member

of the Board at least two days in advance of such meeting and to the local media 48 hours in advance, excluding holidays and weekends, per IC 5-14-1.5-5.

Section 5. A quorum for the transaction of business shall consist of a simple majority, which is equal to 50% of the seats established by law plus one, regardless of any current vacancies on the Board.

Section 6. Order of business shall be: Call to Order; Reading/Approval of Agenda; Reading/Approval of Minutes; Treasurers Report; Director and Department Reports; Committee Reports; Old Business; New Business; Adjournment.

Section 7. Robert's Rules of Order, latest revised edition, shall govern the parliamentary procedure of the Board.

Section 8. Library Board members may participate in meetings electronically as long as the Library uses technology that permits simultaneous communication between Board members and that permits the public to simultaneously attend and observe the meeting. Board members attending electronically may be counted present for quorum purposes and may vote on matters presented before the Board. Board members that will be attending electronically will need to notify the Administration office of the Library by the Wednesday before the monthly meeting, so that appropriate notice and technology measures are put in place. This requirement would be excused for meetings called to deal with emergencies. However, the Board member must be able to be both seen and heard in order to participate in any final action. All votes taken during a meeting with electronic attendees must be taken by roll call vote. At least half of the Board must be present in person at each meeting. For a typical 7-member library board, at least four must attend the meeting in person. Board members may not attend more than half of the Board meetings during any given year electronically unless the reason is due to:

- a. military service;
- b. illness or other medical condition;
- c. death of a relative;
- d. or an emergency involving actual or threatened injury to persons or property.

A Board member may attend two consecutive meetings by electronic communication and then must attend at least one meeting in person before attending another meeting electronically unless the reason for attending electronically is due to:

- a. military service;
- b. illness or other medical condition;
- c. death of a relative;
- d. or an emergency involving actual or threatened injury to persons or property.

Electronic participation in meetings is not permitted if the Board is attempting to take final action to:

- a. adopt a budget;
- b. make a reduction in personnel;
- c. initiate a referendum;
- d. establish or increase a fee;
- e. establish or increase a penalty;
- f. use eminent domain authority,
- g. or establish, raise or renew a tax.

If the Board or a member of the public experiences technology failure during the meeting, this won't prevent the meeting from continuing and won't invalidate Board actions or votes as long as there is a quorum of members still able to participate and as long as the voting requirements of the Board bylaws/policies are met. Meeting minutes for a meeting where a Board member attends electronically must:

- a. state the name of each Board member;
- b. who is present in person;
- c. who attended the meeting by electronic means;
- d. and who was absent and identify the electronic communication mechanism used for the meeting.

Section 9. If a statute requires a manual signature for attesting or authenticating an obligation issued by the Library (bond, note, warrant, or other obligation), an electronic signature will have the same force and effect as a manual signature.

Section 10. During disaster emergencies declared by the Governor or local government officials. The Board may meet completely electronically until the disaster or emergency is terminated. During such disaster emergency, the Board may meet using any form of electronic communication as long as the meeting meets the following criteria:

- a. at least a quorum of the Board are participating in the meeting either in person or electronically;
- b. the public is able to simultaneously attend and observe the meeting, unless it is an executive session; and
- c. votes are taken by roll call vote.

Meeting minutes for an electronic meeting during a disaster emergency must state the name of each Board member who attended electronically and who was absent and identify the electronic communication mechanism used for the meeting.

Article X Committees

Section 1. Standing committees will be appointed by the President, with the approval of the Board, at the first meeting following the annual meeting, and will serve for one year. They may include but are not limited to: Insurance, Technology, and Strategic Planning.

Section 2. Special committees for the study of special problems may be appointed by the President, with the approval of the Board, to serve until the final report of the work for which they were appointed has been filed at a regular Board meeting.

Section 3. No committee will have other than advisory powers unless, by suitable action of the Board, it is granted specific power to act. All committee reports and/or recommendations shall be submitted in writing upon request. Reports of committees shall be signed by at least two members thereof.

Section 4. Committees may have citizen members, as deemed appropriate for their purpose by the Board.

Article XI Indemnification of Board Members

Section 1. It should be considered mandatory that the Library has an adequate level of insurance coverage. If any claim or action not covered by insurance or State Statute is instituted against a trustee, officer, employee, or volunteer of the Library arising out of an act of omission by a trustee, officer, employee, or volunteer acting in good faith for a purpose considered to be in the best interest of the Library; or if any claim or action not covered by insurance or State Statute is instituted against a trustee, officer, employee, or volunteer allegedly arising out of an act of omission occurring within the scope of his/her duties as such a trustee, officer, employee, or volunteer; the Library should at the request of the trustee, officer, employee, or volunteer:

- a. appear and defend against the claim or action; and
- b. pay or indemnify the trustee, officer, employee, or volunteer for a judgment and court costs, based on such claim or action; and
- c. pay or indemnify the trustee, officer, employee, or volunteer for a compromise or settlement of such claim or action, providing the settlement is approved by the Board.

Section 2. Decision as to whether the Library shall retain its own attorney or reimburse the trustee, officer, employee, or volunteer expenses for their own legal counsel shall rest with the Board and shall be determined by the nature of the claim or action.

Section 3. The term trustee, officer, employee, or volunteer shall include any former trustee, officer, employee, or volunteer of the Library.

Article XII
Policies, Plans, Rules and Regulations

Section 1. In addition to operating in accordance with these bylaws and the laws of the State of Indiana, the Board shall adopt policies, plans, rules and regulations to govern its operations, and may affirm policies, plans, rules and regulations proposed by the Library Director for the management and administration of the Library, as required by 590 IAC 6-1-4(d), 590 IAC 6-1-4(e) and 590 IAC 6-1-4(h).

Section 2. All of these policies, plans, rules and regulations shall be compiled and organized in a manual to be known as “The Warsaw Community Public Library Policy Manual.”

Article XIII
Review of Bylaws

Section 1. The bylaws will be reviewed at the annual meeting every three years (590 IAC 6-1-4(g)). The Secretary shall affix the date of review to the bylaws for audit as well as indicating the action in the minutes.