

# Stillwater

## Public Library

### **STILLWATER PUBLIC LIBRARY BOARD OF TRUSTEES BY-LAWS**

Adopted: 8/3/98; Amended: 4/8/08, 2012, 3/12/13, 1/14/20, 5/10/22

#### **ARTICLE I: Identification**

This organization is the Board of Trustees of the Stillwater Public Library located in Stillwater, Minnesota.

#### **ARTICLE II: Purpose**

The Stillwater Library Board of Trustees has full authority over the governance of the library as representatives of the city residents and the City Council. Trustees hire and evaluate the director, set policy, serve as ambassadors in the community, and work closely with the director in developing the strategic plan, and establishing and presenting the library's budget to the City Council annually.

#### **ARTICLE III: Membership**

**Section 1. Number and Qualifications.** The Library Board shall consist of nine (9) members who are residents of Stillwater and are appointed by the Stillwater City Council. The Library Board may recommend candidates for appointment to the City Council.

**Section 2. Term of Office.** A Board member is appointed for a three (3) year term. A Board member may not serve more than three consecutive terms. If a member is appointed to serve an unexpired term of office and serves more than half of the term, it shall be considered a full term of office. Sitting Board members must reapply to the City Council in order to be considered for reappointment to a second or third term. A former member may be reappointed after a lapse of one year.

**Section 3. Disqualifications and Vacancies.** Any Board member who is no longer a resident shall be responsible for notifying the Secretary of the Board of Trustees. When any trustee fails to attend at least three consecutive meetings of the Board without prior notice to the President, Vice President, or Secretary, the Board shall declare his/her position vacant. It shall be the duty of the President to notify the appointing official of the vacancy.

#### **Article IV. Officers**

**Section 1.** Officers shall be: President, Vice President, and Secretary/ Treasurer. An officer may succeed herself or himself.

**Section 2.** An officer nominating committee comprised of three Trustees shall be appointed by the President two months before an election. The Committee will present a slate of officers at the Annual Meeting. Additional nominations may be made from the floor.

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**Section 3.** Officers shall be elected for two (2) year terms at the annual meeting of the Board.

**Section 4.** The Board President shall preside at all Board meetings and Executive Committee meetings, appoint all committees, certify all actions approved by the Board, authorize calls for any special meetings, and generally perform the duties of a presiding officer. This officer will be a member of the Executive Committee of the Board.

**Section 5.** The Vice President shall perform the duties of the President in the latter's absence. If the President and Vice President are both absent, the Secretary/Treasurer will chair the meeting. If all officers are absent, the Board members present will select a Chair for the meeting.

**Section 6.** The Secretary/Treasurer shall ensure that an accurate record of all proceedings of the Board's regular and special meetings is kept and perform such other duties as are usually incident to that office. The Secretary/Treasurer shall represent the Board in matters of budget and finance, including the development of short-range and long-range financial plans for the library. This officer will be a member of the Finance Committee of the Board.

**Section 7.** In the event of a vacancy in the office of President, the Vice President shall assume the office of President until the next Annual Meeting. If an unexpected vacancy occurs in other elected positions, the President shall appoint an ad hoc Nominating Committee composed of three Trustees to present a slate of one or more candidates at the earliest possible board meeting. Additional nominations may be made from the floor.

### **ARTICLE V: Meetings**

**Section 1.** Regular Meetings. The regular meetings of the Library Board shall be held monthly on a day of the week and time chosen by the Board no later than the first regular meeting of the calendar year. Meetings shall be held in accordance with the State of Minnesota's Open Meeting Law (Minnesota Statute Chapter 13D). When conflicts with holidays or other events arise, the Board may change or eliminate the meeting date, observing the requirements of public notice in the Minnesota Open Meeting Law.

**Section 2.** Annual Meeting. The annual meeting, which shall include the election of officers, shall be held at the time of the regular meeting in January of each year.

**Section 3.** Agenda and Notices. Meeting agendas and notes shall indicate the time, date and place of the meeting and indicate all subject matters intended for consideration at the meeting.

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**Section 4. Minutes.** Minutes of all meetings shall, at a minimum, indicate board members present, all items of business, all motions (except those that were withdrawn), and the result of all votes taken.

**Section 5. Special Meetings.** Special meetings may be called by the President or upon the request of any three trustees. Reasonable notice stating the time and place and purpose of any special meeting shall be given in accordance with the Minnesota Open Meeting Law.

**Section 6. Quorum.** Five members of the Board shall constitute a quorum for the transaction of business.

**Section 7.** The most recent revision of Robert's Rules of Order shall govern the order of business on all points not specified in these bylaws.

### **ARTICLE VI: Committees & Task Forces**

**Section 1. Standing Committees.** The committees of the Board with their membership and charges shall be established by the President elected at the annual meeting or at such other times as he/she may determine in order to manage the work of the Board in an efficient and effective manner. No committee shall have other than advisory powers, except in specific situations in which decision-making authority is delegated by majority vote of the Board.

**Section 2. Executive Committee.**

Officers form the Executive Committee, which has general supervision over Board affairs between business meetings.

**Section 3. Task Forces.** Task forces for the study and investigation of special problems may be appointed by the President to serve until they have completed the work for which they were appointed. These need not be Board or staff members.

### **ARTICLE VII: Duties of the Board of Trustees**

**Section 1.** Trustee duties are outlined in Minnesota Statutes Chapter 134.11 and include the following:

- A. Trustees determine and regularly review the policies of the library, including Board Bylaws, governance policies, personnel policies, public service policies, collection and information access policies, programming policies, policies governing the use of the facility, and the library mission, roles, and goals.
- B. Trustees select, appoint and supervise a properly qualified and competent library director and determine the compensation of all library employees.
- C. Trustees shall have exclusive control of the expenditure of all moneys collected, donated or appropriated for the library fund and shall audit and approve all library expenditures. Trustees set goals for the library's annual and long-term budgets, approve budgets, request funding from the City of

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Stillwater, and make sure that adequate funds are provided to finance the approved budget.

- D. Trustees shall supervise the maintenance of buildings and grounds, as well as regularly review various physical and building needs to see that they meet the requirements of the total library program.
- E. Trustees shall study and support legislation that will bring about the greatest good to the greatest number of library users.
- F. Trustees shall cooperate with other public officials and boards and maintain vital public relations.
- G. Trustees shall educate themselves about issues of significance to libraries.

### **ARTICLE VIII: Director**

The Director is the library's executive officer and shall have sole administration of the library under the direction and review of the Board. The Director shall be held responsible for the care of the building and equipment, for the employment and direction of the staff, for the efficiency of the library's service to the public, and for the operation of the library under the financial conditions set forth in the annual budget. The Director shall attend all Board meetings except meetings or portions of meetings at which his or her appointment or salary is to be discussed or decided. The Director shall prepare the annual budget for the Stillwater Public Library with the assistance and approval of the Board. The Director shall be responsible for various reports about the system such as salaries, circulation, population growth, and collection sizes as required by the Board or by law.

### **ARTICLE IX: Amendments**

These bylaws may be amended at any regular meeting of the Board with a quorum present, by two-thirds vote of the members present, provided that the amendment was read at one previous meeting and was stated in the call for the meeting which was communicated to the members before the meeting.