

BYLAWS
of the BOARD OF TRUSTEES

Article I Name

This organization shall be called "The Board of Trustees, Maplewood Public Library," existing by virtue of the provisions of Revised Statutes of Missouri 182.140 to 182.301 and exercising the powers and authority and assuming the responsibilities delegated to it under the said statutes.

Article II Purpose

The Library Board of Trustees is the legislative or policy determining body for the Library. Its primary purpose is formulating policy and supplying the means for carrying out library services.

The Library Board shall appoint a qualified librarian who shall be the chief administrative officer of the Library and shall manage the affairs of the Library in accordance with the rules and regulations made by the Library Board.

Article III Officers of the Board

The officers shall be a president, vice-president/president-elect, secretary, and a treasurer, who shall hold office for one year, and until their successors are elected.

A nominating committee shall be appointed by the president in April who will present a slate of officers at the annual meeting in July. Additional nominations may be made from the floor.

At the annual meeting in July the Board shall elect from its own number a vice-president/president-elect, secretary and a treasurer. It shall require a majority vote of all members of the Board present, providing they constitute a quorum, to elect any officer. Any vacancies occurring shall be filled in the same manner.

The president shall preside at all meetings of the Board, authorize calls for any special meetings, appoint all committees, execute all documents authorized by the Board, serve as an ex-officio voting member of all committees, and generally perform all duties associated with that office.

The vice-president/president-elect, in the event of the absence or disability of the president, or of a vacancy in that office, shall assume and perform the duties and functions of the president. The vice-president/president-elect shall automatically succeed to the office of president at the July meeting following election as vice-president/president-elect. Should the office of vice-president/president-elect become vacant, the Board shall elect from its own number a successor.

The secretary shall keep a true and accurate record of all meetings of the Board, shall issue notice of all regular and special meetings, and shall perform such other duties as are generally associated with that office.

With approval of the Board, the librarian may execute documents authorized by the Board.

The treasurer shall be the disbursing officer of the Board, and shall perform such duties as generally devolve upon that office. In the absence or disability of the treasurer, those duties shall be performed by such other members of the Board as the Board may designate.

Article IV Meetings

Regular meetings shall be held each month, except July, August and December, the date and hour to be set by the Board at its annual July meeting.

Special meetings of the Board may be called by the president or the secretary or upon written request of three or more members of the Board, for the transaction of business as stated in the call, provided that written notice thereof be given to all members of the Board at least twenty-four hours in advance of the special meeting.

The annual meeting shall be held in August. Final reports of standing committees and the annual report of the librarian shall be given for the fiscal year just ended.

The Board may act only when lawfully convened in a regular or special meeting, and may speak only through its official records. No member of the Board has any authority as an individual by reason of his or her official position. A majority of the trustees in office shall be requisite and shall constitute a quorum for the transaction of business.

The Board of Trustees may vote on a resolution to the Maplewood City Council asking that appointing body to declare vacant the seat of any Board member who is absent from three Board meetings during the Board year (July-June) without just cause, or who is absent from five Board meetings during the Board year regardless of cause.

The librarian shall be present at all board meetings except at those times when the librarian's status or salary is to be a matter of business, in which case the Board shall take the necessary steps to immediately notify the librarian of the action taken by the Board.

Article V Committees

Standing Committees

Personnel Committee: It shall be the duty of the Personnel Committee to review any matters pertaining to the personnel of the Library, and to make recommendations to the Board concerning such matters, and to perform such other duties as may be prescribed by the Bylaws.

Policy Committee: It shall be the duty of the Policy Committee to interpret and review Library policy and recommend changes thereto from time to time in order to maintain currency and compliance with the laws regarding libraries.

Community Engagement Committee: It shall be the duty of the Community Engagement Committee to oversee all areas of community involvement, including outreach programs, enrichment programs, partnerships with other civic organizations, communications, and participation in community events; as well as fund-raising and sponsorship activities.

Special Committees

It shall be the duty of the president to appoint special committees as needed. Any special committee shall serve until a final report is made by the committee to the Board, at which time the committee passes out of existence.

All committees shall have advisory powers only, not administrative, except on matters referred to them by vote of the Board "with power to Act."

Minutes of all committee meetings shall be made by the secretary and presented at the next regular meeting of the Board. Upon adoption they shall become part of the minutes of the Board. Such minutes shall be signed by the chair of the respective committee.

Article VI Fiscal Matters

The Fiscal year of the Library shall be from July 1 through June 30.

At its meeting in June each year, the Board shall adopt a budget for the ensuing fiscal year. Expenditures shall be made only in accordance therewith, except as subsequent changes may be made by the Board.

A special account shall be kept of each item of the budget, and the liabilities created against the same charged therein, so that the unexpended balance, if any, may be readily ascertained.

An audit of the books and accounts of the Library shall be made annually by a certified public accounting firm appointed by the Board.

All warrants for expenditures under \$5000 shall be signed by the treasurer or president. Should either of them be unable to perform, the librarian may sign in their absence. Checks written for amounts of \$5000 or more must be signed by the librarian and the treasurer or the president. In the absence of the librarian, the Executive Committee of the Board may approve a check without the librarian's signature.

Article VII Indemnification

The Maplewood Public Library shall indemnify each of its trustees, against all reasonable expenses actually and necessarily incurred in connection with the defense of any litigation to which a trustee may have been made a party because of their position on the Board. Trustees shall have no right to reimbursement, however, in relation to matters as to which they have been adjudged liable to the Board for misconduct in the performance of duties.

The right to indemnify for expenses shall also apply to expenses for suits which are compromised or settled.

The Board may, at its discretion, authorize the purchase of a policy or policies of insurance against liability of the Board to indemnify any person pursuant to this Bylaw, which shall contain such terms and conditions as the Board may deem appropriate to the extent and in the manner permitted by law.

Article VIII Standing Rules

Order of Business

1. Roll call of members
2. Reading of minutes not previously approved
3. Communications
4. Treasurer's report
5. Librarian's report
6. Committee reports
7. Unfinished business
8. Election of officers
9. New business
10. Closed Session
11. Adjournment

The Board may at the request of the librarian have staff make reports at Board meetings.

Authority

In cases not otherwise provided for, the Board shall be governed by Robert's Rules of Order Newly Revised.

Article IX Amendments

These Bylaws may be amended by a two-thirds vote of all members of the Board at any regular or special meeting thereof provided not less than two weeks' notice be given in writing stating the proposed changes.

Article X Dissolution

Upon dissolution of the Maplewood Public Library, assets shall be distributed for one or more exempt purposes within the means of Section 501 (c) 3 of the Internal Revenue Code, or a corresponding section of any future federal tax code, or shall be distributed to the federal, state, or local government for a public purpose.