

# Bylaws

## **Casey County Public Library Board of Trustees**

Whereas, the board of Trustees, having been officially appointed by the county Judge of Casey County, Kentucky, in accordance with Kentucky Revised Statute No. 173.725, and having been officially designated as the Casey County Public Library District Board of Trustees is desirous of operating in a organized manner.

Now, therefore, be it resolved that the following bylaws be adopted and by the passage of this resolution by majority vote are declared to constitute the official bylaws of the Casey County Public Library District Board of Trustees.

### Article I – Purpose

The purpose of this board is to serve as the body corporate through which the best and most efficient library service may be provided in and for the people of this district. This shall consist of establishing, equipping and maintaining libraries and/or contracting with existing libraries for the furnishing of library service for the district and doing all things necessary to provide the best and most efficient library service.

### Article II – Membership

The membership of the Casey County Public Library Board shall consist of five members, living in Casey County and committed to the provision of public library service.

#### Article IIa—Membership—Advisory Board

Advisory board members are individuals who are interested in the library and its service to the community. Current trustees and advisory board members determine selection of advisory board members. Advisory members cannot make motions or vote, but are encouraged to make suggestions, offer advice, help with committees, and give general community feedback. Advisory members may be asked to serve as library trustees as vacancies occur.

### Article III – Term

Members shall serve on this board in accordance with KRS 173.725 and 173.730.

### Article IV – Voting

Each member of the board shall be entitled to one vote on all matters brought to a vote during a regular or called meeting in which said member is present and providing a quorum is present at the time. No voting shall be done by proxy.

### Article V – Quorum

A majority of the members of the board officially holding appointments from the appointing authority shall constitute a quorum and quorum shall be necessary for the transaction of official business. If the quorum consists of three members of the board, their vote upon any official business brought before them must be unanimous.

### Article VI – Officers – Election of

Section 1: The officers of the board shall be president, vice president, secretary and treasurer and shall be elected in accordance with Section 2 of this article.

*Section 2: Officers shall be nominated from the floor at any regular or called meeting of the board. This election will be conducted a minimum of once every two years or at any time a board member is unable or unwilling to continue to serve as an officer.*

Section 3: All elected officers shall serve for a term of two years and/or until their successors have been elected and qualified. Officers are eligible to succeed themselves.

#### Article VII – Duties of Officers

Section 1: President shall preside at all meetings of the board and is eligible to vote on all matters coming before the board when only three members of the Board are present or when there is an equal number of votes, for and against, concerning a particular motion. The president shall appoint all special committees for the board and can serve as an ex-officio member of any special committee meeting. The president oversees the preparation of all agendas, conducts all meeting in an orderly manner, and performs generally those duties of a presiding officer.

Section 2: The vice president shall perform all the duties and assume all the responsibilities of the president in his/her absence at a regular or special meeting of the board. The Vice President shall serve as acting treasurer in the absence of the treasurer.

Section 3: The secretary shall keep a true and accurate account of all the proceedings of board meetings to include records of attendance of Board members at regular monthly meetings; notification of any board member who has missed three regular meetings in any one year of his/her term; and notification of any member of his/her automatic resignation upon missing four regular monthly meetings in any one year of his/her term. The secretary shall ensure the safekeeping of all official minutes and official records of the Board. The secretary shall perform all the duties and assume all the responsibilities of the President in his/her absence and in the absence of the Vice-President at a regular or special meeting of the Board. The secretary shall oversee the issuance of notification of regular and special meetings. The secretary shall oversee or create all correspondence from the Board and any other duties which are in keeping with the office of secretary.

Section 4: The treasurer shall be in charge of the funds, securities, and obligations belonging to the District, including management responsibility for the investment policy. They shall assist in the preparation of a monthly report regarding the status of the Library's investment program according to the outline in the Investment Policy. The treasurer shall see that proper records are kept, showing receipts and disbursements of the Board, with vouchers in support thereof. The Treasurer shall see that a financial report is prepared for each regular meeting of the Board. The Treasurer may pay budgeted expenditures approved by the Board in a timely manner prior to the regular monthly meeting. Such expenditures shall be recorded on the payment vouchers presented at each board meeting. The Board prior to payment must approve any non-budgeted expenditures. All checks issued covering the disbursements of the Board shall require two signatures. Signers authorized by the Board shall include the

Treasurer, (or in his/her absence one designated as acting treasurer) and the President. The treasurer shall perform other duties which are in keeping with the office of treasurer.

Section 5: The fifth member of the board shall act as co-signer of checks in the event that the president, treasurer or acting treasurer is unavailable.

#### Article VIII – Meeting Date

The regular meeting date of the board shall be the second Wednesday of each month at 11:30 am.

#### Article IX – Special Meetings

Special meetings of the board shall be in accordance to KRS 61.823.

#### Article X – Fiscal Year

The fiscal year of the Casey County Public Library District Board of Trustees shall commence July 1<sup>st</sup> and close June 30<sup>th</sup>.

#### Article XI – Duties

In order that the district shall be furnished the best and most efficient library service possible, the members of the board shall:

- Secure adequate funds
- Shall hire interested, trained, and capable personnel.
- Determine and/or approve library policies
- Approve expenditure of library funds
- Encourage and receive gifts to the library
- Work actively for the improvement of all libraries by supporting library legislation in the state and nation.
- Attend board meeting regularly.
- Familiarize themselves with good library service by reading, attending library meetings and visiting other libraries and by becoming a state certified Library Trustee
- Affect a liaison with the public at large concerning the library's programs and services.
- Cooperate and consult with the Department for Libraries and Archives in the development of better library services.

#### Article XII – Order of Business

The order of business to be conducted at regular meetings may be altered to satisfy the need for information brought before the board. Items that will be covered monthly will include the following:

- Call to Order
- Public Comment
- Review and Approval of Minutes

- Treasurer's Report
- Old Business
- New Business
- Approval of Payment Vouchers
- Reports
- Adjournment

"Robert's Rules of Order" shall govern the parliamentary procedure of the board.

#### Article XIII – Duties of Library Director

The library director is the administrator of the library program of the district and shall:

- Attend all board meetings except (at the board's discretion) those at which salaries are fixed or adjusted
- Point out and recommend needed policies for board action
- Carry out the policy of the library as adopted by the board
- Recommend employment of all library personnel, supervise their work, and submit employee reports to the board when requested
- Select and purchase books, library materials, electronic and computer devices and other necessary materials
- Maintain financial reports and bookkeeping
- Maintain a continuous and active public relations program
- Formulate and carry out plans for extending the use of library facilities to all parts of the district served
- Make regular reports on the progress of the library
- Attend professional meetings and library workshops and classes
- Provide in-service training experiences for staff members
- Develop resourcefulness in providing service to all citizens, by learning where needed information and materials may be secured, so that no citizen remains unserved who requests help or special materials
- Adhere to any items listed in the current job description

#### Article XIV – Compliance

This board, recognizing that it receives its legal status as a corporate body under the Revised Statutes of the Commonwealth of Kentucky shall periodically review its library operation and policies to ascertain that all Statutes pertaining to libraries are being complied within the operation of the CASEY COUNTY PUBLIC LIBRARY DISTRICT.

#### Article XIV – Amendments to Bylaws

The Bylaws of the Casey County Public Library District Board of Trustees, as officially adopted, shall be amended only in accordance with the following procedure.

1. All members shall be furnished a written copy of the proposed changes and/or amendments at a regular board meeting where said changes and/or amendments shall receive a first reading.
2. Any changes and/or amendments to the official Bylaws shall be read at two consecutive meetings of the Board, said meetings to be regular meetings held in accordance of the provisions of the Bylaws presently in effect.
3. Three (3) favorable votes of the members of the board as it is now constituted present at a regular meeting shall be deemed sufficient to adopt any changes and/or amendments to these Bylaws provided compliance with all provision of this Article has been met.

Motion made by Marguerite Griffin, seconded by Ann Hurley, that the Bylaws as set forth herein, be adopted and declared by the President to be official Bylaws of the CASEY COUNTY PUBLIC LIBRARY DISTRICT BOARD OF TRUSTEES. Passed 5/0.

Original Bylaws made October 5, 1976

Amended May 13, 1987 to include resolution on Indemnification of Directors and Officers

Amended December 14, 1994 to include resolution for Investments

Bylaws reviewed and amended November 1995 to change board meeting date and order of business.

Bylaws reviewed and amended June 21, 2012 to reword membership articles.

Bylaws reviewed and amended February 11, 2013 to match order of business changes, titles of officers, and responsibilities of board members.

Bylaws reviewed and amended October 8<sup>th</sup>, 2014 to change the regular meeting date to the second Wednesday of each month at 11:30am.

Amended Dec. 10, 2014 articles VI, XI, XIV, and resolution for investment.

Upon motion of Lina Wells, seconded by Mildred Coffey, the following resolution was passed (4/0) on May 13, 1987.

#### RESOLUTION

Resolved, that the bylaws of the Casey County Public Library District be amended by supplementation to include the following bylaw.

#### Article XV – Indemnification of Directors and Officers

The district shall indemnify each of its directors and officers who was or is a party or is threatened to be made a party to any civil, criminal, administrative or investigative (other than an action by or in the right of the district) by reason of the fact that he is or was a director or officer of the district, or is or was serving at the request of the district as a director, officer, employee, or agent of another district, corporation, partnership,

joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to the best interests of the district, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

Except as provided herein below, any such indemnification shall be made by the district only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth above. The Board of Trustees shall make such determination by a majority vote of a quorum of trustees.

Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the district in advance of the final disposition of such action or proceeding if authorized by the Board of Trustees and upon receipt of an undertaking or agreement by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the district.

To the extent that a director or officer has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of any material claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without any further determination that he has met the applicable standard of conduct set forth above.