

By-laws for the Board of Trustees of Troy-Miami County Public Library

*Adopted by the Board of Trustees November 18, 2020

Article I. Name and Location

This organization shall be called the Board of Trustees of Troy-Miami County Public Library. It's mailing address shall be:

Troy-Miami County Public Library
Board of Trustees
419 W. Main St.
Troy, Ohio 4537

I. Section A. Libraries

The Library shall be called the Troy-Miami County Public Library. Its libraries are:

- Oakes-Beitman Memorial Library, 12 N. Main St., Pleasant Hill, Ohio 45359
- Local History Library, 100 W. Main St., Troy, Ohio 45373

Article II. Mission

Troy-Miami County Public Library provides materials, information, technology, and opportunities to enrich, empower, educate, and entertain Miami County residents of all ages and backgrounds.

Article III. Board of Trustees

Troy-Miami County Public Library organized as is a county district library, encompassing the school districts of Bethel, Miami East, Newton, and Troy. Per *Ohio Revised Code 3375.22*, four (4) members of the Board of Trustees are appointed by the Miami County Commissioners and three (3) are appointed by judges of the Miami County Court of Common Pleas to seven-year terms.

III Section A. Appointment to the Board of Trustees

Any appointment made to fill a vacancy shall be made by the same body, which appointed the trustee whose place has become vacant and shall be for the unexpired term. All library trustees serve without compensation.

III Section B. Attendance

Any member of the Board who is absent without being excused by the President, from three (3) *regular* meetings during a calendar year may be asked by the President to resign from the Board.

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.

Per *Ohio Revised Code 3375.33*, the Board of Trustees is a body politic and corporate and is capable of exercising powers and privileges conferred upon it by law.

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.

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 Troy-Miami County Public Library will provide reasonable coverage to indemnify trustees in the performance of their duties per Ohio Revised Code 3754.01.

Article V. Officers of the Board

The Board of Trustees shall meet in December or January and organize by selecting from its membership a president, vice-president, and secretary, each of whom shall serve a term of one year, commencing the later of the first day of January or the date of election [ORC 3375.32].

Vacancies in office shall be filled by vote at a regular board meeting 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 [ORC 3375.35]. The president and secretary shall sign any conveyance of real property.

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.

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.

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. Meeting Types and Notifications

The board may hold meetings of several different types, regular meetings, special meetings, emergency meetings, and organizational meetings.

The board will hold an organizational meeting for each calendar year to elect officers, perform administrative tasks, appoint standing committees, administer the oath of office to new trustees, appoint a fiscal officer, and approve the annual board calendar [ORC 3375.32]. The organizational meeting may be part of a regular board meeting.

Regular meetings are held on the third Wednesday of the month, except July, unless changed by vote during a board meeting. Special meetings may be called by the director or board president for the purpose of discussing one or two items specified when the meeting is scheduled. Per the Sunshine Law, a 24-hour notice of special meetings must be given to all media outlets that have requested such notification.

Emergency meetings are special meetings convened because a situation requires immediate action. The notice requirement is immediate and the library must notify all media outlets that have specified a meeting notice.

VI Section A. Agenda

The library director prepares the regular meeting agenda in consultation with the fiscal officer and board president. The order of business for regular meetings shall include, but not be limited to, the following items:

- Call to Order
- Public Comments
- Disposition of Minutes
- Financial Report
- Old Business
- New Business
- Director's Report
- Adjournment

VI Section B. Public Notice of Board Meetings

At its organization meeting, the board shall establish 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 prior to the scheduled meeting; those who wish to be notified by postal mail should provide the director with self-addressed, stamped envelopes for that purpose.

VI Section C. Quorum

The quorum necessary for the board to transact business shall be four members. Lack of a quorum will automatically adjourn a board meeting.

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 D. Executive Session

The board may enter into executive session for purposes as described in the Ohio Open Meetings Act [ORC 121.22] 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.

VI Section E. Public Participation

Persons interested in sharing their views about the library are invited to appear before the Board at its regular meeting. 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.

If a resident wishes to share additional comments, she/he may schedule an appointment with the Library Director, who will then present a summary of that meeting to the Board of Trustees.

Article VII. Committees

The standing committees of the board shall be the audit committee, facilities committee, personnel 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 the 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 committees' actions are subject to approval by a vote of the board. In general, committees will work in conjunction with the director and fiscal officer.

VII Section A. Audit Committee

The finance/audit committee shall consist of the Board of Trustees, the fiscal officer, and the director and shall meet to review audits as needed.

VII Section B. Facilities Committee

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

VII Section C. Personnel Committee

The committee shall consist of three board members and shall manage the process of hiring, compensation, and performance appraisal of the Director and Fiscal Officer. This committee also will advise the board on matters of compensation for all staff.

VII Section D. 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 per *Ohio Revised Code* 149.411.

Article VIII. Library Director

The board shall appoint and fix the compensation for a qualified library director who shall be the executive and administrative officer of the Library. 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 Troy-Miami County Public Library as adopted by the Board of Trustees. The director shall be bonded.

Article IX. Fiscal Officer

The board shall appoint and fix the compensation of the fiscal officer who shall serve as the library's chief financial officer and shall be the disbursing officer of the library. The fiscal officer acts as the Board's financial agent in library matters per *Ohio Revised Code* 3375.36. 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 also shall be responsible for the

Library's investment program and all Library banking functions and shall perform such other duties as may be reasonably requested by the Board.

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 per *Ohio Revised Code 3375.32*. His or her employment shall be governed by the policies of the Troy-Miami County Public Library as adopted by the Board of Trustees. The fiscal officer shall be bonded.

The Fiscal Officer will accurately and completely record the minutes and will promptly prepare, file, maintain, and make them available to the public inspection [ORC 121.22].

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.

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.
- Trustee should not have pecuniary interest in any contract entered into by the board [ORC 3375.35].
- Trustees must disqualify themselves 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 the Bylaws

These bylaws supersede all previous bylaws adopted by this organization. They may be amended at any board meeting by the affirmative vote of a majority of the Board of Trustees provided that notice of the proposed amendment was included in the agenda for the meeting.

Article XII. Disolution or Termination of Existence

Upon any dissolution or termination of the existence of the Troy-Miami County Public Library, all of its property and assets, after payment of the lawful debts of the library and the expenses of its dissolution or termination, shall be delivered, conveyed, and paid over (subject to any restrictions imposed by the laws of the state of Ohio or any will, deed, grant, conveyance, agreement, writing, or other governing document) to one or more organizations lawfully selected by the Board of Trustees, each of which at the time of such grant appears to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code and each of which shall establish, maintain, and improve the free public library within the geographical area coterminous with the jurisdiction of the Troy-Miami County Public Library.