

By-Laws
Matteson Area Public Library District
Board of Trustees

Effective March , 2017

ARTICLE I: COMPLIANCE WITH THE LAW

These by-laws govern the operation of the Matteson Area Public Library District (the “District”). These by-laws are supplementary to, and subordinate to, the applicable provisions of Federal law, State law, and regulations promulgated under Federal law and State law (the “Laws”), including the Illinois Public Library District Act of 1991, 75 ILCS 16/1-1, *et seq.* The District shall comply at all times with the Laws. In the event of any conflicts between these by-laws and the Laws, the Laws shall prevail and control.

ARTICLE II: NAME AND AUTHORITY

This District shall be called the “Matteson Area Public Library District, Cook County, Illinois.” [75 ILCS 16/30-35] The District exists by virtue of the provisions of Act, and has the authority to exercise the powers and assume the responsibilities delegated to it under the Act.

ARTICLE III: TRUSTEES, TERM OF OFFICE, VACANCIES

Section 1. Board of Library Trustees

The Board of Library Trustees (the “Board”) shall consist of seven (7) trustees elected by the voters of the District (together the “Trustees” and individually a “Trustee”). [75 ILCS 16/Art. 30]

Section 2. Term of Office – Board

Newly elected Trustees shall hold office for the full term of six (6) years from the third Monday of the month next following the election and until their respective successors are elected and qualified. [75 ILCS 16/30-10(c)] Newly elected Trustees shall take the oath at the first regular Board meeting following the day the newly elected Trustees take office. [75 ILCS 16/30-40]

Section 3. Resignations – Board

The resignation of any Trustee must be submitted in writing to the President of the Board. The President will accept the resignation at the next Board meeting, unless the resignation is withdrawn prior to that meeting. [75 ILCS 16/30-25]

Section 4. Vacancies – Board

The Board shall declare a vacancy in the office of Trustee when any elected or appointed Trustee resigns, declines, fails or is unable to serve, becomes a non-resident of the District, when a Trustee is convicted of a misdemeanor by failing, neglecting or refusing to discharge any duty imposed upon him by the Act, or when a Trustee fails to pay any library tax levied by the District. Absence without cause from all regular Board meetings for a period of one year shall be a basis for declaring a vacancy. A vacancy in any office shall be filled by the Board at any regular or special meeting of the Board. All vacancies shall be filled by appointment by the remaining Trustees until the next regular District election, at which time a Trustee shall be elected for the remainder of the unexpired term. If, however, the vacancy occurs with less than twenty eight (28) months remaining in the term, and if the vacancy occurs less than eighty eight (88) calendar days before the next regular scheduled election for Trustee, then the person so appointed shall serve the remainder of the unexpired term and no election to fill the vacancy shall be held. [75 ILCS 16/30-25]

Section 5. Duties – Board

The Board is charged with the responsibility of the governing the District and administering the Act in the District. The duties of the Board include all obligations imposed by the Laws, including but not limited to the following:

- A. The Board shall hire a skilled Library Director who shall be responsible for the day-to-day operations of the District. [75 ILCS 16/30-55.35]
- B. The Board shall generally meet once per month, but in no event shall the Board hold less than five (5) regular meetings each fiscal year. [75 ILCS 16/30-50] Board meetings shall be open to the public and notice of such meetings shall be given in advance in compliance with the Laws.
- C. Each Trustee shall file a Statement of Economic Interest in Cook County by April 30 of each year.
- D. The agenda and/or information packet for the meetings shall be distributed to the Board by the Library Director prior to meetings. A Trustee may place an item on a Board meeting agenda or a Board committee meeting agenda by making a request for inclusion of the agenda item to the President and Library Director no less than ___ (__) business days prior to the meeting. The President may place an item on a Board meeting agenda or a Board committee meeting agenda by making a request for inclusion of the agenda item to the Library Director no less than ___ (__) business days prior to the meeting.

- E. Any Trustee who is unable to attend a Board meeting or Board committee meeting shall contact the Library Director to indicate that he or she will be absent. Due to the fact that a quorum of four (4) Trustees being physically present is required for each Board meeting, and a majority of Trustees appointed to Board committees are needed to be physically present for a quorum for Board committee meetings, this contact should be made as far in advance as possible where a Trustee is absent. [75 ILCS 16/30-50(b)]

- F. To be effective, Trustees shall strive to attend all Board meetings and Board committee meetings, read materials presented for review and attend an occasional library system, or other library related, workshop, seminar or meeting. A Trustee may be asked to resign for failure to attend Board meetings. Though Section 30-25 of the Act allows for absence without cause from all regular Board meetings for one year before a vacancy is declared, Trustees of the District hold themselves to a higher standard of participation. [75 ILCS 16/30-25] Attendance at meetings via telephone conference shall not constitute an absence, so long as such attendance is in accordance with the District's policy for remote attendance as required by the Illinois Open Meetings Act. [5 ILCS 120/7]

- G. It is the goal of the Board to have each Trustee attend a minimum of one (1) library system, or other library related, workshop, seminar or meeting during each calendar year. The Library Director shall distribute information regarding workshops, seminars and meetings to the Board in a timely manner.

Section 6. Compensation

Trustees shall serve without compensation but shall be reimbursed from District funds for their actual and necessary expenses incurred in the performance of their duties. [75 ILCS 16/30-30] Trustees shall be reimbursed for their actual and necessary expenses in accordance with the District's reimbursement policy adopted pursuant to the Illinois Local Government Travel Expense Control Act. [50 ILCS 150/1, *et seq.*]

ARTICLE IV: MEETINGS

Section 1. Regular meetings

The Board shall meet monthly on a regular basis, and shall call not less than five (5) regular meetings each fiscal year. [75 ILCS 16/30-50(a)] The time, day, date and place of all regular meetings shall be established by an ordinance adopted by the Board at the regular meeting of the Board in the first month of each fiscal year. [75 ILCS 16/30-50(a)] A copy of the ordinance setting the regular meetings shall be posted in the District's library and supplied to any media that has filed an annual request for such notices.

Section 2. Special meetings

Special meetings may be called by the President, Secretary, or four (4) Trustees. [75 ILCS 16/30-50] No special meeting shall be held unless written notice of the time and place thereof is given to all Trustees at least forty eight (48) hours in advance of the special meeting or by appropriate oral notice in the case of an stated emergency. Also, notice of any special meeting shall be given at least forty eight (48) hours in advance to any news media that has filed an annual request for such notice.

Section 3. Open Meetings Act

The District shall comply with the Illinois Open Meetings Act. [5 ILCS 120/1, *et seq.*]

Section 4. Quorum

A quorum shall consist of four (4) Trustees, and a majority of those present shall determine the vote taken on any question, unless a larger majority is required by any of the Laws.

Section 5. Voting

Each Trustee, including the President of the Board, shall be entitled to one (1) vote upon each matter submitted to vote at a meeting of the Board. All votes in any question shall be ayes, nays and abstains, and each vote shall be recorded by the Secretary. [75 ILCS 16/30-50] Absentees and abstentions from voting shall be noted but shall not be counted for or against the question being voted on. [75 ILCS 16/30-50] Roll call votes shall be required for all ordinances, resolutions and expenditures of any District funds.

Section 6. Order of business

The order of business for regular Board meetings shall include, but not be limited to, the following items, which shall be covered in the following sequence, to the extent circumstances will permit:

1. Call to OrderRoll Call
2. Pledge of Allegiance
3. Opportunity for Public Comment
4. Consent Agenda
5. Items Removed from the Consent Agenda
6. Committee Reports
7. Library Director's Report

8. Action Items
 - a. Open Items / Unfinished Business
 - b. New Business
9. Executive Session, If Needed
10. Action for Items Discussed in Executive Session
11. Adjournment

Section 7. Executive session

The Board may adjourn to executive session when deemed necessary by the Board and when done in accordance with the Open Meetings Act. [5 ILCS 120/2(c)] A roll call vote shall be required to convene an executive session.

Section 8. Public comment

Members of the public must sign in on the sign-in sheet provided if they wish to address the Board during the Opportunity for Public Comment portion of a Board meeting or Board committee meeting. Each member of the public shall have a maximum of five (5) minutes to address the Board at each Board meeting and each Board committee meeting. A maximum of thirty (30) minutes per Board meeting and Board committee meeting shall be allotted to public comment. The Board shall accept written comments from members of the public at any time, and written comments address to the Board submitted to the District shall be distributed to all Trustees.

Section 9. Telephone conferencing

The use of telephone conferencing for Board meeting and Board committee meeting attendance and voting by Trustees is permissible under the following conditions, and in compliance with Section 7 of the Illinois Open Meetings Act [5 ILCS 120/7]:

- A. All notice of any regular or special meeting, recordkeeping or minutes of each meeting, agenda preparation and posting for each meeting and any use of closed sessions shall be in compliance with the Open Meetings Act.
- B. The location of the meeting included on the notice shall be equipped with a suitable speaker phone system in order that the public audience, the Trustees in attendance and any staff or guests must be able to hear any input, vote or discussion of the Trustee attending by teleconference.
- C. If a quorum of the Board is physically present, a majority of the Board may vote to allow a Trustee to attend the meeting by teleconference. The Trustee physically absent from

the meeting must be prevented from physically attending because of (1) personal illness or disability, (2) employment purposes or the business of the District, or (3) a family or other emergency.

- D. Sufficient security and identification procedures be employed, either at the outset of any meeting or at any time during the meeting as appropriate, to ensure that any and all Trustees attending a meeting by teleconference are, in fact, elected Trustees.
- E. Trustees shall give at least one (1) hour advance notice of their request to attend a meeting by teleconference. Notices of the meeting shall, where practicable, indicate that one (1) or more Board members will or may be attending by telephone connections. If the notice of the meeting has been disseminated and posted, a follow-up notice indicating the above shall be placed as soon as possible. Any news media having filed the annual request for notice of meetings shall receive an updated notice in the same manner as the original notice was given.
- F. A Trustee permitted to attend a meeting by teleconference is entitled to vote as if he or she were personally and physically present at the meeting site, so long as the telephone connection exists and there is a physical quorum of the Board in physical attendance at the meeting.
- G. This policy shall not be construed to mean that teleconferencing shall be regularly used or used at every meeting but shall be used only as necessary to allow the participation of Trustees who are unable to attend in person.

The meeting minutes shall indicate those Trustees who attend by teleconference, and in the event the entire meeting is not so attended, shall indicate those portions of the meeting that were attended by teleconference.

Section 10. Parliamentary procedure

The Board shall abide by the most recent edition of *Robert's Rules of Order* unless procedures are set forth in the Laws or these by-laws.

ARTICLE V: OFFICERS

Section 1. Officers

The officers of the Board shall be President, Vice-President, Secretary and Treasurer, all which shall be elected by the Trustees from among the Trustees. [75 ILCS 16/30-40]

Section 2. Nominations – Officers

At its first meeting in each month of May, the Board shall hold an annual election of officers from among its membership. Officers shall serve a term lasting until the first Board meeting in the month of May the following year, or until their successors are duly elected by the Board. In the event of a resignation of a Trustee who was also an officer of the Board, an election to fill the unexpired term of that office shall be conducted by the Board at the next regular meeting.

Section 3. President

The President of the Board shall preside at all meetings of the Board and shall appoint members to committees as may be necessary to carry out the purposes of the Board. [75 ILCS 16/30-45] In the President's absence, the Vice-President, or in the Vice-President's absence, the Secretary, and in the Secretary's absence, the Treasurer, shall preside.

- A. The President shall sign the ordinances, resolutions and contracts approved by the Board, and shall perform other such duties as required by the Laws, or as the District may specify by these by-laws, policies or other appropriate action.
- B. The President may call for a special meeting.
- C. The President may vote upon all motions and may move or second a proposal.
- D. The President shall oversee the setting of the agenda for all meetings of the Board.
- E. The President is responsible for seeing that the by-laws and other policies of the Board are reviewed at regular intervals.
- F. The President is an *ex-officio* member of all committees.
- G. The President shall neither have nor exercise veto power. [75 ILCS 16/30-45]

Section 4. Vice-President

The Vice-President, in the absence of the President, shall preside over meetings. [75 ILCS 16/30-45] In the event of the President's temporary refusal or inability to act in that office, the Vice-President shall assume and perform the duties and functions of the President.

In the event of a vacancy in the office of President, the Vice-President shall assume that office until the next scheduled election of officers.

Section 5. Secretary

The Secretary shall be the custodian of the files of the Board and records of the District during the term of office and shall include therein the records of the meetings, the names of those in attendance, the ordinances enacted, resolutions, rules and regulations adopted and all other pertinent written matters as affect the operation of the District. The Secretary shall have the power to administer oaths and affirmations. [75 ILCS 16/30-45] The Secretary shall attest to the President's signature as required on official documents.

Section 6. Treasurer

The Treasurer shall keep and maintain accounts and records of the District, indicating therein, a record of all receipts and disbursements and balances in any fund which shall be reported monthly to the Board. [75 ILCS 16/30-45] The Treasurer shall disburse District funds only upon authority of the Board.

- A. The records of the Treasurer shall be reviewed at the end of each of the District's fiscal years, and a report shall be filed with the Board by the Treasurer not later than the ninetieth (90th) day following the completion of that fiscal year. A professional opinion of an accountant authorized to practice public accounting under the laws of the State of Illinois shall be obtained with respect to the financial status of the District and the accuracy of its records. The audit shall accompany and be a part of the Annual Report to the State Librarian. The annual report and audits provided by the Treasurer shall comply with Section 3 of the Illinois Governmental Account Audit Act. [75 ILCS 16/30-45 and 50 ILCS 310/3]
- B. The treasurer shall give bond to the District to faithfully discharge the duties of the office and to account to the District for all District funds coming into the treasurer's hands. As an alternative to a personal bond on the treasurer, the treasurer may secure for the District an insurance policy or other insurance instrument that provides the District with coverage for negligent or intentional acts by District officials and employees that could result in the loss of District funds. The coverage shall be in an amount at least equal to 50% of the

average amount of the District's operating fund from the prior three (3) fiscal years. [75 ILCS 16/30-45].

C. The Treasurer shall be responsible for the investment of the District's funds with Board approval and subject to the limitations of the Laws, including the Illinois Public Funds Investment Act. [75 ILCS 16/30-55.75 and 30 ILCS 235/0.01, *et seq.*]

D. The Treasurer shall chair the Finance Committee.

Section 7. Additional duties of officers

In addition to the duties previously specified, each officer shall perform such other duties as may be required by the Laws, by the ordinances of the District or by resolutions of the Board.

Section 8. Signatories

The designees with signatory powers shall be the seven (7) members of the Board of Trustees. All signatories may be covered by insurance. All withdrawals from any District account shall require two (2) signatures with the exception of direct deposit payments for employee wages.

Section 9. Legal counsel

The Board shall retain legal counsel and other professional consultants as needed. [75 ILCS 16/30-55.35]

ARTICLE VI: COMMITTEES

In general, Board committees shall make reports and recommendations to the full Board, with final action being taken by the Board, unless otherwise provided for in the Laws or these by-laws.

Section 1. Appointments

The President may appoint committees consisting of three (3) or more Trustees as members thereof. The President and Library Director are *ex-officio* members of all committees, and shall not have any vote as *ex-officio* members.

Section 2. Standing committees

Appointments to standing committees shall be made by the President annually following the reorganization of the Board. Membership of standing committees shall remain in effect for a

period of one year. The standing committees will meet as needed, as determined by a majority of the members of each standing committee. The standing committees of the Board are:

A. Building, Grounds and Equipment

This committee is responsible for the oversight of the maintenance of the District's library facility and its grounds. The chair is appointed by the President when the committee's members are appointed.

B. Finance and Insurance

This committee is responsible for overseeing the District's finances and insurance policies, drafting a preliminary Budget and Appropriations Ordinance, drafting a Levy, drafting a working budget, monitoring the District's investments and implementing the District's investment policy. The chair shall be the Treasurer.

C. Personnel and Policy

This committee's responsibilities include, but are not limited to, preparation of the annual review of the Library Director and assuming a leadership role in the resolution of any personnel conflict which cannot be resolved by the Library Director. The chair is appointed by the President when the committee's members are appointed.

Section 3. *Ad hoc* committees

The President may create and appoint a chair and members, selected amongst the Trustees, to *ad hoc* committees for specific purposes as the business of the Board may require from time to time. Each *ad hoc* committee shall be considered to be dissolved upon the completion of the purpose for which it was appointed and after the *ad hoc* committee's final report is made to the Board.

Section 4. Reports

All committees shall make progress reports to the Board on a monthly basis if the committee has met in the preceding month. All final committee reports shall be written and filed with the Secretary along with the Board's meeting minutes.

Section 5. All committee meetings

All committee meetings shall comply with the Illinois Open Meetings Act. [5 ILCS 120/1, *et seq.*]

ARTICLE VII: LIBRARY DIRECTOR

The Board shall appoint a qualified Library Director who shall be the chief executive and administrative officer of the District on behalf of the Board, who shall act under the review and direction of the Board. The Library Director shall have full professional responsibility for administration of District's daily operations, including executing the District's policies, personnel selection and management, monthly and annual reports as required by the Board and recommending such policy and procedure as will promote the efficiency and service of the District. The Library Director may hire other employees deemed necessary by the Library Director, fix their compensation, and remove those employees, subject to the approval of the Board. The Library Director shall attend all Board meetings. [75 ILCS 16/30-55.35]

ARTICLE VIII: AMENDMENTS

Section 1. Amendment of by-laws

These by-laws may be amended by a two-thirds vote (five (5) of seven (7) Trustees) at any regular meeting of the Board.

Section 2. Notice

Written notice including the text of proposed amendments to these by-laws shall be distributed to the Trustees no less than ten (10) calendar days prior to a Board meeting where the proposed amendments are to be considered. Non-substantive changes such as misspellings, punctuation and formatting corrections shall be excluded from this ten (10) calendar day notice requirement.

ARTICLE IX: INDEMNIFICATION OF TRUSTEES, EMPLOYEES AND VOLUNTEERS

If any claim or action not covered by insurance is instituted against a Trustee, allegedly arising out of an act or omission by a Trustee acting in good faith for a purpose believed to be in the best interest of the District, or if any claim or action not covered by insurance is instituted against an employee or volunteer of the District allegedly arising out of an act or omission occurring within the scope of his or her duties as employee or volunteer, District shall, at the request of the Trustee, employee or volunteer:

- A. Appear and defend against the claim of action; and

B. Pay or indemnify the Trustee, employee or volunteer for a judgment and court costs, based on such claim or action; and

C. Pay or indemnify the Trustee, employee or volunteer for a compromise or settlement of such claim or action, providing the settlement is approved by the Board .

For the purpose of this Section, the term Trustee, employee and volunteer shall include a former Trustee, employee and volunteer of the Library District. The indemnity in this Section IX shall not apply if the Board finds that the claim or action is based on malicious, willful or criminal misconduct of the Trustee, employee or volunteer. In such cases, indemnification will be determined after an investigation of the facts.

Approved: March, 2017