

Board Policy Manual

Chapter 1: Intent and Process of Board Policy

1.1. Board Policy Purpose and Development

Pursuant to the bylaws of Matteson Area Public Library District (hereafter referred to as “MAPLD” or “the library”), the Board of Trustees is entrusted with the authority to establish policy for the governance of the MAPLD. This Board Policy Manual shall establish the parameters and guidelines for Board members, committees, management and staff.

The purposes of the Board Policy Manual are to:

- Inform the stakeholders
- Inform members, Board of Trustees, Library Director, committees and staff of Board intent in order to prevent confusion and promote consistency of Board action.
- Clarify the roles of the Board of Trustees, Library Director, committees and staff
- Give the Library Director clear direction from the Board

Adoption and revision of all policy decisions will be made by majority vote of the MAPLD’s Board of Trustees only at Board meetings. Before adopting any policy, all Board members will receive a copy of the proposed policy in advance of the meeting at which the vote is to be taken.

1.2. The Scope of Board Policy

The entirety of the Board Policy Manual is intended to be in compliance with the laws and regulations of the United States and Illinois. Furthermore, the Board Policy Manual shall not supersede MAPLD by-laws. Any policy found not to be in compliance with said laws and regulations, or any policy which attempts to supersede MAPLD bylaws, shall be immediately disqualified from enforcement and removed from this policy manual.

The MPALD Board of Trustees makes an important distinction between Board policies and management policies. Board policies establish the broad parameters within which Board, management and staff will operate. Management policies, developed and implemented by the Library Director, outline the specifics of how the organization and staff will operate within Board policy. Personnel policies are an example of management policy developed by the Library Director. The Library Director develops the personnel policies appropriate to his or her staff, and has them examined by an attorney familiar with human resources law. The Library Director then informs the Board that personnel policies are in place, and provides Board members with copies of the personnel policy handbook. The Board is not directly involved with developing personnel policies other than to ensure that the executive has carried out that duty.

1.3. Policy Enforcement and Accountability

The MAPLD Board of Trustees is responsible and accountable for implementation and enforcement of these policies. The Board of Trustees empowers the Library Director to proactively remind the Board of Trustees of said policies and to advise the Board when a policy may be in danger of being violated or when it may be advisable to add new policies. The Board charges the Library Director with ensuring that all policies are effectively explained to employees and volunteer committees, and making every reasonable effort to see that the policies are understood, accepted and obeyed.

1.4. Access to the Board Policy Manual

The Board of Trustees will make every effort to be transparent and ensure that these policies and the manual as a whole are accessible to any interested parties within the MAPLD. All Board members will receive a copy of the manual upon their election; the manual will at all times be available in the MAPLD office for review and inspection by members, Board members, and employees. Furthermore, to ensure MAPLD members and committee members have full confidence in the governance of this organization, this Board Policy Manual and MAPLD's bylaws will be published on its website.

Chapter 2: Board of Trustees Responsibilities and Parameters

2.1. Board Authority, Commitment, Duties and Rights

According to the MAPLD Bylaws: “The business affairs of the organization shall be managed by a Board of Trustees. The Board of Trustees shall have supervision, control and direction of the affairs of the organization, its committees and elected representatives; shall determine its policies; shall actively pursue its mission; and shall supervise the disbursement of funds. The Board of Trustees shall have the authority to employ a paid chief executive officer to manage the day-to-day activities of the organization.”

Members of the MAPLD Board of Trustees are legally and morally responsible for all activities of the MAPLD. This responsibility is a joint and collective authority, which exists and can only be exercised when the MAPLD Board of Trustees is in session.

Upon election, all trustees shall signify their commitment to the following:

- Adhere to the MAPLD mission.
- Recognize and accept that the Board, collectively, occupies the role of a fiduciary with regard to those served. A fiduciary is a person who holds something in trust for another. If a trustee violates this trust, he or she may be subject to legal consequences, including personal liability.
- Provide oversight and hold accountable the Library Director and the Board itself for effective management of finances.
- Accept the commonly recognized legal duties of nonprofit Board members:
 - The duty of care. Know your job and do it right. Actively take part in decision-making and perform due diligence to make sound judgments and policy.
 - The duty of loyalty. Put the best interest of the organization above your own interests in your role as a Board member. Avoid conflicts of interest.
 - The duty of obedience: Comply with all laws and regulations applicable to nonprofits, and be committed to the organizational mission.
- Fully prepare for, attend, and actively participate in meetings of the Board.
- Speak for the full Board only when sanctioned by the full Board.
- Delegate the responsibility and authority to administer daily affairs to the Library Director.
- Provide oversight and hold accountable the Library Director, committees, and the Board itself for the effective implementation of programs and services.
- Protect and serve the future of MAPLD by developing and implementing a long range plan.
- Serve as an advocate for MAPLD to the members, public, and other appropriate individuals and organizations.

- Seek avenues to generate financial support for MAPLD.
- Actively participate in at least one organization committee.
- Never offer, give, solicit or receive any form of bribe or kickback through his or her connection to MAPLD; nor solicit a personal gift of any kind in exchange for consideration from anyone who does business with the MAPLD. This restriction applies to both actual and proposed business transactions.

Upon election, all trustees shall signify his or her understanding that trustees have the right to:

- Receive timely notice of Board meetings and the agenda.
- Attend and participate in Board meetings.
- Examine the MAPLD books, records, meeting minutes, financial statements and contracts.
- Place items on the Board meeting agenda at the appropriate time.
- Seek information from the Library Director and other credible experts when appropriate prior to Board action.

2.2. Board of Trustees Conflicts of Interests

The Conflict of Interest provisions in the bylaws and this Conflicts of Interest Policy will be reviewed with all candidates for election to the Board of Trustees. Furthermore, it will be reviewed annually with all trustees. In writing each year, each trustee will acknowledge review of the statement and his or her agreement to abide by the bylaws and policy.

Members of the Board of Trustees have a duty to subordinate personal interests to the welfare of MAPLD and those served. Conflicting interests can be financial personal relationships, status or power, Board members are prohibited from receiving gifts, fees, loans, or favors from suppliers, contractors, consultants, or financial agencies which obligate or induce the Board members to compromise responsibilities to negotiate, inspect or audit, purchase or award contracts with the best interest of MAPLD in mind.

Board members are prohibited from knowingly disclosing information about MAPLD to those who do not have a need to know or whose interest may be adverse to MAPLD, either inside or outside MAPLD; nor may Board members in any way use such information to the detriment of MAPLD.

Board members may not have a significant financial interest in any property which the MAPLD purchases. Board members should make an effort to avoid having a direct or indirect interest in a supplier, contractor, consultant or other entity with which the MAPLD does business. Any possible conflicts of interest on the part of any Board member shall be disclosed to the other Board members and made a matter of record; either through an annual procedure or when the interest becomes a matter of Board action.

Any Board member having a conflict of interest or possible conflict of interest should not vote or use his or her personal influence on the matter. The minutes of the meeting should reflect that a disclosure was made and the abstention from voting. These restrictions should not be construed as preventing the Board member from briefly stating his or her position in the matter, nor from answering pertinent questions of other Board members, since his or her knowledge could be of assistance to the deliberations.

A Board member may not use his or her position on the MAPLD's Board to prevent the MAPLD from competing with the Board member's business. Board members agree, even after they complete Board service, that they will not use trade secrets, client lists, or other confidential information acquired by virtue of being a member of a Board.

2.3a. Board of Trustees Code of Ethics

Upon election and annually thereafter, each Board member shall indicate, in writing, his or her adherence to the following Code of Ethics.

I recognize that the credibility, reputation and integrity of the entire organization are based on the consistent practice of ethical, honest and lawful conduct. Consequently, as a member of the Board of Trustees, I will:

- Practice ethical, honest and lawful conduct.
- Support and expect ethical, honest and lawful conduct from constituents, fellow trustees, the Library Director, staff, committees, donors, contractors and suppliers.
- Listen carefully to and respect the opinions of my fellow Board members.
- Respect and support the majority decisions of the Board of Trustees, including adherence to the organization's bylaws and policies.
- Recognize that all authority is a collective authority, vested in the Board of Trustees when it meets in legal session, not in individual directors or officers.
- Keep well-informed of developments that are relevant to issues that may come before the Board
- Participate actively in Board meetings and actions.
- Faithfully adhere to the Board's confidentiality policy.
- Call to the attention of the Board any issues that I believe will have an adverse effect on MAPLD or those it serves.
- Refer member or staff complaints to the proper level on the chain of command.
- Recognize that a director's job is to ensure that the MAPLD is well managed, not to manage MAPLD.
- Vote to employ the best possible person to manage the daily affairs of MAPLD.
- Vote for the best interests of the MAPLD and all it serves, not any special interest groups.
- Consider myself a "trustee" of the MAPLD and do my best to ensure that the MAPLD is well maintained, financially secure, and operating in the best interests of members.

- Work to learn more about the Board member’s job and how to do it better.
- Declare any conflicts of interest between my personal or professional life and my position on the MAPLD Board of Trustees, and avoid voting on issues that appear to be a conflict of interest.

As a member of the MAPLD Board I will NOT. . .

- Be critical, in or outside of the Board meeting, of other Board members.
- Use MAPLD or any part of MAPLD for my personal advantage or the personal advantage of my friends or relatives.
- Discuss the confidential proceedings of the Board outside the Board meeting.
- Promise prior to a meeting how I will vote on any issue in the meeting.
- Interfere with duties of the Library Director or undermine the Library Director’s authority.

I agree that failure to adhere to this Code of Ethics may result in my termination from the Board of Trustees.

2.3b. Code of Ethics Reporting

Any Board member who believes that a fellow Board member has acted unethically should first review the current Board ethics policy. Board members should not file or encourage the filing of ethics complaints that are frivolous and are intended to harm the respondent rather than to protect MAPLD. If the Board member continues to believe a fellow Board member has acted unethically he/she should seek resolution by discussing his/her concerns with the colleague if such discussion is likely to be productive and does not violate any individual’s right to privacy.

If this discussion, or other informal attempts to address the concern, fails to resolve the problem, the Board member should bring the concern to the attention of the President. If the concern relates to the President, the issue should be brought to the attention of the Board vice-president. The President may choose to address the concern individually with the member in question or refer the concern to the executive committee. Board members shall cooperate in ethics investigations, proceedings, and resulting requirements. In doing so, they should make reasonable efforts to resolve any issues and to confidentiality. Failure to cooperate is itself an ethics violation.

2.4. Board of Trustees Confidentiality Agreement.

As a requirement for service on MAPLD’s Board, each Board member will be required to read and sign the following confidentiality agreement.

As a member of the MAPLD’s Board, I acknowledge the importance of confidentiality with respect to the affairs of the MAPLD. In light of this acknowledgement, I agree to keep

confidential, during and after service on the Board, all confidential information acquired pertaining to the MAPLD and any related activities in the course of membership on the Board.

I particularly recognize the sensitivity of information regarding capital decisions, real estate purchases, decisions regarding closures, mergers and other strategic plans that may have an impact on MAPLD's competitive position relative to other organizations. I agree that this confidentiality agreement includes, but is not limited to:

- Information pertaining to performance of MAPLD's employees or staff including evaluation data, compensation, and grievances.
- Issues related to the Board's legal, moral and regulatory responsibility for the oversight of statistical data, risk management information and litigation information, and reviews of attitudes and opinions from those who work at MAPLD.

I agree that failure to adhere to this Confidentiality Agreement may result in the forfeiture of my Board seat.

2.5. Board of Trustees Eligibility and Qualifications [75 ILCS 16/30-20]

Any resident 18 years or older who resides within the border of the library's district is eligible to run for election to the Board.

"Nomination of candidates for election as trustees shall be by petition, signed by a number of qualified voters equivalent to at least 2% of the votes cast at the last election for library trustees, or 50, whichever is less, residing within the district, and filed with the secretary of the district within the time provided by the Election Code."

"Vacancies shall be declared in the office of trustee by the board when an elected or appointed trustee (i) declines, fails, or is unable to serve, (ii) becomes a nonresident of the district, (iii) is convicted of a misdemeanor by failing, neglecting, or refusing to discharge any duty imposed upon him or her by this Act, or (iv) has failed to pay the library taxes 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."

2.6. President of the Board

According to the MAPLD bylaws: "The President of the Board is the chief elected officer of the organization and, as such, shall preside at all meetings of the Board of Trustees and constituents. The President shall implement the duties of office as defined by Board policy and shall implement decisions and ordinances/resolutions of the Board of Trustees in a timely fashion. The President shall also perform such other duties as may be determined from time to time by the Board of Trustees."

The Board of Trustees assigns the following additional duties and authorities to the President:

- Collaborate with the Library Director to prepare Board meeting agendas. The President will approve the agenda prior to the Board's acceptance of the agenda at its meetings.
- Work with the Library Director to develop strong cooperation between the Board and Library Director.
- Act as liaison between Board and Library Director.
- Encourage commitment and cooperation from each Board member.
- Facilitate discussions at Board meetings that are collegial, focused and productive.
- Ensure that all Board members' views are represented in Board meetings.
- Appoint committee members and Chairmen.
- Act as an ex officio member of all committees
- Sign documents requiring an officer's signature.
- Represent the Board in public and official capacities as instructed by the Board.
- Make special assignments and appoint representatives to other organizations as authorized by the Board.
- Encourage the Board to do long-range planning.
- Assist Board members to build their Board skills.
- Recognize Board member violation of ethical standards and bring such violations to the attention of the Board member or to the full Board if necessary.
- Follow up with absent Board members to encourage their future attendance.
- Provide counsel as needed and requested to the Library Director.

Like all officers, this position has no authority to speak or act on behalf of the Board other than the authority specifically granted in the bylaws, in Board policy or by resolution of the Board of Trustees. All officer positions require a commitment of extra time and responsibility. Board members who cannot make this extra commitment should not seek or accept this office.

2.7. Vice-President of the Board

According to the MAPLD bylaws: "The Vice-President shall perform such duties as may be determined from time to time by the Board of Trustees. The Vice-President shall be vested with all powers of and perform all the duties of the President of the Board in the President's absence or inability to act, but only so long as such absence or inability continues."

Like all officers, this position has no authority to speak or act on behalf of the Board other than the authority specifically granted in the bylaws, in Board policy or by resolution of the Board of Trustees. All officer positions require a commitment of extra time and responsibility. Board members who cannot make this extra commitment should not seek or accept this office.

2.8. Treasurer

According to the MAPLD bylaws: "The Treasurer will provide oversight of financial transactions and records of the association. The Treasurer shall ensure that audited financial

reports of each fiscal year are prepared and presented at each annual membership meeting. The Treasurer shall perform such other duties as may be determined from time to time by the Board of Trustees.”

The Board of Trustees assigns the following additional duties and authorities to the Treasurer:

- Assist the Board to understand the annual budget before approval.
- Assist the Board to understand regular financial reports.
- Arrange training programs focused on finance for the Board.
- Chair the Finance Committee.

Like all officers, this position has no authority to speak or act on behalf of the Board other than the authority specifically granted in the bylaws, in Board policy or by resolution of the Board of Trustees. All officer positions require a commitment of extra time and responsibility. Board members who cannot make this extra commitment should not seek or accept this office.

2.9. Secretary

According to the MAPLD bylaws: “The Secretary will write or oversee the writing of the minutes of Board meetings and the annual membership meeting. The Secretary shall also provide oversight of other records and correspondence of the Board of Trustees. The Secretary shall also perform such duties as may be determined from time to time by the Board of Trustees. In addition, the Secretary shall maintain records relating to the Conflict of Interest and Whistleblower policies.”

The Board of Trustees assigns the following additional duties and authorities to the Secretary:

- Oversees other records of the Board, including the articles of incorporation and any historical documents.
- At the direction of the Board, and on behalf of the Board, signs notes, contracts and other official agreements.
- Researches organization records, when necessary, for information for the Board.
- Maintains records of Board member attendance at Board meetings and informs the President of excessive absences.
- Maintains records of election.
- Ensures that all official documents are safely passed to the next Secretary.

All officer positions require a commitment of extra time and responsibility. Board members who cannot make this extra commitment should not seek or accept this office.

2.10. Board Member Orientation and Development

The Board of Trustees believes that professional development for Board members is vital to good governance. Therefore, new Board members will be given, within 30 days of election, a

thorough orientation about MAPLD, Board operations, finance, Board ethics, responsibility and liability. Orientation will include, but not be limited to:

Organizational mission	Conflicts of interest
Term of office	Code of ethics
Board of Trustees meeting schedule	Board-Library Director relationship
Organizational chain of command	Library Director's position description
Board meeting attendance expectations	Board member expense reimbursement
Director and officer position descriptions	Strategic Plan
Bylaws	Minutes from the previous fiscal year
Election of officers	Financial reports and financial audit from the previous fiscal year
Conduct of meetings	

The Board of Trustees will also budget for ongoing Board development. The line item will be used to pay for publications and materials to assist the Board to learn the job; training and in-service programs oriented to Board operations; and travel to conferences and conventions that will assist Board members to develop their governance skills.

2.11. Board Self-Evaluation

Performance accountability for the Board can only be maintained at a high level through regular self-evaluation of the Board's work. Therefore, the Board will annually conduct a written self-evaluation of the Board's performance for the past year. The evaluation will include, but not be limited to:

Quality of meetings	Cohesiveness of the Board Team
Progress on the long-range plan	Quality of the relationship with the Library Director
Fiscal monitoring	Exercise of vision on behalf of the organization
Level of participation in Board activities by all Board members	Member relations
Committee performance	

It will be the responsibility of the Board President to initiate the Board self-evaluation.

2.12. Board of Trustees Travel

In all instances, the Board of Trustees, Library Director and staff will be judicious and reasonable when incurring travel and meeting expenses on behalf of MAPLD.

- a) Authorized travel is defined as travel in connection with the business of the MAPLD which has been directed or requested and approved in accord with MAPLD policy or by Board resolution prior to the departure date.
- b) Authorized travel shall include travel to and from conferences/workshops or system meetings; and hotel room expenses concurrent with such events.

- c) Board members are required to make their own travel arrangements with reimbursement provided pursuant to the procedures outlined in this policy. Airline travel will be booked coach class. Mileage will be reimbursed at the standard federal rate.
- d) Board members will be reimbursed for out-of-pocket expenses actually incurred. Claimed expenses for lodging, travel, car rental and miscellaneous expenses must be documented by original receipts. Unless specifically authorized by the Board of Trustees, no expenses are authorized nor will be reimbursed by MAPLD for expenses of friends, relatives or families accompanying a trustee on MAPLD business, nor for any non-related business travel or extension of stay beyond completion of the said business.
- e) At the completion of authorized travel, an expense report will be submitted to MAPLD's business office. The report will list by date and place all reimbursable expenses claimed, and will be accompanied by the required receipts and invoices. Expenses charged to the MAPLD must be listed on the expense report and accompanied by original receipts.
- f) Upon completion of the authorized travel, a report must be submitted to the Board to demonstrate completion of the purpose and to share business information with the rest of the Board.
- g) A majority of trustees will not be authorized to travel in the same vehicle or on the same airline flight.

2.13. Contracts and Fees for Services.

Both (1) fees for services provided to MAPLD; and (2) contracts for legal counsel, consultants, auditors or other services for MAPLD may be negotiated and executed only:

1. By the Library Director or his or her staff designee in administration of daily operations;
or
2. By the President or other Board member when designated by a vote of the Board.

Any costs billed to the organization as a result of individual Board members who have contracted for services without the specific authority of the Board of Trustees, will be the sole responsibility of the Board member who made unauthorized contact.

2.14. Legal Counsel

The Board will annually designate legal counsel to serve the needs of MAPLD. Legal counsel may be requested to attend Board meetings by request of a majority of the Board members or at the mutual agreement of the Board President and the Library Director.

2.15. Political contributions.

Board members must not make any direct or indirect political contribution in cash, property or service on behalf of MAPLD. If a Board member takes an active part in the political process, it must be done at the Board member's personal expense. MAPLD will not reimburse anyone for a political contribution.

2.16. Political and legislative activity.

To ensure that MAPLD supports legislative issues which further the basic interests of those the organization serves, and oppose legislative issues detrimental to our mission, the following guidelines are established:

- MAPLD shall be nonpartisan in political matters, but shall support or oppose federal, state or local legislative issues as the Board determines necessary and advisable.
- MAPLD will not directly endorse any candidate or party.
- Employees or Board members shall not engage, directly or indirectly in partisan activities as representatives of MAPLD, and MAPLD funds will not be used for that purpose.
- Board members and employees are free, as individuals, to participate in political activity as long as they do not utilize MAPLD funds, MAPLD time, or the MAPLD identity.
- Board members and management of MAPLD should be aware that, because of their position, they should exercise discretion at all times to not convey the impression that MAPLD is endorsing a political candidate.
- The MAPLD Board is responsible for setting legislative goals for MAPLD, and will review those goals at least annually.

Chapter 3: Meetings of the Board of Trustees

3.1. General Rules of Conduct for Board Meetings.

- a) Only Board members, the Library Director, and staff persons designated by the Library Director will regularly take part in the discussions at Board meetings. Portions of the meeting may be designated for communication from guests or members of the public.
- b) Board meetings begin promptly at the time stated on the agenda. As a matter of courtesy to other Board members, and to allow meetings to operate in an efficient and business-like manner, all Board members are expected to be in attendance when the President calls the meeting to order.
- c) Board members should schedule enough time to be able to attend for the entire meeting. Entering a meeting late or leaving early is disruptive to the meeting.
- d) Standard business casual dress is appropriate for most Board meetings unless announced otherwise prior to the meeting.
- e) Board members should bring necessary materials with them to the meeting, including the meeting packet sent to all Board members prior to the meeting. Duplicate materials will not be provided at the meeting.
- f) Board members are expected to be courteous and respectful to others at the meeting regardless of disagreements, which are a natural part of Board deliberations. The President will not tolerate personal attacks or crude language of any kind.
- g) Cell phones should be turned off or switched to vibrate so the meeting is not disrupted.

3.2. Parliamentary Authority and Rules for Board Debate and Discussion.

Meetings of the MAPLD Board will be governed by the parliamentary rules as outlined in Robert's Rules of Order, Newly Revised, in all cases where current bylaws and current Board policies do not apply.

- a. The President of the Board shall annually appoint one trustee to serve as the parliamentarian of the Board of Trustees. The parliamentarian shall be versed in Robert's Rules of Order, Newly Revised, and assist or counsel the President of the Board in the application of Robert's Rules; and, furthermore, serves as an arbiter in the event of procedural disagreements among directors.
- b. Motions for action by the Board will be made in the following manner:
 - (1) Board member addresses the President
 - (2) Board members are recognized by the President.
 - (3) Board member begins by saying, "I move that. . ." and states the desired action.
 - (4) Another Board member must second the motion.
 - (5) The President will restate the motion as, "It has been moved and seconded that . . ." and repeats the exact motion, then asks if there is discussion of this motion.
 - (6) When the President determines that the issue has been adequately debated, the President or person keeping the minutes will repeat the exact wording of the motion and

then will ask the Board to vote: “Those in favor of the motion, say ‘yes’ (or ‘aye’); Those opposed to this motion say ‘no’ (or ‘nay’).

(7) The President will state the outcome of the vote and what action will be taken.

- d. Individual Board members are encouraged to limit discussion on each issue so that all may address the issue.
- e. Debate will be confined to the issue under consideration, and the President is expected to declare extraneous debate out of order.
- f. All issues under consideration are professional, not personal matters. Personal attacks, abusive language, sarcastic remarks, and derogatory language are never acceptable in the debate of an issue. The President will not tolerate such discussion.
- g. When a controversial issue is discussed, the President will ensure equal comment on all sides of the issue.

3.3. Meeting Attendance Requirement.

- a. Members of the Board of Trustees must attend and actively participate in meetings to maintain governance continuity, to be fully informed about the issues on which they will vote, and to meet their responsibility to contribute to the decisions the Board is required to make.
- b. Board members will attend all of the Board’s meetings, missing only in the event of personal crisis.
- c. If a Board member will be absent from all or part of any meeting, the Board member is expected to contact the President or Library Director as soon as the need to be absent is known.
- d. If a Board member is absent from twelve consecutive monthly Board meetings, the President will ask the Board to consider removing the Board member.

3.4. Schedule of Regular Meetings.

Regular meetings of the Board of Trustees will be held at least ten times per calendar year. So that Board members can schedule for the meetings well in advance, the specific dates will be established for the full year at the Board’s organizational meeting each year. The Board will make every effort to maintain those dates for its meetings.

Before the beginning of every Board year, the Board will establish a calendar of events for the Board year. The calendar will list items that regularly require Board action during specific times each year. The calendar will include, but not be limited to:

- Approval of budget
- Board development activities and/or teambuilding activities
- Library Director performance evaluation and determination of compensation
- Evaluation of Board performance and/or Board meetings
- New Board member orientation

- System, State, and national meetings
- Planning retreat
- Board reorganization (appointment committees, seat new Board members, elect officers)

3.5. Meeting Agendas

One week prior to a meeting of the Board of Trustees, the Library Director will give notice to all Board members that the deadline for requesting issues be put on the agenda is in 48 hours. Following that deadline, the Library Director will draft an agenda for discussion with the President of the Board, with final approval of the agenda by the President. The agenda and related materials will be delivered, electronically with printed copies available at the library, to Board members 5 days ahead of the meeting. The agenda will be formally adopted at the beginning of the meeting with any additions to the agenda requiring an affirmative vote of the majority of Board members. Additions to the agenda at that time should be discouraged because Board members will not have had adequate opportunity to consider the issue and gather related information.

3.6. Voting at Board Meetings

1. All members of the MAPLD Board of Trustees who are present when a question is considered will vote upon the question unless excused by the other members present or unless disqualified by a conflict of interest.
2. Voting on all motions will be by voice unless requested otherwise by a member of the Board, at the direction of the President, or required elsewhere in this policy manual.
3. A Board member who is present at a meeting of the Board at which action is taken on any organizational matter will be presumed to have concurred in the action taken unless the dissent of the Board member is entered in the minutes of the meeting. Such dissent will be indicated by a simple “no” vote on the action.
4. Proxy votes may not be used at any Board meeting
5. Board alternates attending a meeting in place of a Board member will not be permitted. Alternates do not have the background or the legal standing as a duly appointed/elected Board member that is required to act on issues.

3.7. Minutes of the Board of Trustees’ Meetings

Minutes of the meeting are a record of the actions of the Board, not a record of discussion. Minutes of Board meetings will include:

- Date, time and place the meeting was called to order; and the time the meeting was adjourned
- Type of meeting – regular, special or continued
- The name of the presiding officer and those Board members present
- The exact wording of all motions, whether passed or failed

- Disposition of each motion made – passed or failed. (If the vote is by roll call, each Board member’s vote will be recorded by name. No views, protests or explanations from Board members about the vote will be recorded in the minutes unless the full Board votes to allow such entries.)
- Notation that financial reports were examined by the Board
- Committee reports or resolutions may be attached to the minutes if these items provide important clarification for the minutes of the meeting
- Minutes are an official record and will be kept on file by both the Library Director and the Secretary.

So that Board members can accurately review the minutes taken of the meeting, copies of the unapproved minutes of each Board meeting will be distributed to all Board members within three business days of the conclusion of the meeting.

3.8. Use of Consent Agenda

MAPLD Board of Trustees will utilize a consent agenda at its regular meetings in order to expedite the approval of reports and routine administrative matters. All reports and materials listed on the consent agenda must be provided to the Board in advance of the meeting and Board members are expected to have read all those materials in advance of the meeting. MAPLD will regularly include the following on its consent agenda:

- Approval of the current meeting’s agenda
- Committee reports which require no action
- Staff reports which require no action
- Other information, of which the Board should be aware, but no immediate discussion or action is required.

The President will ask the Board if anyone wants an item removed from the consent agenda for discussion. Any Board member may ask for an agenda item to be moved off the consent agenda in order to have discussion and possible action. The President will then determine where the item will fall on the regular agenda, with standard procedure being to place it at the end of the agenda. The other items remaining on the consent agenda are then collectively voted on with one motion with no discussion permitted.

3.9. Closed Session of Board Meetings

The Board of Trustees reserves the right to close sessions of its meetings. Such closed sessions will be utilized typically for topics such as:

- Discussion by the Board which could harm the reputation and character of any person
- Information discussed by the Board which could have an adverse legal impact on the organization’s legal position if the information were public knowledge

- Information discussed by the Board which could have an adverse impact on the finances or negotiating position of the organization if the information were public knowledge.

To close a meeting, a motion must be made and approved by a majority of the Board stating the specific reasons for closing the meeting. Business conducted in the closed session must pertain directly to the stated purpose for closing the meeting. All closed meetings are required to be taped.

3.10. Executive Session of Board Meetings

The MAPLD Board of Trustees seeks to engender a relationship of trust with the Library Director. Consequently, it will view the Library Director as an equal leader on the Board of Trustees in all matters brought before the Board, save for voting. However, limited circumstances may arise where an executive session of the Board meeting, without the Library Director in attendance, may need to occur. The Board reserves the right to close sessions of its meetings to the Library Director (and all others) in order to discuss matters listed in 5 ILCS 120/2 from Ch. 102, par 42, Section 2.

3.11. Public Board Meetings

The MAPLD Board will comply with the state open meetings law. Regular meetings of the Board will be open to the public except on the occasion when the Board votes to close the session for purposes defined by state law, and in the manner prescribed by state law.

However, those attending Board meetings, other than the Board and the Library Director, will be asked to sit away from the Board table in an area designated for visitors to the meeting. Visitors will also be asked to refrain from taking part in the Board's deliberations except upon request from the Board, and visitors will otherwise not disrupt the Board's work.

Board meetings open to the public view should not be confused with public meetings in which anyone is allowed to speak. The Board recognizes in all instances its right to control Board meetings.

Visitors may use the public forum to address the Board or visitors may ask for time on the Board agenda if the request is made to the Library Director at least seven days in advance of the Board meeting. The Library Director and the Board President will determine if the request to be on the agenda is honored, and how much time will be allocated to the agenda item.

Chapter 4: Risk Management

4.1. Indemnification of the Board of Trustees; and D&O Insurance

Any trustee or officer who is involved in litigation by reason of his or her position as a trustee or officer of this organization shall be indemnified, or “held harmless,” by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended. This indemnification is in force provided that trustees act in good faith in the service of the best interests of the organization. Indemnification is prohibited where it has been established by an adverse final judgment that a trustee’s acts were committed in bad faith or were the results of active or deliberate dishonesty.

Furthermore, the Board of Trustees instructs the Library Director to secure Director and Officer Insurance (D&O) to protect the organization, its Board members and officers. The policy will insure past and present Board members and the organization against any loss arising from a claim for any actual or alleged wrongful act. Board members are advised that D&O Insurance is not designed to protect any Board member if he or she has willfully acted in bad faith, been careless, or been deliberately dishonest.

4.2. Loss Limitation.

The Library Director will limit the threat of financial loss for MAPLD and claims of liability against MAPLD, its Board of Trustees and staff by taking actions such as, but not limited to:

- Purchase Directors and Officers Insurance
- Insure against embezzlement, casualty losses to full replacement value, and against liability losses beyond the minimally acceptable prudent level.
- Have a thorough review of insurance coverage done at least every five years by an insurance professional who specializes in nonprofits.
- Ensure that all personnel and access to significant amounts of money are appropriately bonded.
- Work with a certified public accountant to ensure there is an appropriate policy of internal controls and segregation of duties in place, and said policy is being implemented accordingly.
- Ensure that facilities and equipment are properly maintained
- Disburse funds only under controls sufficient to meet the Board-appointed auditor’ standards.
- Ensure off-site backup of all computers and financial records.

4.3. Procurement Policy.

Purchases with a cost exceeding \$20,000 routinely require bids from at least three suppliers whenever feasible. These bid proposals must be reviewed by the Library Director in advance of

the purchase and final awarding must be approved by the Library Director. Capital purchases with a cost exceeding \$20,000 require bids from at least three suppliers whenever feasible. These bid proposals must be reviewed by the Library Director and approved in advance by the Board of Trustees.

4.4. Internal controls and segregation of duties.

MAPLD will maintain strong internal controls to reduce the risk of theft, fraud and embezzlement. These controls shall be specified in the organization's accounting policies and procedures manual and shall include, but are not limited to:

- Background checks will be performed prior to hiring any employees who may be asked to participate in the collection or disbursement of funds.
- Checks shall be kept in a locked, secured cabinet.
- All online access to bank account and credit card processing shall be password protected.
- The Business Manager will not be an authorized check signer.
- Any collection of cash shall include counting by at least two persons.
- The bottom line on segregating duties is that no one individual should be responsible for writing and signing checks; and receiving, recording and depositing receipts. Whenever possible, these functions should be assigned to different individuals.

4.5. Whistleblower Protection Policy.

MAPLD will adhere to all federal, state, and local laws and/or regulations; and its Board, Library Director and staff will act in an honest and ethical fashion. In support of these principles, MAPLD has adopted this "whistleblower" protection policy. Pursuant to this policy, any director, officer, employee or volunteer who becomes aware of any violation of federal, state, or local law or regulation, including any financial wrongdoing, should immediately report the violation to the Library Director to allow the organization to investigate and, if applicable, correct the situation or condition. If the Library Director is involved or is believed to be involved in the matter being reported, employees may, in the alternative, make a report to the President of the Board.

Upon receiving the report, the Library Director or President will contact legal counsel. An investigation will be conducted and appropriate action taken within a reasonable period of time. Such complaints will be held in confidence to the extent the needs of the investigation permit.

"Financial wrongdoing" may include, but is not limited to:

- Questionable accounting practices.
- Fraud or deliberate error in financial statements or recordkeeping
- Deficiencies of internal accounting controls.
- Misrepresentations to library officers or the accounting department.

If any employee reports in good faith what the employee believes to be a violation of the law and/or financial wrongdoing to the Library Director, its trustees, or to a federal, state, or local agency or assists in an investigation concerning financial wrongdoing, it is MAPLD's policy that there will be no retaliation taken against the employee.

Although the employee is not expected to prove the truth of an allegation, the employee should be able to demonstrate to the person contacted that the report is being made in good faith. Allegations made in bad faith may result in disciplinary action. Employees are reminded of the importance of keeping financial matters confidential. Employees with questions concerning the confidentiality or appropriateness of disclosure of particular information should contact the Library Director.

Any trustee, employee or volunteer who in good faith reports any action or suspected action taken by or within MAPLD that is illegal, fraudulent or in violation of any adopted policy of the MAPLD shall not suffer intimidation, harassment, discrimination or other retaliation or, in the case of employees, adverse employment consequence.

The confidentiality of any information provided pursuant to this policy shall be preserved to the greatest extent required by law. A copy of this policy shall be distributed to all trustees, employees, and to volunteers who provide substantial services to the MAPLD.

4.6. Crisis Management Plan

Annually the Library Director and staff will assess MAPLD programs, assets and facilities to determine:

- What could cause a crisis?
- What could make a crisis worse?
- What can be done to protect from crises, or lessen damage from crises?
- What can be done to make recovery faster if a crisis occurs?

This annual assessment will result in updating the Crisis Response Plan and educating the Board of Trustees and staff about crisis prevention and recovery.

Part 1. Crisis Management Team

Designate a Crisis Management Team and ensure that all members of the team have all applicable contact information (home/work/mobile phone numbers, email addresses, etc.).

Members of the team will include:

- Library Director
- Communications & Marketing personnel
- President
- Maintenance

- IT
- Security
- Finance department

Part 2. Crisis Response Plan

Some crises can be anticipated, such as tornadoes, hurricanes and floods. Other crises, such as financial or personal scandals, cannot be anticipated. When warning is given about a potential pending crisis, precautionary measures should be taken. The first and most important measure is always the safety of personnel, but when that is assured, the following measures should be considered:

- Alert the Crisis Management Team
- The Crisis Management Team will meet, in person or by phone, immediately upon notification of, or knowledge of a crisis which has the potential to affect MAPLD. It will be the responsibility of the first team member notified to notify the other members of the team.
- In the event of a weather crisis which could affect the MAPLD office or MAPLD event:
 - Monitor news reports.
 - Shutdown of master electrical switches
 - Turn off gas
 - Back up computer files
 - Remove as much as possible to a safe location
 - Move valuables to the safest location in the building
 - Cover valuable materials that cannot be moved
 - Secure loose object and move them away from windows or glassed-in areas.
 - Tape windows to reduce danger of flying glass.
 - Check supplies stored for emergencies
 - Close the doors to all rooms
 - Locate all staff and determine that they are safe, uninjured, and their families have been notified. A list of MAPLD staff members and their contact information will be attached to this plan and updated at least annually
 - Ensure that the office environment is completely safe and secure before anyone is allowed to reenter the facilities.
 - Location of computer backup files:
 - Financial/accounting information:
 - Location of safety deposit information and keys
 - Location of architectural blueprints and floor plans of all facilities
 - Secure the assets and records of MAPLD. The team will assess the security of the facility and determine the necessity of moving records and assets to another secure location. If the facility is not secure, the team will arrange for transportation of assets and records

- Essential phone numbers
 - Emergency: 911
 - Non-emergency law enforcement;
 - Hospital
 - Electric power company
 - Gas company
 - Water company
 - Phone company
 - Internet service provider
 - Computer technical support
 - Media
 - Property insurance carrier
 - Salvage and cleanup companies
- Members of the Crisis Management Team will have a copy of this plan at their residence. A copy of this will be on file at the MAPLD administrative office and on the MAPLD website.
- The Library Director will be the spokesperson of record. If he or she is incapacitated, then the Assistant Director will be the spokesperson.
- Communicate via email or other appropriate channels to members what is occurring, who is in charge, and what actions are being taken.

4.7. Record Retention and Destruction Policy

MAPLD will retain records for the period specified below and, subsequently, destroy such records after the period has elapsed.

RECORD CATEGORY	SUGGESTED PERIOD OF RETENTION
Affirmative Action/EEO <ul style="list-style-type: none"> • Affirmative Action Programs (minority/female) • Affirmative Action Programs (veteran/disabled) • Applicant/hiring data associated with Affirmative Action Programs • EEO-1 • VETS 100 Report • VETS 100A Report 	<ul style="list-style-type: none"> • Retain plans for current year plus prior year • Retain current year plus two prior years • 4 years • One year (government contractors should retain for three years; past 10 years of reports are typically available on EEOC's website for an employer to download prior year reports) • 2 years • 1 year

<p>Personnel Records (Individual)**</p> <ul style="list-style-type: none"> Employee service records (employee name, hire date, term date, job title) <ul style="list-style-type: none"> Performance appraisals Status changes Test results (aptitude) Training/education records Discipline/awards 	<ul style="list-style-type: none"> Length of employment + 7 years
<p>General HR Information</p> <ul style="list-style-type: none"> Job descriptions Employee handbooks/manuals 	<ul style="list-style-type: none"> 4 years 4 years
<p>Hiring Documents</p> <ul style="list-style-type: none"> Advertisements/job postings Application (not hired) Certificate of age (minors) I-9 forms <ul style="list-style-type: none"> Interview notes 	<ul style="list-style-type: none"> 4 years 4 years 3 years 3 years after hire or 1 year after termination, whichever is later (Every <i>current</i> employee should have an I-9) 4 years
<p>Leave Documents</p> <ul style="list-style-type: none"> Family and Medical Leave (including related medical information, dates of leave, any leave designated as FML, copies of employee notices and documents, records of benefit payments, basic employee data, records of any disputes concerning FML leave) 	<ul style="list-style-type: none"> 3 years
<p>Employee Benefits</p> <ul style="list-style-type: none"> Summary plan descriptions, annual reports, plan amendments (ERISA covered benefits) Medical examinations/other medical information HIPAA privacy documentation (training, investigations, accountings, privacy policy and procedures) Pension payments/records Pension plan documents Service/eligibility records 	<ul style="list-style-type: none"> 6 years <ul style="list-style-type: none"> 3 years after death Permanent Permanent

RECORD CATEGORY	SUGGESTED PERIOD OF RETENTION
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<p>Safety Records</p> <ul style="list-style-type: none"> • Drug/alcohol testing reports (CDL drivers) • Hazardous Communication Safety Data Sheets (SDS) (Formerly MSDS) • Incident reports (Form 101/301) • OSHA logs • Annual Summary 	<ul style="list-style-type: none"> • 1 year (negative results); 5 years (positive results) • Duration of employee's employment + 30 years from date substance last received in workplace • 5 years from the end of the calendar year the report covers • 5 years following the year records pertain to • 5 years following the year records pertain to • 3 years (from date of disablement)
<p>Salary Records</p> <ul style="list-style-type: none"> • Earnings records <ul style="list-style-type: none"> ○ Payroll ○ Timecards/sheets • Garnishments/deductions/ assignments • Unclaimed Wages • Tax Records (Amounts of wages subject to withholding, actual taxes withheld, withholding forms) 	<ul style="list-style-type: none"> • 5 years • 5 years • 1 year • 4 years from date tax is due or paid
<p>Terminated Employees</p> <ul style="list-style-type: none"> • Personnel files • I-9 forms • Employment contracts 	<ul style="list-style-type: none"> • 7 years • 3 years after hire or 1 year after termination, whichever is later • 10 years
<p>Union-Related Documents</p> <ul style="list-style-type: none"> • Grievance/arbitration records • Expired collective bargaining agreements 	<ul style="list-style-type: none"> • Term of affected collective bargaining agreement + 10 years • Permanent

Chapter 5. Library Director

5.1. The Library Director's Position Description and Role in the Organization

Pursuant to the powers granted to it in the MAPLD bylaws, the Board of Trustees may hire a Library Director to serve as the paid chief executive officer of the MAPLD. The Library Director is subject to applicable state and federal laws, as well as organizational bylaws and policies. He or she is an employee of the Board of Trustees. The Library Director is accountable to the Board of Trustees as a whole. The Library Director shall, at the direction and under the supervision of the Board of Trustees be responsible for the active administration of all daily affairs and business operations of the MAPLD including:

- Devote time and energy effectively to the position and, in doing so; maintain high standards of ethics, honesty and integrity in personal and professional relationships.
- Professionally implement the mission of the organization and the policies of the Board of Trustees.
- Ensure that all government and legal requirements of the organization are met.
- Recommend policies to the Board and/or assist the Board in the formulation of policies for the effective and economical operation of the MAPLD and its programs.
- Develop and recommend to the Board of Trustees, specific, written, long and short-range plans for the development of programs and services. Furthermore, drive the ongoing implementation and review of those plans by the Board, staff and committees.
- Evaluate the services being provided by the MAPLD in relation to specified goals and standards, and recommend modifications, where appropriate.
- Provide executive communication/counsel to the Board of Trustees on such matters as relevant trends; material external and internal changes and the assumptions upon which any Board policy has previously been established; submission of monitoring data in a timely, accurate and understandable fashion; directly addressing provisions of the Board policies being monitored; marshaling as many staff and external points of view, issues and options as needed for fully informed Board choices.
- Interpret trends in the field of service in which the MAPLD is engaged by maintaining involvement in the professional field as a whole.
- Understand the financial needs of the organization and provide quality day-to-day management of all assets. The Library Director will ensure that organizational funds are spent appropriately, always in the best interest of those served. Furthermore, the Library Director will provide to the Board of Trustees accurate, understandable financial reports on a regular basis.
- Prepare budgets and be accountable for control of those resources once approved.
- Hire, train, direct, evaluate, discipline and terminate employees; and furthermore oversee and keep a healthy and diverse workforce.
- Determine individual staff compensation within the budget allotted by the Board of Trustees.
- Maintain appropriate relations with the Board and various committees, and keep them informed.

- Assist with orientation and training programs for the Board.
- Promote active and broad participation by volunteers in the organization's work.
- Communicate with members and the public, and maintain appropriate relations with other professional organizations.
- Create sound working relationships with related leaders and organizations, or applicable government bodies.
- Serve as an ex officio, non-voting member of the Board of Trustees.

Acting with the authority granted above, the Library Director may not perform, allow or cause to be performed any act which is unlawful, insufficient to meet commonly accepted business and professional ethics, in violation of funding source requirements or regulatory bodies, or contrary to explicit Board constraints on executive authority.

5.2. Board-Library Director Relationship.

The Board of Trustees recognizes and maintains the following guidelines in its relationship with the Library Director:

- The Board reserves the authority to establish policies, approve plans, and programs and delegate authority to the Library Director.
- The Board will approve policies and long-range plans and programs for MAPLD, and delegate authority to the executive to execute and carry out the policies, plans and programs. The executive will be responsible for hiring capable personnel within the limitations of Board policy and budget constraints, determining the appropriate compensation, training, supervision, discipline and termination if necessary.
- Board members will refrain from individually discussing management and personnel issues with personnel other than the Library Director.
- Authority for management of the MAPLD will be through the Board of Trustees to the Library Director, then to other personnel. The Board recognizes that efficient management can exist only through mutual understanding and cooperation between the Board and the Library Director. The Board also recognizes that the Library Director is accountable to the Board to show results, but the Library Director cannot perform well and show good results if not given latitude to exercise independent judgment in executing Board policy. Therefore, the Board grants that latitude of judgement and discretion and expects full accounting of performance from the Library Director.
- The Board recognizes its position as the employer of the Library Director and will be responsible for a systematic annual evaluation of his or her performance. The evaluation will be for the purpose of improving the Library Director's performance and to provide a basis for consideration of the executive's salary for the next year.
- The executive's employment with MAPLD may be terminated for cause upon written notice to the executive.

- ✓ Implements the mission.
 - ✓ Understands the needs of patrons.
 - ✓ Represents the organization well to members, public, and others.
3. Evaluation category: Business / financial management
- ✓ Understands/supervises accounting programs.
 - ✓ Presents an understandable budget.
 - ✓ Makes good financial reports to the Board
 - ✓ Seeks new sources of funding.
 - ✓ Ensures legal requirements met.
4. Evaluation category: Relationship with the Board
- ✓ Assistance to the Board
 - ✓ Information to the Board
 - ✓ Support for Board decisions.
 - ✓ Interprets and executes Board policy.
 - ✓ Accepts constructive criticism from Board.
5. Evaluation category: Personal characteristics
- ✓ Maintains high standards of ethics, integrity.
 - ✓ Exercises good judgment in making decisions.
 - ✓ Works well with individuals and groups.
 - ✓ Communicates clearly and concisely.
6. Evaluation category: Innovation and improvement
- ✓ Accepts and promotes positive change.
 - ✓ Seeks advanced training to improve skills.
 - ✓ Proposes new ideas for better service.
- D. The Library Director should complete a self-evaluation based upon the same categories.
- E. From the input of all participating in the review, a consensus opinion will be compiled. One joint review shall be presented to the Library Director. The Library Director has the right to respond to the review verbally and/or in writing. The Library Director has the right to discuss the results of the review with the Board. Dialogue between the Board and the Library Director is encouraged to help address any problems in a candid and professional manner.
- F. The final agreed-upon evaluation should be signed by both the Library Director and the President. A copy of the evaluation is given to the Library Director, and the original evaluation is kept on file.

5.3b. Compensation of the Library Director

The Library Director's compensation and adjustments to that compensation will be:

- Determined by the Board of Trustees acting upon a recommendation of the Personnel Committee. The process and justification for the compensation and adjustments will be documented in minutes of the Personnel Committee.

- Based upon the experience and skills demonstrated at the time of hiring, and adjusted accordingly as experience and skills increase over time.
- Based upon objective data for similarly qualified persons in comparable positions; determined in part through a study of resources from entities such as the American Society of Association Executives, national Council of Nonprofits, state society of association executives, and state council of nonprofits.

Chapter 6. Finances

6.1 Fiscal year.

The MAPLD fiscal year will be the first day of July to the last day of June.

6.2 Accounting

MAPLD will utilize generally accepted accounting practices that are required and/or recommended by regulatory or lending agencies and the organization's auditor. The accounting practices and procedures used will allow for adequate management of MAPLD's revenues and expenses, and will provide adequate systems of monitoring by the Board of Trustees as well as outside auditors. All records shall accurately reflect the organization's revenues, expenses, assets and liabilities. The Library Director shall create and implement a policy of internal controls and segregation of duties that is satisfactory to both the Board of Trustees and the qualified CPA firm which performs the annual audit of financial records.

6.3. Budget.

An annual operating budget will be prepared by the Library Director and presented to the Board for approval at least 60 day prior to the beginning of the next fiscal year. The budget will reflect the cost of carrying out the programs and services of MAPLD for the next fiscal year, and anticipated revenues of MAPLD.

The budget will be viewed by the Board as its financial plan for MAPLD. Approval of the budget by the Board will provide authority to the Library Director to manage MAPLD's finances according to the plan without seeking further approval of the Board. However, the Library Director will keep the Board well informed of the ongoing status of the financial plan, and will not make significant expenditures outside of the Budget plan without seeking Board approval to amend the budget.

6.4. Audit.

An annual audit of finances will be conducted by an independent auditor appointed by the Board of Trustees. The Board and Business Staff working together will:

- Seek competitive bids for auditing services at least every 3 years.
- Work with the auditor to determine the scope of the annual audit.
- Review the independent auditor's management letter regarding the audit.
- Ensure that the outside auditor reports to the full Board after the annual audit.
- Define areas of risk, and recommend financial policies to prevent fraud in those areas of risk.
- Ensure that controls are in place so that assets are protected, transactions are authorized and appropriately recorded, and that management and staff are in compliance with regulations and laws.

6.5. Financial Reports.

Reports reflecting the organization's financial condition will be presented to the Board quarterly. These financial reports will include:

- A statement of financial condition
- A statement of revenue and expense which will include a year-to-date comparison with the previous year and the budget.
- A statement of cash flow.

6.6. Loans and Grants from MAPLD

There shall be no loan or grant of MAPLD funds to any Board member, executive, staff, or any of their relatives.

6.7. Check Signing.

Authorized signatories for all general fund accounts must include two signatures of Board members.

It is the responsibility of the Library Director to ensure that signatures can be gained from appropriate signatories so that payment can be made on obligations of MAPLD. It is also the responsibility of the executive to ensure that adequate controls and safeguards have been established to ensure disbursement of funds only for proper purposes.

It is the responsibility of all check signers to ensure that there is adequate documentation, consistent with good internal control, for valid payment of checks they sign.

6.8. Contracts.

The Library Director may approve service agreements and contracts that cost less than \$25,000 annually or over the contract life. The Library Director may also approve agreements which continue the same service level and cost from a prior contract. These agreements must be done within the approved budget line item spending limits. All other contracts must be approved by the Board of Trustees. New contracts which cost more than \$100,000 annually or over the contract life shall require an attorney review and opinion to assure the agreement is legally sound and that MAPLD interest is protected.

All service agreements and service contracts shall be awarded on the basis of cost, experience, and references. No contracts may be written or awarded to employees or Board members or their immediate family. At a minimum, all contracts must contain the purpose, effective dates, authorized signatures, amount to be paid, how liability risks are covered or met, and services to be provided.

6.9. Bad debts owed to MAPLD.

- a. If the total receivable from any one individual or organizations is \$ [REDACTED] or less, the Library Director may authorize the debt to be written off if he/she believe the debt is uncollectable.
- b. Write-offs of debts over \$ [REDACTED], which the Library Director believes are not collectable, may be authorized only a vote of the MAPLD Board of Trustees.
- c. Delinquent accounts may be assigned for collection to either legal counsel or collection agency, or taken to small claims court, as the Library Director deems appropriate. Collection efforts will continue even after write-off until actually collected or the attorney, collection agency or small claims court deems further efforts will be futile or not cost-effective.

6.10 Investment Policy Statement (IPS)

MAPLD is a 170 (c) (2) non-profit entity with access to a 501(c) (3) and shall be operated exclusively for charitable and educational purposes as provided for in the Internal Revenue Code. The purpose of this investment policy statement (IPS) is to assist the Board of Trustees in effectively supervising, monitoring and evaluating the investment of MAPLD's assets. The Finance Committee will review this IPS annually and will monitor investment performance on a quarterly basis; and subsequently make recommendations to the Board for any necessary modifications.

Statement of Objectives

The Board of Trustees has adopted this formal policy for investing its reserves to protect the principle amount while producing growth consistent with the Board's tolerance for risk. The primary investment objectives are to preserve and protect assets by earning total return appropriate to the MAPLD's time horizon, liquidity needs and risk tolerance; while at the same time providing liquid reserves adequate to meet the organization's cash flow.

The Finance Committee may recommend contracting with a qualified investment professional or firm to advise and assist with the implementation of this IPS. Care will be taken to incur investment fees that are reasonable in relation to the assets. As it monitors the investment of funds, the finance Committee will consider factors such as general economic conditions and trends, tax ramifications and cash flow requirements.

Insurability

Assets will be monitored and transferred within MAPLD's bank and investment accounts in such a way as to avoid or minimize balances which exceed applicable FDIC, SIPC or bank insurance limits. When maintaining balances below applicable FDIC insurance limits, the library will require financial institutions to purchase Treasury Bonds to cover any and all amounts that exceed the FDIC insurance limit.

Chapter 7: Public Communications

7.1. Authorized Spokespersons.

In most instances the Library Director or the Library Director's staff designee will serve as the authorized spokespersons of MAPLD. The President serves as spokesperson of the Board of Trustees.

Individual Board members may not speak to the public or the media on behalf of the Board of Trustees unless authorized by the Board to do so. When speaking about the MAPLD or about Board action, Board members should be careful to define when their remarks represent personal opinion and when their remarks represent official Board position. Board members must be aware that they are always seen as Board members even when they designate comments as personal.

7.2. Requests for information from MAPLD.

From time to time the public will request information or records from MAPLD. To protect the organization and those served, information will be released only under the following conditions:

- All requests for information, other than routine public information, about MAPLD will be channeled to the Library Director for a decision about releasing that information. If there is a question about the appropriateness of releasing any information, the Library Director will seek advice from the Board of Trustees.
- MAPLD will have a copy of its most recent IRS Form 990 available for public inspection at all times.
- Information discussed in a closed session or executive session of the Board will not be revealed.
- Matters considered confidential under state and/or federal law will not be released.
- Information about legal matters that might have an adverse effect on MAPLD will not be released.
- The MAPLD mailing list and email list will not be revealed, distributed, released or used except for proper MAPLD business purposes.

7.3. Board Correspondence.

Correspondence on behalf of the Board of Trustees will be approved by the Board or its President.

Except when otherwise designated by the Board of Trustees, or legally required to be sent out over the Treasurer's name, all correspondence from the Board will be over the President's name.

Correspondence from the Board will be prepared by the Library Director or his or her staff designee as directed by the Board.

7.4. Response to Complaints.

When a Board member is contacted by a stakeholder or someone from the general public who has a concern or complaint about MAPLD or persons within MAPLD, the Board member will follow these procedures:

- Remember that individual Board members have no power or authority to speak or act for the full Board.
- Listen to the person's concern.
- Express a desire to reach a satisfactory solution.
- Explain that the Board and management have established a process for handling concerns which starts with the person most immediately responsible. Suggest that the concern be discussed with the person immediately responsible.
- Refer complaints to the official complaint form available from the administrative office.
- Assure the person that the President and Library Director will be informed of the concern.
- Ask the person to report back to you about the progress or resolution of the concern, if desired.
- Inform the President and Library Director of the complaint or concern.

7.5. Annual Report.

Each year, the Library Director or staff designees will assemble and distribute a MAPLD annual report. The annual report may contain:

- Report from President
- Report from Library Director
- Highlights of the year
- Information regarding type, quantity and cost of services.

The annual report shall receive wide distribution, which may include Board, staff, constituents, news media and funding sources. Target dates for annual report publication shall be three to four months after the close of the fiscal year. Funding shall be budgeted to ensure the policy will be carried out.

7.6. Affiliations.

From time to time, MAPLD may choose to affiliate with other organizations. Official organizational affiliations require the approval of a majority vote of the Board of Trustees.

Chapter 8. Committees and Volunteers

8.1. Use of Volunteers

Volunteers are a valuable supplement to the work of Board and staff. The Board of Trustees encourages that volunteers be used, when possible, to enhance programs and services. The following shall apply to all volunteer work groups:

1. All volunteers will receive an orientation wherein their roles will be clearly defined, and adequate training will be provided about safety, security, and the mission of the organization.
2. A background check will be completed when the Library Director determines that the volunteer function requires it.
3. All volunteers who may have access to confidential information about organizational programs or services will be required to sign a confidentiality statement.

8.2. Committee Purpose and Accountability.

Pursuant to the MAPLD bylaws: The Board may establish or abolish standing or special committees as necessary. Committees and other volunteer work groups exist to assist the Board in the implementation of programs and services; and/or investigation or analysis of special issues on behalf of the Board. The Board will annually review the work of each committee and determine which committees will be reappointed and which committees will be abandoned as no longer necessary.

Committees are a subsidiary of the Board, and will be expected to report their work to the full Board on a regular basis. Committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated to not conflict with authority delegated to the Library Director. As such, committees do not exercise authority over staff which is the responsibility of the Library Director.

8.3. Committee Appointment.

The President of the Board will appoint the Chair of committees. The committee Chairs will collaborate with staff to nominate a slate for each committee. The Board of Trustees will approve the appointment of committee members or other volunteer work groups; or the Board will authorize the President of the Board or the Library Director to appoint them.

8.4. Duties of Committee Members.

Duties of the members of individual committees and task forces will vary, but certain basic responsibilities remain the same for all volunteer work groups. Those responsibilities include:

- Attending all meetings of the committee to which the person is assigned.
- Preparing for committee meetings by studying the agenda and researching issues to be discussed at committee meetings.

- Actively participating in discussions at committee meetings.
- Following through promptly on any assignments for the committee.
- Supporting committee recommendations before the Board and stakeholders.

8.5. Staff Support for Committees.

The Library Director, or a staff member appointed by the Library Director, will serve as a non-voting member of every committee. The staff member will provide the following support to the committee:

- Maintain committee rosters.
- Prepare meeting agendas
- Prepare and mail notices of committee meetings, agenda packets and other materials as required.
- Arrange committee conference calls when necessary.
- Record the minutes of the committee meetings.
- Maintain permanent committee files.

8.6. Guidelines for the Committee Chairperson

The committee Chairperson will be expected to lead the committee just as the Board President is expected to lead the Board. The committee Chairperson is accountable for ensuring the productivity of the committee by:

- Planning the agenda for the committee meetings in collaborations with the staff liaison.
- Ensuring that all members of the committee are notified of committee meetings.
- Convening committee meeting and keeping meetings on track.
- Appointing a member of the committee to keep a written record of committee actions.
- Encouraging the committee to take action on the issues discussed by the committee.
- Ensuring that reports and recommendations for action from the committee are presented to the Board.
- Leading the committee to evaluate its own operations.
- Coordinating meeting dates to avoid conflict and to ensure completion of staff support and research for the committee.

8.7. Removal of Committee Member.

Any member of any committee or task force may be removed from any such committee at any time, with or without cause, by a resolution of a majority of the Board of Trustees.

8.8. Finance Committee.

While the board maintains ultimate oversight of finances, it will appoint a Finance Committee to help provide prudent management of and clarity about organizational finances to the Board. In addition to directors and members who have a depth of knowledge on finance, accounting, and investment

management, the Board may also choose to appoint outside experts (such as a banker, accountant, investment specialist, etc.) to be on the committee.

Duties of the Finance Committee include:

- Review the proposed budget drafted by the Library Director prior to it being presented to the Board.
- Assist the Library Director in presenting the proposed budget to the Board.
- Study regular financial reports to identify trends and warning signs, measure performance against benchmarks, and provide an analysis on the financial health of the organization to the Board.
- Recommend investment policy based upon the goals, risk tolerance and spending plans of the Board.
- Review the sources of funding for the organization to ensure stability.
- Perform other duties related to financial matters as requested by the Board.
- Recommend to the Board the appointment of the independent outside auditor.

8.9. Public Policy Committee.

The charter of the Public Policy Committee is to ensure the organization is actively engaged in legislative and regulatory affairs affecting the interests of the organization and its constituencies.

Duties include:

- Research issues of concern and develop policy position recommendations for Board consideration.
- Collaborate with staff to determine ongoing strategy and action steps for the advocacy of the organization's policy positions.
- To participate in and personally recruit others to participate in any annual Legislative Days be they for State or Federal events.

Chapter 9. Personnel

9.1. Personnel Policies.

Appropriate and complete personnel policies will be adopted by the Library Director and reviewed by legal counsel for accuracy and completeness. The Library Director will annually report to the Board of Trustees that all personnel policies have been reviewed and updated.

Personnel policies are published in a separate Personnel Handbook. All employees will be given a copy of the most recent and updated Personnel Handbook, and will sign acknowledgment of such receipt. Implementation and administration of all personnel policies are the responsibility of the Library Director.

9.2 Professional Memberships.

The Board of Trustees recognizes the importance of employees staying current in fields related to their employment and the importance of maintaining professional status. Therefore, MAPLD may pay for the cost of professional memberships for employees within the limits of the budget and provided such membership is in the best interest of MAPLD.

MAPLD may also pay the cost for employees to attend meetings related to their professional memberships if the meeting is judged to be in the best interest of MAPLD.

Requests for reimbursement must be made to the Library Director and be given prior approval by the Library Director.

9.3. Nepotism.

Trustees and members of their immediate families may not be employed by MAPLD, except by vote of the Board of Trustees. Members of the immediate family of the Library Director may not be employed by MAPLD, except by vote of the Board of Trustees. The term “immediate family” is defined as the relationship of spouse, parents, children and siblings.

9.4. Equal Employment Opportunity.

MAPLD’s organizational policy is to promote equal employment opportunity and continue the organization’s practice of non-discrimination in all employment matters. Applicants to and employees of MAPLD are protected from discrimination on the following bases: age, race, color, religion, creed, sex, sexual orientation, disability, marital status, medical condition, pregnancy, or national origin. All organizational social and recreational programs will be administered on a non-discriminatory basis.

In its hiring practices, MAPLD shall publicize position openings as follows:

- By bulletin board notification to employees of the vacancy, inviting submission of a written summary of qualifications for supervisor’s consideration.

- The position may also be publicized to the general public. All hiring and promotional decisions will be made on the basis of valid, written job requirements set forth in the appropriate position description or vacancy posting.

9.5. Sexual harassment.

This policy is part of the Personnel Handbook, but it is also included here in the Board Policy Manual because its principles are applicable to Board members in their interactions with the Library Director and the staff.

Sexual harassment undermines the integrity of the work environment and will not be tolerated within this organization. Sexual harassment may include words as well as acts, sexual advances, offensive touching and offensive or derogatory sexual comments. All such conduct is forbidden particularly when:

- Submission to such conduct is explicitly or implicitly made a condition of employment.
- Submission to or rejection of such conduct by an individual is used as a basis of employment decisions affecting the individuals.
- Such conduct has the purpose or effect of substantially interfering with an individual's work performance, or creating an intimidating, hostile or offensive work environment.

Any person, who believe that he or she has been subject to sexual harassment by a supervisor, fellow employee, Board member, or any person calling upon the organization, should contact his/her supervisor or the Library Director. If the person believes the Library Director is the cause for a sexual harassment complaint, the complaint should be directed to the President of the MAPLD Board. All sexual harassment complaints will be promptly investigated. Where harassment is found to exist, immediate corrective action will be taken.

9.6. Employee grievance procedure.

This policy is part of the Personnel Handbook, but it is also included here in the Board Policy Manual to make it clear to all Board members that they can refer employees to the grievance procedure, and that the Board is not involved in the grievance procedure.

The objective of this policy is to promptly and harmoniously resolve grievances, and to facilitate communication among employees. This policy applies to all regular employees.

The definition of a grievance is: "A dispute by an employee that involves questions of interpretation or application of wages, hours, terms and conditions of employment or disciplinary actions. Probationary employees may not grieve termination from their positions."

The employee grievance process will follow these steps:

- Step 1: The employee will present the grievance verbally to his/her immediate superior within five working days of the alleged violation or the date the employee becomes aware of the alleged violation, whichever is later. The superior receiving the complaint will attempt to resolve and implement the resolution and respond to the employee in writing no later than five working days from the date the employee brought the complaint.
- Step 2: If the grievance is not resolved in Step 1, the employee may submit a written grievance to the Library Director within seven working days of the date the response from step one was due or received, whichever comes first. The Library Director will have 14 days from receipt of the written Step 2 grievance to investigate the matter and respond in writing to the grievant.
- The Library Director's written response will be the final disposition of the grievance. Staff grievances may not be appealed to the Board of Trustees unless the grievance is against the Library Director directly.

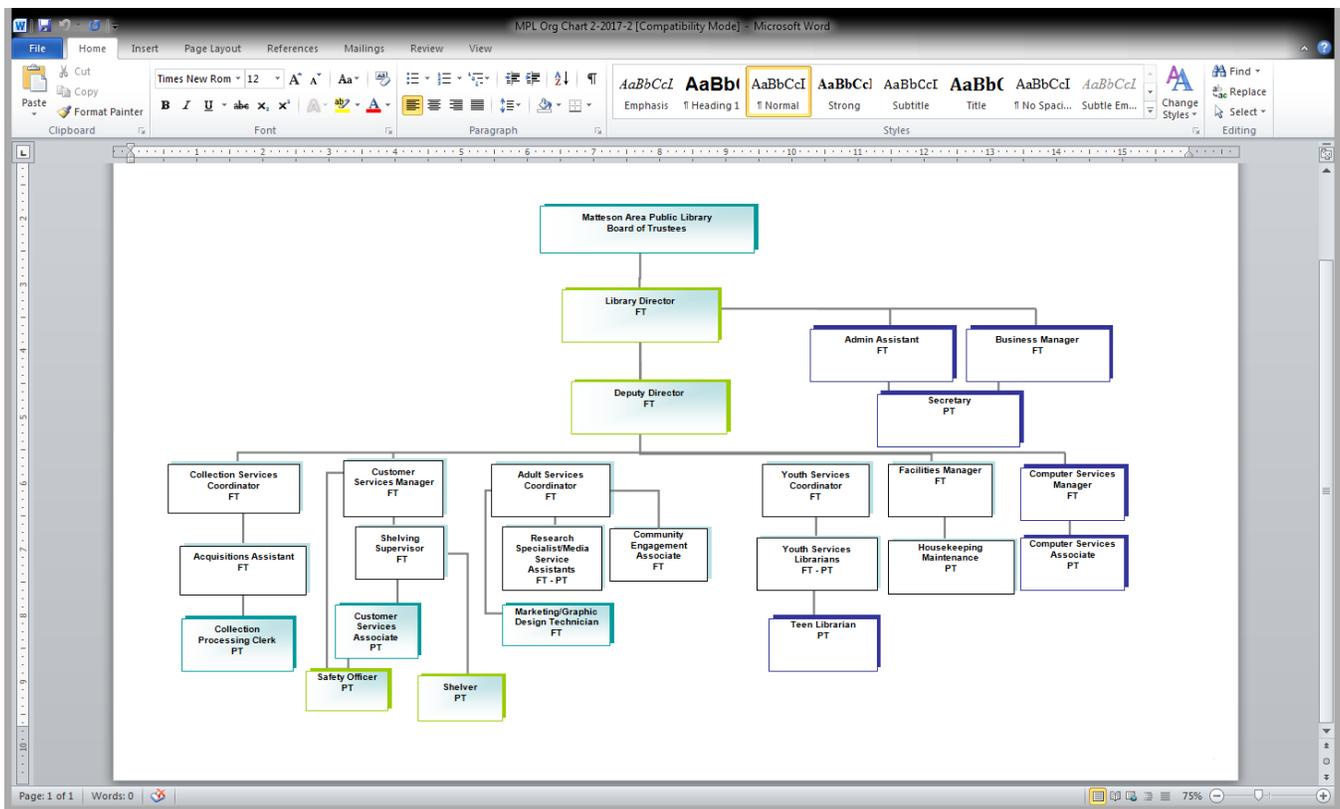
9.7. Chain of Command.

The Board of Trustees is concerned about the needs and success of staff, and will work through the chain of command to facilitate the success of all staff.

The Board expects all staff to respect and follow the chain of command when registering complaints, making suggestions and in any other way communicating with the Board about the business of the organization. Staff members who take complaints, requests, criticism or other organization business directly to the Board of Trustees or to individual Board members without working through the Library Director will be considered insubordinate and subject to disciplinary measures by the Library Director.

The Board expects all Board members to respect and follow the chain of command when communicating with staff about the business of the organization. Board members will not take complaints, suggestions, requests or demands to the staff except through the Library Director. When a Board member receives a complaint or suggestion from a staff member other than the Library Director, the Board member will remind the staff member of the policy about following the chain of command. The Board member will also report the staff communication to the Library Director.

This policy does not preclude Board members and staff from communicating and working together on regular organizational business, such as through the organization's committee or task force structure. However, staff ultimately answers to the Library Director, not committees or committee chairs.



9.8. Telecommunications and Computer Use.

MAPLD reserves the right to monitor, access and disclose the contents of employees' electronic and/or telephone communications (including email and voice mail), but will do so only when it has a legitimate business need. The issuance of a password or other means of access to the computer or voice mail systems is to assure appropriate confidentiality of MAPLD files and information. The issuance of a password DOES NOT guarantee privacy for personal or improper use of the MAPLD's equipment and facilities. The computer system (including email) and phone system are the organization's property and are subject to viewing or inspection by MAPLD officials.

All employees are expected to operate and use the computer and phone systems for the legitimate business of MAPLD. Employees are prohibited from installing personal programs or applications on the MAPLD's computer system. The telephone and computer systems are not to be used for the transmission of personal or commercial advertisements, solicitations, or any other unauthorized personal use. Proper personal use of computer equipment, software, and the telephone is permitted when personal use does not interfere with expected work performance or violate any applicable policy, rule, or law.

MAPLD has the right to monitor, view, handle, store, manage, or use for any purpose email, voice mail, or any other electronic information processed on the organization's equipment. Derogatory, explicit,

obscene, sexual or any other inappropriate material is expressly prohibited on the organization's equipment, and employees who violate this policy are subject to discipline, including termination.

Employees who use their own computer devices for work purposes may not transfer any document to that personal computer which contains any personnel information, patron records or financial records. This shall apply to all devices such as portable computers, tablets, and smart phones.

Employees using their personal telephones for work purposes may find that telephone subject to search specific to work-related matters. When personal phone calls, texts or emails are made using organization-owned phones, the right to privacy is forfeited. All phone, text and emails made on an organization-owned phone are subject to search and viewing by supervisors or designated agents of MAPLD.

In the course of their duties, employees are strictly prohibited from operating any computer device while in the act of operating a motor vehicle. This includes texting.

Chapter 10. Other Policies

10.1. MAPLD community involvement.

MAPLD will participate actively in the life of the community. MAPLD will:

- Seek management and staff membership on community committees focused on community support and development.
- Offer our facilities for community activities that meet our facilities use policies.
- Participate in community celebrations and other events as may be practical.

10.2. Charitable donations by MAPLD.

Because of the nature of the mission of this organization, MAPLD does not make charitable contributions.

10.3. Safety and loss control.

MAPLD is committed to maintaining safety in its operations, on its property and in the delivery of programs and services. The Library Director will provide for and actively promote ongoing safety and loss control training for all employees. The Library Director will institute procedures, where necessary, to ensure the safety of the work environment, and will provide appropriate equipment to employees sufficient for the performance of their duties. Accidents and losses due to accidents will be reported to the Board monthly.

When necessary, the Library Director will review safety concerns and risk management plans with legal counsel to ensure legal compliance.

10.4. Limited use of MAPLD facilities by outside organizations.

The Board recognizes the need by the community for adequate spaces for meetings and programs of various groups and organizations, and responsibility of MAPLD as a good corporate citizen to help meet this need. Therefore, it is the policy of the MAPLD Board to allow limited use of MAPLD facilities by community organizations and groups.

The Board, through the provisions of this policy, authorizes the use of MAPLD facilities as outlined below: Individuals may request the use of facilities for and on behalf of a group or organization, but may not use any facilities for private use.

Groups and organizations such as the following may be granted use of MAPLD facilities:

- Civic clubs such as Lions, Rotary, and Kiwanis.
- Community organizations: Homeowner's Associations, Boy Scouts, Girl Scouts
- Educational organizations: School boards, community college

MAPLD facilities will not be used by persons, groups, or organizations for purely commercial or social purposes, political party activities or any private or public activity that will be considered controversial in the judgment of the Library Director.

Individuals belonging to a group whose request is approved will be required to comply with the security procedures, which are established by MAPLD when using MAPLD facilities. A record will be maintained of each request received showing the name of the individual, group or organization requesting use of MAPLD facilities, the date and hours of use.

10.5. MAPLD equipment.

All items purchased belong to MAPLD and are to be used for MAPLD needs. When practical, some items may be loaned or used by employees outside normal work hours, provided that:

- There is insurance covering the “non-deductible” value of the items.
- It is not used for an economic gain for the person borrowing.
- Does not cost MAPLD additional expense.

Prior permission must be granted by the department supervisor and the Library Director before any equipment is borrowed from MAPLD.

10.6. Purchase and sale of MAPLD property and equipment.

No property, equipment or services may be purchased for MAPLD by Board members, management, staff or any of their relatives, for more than fair market value.

No property or equipment belonging to MAPLD may be sold to MAPLD Board members, management, staff or any of their relatives for less than fair market value.

Transactions involving the purchase or sale of property, equipment, or services from or between MAPLD Board members, management, staff or any of their relatives will follow these rules:

- The transaction must be disclosed to and approved by the MAPLD Board.
- The transaction must be in the best interest of MAPLD.

Approved: 4/11/2016