



## BOARD OF TRUSTEES BYLAWS

**POLICY NUMBER: 2.01**

**SCOPE:** Trustees of the Whatcom County Library System

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### **Article I: Purpose**

The Board of Trustees of the Whatcom County Rural Library District exists according to the requirements of the Public Library Laws of the State of Washington. The Board of Trustees shall consist of five, appointed by the Whatcom County Executive. Terms shall be for five years, or until successors are duly appointed. The general powers and duties of the Board of Trustees are outlined in the Public Library Law, State of Washington and as adopted in a general statement of duties and responsibilities. (Refer to WCLS Policy and Procedure Manual.)

### **Article II: Officers**

Section 1. The officers shall be Chair, Vice-Chair and Secretary, elected from among the appointed trustees at the annual meeting of the Board.

Section 2. The officers of the Board shall be elected for one year, or until successors are installed. Officers are elected at annual meeting, or as needed.

Section 3. The Vice-Chair, in the event of the absence of the Chair, shall assume and perform the duties and functions of the Chair.

Section 4. The Chair shall preside at all meetings of the Board, authorize calls for special meetings at least 24 hours in advance, appoint all committees, execute all documents authorized by the Board, serve as ex-officio voting member of all committees, insure that a true and accurate record is maintained of all meetings of the Board, and perform all other duties associated with that office.

### **Article III: Committees and Appointments**

Section 1. Ongoing Board Committees are: Community Relations Committee, Finance Committee, and Personnel Committee.

Section 2. Special committees for the study and investigation of special problems may be appointed by the Chair, such committees to serve until the completion of the work for which they were appointed.

Section 3. Each committee shall consist of at least two Board members.

### **Article IV: Meetings**

Section 1. Regular meetings shall be held monthly.

Section 2. The February meeting shall be designated as the annual meeting.

Section 3. A quorum shall consist of three or more members of the Board.

Section 4. Trustees may participate by teleconference or video-conference in any meeting of the Board subject to reasonable technical availability at the meeting location. Such participation shall be permitted for all purposes provided by law, including for the purpose of constituting a quorum and for the purpose of voting on any motion or resolution at said meeting.

Section 5. A Board member who has three unexcused absences from meetings per year shall be contacted by the Executive Director and/or the Chairperson for re-commitment to their term.

Section 6. The order of business for all regular meetings shall include, but not be limited to, the following items:

- Call to order
- Disposition of minutes of previous meeting
- Approval of expenditures
- Unfinished business
- New business
- Executive Director's report
- Summary and discussion of future agenda items
- Adjournment

#### **Article V: Executive Director and Staff**

Section 1. The Board of Trustees shall employ as Executive Director a person who is certified by, or eligible for, librarian certification by the Washington State Certification Board and meets the qualifications set forth by the Library Board for proper job performance.

Section 2. The Executive Director shall make appointments to the staff and shall be in full charge of WCLS under these adopted policies.

Section 3. The Executive Director shall be responsible for the quality and morale of WCLS staff and shall be expected to provide a continuous program of in-service training and regular staff meetings for all staff members.

Section 4. The Executive Director shall be responsible for maintenance and operation of the physical plant.

Section 5. The Executive Director shall report directly to the Board all system problems, and make recommendations to the Board with regards to the building, personnel, and policy.

#### **Article VI: Indemnity Agreement**

Section 1. The Board of Trustees shall abide by the American Library Trustee Association indemnification statement, as follows:

The Whatcom County Library System should indemnify its current and former trustees against any claim or liability that is based on an act or omission taken by the Trustee in good faith and within the scope of the Trustee's service as a Library System trustee. Provided, however, that any Trustee who learns of such a claim, whether actual or threatened, must notify the WCLS's current Board of Trustees of the circumstances within a reasonable time period if a claim is threatened, and within five (5) business days if a claim is actually filed in court or served on the Trustee. Depending on the nature of the claim, the Board may determine whether to consult or retain legal counsel on the matter, and whether to appear and defend the claim, indemnify the trustee for costs or damages incurred in connection with the claim, or take such other action to defend the claim as is reasonable under the circumstances.

Throughout this policy, the term "trustee" shall mean any current or former trustee of WCLS.

#### **Article VII: Amendments**

Amendments to these by-laws may be proposed at any regular meeting of the Board, and may be adopted at the next regularly scheduled meeting of the Board, by a majority of the Board membership.

#### **Article VIII: Parliamentary Authority**

Robert's Rules of Order, (latest edition), shall govern the parliamentary procedures of the Board.

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**RELATED POLICIES:** Trustee Code of Ethics 2.02; Conflict of Interest Policy 2.03; Roles of the WCLS Library Board and the Executive Director 2.04; Volunteer Policy 11.02.

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**STATUTORY REFERENCE:** RCW 27.12.190 Library trustees – Appointment, election, removal, compensation; RCW 27.12.210 Library trustees – Organization – Bylaws – Powers and duties; RCW 42.30 Open Public Meetings Act; RCW 42.56 Public Records Act.

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ADOPTED by the Whatcom County Library System Board of Trustees on October 8, 1986.

**REVISED:** January 15, 2019; May 17, 2016; March 18, 2014; June 16, 2009; April 20, 2004; February 20, 1996.