

# **Middleton Community Library Board of Trustees Bylaws**

## **Article I Identification**

The organization is the Board of Trustees of the Middleton Community Library, located in Middleton, Tennessee, established by the City of Middleton, according to the provisions of Title 10 of the Tennessee Code Annotated, and exercising the powers and assuming the duties granted to it under said statute.

## **Article II Membership**

**Section 1. Appointments and Terms of Office.** Appointments and terms of office are as provided by the relevant sections of Tennessee Code Annotated 10-3-103, or state law. There shall be seven Board members. The library director, a liaison city official and a representative from the Shiloh Regional Library may also participate in board meetings though these additional participants may not have voting power. Board members are confirmed by the city council following nomination by the Board. No member shall be eligible to serve more than two consecutive three-year terms.

**Section 2. Meeting Attendance.** Members shall be expected to attend all meetings except when they are prevented by a valid reason. The Board will determine valid reasons. Three unexcused absences within one fiscal year shall signal that member's desire to resign from the board and be replaced with a qualified new board member.

## **Article III Officers**

**Section 1. Officers.** The officers shall be a chair, a vice-chair, a secretary elected from among the appointed trustees at the last meeting of the fiscal year. No member shall hold more than one office at a time. Vacancies in office shall be filled by vote at the next regular meeting of the Board after the vacancy occurs.

**Section 2. Nominating Committee.** A nominating committee shall be appointed by the chair at the January meeting prior to the election of officers in April, and shall present a slate of officers at the April meeting. Additional nominations may be made from the floor at that time.

**Section 3. Officers Terms of Service.** Officers shall be eligible to serve two (2) consecutive one-year terms in that elected position. Upon completion of this service, any officer may be elected to serve a different officer position.

**Section 4. Chair Duties.** The chair shall preside at all meetings of the Board, authorize calls for special meetings, appoint all committees, execute all documents authorized by the board, serve as an ex-officio voting member of all committees except the nominating committee, direct that disbursements be made from the city held bank account containing funds generated from governmental agencies, grants, and other funds received on behalf of the Middleton Community Library, and generally perform all duties associated with the office of chair.

**Section 5. Vice Chair Duties.** The vice chair, in the event of the absence or disability of the chair, or of a vacancy in that office, shall assume the duties and functions of the chair until the chair returns or a new chair is elected.

**Section 6. Secretary Duties.** The secretary shall keep true and accurate minutes of all meetings of the Board and shall perform other such duties as are generally associated with the office of secretary. The library director or a member of the staff may be designated by the Board to perform any or all of the above duties.

#### **Article IV Meetings**

**Section 1. Regular Meetings.** During the fiscal year July 1 through June 30, there shall be six (6) regular meetings of the Board, to be held on the last (Day to be determined by the Board) of the months of July, September, November, January, March and May. The meeting will normally be held at 6 P.M. at the library, unless otherwise notified.

**Section 2. Annual Election of Officers.** The annual meeting, which shall include the election of officers, shall be held at the time of the regular meeting in May of each year.

**Section 3. Agendas and Notices.** Meeting agendas and notices shall indicate the time, date, and place of the meeting and indicate all known subject matters intended for consideration at the meeting. The library director, in consultation with the chair, will be responsible for seeing that these are completed and distributed prior to each meeting.

**Section 4. Minutes.** Minutes of all meetings shall, at a minimum, indicate board members present, all items of business, all motions and the result of all votes taken. Current board minutes shall be retained on file in the library for public review.

**Section 5. Special Meetings.** Special meetings may be called at the direction of the chair and shall be called after written request of two (2) board members, for the transaction of business as stated in the call for the meeting. Except in cases of emergency, at least 48 hours notice shall be given.

**Section 6. Quorum.** A quorum for the transaction of business at any meeting shall consist of four (4) members of the Board present in person.

**Section 7. Open Meetings Law Compliance.** All Board meetings and all committee meetings shall be held in compliance with Tennessee's Open Meetings Law (Tennessee Code Annotated 8-44-101 through 8-44-108).

**Section 8. Parliamentary Authority.** The rules contained in Robert's Rules of Order, Simplified and Applied, latest revised edition, shall govern the parliamentary procedure of the meetings, in all cases in which they are not inconsistent with these bylaws and any statutes applicable to this Board.

## **Article V Committees**

**Section 1. Nominating Committee.** (See Article III, Section 2)

**Section 2. Ad Hoc Committees.** Ad hoc committees for the study of special problems shall be appointed by the chair, with the approval of the Board, to serve until the final report of the work for which they were appointed has been filed. These committees may also include staff and public representatives as well as outside experts. (Examples of possible ad hoc committees are Planning and Automation.)

**Section 3. Committee Authority.** No committee shall have other than advisory power.

## **Article VI Duties of the Board of Trustees**

**Section 1.** Legal responsibility for the operation of the Middleton Community Library is vested in the Board of Trustees. Subject to state and federal law, the Board has the power and duty to determine the rules and regulations governing library operations and services.

**Section 2.** The Board shall select, appoint and supervise a properly certified and competent library director and determine the duties and the compensation (with City of Middleton concurrence) of all library employees.

**Section 3.** The Board shall develop the budget in cooperation with the City of Middleton and ensure that adequate funds are provided to finance the approved budget.

**Section 4.** The Board shall have exclusive control of the expenditure of all moneys collected, donated, or appropriated for the library fund, approve all library expenditures and will monitor audits of the City of Middleton library account to ensure that proper measures are being taken to expend library funds appropriately.

**Section 5.** The Board shall supervise and maintain buildings and grounds, as well as

regularly review various physical and building needs, to see that they meet the requirements of the total library program.

**Section 6.** The Board shall study and support legislation that will bring about the greatest good to the greatest number of library users.

**Section 7.** The Board shall cooperate with other public officials and boards and maintain vital public relations.

**Section 8.** The Board shall approve and submit the required annual report to the Tennessee State Library and Archives, the Shiloh Regional Library Director, and the Middleton City Council.

## **Article VII Library Director**

The library director shall be appointed by the Board of Trustees, confirmed by the Middleton City Council, and shall be responsible to the Board. The library director shall be considered the executive officer of the library, under the direction and review of the Board and subject to the policies established by the Board. The director shall act as technical advisor to the Board. The director shall be invited to attend all Board meetings (but may be excused from closed or executive sessions) and shall have no vote. The director shall issue notice of all regular and special meetings.

## **Article VIII Conflict of Interest**

**Section 1.** Board members may not, in their private capacity, negotiate, bid for, or enter into a contract with the Middleton Community Library in which they have a direct or indirect financial interest.

**Section 2.** A Board member shall withdraw from Board discussion, deliberation, and vote on any matter in which the Board member, an immediate family member or an organization with which the Board member is associated and has a substantial financial interest.

**Section 3.** A Board member may not receive anything of value that could reasonably be expected to influence his or her vote or other official action.

## **Article IX General**

**Section 1.** An affirmative vote of the majority of all members of the Board present at the time shall be necessary to approve any action before the Board. The chair may vote upon

and may move or second a proposal before the Board.

***Section 2.*** Any rule or resolution of the Board, whether contained in these bylaws or otherwise, may be suspended temporarily in connection with business at hand, but such suspension, to be valid, may be taken only at a meeting at which two-thirds (4) of the members of the Board are present and two-thirds (3) of those present so approve.

***Section 3.*** These bylaws may be amended at any regular or called meeting of the Board by majority vote of all members of the Board, provided written notice of the proposed amendment shall have been mailed to all members at least ten days prior to the meeting at which such action is proposed to be taken.