



## BOARD OF TRUSTEES BYLAWS

**REVISIONS:** June 16, 2009, April 20, 2004

**APPROVED:** February 20, 1996

**POLICY NUMBER:** 2.01

**RELATED POLICIES:** Board of Trustees Code of Ethics, Board of Trustees Conflict of Interest Policy

**SCOPE:** All WCLS Trustees

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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 policy 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.

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

Section 1. Ongoing Board Committees are: Policy Review Committee, Public Outlets/Facilities Committee, Personnel Committee, Advocacy Committee, Finance Committee. In addition, one member of the Board of Trustees serves as a representative on the Board of the Whatcom County Library Foundation.

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

Section 5. 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
- Director's report
- Summary and discussion of future agenda items
- Adjournment

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

Section 1. The Board of Trustees shall employ as Library 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 Director shall make appointments to the staff and shall be in full charge of the library under these adopted policies.

Section 3. The Director shall be responsible for the quality and morale of the library 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 Director shall be responsible for maintenance and operation of the physical plant.

Section 5. The Director shall report directly to the Board all library problems, 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 Library System'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 the Library System.

**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.

Adopted by the Whatcom County Library System Board of Trustees:

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Board Chairperson

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Date