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## CHAPTER FIVE

# Bylaws—Organizing the Board for Effective Action

## Bylaw Basics

Library board bylaws are the rules established by the library board that govern the board's own activities. Well-crafted bylaws help provide for the smooth and effective functioning of a library board.

Library board bylaws must comply with all relevant statutes. In addition, we suggest that all board meetings and board committee meetings comply with Maine's Open Meetings Law. State and federal laws supersede any local library bylaw provisions.

### **At a minimum, library board bylaws should spell out:**

- The library board officers to be elected, how they are elected, the length of their term and the powers and responsibilities of each officer
- When meetings are held, and how meetings are conducted. It is suggested that the board meet monthly, but at the very least quarterly
- Definition of a quorum and attendance requirements
- What standing committees are appointed, how they are appointed, and what they do (examples: personnel and finance)
- Provision for amending bylaws
- Provision for term limits
- Provisions for calling special meetings
- Provision for removing a board member with reasonable cause
- Provision for reviewing bylaws at least every three years

## Crafting Your Library Board's Bylaws

Because bylaws are so fundamental to effective (and legal) library board operations, great care must be taken when developing new bylaws or amending existing bylaws. Bylaw language must be clear and unambiguous. Imprecise language can result in confusion and disorder.

For example, confusion can result if it is unclear who has the authority to make decisions for the library. Library board bylaws should make clear that actions by board committees are advisory only. A library board committee cannot act on behalf of the full board—only actions by the full board have legal authority. Likewise, individual board members and board officers can perform official actions on behalf of the board only with specific authorization from the full board.

If your board wants to develop new bylaws or amend existing bylaws, it is recommended that a special committee be appointed to develop drafts for full board review. To change your bylaws, you must follow any procedures required by your current bylaws. Library system staff may be available to review drafts of new or amended bylaws.

An organization that is exempt from federal income tax, as described in Internal Revenue Code 501(c)(3), is required to report changes to its bylaws and other governing documents annually to the IRS on the organization's IRS Form 990.

Substantial changes to a tax-exempt organization's character, purposes, or methods of operation should be reported to the IRS as soon as possible because such changes, if inconsistent with the organization's tax exemption, could affect the organization's tax-exempt status. For minor changes, just report them on your organization's next annual Form 990.

Check with Maine's Bureau of Corporations, Elections, and Commissions in the Office of the Secretary of State about its regulations for reporting changes to your bylaws.

### Sources of Additional Information

- *Robert's Rules of Order* (chapter on the development and amendment of bylaws) or *The Standard Code of Parliamentary Procedure* by Alice F. Sturgis
- Ingram, Richard T. *Ten Basic Responsibilities of Nonprofit Boards*. 2<sup>nd</sup> ed. Washington, D.C.: BoardSource, 2009
- Kissman, Katha. *Taming the Troublesome Board Member*. Washington, D.C.: Boardsource, 2006.
- Moore, Mary Y. *The Successful Library Trustee Handbook*, 2<sup>nd</sup> ed. Chicago: American Library Association, 2010
- Maine Association of Nonprofits *Guiding Principles and Practices Checklist for 501 (c) (3) Nonprofit Organizations in Maine*  
[www.nonprofitmaine.org/learn/resources/our-publications/guiding-principles-practices-for-nonprofit-excellence-in-maine/](http://www.nonprofitmaine.org/learn/resources/our-publications/guiding-principles-practices-for-nonprofit-excellence-in-maine/)
- Trustee Training Videos (Maine State Library Website)  
[www.maine.gov/msl/libs/admin/trustees.htm](http://www.maine.gov/msl/libs/admin/trustees.htm)
- How to Dissolve a Maine Nonprofit Corporation  
[www.nonprofitmaine.org/wp-content/uploads/2013/08/HowtoDissolveMaineNonprofitCorporation.pdf](http://www.nonprofitmaine.org/wp-content/uploads/2013/08/HowtoDissolveMaineNonprofitCorporation.pdf)
- Sample Board Bylaws for Governing Boards (attached)

## Sample Board Bylaws for Governing Boards

Below are sample library board bylaws that can be adapted to local library use. (Note: Material in brackets is for purposes of explanation and should be removed from the final bylaws approved by the board.)

### Article I. Identification

This organization is the Board of Trustees of the \_\_\_\_\_ Library, located in \_\_\_\_\_ Maine.

### Article II. Membership

**Section 1. Appointments and Terms of Office.** The board shall consist of . . . members who shall be elected/appointed by . . . and shall serve for a term of . . . years.

**Section 2. Meeting Attendance.** Members shall be expected to attend all meetings except as they are prevented by a valid reason.

### Article III. Officers

**Section 1.** The officers shall be a president, a vice president, a secretary, and a treasurer, elected from among the appointed trustees at the annual meeting of the Board. No member shall hold more than one office at a time. No member shall be eligible to serve more than two consecutive terms in the same office. Vacancies in office shall be filled by vote at the next regular meeting of the Board after the vacancy occurs.

**Section 2.** A nominating committee shall be appointed by the president three months prior to the annual meeting and shall present a slate of officers at the annual meeting. Additional nominations may be made from the floor at that time.

**Section 3.** Officers shall serve a term of one year from the annual meeting at which they are elected and until their successors are duly elected.

**Section 4.** The president shall preside at 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, co-sign all checks drawn on funds held in custody of the library (independently of the municipality), and generally perform all duties associated with the office of president.

**Section 5.** The vice president, in the event of the absence or disability of the president, or of a vacancy in that office, shall assume and perform the duties and functions of the president.

**Section 6.** The secretary shall keep true and accurate minutes of all meetings of the Board, shall issue notice of all regular and special meetings, and shall perform such other 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.

**Section 7.** The treasurer shall co-sign all checks drawn on funds held by the library, sign all bills/invoices for disbursements from the library fund, and perform such duties as generally devolve upon the office. The treasurer shall be bonded in an amount as may be required by a resolution of the Board, and not less than the value of any property held by him or her. The

treasurer shall make monthly reports to the Board showing in detail the amount and investment of, and income and disbursements from, the funds in his or her charge.

#### Article IV. Meetings

**Section 1. Regular Meetings.** The regular meetings shall be held each month, the date and hour to be set by the Board at its annual meeting.

**Section 2. Annual Meeting.** The annual meeting, which shall be for the purpose of the election of officers, shall be held at the time of the regular meeting in \_\_\_\_\_ (month) 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 subject matters intended for consideration at the meeting.

**Section 4. Minutes.** Minutes of all meetings shall, at a minimum, indicate board members present, all items of business, all motions (except those that were withdrawn), and the result of all votes taken. Current board minutes shall be posted on a bulletin board in the library.

**Section 5. Special Meetings.** Special meetings may be called at the direction of the president, and shall be called at the written request of \_\_\_\_\_ 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. In no case may less than two hours notice be given.

**Section 6. Quorum.** A quorum for the transaction of business at any meeting shall consist of \_\_\_\_\_ members of the Board attending the meeting.

**Section 7. Open Meetings Law Compliance.** All Board meetings and all committee meetings shall be held in compliance with Maine's Open Meeting Law as it applies to your type of library. (Consult your attorney for clarification).

**Section 8. Parliamentary Authority.** The rules contained in *Robert's Rules of Order*, latest revised edition [or *The Standard Code of Parliamentary Procedure* by Alice F. Sturgis], 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. Standing Committees.** The following committees: \_\_\_\_\_, shall be appointed by the president promptly after the annual meeting and shall make recommendations to the Board as pertinent to Board meeting agenda items. [Examples of possible standing committees are Personnel, Budget, Building, and Policy.]

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

**Section 3. Ad Hoc Committees.** Ad hoc committees for the study of special problems shall be appointed by the president, 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 4.** No committee shall have other than advisory powers.

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

**Section 1.** Legal responsibility for the operation of the \_\_\_\_\_ Public Library is vested in the Board of Trustees. Subject to state and federal law, the Board has the power and duty to determine 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 compensation of all library employees.

**Section 3.** The Board shall approve the budget and make sure 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 and shall audit and approve all library expenditures.

**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 Division for Libraries and Technology, and the [city council, village board, town board, county board, and/or any other governing body].

#### Article VII. Library Director

The library director shall be appointed by the Board of Trustees 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 sessions) and shall have no vote.

#### 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 \_\_\_\_\_ Public 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 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 president 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 (\_\_\_\_\_) of the members of the Board are present and two-thirds of those present so approve.

**Section 3.** These bylaws may be amended at any regular 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. Adopted by the Board of Trustees of the \_\_\_\_\_ Library on the \_\_\_\_\_ day of \_\_\_\_\_

**Article X. Dissolution**

In the event of dissolution of the library, the board of trustees shall, after paying and making provisions for the payment of all liabilities, distribute all the assets of the corporation over to an organization dedicated to charitable and/or educational purposes and which has been recognized as a 501(c)(3) organization by the Internal Revenue Service.