

# **By-Laws of the Consolidated Calcasieu Parish Library Board of Control**

## **Article I Name, Authority, and Location**

**Section 1.** On April 4, 1973, the Calcasieu Parish Police Jury passed Ordinance No. 1442, effecting the consolidation of the Public Library of the City of Lake Charles and the Calcasieu Parish Public Library System (La R.S. Title 25-219). This ordinance provides for the governance of the library by an eleven member board named the Calcasieu Parish Public Library Board of Control (hereinafter referred to as “the Board”), as described under Article III, Section 1 (Trustees).

**Section 2.** Except for the ordinance’s provision relating to the number and appointment of the Board, the legal framework of the consolidated parish library is provided under Title 25, Chapter 3, Sections 211-223 of the Revised Statutes of the State of Louisiana.

**Section 3.** The principal office of the Board is located at 301 W. Claude St., Lake Charles, LA 70605. Meetings of members, hereinafter referred to as “trustees”, and the executive director may be held at such places designated by the Board.

## **Article II Mission Statement and Purpose of the Board of Control**

**Section 1. *Mission Statement of Library:*** The Calcasieu Parish Public Library welcomes all with convenient access to high quality and innovative collections, resources, and services that enrich lives and create connections in our community.

**Section 2. *Purpose:*** The Board, working with the executive director and staff, shall plan and work toward a common goal to provide high-quality library service, consistent with modern public library practice, to the extent that financial and economic conditions allow. The library seeks to continually improve the services and resources already established.

## **Article III Trustees**

**Section 1. *Number:*** The affairs of this Board shall be managed by a Board of nine (9) members, five (5) of whom are nominated by the Mayor of the City of Lake Charles and four (4) of whom are named by the President of the Calcasieu Parish Police Jury. Serving in an *ex officio* capacity, without voting power, are the police jury president, or his/her representative, and the Mayor of Lake Charles, or his/her representative, and the executive director.

**Section 2. *Term of Office:*** Each appointed trustee shall serve a five (5) year term and is eligible for reappointment by the original appointing body.

**Section 3. *Removal of Trustees:*** Upon a majority vote of the entire membership, the Board may request that a Board member be removed from service. The Board shall specify in writing to the appointing authority the grounds for the request for removal.

## **Article IV Authority and Duties of the Board of Control**

**Section 1. *Authority:*** The Board of Control shall have the authority to establish rules and regulations for its own government and that of the library not inconsistent with law; to elect and employ a librarian and, upon the recommendation and approval of the latter, to employ assistant librarians and other employees and fix their salaries and compensation; provided that no contract of employment shall be made for a longer period than four (4) years nor with any person as head librarian (executive director) who has not been certified by the State Board of Library Examiners as provided in R.S. 25-222. The head librarian (executive director) may be appointed or elected secretary of the Board of Control.

**Section 2. *Duties:*** It shall be the duty of the Board, acting as a whole and in accord with law:

- (1) To establish policies of the library and to advocate for the library's development;
- (2) To select and employ an executive director; to annually evaluate the performance of the executive director; to review and approve/disapprove renewal of the executive director's contract;
- (3) To review and approve the library's annual budget for submission to the police jury in accordance with the Police Jury's budget timeline, and to oversee the administration of the funds for the library;
- (4) To oversee the operations and services of the library;
- (5) To approve the salary structure, compensation and pay plan, and benefits of all library employees;
- (6) To solicit funds, gifts, and bequests for library acquisitions, additions, and improvements, and where necessary to oversee the management and investment of funds, gifts, and bequests donated for library purposes; to review and make recommendations to the police jury on acceptance of gifts of real estate, art work, and items of similar nature;
- (7) To elect officers of the Board at the annual meeting set by the Board;
- (8) To support the executive director in upholding the democratic principles undergirding the use of the public library, as found in the several Intellectual Freedom documents of the American Library Association;
- (9) To carry out any other duties that may be imposed by law.

## **Article V Meetings**

**Section 1. *Quorum:*** A majority of the trustees then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Control. With nine (9) appointed members, five (5) members (*non ex-officio*) will constitute a quorum. In the event there are vacancies among the appointed positions, then a quorum will consist of a majority of the trustees appointed and holding office.

**Section 2. *Regular Meetings:*** Regular meetings of the Board shall be held six times each year (January, March, May, July, September, November) in accord with the Louisiana Open Meetings Law on that date and at the time and place as set down in notice of meetings. Notices of all regular

Board meetings shall be mailed or emailed by the secretary to all trustees at least seven days before the meeting date. Meetings shall be open to the public as required by law, except when the Board declares an executive session.

**Section 3. Order of Business:** The following order of business will provide for the orderly conduct of business at each meeting:

1. Call to Order
2. Adoption of the Agenda
3. Public Comments
4. Approval of Minutes and Reports
5. Executive Director's Report / Financial Report
6. Committee Reports / Upcoming Meetings
7. Unfinished Business
8. New Business / Suggestions for Future Agenda
9. Announcements / Board Round Table
10. Adjournment

**Section 4. Annual Meeting:** The annual meeting at which the Board names officers shall be held at the time of the regular January meeting.

**Section 5. Special Meetings:** Special meetings may be called by the president, or at the written request of five (5) trustees, for the transaction of business in accord with the Louisiana Open Meetings Law as stated in the call for such meeting. A notice of the meeting shall be given to each Board trustee not less than two (2) days before the meeting, provided that in case of extraordinary emergency, such notice shall not be required; however, the Board shall give such notice of the meeting as it deems appropriate and circumstances permit.

**Section 6. Member of the Public:** Members of the public shall be given the opportunity for public comment on each item on the agenda subject to reasonable rules, regulations, and restrictions as adopted by the Board. (This provision is taken from R.S. 42:14) The Board has adopted a [Public Comment Policy](#) that includes procedures for public comment.

**Section 7. Voting:** Voting shall be in accord with the Louisiana Open Meetings Law and any other applicable law.

## **Article VI Officers and their Duties**

**Section 1. Enumeration of Offices:** The fundamental offices to maintain the Board function shall be the office of president, vice-president, and secretary-treasurer. The executive director, as an *ex-officio* member of the Board, shall serve the board as secretary-treasurer, and may call upon key staff to assist.

**Section 2. Term:** Officers shall hold office for one (1) year unless the officer resigns sooner, is removed, or otherwise becomes disqualified to serve. A president or vice-president may be re-elected to serve additional terms.

**Section 3. Resignation:** Any officer who chooses to resign should do so by giving written notice to the Board. Resignations take effect on the date of receipt of such notice or at any later time specified.

**Section 4. Removal of Officers:** Officers may be removed by a majority vote of the entire Board for just cause in accord with law. Though “just cause” has not been defined by law, it is loosely interpreted as conduct that “impairs the efficiency of the public service and bears a real and substantial relation to efficient and orderly operation of the public service.” (AG Opinion 80-1594-A; R.S. 25:215; Added by Acts 1990, No. 405, Section 1; Standards for Louisiana Public Libraries 1995, page 2.)

**Section 5. Vacancies:** Vacancies of office shall be filled in the manner prescribed by law. Reappointment to the Board of Control is conditional upon the Trustee agreeing to serve as President or Vice President if asked by the Nominating Committee.

**Section 6. Duties:** Duties of the Board officers shall be as follows:

(a) President:

- (a.1) presides at all meetings and maintains order, and generally performs the duties of a head official;
- (a.2) appoints members to committees as needed;
- (a.3) authorizes the calls for meetings;
- (a.4) sees that orders and resolutions of the Board are carried out;
- (a.5) signs documents as necessary;
- (a.6) serves as the official spokesperson for the Board, or appoints a replacement spokesperson;
- (a.7) serves as the Board’s liaison to the executive director on a day-to-day basis, as “first among equals” of the trustees;
- (a.8) serves as an *ex-officio* member of all committees, except the nominating committee;
- (a.9) assumes any other duties that may be imposed by the Board.

(b) Vice-president: The vice-president presides in the absence of the president and exercises the president’s functions; and may, upon the request of the president, take over any duties he/she is unable to perform.

(c) Secretary-Treasurer (Executive Director):

- (c.1) prepares appropriate financial records and reports on the financial status of the library at each regular Board meeting;
- (c.2) prepares a monthly statement of income and expenditures, which is to be given to each trustee;
- (c.3) prepares an annual budget and statement of income and expenditures to be provided to each trustee;
- (c.4) signs requisitions and approves bills for processing thru the police jury accounting department, observing standard and sound accounting procedures as mutually agreed;
- (c.5) maintains a record of the proceedings of all Board and committee meetings, and has general custody of the minutes and other records of the Board;
- (c.6) calls the meeting to order in the absence of the president or vice-president (the first item of business being the election of an acting president at that meeting);
- (c.7) signs documents with the president as necessary;
- (c.8) issues notices of all meetings and ensures compliance with the Louisiana Open Meetings Law;

- (c.9) upon consultation with the president, prepares the agenda for all meetings;
- (c.10) upon authorization of the president, notifies the appointing bodies of any vacancies to the Board;
- (c.11) keeps the Board informed of matters, occurrences, etc. in or about the library that require their knowledge.
- (c.12) any correspondence coming from the public to the Board will be forwarded to the executive director, as secretary of the board. If there is anything that cannot be resolved, she will forward it to the board president who will make the decision whether or not to bring the correspondence to the full board.
- (c.13) the secretary and president receive all email sent to boardofcontrol@calcasieulibrary.org.

## **Article VII The Executive Director**

**Section 1. *Employment:*** The Board selects the executive director under criteria governed by Louisiana library law and certification requirements of the State Board of Library Examiners. The executive director serves strictly at the pleasure of the Board. The Board is responsible for annual evaluation and goal- setting for the executive director, with an annual report made to the Board by the personnel committee.

**Section 2. *Administration:*** The executive director is the chief executive officer of the library, with sole responsibility for the administration of the library, and is charged with carrying out the policies adopted by the Board of Control.

**Section 3. *Primary Duties:*** The executive director is held responsible for the care of the buildings, grounds and equipment, for the employment and administration of the staff, for the efficiency and effectiveness of the library's services, for the operations of the library, and for the expenditures authorized by the annual budget.

**Section 4. *Meetings:*** The executive director shall attend all Board meetings, except in cases of executive session when the executive director may be asked to retire from the meeting and a trustee is appointed to temporarily act as secretary.

## **Article VIII Committees**

**Section 1. *Standing Committees:*** The president shall, after election, appoint members to serve on standing committees, and a chairperson for each. The chairperson shall be responsible for the completion of the objectives assigned to the committee, and shall be responsible to report to the Board. The executive director shall act as secretary to each committee. Standing committees of the Board are as follows:

- (a) **Personnel Committee:** This committee deals with matters that relate to library employees, including classification and pay plan, annual budget pay raises, and personnel policies. However, hiring and dismissal of employees for valid reasons are functions of the executive director, who is also the ultimate authority for handling of employee grievances. Annual evaluation and establishment of general goals for the executive director are functions of the committee.

- (b) Finance Committee: This committee reviews the annual budget proposed by the executive director and administrative staff. The committee may accept the proposed budget or recommend changes, prior to Board action. The finance committee may ask the executive director to confer with and invite parish finance staff to brief and advise the Board from time to time. Major budget adjustments or new projects requiring substantial outlays would be reviewed by this committee before recommendation to the Board.
- (c) Buildings and Properties Committee: This committee is concerned with the physical facilities, their condition and operations. Major repairs or renovations of library outlets, including vehicles, would be considered by this committee before review by the Board.
- (d) Library Services, Resources, and Policies Committee: This committee receives reports from staff on the collections, technology, and program resources of the library, in order to provide Board oversight of the library mission in relationship to the citizens and communities served. It thereby serves to make recommendations to the whole Board about library service needs, adequacy, and development. This committee is also responsible for the regular review, modification, deletion or addition of library policies for consideration and approval by the Board of Control.

**Section 2. *Ad-hoc Special Committees:*** Special committees for the study and investigation of specific problems or for the performance of specially assigned tasks may be appointed by the Board president. All special committees shall have a chairperson appointed by the president; the chairperson shall be responsible for the completion of the objectives assigned to the committee. By-laws committee and nominating committee are two special committees that are ad-hoc in nature.

**Section 3. *Term of Office:*** Each member of a committee shall serve for one year until the next annual meeting of the Board and until a successor is appointed by the Board president, unless the committee is sooner dissolved.

**Section 4. *Vacancies:*** Vacancies in the membership of committees will be filled by the Board president.

## **Article IX Miscellaneous Provisions**

**Section 1. *Indemnification:*** Unless otherwise prohibited by law, the library may indemnify any trustee or officer, and may by resolution of the Board of Control indemnify any employees, against any and all expenses and liabilities incurred by him or her in connection with any claim, action, suit, or proceeding to which he or she is made a party by reason of being a trustee or officer, or employee. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of criminal offense or liable to the library for damages arising out of his or her own gross negligence in the performance of a duty to the library.

**Section 2. *Limitation of Liability:*** Trustees shall not be individually liable for any act or omission resulting in damage or injury, arising out of the exercise of his or her judgment in the formation and implementation of policy while in office, provided he or she was acting in good faith and within the scope of his or her official functions and duties, unless the damage or injury was caused by his or her willful or want misconduct. (R.S. 9:2792.4, Added by Acts 1987, No. 667, Section 1. Amended by Acts 1988, No. 734, Section1)

**Section 3. Code of Governmental Ethics:** Trustees shall be governed by the State of Louisiana Code of Governmental Ethics. (R.S. 1950, Title 42, Chapter 15, Amended through regular session of 1980)

**Section 4. Conflict of Interest:** In the event that any trustee has a conflict of interest that might properly limit such trustee's fair and impartial participation in Board deliberations or decisions, such trustee shall inform the Board as to the circumstances of such conflict. If those circumstances require the nonparticipation of the affected trustee, the Board may nonetheless request from the trustee any appropriate non-confidential information that might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any personal interest, or any transaction in which a trustee is unable to exercise impartial judgment or otherwise act in the best interests of the library.

No trustee shall cast a vote, nor take part in the final deliberation in any matter in which he or she, members of his or her immediate family, or any organization to which such trustee has allegiance, has a personal interest that may be seen as competing with the interest of the library. Any trustee who believes that he or she may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any trustee has a conflict of interest in any matter. The minutes of the Board meeting shall reflect disclosure of any conflict of interest and the recusal of the interested trustee.

#### **Article X Parliamentary Authority**

As to matters addressed by these by-laws, the latest edition of Robert's Rules of Order shall be the Board's parliamentary authority.

#### **Article XI Amendments to the By-Laws**

Any proposed amendments of these by-laws shall be furnished to the Board at least 30 days in advance of the meeting at which the amendment is to be considered. A two-thirds vote of the members present in favor of the amendment shall be required for the adoption of the amendment.

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