

**SALT LAKE CITY PUBLIC LIBRARY
BOARD OF DIRECTORS**

BYLAWS

Amended June 24, 2013

Article I: Library Board of Directors

Section 1: This organization shall be called the "Salt Lake City Public Library Board of Directors" (the "Board"). The Board is created pursuant to Utah Code Annotated §9-7-401 through 9-7-410 and shall exercise the powers and assume the responsibilities delegated to it under those statutes.

Section 2: In accordance with Utah Code Annotated §9-7-402,

1. The city governing body shall appoint a Library Board of Directors. The Board shall consist of not less than five members and not more than nine members chosen from the citizens of the city and based upon their fitness for the office. Additionally, in choosing members, consideration should be given to the City's diversity and representation from City Council Districts.
2. Only one member of the city governing body may be, at any one time, a member of the Board.
3. Each member of the Board shall serve without compensation, but their actual and necessary expenses incurred in the performance of their official duties may be paid from library funds.

Section 3: In accordance with Utah Code Annotated §9-7-403,

1. Members of the Board shall be appointed for three-year terms or until their successors are appointed. Before the first day of July of each year, the governing body of Salt Lake City shall appoint new Board members to take the place of the retiring members.
2. Members of the Board shall serve no more than two full terms in succession.
3. Vacancies on the Board occasioned by removals, resignations, or other reasons shall be filled for the unexpired term in the same manner as original appointments.

4. The members of the Board shall annually select a chairperson and other officers.
5. The Board may recommend to the governing body of Salt Lake City that a Board member be removed from the Board for misconduct or neglect of duty. Board members who fail to attend three consecutive Board meetings without excuse may, at the discretion of the Board, be deemed to have neglected their duty.

Section 4: In accordance with Utah Code Annotated §9-7-404,

1. The Board may, with the approval of the governing body of Salt Lake City,
 - a) Have control of the expenditure of the library fund, of construction, lease, or sale of library buildings and land, and of the operation and care of the Library; and,
 - b) Purchase, lease, or sell land, and purchase, lease, erect, or sell buildings for the benefit of the Library.
2. The Board shall:
 - a) Maintain and care for the Library;
 - b) Establish policies for its operation; and
 - c) In general, carry out the spirit and intent of the provisions of this part.

Section 5: In accordance with Utah Code Annotated §9-7-405,

1. The Board shall make rules and regulations for the governing of the Library.
2. The Library shall be free to the use of the inhabitants of the city, subject to the rules adopted by the Board. The Board may exclude from the use of the Library any person who willfully violates these rules. The Board may extend the privileges and use of the Library to persons residing outside of the city upon terms and conditions it may prescribe by rule.

Article II: Officers

Section 1: The officers of the Board shall be a Chairperson (referred to hereafter as the "President"), a Vice President, and a Secretary. Officers shall be elected at the annual meeting.

Section 2: The President shall appoint a Nominating Committee two months before the annual meeting. The Nominating Committee shall present a slate of officers at the annual meeting, but additional nominations may be made from the floor. If two or more Board members have been nominated for one office, voting for the officers shall be by secret ballot.

Section 3: Officers shall serve a term of one year from the annual meeting at which they are elected or until their successors are duly elected. No member of the Board may hold the same office for more than two successive years. Notwithstanding the foregoing, a sitting officer may be reelected as President for a third term of office if the Board first determines that:

1. It is in the best interests of the Library to reelect the sitting President;
or
2. The Board, by two-thirds majority of its current members, chooses to allow the sitting President to serve a third term in that office. A member not in attendance at a meeting at which a vote is held for a sitting President to serve a third term may participate in the vote by telephone or may submit his or her vote in advance of the meeting by email or other acceptable electronic means.

Section 4: The President shall preside at all Board meetings, shall authorize calls for any special meetings, shall appoint all committees and their chairs and vice chairs, shall execute all documents authorized by the Board, and shall generally perform all duties associated with the office of President. The President shall serve as an ex officio voting member of all Board committees except the Nominating Committee. The President may, however, appoint the Vice President or another Board member to serve as the President's substitute on those committees. With the assistance of the library staff, the President shall be responsible for preparing an annual report about the condition and operation of the Library, including a financial statement, and submitting this annual report to the governing body of Salt Lake City, as required by Utah Code Annotated §9-7-406. The President shall also, with the assistance of the library staff, prepare and submit an annual report to the State Library Board, as required by Utah Code Annotated §9-7-406.

Section 5: The Vice President shall assume and perform the duties and functions of the President in the event of the President's absence, disability, or resignation. The Vice President shall be responsible for orienting new Board members about Board bylaws and procedures; instructing them about library operations and policies and suggesting continuing education opportunities.

Section 6: The Secretary shall ensure that true and accurate minutes are kept and sent promptly to all Board members. The Secretary shall also ensure that Board members receive notices of all regular and special meetings and shall perform such other duties as are generally associated with the office of Secretary. The Library may select an assistant from the library staff to help the Secretary in the performance of these duties.

Section 7: If the office of Vice President or Secretary is vacated, the Board shall elect a Vice President or Secretary at the next regular Board meeting.

Article III: Board Meetings

Section 1: Regular meetings of the Board shall be held each month at such time and place established by the Board at its annual meeting or as the Board shall from time to time determine. The Secretary or the Secretary's assistant shall send each Board member a written notice of all Board meetings at least ten days before the meeting.

Section 2: The annual meeting, which shall be for the purpose of electing new officers, shall be held in June of each year.

Section 3: The agenda for Board meetings shall be drawn up by the Library Director in consultation with the President. The order of business for regular meetings shall include, but is not limited to, the following items:

- a) Roll call of Board members
- b) Disposition of minutes of previous meeting(s)
- c) Correspondence and communications
- d) Discussion with public or employee visitors
- e) Library Director's report
- f) Standing committee reports
- g) Special committee reports
- h) Unfinished business
- i) New business
- j) Adjournment

Section 4: The Secretary may call a special meeting at the direction of the President or at the request of any three members of the Board upon no less than twenty-four hours' notice to the other Board members. The Board may conduct a special meeting by means of a conference telephone call or similar communications equipment by which all persons participating can hear each other at the same time, and participation by such means shall constitute presence in person at such meeting. All such telephone

meetings shall allow for public access, however, and shall otherwise comply with the requirements of the Utah Open and Public Meetings Act.

Section 5: A quorum for the transaction of business at any Board meeting shall consist of a majority of the appointed Board members. An affirmative vote of a quorum 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 6: The proceedings of all Board meetings shall be governed by Robert's Rules of Order, Revised.

Article IV: Committees

Section 1: In addition to the Nominating Committee, the President shall appoint an Executive Committee and a Finance/Buildings and Grounds Committee, and such other committees as the Board from time to time may establish. A committee shall be considered to be dissolved upon expiration of the President's term of office. Each committee shall consist of at least three members unless the number of members currently serving on the Board makes this impractical.

a) The Executive Committee shall be concerned with library policies, personnel, and services and shall conduct the annual evaluation of the Library Director.

b) The Finance/Buildings and Grounds Committee shall be concerned with all financial matters of the Library, including monthly financial reports, bills and accounts payable, insurance, yearly budgets and the annual audit. Regarding Buildings and Grounds matters, the Committee shall be concerned with maintenance of library property, the purchase and maintenance of library equipment, and with new building projects.

Section 2: Each committee should meet at least quarterly and make periodic progress reports to the Board. In lieu of separate committee meetings, the Board may, if it chooses, conduct committee business in the course of its regular Board meetings.

Section 3: No committee shall have anything other than advisory powers unless the Board, acting in accordance with these bylaws, grants the committee specific power to act on behalf of the Board.

Article V: Gifts Donated to the Library

Section 1: In accordance with Utah Code Annotated §9-7-408,

The Board shall hold and be considered the trustee of any money, personal property, or real estate donated to the Library and accepted by the Board pursuant to these bylaws or library policies. To further its goals of serving the public and fostering positive donor relations, the Board welcomes gifts from private sources when those gifts comply with library guidelines and library policies.

- Section 2: The Board recognizes that the future may present new and unforeseen opportunities for gift-giving. For this reason, library guidelines and policies should not be construed as inflexible, except as otherwise provided by law. Instead, the Board simply intends to establish general guidelines for the prudent management of library resources.

Article VI: Library Director and Library Staff

- Section 1: In accordance with Utah Code Annotated §9-7-407, The Board shall appoint a professionally qualified Library Director, who shall be the executive officer for the Board, and who shall perform such administrative duties and receive such compensation as the Board shall direct, fix, and determine. The Library Director shall act on behalf of the Board under its review and direction. The Library Director serves at the pleasure of the Board.
- Section 2: The Library Director shall have the authority to hire, promote, discipline, and dismiss library employees, shall specify the duties of such employees, and shall be responsible for the proper direction and supervision of library employees. In the event of a grievance, the Board will follow and respect the Grievance Procedure outlined in the Employee Handbook.
- Section 3: The Library Director shall be responsible for the care and maintenance of library properties, for an adequate and proper selection of books and materials in keeping with the stated policy of the Board, for the provision of efficient library service to the public, for the regulation of the public's use of library facilities, and for the management of the Library's financial operations within the limitations of the budgeted appropriations.
- Section 4: In the event of the Library Director's absence or illness, the Board shall designate an acting director to fill the Library Director's position on a temporary basis.

Article VII: General Provisions

- Section 1: These bylaws may be amended by a quorum of the Board at any regular meeting provided that written notice of the proposed amendment shall

have been mailed to all Board members at least ten days before the meeting at which such action is proposed to be taken.

- Section 2: All checks, drafts, and orders for payment of money shall be signed in the name of the Board and shall be countersigned by such officers or agents as the Board shall from time to time designate for that purpose.
- Section 3: The Board shall have the power to designate the officers and agents who shall have the authority to execute any instrument on behalf of the Board. If the Board authorizes the execution of any contract, conveyance, or other instrument without specifying which officers should sign the document, the President or Vice President and the Secretary may execute the instrument on behalf of the Board.
- Section 4: Any rule or resolution of the Board, whether contained in these bylaws or not, may be suspended temporarily in connection with the business at hand, but such suspension shall be valid only if it is approved at a meeting attended by at least two-thirds of the Board and the suspension is approved by at least two-thirds of those Board members present.
- Section 5: In accordance with the Utah Open and Public Meetings Act, Board meetings shall generally be open to the public, and minutes of such meetings shall be available for public inspection. The Library notifies the media about Board meetings and shall post proper notices on the library bulletin board about upcoming Board meetings. In the spirit of the Open and Public Meetings Act, the Board encourages individuals to share their concerns or suggestions about the Library with the Board, either in writing, or schedules permitting, during regular Board meetings. In the case of written comments, the Board requests individuals provide their names and addresses so the Board may make a formal response to all such 8 comments. All records of the Board shall be open for inspection during regular business hours, except as provided by law.
- Section 6: The Board shall purchase and maintain liability insurance insuring the members of the Board against liability asserted against them or incurred by them in their capacity as Board members or arising from their status as Board members. The Board and the Library recognize that the Board members serve as unpaid volunteers, and that the Board, acting on behalf of the Library, shall indemnify and pay for the legal defense of each Board member to the fullest extent permitted by law, provided that the Board member did not act maliciously or in bad faith.