

BOARD POLICIES

BYLAWS OF THE BOARD

Approved: November 30, 1972

Revised: January 21, 1981; October 30, 1996; December 7, 2011; September 26, 2012; December 9, 2015; December 8, 2021

Article 1. The Library

A. Mission.

To cultivate meaningful connections by providing information, inspiration, and a welcoming place for contemplation and community.

B. Legal Status.

The Library is an independent school district public library established pursuant to Chapter 3375 of the Ohio Revised Code. The Library as a legal entity may acquire or convey property, contract, sue or be sued, or perform any other act authorized or permitted by law, on its own behalf and in its official name “Rocky River Public Library.”

C. Address.

All notices and other communications to the Library Board required or appropriate under these regulations shall be in writing and may be personally delivered or deposited in the United States mails, postage prepaid, addressed to the Library at 1600 Hampton Road, Rocky River, Ohio 44116, attention of the Library Board or an officer or trustee of the Board.

Article 2. Board of Library Trustees

A. Number of Trustees.

The Library shall be under the control and management of a Board of Library Trustees (“Board”) consisting of seven members, each of whom shall be appointed by the Rocky River Board of Education.

B. Term of Office.

In accordance with the Ohio Revised Code, the term of office of each trustee shall be seven years, arranged in such manner that the term of office of one member of the Board shall expire on the first day of July in each year.

C. Composition of Board.

A majority of the trustees shall be qualified electors of the Rocky River School District in accordance with O.R.C. §3375.15. No one shall be eligible for membership on the Board who within one year prior to the proposed date of his or her appointment served as a member of the Rocky River Board of Education, or who holds any other office or position incompatible with the office of library trustee. To ensure the effective administration of Library affairs, the Board may informally consult with members of the Rocky River City School District's Board of Education, the appointing authority, about a Board vacancy.

D. Place of Meetings.

Unless agreed to the contrary by a majority of the trustees, all meetings of the Board shall be held at the Library.

E. Quorum and Voting.

Four trustees shall constitute a quorum at all meetings of the Board. Each trustee shall be entitled to cast one vote on each matter properly submitted to the trustees for their vote in a meeting at which a quorum is present. The affirmative vote of a majority of the trustees attending said meeting shall be determinative as to each matter so submitted, unless a greater number of votes is required by law. Attendance and participation at meetings is essential to the deliberations of and effective transaction of business by the Board, and trustees shall make their best effort to attend all meetings.

F. Meetings and Notices.

The following regulations shall govern all meetings of the Board:

1. Regular Meetings.

Regular meetings of the Board shall be held on such day and at such time as the Board shall establish. Notice of the time and place of each regular Board Meeting shall be posted in the Library and on the Library's website at least 24 hours before a meeting. Meetings shall be open to the public. The Board shall follow the requirements of the O.R.C. §121.22 (Sunshine Act). Trustees upon their request, may join in a Board meeting by electronic or telephonic means but they may not vote or count for a quorum at the meeting. No notice of regular meetings shall be required or given to the trustees, but any other person upon request may obtain via email reasonable advance notification of any Board meetings. An agenda for an impending meeting,

together with a copy of the minutes of the preceding meeting, will be mailed or transmitted by electronic means to each trustee approximately five (5) days prior to the date established for such impending meeting. Failure to provide said agenda or minutes shall not constitute an objection to holding such meeting. The business at the regular meetings of the Board shall include (but not be limited to) the following:

- a. Call to Order
- b. Approval of Minutes
- c. Report of Library Director
- d. Financial Report
- e. Report of Standing Committees
- f. Unfinished Business
- g. New Business
- h. Adjournment

2. Organizational Meetings.

Annually, at the regular monthly meeting of the Board in January, the Board shall elect a President, Vice President, and Secretary from its membership and appoint and fix the compensation of a Fiscal Officer who may or may not be a member of the Board and transact all other business properly submitted to the meeting. The Board may utilize a nominating committee to recommend a slate of officers.

3. Special Meetings.

Special meetings of the Board may be called by the President or by any two trustees. Public notice of the time, place, and purpose of any special meeting shall be posted at least 24 hours in advance in the Library, on the Library's website, and issued via email to any person previously requesting advance notification of all Board meetings. Except for emergency situations, at least two (2) days notice of the date, time, and purpose of such special meeting should be given to each trustee, but any business transacted at such meeting shall not be invalidated for want of notice if all the trustees waive such notice or consent to holding such meeting, either before or after it is held, or if all the trustees attend such meeting. The business conducted at any special meeting of the Board shall be limited to the business for which such meeting was called.

4. Emergency meetings

In the event of an emergency requiring immediate official action, the President, Vice President or Secretary may call an emergency meeting. The trustee or trustees calling the meeting shall notify anyone that has requested notification immediately of the time, place, and purpose of the meeting via email.

5. *Public Participation at Meetings.*

The Board of Trustees welcomes public input on the public business that is to be discussed at its public meetings and recognizes both the importance of public comment on issues before the Board and the ability of members of the community to express their views on matters of interest to the Library.

The Board is committed to conducting its meetings in a civil, orderly, efficient, and productive manner designed to allow the Board's regular agenda to be completed in a reasonable period of time while allowing a fair and adequate opportunity for public input to be considered. Accordingly, public participation at regular monthly Board meetings will be governed by the following principles:

- Public participation at Board meetings is limited to the public comment portion of the meetings as indicated in the agenda. At all other times during a Board meeting, the audience will not be recognized by the Board unless specifically requested to do so by the President of the Board or other presiding officer.
- Persons wishing to personally address the Board must be physically present and register their names and topic on the sign-in sheet, which will be provided at the meetings. Speakers must fill out the sign-in sheet before they will be recognized.
- Any person seeking reasonable accommodations – such as for a disability or language assistance – should make the request in advance. The Library will provide a reasonable accommodation to allow the individual to participate.
- Each person addressing the Board is limited to two (2) minutes. This time limit may be extended in the sole discretion of the President of the Board or other presiding officer.
- Persons addressing the Board are expected to observe a level of civility and decorum appropriate for a public meeting, and refrain from vulgar, profane, or harassing remarks. The President of the Board or other presiding officer may terminate any presentation deemed not to adhere to these standards.

Members of the public attending Board meetings shall always conduct themselves appropriately and are prohibited from engaging in any conduct that is disruptive or distracting, that substantially and unreasonably interferes with the business of the Library, or that interferes with the safe and orderly use, operation, or administration of the meeting of the Board of Trustees. Members of the public are prohibited from displaying signs, posters, banners, placards and similar items during meetings of the Board. **Failure to adhere to these principles may result in removal from the meeting.**

G. Participation

- Trustees shall place a high priority on preparing for and attending Board meetings.

- Trustees shall participate actively in Board committees, projects, and efforts to raise funds for the Library by tax levy or otherwise, and shall be willing to serve in leadership positions.
- Trustees shall contribute financial support to the Library via the Library's Foundation and/or other Library support groups.

H. Resignation or Removal

A trustee may resign from the Board at any time by submitting a written letter of resignation, which shall take effect upon receipt by any executive officer unless a later date is specified therein.

The Board, by majority vote of the entire Board, may request that the appointing authority, the Rocky River School District Board of Education, remove a trustee from office for the following grounds:

1. Failure by said trustee to attend three regular meetings of the Board in any one calendar year, or a minimum of eight out of eleven meetings;
2. Commission or omission of any act by said trustee which reflects public disfavor upon said trustee and upon the Board; or
3. Other good cause as determined by a majority of the entire Board.

I. Compensation

Trustees shall not receive any compensation for their services. Trustees will always act in the best interest of the Library and will act in accordance with the Board Policy on Trustee Ethics and Expectations as adopted or amended by the Board.

Article 3. Board Committees

A. Standing Committees.

There shall be four (4) standing committees of the Board, namely: Finance Committee; Audit Committee; Personnel Committee; and Buildings and Grounds Committee. Each standing committee shall consist of not less than two (2) trustees appointed by the President. The President shall be an ex-officio member of all committees. One member of each committee shall be designated chair of such committee by the President with the consent of the Board. Any report or recommendation of a committee to the Board shall be advisory only. Unless otherwise requested by the Board, reports of and recommendations of each standing committee shall be presented to the Board by the chair, in such detail and accompanied by such

documentation and exhibits as may be requested by the Board. Standing committees shall have these general functions:

1. Finance Committee.

The Finance Committee shall have general jurisdiction over all Library financial and budget matters. The Finance Committee shall have the authority to establish appropriate oversight and reporting mechanisms for receipt and disbursement of all library funds. The Finance Committee shall have such additional duties and perform such other functions as the Board may lawfully delegate to it from time to time.

2. Audit Committee.

The Audit Committee shall have responsibility to review the results of any audit of the library that contains any deficiencies or management comments and to recommend to the Board any appropriate responsive action. The Audit Committee shall consist of the current members of the Finance Committee, the Fiscal Officer, the Library Director and one public member, appointed by the Board President, who is a resident of Rocky River and not employed by the library. The Audit Committee may also meet in response to a request from the Board. The Audit Committee shall have such additional duties and perform such other functions as the Board may lawfully delegate to it from time to time.

3. Personnel Committee.

The Personnel Committee shall have jurisdiction over library personnel matters, including any matters that are brought to it for advice and input by the Library Director, and shall be responsible for managing Board supervision and evaluation of the Library Director and Fiscal Officer. The Personnel Committee shall have such additional duties and perform such other functions as the Board may lawfully delegate to it from time to time.

4. Building and Grounds Committee.

The Building and Grounds Committee shall have general jurisdiction over matters concerning acquisition, construction, maintenance and protection of the Library's building, equipment, and grounds. The Building and Grounds Committee shall have such additional duties and perform such other functions as the Board may lawfully delegate to it from time to time.

5. Special Committees.

The Board may create and define the duties of special (ad hoc) committees consisting of not less than two trustees appointed by the President, one of whom shall be designated as chair thereof by the President. Special committees are appointed, as a need arises, to carry out one

or more specific tasks. Each such committee shall exist at the pleasure of the Board and shall be subject to the supervision and control of the Board.

B. Committee meetings.

Board committee meetings shall comply with the requirements of O.R.C. §121.22. Public notice of the time and place of a committee meeting shall be posted in the Library and on the Library's website at least 24 hours in advance. Reasonable courtesy notice of committee meetings shall be given by electronic means by the chair of the committee to all trustees. Committee members, upon their request, may join in a committee meeting by electronic or telephonic means but they may not vote or count for a quorum at the meeting. No written agenda is necessary for Board committee meetings.

C. Service on the Rocky River Public Library Foundation Board.

According to the Articles of Incorporation of the Rocky River Public Library Foundation, not more than two members from the Board of the Rocky River Public Library shall be a member of the Rocky River Public Library Foundation Board. The President of the Library Board will appoint one Library Board member to serve on the Foundation Board for a one year term. All members of the Library Board are expected to serve a one year term on the Foundation Board during each seven year term they serve on the Library Board.

Article 4. Officers

A. Executive Officers.

The executive officers of the Board shall consist of a President, a Vice President, and a Secretary, each of whom shall be elected at the annual organizational meeting of the Board and shall serve for a term of one year. No trustee shall hold more than one executive office at the same time. The executive officers shall have these powers and duties:

1. President.

The President shall be the chief executive officer of the Board, and shall: preside at all meetings of the Board; sign the minutes of such meetings; appoint the members and designate the chairs of all committees of the Board; sign instruments on behalf of the Library in accordance with law and these bylaws; represent the Board in official or ceremonial functions; and undertake such additional duties and perform such other functions as the Board may lawfully delegate to him or her from time to time.

2. Vice President.

The Vice President shall exercise the powers and perform the duties of the President in the absence or disability of the President and shall undertake such additional duties and perform such other functions as the Board may lawfully delegate to him or her from time to time.

3. Secretary.

The Secretary shall supervise the recording and transcription of all proceedings of the Board and, to the extent ordered by the Board, proceedings of committees of the Board; shall have responsibility for preservation of the Board's official records; shall attest to the signatures and authority of executive officers of the Board and administrative officers of the Library when required; and shall undertake such additional duties and perform such other functions as the Board may lawfully delegate to him or her from time to time.

B. Administrative Officers.

The administrative officers of the Library shall consist of a Library Director and a Fiscal Officer, who shall have the authority and duties set forth below:

1. Library Director.

The Library Director shall be the chief administrative officer and librarian of the Library. The Director shall be appointed by the Board and shall serve at its discretion and at such remuneration as they may mutually agree. Subject to the direction and control of the Board and in the absence of any express limitation adopted by resolution of the Board, the Director shall have authority and discretion in, and be responsible to the Board for, performance of those duties and responsibilities set forth in the Board-approved job description for Library Director, as the same may be amended from time to time. Unless excused, the Director shall attend all meetings of the Board and, at the regular meetings of the Board, shall submit a report of the management and operation of the Library in the interval from the last report, and any significant occurrence or change of status in matters affecting the Library or any of its properties. In all meetings of the Board, the Director shall freely impart all information to aid the trustees in their deliberations and, upon request, render a professional opinion and recommendation to assist the Board in acting in the best interest of the Library. The Director shall undertake such additional duties and perform such other functions as the Board may determine from time to time.

2. Fiscal Officer.

The Fiscal Officer shall be treasurer of Library funds. The Fiscal Officer shall be appointed by the Board at its annual organizational meeting and shall serve for a term of one year at the compensation established by the Board at said meetings. Before commencing duties, the Fiscal Officer shall execute a bond payable to the Board in an amount with surety to be approved by the Board, and conditioned for the full and faithful performance of the official duties required

of him or her. The Fiscal Officer shall have the authority and perform the duties conferred or imposed upon the position by law and, in amplification thereof or in addition thereto, those duties and responsibilities set forth in the Board-approved job description for Fiscal Officer, as the same may be amended from time to time, together with such additional duties and functions as the Board may lawfully delegate to him or her from time to time. At the expiration of the Fiscal Officer's term of office, the Fiscal Officer shall produce all moneys, bonds, or other securities in his or her hands which shall be counted by the Board, by the Finance Committee, or by a representative of the auditor of State.

3. Other Administrative Officers.

The Board may appoint, define the duties and fix the compensation of any other administrative officer deemed necessary for the proper and efficient operation of the Library.

C. Vacancies.

Unless otherwise provided by contract or by law, all administrative officers appointed or elected by the trustees, whether for a specified term or otherwise, may resign or may be removed at any time by the Board whenever in its judgment the interest of the Library will be served thereby. The Board shall have authority to fill any vacancy in office occurring for any reason whatsoever.

D. Delegation of Powers.

In case of the absence of any administrative officer or for any other reason which the trustees deem sufficient, the trustees may delegate the powers and duties of such officer to any other administrative officer or to any trustee, provided that a majority of the entire Board concurs and that delegating said powers and duties to such administrative officer or trustee is not prohibited by law.

Article 5. Execution of Instruments

The President shall sign all contracts or other agreements, in the usual course of business or authorized by the Board, which require the signature of an Executive Officer of the Library. The President may, when it is deemed necessary, designate another Executive Officer to sign a contract or agreement on behalf of the Library.

Article 6. Rules of Order

The Bylaws shall take precedence in the actions of the Board. The rules contained in the latest edition of Robert's Rules of Order shall govern the Board in cases not covered by the Bylaws.

Article 7. Amendments

These bylaws may be amended from time to time in any respect consistent with law by the affirmative vote of a majority of the entire Board.