

BY-LAWS
OF THE BOARD OF TRUSTEES OF CUYAHOGA COUNTY PUBLIC LIBRARY
Revised November 2010

ARTICLE I:

- **Name**

The name of this body shall be the Board of Trustees of Cuyahoga County Public Library. The Board shall be organized under Section 3375.22 of the Ohio Revised Code, and shall derive its powers from Section 3375.40, and other relative sections of the Ohio Revised Code (ORC).

ARTICLE II:

- **Officers**

The officers of this Board shall be President, Vice President and Secretary, elected from among the Board's membership at the Board's annual meeting in January. Each officer shall serve a one-year term or until the Board's next subsequent annual meeting, or until successor officers are elected and duly qualified. (ORC 3.01 and ORC 3375.32).

- **Nominating Committee:**

No later than the regular Board Meeting in November, the President shall appoint a Nominating Committee to propose a slate of candidates to serve as officers for the following year. Similarly, whenever an office, or offices, become(s) vacant, the President or other presiding officer shall appoint a Nominating Committee to propose candidates for such vacant office(s). The Nominating Committee shall report its nominations in writing to the Board no later than 10 days before the meeting at which the elections are to take place. Such notice may be conveyed by Internet e-mail, telephone or transmitted by facsimile reproduction or by personal delivery. Notice by mail shall be deemed accomplished upon mailing. The committee shall nominate not more than two candidates for each office.

- **Nominations from the Floor**

At the election of any officer(s), any member may nominate any other member from the floor. Such nominations shall not require seconds.

- **Officers Elected by Majority Vote**

Officers shall be elected by a majority vote of those members present. In the event that an election shall be inconclusive, the Presiding Officer shall declare the office(s) vacant pending a decisive election. Pending a decisive election, an incumbent officer, whose

term has expired, may continue to serve in the interim until a successor is elected and duly qualified.

- **Election First Order of Business**

An election to fill a vacant office shall be the first order of business at each meeting of the Board of Trustees until the office shall have been filled provided, however, that the members of the Board of Trustees shall have been given at least 10 days written notice of the election.

- **President**

The President shall preside at all meetings of the Board of Trustees, shall, in consultation with the Executive Director, determine the agenda for each meeting, and shall, with the consent of the Board Members, determine the order of business. The President shall sign with the Secretary the minutes of each Board Meeting. The President shall appoint all committees and committee chairpersons, and shall serve as a voting member of each committee. The President shall execute, on behalf of the Board of Trustees and, when approved by it, all such instruments of conveyance, assignment, transfer, contract, indebtedness or lease as, in order to be effective, must be executed by an officer or member of the Board of Trustees other than or in addition to the Fiscal Officer and all written reports, applications, and statements which law or governmental regulations require to be executed and filed on behalf of the Board of Trustees by an officer or member of the Board of Trustees other than or in addition to the Fiscal Officer or Executive Director.

- **Vice President**

The Vice President shall assume and perform the duties and functions of the President in the event of the absence or disability of the President, or vacancy in that office.

- **Secretary**

The Secretary shall keep or have kept a true and accurate record of all Board of Trustees meetings and shall perform such other duties as are generally associated with that office.

- **Vacancy in an Office**

In the case of a vacancy in any Board office, a new officer shall be elected in accordance with these By-Laws.

- **Tenure of Office**

No person shall be elected more than three times to any one office nor be elected twice to an office in which they have served an unexpired term of another member for more than

seven (7) months. However, such Board member may be elected again after being out of that office for one year or more.

- **Fiscal Officer and Deputy Fiscal Officer**

The Library's Finance Director and Assistant Finance Director shall be appointed to serve as Fiscal Officer and Deputy Fiscal Officer at the Board of Trustees' Annual Meeting held in January. The Fiscal Officer shall be the disbursing officer of the Board, keep all financial records, have custody of all money and securities of the Library, and shall disburse such funds as directed by the Board. In the absence or disability of the Fiscal Officer, the Deputy Fiscal Officer shall perform these duties.

ARTICLE III: MEETINGS

- **Annual Meetings**

The Board of Trustees shall hold at least eleven (11) *Regular* meetings per year. The Board shall publish a schedule of meetings. Meeting dates may be changed by consensus of the Board and with adequate time to prepare public notification of the Board Meeting change.

- **Special Meetings**

The Board of Trustees shall hold *special* meetings at the call of the President or at the request of any two Board members. Except in emergencies, notice of such meetings shall be given to members at least forty-eight (48) hours before the time of the meeting. Such notice of meetings may be conveyed either by Internet e-mail, telephone, telephone facsimile, or by U.S. mail (3+ days).

- **Quorum**

A quorum for the conduct of business at an *Annual*, *Regular*, or *Special* Board meeting, shall consist of four (4) Board of Trustees members present in-person.

- **Majority Vote**

All actions of the Board of Trustees (except those delineated below) shall carry upon the affirmative vote of a majority of those members present. The following actions shall carry only upon affirmative vote of two-thirds of the full membership of the Board of Trustees.

- v' A resolution to place a tax levy on the ballot (ORC 5705.23).
- v' A resolution to purchase, lease or dispose of real property (ORC 3375.35).
- v' A resolution to set aside unencumbered surplus funds in the General Fund for a special Building and Repair Fund (ORC 3375.73).
- v' The appointment of an Executive Director.

./ Temporary suspension of the By-Laws.

- Attendance at Meetings

When a Trustee misses four (4) consecutive *Regular* Board meetings, the President may declare the Trustee position vacant, and will request the Appointing Authority to name another person to complete the vacant term.

- Public Meetings

All meetings of the Board of Trustees shall be open to the public with the exception of recessing for an Executive Session to discuss personnel evaluations, actions requiring preservation of an individual's privacy, and other matters eligible for Executive Session under Ohio Revised Code 121.22. However, no official action is to be taken except in open meetings.

- Order of Business

The Executive Director shall prepare an agenda for each Board of Trustees meeting and will mail a copy to each Board member in advance of the meeting. The order of business is as follows:

- a) Roll-call of Board members
- b) Action on Minutes of previous meeting
- c) Public comment
- d) Board President's report
- e) Executive Director's report
- f) Human Resources report
- g) Financial reports
 - a. Investments
 - b. Purchase approval list
 - c. Gifts
 - d. Appropriations
- h) Board Committee reports
- i) New Business
- j) Executive Session (when appropriate)
- k) Unfinished Business
- l) Adjournment

- Conduct of Business

Proceedings of all meetings shall be governed by *Roberts Rules of Order, Newly Revised*.

ARTICLE IV: Committees

- **Appointment of Committees**

Committees of one or more members each may be appointed from time to time by the President or by action of the Board of Trustees. These committees may be appointed for a continuing purpose, e.g., Finance, Planning & External Relations, Capital Planning, or may be appointed for special purposes or projects of the Board of Trustees, e.g., Nominating or Search Committee.

- **Term**

Committee terms run from the time of their appointment until the following Annual Meeting of the Board of Trustees, or until the special purpose for which they were appointed has been fulfilled, whichever occurs first.

- **Powers**

Committees shall act only in an advisory capacity to the full Board of Trustees, unless the Board specifically authorizes a committee to act on behalf of the Board of Trustees.

ARTICLE V: Executive Director

Section 1.

The Board of Trustees shall appoint and fix the salary of a Library Executive Director qualified to meet the requirements of the Board of Library Examiners for a county district librarian (Section 3375.47 ORC).

Section 2.

The Executive Director shall be the Chief Executive Officer of the Library on behalf of the Board of Trustees and under its review and direction. The Executive Director shall recommend to the Board of Trustees the appointment, classification, and salary of all employees. The Executive Director shall be responsible for the proper direction and supervision of the staff, for the care and maintenance of library property, for an adequate and proper selection of library materials, in keeping with the stated policy of the Board, for the efficiency of service to the public and for the financial operation of the Library within the limitations of the Ohio Revised Code and the budgeted appropriation.

Section 3.

The Board of Trustees shall meet in Executive Session no less than bi-annually, without the Executive Director in attendance, to evaluate the Executive Director's job performance and to prepare a written statement of evaluation. At the next Board of Trustees meeting following the Executive Session for this purpose, the Board of Trustees will again meet in Executive Session with the Executive Director to review the evaluation. At this meeting, the Board of Trustees will verbally offer the Executive

Director a continuing, probationary or terminal agreement and fix salaries and other compensations of the Executive Director.

Section 4.

Before termination, the Executive Director is to be informed of what is required by the Board of Trustees and given an opportunity to meet the Board's criteria of performance.

ARTICLE VII. Enactment and Amendment

1. These By-Laws became effective and replaced all previous By-Laws and amendments by approval of the Board of Trustees at the *Regular* meeting held November 2, 2010.
2. These By-Laws may be amended by approval of four (4) or more Trustees at any *Regular* meeting, or at any *Special* meeting, if notice of the proposed amendment is given to the Trustees in advance of that *Special* meeting.

11/02/2010