To: Library Board of Trustees  
From: Diane Allen, Secretary, Library Board  
Subject: Proposed Revisions to Library Bylaws  
Date: April 20, 2011

Trustees asked several questions about the proposed bylaws that were introduced at the March Board meeting. Their questions and the responses follow. The revised bylaws are attached with highlighted changes to the draft bylaws that were distributed at the March meeting. Adoption of the proposed bylaws dated April 18th is recommended.

**Question 1:** Are there city policies or standing rules that govern all board appointments? If so, section 1.3 should refer to those established policies/standing rules.

Section 1.3.2 of the proposed bylaws is consistent with both the City Code and the Local Library Act and the proposed bylaws have been revised to reference this legislation.

Section 7-14-2 (“Board of Library Directors to Supervise”) of the Evanston City Code states that:

“The library established herein shall be under the supervision and management of a Board of nine (9) Directors, to be appointed in accordance with the provisions of the statutes of the State relating to public libraries, and such Board of Directors shall have all the powers and authority conferred by such statutes.”

Section 5/4-1 of the Illinois Local Library Act (75 ILCS 5/4-1) on the appointment of the Board of trustees in cities states that:

“…the mayor shall, with the approval of the city council, appoint a board of 9 trustees chosen from city residents with reference to their fitness for such office.”
**Question 2:** In section 1.3.3 – Orientation – shall we specify how, where, or by whom the formal orientation will be held?

The specifics of the Board orientation process will evolve over time; therefore they are not formally addressed in the bylaws.

**Question 3:** In section 1.3.4 – Resignation or Removal from the Board - the 2nd paragraph includes absenteeism as one of the grounds for removal - is there a City policy that speaks to this?

Section 1-6-5 (“Appointments and Removals”) of the Evanston City Code addresses the potential removal of Board members for cause, including absenteeism. This section of the City Code states that:

> “The Mayor shall make such appointments to boards, commissions and other agencies as provided by statute or authorized by the City Council. He shall be an ex officio member of all boards and commissions except where the composition of such boards and commissions is otherwise provided by the statutes of the State of Illinois.

The Mayor may also remove an appointee from a board, commission or other agency of the City for cause upon report of such action to the City Council in executive session. Cause shall be determined by the Mayor and may include, but shall not be limited to, absenteeism; conflict of interest; incapacitation, physical or mental; conviction of a criminal offense; incompetence or inattention to assigned duties. The action of the Mayor shall be deemed effective immediately upon the report thereof to the City Council; provided, however, that such action may be overruled by a positive vote of two-thirds (2/3) of the Aldermen then holding office. In such event the action of the Mayor shall be reversed and the appointee reinstated for the remainder of his term unless otherwise successfully removed.”

**Question 4:** In section 1.5, “Duties of Officers”, why isn’t the Treasurer a signatory on contracts, grants, etc.? These documents contain financial concerns/constraints that I think should be acknowledged by (in writing) and assumed as part of the Treasurer’s oversight.

Section 1.5.3 of the proposed bylaws state that the “Secretary and President shall sign such official papers as are necessary, including, but not limited to contracts, grant applications, and leases.” If the Board has approved an agreement, through the adoption of the budget or otherwise, having a third officer sign documents is unnecessary.
**Question 5**: Will there be a line item in the budget for bonding insurance?

All Library Trustees and staff are covered under the City’s Fidelity and Liability/Public Officials insurance policies. There is a line item in the Library’s budget for insurance.

**Question 6**: In section 1.6.1 on the Annual Meeting, the proposed bylaws state that an Annual Report will be presented and it will include a “...statement of plans for the following year,...”. So then, will the Board have discussed and developed goals for the upcoming fiscal year that will be presented at the annual meeting? Will the President appoint members to lead this goal development/planning effort? Will there be input from the Board in creation of the Annual Report?

The Library Board will develop and approve long-term goals and plans for the Library. Goal development and planning is an appropriate responsibility of the proposed Management Committee (in the absence of an ad hoc Planning Committee). Most of the Annual Report will be statistical information gathered from library operations. The Board will have an opportunity to discuss the Annual Report prior to approval.

**Question 7**: In section 1.7.2 - Remote Participation at Meetings - if a Trustee can 'participate' in a meeting via communication device, why isn't s/he included as part of the quorum of members present? Also, I think the ‘participation’ includes that the member has voting rights during the meeting.

The Open Meetings Act (5 ILCS 120/7 c) states that a quorum of members of a public body (five Library Trustees) must be physically present before a majority of the quorum (three Trustees) may allow a member to attend via communication devices. Trustees allowed to participate via communication devices have voting rights during the meeting.

**Question 8**: in section 1.7.4 - Agenda - I think less wording is better. Delete (includes President's Report; Friends of the Library Report in reference to Information/Communication.....delete (includes Director's Report; Financial Report) in reference to Staff Reports. I don't think it's necessary to specify who will provide reports in the by-laws.

These revisions have been made in the current draft of the bylaws.

**Question 9**: In section 1.7.8 - Closed Sessions - what are some of the subjects that can be discussed in closed session?

The Illinois Open Meetings Act (Section 5 ILCS 120/2 c) provides that a public body (i.e. – the Library Board) can close a meeting to the public only when certain topics are to be considered. Those that may apply to the Library Board include:

- The appointment, employment, compensation, discipline, performance, or dismissal of a specific employee or legal counsel;
- The purchase or lease of real property;
• The setting of a price for sale or lease of property owned by the public body;
• Pending or probable litigation against, affecting or on behalf of the Library;
• Discussion of the minutes of a meeting that was lawfully closed under OMA.

**Question 10**: in section 1.7.10 - Robert's Rules of Order - I don't think that the Board's bylaws and special rules of order can be in conflict with the standard and prevailing Robert's Rules of Order. The sentence should conclude with "........in all cases."

This change has been made in the proposed bylaws.

**Question 11**: In section 1.8.1 - Executive Committee - in the last sentence, change 'ratification' to recommendation to the Board. In my mind, ratification implies that a vote was taken by the executive committee (4 people) and the desire is for the remaining 3 to agree. I think if 'recommendation' is used, it implies that decisions have not been made and that discussions/questions will be open and welcome.

The proposed bylaws have been revised to state that the Executive Committee will work on behalf of and at the direction of the Board, therefore a “ratification” of action is not deemed necessary. The Committee will make a report to the Board at their next meeting.

**Question 12**: In section 1.8.1 - Executive Committee - since there are 4 members on the Executive Committee, can it meet in a closed session?

The Executive Committee must meet in open session unless the topic under consideration meets the criteria for a closed session under the Open Meetings Act.

**Question 13**: In section 1.8.2 – Standing Committees - how many members can there be on a committee? If more than 2, can a committee meet in a closed session?

Membership of standing committees will be determined by the Board President. If there are three or more members, the committee must meet in open session unless the topic under consideration meets the criteria for a closed session under the Open Meetings Act.

**Question 14**: In section 1.8.4 - Investment Committee - should the Treasurer be the board representative on the Investment Committee?

It makes sense that the Treasurer shall be the Board representative on the Investment Committee. Section 1.5.4 on the duties of the Treasurer has been revised to include this responsibility.
**Question 15:** - 1.8.6 – Quorum for a Committee – clarify the number of members that makes a quorum.

A majority of the total membership of any committee shall constitute a quorum which is necessary to take action. A “meeting” under the Open Meetings Act is a gathering of a majority of a quorum of the members of a committee for the purpose of discussing public business.

**Question 16:** In section 1.8.7 – Committee Reports - are the minutes of committee meetings entered into the formal Board Meeting minutes?

Committee meeting minutes will be included in Board packets but will not be made part of the minutes of a Board meeting.

**Question 17:** In section 1.9 - Library Director - should there be a statement that the Library Director is responsible for the hiring, supervision, evaluating, and termination of city employees?

To clarify the Director’s responsibilities, the fourth paragraph in section 1.9 has been revised as follows:

“In a manner consistent with the Library’s Personnel Policies and collective bargaining agreement, the Library Director shall **employ**, hire, supervise, evaluate and may terminate the employment of staff members necessary to carry out the work of the Library. **Library staff will be hired and terminated by the Library Director with approval by the City’s Human Resources Manager.** The Library Director shall direct and supervise staff members to ensure the efficient delivery of high quality services.”

**Question 18:** how will the Board plan to proceed to create the other Board policies?

Staff will draft revisions to the Library’s policies as necessary for Board consideration and adoption in the coming months.