

## Spokane County Library District

### BOARD OF TRUSTEES BYLAWS

#### ARTICLE I. POWERS, PURPOSE, AND RESPONSIBILITIES

*Section 1.1 Name.* The name of the municipal corporation duly established pursuant to Chapter 27.12 of the Revised Code of the State of Washington shall be Spokane County Library District, hereinafter referred to as the District.

*Section 1.2 Purpose.* The purpose of the District is to provide free public library services to the residents of unincorporated Spokane County, annexed cities and towns, and cities and town that contract for services.

*Section 1.3 Legal basis.* By and in the corporate name, the District shall have and exercise all powers, functions, rights, and privileges now and hereafter given or granted to, and shall be subject to all the duties, obligations, liabilities, and limitations now and hereafter imposed upon municipal corporations of the same class, by the Constitution and laws of the State of Washington, and shall have and exercise all other powers, functions, rights and privileges usually exercised by, or which are incidental to, or inherent in, municipal corporations of like character and degree.

*Section 1.4 Governing body.* The governing body of Spokane County Library District shall be a Board of Trustees, hereinafter referred to as the Board (RCW 27.12.190).

#### ARTICLE II. MEMBERSHIP

*Section 2.1 Governing statute.* The appointment, compensation, and removal of trustees is governed by RCW 27.12.190.

*Section 2.2 Appointments.* A Board of five (5) members shall be appointed by the Board of Spokane County Commissioners. Any resident of Spokane County Library District shall be eligible for membership.

*Section 2.3 Term.* One Trustee shall be appointed annually to serve a five year term. No Trustee may serve more than two consecutive terms.

*Section 2.4 Vacancies.* Vacancies shall be filled for unexpired terms as soon as possible in the manner in which members of the Board are regularly chosen. A Trustee appointed to fill a vacancy shall serve the remainder of the term of the Trustee replaced. The Board shall adopt a process for recommending candidates to fill vacancies.

*Section 2.5 Compensation.* A Trustee shall not receive a salary or other compensation for services as a Trustee, but necessary expenses actually incurred shall be paid from District funds.

*Section 2.6 Removal.* If a Trustee misses three or more meetings during a 12 (twelve) month period, the Board may vote to recommend to the Board of Spokane County Commissioners that the trustee be removed from the Board. A Trustee may be removed for just cause by the Spokane County Commissioners after a public hearing upon a written complaint stating the grounds for removal, which complaint, with a notice of the time and place of the hearing, shall have been served upon the Trustee at least fifteen days before the hearing.

#### ARTICLE III. OFFICERS

*Section 3.1 Election.* The Board shall elect from its members a Chair and Vice-Chair, who shall be voting members, at its regular December meeting. These officers shall serve a one-year term, January 1 through December 31, of the year following their election, or until successors are duly elected. Officers may serve for more than one consecutive term.

***Section 3.2 Duties of Chair and Vice-Chair.***

- a. The Chair shall preside at all meetings of the Board; plan each meeting agenda with the Director; authorize special meetings; appoint committees, serving as an ex-officio member of each; execute authorized documents; and perform all other duties associated with that office. The Chair shall act as spokesperson for the Board and act as its representative with other organizations and activities unless another representative shall otherwise be authorized by the Board; however, the Chair may delegate to any Trustee these duties and such person shall make no statements that will obligate or commit the District except pursuant to prior authorization of the Board.
- b. In the event of the Chair's absence or inability to act, the Vice-Chair shall assume the Chair's duties.

***Section 3.3 Vacancies.*** Vacancies in either office shall be filled at the next regular meeting of the Board. Any officer elected shall fill the entire unexpired term.

***Section 3.4 Secretary of the Board.*** The Director or his/her designee, as provided for in Article VI, shall serve as secretary to the Board. The secretary shall insure that a true and accurate record is maintained of all meetings of the Board, cosign approved minutes and all copies of acts and resolutions of the Board, and perform such other acts as generally pertain to the office of Secretary.

**ARTICLE IV. DUTIES OF THE BOARD**

***Section 4.1 Duties of the Board.*** The Board of the District shall provide the policy and legislative direction for the District and its administrator.

Pursuant to RCW 27.12.210, the Board shall:

- a. Adopt such bylaws, rules, and regulations for its own guidance and for the government of the District as it deems expedient.
- b. Have the supervision, care, and custody of all property.
- c. Employ a Director.
- d. Annually submit a budget to the Board of County Commissioners in ample time for it to make the tax levies for District purposes.
- e. Have exclusive control of District finances.
- f. Accept such gifts of money or property for District purposes as it deems expedient.
- g. Lease or purchase land for library buildings.
- h. Lease, purchase, or erect buildings for library purposes, and acquire such other property as may be needed for that purpose.
- i. Purchase library materials and supplies for the District.
- j. Do all other acts necessary for the orderly and efficient management and control of the District.

***Section 4.2 Committees.*** The Chair may form standing or special committees and may appoint Trustees and others to serve on the committees. At the time a committee is formed, the Chair shall specify its objective and duration. Committee recommendations shall be presented to the Board for consideration.

***Section 4.3 Appeals of administrative decisions.*** The Board shall serve in a quasi-judicial capacity in hearing appeals of administrative decisions and shall adopt and make available procedures governing the appeal process.

***Section 4.4 Policies.*** The Board may adopt policies that provide direction for specific activities of the District. Each policy shall be reviewed by the Board and revised as necessary no less than every three years. No less than three (3) affirmative votes (a majority of the full Board) shall be required for policy adoption or revision.

## ARTICLE V. MEETINGS

**Section 5.1 Open Public Meetings Act.** All Board meetings are governed by the provisions of the Open Public Meetings Act, Chapter 42.30, RCW.

**Section 5.2 Regular meetings.** Regular meetings shall be held monthly on a day and time established by a resolution of the Board. If the day falls on a holiday, such regular meeting shall be held on the next business day, unless otherwise determined by the Chair. Meetings shall normally be held at the District's Administrative Offices, unless otherwise specified by the Chair. A tentative schedule for the following year shall be adopted at the December meeting.

**Section 5.3 Regular meeting changes.** The regular meeting date and/or time may be changed to another specified date and/or time by the Chair due to anticipated or actual absence of a quorum of the Board. Meetings held on the changed date shall constitute a regular meeting of the Board and all regular business may be transacted at the meeting. If a quorum is not present for a meeting, the presiding officer may continue the meeting to another time and place specified in the order of continuance.

**Section 5.4 Special meetings.** Special meetings may be called at any time by the Chair or by a majority of the whole Board, for the transaction of only that business stated in the Notice of Special Meeting.

**Section 5.5 Emergency meetings.** Emergency meetings may be called as provided for in RCW 42.30.070.

**Section 5.6 Meeting notification.**

- a. The Secretary shall give notice of all meetings.
- b. Written notification of any regular meeting shall be delivered to each Trustee not less than seventy-two (72) hours prior to the meeting time. Written notification of a special meeting, meeting continuation, or change of meeting place or time shall be delivered to each Trustee at least twenty-four (24) hours prior to the meeting time. A Trustee may waive the notification requirement.
- c. Each local newspaper of general circulation and each local broadcast station which has filed with the District a written request to be notified of regular or special meetings shall be notified of such meetings by a written notice delivered at least twenty-four (24) hours prior to the meeting time.

**Section 5.7 Quorum.** Three members of the Board (a majority) shall constitute a quorum for the transaction of business.

**Section 5.8 Form of action.** The Board, by motion or resolution, determines all actions and decisions. Motions and seconds to motions shall be made orally and decided by voice vote. The Chair may move, second, or vote upon action before the Board. A simple majority is needed to pass a motion or adopt a resolution unless otherwise specified or required by the laws of the State of Washington. The Chair may call the roll on any vote when considered necessary for clarification.

**Section 5.9 Agenda.** The agenda for each Board meeting shall be determined by the Chair in consultation with the Director. The written agenda shall be prepared by the Director and delivered to each Trustee, with pertinent information and documents related to the items of business, not less than seventy-two (72) hours prior to a regular meeting and with the notification of any special meeting.

**Section 5.10 Parliamentary procedure.** Unless otherwise governed by the provisions of these bylaws or laws of the State of Washington, *Roberts Rules of Order, Newly Revised, 10<sup>th</sup> edition* shall govern the conduct of all Board meetings. The Chair or his/her designee shall serve as Parliamentarian.

- Section 5.11 Board acting as a body.** The Board shall act as a body in making its decisions and announcing them. No Trustee shall speak or act for the Board without prior authorization of the Board, except as otherwise provided for in these By-laws.
- Section 5.12 Records of Board meetings.** The proceedings of Board meetings shall be recorded in minutes, maintained in the Administrative Offices of the District. The minutes shall consist primarily of a record of the action taken, including members' votes. Minutes of each meeting shall be provided to all Trustees prior to the next regular meeting for their reference and correction. At the next regular meeting, the Board shall consider the minutes for adoption or necessary corrections.
- Section 5.13 Absences.** It is the intention of the Board to maintain full representation of the members in all policy-making decisions; therefore, regular attendance of Trustees at meetings is encouraged. If unable to attend a meeting, each Trustee is responsible for notifying the Chair in advance of the pending absence.

## **ARTICLE VI. DIRECTOR**

- Section 6.1 Appointment and removal of Director.** The Board shall appoint a qualified library Director, who shall serve at its pleasure.
- Section 6.2 Duties.** The Director shall be considered the executive officer of the Board and shall administer all District operations on behalf of the Board under its review and direction, including employment and supervision of all staff. As provided for in Article IV, the Director shall also serve as Board Secretary and shall attend all Board and committee meetings, except those at which performance and salary are discussed. The Board shall specify the Director's responsibilities in a written position description.
- Section 6.3 Performance evaluation.** The Board shall evaluate the Director's job performance annually and concur in the setting of yearly goals for the Director.
- Section 6.4 Acting Director.** During a short-term absence, the Director may appoint a qualified staff member to carry out the duties of that position. During a period when the position is vacant or during a long-term absence, the Board shall appoint an Acting Director.

## **ARTICLE VII. SEVERABILITY**

If any provision of these bylaws, or its application to any person or circumstance is held invalid, the remainder of these bylaws, or the application of the provisions to other persons or circumstances, is not affected.

## **ARTICLE VIII. INDEMNIFICATION**

Spokane County Library District shall be responsible for all acts and omissions of individual Trustees in the good faith performance of their duties as Trustees.

## **ARTICLE IX. AMENDMENTS**

These bylaws may be revised or amended at any regular or special meeting of the Board upon approval of four (4) members (two thirds (2/3) of its total membership), provided that Trustees receive copies of the proposed change(s) at least one week prior to that meeting.

Adopted by the Spokane County Library District Board of Trustees: December 16, 1993.  
Amended January 18, 1996; July 17, 2001; February 21, 2006.