

SUBJECT: BYLAWS OF THE NAPERVILLE PUBLIC LIBRARY**ARTICLE I – NAME**

The name of this municipal body shall be Naperville Public Library (hereinafter referred to as the “Library”).

ARTICLE II – PURPOSE/VISION STATEMENT

A place to be. The place to become...

The Library will:

- Work to increase community use and support
- Actively seek to understand the needs of the community and provide the programs, services, facilities, and materials necessary to meet those needs
- Provide the best staff possible – with a focus on service and accountability
- Implement best practices in all operations
- Maximize the use of technology where appropriate
- Seek continuous improvements
- Work to provide the necessary resources to enable the Library to continually meet the needs of the community

ARTICLE III – BOARD OF TRUSTEES

SECTION 1: General Powers – The property, business and policies of the Library shall be directed by its Board of Library Trustees, hereafter referred to as Board of Trustees. Board of Trustees will assume the powers and duties as expressed in the Illinois state law, including the adoption of such rules and regulations for the conduct of its business, and the control of all expenditures as shall be deemed advisable or necessary, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

SECTION 2: Number, Tenure and Qualifications – The number of Trustees comprising the Board of the Naperville Public Library will be nine (9) in accordance with Illinois state law. The term in office for a trustee shall be three (3) years. No Trustee may serve more than two (2) consecutive terms. The term of office will expire with the June meeting or until a successor has been appointed. The Trustees shall be appointed by the Mayor of the City of Naperville, with the approval of the City Council of Naperville. The Trustees shall take their oath of office as prescribed in Illinois law.

SECTION 3: Ex-officio Members – The Mayor may appoint an official liaison from Council to the Board of Trustees who shall serve as an ex-officio member without the right to vote. From time-to-time student representatives may serve as ex-officio members without the right to vote. The Executive Director may be an ex-officio member of the Board of Trustees without the right to vote.

SECTION 4: Resignation – Any Trustee may resign at any time by giving written notice to the President or Secretary. Such resignation shall take place effective when the notice is delivered unless the notice specifies a future date; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Upon receipt of such resignation, the Board President or designee will notify the Mayor’s office of the vacancy.

SECTION 5: Annual Meeting – The June meeting of each year shall be the Annual Meeting at which the Annual Report of the Executive Director and Trustees of Naperville Public Library shall be presented for approval and for authorized transmittal to the City Council of the City of Naperville. The report shall include a resume of the year's work with a detailed account of the receipts and expenditures, a budget, statement of plans for the following year, and all other information required by State Statutes.

SECTION 6: Regular Meetings – The Board of Trustees will conduct meetings on a monthly basis. All meetings shall be posted and held as required by the Illinois Open Meetings Act. All meetings will be electronically recorded, the records for which will be kept and destroyed in accordance with the Open Meetings Act and the Records Retention Act.

SECTION 7: Special Meetings – Special meetings of the Board of Trustees may be held at any time on the call of the President or at the request in writing of any three Trustees. These meetings shall be posted and held as required by the Illinois Open Meetings Act.

SECTION 8: Quorum – A majority of the Trustees entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees. A meeting can continue but no action can take place if the minimum number to make a quorum is not present.

SECTION 9: Manner of Acting – In the absence of the President at any regular or special meeting, the meeting shall be presided over by the Vice-President, or in the absence of the President and Vice-President, by one of the Trustees present who shall be chosen by a majority of the members of the Board present. In the absence of the Secretary, the members of the Board present at the meeting shall choose a Secretary for the meeting who shall have the powers of the Secretary. The President may vote upon and may move or second a motion before the Board. Any rule or resolution of the Board, whether contained in these by-laws or otherwise, may be suspended temporarily in connection with business at hand, but such suspension, to be valid, may be taken only at a meeting at which two-thirds of those present shall so approve. In case of dispute, proceedings of all meetings shall be governed by *The Guide to Better Meetings for Directors of Non-Profit Organizations*. The validity of any action by the Board shall not be affected by the provisions of these rules.

SECTION 10: Electronic Participation at Meetings – Under limited circumstances, Trustees unable to be physically present at a public meeting may participate in the meeting via

communication devices. Communication devices include, without limitation, audio and/or video equipment which allows members of the public, Trustees physically present, Trustees not physically present, Library Staff, and other meeting participants to interact with those present on all motions, discussions, and votes. The limited circumstances which allow a Trustee to participate via communication devices are personal illness or disability, employment purposes, business of the Library, family emergency or other emergency. A Trustee wishing to attend via communication devices must give advance notice to the Board Secretary of the desire to attend via communication devices (unless notice is impractical).

Only Trustees attending in person shall be counted toward establishing a quorum. A majority of the quorum must vote in favor of a Trustee attending via communication devices.

As with all public meetings, meetings involving communication devices shall be conducted in accordance with the provisions of the Illinois Open Meetings Act. The Board Secretary will note in minutes of any meeting which utilizes communication devices that the meeting was conducted with one or more Trustees (identified by name) not physically present in the meeting room and that such Trustee(s) participation in the meeting was via communication devices. The circumstances supporting use of communication devices shall be announced at the start of a meeting and such circumstances shall be noted in the minutes of the meeting.

SECTION 11: Compensation – Trustees shall serve without compensation but shall be reimbursed for their actual and necessary expenses incurred in the performance of their duties from library funds.

SECTION 12: Conflict of Interest – Board members and officers will not solicit, accept, or agree to accept, gifts, loans, gratuities, discounts, favors, hospitality, or services. Trustees will not accept economic, advancement, or honorary opportunities under circumstances when it may be reasonably inferred that the opportunity is being offered with intent to influence official action. Trustees who must take an official action that may be construed as conflicting with personal, family, monetary, or employment interests should abstain from official action if there is no reasonable way to eliminate the conflict. Trustees will not engage in economic activity that involves the use or sale of information gained in the course of official duties in addition to any applicable provisions of the State Officials and Employees Ethics Act, 5 ILCS 430/1-1 et seq. or local law.

ARTICLE IV – OFFICERS & EXECUTIVE DIRECTOR

SECTION 1: Officers – The officers of the Library Board shall consist of a President, a Vice-President, a Secretary and a Treasurer.

SECTION 2: Election and Term of Office – The President, Vice-President, and Secretary shall be elected at the June meeting of the Board of Trustees, shall take office at the July meeting, and shall serve a term of one (1) year or until their successors are duly elected. No elected officer may serve more than two (2) consecutive terms in the same office.

SECTION 3: Removal – Any officer duly elected or appointed may be removed by majority of a quorum of the eligible voting members whenever in its judgment the best interests of the Library would be served thereby.

SECTION 4: Resignation – Any elected officer may resign at any time by giving written notice to the Board of Trustees or to the President or to the Secretary of the Library Board. Any such resignation shall take place effective when the notice is delivered unless the notice specifies a future date; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5: Vacancies – Except as provided in SECTION 7, Article IV, a vacancy in an elected office shall be filled by a ballot vote of the Board, and the Trustee elected shall serve for the remainder of the term of the member he or she replaces. No name shall be placed in nomination without the consent of the nominee.

SECTION 6: President – The President shall preside at all meetings of the Board, authorize calls for any special meetings, appoint all special committees, execute all documents authorized by the Board, and have general supervision of all matters pertaining to the Library, except as hereinafter provided in these by-laws, or as otherwise provided by law or by the action of the Board in accordance with these by-laws. The President shall be an ex-officio member of all committees.

SECTION 7: Vice-President – The Vice-President, in the event of the absence or disability of the President, or of a vacancy in that office, shall assume and perform the duties and functions of the President.

SECTION 8: Secretary – The Secretary shall maintain a true and accurate record of all meetings of the Board, shall issue notice of all regular and special meetings, and shall perform such other duties as are generally associated with that office. The Executive Director will provide assistance in carrying out the functions of the office.

SECTION 9: Treasurer – The Finance Director of the City of Naperville is designated as the Board's Treasurer. The Treasurer shall be the disbursing officer of the Board and shall perform such duties as generally devolve upon that office.

SECTION 10: Executive Director – The ministerial, administrative and day-to-day operation of the Library shall be in a salaried staff head or firm employed or appointed by the Board of Trustees. The Executive Director shall be responsible to the Board of Trustees, pursuant to the provisions of the Illinois Local Library Act, 75 ILCS 5/1-0.1 et seq. The

Executive Director shall have the authority to execute contracts on behalf of the Library within the parameters established by the Board of Trustees. The Executive Director shall certify to bills incurred and make a monthly and annual report to the Board. The Executive Director may carry out the duties of the Secretary of the Library and may carry out the duties of the Treasurer. The Executive Director shall employ and may terminate the employment of staff members as necessary to carry out the work of the Library and shall perform such other duties as may be specified by the Board of Trustees.

ARTICLE V – COMMITTEES

SECTION 1: Nominating Board Officers Committee – The Nominating Board Officers Committee shall consist of two Trustees, one of whom shall be designated chairperson, and neither of whom themselves shall be eligible for election. The Nominating Board Officers Committee shall be appointed at least thirty (30) days in advance of the annual meeting in each calendar year by the President with the approval of the Board of Trustees. The Nominating Board Officers Committee shall recommend a slate of candidates to the Trustees. If no valid alternate nomination petitions are received or validated, the Nominating Board Officers Committee's slate shall be elected by acclamation.

SECTION 2: Other Committees – Other committees may be designated by a resolution adopted by a majority of the Board of Trustees present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each committee shall be Trustees, and the President of the Library Board shall appoint the members thereof. Any member may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Library shall be served by such removal.

SECTION 3: Term of Office – Each member of a committee shall continue as such until the next annual meeting of the Board of Trustees and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 4: Chairperson – One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof.

SECTION 5: Vacancies – Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6: Quorum – Unless otherwise provided in the resolution of the Board of Trustees designating a committee or applicable state law, a majority of any committee shall constitute a quorum for committee action at any meeting of the committee, and the act of

a majority of committee members present and voting at a meeting at which a quorum is present shall be the act of the committee.

SECTION 7: Meetings of Committees – Subject to action by the Board of Trustees, each committee by majority vote of its members shall determine the time and place of meetings and the notice required therefore. All meetings shall be posted and held as required by the Illinois Open Meetings Act. All meetings will be recorded, the records for which will be kept and destroyed in accordance with the Open Meetings Act and the Records Retention Act.

SECTION 8: Rules – Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Trustees.

ARTICLE VI - CONTRACTS, CHECKS, DEPOSITS AND FUNDS, BONDING

SECTION 1: Contracts – The Board of Trustees may authorize any officer or officers, agent or agents of the Library, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Library and such authority may be general or confined to specific instances.

SECTION 2: Depositories – All funds of the Library not otherwise employed shall be deposited from time to time to the credit of the Library in such banks, trust companies or other depositories as the Board of Trustees may designate.

SECTION 3: Checks, Drafts, Notes, Etc. – All checks, drafts or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the Library shall be signed by such officer or officers, or agent or agents, of the Library and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

SECTION 4: Bonding – The Board of Trustees shall provide for the bonding of such officers and employees of the Library as it may from time to time determine.

SECTION 5: Investments – Unless otherwise specified by the terms of a particular gift, bequest or devise, grant or other instrument, the funds of the Library may be invested, from time to time, in accordance with state law in such manner as the Board of Trustees may deem advantageous without regard to restrictions applicable to trustees or trust funds.

ARTICLE VII - BOOKS AND RECORDS

The Library shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Trustees, and committees having any of the authority of the Board of Trustees, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the

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Library may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

ARTICLE VIII - FISCAL YEAR

The fiscal year of the Library shall be the same as that established for the City of Naperville.

ARTICLE IX - INDEMNIFICATION OF TRUSTEES, OFFICERS, EMPLOYEES AND AGENTS; INSURANCE

SECTION 1: Right to Indemnification – The Library will indemnify any present or former Trustee, officer, employee or agent to the fullest extent possible under applicable law against expenses, including attorneys' fees, judgments, fines, settlements and reasonable expenses, actually incurred by such person relating to his or her conduct as a Trustee, officer, employee, member or agent of the Library, except that indemnification shall not apply: to a breach of the duty of loyalty to the Library; for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law; for a transaction from which such person derived an improper personal benefit; or against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the Library, or against expenses in any such case, where such person shall be adjudged liable to the Library.

SECTION 2: Insurance – The Library may purchase and maintain insurance on behalf of any person to the fullest extent permitted by applicable law.

ARTICLE X – AMENDMENTS

These bylaws may be altered, amended, or repealed, and new and other bylaws may be made and adopted at any annual or regular meeting of the Board of Trustees, or at a special meeting called for that purpose, by the affirmative vote of a majority of a quorum.