Policy A048 By-Laws of Board of Trustees

Article I
Organization

The St. Charles City-County Library District (the “Library”) was established pursuant to the merger of the St. Charles City and the St Charles County Libraries in August 1973, as permitted by Section 182.291 of the Revised Statutes of the State of Missouri. The Library is governed by a Board of Trustees (the “Board”).

Article II
Purpose

The purpose of the Library is to provide free public library services to the residents of St. Charles County, Missouri.

Members of the Board shall have their responsibilities fixed by Chapter 182 of the Revised Statutes of the State of Missouri and other applicable laws.

Such statutes shall serve as a basis for establishing policies that reflect the needs of the Library and provide efficient, effective and informative services.

Article III
Board of Trustees

Section 3.1 Duties of the Board of Trustees. The Board of Trustees shall: (1) Establish Library policies in furtherance of operating efficiency and fiscal responsibility; (2) Select and appoint a properly qualified Director and evaluate on-going performance; (3) Advise in the preparation of the budget, approve it, and ensure that adequate funds are provided to finance the approved budget; (4) Through the Director, supervise and maintain buildings and grounds, as well as regularly review various physical and building needs to see that they meet the requirements of the total Library program; (5) Study legislation which will bring about the greatest good to the greatest number of library users; (6) Communicate with other public officials and boards regarding public library programs and services.

Section 3.2 Board Membership. The Board shall be composed of nine (9) members, four (4) of whom shall be appointed by the Mayor of the City of St. Charles, Missouri, and five (5) of whom shall be appointed by the County Executive of St. Charles County, Missouri. Appointees shall be residents of St. Charles County. Once appointed to the Board, there is no County vs. City distinction between members; each member represents the entire Library.

Section 3.3 Organizational Calendar. The fiscal year of the Library shall be from July 1 to June 30 of each year. The Board year shall be from July 1 to June 30 of each year.
Section 3.4 Term of Office. Trustees shall serve for terms of three (3) years each or until a successor is named by the Mayor of the City of St. Charles or the County Executive of St. Charles County. Terms of office shall be staggered such that no more than three (3) Trustees’ terms of office shall expire in any given year. When possible, Trustees shall be appointed for a full term of office. Appointments for a vacancy in an unexpired term of office shall be made only for the unexpired portion of that term.

When possible all full term appointments and partial term appointments of office shall coincide with the Board year such that new appointments will begin on July 1 of the Board year and expiring appointments shall end on June 30 of the Board year.

Section 3.5 Resignations, Vacancies. Any resignation or vacancy which occurs in the unexpired term of a Trustee shall be filled by appointment by the Mayor of the City of St. Charles, if the vacancy occurs in a seat appointed by the Mayor of the City of St. Charles, or by the County Executive of St. Charles County, if the vacancy occurs in a seat appointed by the County Executive of St. Charles County.

A letter of resignation shall be sent by the resignee to the President of the Board, with a copy to the Director of the Library. Upon receipt of a letter of resignation, the President or Secretary shall immediately cause the respective appointing body to be notified of the vacancy and shall request that the appointing body appoint a Trustee to fill the unexpired portion of the term. Notification of the vacancy may be delegated to the Director of the Library.

Section 3.6 Term Limits. These By-Laws establish no specific term limits. Such determinations are at the discretion of the St. Charles City Mayor and the St. Charles County Executive who serve as the appointing entities of the members of the Board of Trustees in accordance with their charters and applicable law. Any Trustee who does not desire to serve an additional term shall notify the appointing entity, Board President, and Library Director no later than two months prior to the expiration of the Trustees’ current term of office.

Section 3.7 Compensation. Trustees will be volunteers and serve without any compensation from the Library. All travel, meals and subsistence to attend Board meetings shall be at the sole expense of the individual members.

Section 3.8 Public Officials. For the purpose of ensuring effective and responsible governance of the Library, Trustees shall be considered to be Public Officials, not employees. All Board discussion concerning any member of the Board shall be conducted in compliance with Chapter 610 of the Revised Statutes of the State of Missouri (Sunshine Law) and other applicable laws governing public meetings.

Section 3.9 Attendance at Meetings. Attendance at meetings is an essential obligation of Trustees. The Board may request the appointing body to remove any Trustee who has been absent for three (3) consecutive Board meetings or four (4) meetings during a twelve (12) month period upon the affirmative vote of no less than two-thirds majority of the Board. Trustees shall inform the Library Director when they are unable to attend a meeting.

Section 3.10 Board Censure. In the event of neglect of duty or misconduct, such as engaging in conflict of interest or acting in opposition to the best interests of the Library, by any Trustee, the Board may publicly reprimand a fellow Trustee through a vote of Censure.

A Motion of Censure may be brought to the Board at any time and by any member during a regular or special meeting of the Board. A Motion of Censure may only be passed by an affirmative vote of no less than two-thirds (2/3) of the Board.

Upon approval of a Motion of Censure, the President or Secretary within thirty (30) days shall cause the appointing authority to be notified of the Board Censure. Said notification shall state the reason for the Censure and ask the appointing body to address the issue of misconduct or neglect of duty cited by the Board.
Article IV
OFFICERS

Section 4.1 Officers. The Officers of the Board shall be a President, a Vice-President, a Secretary and a Treasurer. The Board at its discretion may delegate selected duties of the Treasurer and/or Secretary to appropriate Library staff members.

Section 4.2 Election and Terms of Officers. At the regular meeting in September of each year, the Board shall nominate and elect, from its members, a President, a Vice-President, a Secretary and a Treasurer. Officers, so elected, shall take office on October 1 of said year. No person shall hold more than one (1) office at a time.

Officers so elected shall hold office for a Term of one (1) year or until their respective successors are elected and qualified. Any Trustee completing a full term of office as an Officer may be reelected to a second term of office. No Trustee shall be reelected to any office for more than two (2) consecutive terms. No Trustee shall serve more than two (2) full term appointments or combination of full term appointments and partial term appointments totaling more than two and one-half (2 1/2) consecutive years in the same office.

Section 4.3 Vacancy in Office. Any vacancy occurring in any of the offices of the Board shall be filled in like manner at the next regular or special meeting of the Board. Any person elected to office to fill such vacancy shall hold office until the next regular election of officers.

Section 4.4 President. Duties of. It shall be the duty of the President to preside at all meetings of the Board and to appoint all committees not otherwise provided for. The President shall perform all duties provided by law. The President shall be the chief executive of the Board, shall perform all services customarily provided by said office, shall ensure the establishment of policies for the functioning of the Board and shall be an ex-officio member of all committees of the Board. The President shall vote on all matters before the Board, unless otherwise required by law.

Section 4.5 Vice-President. Duties of. In case of absence, inability or refusal to act, of the President, the duties of that office, as above provided, shall devolve upon the Vice-President. In case a vacancy occurs in the Office of the President, then, in such event, the Vice-President shall perform all functions of the President until a successor for the unexpired term is elected.

Section 4.6 Secretary. Duties of. In case of absence, inability or refusal to act of the President or Vice-President, then, in such event, the duties of that office, as above provided, shall devolve upon the Secretary. The Secretary shall be responsible for all official correspondence of the Board and shall cause a permanent record of the proceedings of the Board to be kept. The Secretary shall be responsible for the giving of notices required by all policies of the Library governing public meetings and access to public records, for the maintenance of these by-laws and for the performance of such other duties as, from time to time, the Board may direct.

The Board may delegate such duties as may be desired and as may be approved by the Board to a Recording Secretary. The Recording Secretary shall be the Administrative Assistant to the Director and such duties shall be performed within the scope of the Assistant’s normal job responsibilities.

Section 4.7 Treasurer. Duties of. In case of absence, inability or refusal to act of the President, Vice-President or Secretary, then, in such event, the duties of that office, as above provided, shall devolve upon the Treasurer. The Treasurer shall be responsible for the supervision of all financial matters pertaining to the Library, oversight of all financial policy pertaining to the Library, keeping such records as may be required to record all income and disbursements of the Library, and otherwise performing such duties as required by law. The Treasurer shall cause an audit to occur annually. The Treasurer shall serve as the Board's representative on St. Charles City-County Library Foundation's Board of Directors. The Board may require the Treasurer and any person on the Board or within the administration of the Library to whom duties hereunder are delegated to obtain sufficient bonding, at Library expense, to ensure competent handling of Library funds and protect the Library’s financial interests.
The Treasurer shall delegate day-to-day supervision of financial matters of the Library, including but not limited to the keeping of records of all income and disbursements of the Library, to the Director of the Library who may in turn delegate such responsibilities to the chief financial officer, who shall present to the Board, at its regular meetings, a complete financial report.

**Article V**

**Meetings of the Board of Trustees**

**Section 5.1 Regular Meetings.** The regular meetings of the Board of Trustees shall be held at such location and at such time as the Board, by resolution, may designate.

**Section 5.2 Notice of Meetings.** Notice of regular meetings shall be provided to every member of the Board of Trustees at least three (3) days before the date of said meeting. Meeting notices shall also be publicly posted in Library buildings in which direct services are provided to the public, in accordance with Section 610.020, RSMo.

**Section 5.3 Special Meetings.** The President of the Board may, or at the request of three (3) members of the Board of Trustees, call a special meeting of said Board, stating the object of said meeting. Trustees shall be given a minimum of twenty-four (24) hours prior notice of any such special meeting unless good cause justifies departure from this requisite, in which case such good cause shall be stated in the minutes of the meeting. No business shall be transacted at said special meeting, except as stated in the call thereof, without the unanimous consent of all members of the Board of Trustees.

All special meetings must be held with a minimum of twenty-four (24) hours public notice and at a place reasonably accessible to the public unless good cause justifies departure from these requisites, in which case such good cause shall be stated in the minutes of the meeting.

**Section 5.4 Closed Meeting.** The Board may hold a Closed Meeting only in accordance with Chapter 610 of the Revised Statutes of the State of Missouri (Sunshine Law) and Library Policy a096.

**Section 5.5 Quorum.** A simple majority of the Board positions, whether filled or unfilled, shall constitute a quorum for the transaction of business at all meetings of the Board of Trustees. A Trustee may attend by electronic communications as a fully participating member provided that such arrangements are made prior to the meeting and in accordance with such policies and procedures as the Board may from time to time establish. Participation in the meeting in this manner shall constitute presence for the purposes of establishing a quorum at each meeting. In the event that a quorum shall not be present, a majority of those present may adjourn said meeting, once the time and place of the next meeting is established. No other notices of such adjournment shall be required.

**Section 5.6 Public Records.** All minutes of the Library shall be considered open records except those protected under applicable Statutes of the State of Missouri. Minutes shall be made available to the public upon approval by the Board of Trustees.

**Section 5.7 Parliamentary Law.** In all matters of procedures not specifically covered herein, all business before the Board shall be governed by the most current edition of Robert's Rules of Order, Newly Revised. The Board may adopt specific policies and procedures to govern Board Meetings, and any policies and procedures adopted by the Board shall supersede Robert’s Rules of Order.

**Article VI**

**Library Director**

**Section 6.1 Director, Employment and Compensation.** The Board as a whole shall be invested with the powers of hiring, evaluating, remunerating and disciplining the Director of the
Library under general personnel policies as established by the Board. Annual evaluations of the Director shall be conducted by the Board.

**Section 6.2 Director. Duties of.** The Director shall be the chief executive officer and administrative officer of the Library and shall serve at the pleasure of the Board.

The Director shall be responsible for the execution of the orders and policies adopted and promulgated by the Board as well as performing such other duties as the Board, by resolution, may direct from time to time. The Director shall have complete authority to hire employees for all positions authorized by the Board in the Library Budget.

The Director, in addition to being the chief executive officer and administrative officer of the Library, shall make an annual report to the Board stating the status of the Library and its services within sixty (60) days of the conclusion of the previous fiscal year. The Board shall submit the report, as a public record, to the Mayor of the City of St. Charles, to the County Executive of St. Charles County, and to the Missouri State Library.

**Article VII
Committees**

**Section 7.1 Committees.** The Board shall appoint such standing committees as the Board may from time to time, by resolution, provide. Special committees to focus on specific issues may be appointed annually or as needed by the President. All such committees may consist of up to four (4) members of the Board. The President is an “ex officio” member of all such committees (except the nominating committee should one exist) who has the right, but not the obligation, to participate in the proceedings of the committees and is not counted in the quorum.

There shall be a standing Finance and Audit Committee. The elected Treasurer of the Board shall serve as Committee Chair. The specific duties of the Finance and Audit Committee may be defined from time to time in Library policies by the Board.

**Section 7.2 Meetings.** All committee meetings shall be subject to the call of their respective chair. A majority of the members of each committee shall constitute a quorum, not including the President as an “ex officio” member. Reasonable notice of all committee meetings shall be given, by the chair, to all committee members and to the Board President. No formal action shall be taken at any committee meeting except recommendations of the committees to the full Board during open sessions. As appropriate, the Director’s participation and input to the agenda will be encouraged. Additional participants will be subject to prior notification and approval of the Chair.

**Article VIII
Indemnification**

The Library will defend, indemnify and hold harmless any one or all of the Trustees of the Library for any mistake of judgment or other action taken in good faith by the Trustees in the performance of their statutory duties. Actions resulting from willful negligence or bad faith will not be covered by this provision. The foregoing right of indemnification shall be in addition to, and not exclusive of all other rights to which such Trustee may be entitled.

The Board, at its discretion, may authorize the purchase of a policy or policies of insurance to insure the Board against liability claims and to indemnify Trustees and employees designated by the Board, which shall contain such terms and conditions as the Board may deem appropriate to the extent and in the manner permitted by law.
Article IX

Professional Services

The Board, at its discretion, may authorize a qualified attorney-at-law to represent the Library in legal matters.

An audit of all accounts of the Library shall be made at least annually by a certified public accounting firm appointed by the Board and shall be a public document. The Finance and Audit Committee shall approve the selection of the auditor and recommend the same to the Board.

Article X

Finances

Section 10.1 Gifts. The Board is authorized to receive gifts, bequests, and donations of money, both for current and capital expenditures of the Library. The Board may reject any gift, bequest, or donation for any reason.

Section 10.2 Budget. No later than June 30 of each year, the Board shall adopt an Annual Budget for the ensuing fiscal year. In no event shall the total proposed expenditures from any fund exceed the estimated revenues to be received, plus any unencumbered balance, and transfers into the fund, less any deficit estimated for the beginning of the budget year. Expenditures shall be made only in accordance with the Annual Budget, except as subsequent changes may be made by the Board.

Section 10.3 Deposits. All funds of the Library shall be deposited from time to time to the credit of the Library in such banks and other depositories as the Chief Financial Officer may select.

Section 10.4 Accounts. A special account shall be kept of each item of the budget, and the liabilities created against the same charged therein, so that the unexpended balance, if any, may be readily ascertained. As applicable, all Library funds shall be kept in separate accounts as follows: (i) all Library funds derived from local taxation for the Library fund and received from St. Charles County shall be kept in the Library Fund; (ii) all Library funds derived from local taxation for the Library building maintenance and refurnishing fund and received from St. Charles County shall be kept in the Library Building Maintenance and Refurnishing Fund; and (iii) all Library funds derived from state aid or federal grants, other than land, building and furnishing grants shall be kept in the Library Operating Fund. The Board may establish any other funds that it deems necessary.

Article XI

Conflict of Interest

The Board shall adopt and annually review a conflict of interest policy, as Library Policy g009.

Article XII

Nepotism

No person shall be employed by the Library who is related within the third degree by blood or marriage to any Trustee.

Article XIII

Amendments

These by-laws may be amended, effective immediately, in whole or in part, at any regular or special meeting, after not less than twenty (20) days prior written notice of any such proposed amendment.
shall have been given to all members of the Board and upon the affirmative vote of a majority of all members of the Board present at the meeting.

Effective August 11, 2020