

Bylaws of the Board of Trustees of the Topeka and Shawnee County Public Library

ARTICLE I: Board of Trustees

The Board of Trustees is established pursuant to the provisions of K.S.A. 12-1260 *et seq.* and shall be called the Board of Trustees of the Topeka and Shawnee County Public Library, hereinafter referred to as the Board.

ARTICLE II: Officers

Section 1. Number of Officers.

The Officers of the Board shall consist of the Chair, Vice-Chair, Secretary and Treasurer.

Section 2. Nomination Procedure and Time of Election.

At the regular meeting in March the Board shall elect a Nominating Committee of three trustees. It shall be the duty of this committee to nominate candidates for offices to be filled at the annual meeting. Additional nominations may be made from the floor at the annual meeting.

Section 3. Term of Office.

Officers shall hold their offices beginning on May 1, and until the following April 30, or until their successors are elected and take office.

Section 4. Number of Terms of Office.

A trustee shall not be eligible to serve as an officer for more than two consecutive terms in the same office, except by affirmative vote of a majority of the trustees.

Section 5. Duties.

- Chair. The chair shall preside at all Board meetings, call special Board meetings, appoint members to the Board's standing and special committees upon the approval of the Board, and serve as an *ex-officio*, member of all committees except the Nominating Committee.
- Vice-Chair. The vice-chair shall perform all the duties of the Chair in the event of a vacancy in the office of Chair or the Chair's absence.
- Secretary. The secretary shall be responsible for the minutes of all Board meetings, including signing the minutes recorded by a library employee employed for that purpose.
- Treasurer. The treasurer shall provide financial reports to the Board created by a library employee employed for that purpose, and shall chair the Audit Committee.



Section 6. Vacancies.

If a vacancy occurs in the office of the Chair, the Vice-Chair shall assume the office of the Chair. The Board shall elect a new Vice-Chair at its next regular meeting following the occurrence of the vacancy. A vacancy occurring in any other office shall be filled for the unexpired term by a trustee elected at a regular or special Board meeting.

Section 7. Removal.

An officer may be removed from the office, for good cause and due process, by a majority vote of the trustees.

ARTICLE III: Meetings

Section 1. Regular Meetings.

The regular meetings shall be held monthly, at a time and place agreed upon by the Board, unless otherwise ordered by the Executive Committee following consultation with the Chief Executive Officer and determining that no substantive business requires a meeting. Unless waived, notice of each regular meeting shall be provided electronically or mailed to each trustee not less than three days prior to each meeting date.

Section 2. Annual Meeting.

The Annual Meeting shall be held concurrently with the regular monthly meeting in April.

Section 3. Special Meetings.

Special Meetings may be called at any time by the Chair or at the request of a majority of the trustees. Unless waived, written notice stating time, place and purpose for which the special meeting is being called shall be given to each trustee at least two days in advance of such meeting, and no business other than that stated in the notice shall be transacted.

Section 4. Quorum; Regular and Special Meetings.

Six trustees shall constitute a quorum for the transaction of business at Board meetings. In the absence of the Chair and the Vice-Chair, if a quorum of trustees is present, such trustees shall elect a temporary Chair for purposes of conducting the meeting. If a quorum is not present, no action may be taken.

Section 5. Robert's Rules of Order.

The rules contained in the latest revised edition of Robert's Rules of Order shall govern the parliamentary procedure of all meetings of the Board and its committees, unless such rules conflict with these bylaws or with any state law.

Section 6. Kansas Open Meetings Act.

The trustees shall comply with the provisions of the Kansas Open Meetings Act (K.S.A. 75-4317 *et seq.* and as amended).



Section 7. Attendance and Voting.

Trustees who are unable to attend meetings in person may attend by telephone or other means by which all of the trustees can hear each other and may vote on matters before the Board. Trustees attending by such means shall be counted in determining a quorum. Proxy voting shall not be allowed at Board meetings.

Section 8. Absences.

Because of the necessity of obtaining a quorum in order to conduct business, trustees are expected to attend all meetings unless prevented from doing so by a valid reason. Trustees who cannot attend a meeting shall notify the Chief Executive Officer or the Chair as soon as feasible.

ARTICLE IV: Committees

Section 1. Standing Committees.

The Board shall have the following standing committees:

- Executive Committee and
- Audit Committee.

Section 2. Executive Committee.

The Executive Committee shall consist of the officers and the Chief Executive Officer, subject to the provisions of Article IV. The Executive Committee and the past Chair, if still a trustee, shall be responsible for coordinating the annual performance evaluation of the Chief Executive Officer in consultation with the Chief Executive Officer; making recommendations to the Board from time-to-time; and setting the posted agenda for all Board meetings.

Section 3. Audit Committee.

The Chair shall appoint three trustees, one of whom shall be the Treasurer who will chair of the Committee, with the approval of the Board to the Audit Committee. The Committee reviews the audit draft for recommendation to the full Board.

Section 4. Additional Board Committees.

Additional standing and special Board committees may be created and the committee members shall be appointed by the Chair with approval of the Board.

Each additional standing or special committee shall consist of at least three trustees. Members of the committees shall hold their appointments until the next Annual Meeting or until their successors are appointed.

Section 5. Notice of Meetings.

Written or verbal notice stating the time, place and purpose for a committee meeting shall be given to each committee member, at least 24 hours in advance of such meeting. Notice also shall be given to the Board Chair.



Section 6. Quorum.

A quorum shall be one-half of the number of members.

Section 7. Attendance and Voting.

Committee members who are unable to attend meetings in person may attend by telephone or other means by which all committee members may hear each other, and may vote on matters before the committee. Members attending by such means shall also be counted in determining whether a quorum exists. Proxy voting shall not be allowed at committee meetings.

Section 8. Action.

Unless otherwise provided by action of the Board, Committees have only advisory powers. A majority of a quorum of a committee shall be required to take action and make recommendations to the Board. In the absence of a majority, no committee recommendation may be made to the Board.

Section 9. Failure to Act.

In the absence of a committee recommendation, or if the committee fails to act or fails to reach consensus, the Board will accept recommendations from the floor.

Section 10. Vacancies.

The Chair may fill any vacancy on a committee with the approval of the Board.

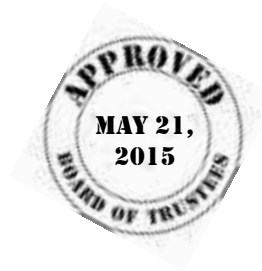
ARTICLE V: Library Policies

The Board shall establish Library policies, in accordance with the provisions of K.S.A. 12-1260 et seq. and as amended.

ARTICLE VI: The Chief Executive Officer

The Board shall select and employ a Chief Executive Officer who shall:

- serve as the administrative officer of the Library under the direction and review of the Board;
- be responsible for the employment and direction of the Library staff, in accordance with the adopted policies of the Board;
- be subject to all limitations and conditions imposed by the Board pursuant to policy, directive, and budgetary provisions or otherwise;
- attend all regular and special meetings of the Board unless excused by the Chair;
- serve as the primary representative of the Library to the community; and
- Serve as an *ex officio* member of all Board committees except the Nominating Committee, without the right to make or second motions or vote.



ARTICLE VII: Repeal/Revision

These bylaws may be repealed or revised at any regular or special meeting of the Board provided written notice of the proposed changes is provided to the trustees at least five days prior to the meeting. Any action to repeal or revise these bylaws shall be effective immediately, unless otherwise provided.

Document History

Adopted: May 21, 1993
Amended: May 17, 1995
Amended: February 20, 1997
Amended: September 17, 1998
Amended: January 18, 2007
Amended: May 21, 2015

Board of Trustees
Topeka and Shawnee County Public Library