

## 2.3.2 Bylaws

### Article I: Name and Service Area

1. The name of this Board is the "Board of Trustees of the Carmel Clay Public Library," hereinafter referred to as "the Board." The Carmel Clay Public Library is hereinafter referred to as "the library."
2. Geographical boundaries of the library and taxed library district include the 49 square miles that include the City of Carmel and Clay Township, Hamilton County, Indiana.

### Article II: Authority, Purpose, and Membership

1. The Board shall govern the library, a municipal corporation and Class 1 library organized under the public library provisions, according to the purposes and authority set forth in IC 36-12, as amended, and such other Indiana and federal laws as affect the operation of the library.
2. Members of the Board shall be appointed pursuant to IC 36-12-2-9, and as follows:

Class 1 library (township)	Appointing authority
Trustee 1 IC 36-12-2-9(1)	County executive (Commissioners)
Trustee 2 IC 36-12-2-9(2)	County fiscal body (Council)
Trustee 3 IC 36-12-2-9(3)	School board
Trustee 4 IC 36-12-2-9(3)	School board
Trustee 5 IC 36-12-2-9(3)	School board
Trustee 6 IC 36-12-2-13(1)	Township legislative body (Board)
Trustee 7 IC 36-12-2-13(2)	City legislative body (Council)

3. The Board may engage legal counsel as needed for legal advice. The President of the Board or the library director may request the legal opinions of legal counsel for any matter which comes within the jurisdiction of the board, and shall report the opinion to the Board.

### Article III: Officers

1. The officers shall be the president, vice president, and secretary, per IC 36-12-2-22 and IC 36-12-2-23, elected from among the appointed trustees. The treasurer may be either: (1) a member of the library board; or (2) an employee of the library. Beginning July 1, 2015, the library Finance Manager shall serve as treasurer.

2. The duties of the officers shall be such as by custom and law, including IC 36-12-2-22 et seq. and the rules of this Board as usually devolve upon such officers in accordance with their titles.

## **2 ORGANIZATION**

### **2.3 Board of Trustees**

#### **2.3.2 Bylaws (continued)**

3. A nominating committee shall be appointed by the president at the April meeting of the Board. The committee shall include the current president and the immediate two past presidents, and the director (ex officio). This committee shall present a slate of officers at the annual meeting of the Board, per IC 36-12-2-23.
4. Officers shall serve a one year term, per IC 36-12-2-23, beginning with the July meeting of the Board. An officer may succeed himself, providing, however, that a president shall not serve more than three consecutive terms.
5. The president shall preside at meetings of the Board, authorize calls for any special meetings, appoint committees, execute documents authorized by the Board, serve as ex-officio voting member of committees, and generally perform duties associated with the office.
6. The vice president, in the absence of the president or in the event of a vacancy in that office, shall assume and perform the duties and functions of the president.
7. The secretary shall assure that an accurate record of the meetings of the Board is maintained and shall perform such other duties as are generally associated with that office.
8. In addition to duties outlined in IC 36-12-2-22, the treasurer shall be responsible for and keep a detailed account of receipts and expenditures and be responsible for monthly reports and an annual report of receipts and expenditures; shall sign all warrants approved by the Board. The treasurer shall be bonded.
9. Any officer may be removed by the Board at any regular or special meeting by a majority vote of the entire membership of the Board.
10. In the event of a vacancy in the office of president, the remaining Board members shall elect a new officer to fill the unexpired term. In the event of a vacancy in the office of vice president or secretary, the president shall appoint a member of the Board to fill the unexpired term.

#### Article IV: Committees

1. The Standing Committees of the Board are:
  - Personnel and Policy
  - Building and Grounds
  - Finance
  - Planning

2. The Finance Committee includes the treasurer. Unless otherwise noted, member(s) of these committees shall be appointed by the president, with the approval of the Board.
3. The president may appoint other committees for such specific purposes as the business of the Board may require.
4. Committees shall act in an advisory capacity unless authorized by the Board to take specific action.

## **2 ORGANIZATION**

### **2.3 Board of Trustees**

#### **2.3.2 Bylaws (continued)**

##### Article V: Meetings

1. The regular meetings of the Board shall be held on the fourth Monday of each month at 5:30 p.m. at the library with the May meeting being the annual meeting, per IC 36-12-2-23.
2. The full Board and the treasurer constitute the Board of Finance and shall meet annually in January, after the first Monday and on or before the last day of January, to review finances and depositories, per IC 5-13-7-5 et seq.
3. Regular, special and executive session meetings will be publicized and conducted in accordance with the Open Door Law of Indiana (IC 5-14-1.5).
4. Special meetings may be called by the president, or upon written request of two (2) members, for the transaction of business as stated in the call, per IC 36-12-2-23. Notice stating the time and place of any special meeting and the purpose for which the meeting is called shall be given each member of the Board at least two (2) days in advance of such meeting and to the local media 48 hours in advance, excluding holidays and weekends, per IC 5-14-1.5-5.
5. A quorum for the transaction of business shall consist of a simple majority, which is equal to 50% of the seats established by law plus one, regardless of any current vacancies on a library's board. The president may vote and may move or second a proposal before the Board.
6. Library board members may participate electronically in scheduled meetings following the Electronic Meeting Attendance policy per HEA 1437.
7. Robert's Rules of Order, latest revised edition, shall govern the parliamentary procedure of the Board.
8. Copies of the agenda shall be in the hands of the Board members at least 48 hours before meeting time.
9. The Board recognizes the value of public comment on issues that affect the library and the importance of allowing members of the public to express themselves on these matters. (See guidelines for addressing the Board.)

Article VI: Director

1. The Board shall select a librarian who holds a certificate under IC 36-12-11 to serve as the Director of the library. The selection shall be made solely upon the basis of the candidate's training and proficiency in the science of library administration. The Board shall fix the compensation of the Director. The Director, as the administrative head of the library, is responsible to the Board for the operation and management of the library, per IC 36-12-2-24(a).
2. The Director shall be held responsible for the care of the building(s) and equipment, for the employment and direction of the staff, for the efficiency of the library's service to the public for the administration of the long range plan and short term goals, and for the operation of the library under the financial conditions set forth in the annual budget.

**2 ORGANIZATION**

**2.3 Board of Trustees**

**2.3.2 Bylaws (continued)**

3. The Director shall attend all Board meetings, except those at which her/his appointment, salary, or performance is to be discussed or decided.
4. The Director shall have the power to write and enforce administrative regulations or procedures governing the library which logically stem from adopted and approved Board policies. Such regulations or procedures shall be consistent with the policies of the Board.

Article VII: Policies, Plans, Rules, and Regulations

1. In addition to operating in accordance with these Bylaws and the laws of the State of Indiana, the Board shall adopt policies, plans, rules, and regulations to govern its operations, and may affirm policies, plans, rules and regulations proposed by the library Director for the management and administration of the library, as required by 590 IAC 6-1-4(d), 590 IAC 6-1-4(e) and 590 IAC 6-1-4(h).
2. The Director shall maintain a written compilation of approved Board policies for the information and guidance of all employees and the public.

Article VIII: Conflicts of Interest

1. Board members, in the capacity of trust imposed upon them, shall observe ethical standards with absolute truth, integrity and honor.
2. Board members shall promote a high level of service while observing ethical standards.

3. Board members shall avoid situations in which personal interests might be served or financial benefits gained at the expense of library users, colleagues or the institution.
4. Board members will not use the library for personal advantage or the personal advantage of friends or relatives.
5. Board members will declare any conflict of interest between their personal life and their position on the Board and avoid voting on issues that appear to be a conflict of interest. It is incumbent upon any Board member to disqualify or recuse himself/herself immediately from voting whenever the appearance of a conflict of interest exists.
6. Each Board member shall complete annually the Uniform Conflict of Interest Disclosure Form.

Article IX: Indemnification of Board Members

1. The indemnification of Board members shall be in accordance with Section M of *In the Public Trust*.

Article X: Nepotism

1. The library shall hire employees based on their experience, skills and merit. If a family member of a Board member or current staff member is interested in a position with the library, that person shall apply through standard channels.

**2 ORGANIZATION**

**2.3 Board of Trustees**

**2.3.2 Bylaws (continued)**

2. No immediate family member of a current staff member will be considered for a position wherein one member has supervisory duties over the other.

Article XI: Review, Changes and Amendments to Bylaws

1. These Bylaws may be amended by unanimous vote of all seven (7) members of the Board or by a majority vote at any regular meeting of the Board provided the members are notified 14 days prior to the meeting.
2. Any provisions of the Bylaws may be suspended by a majority vote of all the members of the Board, provided such action is not in conflict with applicable statutes.
3. All new and additional Bylaws, and all amendments to the Bylaws, shall be by written resolution, stating the full text and indicating specifically affected sections of the Bylaws.
4. The bylaws shall be reviewed every three (3) years.

*April 2021*

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*Revised May 2015*

*Revised February 2018*

*Revised May 2021*