

## **Bylaws of the Pierce County Library System Board of Trustees**

### **ARTICLE I. Name**

The name of the rural county library district duly established pursuant to chapter 27.12 RCW is the "Pierce County Rural Library District," but it shall do business as "Pierce County Library System" (the "Library"). The name of the governing body shall be the "Pierce County Library System Board of Trustees" (the "Board"). Individual members are referred to herein as "Trustees."

### **ARTICLE II. Object**

The object of the Board shall be: to perform all functions and duties of the library board of trustees as authorized by chapter 27.12 RCW, as amended and all other laws as may be applicable, or may hereafter become law. The Board shall be responsible for the provision of public library services to the residents of unincorporated Pierce County, the residents of cities that are annexed, contracted, or served by reciprocal borrowing agreements with Pierce County Library System. The management and control of the Library is vested in the Board.

### **ARTICLE III. Membership**

**Section 1. Appointment:** In accordance with RCW 27.12.190, a Board of five (5) trustees will be appointed by the Pierce County Executive.

**Section 2. Term:** Terms are five (5) years. No one shall be appointed for more than two (2) consecutive full terms.

**Section 3. Vacancies:** The Board shall recommend candidates to fill vacancies for appointment by the Pierce County Executive.

**Section 4. Vacancies Due to Unexpired Terms:** Vacancies shall be filled for unexpired terms as soon as possible in the manner in which Trustees are regularly chosen. A Trustee appointed to fill a vacancy shall serve the remainder of the term of the Trustee replaced. A Trustee who fills the unexpired term of another Trustee may serve an additional two full terms.

**Section 5. No Compensation; Reimbursement:** Trustees shall not receive a salary or other compensation as a volunteer Trustee, but necessary expenses actually incurred may be paid in accordance with Library policies from the Library funds.

**Section 6. Removal:** A Trustee may only be removed for just cause. The Board may, by a majority vote of the Board, recommend to the Pierce County Executive removal of a Trustee for violation of these Bylaws or any Library policy.

## ARTICLE IV. Officers

**Section 1. Election:** The Board shall elect from its membership a Chair and Vice-Chair on or before the December meeting.

**Section 2. Vacancies:** Vacancies in either such office shall be filled by vote of the Board at the next regular meeting of the Board after the vacancy occurs.

**Section 3. Term:** Officers elected shall serve January through December of the following year or until their successors are elected if later; provided, that any officer may succeed themselves.

**Section 4. Chair:** The Chair of the Board shall preside at all meetings of the Board, appoint all Board committees or liaisons, act and perform all other duties necessary for the fulfillment of the objectives and decisions of the Board.

**Section 5. Vice-Chair:** The Vice Chair shall preside in the absence of the Chair and fulfill the duties of the Chair in the Chair's absence, inability to serve or removal from office.

**Section 6. Secretary:** The Executive Director or designee shall serve as Secretary of the Board. The Secretary shall ensure that a true and accurate record is maintained of all meetings of the Board.

## ARTICLE V. Meetings

**Section 1. Regular Meetings:** Regular monthly meetings of the Board shall be held on a day and time to be established by the Board determined annually and changed accordingly by a simple majority of the Board with public notice.

A resolution scheduling recurring meetings for the year will be approved on or before the December meeting.

**Section 2. Special Meetings, Emergency Meetings and Study Sessions:** Special meetings, Emergency meetings, and Study Sessions may be scheduled and notice given according to the laws of the State of Washington.

**Section 3. Open Public Meetings:** Notwithstanding anything to the contrary herein, all meetings of the Board, and notices thereof, shall comply with the Open Public Meetings Act, chapter 42.30 RCW. Any portion of a Board meeting conducted in accordance with RCW 42.30.140(4)(b), such as collective bargaining matters, are not subject to Open Public Meeting Act requirements.

**Section 4. Quorum:** A majority of all members of the Board shall constitute a quorum. A quorum is required for the transaction of business or to take action on any item coming before the Board.

**Section 5. Participation in Board Meetings; Absences:** Trustees are expected to participate in all Board meetings unless excused. Advance notice to the Executive Director and Board Chair constitutes an excused absence. Trustees may participate by teleconference or videoconference in any meeting of the Board. Such participation shall be permitted for all purposes provided by law, including for the purpose of constituting a quorum and for the purpose of voting on any motion or resolution at said meeting.

If a Trustee has three (3) unexcused absences from Regular Board meetings in a consecutive twelve (12) month period, the Board, by majority vote, may request the County Council remove and replace that member by making a new appointment.

**Section 6. 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 simple majority. The Chair may move, second, or vote upon actions that are before the Board.

**Section 7. 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 Bylaws.

**Section 8. Records of Board Meetings:** The proceedings of Board meetings shall be recorded in minutes that are maintained in the Administrative Offices of the Library and posted on the Library's website. 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 approval or necessary corrections. Audio-visual recordings of the meetings, if created, shall be retained according to the Washington State Archives Local Government Records Retention Schedule.

#### ARTICLE VI. The Executive Director

**Section 1. Appointment:** The Board shall select and employ a competent and qualified Executive Director who shall serve at the Board's pleasure.

**Section 2. Responsibilities of the Executive Director:** The Executive Director shall manage Library operations on behalf of the Board and under its review and direction. The Executive Director shall develop, implement and administer a comprehensive library program to meet the cultural, informational, educational and recreational needs of the community. The Executive Director shall be responsible for the administration of and planning for the delivery of all library services. This shall include, but not be limited to, staff and organization structure, appropriate collections, operational systems, budget, facilities and equipment, and procedures to assure integrity and competence in public service, community relations, and optimum circulation of library materials within the budget appropriation. The Executive Director shall also represent the Library to the community.

**Section 3. Performance Evaluation:** The Board shall evaluate the Executive Director's job performance at a minimum of once a year.

**Section 4. Acting Executive Director:** During a short-term absence, the Executive 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 Executive Director.

#### ARTICLE VII. Committees

**Section 1. Committees:** Committees may be appointed by the Chair from time to time as deemed necessary should a need be identified.

## ARTICLE VIII. Board Policies

**Section 1. Definition:** A policy is a carefully designed, broadly stated, written guideline for decision-making that is formally adopted by the Board. It is the governing principle upon which the Executive Director and staff develop specific procedures and regulations for the operation of the Library. Additional administrative guidelines, procedures, and rules will be established under the authority of the Executive Director or designee and shall be consistent with Board policies.

**Section 2. Adoption or Amendment of Board Policies:** Each Board policy shall be adopted or amended by the Board by a majority vote of the Trustees in office or by a unanimous vote of a quorum. Any policy that the Board is considering action upon shall be provided publicly as part of the Board's agenda and packet.

## ARTICLE IX. Indemnification

The Library will be responsible for all acts and omissions of the individual Trustees in the performance of their duties as such. In accordance with RCW 4.96.041, the Library's Board of Trustees may, at its discretion, provide for the defense of its trustees, employees, or volunteers in a civil or criminal action arising out of the acts, errors or omissions in the performance or good faith attempt to perform, the official duties of said trustee, employee or volunteer.

## ARTICLE X. Amendments

**Section 1. Process:** The Board will periodically review these Bylaws.

**Section 2. Review:** These Bylaws may be revised or amended at any regular or special meeting of the Board, with the provision that the Trustees receive copies of the proposed changes at least one (1) week prior to the meeting.

By the enactment of this policy the Board of Trustees of Pierce County Library System is concurrently rescinding any prior policy or procedure within PCLS that is either in conflict with or expansive of the matters addressed in this policy.