

# EVERETT PUBLIC LIBRARY BOARD OF TRUSTEES BYLAWS

**Adopted: July 18, 2023**

**Next Revision: July, 2028**

## **Article I: Name**

The name of the organization is the Everett Public Library (the “Library”), located in Everett, Washington. The name of the governing body shall be the Everett Public Library Board of Trustees (the “Board”). Both organizations exist by the provisions of the Revised Code of Washington (RCW 27.12) and of the City of Everett Charter (Article 7).

## **Article II: Purpose/Duties**

The purpose of the Board shall be to perform all functions and duties of the library board of trustees as authorized by the City of Everett charter and RCW 27.12, as amended, and all other laws as may be applicable, including but not limited to:

**Section 2.01. Governance.** Adopting such bylaws, rules and regulations for their own guidance and for the government of the Library as the Board deems necessary.

**Section 2.02. Library Director.** Selecting and appointing a Library Director (“Director”). *See also Article VII of these bylaws.*

**Section 2.03. Financial Control.** Maintaining exclusive control over the finances of the Library and accepting gifts of money or property for Library purposes as they deem appropriate.

**Section 2.04. Strategic Planning.** Setting direction for the Library through developing, approving, and supporting its strategic planning.

**Section 2.05. Facilities Planning.** Directing long-ranging facilities planning for the Library that ensures the Library has appropriate spaces to provide its services.

**Section 2.06. Library Materials.** Purchasing materials and supplies for the Library.

**Section 2.07. Annual Report.** The Board shall, at the close of each year, make a report to the City Council stating the conditions of its trust, with such statistics and information as the Board may deem of importance.

**Section 2.08. Plenary Power.** The Board shall have power to do all other things necessary for the management and control of the Library.

## **Article III: Membership**

**Section 3.01. Board Composition.** The Board shall be composed of five (5) Trustees, who shall be appointed by the Mayor with the approval of the City Council.

**Section 3.02. Qualifications.** Appointments to the Board are not limited to residents of the City of Everett, though a majority of Trustees must be City residents. Prospective Trustees should be able to commit to a term of office of five (5) years; to attend regular monthly Board meetings, special meetings and library events; to participate on Board or Library related committees; to listen and give credibility to all points of view and; endeavor to represent different aspects of Everett's community and diversity. They should also be Library users and have a sincere commitment to the purpose and mission of the Library.

**Section 3.03. Compensation.** Trustees shall serve on a voluntary basis without compensation, except that necessary expenses actually incurred shall be paid in accordance with Library and City policies from Library funds.

**Section 3.04. Term.** The term of office is five (5) years, with one new Trustee appointed annually. No Trustee serving continually on the Board in excess of four (4) years shall be eligible for reappointment until such Trustee has been out of office for a period of at least one (1) year.

**Section 3.05. Vacancies.** 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.

**Section 3.06. Resignation.** A Trustee may resign at any time by delivering written notice to the President or by giving oral or written notice at any meeting of the Board. Any such resignation shall be effective when the notice is delivered unless the notice specifies a future date; unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective.

**Section 3.07. Removal.** A Trustee may be removed by the City Council. The Board may recommend removal of a Trustee to the City Council by absolute majority vote.

## **Article IV: Officers**

**Section 4.01. Officers.** The officers of the Board shall be President and Vice-President.

**Section 4.02. Election and Term.** The election of officers by the Trustees will occur at the regular meeting in December and the transfer of authority will occur on January 1. Officers shall hold office for one year. Officers may be re-elected to the same office during their term of service.

**Section 4.03. President.** The President shall preside at all meetings of the Board, authorize calls for special meetings, appoint committees, execute authorized documents and perform all other necessary duties in accordance with law and these bylaws.

**Section 4.04. Vice-President.** In the absence or inability of the President to serve, the Vice-President shall preside and perform such duties as pertain to the office of the President.

**Section 4.05. Absence of Officers.** In the absence of both the President and Vice President, the Trustee present with the longest tenure on the Board shall temporarily preside and perform such duties as pertain to the office of the President.

**Section 4.06. Vacancies.** Vacancies in any office shall be filled at the next regular meeting of the Board in the manner in which officers are regularly elected. Any officer elected shall fill the entire unexpired term.

**Section 4.07. Secretary.** Secretary is not an officer position. The Director or the Director's designee shall attend all meetings and act 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 5.01. Open Public Meetings.** All meetings of the Board and notices thereof shall comply with the Open Public Meetings Act. (RCW 42.30)

**Section 5.02. Regular Meetings.** Each November a regular monthly meeting schedule for the subsequent calendar year will be established by the Board. Monthly meeting notices shall be published at least forty-eight (48) hours before each meeting and shall include the location of the meeting and the agenda. The schedule may be changed by a simple majority vote of the Board and shall be updated on the Library's website.

**Section 5.03. Special Meetings.** The President, or a majority of the Board, may schedule special meetings in accordance with the laws of the State of Washington. Notice stating the time and place of any special meeting and the purpose for which it was called will be given to each Trustee and advertised to the public at least twenty-four (24) hours in advance of the meeting.

**Section 5.04. Emergency Meetings.** Emergency meetings of the Board may be held as provided for in the Open Public Meetings Act. (RCW 42.30.070)

**Section 5.05. Quorum.** A quorum for the transaction of business or to take action on any item coming before the Board shall consist of three (3) or more Trustees, which is a simple majority. If a quorum shall be lacking at any meeting of the Board, the majority of the members present may adjourn the meeting and may schedule a new meeting.

**Section 5.06. Remote Participation.** Trustees may participate by teleconference or videoconference in any meeting of the Board subject to technical availability at the meeting location. Such participation shall be permitted for all purposes, including for the purpose of constituting a quorum and for the purpose of voting on any motion or resolution.

**Section 5.07. Agenda/Order of Business.** The order of business for all regular meetings shall include, but not be limited to, the following items:

- ✓ Call to Order
- ✓ Agenda Adoption/Amendment
- ✓ Public Comment
- ✓ Adoption/Amendment of Previous Meeting Minutes
- ✓ Trustee and City Council Liaison Reports
- ✓ Financial Report
- ✓ Director's Report
- ✓ Unfinished Business
- ✓ New Business
- ✓ Adjournment

The agenda for each Board meeting shall be determined by the President in consultation with the Director. The written agenda shall be prepared by the Director and delivered to each Trustee, with pertinent information and documents, not less than seventy-two (72) hours prior to a regular meeting and simultaneous with the notification of any special meeting.

**Section 5.08. Form of Action.** The Board, by motion or resolution, determines all actions and decisions. Motions shall be made orally and decided by voice vote. A simple majority is needed to pass a motion or adopt a resolution unless otherwise specified or required by the laws of the State of Washington or these bylaws. The President may call the roll on any vote when considered necessary for clarification.

**Section 5.09. Procedure.** Unless otherwise governed by the provisions of these bylaws or laws of the State of Washington, the rules of order shall be in the general form of *Robert's Rules of Order* as determined by the President.

**Section 5.10. Meeting Minutes.** The written minutes shall consist primarily of a record of the actions taken, including Trustees' votes, and shall reflect the substance rather than exact

wording of a speaker or debate. Minutes shall be provided to all Trustees prior to the next regular meeting for reference, correction and approval. Approved minutes of any Board meeting shall be maintained in a permanent record in the Library's administrative offices and posted on the Library's website for a minimum of one (1) year.

**Section 5.11. Board Acting as a Body.** The Board shall act as a body in making decisions and announcing them. No Trustee shall speak or act for the Board without prior authorization of the Board, except as otherwise permitted in these bylaws.

**Section 5.12. Absences.** It is the intention of the Board to maintain full representation of the Trustees in all policy decisions; therefore, regular attendance of Trustees at meetings is expected. Each Trustee is responsible for notifying the President in advance of a pending absence. If a Trustee misses three or more meetings during a consecutive twelve (12) month period, the President and/or Director shall consult with the Trustee to determine whether the Trustee is capable of continuing to serve, and then report back to the Board. The Board may ask the Trustee to resign or vote to recommend to the City Council that the Trustee be removed.

## **Article VI: Committees**

**Section 6.01. Standing or Temporary Committees.** The President may form standing or special temporary committees and may appoint Trustees and others to serve on such committees. At the time a committee is formed, the President shall specify its objective and duration. Committee recommendations shall be presented to the Board for consideration.

## **Article VII: Director**

**Section 7.01. Duties.** The Board shall, by absolute majority vote, select and appoint a qualified Library Director who will be the Library's chief executive officer and assume responsibility for the day-to-day administration and operation of the Library under the policies of the Board and the City.

The Director will report directly to the Board, execute the policies adopted by the Board and shall be authorized to develop the Library program, establish the organizational structure, purchase materials and services and undertake such other activities as may be necessary for the Library's operation. In a manner consistent with City policies and applicable collective bargaining agreements, the Director shall hire, supervise, evaluate and may terminate the employment of staff members as necessary to carry out the work of the Library.

**Section 7.02. Performance Evaluation.** The Board shall evaluate the performance of the Director at least once each year and set yearly goals for the Director.

**Section 7.03. Acting Director.** During an absence of up to six (6) months, the Director may appoint a qualified staff member as Acting Director to carry out the duties of that position. During a period when the position is vacant or during an absence exceeding six (6) months, the Board shall select and appoint an Acting Director.

## **Article VIII: Board Policies**

**Section 8.01. Definition.** Board policies are those statements adopted by the Board to direct the activities of the Library. Additional administrative policies will be established under the authority of the Director or the Director's designee and shall be consistent with Board policies.

**Section 8.02. Adoption or Amendment of Board Policies.** Each Board policy shall be adopted or amended by the Board by absolute majority vote. All Board policies shall be posted on the Library's website.

## **Article IX: Amendments to Bylaws**

**Section 9.01. Process.** These bylaws may be amended by absolute majority vote of the Trustees at any regular or special meeting, provided the proposed text of the amendment was published in the agenda for that meeting.

**Section 9.02. Review.** These bylaws shall be reviewed by the Board at least once every five (5) years.