

**BYLAWS
BOARD OF TRUSTEES
ELMHURST PUBLIC LIBRARY**

ARTICLE I - OBJECTIVES

The Board of Trustees of the Elmhurst Public Library is responsible for providing library service to meet the needs of the Elmhurst community. To this end, the Board shall:

1. Determine Library policies.
2. Employ a capable library administrator and provide for appropriate staff.
3. Secure adequate funds for library operations.
4. Approve expenditure of library funds.
5. Provide and maintain adequate facilities.
6. Insure a representative selection of library materials.
7. Promote use of the Library within the community.
8. Perform other duties as outlined in Illinois Compiled Statutes.

Trustees serve without compensation. In their position of public trust, Trustees shall avoid conflicts between private interests and official responsibilities. Prior to May 1st of each calendar year, all Trustees shall file a Statement of Economic Interest with the County Clerk, pursuant to the Illinois Governmental Ethics Act.

ARTICLE II - MEMBERSHIP

The Board of Trustees shall consist of nine (9) members appointed by the Mayor of the City of Elmhurst, with the approval of the City Council. The terms of each member shall be for three years from the 1st of July of the year of appointment and until a successor is appointed. Terms are staggered, with three expiring each year. Vacancies are filled in the same manner as the original appointments with the newly appointed Board members completing the remaining months of the term. A Board member may be removed by the Mayor subject to the approval of the City Council, in accordance with 65 ILCS 5/3.1-35-10. The Board of Trustees may recommend removal of a Trustee by majority vote if the Trustee fails to attend meetings or discharge the duties of his or her office.

ARTICLE III - OFFICERS

The officers of the Board Trustees shall be a President, Vice-President, and Secretary, each to be elected at the annual meeting by a majority vote of the Trustees present. Each term of office shall be for one year, or until a successor has been elected and qualified. A Trustee may serve no more than three consecutive one-year terms in any one office. After serving three consecutive one-year terms as President, Vice-President, or Secretary, a Board member is ineligible to serve in that office again for one year. In the event that an officer is unable to complete his or her term of office, the Board of Trustees may elect a replacement to serve out the term.

ARTICLE IV - DUTIES OF THE OFFICERS

President: The President shall preside at all meetings of the Board of Trustees, appoint committees and committee chairs, act as ex officio member of all committees, and perform such other duties as are normally associated with the office or may be assigned to him or her by the Board.

Vice-President: The Vice-President shall, in the absence of the President, perform all duties of that office and shall have such other duties and responsibilities as the Board may determine.

Secretary: The Secretary shall be responsible for the record keeping and publication of all proceedings of the Board; shall have charge of such correspondence as is delegated by the President of the Board of Trustees; shall give due notice of all regular meetings with agenda when necessary; and at the request of the President, or of two Trustees, shall give due notice of the time, place and purpose of any special meeting. In the absence of the Secretary, the President shall appoint a Secretary pro tem. The secretary shall preside in the absence of both the President and Vice-President.

In the event that the President, Vice-President and Secretary are absent from a meeting, the members present shall elect a President pro tem and Secretary pro tem from among themselves to serve for that meeting only.

ARTICLE V - MEETINGS

The rules contained in *Robert's Rules of Order (newly revised)* shall govern the business of the Board in all matters not covered by the bylaws.

All meetings shall be open to the public, except for Executive Sessions, as provided by the Illinois Compiled Statutes.

Five members of the nine-member Board shall constitute a quorum for conducting business. In the event of any unfilled vacancies on the Board, a quorum shall be a majority of the Trustees in office.

Regular monthly meetings of the Board shall be held in the Library at times to be established at the annual meeting. This schedule of monthly meetings shall be permanently posted in the Library and on the Library's web site.

Committee meetings shall be held in the Library as needed and an announcement shall be posted in all required locations no less than forty-eight (48) hours in advance of the meeting.

The annual meeting shall be held within the 60 days following July 1st each year. The Board shall, at the annual meeting, approve the minutes of the previous annual meeting,

elect officers, establish monthly meeting dates, and conduct any other appropriate business. At the discretion of the Board, the annual meeting may be held outside of the Library.

Special meetings may be called by the President, or upon the written request of two Trustees. Only such business as stated in the call may be transacted at a special meeting. Except in the case of a bona fide emergency, notice of call shall be sent to all Trustees and posted in all required locations no less than 48 hours prior to a special meeting.

An annual letter shall be sent to the local press informing them of the schedule of monthly meetings and that committee meetings are held as posted in the Library.

The fullest participation and attendance in all Board meetings should be achieved whenever possible. The use of telephone conferencing for meeting attendance and voting is permissible so long as the conduct of the meeting is in accordance with the Open Meetings Act and any Board members attending the meeting through telephone conferencing are not counted as part of a quorum. The location of the meeting shall be equipped with a suitable speakerphone system in order that the public audience, the Board members in attendance, and any staff or guests will be able to hear any input, vote, or discussion of the teleconference. Sufficient security and identification procedures shall be employed to ensure that any and all Board members attending are, in fact, authorized Board members with the right to speak and vote. All Board members attending meetings by telephone conference are entitled to vote as if they were personally and physically present at the meeting site, so long as the telephone connection exists. This policy shall not be construed to mean that teleconferencing shall be regularly used but shall be used only as necessary to allow the participation of Board members who are unable to attend in person due to circumstances beyond their control. The meeting minutes shall indicate those Board members who attend by telephone connection, and in the event the entire meeting is not so attended, shall indicate those portions of the meeting which were attended by telephone conference.

ARTICLE VI - ORDER OF BUSINESS

The Chair of the meeting shall establish the agenda as required. The agenda shall be posted for public review in accordance with Illinois law.

ARTICLE VII - APPOINTMENTS

The President shall appoint such committees as he or she deems necessary to formulate policy and efficiently carry out the financial, operational and other responsibilities of the Board.

The President may appoint members of the Board to act as liaison agents between the Library and other institutions in the community.

ARTICLE VIII - THE LIBRARY DIRECTOR

The Board shall appoint and establish the compensation of a Library Director, who will be responsible for the administration of the Library. The Library Director shall report directly to the Board and shall be authorized to develop library programs, establish the organizational structure, purchase materials, and undertake such other activities as may be necessary for the library's operation, subject to the policies established by the Board. The Library Director shall make reports at the meetings of the Board in such form and on such subjects as the Board may direct.

ARTICLE IX - AMENDMENTS

Amendments to these bylaws may be proposed at any regular meeting of the Board and shall become effective as and if adopted by a majority vote of the Board at a subsequent meeting.

ARTICLE X - INDEMNIFICATION OF TRUSTEES, OFFICERS AND EMPLOYEES

If any claim or action not covered by insurance or ordinance of the City of Elmhurst is instituted against a Trustee of the Elmhurst Public Library arising out of an act or omission by a Trustee acting in good faith for a purpose considered to be in the best interest of the Library; or if any claim or action not covered by insurance or ordinance is instituted against an officer or employee of the Library allegedly arising out of an act or omission occurring within the scope of his/her duties as such an officer or employee; the Elmhurst Public Library shall, at the request of the Trustee, Officer or Employee:

- A. Appear and defend against the claim or action; and
- B. Pay or indemnify the Trustee for a judgment and court costs, based on such claim or action; and
- C. Pay or indemnify the Trustee for a compromise or settlement of such claim or action, providing the settlement is approved by the Board of Trustees.

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Decision as to whether the Library shall retain its own attorney or reimburse the Trustee, Officer or Employee expenses for their own legal counsel shall rest with the Board of Trustees and shall be determined by the nature of the claim or action.

For the purpose of this Article, the term Trustee, Officer or Employee shall include former Trustee, Officer or Employee of the Library. This Article shall not apply if the Board of Trustees finds that the claim or action is based on malicious, willful or criminal misconduct. In such case, indemnification will be determined after an investigation of the facts.

Amended to reflect Board action at the March 16, 2010 regular meeting.