



Bylaws of the Board of Library Trustees (“Bylaws”)

The following Bylaws govern the operation of the Naperville Public Library (“Library”) Board of Library Trustees (Board). If and when a question should arise not specifically dealt with in these Bylaws, the current Illinois statutes shall apply.

General Powers

The property, business, and policies of the Library shall be directed by the Board. The Board will assume the powers and duties as expressed in Illinois law, including the adoption of such rules and regulations for the conduct of its business, and the control of all expenditures as shall be deemed advisable or necessary, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Library Trustees

The Board shall consist of nine members (Library Trustees or Trustees) appointed by the Mayor of the City of Naperville (City) with the approval of the City Council. Trustees shall take their oath of office as prescribed by Illinois law, and a signed copy of the oath will be retained in accordance with the Library’s document retention policy. A Trustee’s term in office shall be 3 years. No Trustee may serve more than 2 consecutive terms. If a Trustee is appointed to fill a partial term, he or she may still serve 2 consecutive full terms following the partial term. The term of office will expire with the June meeting or until a successor has been appointed.

A Trustee may be removed by the Board pursuant to statute (see 75 ILCS 5/4-4).

Any Trustee may resign at any time by giving written notice to the Board President. Such resignation shall be effective upon the notice’s delivery unless the notice specifies a future date. It shall not be necessary for the Board President or the Board to accept the resignation to make it effective. Upon receipt of a Trustee’s resignation, the Board President notifies the Mayor’s office of the vacancy.

Officers

The Officers of the Board shall consist of a President, Vice-President, and Secretary. The Officers shall be nominated by the Nominating Committee following the May meeting of the Board, shall be elected at the June meeting, shall take office at the July meeting, and shall serve a term of 1 year or until their successors are duly elected. No Officer may serve more than 2 consecutive terms in the same office.

Any Officer may be removed if the Board determines removal would be in the best interests of the Library.

If an office becomes vacant outside the normal schedule of appointments, the Board shall elect a Trustee to serve in that office for the remainder of the open term. No name shall be placed in nomination without the consent of the nominee.

The **President** shall preside at all meetings of the Board, authorize motions, authorize any calls for special meetings, appoint all special committees, execute all documents authorized by the Board, and have general supervision of all matters pertaining to the Library. The President shall be an ex-officio member of all committees.

The **Vice President**, in the event of the absence or disability of the President, shall assume and perform the duties and functions of the President.

The **Secretary** shall maintain a true and accurate record of all meetings of the Board, shall issue notice of all regular and special meetings, and shall perform such other duties as are generally associated with that office. The Executive Director will provide assistance in carrying out the functions of the office, such as providing staff to assist in taking meeting minutes. In the absence of the Secretary, the Board shall choose a Secretary for the meeting.

The Finance Director of the City of Naperville serves as the Board's **Treasurer**. The Treasurer shall be the disbursing officer of the Board and shall perform the general duties of that office.

Ex-Officio Members

Ex-Officio members of the Board may include the Executive Director, a City Council liaison appointed by the City Mayor, the City's Budget Manager, and/or student representatives. These individuals do not have a right to vote. While Ex-Officio members do not generally participate in closed sessions, the Board President may ask an Ex-Officio member to participate on a case-by-case basis.

The day-to-day and administrative operation of the Library shall be carried out by the **Executive Director**. The Executive Director is the sole employee of the Board and is evaluated at least annually. He or she is hired by and may be dismissed by the Board.

Meetings

The regular meeting of the Board shall be held on the third Wednesday of the month. Exceptions will be handled according to the Open Meetings Act.

The February meeting shall be the Annual Meeting at which an annual report by the Executive Director shall be presented to the Board for approval and subsequent transmittal to the City Council.

A special meeting may be called by the President at any time, or upon the written request of any 3 Trustees. Notice with the agenda of such meetings will be given at least 48 hours in advance, except in the case of a bona fide emergency, in accordance with the Open Meetings Act.

If a Trustee is unable to attend a regular or special meeting, the Trustee shall notify the President in advance so as to determine if a quorum of the Trustees will be present. Only Trustees attending in person shall be counted toward establishing a quorum. Under limited circumstances (see 5 ILCS 120/7), a Trustee may participate in an open meeting via telephone provided that (1) the Trustee gives advance notice to the President and (2) the Board votes in favor of the Trustee's remote attendance. The Trustee attending remotely is counted as Present during votes rather than in affirmation or opposition. A Trustee may be asked to resign for failure to regularly attend meetings.

A majority of the Trustees entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Board.

If Board action may be construed as a conflict with a Trustee's personal, family, monetary, or employment interests, a Trustee should abstain from discussions and voting.

Committees

A committee may be formed, and its members may be chosen, by the Board. One person on each committee shall be appointed as Chairperson. The Chairperson shall determine the time and place of meetings and notice required. A majority of the committee shall constitute a quorum for the transaction of business.

A Nominating Committee shall be formed each year, consisting of two Trustees. These two Trustees will not be eligible for election to an Officer role. The Nominating Committee shall be appointed at the May Board Meeting to recommend a slate of officer candidates to the Board at the June Board Meeting.

Record Keeping

The Library maintains a list with each Trustee's name and contact information (mailing address, phone number, and e-mail address).

The Library shall keep accurate minutes of all meetings of the Board and its committees. Meeting records shall be kept in accordance with the Open Meetings Act, which specifies that after a period of 18 months, the Board may vote on the destruction of recordings of meetings.

Board Expenses

The Library will provide for the training and development of Trustees through presentations and workshops, participation in library conferences, and legislative field trips. The Library will also provide for Trustee attendance at functions that directly support the value of the Library in the community and the Library's operations. All direct expenditures must be approved in advance by the President. The section of the Employee Handbook that governs limits for meal allowances, hotel expenses, and transportation for staff also applies to Trustees.

Board Ethics¹

Trustees are accountable for the resources of the Library and see that the Library provides the best possible service to its community. Every Trustee makes a personal commitment to contribute the time and energy to faithfully carry out his or her duties and responsibilities effectively and with honor and integrity.

- Trustees shall respect the opinions of their colleagues and not be critical or disrespectful when they disagree or oppose a viewpoint different than their own.
- Trustees shall comply with all the laws, rules and regulations that apply to them and to their library.

¹ Adapted from the Official Statement from United for Libraries: The Association of Library Trustees, Advocates, Friends, and Foundations (Approved by the ALTAFF Board, January 2012).

- Trustees, in fulfilling their responsibilities, shall not be swayed by partisan interests, public pressure or fear of criticism.
- Trustees shall not engage in discrimination of any kind and shall uphold library patrons' rights to privacy in the use of library resources.
- Trustees must distinguish clearly in their actions and statements between their personal philosophies and attitudes and those of the library, acknowledging and supporting the formal position of the Board of Trustees, even if they disagree.
- Trustees must respect the confidential nature of library business and not disclose such information to anyone. Trustees must also be aware of and in compliance with Freedom of Information laws.
- Trustees must avoid situations in which personal interests might be served or financial benefits gained as a result of their position or access to privileged library information, for either themselves or others.
- A Trustee shall immediately disqualify him/herself whenever the appearance of or a conflict of interest exists.
- Trustees shall not use their position to gain unwarranted privileges or advantages for themselves or others from the library or from those who do business with the library.
- Trustees shall not interfere with the management responsibilities of the director or the supervision of library staff.
- Trustees shall support the efforts of librarians in resisting censorship of library materials by groups or individuals.

The Board strives to ensure the Library provides the highest level of service to all Library users through appropriate and useful organized resources, equitable service policies, equitable access, and accurate, unbiased, and courteous responses to all requests. The Board upholds the principles of the American Library Association.

In the event sexual or unlawful harassment is made by or directed at a Trustee, the affected Trustee should contact the Library Attorney to request an independent third party investigation.

Indemnification and Insurance

The Library will indemnify any present or former Trustee, officer, employee or agent to the fullest extent possible under applicable law against expenses, including attorneys' fees, judgments, fines, settlements and reasonable expenses, actually incurred by such person relating to his or her conduct as a Trustee, officer, employee, member or agent of the Library, except that indemnification shall not apply: to a breach of the duty of loyalty to the Library; for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law; for a transaction from which such person derived an improper personal benefit; or against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the Library, or against expenses in any such case, where such person shall be adjudged liable to the Library.

The Library may purchase and maintain insurance on behalf of any person to the fullest extent permitted by applicable law.

Revision History

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