

Henderson Memorial Public Library Association  
Jefferson, Ohio

BY-LAWS

Adopted by Henderson Memorial Public Library Association 2/10/2002  
Revised by Board of Trustees 12/14/2004, 1/9/2007, 8/12/2008, 12/15/2010, 8/11/2015,  
3/13/2018



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ARTICLE I  
Officers

- Sec. 1           Officers of the Board of Trustees shall be the President, the Vice President and the Secretary.
- Sec. 2           In January, the Board of Trustees shall annually elect a President, Vice President and a Secretary from their own number, who shall hold office for one year and until their successors are elected and qualified, as required by ORC 3775.32.
- Sec. 3           Officers shall serve for a term of one year and may succeed themselves in Office for a second term only.
- Sec. 4           In the prolonged absence, resignation, termination or disability of the President, the Board shall declare the Office vacant and the Vice President shall assume all duties of the President. In the prolonged absence, resignation, termination or disability of the Vice President or Secretary, the Board shall declare the Office vacant and elect a successor.
- Sec. 5           The President, who shall retain all voting rights under the constitution and bylaws, shall preside at all meetings of the Association and Board of Trustees, authorize calls for any special meetings, appoint all committees, execute all documents authorized by the Board, serve as an ex-officio voting member of all committees, except the Nominating Committee, and generally perform all duties associated with that office.
- Sec. 6           The Vice President, in event of the absence or disability of the President, or a vacancy in that office, shall assume and perform the duties and functions of the President. In the event of absence of the Vice President, the Secretary shall assume and perform the duties and functions of the president. The Vice President shall head the nominating committee.
- Sec. 7           The Secretary or designee, in conjunction with the Fiscal Officer, shall sign the minutes of the meetings of the Association and the Board of Trustees and certificates evidencing resolutions or actions of the Association or the Board of Trustees; when required, shall attest to the signatures and authority of the President, Vice President, Fiscal Officer, or Trustee and cosign instruments and writings executed by any of them.
- ~~Sec. 8           The Secretary shall assure the proper maintenance of a current database of Association members including address, telephone numbers and membership status. The Secretary shall keep track of the Trustee residency requirements of the constitution.~~

~~Sec. 9~~ The Secretary shall maintain attendance records and determine if a quorum is present.

Sec. 108 For Board of Trustee meetings, the Secretary or designee will take roll call for attendance.

## ARTICLE II Director

- Sec. 1 The Board of Trustees shall hire a Director, who shall serve at the discretion of the Board of Trustees.
- Sec. 2 The Director shall recommend to the Board the appointment and specify the duties of the other employees and shall be held responsible for the proper direction and supervision of the staff.
- Sec. 3 The Director shall be held responsible for the care and maintenance of library property, for an adequate and proper selection of library materials in keeping with the stated policy of the Board.
- Sec. 4 The Director shall be held responsible for the efficiency of library service to the public and for its financial operation within the limitations of the budgeted appropriations.
- Sec. 5 The Director may appoint, with the consent of the Board, an Assistant Director who shall assume the Director's duties in the absence or unavailability of the Director.
- Sec. 6 The Director shall present at each meeting a report concerning the work of the library and submit for consideration with recommendations all matters requiring action by the Board, and, to that end, shall consult with the President and chairs of the standing committees as to the agenda for each meeting of the Board.

## ARTICLE III Fiscal Officer

- Sec. 1 The Board of Trustees shall hire a Fiscal Officer, who shall serve at the discretion of the Board of Trustees.
- Sec. 2 The appointment, compensation and surety bond for the Fiscal Officer are established from organizational meeting to organizational meeting as required by law (ORC 3375.32).

- Sec. 3 The Fiscal Officer shall be the treasurer of the library funds. The Fiscal Officer shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all moneys and other valuable effects in the name and to the credit of the Association in such depositories as may be designated by the Board of Trustees. The Fiscal Officer shall disburse the funds of the Association, as may be authorized by the Board of Trustees, taking proper vouchers in all cases, and shall render to the Board of Trustees whenever they require it, an account of all transactions as Fiscal Officer, and of the financial condition of the Association.
- Sec. 4 The **Board of Trustees may appoint a Deputy Assistant Fiscal Officer for one year who** shall be bonded in an amount as may be required by a resolution of the Board of Trustees. **(This is consistent with the wording in the constitution, Article IX, Sec. 6)**
- Sec. 5 In absence or inability of the Fiscal Officer, her or his duties shall be performed by the Assistant Fiscal Officer or a Board designee.
- Sec. 6 The Fiscal Officer shall be responsible for the safekeeping and preservation of the minutes and official records of the Board of Trustees and Association.

#### ARTICLE IV Board of Trustees

- Sec. 1 **In order to insure stability in the performance of the Board of Trustees, any board member who is unable to attend a regularly scheduled meeting or a scheduled committee meeting must notify the Board President or the Library Director in advance of their absence.**
- Sec. ~~12~~ The board membership of any Trustee who is absent from three consecutive regularly scheduled meetings shall terminate unless such absence is excused by the board.
- Sec. ~~23~~ In the event of a vacancy on the Board, the Nominating Committee shall make its recommendation to the Board within 50 days. The Board, at a meeting at which a quorum is present, may fill the vacancy for the unexpired term.
- Sec. ~~34~~ Inasmuch as the performance of a Trustee's duties is considered a voluntary free contribution of service to the Association and to the public interest it serves, therefore: No Trustee of the Association shall hold any office or agency of the Association to which a salary or direct employment

is attached. Trustees may be reimbursed for legitimate expenses, which they incurred in the performance of their official duties.

- Sec. 45 The Board shall meet at such other times and at such other places as may be determined by it.
- Sec. 56 Special meetings may be called by the President. Special meetings may be called at the written request of three or more trustees. The Fiscal Officer, Secretary, or designee shall notify the Trustees a minimum of twenty-four (24) hours prior to a special meeting, stating the purpose for which it is called.
- Sec. 67 Five Trustees shall constitute a quorum for the transaction of business, provided, however, that any lesser number may adjourn a meeting.
- Sec. 78 Decisions of the Board shall be made by a majority vote of the Trustees present at any meeting.
- Sec. 89 The Board of Trustees, in addition to the powers and authority conferred upon them by the Constitution and By-Laws, may exercise all such powers and do such things as may be exercised or done by the Association, but subject, nevertheless, to the provisions of the statutes, the Charter and the Constitution and By-Laws.
- Sec. 910 Without prejudice to the general powers conferred by the Constitution, the Board of Trustees shall have the following power:
- (A) To establish rules for the operation and management of the Library.
  - (B) To purchase, or otherwise acquire for the Association, any property, rights or privileges which the Association is authorized to acquire, at such prices, on such terms and conditions, and for such consideration as it sees fit.
  - (C) To appoint, and at their discretion, to remove or suspend such subordinate officers, agents and employees as they may from time to time think best, to terminate, permanently or temporarily, their duties and from time to time to change their salaries or benefits.
  - (D) To appoint any person or persons to accept or hold in trust for the Association any property belonging to it or in which it is interested, or for any other purpose, execute and do all such duties and things as may be requisite in relation to any such trust.
  - (E) To determine who shall be authorized to sign, on the Association's behalf, bills, notes, receipts, acceptances, endorsements, checks, deeds, leases, releases, mortgages, conveyances or encumbrances of the property of the Association, contracts and documents.
  - (F) To do all things required by the Ohio Revised Code on the part of this Association to be done as conditions to participating in the proceeds to the state established funding for public library service.

Sec. 4011 In addition to their general duties, the Board of Trustees shall present, or cause to be presented to each Annual Meeting of the Members, and to any special meeting which required by a resolution thereof, a full and clear statement of the affairs and conditions of the Association.

#### ARTICLE V Committees

Sec. 1 Not later than the second regularly scheduled meeting of the Board of Trustees following the organization meeting, the Nominating committee shall have been formed and begun its duties. The Nominating Committee shall be chaired by the Vice President. The President will appoint, with the consent of the Board of Trustees, one additional trustee to the Nominating Committee and three Association Members, one of whom shall serve a two-year term. In subsequent years two appointments will be made, one for a one-year term and one for a two-year term. Association Members' names should come from those solicited in the Annual Meeting mailings and at the Annual Meeting. The president is excluded from membership on this committee.

Sec. 2. It shall be the duty of the Nominating Committee through the year to assess potential candidates for the Board vacancies as they occur following guidelines as established by the Henderson Memorial Public Library Association in their Policy for Selection of Board Members.

Sec. 3 The report of the Nominating Committee shall include at least one candidate, whose assent has been previously attained, for each vacancy. It shall be rendered and approved no later than at the last Board meeting prior to the Annual Meeting and a copy is to accompany each notice of the Annual Meeting of the Members.

Sec. 4 Standing and Special Committees, if any, and their respective chairpersons, shall be appointed by the President with the approval of the Board of Trustees.

Sec. 5 Any such Committee is empowered to act by the written consent of a majority thereof, although not formally convened.

Sec. 6 Non-Trustee Members of the Association may serve on any committee.

Sec. 7 When a committee is not convened it may act by the consent of its members in absentia.

Sec. 8 In order to expedite the business of the Board of Trustees there shall be eight (8) Standing Committees: Personnel, Policy, Planning, Finance,



- Buildings and Grounds, Nominating, Technology, and Henderson Fun(d) Association.
- Sec. 9 The Finance Committee, working with the Director and Fiscal Officer, shall prepare and continually monitor a 3-5 year budget forecast and actively look for ways to increase revenue.
- Sec. 10 The President shall be a member of every committee ex officio with the exception of the Nominating Committee.
- Sec. 11 Ad hoc committees shall be established for a specific purpose with a slated term for completion after which they shall be automatically dissolved.

#### ARTICLE VI Notices

- Sec.1 Whenever the Constitution or By-laws require written notice, it shall not be construed to mean personal notice, but such notice shall be **posted on the library website and onsite in the library and may be emailed to membership.** ~~given in writing by depositing the same in a post office or letter box, directed to the address as the name appears on the books of the Association and such notice shall be deemed given when mailed.~~

#### ARTICLE VII Parliamentary Authority

- Sec. 1 The rules contained in the current revised edition of “Roberts Rules of Order” shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the law or the Constitution and By-laws of the Association.

#### ARTICLE VIII Review and Amendment

- Sec. 1 Proposed changes to the By-Laws shall be presented to the Board at a regularly scheduled meeting.
- Sec. 2 At the next regularly scheduled meeting, or at a special meeting at the discretion of the Board (a quorum being present), the By-Laws shall be amended by a two-thirds (2/3) vote of the members present.
- Sec. 3 Every fifth (5<sup>th</sup>) year, or sooner, as determined by the Board of Trustees, the President of the Board shall appoint a By-Laws Committee **consisting of association members** and not more than three (3) trustees for the purpose of review or amendment of the By-Laws.