

## Bylaws of the Auburn Public Library Advisory Board

Adopted April 20, 2021

### Article I – Identification

The name of this organization shall be the Auburn Public Library Board (hereinafter "Board"), located in Auburn, Alabama. The Board was established pursuant to Code of Alabama, 1975, Section 11-90-1 et seq. The Auburn Public Library Board shall be responsible for policy formulation, strategic planning, and advocacy to ensure that the Auburn Public Library provides the Auburn community with quality public library services.

### Article II – Membership

Section 1. Appointments and Terms of Office. The Auburn Public Library Board shall be comprised of five Board members, who shall be appointed by the City Council of Auburn, Alabama. Board members shall serve for a term of four years, and vacancies shall be filled by the City Council for the remainder of any unexpired terms. Board members shall serve without compensation.

Section 2. Meeting Attendance. Board members shall be expected to attend all meetings in accordance with the City Council's Board Attendance Policy.

### Article III – Officers

Section 1. The elected officers shall include a Chair and a Vice-Chair, to be elected from among the appointed Board members at the annual meeting of the Board (see Article IV, Section 2). No Board member shall hold more than one office at a time. No member shall be eligible to serve more than two consecutive terms in the same office. Vacancies shall be filled by vote at the next regular meeting of the Board after the vacancy occurs. The office of Secretary/Treasurer shall be filled by the Library Director or interim Library Director.

Section 2. A nominating committee shall be appointed by the Chair three months prior to the annual meeting and shall present a slate of officers at the annual meeting. Additional nominations may be made from the floor at that time.

Section 3. Officers shall serve a term of one year from the annual meeting at which they are elected and until their successors are duly elected.

Section 4. If any member resigns at any time, written notice must be sent to the Chair who shall forward the notice to the Library Director. Any such resignation shall take effect at the date of receipt of the notice or any later date specified. Unless otherwise specified, the acceptance of the resignation shall not be necessary to make it effective.

Section 5. Upon an affirmative vote of a majority of the members of the Board, any officer may be removed, either with or without cause, and his successor elected at any regular meeting of the Board, or at any special meeting of the Board called for such purpose.

Section 6. The Chair shall preside at Board meetings, authorize calls for special meetings, appoint all committees, execute documents requiring authorization by the Board, serve as an ex-officio voting member of all committees except the nominating committee, and generally perform all duties associated with the office of Board Chair.

Section 7. The Vice-Chair, in the event of the absence or disability of the Chair, or of a vacancy in that office, shall assume and perform the duties and functions of the Chair. In the case of the absence of both the Chair and Vice-Chair, the Board may elect an officer pro tem to preside until the Chair or Vice-Chair return to their duties.

Section 8. The Secretary/Treasurer shall keep true and accurate minutes of all meetings of the Board, issue notice of all regular and special meetings, manage the budget and expenditures of the library, make a financial report at each regular Board meeting, make an annual financial report to the Board, and generally perform all duties associated with the offices of secretary and treasurer.

#### Article IV – Meetings

Section 1. Regular Meetings. The Board shall hold regular meetings, generally monthly; the dates and times thereof to be set by the Board at its annual meeting.

Section 2. Annual Meeting. The annual meeting, which shall be for the purpose of the election of officers and the setting of dates and times for regular meetings, shall be held at the time of the regular meeting in January of each year.

Section 3. Agendas and Notices. Meeting agendas and notices shall indicate the date, time, and place of the meeting and indicate all subject matters intended for consideration at the meeting. The agenda for each regular meeting of the Board shall include the following, as applicable, not necessarily in the order listed:

Call to Order

Roll Call

Minutes of the previous meeting

Recognition of visitors and establishing time limits for presentations

Report of the Director

Reports of officers and committees

Auburn Public Library Foundation Report

Old Business

New Business

Announcements

Adjournment

Section 4. Minutes of all meetings shall, at a minimum, indicate Board members present, all items of business, all motions (except those that were withdrawn), and the result of all votes taken. Any member of the Board, or any other person addressing the Board, who desires that his or her remarks be recorded verbatim in the minutes of the meeting, shall submit a written copy of his or her remarks to the Secretary/Treasurer not later than the adjournment of the meeting. Current Board minutes shall be posted for public review at the library.

Section 5. Special Meetings. Special meetings may be called by the Chair on at least forty-eight (48) hours' notice to each Board member, which notice shall state the time, place, and purpose of the meeting. Special meetings of the Board may also be called by the Chair in like manner and like notice on the request of at least two (2) Board members.

Section 6. Quorum. At all meetings of the Board, a majority of the members shall constitute a quorum for the transaction of business, and the acts of the majority of the members present at a meeting at which a quorum is present shall be the acts of the Board. If at any meeting of the Board, there is less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

Section 7. Open Meetings Law Compliance. All Board meetings and all committee meetings shall be held in compliance with the Alabama Open Meetings Act, Code of Alabama 1975, Section 36-25A-1 et seq.

Section 8. Parliamentary Authority. For any procedure not otherwise specified in these Bylaws, the most recent edition of *Robert's Rules of Order, Newly Revised* shall govern.

#### Article V – Committees

Section 1. Nominating Committee. (See Article III, Section 2)

Section 2. Ad Hoc Committees. Ad hoc committees for the study of special problems shall be appointed by the Chair, with the approval of the Board to serve until the final report of the work for which they were appointed has been filed. These committees may also include staff and public representatives, as well as outside experts.

Section 3. Bylaws for Committees. Each committee shall follow the same rules of procedure outlined herein and shall meet where and as provided by the rules or by resolution of the Board. A quorum shall consist of a majority of the committee members. In every case, the affirmative vote of a majority of all members of a committee present at the meeting shall be necessary for its adoption of any resolution. Minutes of committee meetings shall be kept and, if possible, sent to all members of the Board before the next scheduled Board meeting which follows the committee meeting. With the exception of the Nominating Committee, the Chair of the Board shall be an ex officio member of all committees and shall have a full vote upon all matters at the committee meetings that he or she attends.

Section 4. No committee shall have any powers other than advisory powers.

#### Article VI – Duties of the Board

Section 1. The Auburn Public Library Board shall make recommendations to the Library Director, the City Manager, and/or the City Council concerning the direction, supervision, and promotion of such public library services as will contribute to the general welfare of the residents of the city.

Section 2. The Board shall establish policies for the management and operation of the Auburn Public Library, shall make recommendations regarding the library's operating budget, shall develop a long-range plan for the public library, and shall work with the Friends of the Auburn Public Library and other such organizations to advance the library's mission.

Section 3. The Board shall make recommendations concerning the utilization of all lands, buildings, equipment, and other facilities assigned for public library purposes by the City Council of Auburn, Alabama or purchased or leased on the Board's behalf by the City Council of Auburn, Alabama.

Section 4. The Board shall assist in cooperation with other local agencies and state and federal agencies for the purpose of acquiring, maintaining and improving public library programs, resources, services, and facilities.

#### Article VII – Library Director

Section 1. The Library Director shall be considered the executive officer of the library, under the advisement of the Board and subject to the policies established by the Board. The Library Director shall act as a technical advisor to and Secretary/Treasurer of the Board, shall be entitled to attend all Board and committee meetings, but shall have no vote.

Section 2. Under the Board's policies, the Library Director shall be responsible for the proper management of the Library and the preservation of all library properties.

Section 3. The Board, upon request of the City Manager, may recommend for employment a qualified director who shall be responsible for the proper and effective management of the library.

#### Article VIII – Conflict of Interest

Section 1. Board members may not, in their private capacity negotiate, bid for, or enter into a contract with the City of Auburn in which they or their immediate family members have a direct or indirect financial interest.

Section 2. A Board member shall withdraw from Board discussion, deliberation, and vote on any matter in which the Board member, an immediate family member, or an organization with which the Board member is associated has a substantial financial interest.

Section 3. A Board member may not receive anything of value that could reasonably be expected to influence his or her vote or other official action.

#### Article IX. Bylaws Relating to Bylaws

Section 1. The Board by majority vote thereof shall have the power to make, alter, amend or repeal the bylaws at any regular or special meeting of the Board, the notice of which shall have stated the amendment of the bylaws as one of the purposes of the meeting, providing an advance copy of the proposed amendment and a copy of the bylaws then in force be mailed with said notice to each member.

Section 2. Within ten days after the adoption of a resolution amending these bylaws in any respect, a copy of the amended bylaws shall be mailed to each member at his/her last known post office address.

Section 3. These bylaws shall be reviewed by the Policy Review committee and presented to the Board for review at least every three years.