

BY-LAWS OF THE BOARD OF TRUSTEES
OF THE HENRY COUNTY LIBRARY

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JUNE 2011

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ARTICLE I

BOARD OF TRUSTEES

Section I. Number of Qualifications. The Henry County Library District, established at an election duly held in the County of Henry on April 2, 1946, shall be governed by a Board of Trustees, consisting of five (5) members to be appointed by the Henry County Commissioners. Appointees shall be residents of the Henry County Library District, none of whom shall be an elected official. No member of the board shall receive compensation for serving as such.

Section II. Term of Office. The members shall serve for terms of four years each or until a successor is named by the Henry County Commissioners. Term of office shall begin July 1 except for those appointed to fill vacancies. A partial term shall coincide with that of the board member originally filling the position.

Section III. Resignations, Vacancies. Vacancies in the Board of Trustees occasioned by resignations or otherwise shall be reported to the Henry County Commissioners and shall be filled in like manner as original appointments.

Section IV. Duties of the Board of Trustees. The Henry County Library Board of Trustees shall:

- A. Determine the policies under which the library will operate. A list of policies in force will be maintained as an appendix to these by-laws.
- B. Select and appoint a Library Director.
- C. Advise in the preparation of the budget, approve it, and make sure that adequate funds are provided to finance the approved budget.
- D. Through the Library Director, supervise and maintain buildings and grounds, as well as regularly review various physical and building needs to see that they meet the requirements of the total library program.
- E. Study and support legislation which will bring about the greatest good to the greatest number of libraries.
- F. Cooperate with other public officials and boards and maintain vital public relations.

Section V. Officers, Election and Terms. The officers of the Board of Trustees shall be a President, Vice-President, Secretary, and Treasurer who shall be elected annually at the July board meeting and shall hold office for a period of one year. Any vacancies occurring in the foregoing offices shall be filled in like manner at any regularly scheduled or specifically called meeting. The board, at its discretion, may delegate the duties of the Treasurer and/or Secretary.

Section VI. President, Duties of. The President shall be the chief executive of the Library District and in general do all things customarily provided by said office. It shall be the duty of the President to preside at all meetings of the board, to appoint all committees, to serve as ex-officio member of all committees of the board, second co-signer on checks, and to perform all duties provided by law.

Section VII. Vice-President, Duties of. In the case of the absence of, or the inability or refusal to act by, the President, then the duties of that office, as above provided, shall devolve upon the Vice-president. In case a vacancy occurs in the office of the President, then in such event, the Vice-president shall perform all functions of the President until a successor for the unexpired term is elected. In the event of absence of both the President and Vice-President or the inability of both of them to act for any cause, the duties of President shall devolve upon the Secretary and further to the Treasurer, provide the office concerned is filled by the member of the Board. If duties have been delegated, the board shall select one of its members as President Pro Tem.

Section VII. Secretary, Duties of. The Secretary shall be responsible for all official correspondence of the board, shall keep a permanent record of the proceedings of the board, and be the custodian of all the official records of the proceedings of the board. Such records shall be kept at the Library headquarters, 123 East Green, Clinton, Missouri. The Secretary shall be charged with the responsibility of giving notices required by these by-laws and to perform such other duties as from time to time the board may direct. The Secretary may delegate such duties as may be approved by the board; provided, however, that delegation shall, in no way, relieve the Secretary from responsibility for the performance of these duties.

Section IX. Treasurer, Duties of. The Treasurer shall be responsible for the supervision of all financial matters pertaining to the library, keeping such records as may be required to record all income and disbursements of the Library District and otherwise performing such duties as required by law. The Treasurer shall present to the board, at its regular meetings, a complete financial report and be co-signer on all checks that are not paid by electronic transfer. The board may require the Treasurer, or any person to whom duties hereunder are delegated, to obtain a sufficient bond, at the cost of the Library District, to assure the competent handling of Library District funds.

Section X. Indemnification. The Henry County Library District will defend, indemnify, and hold harmless any one of all the Trustees of the District for any mistake of judgment or other action taken in good faith by the trustees in performance of the statutory duties.

The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which a trustee might be entitled.

The Board of Trustees of the Henry County Library District may, at its discretion, authorize the purchase of a policy or policies of insurance against liability of the board to indemnify board members and employees designated by the board, which shall contain such terms and conditions, as the board may deem appropriate to the extent and in the manner permitted by law.

ARTICLE II

MEETINGS OF THE BOARD OF TRUSTEES

Section I. Regular Meetings. The regular meetings of the Board of Trustees shall be held at the Library Headquarters, 123 East Green Street, Clinton, Missouri on the last Tuesday of each month at 4:00 PM or at such other place and time as determined by the board. A minimum of ten (10) meetings will be held each year.

Section II. Notice of Meeting. Notice of regular meetings shall be given either in writing, by telephone or by e-mail to every member of the board at least three (3) days before the date of said meeting. Public notice shall be posted at the headquarters and all branches at least twenty-four (24) hours before the meeting time.

Section III. Special Meetings. Special meetings may be called by the President or at the request of any two (2) members of the board. No business shall be transacted at said special meeting except as stated in the call therefore without the unanimous consent of all members of the board. One (1) day notice shall be given prior to any such special meeting. Public notice shall be posted at the headquarters and in all branches at least twenty-four (24) hours before the meeting time.

Section IV. Executive Sessions. An executive session may be requested by the President or any other member of the board. Only those items as defined by law may be discussed during an executive session, i.e. personnel matters, real estate transactions, and litigation. A vote to hold an executive session will be held at a public meeting. The vote of each board member will be announced and recorded in the minutes. Public notice of the closed meeting shall be posted at the headquarters and in all branches at least twenty-four (24) hours before the meeting time.

Section V. Quorum. A simple majority of the board shall constitute a quorum for the transaction of business at all meetings of the board.

Section VI. Order of Business. The order of business at all regular meetings of the board shall be as follows:

- A. Roll Call
- B. Approval of Minutes
- C. Treasurer's Report
- D. Communication and Correspondence
- E. Report of Committees
- F. Director's Report
- G. Unfinished Business
- H. New Business
- I. Executive Sessions

The foregoing order of business may be suspended or varied at any meeting by a majority vote of those present.

Section VII. Conduct of Meetings. In all matters of procedures not specifically covered herein, the board shall be guided by Robert's Rules of Order.

ARTICLE III

LIBRARY DIRECTOR

Section I. Director, Employment, and Compensation. The Board of Trustees shall have the power to hire, evaluate, remunerate, and discipline the Director of the Library under general personnel policies as established by the board. Annual evaluations of the Director shall be conducted by the Board of Trustees.

Section II. Director, Requirements of. The Director must hold a college degree and shall reside in Henry County.

Section III. Director, Duties of. The Director shall be the Chief Executive Officer of the Library and shall serve at the pleasure of the Board of Trustees. The Director shall be responsible for the execution of the orders and policies adopted and promulgated by the Board, for the efficiency of the library's service to the public, for the operation of the library under the financial conditions set forth in the annual budget. The Director shall have authority to hire employees for all positions authorized by the board, to discipline or dismiss any employee, and shall perform such other duties as the board may direct from time to time. The Director shall attend all board meetings except those at which the Director's salary is to be discussed.

ARTICLE IV

COMMITTEES

Section I. Committees. The President shall appoint such standing or temporary committees as may seem advisable.

Section II. Meetings. Each committee shall be subject to call from its respective chair person. Reasonable notice of all committee meetings shall be given to committee members and the Board President.

ARTICLE V

FINANCES

Section I. Fiscal Year. The fiscal year of the library shall be from January 1 to December 31.

Section II. Tax Hearing. The board shall hold a public meeting in August of each year prior to establishing the tax rate for the Library District.

Section III. Gifts. The Library Board is authorized to receive gifts, bequests, and donations of money, subject to review by the gifts committee.

Section IV. Budget. At its meeting in August each year, or at a subsequent meeting if necessary, the Board of Trustees shall adopt the budgets for the Library Fund (Maintenance and Operation) for the ensuing fiscal year. Where a tax rate must be set, the budget will be reviewed prior to the public tax hearing. Expenditures shall be made only in accordance therewith, except as subsequent changes may be made by the board.

Section V. Accounts. A special account shall be kept of each item of the budget, and the liabilities created against the same changed therein, so that the unexpended balance, if any, may be readily ascertained.

ARTICLE VI

AUDIT

Section I. Audit. An audit of the books and accounts of the library shall be made at least annually by certified public accounting firm appointed by the board. The accountant's report shall be made to the board and shall be made a part of the annual report to the Henry County Commissioners.

ARTICLE VII

REPORTS

Section I. Reports. The board, with the assistance of the Director, shall submit an annual report to the Henry County Executive on or before July 30, stating the condition of the library on the last day of December of the previous year.

ARTICLE VIII

AMENDMENTS

Section 1. Amendments. These by-laws may be amended, effective immediately, in whole or in part, at any regular or special meeting upon the affirmative vote of a majority three (3) members of the board, provided the proposed amendment shall have been presented at one meeting preceding the vote thereon.

POLICIES OF THE BOARD OF TRUSTEES OF
THE HENRY COUNTY LIBRARY

POLICY I

BID PROCEDURES (OTHER THAN PROFESSIONAL SERVICES)

Section I. Legislative Requirements. All purchases of investments made by the Library District shall conform to the appropriate State Statutes, including but not limited to, conflict of interest, prevailing wage, or investment of funds.

Section II Basic Requirements. All vendors providing services on library property shall provide the Library District with:

- A. Proof of workers' compensation coverage
- B. Proof of general liability insurance, including vehicle liability insurance.
- C. Other insurance as appropriate to the undertaking.

Performance, labor, and material insurance will be provided by a company rated A+ in Best. All other coverage will be provided by companies rated A or above in Best.

Section III. Projects Costing \$10, 000 or More. If the estimate of probable cost reaches or exceeds \$10,000, representatives of the Library District shall, unless otherwise directed by the Board:

- A. Prepare or have prepared by the appropriate professional source specifications for completing the project in an efficient and timely manner.
- B. Advertise the project in at least one daily newspaper in the Henry County area at least one week prior to the bid opening.
- C. Notify qualified vendors chosen by the Library District of the opportunity to submit a response to the proposal.
- D. Require bid security in the form of a bid bond or cashier's check of not less than 5% of the bid amount.
- E. Open and read responses at a meeting available to the public.
- F. Refer responses to the board for action.

Section IV. Projects Costing More than \$5,000 but Less than \$10,000. If the estimate of probable cost is more than \$5,000 but less than \$10,000, representatives of the Library District shall either prepare specifications for bid purposes or seek competitive quotations. At least three (3) vendors will be contacted. The requirement for three (3) vendors may be waived if:

- A. It is determined that there are fewer than three (3) vendors qualified to provide the service.
- B. Quotations have been received within the last twenty-four (24) months which can be used as the basis for awarding the project.
- C. Recurring purchases are to be made and the company chosen has been previously selected on the basis of the procedures outlined.

Section V. Projects Costing Less than \$5,000. The same procedures will be followed as in Section 4. The requirement of securing multiple quotations may also be waived when:

- A. The dollar amount of the project is so low as to limit interest in the bid process by multiple vendors.
- B. Staff time to secure bids is not cost effective.
- C. Knowledge or experience enables staff to judge the probable outcome of the competitive pricing process.

Section VI. Single Source Vendors. If it is determined that there is a single source for the product desired, the bid procedure may be waived and representatives of the library shall negotiate directly with the source.

Section VII. Emergencies. The bid procedure may be waived in emergencies involving the safety of individuals or where significant damage or disruption of service would occur if corrective action is not taken quickly. If the emergency does not allow sufficient time for advertising or to seek competitive bids, a complete report shall be presented to the board at the next regular or special meeting.

POLICY II

PROFESSIONAL SERVICES

Section I. Professional services. It shall be the policy of the Henry County Library District to negotiate for professional services, including, but not limited to, architectural, engineering, legal, audit, insurance brokerage, and employee benefit consultation on the basis of demonstrated competence and qualifications for the type of services required. Such services shall be provided at fair and reasonable prices.

Unless the context specifically requires otherwise, "firm" means any individual, partnership, corporation, association or other legal entity permitted by law to practice the profession required and provide said services.

Whenever a project or program requiring professional services is contemplated by the Henry County Library District, the district shall evaluate current statements of qualifications and performance data of firms on file, together with those that may be submitted by the other qualified firms.

In evaluating the qualifications of each firm, the Library District shall use the following criteria:

- A. The specialized experience and technical competence of the firm with respect to the type of services required.
- B. The capacity and capability of the firm to perform the work in question, including specialized services, within the time limitations fixed for the completion of the project.
- C. The past record of performance of the firm with respect to such factors as control of costs, quality of work, and ability to meet schedules.
- D. Insurance as appropriate to the underrating, i.e. professional liability (errors and omissions).

A limited number of firms considered the better qualified and capable of performing the desired work will be selected for personal interviews.

If the district is unable to negotiate a contract with the firm or firms first selected, the procedure as described above will be applied to the other firms interviewed. If the district is unable to negotiate a contract within the firms interviewed, the procedure as described will start from the beginning.

POLICY III

DISBURSEMENTS

Section I. Disbursements. Checks may be issued throughout the year.

A. All expenditures will be within the budget limits.

B. Payments will be limited to usual or recurring items; expenditures for new programs resulting in ongoing commitments will be presented to the Library Board for prior approval.

C. Items in excess of \$5,000 shall be presented to the Library Board for general approval prior to purchase except in an emergency. In an emergency, the procedures outlined in board policy on Bid Procedures, Appendix 1, shall be followed.

D. A list of all checks, including check numbers, payees, and amount of the payment thereof, will be prepared following month end and will be available for examination by the Library Board at its next regular monthly meeting. The list will be certified by the President prior to disbursement. Certification may be by facsimile signature.

POLICY IV

SALE OF REAL PROPERTY

Section I. Sale of Real Property. In the event the board determines that it is in the best interest of the Library District to sell any real property owned by the district, the board will normally follow the bid procedure set forth in Section II hereof. However, when the property to be disposed of it is part of a larger tract and a remainder portion is being retained by the district, or when unique circumstances such as zoning, availability of utilities, surface water and/or sanitary sewer disposition, environmental problems, topographic problems, perceived difficulty of sale, or other circumstances which cannot be adequately addressed by bid procedure are present, the board may elect to negotiate the sale of the property pursuant to Section III hereof.

Section II. Bid Procedures.

A. The Board shall secure an appraisal from a competent real estate appraiser prior to the public bid opening and within twelve (12) months of the anticipated date of disposition.

B. Notice of the invitation to submit sealed bids shall be published in the same manner as the district publishes noticed inviting bids on construction or other projects. In addition to the formal publications of notice, direct mail information may be sent to other likely interested parties.

C. All bids shall be opened at a public open meeting and a record thereof retained.

D. The board may submit property for sale subject to proposed deed restrictions to protect perceived library interests.

E. The board may authorize bids to be based upon contingencies, i.e. zoning, soil inspection, etc.

F. The board shall have the power to accept the highest and best bid, to reject all bids, or, if desired, negotiate for more favorable terms of sale.

Section III. Negotiated Sale.

A. The board shall secure an appraisal from a competent real estate appraiser which shall be dated within twelve (12) months of the anticipated date of disposition.

B. The board shall make every reasonable effort to advise parties who are likely to be interested in the purchase of the property of its availability and the terms of its disposition.

C. The board may submit property for sale subject to proposed deed restrictions to protect perceived library interests.

D. The board may approve contingencies in a sales contract, i.e. zoning, soil inspection, etc. The decision of the board to accept a negotiated contract shall be based, inter alia, upon the price to be paid and the conditions of the sale and the proposed use to which the property will be devoted following the sale.

Section IV. Real Estate Consultants. The board, in connection with the disposition of real property by bid procedure or by negotiated sale, may employ a real estate consultant pursuant to the provisions of Policy II "Professional Services" and may pay compensation in the form commission and/or hourly compensation for said services.

POLICY V

CODE OF ETHICS

This policy will become effective when the library's operating budget is in excess of one million dollars per year.

Section I. Conflict of Interest. To avoid possible conflicts of interest:

A. All members of the Board of Trustees of Henry County Library District will comply with Section 182.050 RSMo relating to county library boards and with Sections 105.452, 105.454, and 105.458 of RSMo relating to conflicts of interest for public officers and employees, as well as any other State law governing official conduct.

B. All employees of Henry County Library District will comply with Sections 105.452, 105.454, and 105.458 of RSMo relating to conflicts of interest for public officers and employees, as well as any other State law governing official conduct.

C. Any member of the Board of Trustees or any employee of the Henry County Library District who has a "substantial personal or private interest" in any measure or purchase proposed or pending before the Library Board must disclose that interest to those members of the board present at the meeting at which the proposal is made and such disclosure shall be recorded in the board minutes. Substantial personal or private interest is defined as ownership by the individual, spouse, or dependent children, whether singularly or collectively, directly or indirectly:

1. Ten (10) or more of any business entity; or
2. an interest having a value of \$10,000 or more; or
3. the receipt of a salary, gratuity or other compensation or remuneration of \$5,000 or more per year from any individual, partnership, organization or association within any calendar

Section II. Disclosure Reports. Any member of the Library Board and the Director shall annually make public any potential conflicts of interest. Such disclosure will include the following information:

A. Each transaction in excess of five hundred dollars (\$500) during the calendar year between the Library District and a member of the Library Board, or any employee of the library, or any person related within the first degree of consanguinity, or affinity (father, mother, spouse, son, or daughter by virtue of a blood relationship or marriage) to the named. Excluded from this disclosure requirement are compensation received as an employee and the payment of any tax, fee or penalty due to the Library District. Each report shall include the dates and identities of the parties to the transaction.

B. Each transaction on excess of five hundred dollars (\$500) during the calendar year between the Library District and any business entity in which the individual named above have a "substantial interest". Excluded from this disclosure requirement are any payment of tax, fee, or penalty due to the Library District and payment for providing utility service to the Library District. Each report shall include the dates and identities of the parties to the transaction.

The Director will disclose, in writing, the following information for themselves, their spouses and dependent children.

A. The name and address of each employer from whom income of one thousand dollars (\$1,000) or more, whether singularly or collectively, was received.

B. The name and address of each sole proprietorship which the above named owned; the name, address, and general nature of the business conducted by each general partnership or joint venture in which he or she was a partner or co-participant in the partnership, or joint venture unless the information is already filed with the Secretary of State; the name, address, and general nature of the business of any closely-held corporation or limited partnership in which such individuals, whether singularly or collectively, owned two (2) or more of any class of outstanding stock, limited partnership units, or other equity interests.

C. The name and address of each corporation for which the above named individuals served in the capacity of director, officer, or receiver.

Section III. Filing of Copies of Resolution and Reports. A certified copy of this resolution shall be sent within ten (10) days of its adoption to the Missouri Ethics Commission. A certified copy of any amendment shall be filed with the Missouri Ethics Commission within ten (10) days of adoption.

The annual disclosure reports required herein shall be filed no later than May 1, with the Missouri Ethics Commission. Disclosure reports shall cover the proceeding calendar year. Such reports will also be filed no later than May 1 in the Library District Business Office. Disclosure reports shall be made available by Library District staff for public inspection and copying during normal business hours.

This policy shall be in full force and effect from and after the date of its passage and approval and shall remain in effect until amended and repealed by the board. This policy will be reviewed annually in compliance with Sections 105.483 and 105.484 RSMo.

POLICY VI CONFIDENTIALITY OF LIBRARY RECORDS

Section I. Records of Library Users. Agreeing in spirit with the U.S. Privacy Act of 1974 and the Policy on the Confidentiality of Library Records adopted by the Council of the American Library Association, January 20, 1971, and affirming the belief that people have the right to be secure against unreasonable and unwarranted invasions of privacy, it is the policy of the Henry County Library to regard as confidential its registration, circulation and other records associating the names of library users with the borrowing of specific material or other specific uses of the library. This information will be disclosed only to those individuals or groups whose library privileges (uses) are directly affected.

Section II. Records of Library Personnel; legal action. The Board of the Henry County Library District furthermore declares all personnel records of the Henry County Library District which may relate to mental or physical health or which may relate to the hiring, firing, disciplining, or promotion of personnel, all records pertaining to legal actions, causes of action or litigation and all communications between the Henry County Library Board and its attorneys which are privileged under the Law, to be closed records within the meaning of Chapter 610 RSMo.

Section III. Legal Process. All supervisors and other library employees, private individual, or group, or to any agency of federal, state, or local government except pursuant to such process, order or subpoena as may be authorized under the authority of, and pursuant to, federal, state, or local law relating to civil, criminal, or administrative discovery procedures or legislative investigators powers. See Missouri Revised Statutes, 182.817.

Also be advised that upon receipt of such process, order or subpoena, the Library's Board of Trustees will consult with Counsel for the Henry County Library District to determine if such process, order, or subpoena is in proper form and if there is a showing of good cause for its issuance; if the process, order, or subpoena is not in proper form or if good cause has not been shown, the Library's Board of Trustees will insist that such defects be cured.

Legislation related to Policy VI - Missouri Revised Statutes. 1986: 182.817.

Disclosure of library records not required - exceptions - Notwithstanding the provisions of any other law to the contrary, no library employee or agent of a library shall be required to release or disclose a library record or portion of a library record to any person or persons except:

1. In response to a written request of the person identified in that record, according to procedures and forms giving written consent as determined by the library; or
2. In response to an order issued by a court of competent jurisdiction upon a finding that the disclosure of such record is necessary to protect the public safety or to prosecute a crime. L. 1986 H.B. 11372-2.

