

**BY-LAWS
KITCHIGAMI REGIONAL
LIBRARY BOARD**

ARTICLE I

Definitions

The following terms shall have the meanings herein ascribed to them, unless the context in which they are used clearly indicates a different meaning:

- A. “Regional Board” means the Board of the Kitchigami Regional Library System (KRLS).
- B. “Agreement” means the Joint Powers Agreement creating the Kitchigami Regional Library System.
- C. “Signatory Members” means each city or county which is a member of the Joint Powers Agreement.
- D. “Board Member” means a person selected by signatory member to serve on the Regional Board until the term of such member expires, the member is no longer legally qualified to serve or is terminated as a member by the members appointing authority.
- E. “Associate Service Member” means a public library which is not a signatory member of the joint powers agreement but which receives services from the Regional Library System through a service agreement. Associate Service Members do not have membership on the Regional Library Board.

ARTICLE II

Regional Board Meetings

- A. The regular meetings of the Kitchigami Regional Library Board shall be held on the third Thursday of alternate months, beginning with January, and in June at 6:00 p.m. in the operating center, Pine River, unless otherwise designated. If an alternative location of any meeting is to be designated, written notice must be provided to all members no later than fourteen (14) calendar days in advance, unless emergency circumstances arise.

- B. The first meeting of each year shall be the annual meeting for the transaction of business. The annual meeting shall include the election of officers. At the annual meeting a schedule of regular meetings for the calendar year shall be adopted and shall be posted at the Headquarters of the KRLS, which shall be the legal address of Kitchigami Regional Library System Headquarters.
- C. Meetings shall be conducted according to the practice of Robert's Rules of Order.
- D. Special meetings may be called by the Chair, or upon the written request of five members, for the transaction of business stated in the call for the meeting. All meetings shall be conducted and noticed consistent with the requirements of the Minnesota Open Meeting law.
- E. A Chair, Vice-Chair, Secretary and Treasurer shall be selected by majority vote of the full membership of the Board at the annual organizational meeting. The Chair, Vice-Chair and Treasurer positions shall be held by elected officials of their appointing city or county. Each officer shall hold office for one year. The Board may reappoint the same Board Member(s) to office in subsequent years as it sees fit.
- F. An agenda shall be sent to each Board Member at least seven (7) days prior to each meeting of the Board. The agenda may be amended by majority vote of the members present at the Board meeting.
- G. Board Members shall be entitled to one vote at meetings of the Board. Proxy voting shall not be permitted. Where a city or county has a duly appointed alternate, that alternate shall have the same voting rights as a regular Board member in the absence of the Board member. It shall be the responsibility of the absent Board member to notify the alternate of his/her inability to attend the meeting and to provide the alternate with the meeting materials.
- H. A quorum at any meeting of the Regional Board shall be a simple majority of the total number of Board members.
- I. Committees
 - 1. Special committees may be established by the Chair.
 - 2. Standing Committees: The following standing committees shall exist and shall meet at such times as necessary to carry on the business of the committee. The dates, times and locations of all such meetings shall be posted and published pursuant to the Minnesota Open Meeting Law.

The membership of each committee shall be determined at the annual meeting of the Board.

- a. Budget Committee
- b. Personnel
- c. Mobile Library
- d. Internet
- e. Strategic Planning
- f. Audit

J. Policy Approval

All new or revised policies must be distributed with the meeting materials no less than 7 days in advance of a regular meeting of the board and given 1st reading at that meeting. 2nd reading and approval is provided at the next regular meeting of the board. A policy proposal may receive 1st and 2nd reading and approval at a regular meeting provided that the materials have been distributed no less than 7 days in advance of the regular meeting and provided that a motion to override the established practice receives unanimous board approval.

K. The Board and its committees may hold meetings by alternative methods, including electronic or other methods, consistent with the requirements of the Minnesota Open Meeting law.

ARTICLE III

Regional Board Duties

- A. The Board shall have the authority and responsibility to carry out the management, business and affairs of the KRLS, including but not limited to:
1. Exercise responsibility for the operation and financial condition of the KRLS.
 2. Ensure the efficient operation of the KRLS.
 3. Develop and ensure the effective administration of policies of the KRLS.
 4. Collect payment for services, grants and other revenues.
 5. The hiring of the Regional Library System Director, approval of all job descriptions, and the final authority for all termination decisions. Authority for the hiring of other employees and all employee discipline, including

termination subject to final review by the Board, shall be delegated to the Regional Library Director.

6. Prepare and approve the budget and preparation of the budget which shall be approved by a 2/3 majority of the Board. The adopted budget, which shall describe projected income and expenditures, shall be filed with the city clerks and county auditors of signatories to the Agreement and the state librarian.

7. Approve disbursement of all KRLS funds for authorized expense. Make advance temporary authorization of necessary routine payments required for the efficient KRLS operations between Board meetings, to be ratified at the next Board meeting, including the payment of utilities. The payment of all wages, salaries of operating personnel and payroll deductions from same, shall be made in such amounts as authorized by the Regional Board in fixing the amount of said wages and salaries.

8. Designate such bank or banks where KRLS funds shall be deposited consistent with state law.

9. Provide for an annual audit of its financial records by a certified public accountant, a copy of which shall be provided to all signatories of the Agreement and the state library agency.

10. Rent, lease and purchase or otherwise procure or receive real or personal property.

11. Monitor compliances with statutes and rules.

12. Hire such consultants as necessary for the effective operation of the KRLS.

13. Purchase a bond for officers dispersing funds for the KRLS.

14. Purchase errors and omissions insurance for staff and Board members.

15. Enter into service agreements with Associate Service Members which are not signatories to the Agreement for the provisions of library services to be negotiated between the Board and the public library for a negotiated fee.

B. Termination of Board Membership

1. If any Board member is absent for three consecutive meetings without sufficient reason or without any notification, the Board Chair shall notify

the signatory Board of the absences and request that a replacement be appointed.

2. Upon notice to the Board that a Board member is not legally qualified to serve on the Board due to lack of residency in the signatory member, loss of membership on the signatory board or council or other disqualification, the member shall be disqualified from membership on the Board Chair shall request that the signatory Board appoint a replacement.

C. Conflicts of Interest

1. No member of the Board shall be considered for staff employment.
2. No member of the Board or any administrative member of the library staff shall use the resources, business, finances or contracts of the library for personal or financial gain.

D. Legal Notice

1. Notice of withdrawal must be served by certified mailed mail upon the Chair, accompanied by a certified copy of the appropriate resolution of the signatory member council or board, authorizing and directing such withdrawal, and conditioned upon the following:
 - a. A member must give written notice prior to July 1 in order to withdraw effective January 1, at least eighteen months following the notice.
 - b. Upon effective withdrawal, the member shall continue to be responsible for all its unpaid obligations that it has accrued under the agreement.

ARTICLE IV

Duties of Officers

A. Chair

The Chair of the Board shall preside at all meetings, appoint all committees, authorize calls for any special meetings, and generally perform the duties of a presiding officer. The Chair may, with the Treasurer, sign all payroll and general account checks for the library.

B. Vice Chair

In the absence or disability of the Chair, shall perform the duties of the Chair.

C. Secretary

1. Shall keep the minutes of the Board in records provided for that purpose.
2. Shall be signatory as required on official documents.
2. In the absence of the Chair and Vice Chair, shall perform the duties of the Chair.

D. Treasurer

1. The Treasurer or designee shall keep due and strict accounting of all monies coming into his/her hands for the use of the KRLS.
2. Prepare an annual report of receipts and expenditures.

ARTICLE V

Amendments

These Bylaws may be amended by the affirmative vote of a two-thirds (2/3) majority of the members present at the annual meeting or at any other meeting of the Board provided that: 1) the proposed amendment shall have been submitted in writing to all Board Members for review at least fourteen (14) days prior to the meeting and; 2) the proposed amendment shall have had a first reading at the regular meeting of the Regional Board immediately prior to the meeting at which action is taken on the proposed amendment.

Adopted: 18 March 2010

Board Chair _____
Rachel Nystrom

Board Clerk: _____
Carolyn Conklin

RRM: 126718/lmj