

## BY-LAWS OF THE BOARD OF TRUSTEES

### HANNIBAL FREE PUBLIC LIBRARY

#### INTRODUCTION

Hannibal Free Public Library is a political subdivision recognized by the State of Missouri. The Hannibal Free Public Library Board of Directors, more commonly called the Hannibal Free Public Library Board of Trustees or Library Board, has the authority to levy and collect a tax for the establishment and maintenance of the Library. They are authorized to make and adopt such by-laws, rules and regulations for their own guidance, and for the government of the library, as may be expedient, and not inconsistent with Missouri Revised Statutes (RSMO) Sections 182.140 to 182.301. They are responsible for appointment of a properly qualified librarian who shall be the chief executive and administrative officer for the library. They shall have the exclusive control of the expenditure of all moneys collected to the credit of the library fund, and of the construction of any library building, and of the supervision, care and custody of the grounds, rooms or buildings constructed, leased, or set apart for that purpose.

The Library Board, as a body corporate, may sue and be sued, complain and defend, and make and use a common seal, purchase or lease grounds, purchase, lease, occupy or erect an appropriate building or buildings for the use of the public library and branches thereof, sell and convey real estate and personal property for and on behalf of the public library and branches thereof, issue bonds, secured by a deed of trust on any land which they own, for the purpose of the purchase of ground and for the erection of public buildings and for the improvements of existing buildings, receive gifts of real and personal property for the use and benefit of the public library and branch libraries thereof, the same when accepted to be held and controlled by the Board of Trustees, according to the terms of the deed, gift, devise or bequest of such property.

Hannibal Free Public Library shall be forever free to the use of the inhabitants of the city where located, always subject to such reasonable rules and regulations as the Library Board may adopt in order to render the use of the Library and its reading room of the greatest benefit to the greatest number. The Board may exclude from the use of the Library and reading room any and all persons who willfully violate such rules. The Board may extend the privileges and use of the Library and reading room to persons residing outside of the City, upon such terms and conditions as the Library Board, from time to time, by its regulations, may prescribe.

## ARTICLE 1

### LIBRARY BOARD OF TRUSTEES

Section 1. Number and Qualifications. The Hannibal Free Public Library shall be governed by a Board of Trustees consisting of nine members to be appointed by the Mayor, or other proper official of the City, with the approval of the City Council. Appointees shall be residents of the City of Hannibal. No member of City government shall be a member of the board. No Trustee shall seek or expect special privileges with regard to library services, nor shall (s)he in any way profit personally by any policy or activity of the Board. No person shall be employed by the Library Board who is related either by blood or by marriage to any member of the Board.

Section 2. Term of Office. The members shall serve terms of three years each, beginning on the first of July. No member of the Board shall serve for more than three successive full terms and shall not be eligible for the further appointments to the Board until two years after the expiration of the third term.

Section 3. Removal. The Mayor, or other proper official, by and with the consent of the City Council, may remove any trustee for misconduct or neglect of duty. Failure of a Trustee of the Board to attend half of the regular meetings through the year shall constitute a reason for replacement of said Trustee by the proper City officials. [In this event, the Library Board President may instruct the Library Director to contact the Mayor to request a replacement. If the Library Board President fails to act, two or more members of the Library Board may request the recommendation for removal be placed on the agenda for consideration by the full Library Board.]

Section 4. Resignation. A member may resign from the Board of Trustees for personal reasons at any time during his or her term of office. He or she must resign upon the occasion that he or she is no longer a resident of the City of Hannibal, or when he or she becomes a member of City government.

Section 3. Vacancies. Vacancies in the Board, occasioned by removals, resignations or otherwise, shall be reported to the proper official and shall be filled in like manner as original appointments, except that if the vacancy is an unexpired term, the appointment shall be made for only the unexpired portion of that term.

Section 4. Oaths of Office. The President of the Library Board of Trustees shall install new Board members with the following oath: "Do you solemnly promise to uphold the By-Laws and Policies and Procedures of the Hannibal Free Public Library Board of Trustees, to attend its regular meetings, whenever possible, and to serve on its committees to the best of your ability when appointed to such? Do you promise to defend and support its policies and to work actively for the

improvement and well-being of the Library? And, will you try always to keep the Library's best interest ever in mind when making decisions concerning it, remembering that both the Library and you are servants of the citizens of Hannibal? If you freely subscribe to these promises, please answer with the words, "I do." I, now, declare you a formally installed member of the Hannibal Free Public Library Board.

The President of the Library Board of Trustees shall install new officers with the following oath of office: "Do you solemnly swear that you will discharge your duty, to the best of your ability, as an officer of the Board of the Hannibal Free Public Library and that you will, at all times, be faithful to its traditions and abide by its rules? Answer: I do. I now declare you a formally installed officer of the group."

Section 5. Duties of the Library Board of Trustees. The Board of Trustees shall have the power and authority to:

- (1) Convene monthly meetings, committee meetings, and any additional meetings that may prove necessary.
- (2) Formulate, adopt, and amend By-Laws, rules, and regulations for their own guidance, and policies under which the Library and its reading room operate.
- (3) Request appropriate City Ordinances.
- (4) Levy and collect taxes for the maintenance of the Library, and reduce or increase the tax rate within State guidelines.
- (5) Order an election on the question of increasing the tax for maintenance of the Library and its reading room.
- (6) Select and appoint the Library Director and have the power to remove the Library Director. Through the Library Director, select and appoint the Library staff and have the power to remove them.
- (7) Fix the compensation and working conditions for all Library employees.
- (8) Have the exclusive control of the expenditure of all moneys collected to the credit of the Library fund.
- (9) Within State guidelines, have the exclusive control of investment and expenditure of all moneys in designated and undesignated reserves.
- (10) Through the Library Director, accept and receive gifts for the Library.
- (11) Oversee the preparation of the budget, approve and amend it, and ensure that adequate funds are provided to finance the approved budget.
- (12) Through the Library Director, supervise and maintain buildings and grounds.

- (13) Within State guidelines, determine whether Library buildings need to be erected and properly maintained and refurbished, and join with the voters to cause an election to tax or increase the rate of taxation for said purpose.
- (14) Have the power to purchase, hold or lease grounds, to occupy, lease or erect appropriate buildings for the use of the Library, and to issue bonds for the purpose of the purchase of grounds and for the erection of public library buildings and for the improvement of property.
- (15) Proceed to have building plans and specifications building prepared, take construction bids, let the contract to the lowest and best responsible bidder, and require of such bidder securities for the performance of his bid. The Library Board may let parts of the material or labor for the erection of the building to different bidders, as to it may seem best, and may reject any and all bids.
- (16) Sell or exchange real estate and to use the proceeds for the purposes of a site for or erection of a library building.
- (17) Decide to contract for cooperative service with another library within the State. Decide to contract with a municipality or other governmental unit for services.
- (18) Study and support the legislation which will bring about the greatest good to the greatest number of libraries.
- (19) Advocate for the Library. Cooperate with other public officials and boards and maintain public relations.
- (20) Abide by the agreement between the Women's Club of Hannibal and the Library Board concerning the Woman's Club Room.

Section 6. Officers, Elections and Terms. The officers of the Library Board of Trustees shall be a President, Vice-President, Secretary, and Treasurer, who shall be elected annually at the regular June meeting of the Board. Officers shall be installed and shall hold office for a period of one year beginning July first. Any vacancies occurring in the foregoing offices shall be filled in like manner at any regularly scheduled or specially called meeting. The Board at its discretion may delegate some or all of the duties of the Treasurer and/or Secretary.

Section 7. President, Duties of. The President shall be the chief executive of the Library Board and in general do all the 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 on all committees of the Board, and to perform all duties provided by law. When the President's signature is required, another officer of the Library Board may provide the signature in the President's absence.

Section 8. Vice-President, Duties of. In 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 the Vice-President, the Board shall select one of the Trustees to act as President pro tem.

Section 9. Secretary, Duties of. The Secretary shall be responsible for all official correspondence of the Board, shall serve as the Board's parliamentarian, shall oversee the maintenance of the Library Director's personnel file, and shall keep in printed form all email exchanged with and between Library Board members concerning the Library Director's performance of duties, and shall perform such other duties as from time to time the Board may direct. The file of emails shall be forwarded when a new Secretary is elected. The Board has delegated some duties of the Secretary to the Library Director, including maintenance of the permanent record of the proceedings of the Library Board, custodianship of the Board's official records, and provision of notices required by law and these By-Laws.

Section 10. Treasurer, Duties of. The Treasurer shall be responsible for oversight of all financial matters pertaining to the Library, and otherwise performing such duties as required by law. When the Treasurer's signature is required, another officer of the Library Board may provide the signature in the Treasurer's absence. The Board has delegated specific duties of the Treasurer to the City Finance Director and/or the City Collector, including maintenance of the record of income and disbursements of the Board through its operating accounts. The Board has delegated supervisory responsibility of all financial matters pertaining to the Library to the Library Director.

Section 11. Indemnification. Hannibal Free Public Library will defend, indemnify and hold harmless any one or all of the members of the Library Board for any mistake of judgment or other action taken in good faith by the Library Board in performance of their statutory duties unless resulting from willful negligence or bad faith.

The foregoing right of indemnification shall be in addition to and not exclusive to all other rights to which such Trustees may be entitled. The Board of Trustees of the Hannibal Free Public Library may at its discretion authorize the purchase of a policy or policies of insurance against liability of the Library Board to indemnify any person pursuant to this By-Laws, 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 LIBRARY BOARD

Section 1. Regular Meetings. The regular meetings of the Board of Trustees shall be held at the Library on the second Tuesday of each month at 5:00 p.m. The Library Board may reschedule the date of its regular meeting to another day of the month should circumstances warrant.

Section 2. Notice of Meeting. Notice of regular meetings shall be given in writing, by telephone, or through e-mail or other electronic means to every member of the Library Board at least three days before the date of said meeting. Public notice shall be posted at the City Hall, in a designated location at the Library, and on the Library's website.

Section 3. Special Meetings. Special meetings may be called by the President or at the request of any two members of the Library Board. No business shall be transacted at said special meeting except as stated in the call without the unanimous consent of all Trustees of the Board. Notice of one day shall be given prior to any such special meeting. Public notice shall be posted at City Hall. When practicable, notice shall also be posted in the designated location at the Library, and on the Library's website.

Section 4. Executive Session. Executive session may be called by the President or at the request of two Trustees of the Board. Only those items as defined by Law may be discussed during an executive session. No business shall be transacted in said executive session except as stated in the call without the unanimous consent of all Trustees of the Board. Other parties may be admitted to an Executive Session upon approval of the Trustees present.

Section 5. Quorum. A simple majority of the Board, i.e. five Trustees, shall constitute a quorum for the transaction of business at all meetings of the Board. For standing committees of the Library Board, a simple majority of Committee members shall constitute a quorum.

In the event that a quorum cannot be obtained, and there are immediate matters at hand that cannot wait, one of the Trustees may participate in the meeting by means of a conference telephone call. When no quorum can be obtained in this manner, and/or there are immediate matters at hand that cannot wait, then email may be used to obtain five positive or negative votes.

Section 6. Voting. Except where roll call voting is required by law, or when the President is uncertain of the outcome of the vote, voice or gesture voting will be used. A simple majority of those Trustees present causes the matter to pass, be adopted, or otherwise approved. Trustees may abstain from voting due to a conflict of interest or other reason.

Section 7. Order of Business. The order of business at all regular meetings of the Board shall be as follows:

BY-LAWS OF THE BOARD OF TRUSTEES, Adopted after three readings  
on January 10, 2011; amended after three readings on May 16, 2019

- a. Call to Order and Roll Call
- b. Approval of Minutes
- c. Approval of Claims
- ~~d.~~ Investment Report
- e. City Financial Report
- f. Approval of Transfer Recommendation
- g. Correspondence
- h. Public Comment
- i. Committee Reports
- j. Director's Report
- k. Old Business
- l. New Business
- m. Executive Session
- n. Adjournment

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

Section 8. Parliamentary Procedures. Robert's Rules of Order will be used to determine parliamentary procedures except when modified by these By-Laws, other Library Board policies, or State Statutes.

### ARTICLE III

#### LIBRARY DIRECTOR

Section 1. Library Director, Employment, and Compensation. The Library Board of Trustees shall retain powers of hiring, evaluating, remuneration, and disciplining the Library Director under personnel policies as established by the Board. Annual evaluations of the Director shall be conducted by the Board of Trustees.

Section 2. Director, Duties of. The Library 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 order 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, supervise, evaluate, and discipline employees for all positions authorized by the Board. The Director 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 or performance is to be discussed. The Director is the custodian of all keys to the buildings and rooms. In the event that no quorum can be obtained for a monthly Library Board meeting, the Library Director shall handle routine matters, such as the Claims and Transfer, and shall seek approval of the Library Board

later. The Library Director shall retain a file, either printed or electronic, of all e-mail sent by or between Library Board members concerning Library business except that the Secretary of the Library Board shall retain a printed file of email sent by or between Library Board members concerning the Library Director's performance.

## ARTICLE IV

### COMMITTEES

Section 1. Committees. The President shall appoint five standing committees annually:

1. The Library Personnel & Services Committee.
2. The Buildings & Grounds Committee.
3. The Finance Committee.
4. The Investment Committee
5. The By-Laws Committee
6. The Nominating Committee
7. The Strategic Planning Committee

The President may appoint temporary committees which shall serve until a final report is made by the committee to the Library Board at which time the committee passes out of existence.

Section 2. The Library Personnel & Services Committee shall be composed of at least three Board members as may be appointed by the President of the Board of Trustees. The President shall designate the committee chair. The functions and responsibilities shall include, but not be limited to:

- a. Advise the Board from time to time on the effectiveness and accessibility of existing library services, the need for new or revised services, and the necessary personnel;
- b. Oversee the evaluation of the Library Director, and make recommendations to the whole Board concerning his or her hiring, salary, benefits, discipline, and possible firing.
- c. Review library service and personnel policies and make recommendations to the whole Board;
- d. As necessary, serve as a review committee to hear complaints about materials and/or services that have not been resolved by the Library Director;
- e. Act as sounding board for the Library Director or, at minimum, receive notification by the Library Director, when suspension or demotion is used as a disciplinary step to seek improvement in employee behavior, or when termination of employment proves necessary;



- f. Oversee the budget for personnel in coordination with Finance Committee, and make recommendations to the whole Board;
- g. Review grant applications related to library services, approving applications as required and making recommendations to the whole Board about accepting funding when applications are funded.
- h. Serve as the Library Board's representatives to meet with representatives of the Women's Club of Hannibal, per the 1989 Agreement.

Section 3. The Building & Grounds Committee shall be composed of at least three Board members as may be appointed by the President of the Board of Trustees. The President shall designate the committee chairperson. The functions and responsibilities shall include, but not be limited to:

- a. Advise the Board from time to time on the accessibility, condition, and management of the building and grounds;
- b. Oversee capital projects, including building design and construction, larger building improvement and repair projects, improvements to grounds and parking lots, and larger equipment/automation installation projects;
- c. Oversee bid processes for capital projects, and make recommendations to Board concerning acceptance of any or all bids;
- d. Oversee inventory, insurance appraisal, and other capital audit functions.
- e. Oversee the budget for capital projects in coordination with Finance Committee, and make recommendations to the Board;
- f. Review capital improvement, technology/automation, and other building/equipment plans, approving routine plans and making recommendations about other plans to the whole Board;
- g. Review grant applications related to capital projects, approving applications as required and making recommendations to the whole Board about accepting funding when applications are funded.

Section 4. The Finance Committee shall be composed of the Treasurer, who shall be the committee chair, and at least two other Board members as may be appointed by the President of the Board of Trustees. The functions and responsibilities shall include, but not be limited to:

- a. Oversee the financial affairs of the Library;
- b. Advise the Library Board from time to time on the status and management of all operating funds and other financial matters of concern to the Library;
- c. Review all capital and operating budgets for the Library and make recommendations to the Library Board with respect thereto on at least a quarterly basis;
- d. Approve Claims after the Library Board meeting in June to complete expenditures for the year.
- e. Recommend for selection by the Library Board the auditors of the Library

- f. Review and approve the scope of the audit to be conducted by such independent auditors;
- g. Review the performance of such independent auditors.

Section 5. The Investment Committee shall be composed of a member of the Library Board (not the Treasurer) appointed by the Library Board President and serving as the Committee Chair. The Library Director shall serve as the other member of the Committee. The functions and responsibilities shall include, but not be limited to:

- a. Carry out the investment activities based on decisions made at monthly Library Board meetings;
- b. Review the Library's Cash Flow needs;
- c. Review the Library's Investment Report and make recommendations as to movement of monies between funds and/or investment vehicles;
- d. Work with and/or monitor the actions of any external money managers to ensure they are consistent with the Library's investment policy and philosophy, and demand that external managers provide timely reports that comply with the requirements of the law;
- e. Review Designated Accounts and make budgetary recommendations.

Library Board's Treasurer or President shall act on the Investment Committee in the absence of the Committee Chair or Library Director. When no quorum can be obtained at a monthly Library Board meeting, and an investment decision is necessary, authority to make the specific investment decision(s) is delegated to the Library Board's Finance Committee.

Section 5-6. The By-Laws Committee shall be composed of at least two Board members as may be appointed by the President of the Board of Trustees. The President shall designate the committee chairperson. The functions and responsibilities shall include, but not be limited to:

- a. Advise the Library Board from time to time on its governance
- b. Review these By-Laws and other policies and procedures related to how the Library Board operates, and make recommendations to the whole Board;
- c. Oversee annual filing of the State's Ethics Commission report;
- d. Oversee biennial review of the Library Board's Code of Ethics and Public Disclosure Policy;
- e. Review Sunshine Law and advise the Library Board on its proper application.

Section 6. The Nominating Committee shall be composed of at least two Board members as may be appointed by the President of the Board of Trustees. The President shall designate the committee chairperson. The functions and responsibilities shall include, but not be limited to:

- a. Propose a slate of officers to the Library Board at its May and June meetings;
- b. Accept other nominations from the Trustees present;
- c. Confirm qualifications of Trustees, particularly residency and attendance at meetings;
- d. Consider skills and qualifications of existing Trustees and recruit Trustees;
- e. Recommend Trustee candidates to the whole Board, which in turn makes recommendations to the proper City official for appointment.

Section 8. The Strategic Planning Committee shall be composed of at least two Board members as may be appointed by the President of the Board of Trustees, the Library Director, and the Assistant Director. The President shall designate the committee chairperson. The functions and responsibilities shall include, but not be limited to:

- a. Work within established public library planning practices to guide the development of a Strategic Plan for the Library;
- b. Recommend the Strategic Plan and annual amendments to the full Library Board for adoption;
- c. Oversee the Library's Strategic Plan;
- d. Coordinate the efforts of any consultants hired to develop and/or implement the Strategic Plan,

## ARTICLE V

### FINANCES

Section 1. Fiscal Year. The fiscal year of the Library shall be from July first to June thirtieth. The Library does not accrue its finances between fiscal years. Monies that need to be carried over shall be added to the annual revenue budget as Carry-Over and also added to the expenditure budget in their appropriate accounts.

Section 2. Gifts. The Library Board has the power to accept, reject, position, and dispose of gifts, bequests, and donations of goods and money for current and capital expenditures of the Library. The benefit to the Library shall be considered when accepting gifts, donations, and bequests of money and/or goods.

Section 3. Budget. At its meeting in June of each year, or at a later meeting if necessary, the Library Board shall adopt a budget for the ensuing fiscal year. As circumstances warrant, the Library Board may amend the budget. Expenditures shall be made only in accordance therewith, except as subsequent changes may be made by the Board Financial information provided to the in no way impacts the Library Board's power and authority to establish and amend an operating and a

capital improvement budget for the Library or to oversee revenues and expenditures.

Section 4. The Library Board may invest monies in accordance with the Revised Statutes of the State of Missouri, and the Library Board's policies and decisions.

Section 5. The Library Board may decide to conduct its own public hearings on its budget and tax rate, or it may decide to participate with the City Council in conducting the annual public hearings. However, the Library Board retains its authority to set Library's budget and the tax rate within the amount allowed by the State Auditor.

## ARTICLE VI

### AUDIT

Section 1. Audit. An audit of the books and accounts of the Library shall be made at least annually by a certified public accounting firm appointed by the Board. A copy of the audit shall be forwarded to the State Auditor as required by law. The Library Board may decide to participate with the City's audit from year to year, but this decision in no way impacts on the Library Board's power to authorize an audit independent of the City. In the event that an independent audit is ordered, a copy of it shall be forwarded to the City.

## ARTICLE VII

### 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 of all Trustees of the Board present at the meeting, provided the proposed amendment shall have been read at two meetings preceding the vote thereon.

## ARTICLE VIII

### REPORTS

Section 1. Reports. In accordance with State law, the Library Director shall make, within eight weeks after the end of the fiscal year of the Library, an annual report to the Board of Trustees, stating the condition of the Library and its services on the last day of the fiscal year, the various sums of money received from the library fund and from other sources, and how the moneys have been expended and for what purposes, and such other statistics, information and suggestions as may be of general interest. This report shall be transmitted by the Library Board to the

proper official and governing body of the City and a copy shall be transmitted at the same time to the Missouri State Library.

The Library Director shall also provide other reports and plans as required by the Missouri State Library throughout the year. If required, approval of the Library Board will be sought before their submission.