



BYLAWS OF THE BOARD OF TRUSTEES

Adopted 11/14/1985; Reaffirmed 11/12/1992, 06/14/2000; Revised 10/09/2019; 09/14/2022

Article I. ORGANIZATION

Section 1.01 Name. The name of the organization is Jefferson County Rural Library District, hereinafter referred to as the Library.

Section 1.02 General Powers. The Library is a public corporation with such powers as are necessary to carry out its functions and for taxation purposes shall have the power vested in municipal corporations for such purposes.

Section 1.03 Governing body. The management and control of the Library shall be vested in a Board of Trustees, hereinafter referred to as the Board.

Section 1.04 Offices. The principal office of the Library shall be located at its principal place of business in Port Hadlock, Washington. The Library may have such other offices as the Board may designate.

Section 1.05 Purpose. The Library transforms lives and strengthens community by bringing people, information and ideas together. The Library meets essential educational and cultural needs in our rural county, where limited resources are available. As a recognized essential community asset, the Library intends, through its strategic focuses, to develop innovative approaches to address important community issues and needs.

Article II. BOARD OF TRUSTEES

Section 2.01 Number. The Board shall consist of five (5) Trustees.

Section 2.02 Appointments. Trustees shall be chosen in a manner agreed upon by the Library and the Board of Jefferson County Commissioners. Trustees shall be appointed by the Board of Jefferson County Commissioners.

Section 2.03 Qualifications. Trustees shall reside in the Jefferson County Rural Library District.

Section 2.04 Term of Office. The term of office shall be five years. No Trustee shall serve more than two full consecutive terms. Trustees must reapply for a second term. A former board member who has served two full terms may reapply after a lapse of three years. If a Trustee is appointed to serve an unexpired term of office and serves more than half of the term it shall be considered a full term of office.

Section 2.05 Compensation. A Trustee shall not receive a salary or other compensation for services as Trustee, but directly related expenses actually incurred and documented shall be paid from the Library funds.

Section 2.06 Resignation. A Trustee may resign at any time by delivering written notice to the Chair or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 2.07 Removal. A Trustee may be removed for just cause by the County Commissioners after a public hearing upon a written complaint stating the grounds for removal, which complaint, with a notice of the time and place of hearing, shall have been served upon the Trustee at least fifteen days before the hearing. (RCW 27.12.190)

Section 2.08 Vacancies. Vacancies shall be filled for unexpired terms as soon as possible in the manner in which Trustees are regularly chosen. A Trustee appointed to fill a vacancy shall serve the remainder of the term of the Trustee replaced.

Article III. DUTIES OF THE BOARD.

Section 3.01 Adopt such bylaws, rules, and regulations for their own guidance and for the government of the Library as they deem expedient. (RCW 27.12.210)

Section 3.02 Have the supervision, care and custody of all property of the Library, including the rooms or buildings constructed, leased, or set apart therefore. (RCW 27.12.210)

Section 3.03 Employ a Director. (RCW 27.12.210)

Section 3.04 Prepare the Library budget, certify the same and deliver it to the Board of County Commissioners in ample time for it to make the tax levies for the purpose of the district. (RCW 27.12.210)

Section 3.05 Have exclusive control of the finances of the Library. (RCW 27.12.210)

Section 3.06 Accept such gifts of money or property for Library purposes as they deem expedient. (RCW 27.12.210)

Section 3.07 Lease or purchase land for Library buildings. (RCW 27.12.210)

Section 3.08 Lease, purchase, or erect an appropriate building or buildings for Library purposes, and acquire such other property as may be needed therefore. (RCW 27.12.210)

Section 3.09 Purchase library materials and supplies for the Library. (RCW 27.12.210)

Section 3.10 Do all other acts necessary for the orderly and efficient management and control of the Library. (RCW 27.12.210)

Section 3.11 At the close of each year the Board shall make a report to the County Commissioners, showing the condition of their trust during the year, the sums of money received for the Library fund from taxes and other sources, the sums of money expended and the purposes of the expenditures, the number of books and periodicals on hand, the number added during the year, the number retired, the number loaned out, and such other statistics and information and such suggestions as they deem of public interest. A copy of this report shall be filed with the state librarian (RCW 27.12.260)

Section 3.12 Ensure implementation of the State of Washington public records laws for access to board minutes, policies, planning documents, and other materials. (RCW 42.30)

Section 3.13 Set direction for the organization through developing, approving, and supporting the Library's strategic planning.

Section 3.14 Ensure that the Library has the resources necessary to pursue the strategic plan by providing leadership for the fundraising strategy, financial support, and connection to donors and potential donors.

Section 3.15 Direct long-range facilities planning for the Library that ensures the Library has appropriate spaces to provide its services. This may include renovation of current facilities and/or construction, lease, or purchase of new facilities.

Article IV. OFFICERS

Section 4.01 Number. The officers of the Library shall be a Chair, a Vice Chair and a Secretary.

Section 4.02 Election and Term of Office. The election of officers by the Board members will normally occur at the December monthly meeting and the transfer of authority will occur at the following January monthly meeting. Board officers shall be elected to serve for a one (1) year term. Such officers may succeed themselves, but may not serve more than two consecutive terms in the same position. Vacancies in any such office that occur outside of the normal cycle shall be filled by vote of the Board at its next regular meeting and shall be effective immediately through the next regular Board election cycle.

Section 4.03 Duties of the Chair. The Chair shall preside at all meetings of the Board; plan each meeting agenda with the Director; authorize special meetings; appoint committees, serving as an ex-officio member of each; execute authorized documents; and perform all other duties associated with that office. The Chair shall act as spokesperson for the Board and act as its representative with other organizations and activities unless another representative shall otherwise be authorized by the Board; however, the Chair may delegate to any Trustee these duties and such person shall make no statements that will obligate or commit the Library except pursuant to prior authorization of the Board.

Section 4.04 Duties of the Vice-Chair. In the event of the Chair's absence or inability to act, the Vice-Chair shall assume the Chair's duties.

Section 4.05 Duties of the Secretary. The Secretary shall: (a) keep the minutes of meetings of the Board and any minutes which may be maintained by committees of the Board; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records of the Library; and (d) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chair of the Board.

Section 4.06 Resignation. The Chair or Vice Chair may resign at any time by delivering written notice to the Chair or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.07 Vacancies. Vacancies in any office shall be filled at the next regular meeting of the Board in the manner in which officers of the Board are regularly appointed. Any officer appointed shall fill the entire unexpired term.

Article V. TRUSTEES EMERITI

Section 5.01 Authority. The Board may appoint former Trustees to serve as Trustees Emeriti. The Trustees Emeriti shall serve in a non-voting advisory capacity. They shall not be required to attend Board meetings.

Section 5.02 Qualifications. Any Trustee who has retired or resigned shall be eligible for the position of Trustee Emeritus.

Section 5.03 Compensation. Trustees Emeriti shall not receive a salary or other compensation for services as Trustee, but directly related expenses actually incurred and documented shall be paid from Library funds.

Section 5.04 Resignation. A Trustee Emeritus may resign at any time by delivering written notice to the Chair or by giving oral or written notice at any meeting of the Board. Any such resignation shall take effect at the time specified therein or, if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Article VI. COMMITTEES

Section 6.01 Standing or Temporary Committees. The Chair may form standing or special committees and may appoint Trustees and others to serve on the committees. At the time a committee is formed, the Chair shall specify its objective and duration. Committee recommendations shall be presented to the Board for consideration.

Section 6.02 Quorum. A majority of the number of members composing any committee shall constitute a quorum, and the act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee.

Article VII. MEETINGS

Section 7.01 Open Public Meetings Act. All Board meetings are governed by the provisions of the State of Washington Open Public Meetings Act (RCW 42.30).

Section 7.02 Place of Meetings. Meetings shall normally be held at the Library's principal office unless otherwise specified by the Chair. (RCW 42.30.070)

Section 7.03 Regular meetings. Regular meetings shall be held monthly on a day and time established by a resolution of the Board. If the day falls on a holiday, such regular meeting shall be held on the next business day unless otherwise determined by the Chair. A tentative schedule for each year shall be adopted prior to the start of that year. (RCW 42.30.070)

Section 7.04 Regular meeting changes. The regular meeting date and/or time may be changed to another specified date and/or time by the Chair due to anticipated or actual absence of a quorum of the Board. Meetings held on the changed date shall constitute a regular meeting of the Board and all regular business may be transacted at the meeting. If a quorum is not present for a meeting, the presiding officer may continue the meeting to another time and place specified in the order of continuance. (RCW 42.30.070)

Section 7.05 Special meetings. Special meetings may be called at any time by the Chair or by a majority of the whole Board, for the transaction of only that business stated in the Notice of Special Meeting. (RCW 42.30.080)

Section 7.06 Annual Meeting. The January meeting of the Board is designated as the annual meeting for the purposes of electing officers and transacting such business as may properly come before the Board.

Section 7.07 Emergency meetings. In the event of an emergency such as a fire, flood, or earthquake, meetings may be held at a site other than the regular meeting site, and the notice requirements of the Open Public Meetings Act are suspended during the emergency. The Library shall provide special-meeting notice of an emergency meeting, if practicable. (RCW 42.30.070)

Section 7.08 Remote participation. Members of the Board or any committee designated by the Board may participate in a meeting of such Board or committee by means of communications equipment which ensures that all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 7.09 Agenda. The agenda for each Board meeting shall be determined by the Chair in consultation with the Director. The written agenda shall be prepared by the Director and delivered to each Trustee, with pertinent information and documents related to the items of business, not less than seventy-two (72) hours prior to a regular meeting and with the notification of any special meeting.

Section 7.10 Meeting notification.

- (a) Written notification of any regular meeting shall be delivered to each Trustee not less than seventy-two (72) hours prior to the meeting time. The agenda of regular meetings shall be available online no later than twenty-four hours in advance of the published start time of the meeting.

(b) Written notification of a special meeting, meeting continuation or change of meeting place or time shall be delivered to each Trustee at least twenty-four (24) hours prior to the meeting time. A Trustee may waive the notification requirement. Media representatives (newspaper, radio, and television) who have filed a written request for notices of regular or special meetings shall be notified of such meetings personally, or by mail, fax, or email, at least twenty-four (24) hours prior to the meeting time. The public shall be notified of special meetings at least twenty-four (24) hours prior to the meeting time by written notice posted on the agency website and displayed in a prominent position at the main entrance of the agency's principal location and at the meeting site if the meeting will not be held at the agency's principal location.

Section 7.11 Quorum. Three members of the Board (a majority) shall constitute a quorum for the transaction of business.

Section 7.12 Form of action. The Board, by motion or resolution, determines all actions and decisions. Motions and seconds to motions shall be made orally and decided by voice vote. The Chair may move, second, or vote upon action before the Board. A simple majority is needed to pass a motion or adopt a resolution unless otherwise specified or required by the laws of the State of Washington. The Chair may call the roll on any vote when considered necessary for clarification.

Section 7.13 Presumption of Assent. A Trustee present at a Board meeting at which action on any Library matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Trustee files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail to the Secretary of the Library immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Trustee who voted in favor of such action.

Section 7.14 Board acting as a Body. The Board shall act as a body in making its decisions and announcing them. No Trustee shall speak or act for the Board without prior authorization of the Board, except as otherwise provided for in these Bylaws.

Section 7.15 Records of Board meetings. The proceedings of Board meetings shall be recorded in minutes, maintained in the Administrative Offices of the Library. The minutes shall consist primarily of a record of the action taken, including Trustees' votes. Minutes of each meeting shall be provided to all Trustees prior to the next regular meeting for their reference and correction. At the next regular meeting, the Board shall consider the minutes for adoption or necessary corrections.

Section 7.16 Absences. It is the intention of the Board to maintain full representation of the Trustees in all policy-making decisions; therefore, regular attendance of Trustees at meetings is expected. If unable to attend a meeting, each Trustee is responsible for notifying the Chair in advance of the pending absence. If a Trustee misses three or more meetings during a twelve (12) month period, the Board may ask the Trustee to resign or vote to recommend to the Board of Jefferson County Commissioners that the Trustee be removed from the Board.

Section 7.17 Parliamentary procedure. Unless otherwise governed by the provisions of these bylaws or laws of the State of Washington, *Roberts Rules of Order*, latest revised edition, shall govern the conduct of all Board meetings. The Chair or his/her designee shall serve as Parliamentarian.

Article VIII. DIRECTOR

Section 8.01 Appointment and removal of Director. The Board shall appoint a qualified Library Director, who shall serve at its pleasure.

Section 8.02 Duties. The Director shall administer all Library operations, including employment and supervision of all staff, on behalf of the Board under its review and direction. The Director shall attend all Board meetings in a non-voting capacity unless excused by the Board. The Board shall specify the Director's responsibilities in a written position description.

Section 8.03 Performance evaluation. The Board shall evaluate the Director's job performance annually and concur in the setting of yearly goals for the Director.

Section 8.04 Acting Director. During an absence of up to six months, the Director may appoint a qualified staff member to carry out the duties of that position. During a period when the position is vacant or during an absence exceeding six months the Board shall appoint an Acting Director.

Article IX. INTERESTS OF TRUSTEES

Section 9.01 Conflict of Interest. Trustees shall disclose to the Board annually and in writing any interest which the Trustee directly or indirectly has in any person or entity which is a party to a transaction under consideration by the Board. The interested Trustee shall abstain from voting on the transaction.

Section 9.02 Prohibited Interests. Except as expressly permitted by RCW 42.23.030, no Trustee shall be beneficially interested, directly or indirectly, in any contract which may be made by, through or under the supervision of the Board, in whole or in part, or which may be made for the benefit of his or her office, or accept, directly or indirectly, any compensation, gratuity or reward in connection with such contract from any other person beneficially interested therein.

Section 9.03 Prohibited Acts.

- (a) No Trustee may use his or her position to secure special privileges or exemptions for himself, herself or others. (RCW 42.23.070)
- (b) No Trustee may, directly or indirectly, give or receive any compensation, gift, gratuity, or reward from any source, except the Library, for a matter connected with or related to the Trustee's services unless otherwise provided by law. (RCW 42.23.070)
- (c) No Trustee may accept employment or engage in business that the Trustee might reasonably expect would require him or her to disclose confidential information acquired by reason of his or her official position. (RCW 42.23.070)
- (d) No Trustee may disclose confidential information gained by reason of the Trustee's position, nor may the Trustee use such information for his or her personal gain. (RCW 42.23.070)

Article X. SEVERABILITY

If any provision of these bylaws, or its application to any person or circumstance is held invalid, the remainder of these bylaws, or the application of the provisions to other persons or circumstances, is not affected.

Article XI. INDEMNIFICATION

Jefferson County Rural Library District shall be responsible for all acts and omissions of individual Trustees in the good faith performance of their duties as Trustees.

Article XII. AMENDMENTS

These bylaws may be revised or amended at any regular or special meeting of the Board upon approval of four (4) members (two thirds (2/3) of its total membership), provided that Trustees receive copies of the proposed change(s) at least one week prior to that meeting.