

TITLE: Bylaws for the Waukegan Public Library Board of Trustees
POLICY NUMBER: 100
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SUPERSEDES: None



Article 1: Name

This organization shall be called “The Board of Trustees of the Waukegan Public Library” existing by virtue of the provisions of Chapter 75 of the Laws of the State of Illinois (The Illinois Compiled Statutes), exercising its powers and authority, and assuming the responsibilities delegated to it under the said statute, with the purpose of supporting and maintaining a public library in Waukegan, Illinois.

Article 2: Library Trustees

Section 2.01 - Constitution

The Board of Trustees consists of nine (9) residents of the City of Waukegan.

Section 2.02 - Appointment and Eligibility

As written in city ordinances (Chapter 13, Article II, Section 13-31), Trustees are appointed by the Mayor of the City of Waukegan with the approval of the City Council. No more than one (1) member of the City Council shall be eligible to serve on the Board at any one time. The Trustees' terms shall be staggered. One-third of the Board shall be appointed each year. Three Trustees shall be appointed annually before July 1 of each year to take the place of retiring trustees. All Trustees are required by statute to file the “Statement of Economic Interest” with the Lake County Clerk on an annual basis.

Section 2.03 - Tenure

Trustees shall hold office for three (3) years from July 1 following their respective appointments or until their successor is appointed. As terms end, Trustees may be re-appointed by the Mayor. The Mayor may remove any trustee in a manner provided in the Illinois municipal code.

Section 2.04 - Compensation

Trustees shall serve without compensation but shall be reimbursed from library funds for actual and necessary expenses incurred in the performance of their duties.

Section 2.05 - Nepotism

No staff member shall be appointed or hired who is a member of the immediate family of a Library Trustee. Immediate family is defined as: current spouse or domestic partner, children (including step), parents (including step/in-law), siblings (including half/step/in-law). No Trustee shall be hired by the Library staff while serving as a Trustee. No Trustee may be appointed who is a member of the immediate family of another Trustee or employee.

Section 2.06 - Powers and Duties

It shall be the duty of each of the members of the Board of Trustees to carry out the spirit and intent of the Illinois Local Library Act in maintaining a public library and for providing library services of the greatest benefit to the greatest number of residents of the city. The Board shall have such powers as are set forth in 75 ILCS 16/30-55. In carrying out its duties, the Board shall always act as a whole, no individual member or committee having power to act unless such power is specifically granted by the Board.

Subsection 2.06a - Ethics and Conflict of Interest

No trustee shall derive any personal financial benefit, either directly or indirectly, by reason of his or her membership on the Board. Each trustee shall disclose to the Board any personal interest which he or she may have in any matter pending before the Board and shall refrain from participating in any decision on the matter. Trustees shall be governed by all applicable State of Illinois statutes.

The Board of Trustees and its individual members shall be subject to Waukegan Ordinance 18-O-82, 5 ILCS 420/3A, all applicable State of Illinois statutes, and the ALA Code of Ethics. All Library Trustees are required to file a Statement of Economic Interest annually as required by the Illinois Governmental Ethics Act, 5 ILCS 420/1-101, et seq. Any conflict of interest on the part of any Trustee shall be disclosed to the Board when the interest becomes a matter of Board action. Any Trustee having a conflict of interest shall not vote or use his personal influence on the matter and shall not be counted in determining the quorum for the meeting for that vote. The minutes of the meeting shall reflect that a disclosure was made, the abstention from voting and the quorum situation. Any new Trustee will be advised of this policy upon assuming the duties of office. Trustees will not engage in economic activity that involves the use or sale of information gained in the course of official duties in addition to any applicable provisions of the State Officials and Employees Ethics Act (5 ILCS 430/1-1, et seq.).

Section 2.07 - Responsibilities of the Board

The powers conferred upon the Board of Trustees of the Waukegan Public Library by statute include but are not limited to: determine and adopt Board bylaws and written policies to govern the library, hold and administer library property and funds, serve in an advise and consent capacity in preparation and approval of the budget, appoint a qualified Executive Director under the Board's review and direction, annually assess the Executive Director's performance, provide for appropriate building spaces and maintenance in conjunction with director, act as advocates for library services to the public and community partners, maintain awareness of legislation and issues that may affect the library.

To be effective, Board members should attend all Regular Meetings, all Committee of the Whole meetings, and all special meetings. They should read all materials presented for review and be prepared to discuss or comment at meetings. One goal of the Board of Trustees is that each member attend a minimum of one (1) library-related workshop, seminar, webinar, or meeting during each calendar year.

Section 2.08 - Trustee Orientation

The Executive Director shall meet with new Trustees to tour the Waukegan Public Library facilities and review Library services. The Board of Trustees and the Executive Director organize and maintain resources for Trustee Orientation. These materials educate new Trustees on the duties and responsibilities of Board members and provide documents that are central to the Board's work. New Trustees shall receive copies of Board and Staff Policy Manuals as well as business cards, library email addresses, and access to shared Board documents.

Section 2.09 - Vacancies

The Board of Trustees may declare a vacancy when any person serving as a trustee is no longer a resident of the City, if the appointee fails or neglects to serve as a trustee, or upon receipt of a resignation letter from a Trustee. Unaccounted absences from regular Board meetings over a period of four (4) consecutive months may be the basis for declaring a vacancy.

Vacancies on the Board of Trustees shall be reported to the Mayor and be filled in a like manner as original appointments. When filling a vacancy, the newly appointed Trustee shall complete the remainder of the unexpired term, and upon its conclusion may be reappointed for a full term.

Article 3: Officers

Section 3.01 - Officers

The officers of the Board shall be President, Vice-President, Secretary and Treasurer. A different Trustee shall hold each office. The officers shall be elected annually at the July meeting of the Board and shall hold office until the next July meeting or until their successor is elected. No officer shall be elected to serve more than two (2) consecutive terms of such office. Officers shall have such obligations and duties as set forth by statute [75 ILCS 16/30-45] and these bylaws.

Subsection 3.01a - Elections

In June, the President will take nominations for officers from the floor. No second to a nomination is needed, although nominees must consent to serve. Officers will be elected by a majority of Trustees present. Tie votes will be decided by a run-off election conducted by ballot. Newly elected officers will begin their terms at the next regularly scheduled Board meeting.

Section 3.02 - Vacancies

In the event of the resignation, removal or inability to act of the President, the Vice-President shall become President. If an officer fails to fulfill their duties as set forth for a period of three (3) consecutive months, the Board may vote to remove that officer from their position. In the event of the resignation, removal or inability to act of any officer of the Board, the Board shall promptly fill a vacancy in any of the four (4) offices for the unexpired term at any regular or special meeting.

Section 3.03 - Duties of President

The President shall approve meeting agendas and preside at all meetings of the Board. The President may sign all checks and vouchers and shall execute all documents authorized by the Board. The President shall appoint all committees and serve as an *ex officio* voting member of all committees. The President shall perform all other duties as may be assigned by the Board.

Section 3.04 - Duties of Vice-President

The Vice-President shall coordinate the Executive Director review process, and work with the Secretary to perform the semi-annual review of closed session minutes, and record the approval of each sessions' status as remaining closed to the public or open for public posting per 5 ILCS 120/2.06(d). The Vice-President shall serve as Chairperson of the Governance Committee.

The Vice-President shall perform all of the duties of the President in the absence or inability to act by the President, or as may be assigned by the Board.

Section 3.05 - Duties of Secretary

The Secretary shall keep a true and accurate account of all official proceedings and meetings of the Library Board and prepare minutes of each meeting for approval by the Board; alternatively the Secretary may appoint the Executive Director or their designee to record and maintain minutes. The Secretary shall assure all votes on any subject and a tally of the votes are recorded in the meeting minutes. The Secretary shall be responsible for the custody of the official correspondence and records of the Board and will maintain them on the Library premises; valuable documents not requiring regular access will be kept as designated by the Board of Trustees. The Secretary shall sign official records where applicable, and prepare official correspondence as authorized and directed by the Board of Trustees.

The Secretary shall assume and perform all duties of the President if the President and Vice President are unable to discharge their duties. The Secretary shall perform all other duties as may be assigned by the Board.

Section 3.06 - Duties of Treasurer

The Treasurer shall have the care and custody of all the funds of the Board not held by the City Treasurer. The Treasurer shall keep such funds in a bank or banks approved by the Board and shall pay out such funds only at the direction of the Board. The Treasurer or such persons as the Board directs may sign all checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the organization as shall, from time to time, be determined by resolution of the Board of Trustees. The Treasurer may approve and present to the Board monthly and annual financial reports. The Treasurer serves as the chair of the Finance and Facilities Committee and oversees the annual audit process.

In the absence or inability to act as the Treasurer, the duties shall be performed by such other trustees as the Board may designate. The Treasurer shall perform all other duties as may be assigned by the Board.

Article 4: Meetings

All Board and committee meetings are held in compliance with the Illinois Open Meetings Act (OMA).

Section 4.01 - Regular Meetings

The regular meetings of the Board shall be held on the third Wednesday of each month at the designated time and place specified by the Board. In the event the third Wednesday of any month falls on a holiday or any other reason causing the library to be closed to the general public, then the regular meeting shall be held on the following Wednesday, or any date specified and approved by the Board.

Section 4.01 - Closed Meetings

Attendance at closed meetings of the Board shall be limited to the Board of Library Trustees, the Executive Director and others specifically invited by the President with the concurrence of the Board to attend for specific reasons. The Executive Director will not be present at closed sessions called for the purpose of discussing their appointment or salary. Upon majority vote of a quorum present at any regular or special meeting, the Board may adjourn to closed meeting to consider matters as are permitted by the Open Meetings Act. The vote of each member on the question of holding a meeting closed to the public and a citation to the specific exception contained in Section 2 of the Open Meetings Act shall be publicly disclosed at the time of the vote and shall be recorded and entered into the minutes of the meeting. Only topics specified in the vote to close may be considered in the closed session. No final action may be taken at a closed session.

Section 4.03 - Special Meetings

Special meetings may be called by the Executive Director at the direction of the President or at the request of three (3) Trustees for the transaction of business as stated in the call for this meeting.

Section 4.04 - Committee of the Whole

The Committee of the Whole meeting of the Board shall usually be held on the first Wednesday of each month at the designated time and place specified by the Board. The meeting shall be open to the public. The Committee of the Whole meeting generally consists of reports on topics typically handled by standing committees – Finance & Facilities, Development & Advocacy, and Governance. Should the Board vote to return to this structure, they will follow the responsibilities of the committees as outlined in the Appendix A.

Section 4.04 - Presiding Officers

In the absence of the President and Vice-President at any regular or special meeting, the meeting shall be presided over by one of the Trustees present, who shall be chosen at the meeting for that purpose.

Article 5: Rules of Order

Section 5.01 - Order of Business

The order of business for all regular meetings shall be by an agenda, publicly posted in accordance with the Illinois Open Meetings Act (OMA). The agenda items, one of which shall be an approval of all bills paid within the previous month, and order of the agenda shall be determined by the President and Executive Director. Additional items may be requested by any Trustee prior to public posting, or at a meeting by vote of the Board. Binding action shall only be taken on items listed on the publicly posted agenda.

Section 5.02 - Quorum

For the transaction of business at any meeting if our seated Board is less than nine (9) members, a majority of the seated members constitutes a quorum. If a quorum is not present, the meeting can continue, but no action or discussion of action items can take place. If a quorum is not present at said meeting, a majority of Trustees present may adjourn the meeting without further notice.

Section 5.03 - Electronic Attendance

Attendance via electronic conferencing must comply with OMA statute 5 ILCS 120/7. Any Trustee may attend any open or closed meetings of the Board of Trustees via electronic means (such as by telephone or videoconferencing) provided such attendance is in compliance with the rules set forth in this section and any applicable laws.

Subsection 5.03a - Prerequisites

A Trustee may attend a meeting electronically if the member meets the following conditions: a quorum is physically present throughout the meeting, a majority of the physically present vote to approve the electronic attendance to the meeting, the Trustee gives advance notice to the Recording Secretary, and the Trustee asserts one (1) of the following three (3) reasons why they are unable to attend: personal illness or disability; or employment purposes or the business of the public body; or a family or other emergency.

Subsection 5.03b - Voting Procedures

After a roll call establishes that a quorum is physically present, the President or presiding officer shall call for a motion that a member be permitted to attend the meeting electronically (after specifying the reason entitling the absent Trustee to attend electronically). The motion must be approved by a roll call vote.

Subsection 5.03c - Public Health/Disaster Declaration Procedures

In the event of a public health disaster, the Board may hold remote meetings if authorized by, and in conformance with, Section 5 ILCS 120/7(e). Each member present electronically is considered present when determining quorum and participating in all proceedings.

Subsection 5.03d - Adequate Equipment Required

The Trustee permitted to attend electronically must be able to communicate effectively, meaning physically present trustees and audience members must be able to hear all communications.

Subsection 5.03e - Standing Committees

These rules shall apply to all standing and special/ad hoc committees.

Section 5.04 - Questions of Order

The President shall decide all questions of order and shall be governed in decisions by parliamentary law as prescribed by Robert's Rules of Order Newly Revised, 11th Ed.

Section 5.05 - Suspension of Rules

Any rule or resolution of the Board, whether contained in these Bylaws or otherwise, may be suspended temporarily in connection with business at hand, but such suspension, to be valid, may be taken only at a meeting at which two-thirds ($\frac{2}{3}$) of the members of the Board (6 or more) are present and two-thirds ($\frac{2}{3}$) of those present (4 or more) approve such suspension. Statutory requirements may not be suspended.

Section 5.06 - Agenda

The Board President shall approve the agenda for each meeting, using input from Trustees. The first order of business shall be for the President to call the meeting to order and take roll call to ascertain if there is a quorum present. If a quorum is not present, the meeting shall be adjourned. If a quorum is present, the President shall continue with the order of business as follows: (1) Call to Order and Roll Call; (2) Public Comment and Correspondence; (3) Staff Participation; (4) Consent Agenda, consisting of any of the following items; (5) Approval of Previous Meeting Minutes as received or corrected; (6) Approval of Payments and Financial Reports; (7) Reports of Standing Committees; (8) Executive Director's Report; (9) Unfinished Business; (10) New Business; (11) Good of the Order/Announcements; (12) Adjournment.

Section 5.07 - Public Participation

In order to better serve our community, the Board welcomes members of the public and their participation. More information and detailed guidelines can be found in Policy 110 – Public Participation at Library Board Meetings.

Section 5.08 - Motions

A motion is not before the Board until it has been seconded. A motion may be withdrawn by the proposer at any time before a vote is called. All votes on any question shall be by ayes and nays and shall be recorded by the Secretary. Absences and abstentions shall be noted but shall not be counted for or against the question being voted upon. [75 ILCS 16/30-50 (c)] All votes on any question regarding money matters, ordinances, or as otherwise required by law shall be by roll call vote.

An affirmative vote of the majority of all Trustees of the Board present at the time shall be necessary to approve any action before the Board, with the exception of changing the bylaws or unless specified by statute.

Article 6: Committees and Representatives

Section 6.01 - Committee of the Whole

The Board has traditionally used Standing Committees to accomplish committee work. The Board currently uses Committee of the Whole, and that method can be changed at any time by a super majority vote of the Board. The term “committee” applies to committee work accomplished by either method. This work focuses on, but is not limited to the following areas: Finance and Audits, Governance, and Development.

Committee of the Whole shall be used to allow for the entire Board to share information, participate in informal discussion, come to common understanding, reach consensus, and develop recommendations for action at the Regular Board meetings. Every Trustee is a member of the Committee of the Whole, as is the Executive Director.

Committee of the Whole shall be used as a deliberative body. Voting shall be used to determine consensus on how to proceed with matters discussed; i.e. to place a Regular Meeting agenda for a final Board decision, to further investigate an issue, or to drop an issue from further consideration.

Subsection 6.01a - Chairpersons for Committee of the Whole

The President shall serve as Chairperson for any topics that fall outside of the typical standing committee areas. The Treasurer shall serve as Chairperson of Finance and Facilities. The Vice-President shall serve as Chairperson of Governance. The President shall appoint a chairpersons for Development & Advocacy. The Chairperson of each area is responsible for scheduling agenda items, presiding over those agenda items during Committee of the Whole, and submitting a committee report covering those agenda items.

All Committee of the Whole Chairperson appointments last until the next July meeting after appointment or until a Chairperson resigns. If a Chairperson fails to fulfill their duties as set forth for a period of three (3) consecutive months, the President can appoint another Trustee to fulfill the responsibility of that Chairperson.

Subsection 6.01b – Topics for Committee of the Whole

Topics can be suggested by Chairpersons or by individual Trustees to be placed on the Committee of the Whole agenda.

Finance and Facilities topics include, but are not limited to, determining the financial needs of the library, reviewing monthly finance reports, monitoring library investments, preparing the budget, ensuring well maintained library facilities, and planning for future building needs through capital investment planning.

Governance topics include, but are not limited to, maintaining bylaws, policy changes and creations, and coordinating the evaluation of the Executive Director. This includes maintaining and presenting changes to the Executive Director evaluation form so Trustees can provide feedback on job performance and accomplishment of yearly goals.

Development and Advocacy topics include, but are not limited to, coordinating with Friends and Foundation, reviewing strategic plan progress, fundraising activities, promoting library awareness and advocacy topics to the Trustees and community, planning Trustee retreats, researching professional development opportunities, and new trustee orientation.

Subsection 6.01c - Reports for Committee of the Whole

Committee of the Whole reports are written by each Chairperson (or designee) and submitted to the Secretary (or library staff designee) for inclusion on the agenda of the next Regular Board meeting.

Section 6.03 - Special/Ad Hoc Committees

Special/Ad Hoc Committees may be established by the President for such terms and conditions as the Board may decide. Such committees shall consist of a minimum of three board members.

Section 6.04 - Library Support Organizations

The Library Board of Trustees appreciates the dedicated service of its support organizations. While library staff serve as liaisons to these organizations, the Board will invite the president of each organization to Board meetings throughout the year to provide presentations and updates, and to receive recognition for their work.

Article 7: Records of the Board

Section 7.01 - Compliance

It is the policy of the Waukegan Public Library to permit access to, as well as inspection and copying of, public records in accordance with the Illinois Freedom of Information Act (FOIA) and any other relevant statutes.

Section 7.02 - Custody and Access

All records and accounts of the library and of the Board shall be kept in the library in the custody of the Executive Director. All such records and accounts shall be open to the inspection and use of all trustees at all reasonable times. Such records shall include the financial reports, the minutes of all meetings, and all other pertinent written matter as affect the operation of the library. The minutes of the Board meetings open to the public shall be posted on the library's website within ten (10) days of their approval and shall remain posted on the website for at least sixty (60) days after their initial posting. Closed sessions shall be recorded, and such recordings shall be preserved for at least eighteen (18) months and shall only be destroyed after the Board has approved the minutes of the closed session. Under the Open Meetings Act, the minutes of all

closed sessions will be reviewed by the Board semi-annually as to whether or not the minutes should remain sealed or can be publicly disclosed (5 ILCS 120/2.06)

Section 7.03 - Audits of Financial Records

Under the direction of the Finance/Audit Committee, financial records shall be audited annually by a CPA in conjunction with the audit of the City of Waukegan, IL.

The records shall be subject to audit by two (2) trustees appointed by the President and shall be conducted each fiscal year (May 1 – April 30), and the audit report filed no later than September 30 each year for the prior fiscal year. Such reports shall certify as to the accuracy of the records of Boards, their completeness, and list the discrepancies, if any.

Article 8: Executive Director

Section 8.01 - Roles and Responsibilities

The Executive Director shall be considered the executive officer of the Board and shall have the sole charge of the administration of the library under the direction and review of the Board. The Executive Director shall be responsible for the care of the buildings and equipment, for the employment, direction, removal of staff members, and for the efficiency of the library's service to the public.

The Executive Director shall be responsible for the financial operation of the library within the limitations of the budgeted appropriation.

The Executive Director, or their delegate, shall make monthly and annual reports to the Board and keep the Board advised of the condition of the library and how it may best serve the public.

The Executive Director may co-sign checks and vouchers.

Section 8.02 - Recording Secretary

The Executive Director or their delegate shall act as, and have the title of Recording Secretary, and shall attend all meetings of the Board, take the minutes of such meetings, and give notice of such meetings at the direction of the Board Secretary.

The Executive Director may attend all standing and Special/Ad Hoc committee meetings.

Section 8.03 - Evaluation

The Board of Trustees shall formally evaluate the performance of the Executive Director at least once each year. In this process, the Executive Director prepares a self-evaluation, and Trustees provide feedback on job performance and accomplishment of goals. Using these as a foundation, the Board President writes a formal evaluation to summarize achievements and opportunities for improvement and to document the Board's endorsement of the Executive Director's goals and objectives for the coming year.

Article 9: General Provisions

Section 9.01 - Indemnification

Each person who is or was a Trustee or Officer of the library shall be indemnified by the library in accordance with, and to the fullest extent authorized by Illinois statute.

Section 9.02 – Dissolution

Upon liquidation and/or dissolution of this Board, the entire net assets remaining after payment of any and all liabilities and obligations of this Board shall be distributed to an exempt organization as required by statute.

Section 9.03 - Nondiscrimination

The Board and the library shall not discriminate based on race, color, disability, religion, gender, gender expression, sexual orientation or identification, military status, marital status, age, national or ethnic origin, or other state or federal protected status in the administration of its policies and employment.

Section 9.04- Departing Board Members

Resolutions recognizing the activities and achievements of departing Board members will be made at a Regular Board meeting.

Article 10: Amendments

These Bylaws may be amended by a majority vote at a regular meeting, provided notice of the proposed amendment has been given at a preceding regular meeting; or at a special meeting, provided notice of the proposed amendment has been given ten (10) days prior.

Article 11: Bylaws Adoption

These Bylaws shall be in full force and effective upon their adoption and all prior bylaws are hereby repealed.

Review History: 2/20/2013, 8/21/2013, 4/18/2018, 11/15/2021, 04/19/2023, 05/17/2023

Appendix A: Standing Committees

Section A.01 - Standing Committees

There shall be three (3) standing committees of the Board as follows: Finance and Facilities Committee, Governance Committee, and Development and Advocacy Committee. Each committee shall consist of at least three (3) members. A Board member may not serve on more than two (2) standing committees. All standing committees terms last until the next July meeting after appointment. Vacancies shall be filled or Committee members may be replaced at any time by the President.

Section A.02 - Duties of Finance and Facilities Committee

The Finance and Facilities Committee shall lead the Board in determining the financial needs of the Library. The committee shall meet regularly to review finance reports and determine possible alternate presentation of reports, before submitting to the Board for final approval at the next regular meeting. The committee shall assist the Executive Director in drafting a budget for final Board approval. The Chair shall assist Controller with all Board reporting for the City and Board of Trustees, including audit activities. Additionally, the committee shall draft the investment policy and monitor Library investments.

Section A.03 - Duties of Governance Committee

The Governance Committee shall lead the Board in establishing and maintaining the bylaws and policies of the library. The committee shall meet regularly to review, update, and finalize bylaws and policies before submitting to the Board for final approval. The Executive Director oversees the policy process and is responsible for presenting policy changes, suggestions, or creations to the Chair of the committee for review as needed. Additionally, the committee shall coordinate the evaluation of the Executive Director on an annual basis and present the results for full Board review. This includes maintaining the evaluation form for the Executive Director and presenting updates to the Board as needed.

Section A.04 - Duties of Development and Advocacy Committee

The Development and Advocacy Committee shall work with the Executive Director, Foundation, and Friends of the Library to leverage opportunities to enhance the Library's ability to serve the community. The committee shall meet quarterly to review the Library's strategic plan activities and report progress to the Board. The committee shall facilitate the inclusion of all Trustees and other volunteers in fundraising activities. Additionally, the committee shall plan trustee retreats and other necessary resources in order to continually educate Trustees about their role as advocates and representatives of the library in the community.