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Codes and Laws:

RCW 27.12.210 Library Trustees -- Organization – Bylaws -- Powers and Duties

RCW 27.12.190 Library Trustees -- Appointment, election, removal, compensation

RCW 42.30 Open Public Meetings Act

RCW 42.56 Public Records Act

ARTICLE I. POWERS, PURPOSE, AND RESPONSIBILITIES

Section 1.1 Name:

The name of the organization duly established pursuant to Chapter 27.12 of the Revised Code of Washington (RCW) shall be the North Central Washington Libraries, hereinafter referred to as the NCW Libraries.

Section 1.2 Purpose:

The purpose of NCW Libraries is to provide free public library services to the residents of Chelan, Douglas, Ferry, Grant, and Okanogan counties, along with incorporated cities and towns that are either annexed to or contracting for service from NCW Libraries.

Section 1.3 Legal Basis:

By and in the corporate name, NCW Libraries shall have and exercise all powers, functions, rights, and privileges now and hereafter given or granted to, and shall be subject to all the duties, obligations, liabilities, and limitations now and hereafter imposed upon municipal corporations of the same class, by the Constitution and laws of the State of Washington, and shall have and exercise all other powers, functions, rights and privileges usually exercised by, or which are incidental to, or inherent in, municipal corporations of like character and degree. The Board of Trustees shall perform all functions and duties of the “library board” on behalf of NCW Libraries as authorized by RCW 27.23, as existing or amended, and all other laws that may be or become applicable.

Section 1.4 Governing Body:

The governing body of the NCW Libraries shall be called the Board of Trustees of the NCW Libraries, hereinafter referred to as the Board (RCW 27.12.190).

ARTICLE II. MEMBERSHIP

Section 2.1 Governing Statute:

The appointment, compensation, and removal of trustees is governed by RCW 27.12.190.

Section 2.2 Appointments:

A Board of seven (7) members (Trustees) shall be jointly appointed by the Boards of County Commissioners of Chelan, Douglas, Ferry, Grant, and Okanogan Counties. Any resident of the NCW Libraries shall be eligible for Board membership on behalf of their respective County.

Section 2.3 Term:

Each Trustee shall be appointed to serve a seven (7) year term. No trustee may serve more than two consecutive terms. Trustees are appointed on annual cycles, and terms are staggered such that no more than one trustee's term is scheduled to expire in the same year.

There may be instances when a Trustee is appointed to fill a vacancy of an unexpired term, in which case the Trustee is still eligible for two (2) full consecutive terms. All appointments are subject to the joint action of the Boards of County Commissioners of the five counties.

Vacancies shall be filled by joint action of the Boards of County Commissioners for Chelan, Douglas, Ferry, Grant, and Okanogan Counties as soon as possible. A trustee appointed to fill a vacancy shall serve the remainder of the term of the trustee replaced.

Section 2.5 Compensation:

A Trustee shall not receive a salary or other compensation for services as a trustee, but necessary expenses, as determined by the Board, actually incurred shall be paid from NCW Libraries funds. To the extent possible, any actual expenses incurred by a trustee shall require advance approval of the Board for payment or reimbursement by NCW Libraries.

Section 2.6 Removal:

A Trustee may be removed for just cause by the joint action of the County Commissioners of Chelan, Douglas, Ferry, Grant, and Okanogan counties after a public hearing upon a written complaint stating the grounds for removal. Such complaint, with a notice of the time and place of the hearing, shall have been served upon the trustee at least fifteen days before the hearing. Pursuant to RCW 27.12.190.

2.7 Resignation:

If any Trustee resigns at any time, written notice must be sent to the Board Chair or their designee. Any such resignation shall take effect at the date of receipt of the notice, or any later date specified. The acceptance of the resignation shall not be necessary to make it effective.

ARTICLE III. OFFICERS

Section 3.1 Election:

The Board shall elect from its members a Chair, Vice-Chair, and Secretary who shall be voting members. These officers shall serve one-year terms, January 1 through December 31 of the year following their election, or until successors are duly elected. Officers may serve for more than one consecutive term. All those seeking elected office must have served on the Board at least one year immediately prior to being nominated for the position except in cases where a specific number of trustees are new or have served less than one year at the time of voting.

Section 3.2 Duties of Chair:

- a. The Chair shall preside at all regular and special meetings of the Board; plan each meeting agenda with the Executive Director; authorize special meetings; appoint committees, serve as an ex-officio member of each committee; execute authorized documents; and perform all other duties associated with that office.

Section 3.3 Absence of Officers:

In the absence of the Chair, the Vice Chair shall preside. In the absence of the Chair and Vice Chair, the Secretary shall preside. In case of the absence of the Chair, Vice Chair, and Secretary, the Board may elect an officer pro tem.

Section 3.4 Records of Proceedings:

The Executive Director shall assign a staff person for the recording of all proceedings at the Board meetings. The Chair and Secretary shall sign the minutes as approved by the Board of Trustees.

Section 3.5 Vacancies:

Vacancies shall be filled at the next regular meeting of the Board. Any officer elected or appointed to fill a vacancy shall fill the entire remainder of the term.

ARTICLE IV. DUTIES OF THE BOARD**Section 4.1 Duties of the Board:**

The Board of NCW Libraries shall provide the policy and legislative direction for NCW Libraries and its Executive Director (i.e. Librarian). Pursuant to RCW 27.12.210, as existing or amended, the Board shall:

- a. Adopt such bylaws, rules, and regulations for its own guidance and for the governance of NCW Libraries as it deems expedient.
- b. Have the supervision, care, and custody of all NCW Libraries property.
- c. Employ a "librarian," holding the title of Executive Director, in accordance with the provisions of RCW 27.04.055.
- d. Annually prepare a budget, certify the same, and deliver it to each participating County's Board of Commissioners in ample time for them to make the tax levies approved by the District Board for District purposes.
- e. Have exclusive control of NCW Libraries' finances.

- f. Accept such gifts of money or property for NCW Libraries' purposes as it deems expedient.
- g. Lease, purchase, or otherwise acquire land for library buildings and NCW Libraries' facilities.
- h. Lease, purchase, construct or erect buildings and facilities for NCW Libraries purposes, and acquire such other property as may be needed for that purpose.
- i. Purchase library materials and supplies for NCW Libraries.
- j. Do all other acts necessary for the orderly and efficient management and control of NCW Libraries.

Section 4.2 Committees:

The Chair, with approval of the Board, may form standing, ad hoc, 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. Unless specific power to act has been delegated by the Board, no committee shall have other than advisory power. Any committee that has been delegated specific power to act shall be subject to the open meeting requirements set forth in Article V of these Bylaws.

Each committee must have a minimum of two trustees, but at no time will any committee have enough trustees to constitute a majority or quorum of the Board.

Section 4.3 Appeals of Administrative Decisions:

The Board shall serve in a quasi-judicial capacity in hearing appeals of administrative decisions and shall adopt and make available procedures governing the appeals process.

Section 4.4 Policies:

The Board shall adopt policies that provide direction for specific activities of NCW Libraries. Each policy shall be reviewed by the Board and revised as necessary. No fewer than four (4) affirmative votes (a majority of the full Board) shall be required for policy adoption or revision.

ARTICLE V. MEETINGS

Section 5.1 Open Public Meetings Act:

All Board meetings are governed by the provisions of the Open Public Meetings Act, Chapter 42.30, RCW, as existing or hereafter amended.

Section 5.2 Regular Meetings:

Regular meetings shall be held monthly on a date and time established by a resolution of the Board unless changed pursuant to section 5.4 below. Unless otherwise specified and/or properly changed in advance by the Chair or Board, meetings shall normally be held at the NCW

Libraries Administrative Offices. A tentative schedule for the following year's regular meetings shall be adopted at each December meeting.

Section 5.3 Teleconference or Videoconference Participation: Trustees may participate by teleconference or videoconference in any meeting of the Board subject to reasonable technical availability at the meeting location. Such participation shall be permitted for all purposes provided by law, including for the purpose of constituting a quorum and for the purpose of voting on any motion or resolution at said meeting.

Section 5.4 Regular Meeting Changes:

The regular meeting date and/or time may be changed to another specified date and/or time by the Board or chair due to anticipated or actual absence of a quorum of the Board. A meeting held on the changed date shall constitute a regular meeting of the Board and all regular business may be transacted at that meeting. If a quorum is not present for a meeting, the presiding officer may continue the meeting at another time and place specified in the order of continuance.

Section 5.5 Special Meetings and Executive Sessions:

Special meetings may be called at any time by the Chair or by a majority of the Board, for the transaction of only that business stated in a Notice of Special Meeting. Notices of special meetings shall be provided as set forth in Section 5.7, below and applicable state law. Executive sessions may be held at the request of a trustee or the Director, with the concurrence of the Chair, or Vice-Chair, for any purpose for which the executive sessions may be held under state law. Executive sessions may be held as part of any meeting and shall follow all procedures prescribed by state law.

Section 5.6 Emergency Meetings:

Emergency meetings may be called as provided for in RCW 42.30.070.

Section 5.7 Meeting Notification:

Except in the case of an emergency, written notification of a special meeting, meeting continuation, or change of regular or special meeting place or time shall be delivered as follows:

- a. to each trustee not less than twenty-four (24) hours prior to the meeting time. A trustee may waive the notification requirement; and
- b. to each local newspaper of general circulation and each local broadcast station which has filed with the District a written request to be notified of regular or special at least twenty-four (24) hours prior to the meeting time.

Notice of the special, continued, or changed meeting shall also be posted or prominently displayed at the NCW Libraries Administrative Offices and the meeting location (which may be the same location).

The notice of special meetings must include the date, time, and location of the meeting, and the business to be transacted at the meeting. The Board may not take final action on any

business or matter not identified or included in the notice.

Section 5.8 Quorum:

Four (4) members of the Board (a majority) shall constitute a quorum for the transaction of NCW Libraries business.

Section 5.9 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 5.10 Agenda:

The agenda for each Board meeting shall be determined by the Executive Director in consultation with the board chair. The written agenda shall be prepared by the executive director and delivered to each trustee, with pertinent information and documents related to the items of business. To the extent possible, the agenda and pertinent documents shall be delivered to each trustee at least seventy-two (72) hours prior to a regular meeting and with the notification of any special meeting.

Section 5.11 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.

Section 5.12 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 5.13 Records of Board Meetings:

The proceedings of Board meetings shall be recorded in minutes, maintained in the administrative offices of the District. The minutes shall consist primarily of a record of the actions taken, including members' 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 5.14 Attendance:

It is the intention of the Board to maintain full representation of the members in all policy-making decisions; therefore, regular attendance of trustees at meetings, either in person or by video or phone is encouraged. If unable to attend a meeting, each trustee is responsible for notifying the chair or designee in advance of the pending absence.

When any trustee fails to attend at least three (3) consecutive meetings of the Board, without just cause, it shall be the duty of the Chair, with consent of the Board, to report such fact to the appointing authority, recommending that such position be declared vacant.

ARTICLE VI. EXECUTIVE DIRECTOR

Section 6.1 Appointment and Removal of the Executive Director:

The Board shall select and appoint a competent, qualified Executive Director consistent with RCW 27.12.130 and RCW 27.12.210, who shall serve at its pleasure.

Section 6.2 Responsibilities:

The Executive Director shall be considered an executive officer of the Board and shall administer all Library operations 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 and direction of the staff, for the efficiency of NCW Libraries' service to the public, and for the operation of NCW Libraries under the financial conditions set forth in the annual budget under the direction and review of the Board. The Executive Director shall attend all meetings unless excused by the Board.

The Executive Director shall also be responsible for keeping the Board informed of matters related to NCW Libraries, for preparing a preliminary draft of the budget, annual report, and policies for Board approval.

The Board shall specify the executive director's responsibilities in a written position description, which may be modified or amended from time to time at the discretion of the Board.

Section 6.3 Performance Evaluation:

The Board shall evaluate the executive director's job performance annually as it relates to the duties in the job description and goals established for NCW Libraries and the Executive Director. In addition to evaluating performance, the review will include the opportunity to create annual goals and identify training opportunities for the Executive Director. The Board shall establish the evaluation criteria in consultation with the Executive Director and Human Resources Director.

Section 6.4 Acting Director:

During a short-term absence, the executive 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 a long-term absence, the Board shall appoint an acting director.

ARTICLE VII. 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 their provisions to other persons or circumstances, is not affected.

ARTICLE VIII. INDEMNIFICATION

Except for intentionally wrongful acts or conduct, NCW Libraries shall be responsible for all acts and omissions of each trustee in the good faith performance of their duties as trustees.

ARTICLE IX. AMENDMENTS

These bylaws may be revised or amended at any regular or special meeting of the Board provided that each trustee receives copies of the proposed change(s) at least one week prior to that meeting.