

**MUSSER PUBLIC LIBRARY  
BOARD OF TRUSTEES  
BY-LAWS**

**I. LIBRARY BOARD**

- A. According to the requirements of Ordinance #2-2, City of Muscatine, Iowa, the Library Board of the Musser Public Library shall consist of nine members to be appointed from time to time by the Mayor, with the approval of the City Council. The general powers and duties of the Musser Public Library Board are outlined in Chapter 378 of the Code of Iowa, and in Ordinance #2-2 of Code of Muscatine, Iowa.
- B. Members Emeritus – Former Board members that have served the Library Board a minimum of three terms may be granted the honor of Member Emeritus by unanimous vote of the Board.
  - 1. Such position shall be without voting privileges.
  - 2. Attendance at closed session not allowed.

**II. OFFICERS**

- A. The officers of the Board shall consist of President, Vice-President and Secretary. Their terms of office shall be for one year. Officers shall be elected at the Annual Meeting and hold office until their successors are elected and installed.
- B. Duties: The duties of all officers shall be such as by custom and law and the rules of this Board usually devolve upon such officers in accordance with their titles.
- C. President will appoint a Parliamentarian.

**III. COMMITTEES**

- A. Standing: Standing committees appointed by the President will be Budget and Finance, Library Operations, Building, Long Range Planning.
- B. Special: Special committees for the study and investigation of special problems may be appointed by the President; such committees to serve until the completion of the work for which they were appointed.

#### **IV. MEETINGS**

- A. Regular meetings shall be held monthly; date, hour and place to be determined by the Board.
- B. The annual meeting shall be held at the time of the regular monthly meeting for the month of July at the usual place.
- C. Special meetings may be held at any time at the call of the President or Secretary or at the call of any three members of the Board, provided that notice thereof be given to all Trustees at least 24 hours in advance of the special meeting.
- D. A quorum at any Board meeting shall consist of five or more members.
- E. In the event that a quorum is not available at the time of a regularly scheduled meeting, two members may approve the monthly bills for payment.
- F. The Library Director shall attend all Board meetings except those at which his/her appointment or salary is to be discussed or decided. He/she shall be fully informed of decisions made during his/her absence from those meetings by the President.
- G. All meetings of the Board are governed by the Open Meetings Law, in Chapter 28A of the Code of Iowa.
- H. Standard parliamentary practice will be followed at Board meetings.
- I. Order of Business: The order of business at the regular meetings shall be as follows:
  - 1. CALL TO ORDER
  - 2. APPROVAL OF AGENDA
  - 3. APPROVAL OF MINUTES (Either read or previously received.)
  - 4. BILLS FOR PAYMENT
  - 5. CITIZENS SPEAK
  - 6. COMMUNICATIONS
  - 7. COMMITTEE REPORTS
  - 8. OLD BUSINESS
  - 9. NEW BUSINESS
  - 10. DIRECTOR'S REPORT
  - 11. ADJOURNMENT

**V. LIBRARY DIRECTOR**

The Library Director shall be considered the executive officer of the Board and shall have sole charge of the administration of the library under the direction and review of the Board. The Library Director shall be held responsible for the selection of library materials, for the care of the buildings and equipment, for the employment and direction of the staff, for the efficiency of the library under the financial conditions set forth in the annual budget.

**VI. AMENDMENTS TO BY-LAWS**

These By-Laws may be amended at any regular meeting of the Board with a quorum present, by a majority vote of the members present, provided the amendment was stated in the call for the meeting.

**VII. STANDARDS OF CONDUCT**

The standards of conduct establish an obligation of every Trustee to act in good faith and in a manner reasonable believed to be in the best interest of the library. This mandate is described as follows:

This mandate governs all aspects of a Trustee's duties: the duty of care, the duty to become informed, the duty of inquiry, the duty of informed judgment, the duty of attention, the duty of loyalty, the duty of fair dealing and, finally, the broad concept of fiduciary duty. The duties of care, inquiry, becoming informed, attention and informed judgment all relate to the board of Trustee's decision-making function, whereas the duties of attention, becoming informed and inquiry relate to the board of Trustee's oversight function.

The standards of conduct distinguish between standards that apply to acting individually and standards that apply to acting as members of the Board of Trustee's or one of its committees. The standards of conduct also distinguish between the duties relating to the board's decision-making functions and a Trustee's duty with respect to the board's oversight function.

Key elements of the mandate are the responsibilities of duty and care. A Trustee has the duty to become informed in connection with the Trustee's decision-making functions and the duty to devote attention in connection with the Trustee's oversight function. The Trustee has the responsibility to act with a standard of care as that which "a person in a like position would reasonably believe appropriate."

Trustees may delegate to officers or employees of the library as well as committees of the Board of Trustees. Trustees can also rely not only on professionals and experts that traditionally advise Trustees but also on others having skill that merit confidence such as private investigators or management consultants.

## **VIII. STANDARDS OF LIABILITY**

This section provides an outline of actions that may lead to judicial challenges of the Trustee's conduct:

- A. Lack of Good Faith - A lack of good faith is presented where a Board of Trustee's lacked an actual intention to advance the library's welfare and bad faith is presented where a transaction is authorized for some purpose other than a genuine attempt to advance the library welfare or is known to constitute a violation of applicable positive law.
- B. Deficient Belief - A Trustee must make decision the s/he honestly believes are in the best interests of the library. However, if the Trustee's belief about what is in the library's best interest is so demonstrably beyond the realm of reason that it cannot be sustained (e.g., a case of library waste), the Trustee can be held accountable
- C. Lack of Information – A Trustee has the responsibility to be informed to an extent the Trustee believes reasonable appropriate for the decision being made.
- D. Lack of Objectivity – A Trustee must excuse himself/herself from a involving a matter as to which the Trustee lacks objectivity because of a familial, financial, or business relationship with another person having a material interest in the decision.
- E. Lack of Independence – Trustees must make decisions without being dominated or controlled by another person having a material interest in the decision.
- F. Sustained Inattention – Trustees must devote adequate attention to the oversight of the Library.
- G. Improper Financial Benefit – A Trustee may not be the receipt of financial benefit from decisions made on behalf of the Board of Trustees.
- H. Other Breaches of Fiduciary Duty - A Trustee has the responsibility to deal fairly with the library. Although this standard is primarily for Trustee liability to the library for money damages or other money payments, it is generally intended to be exclusive.

7/7/77	Reviewed and Amended
11/7/79	Reviewed and Amended
10/14/81	Reviewed and Amended
10-18-06	Reviewed
2-10-10	Reviewed
01-19-22	REVIEWED and APPROVED