

**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 for the transaction of business at any meeting of the Board shall consist of a majority of the confirmed Board 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. RATIFY BILLS FOR PAYMENT
 - 5. RECEIVE COMMUNICATION
 - 6. CITIZENS SPEAK
 - 7. STAFF LIAISON
 - 8. FRIENDS' REPORT
 - 9. DIRECTOR'S REPORT
 - 10. BOARD TRAINING
 - 11. OLD BUSINESS
 - 12. NEW BUSINESS
 - 13. 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 a private investigators or management consultants.

VIII. STANDARDS OF LIABILITY

This section provides an outline of actions than 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 decisions 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.

IX. RIGHTS OF PARTICIPATING AUDIENCE

- A. The public is invited to comment under the “Citizens Speak” portion of the meeting on any matter of public interest or concern that is not included under any item on the Library Board agenda. Citizens are allowed up to three minutes to speak.
- B. Citizens are welcome to comment on an item on the agenda and are allowed up to three minutes to speak when the item is brought forward at the meeting.

- C. When any member of the audience has a matter to bring before the Library Board, he or she shall address himself or herself to the Board President, giving his or her name and address and present the matter either verbally or in writing. If the matter is presented in writing, the petition or communication shall be filed with the Secretary for the records of the Library Board.
- D. No member of the audience shall speak more than once on any question unless every other member of the audience or Library Board has had the opportunity to speak on such subject, and in no case shall a member of the audience speak more than twice on the same question without the consent of the Library Board. The total time for speaking by any member of the audience shall be three minutes, unless the Board President extends or reduces the time as needed to ensure a timely and orderly meeting. If the time is extended or reduced for any member of the audience, the same shall apply to all other audience members who wish to speak.
- E. When two or more members of the audience rise at the same time, the Board President shall name the one to speak first. The other shall be given the opportunity to speak next.
- F. Each speaker shall promptly cease their comments and yield the floor immediately upon expiration of the time allotted by the Board President.
- G. No speaker may yield part or all of their time to another speaker, and no speaker will be credited with time requested but not used by another.
- H. The Board President may, at his or her discretion, require speakers to sign in prior to the start of a meeting in order to ensure efficient audience participation.
- I. The use of Library projection equipment to display presentation materials to Council will be allowed in limited circumstances that permit Library staff to manage the use of equipment, prepare materials for display, and avoid delay or disruption of the meeting.
- J. If any member of the audience speaks or conducts himself or herself in an unbecoming manner, the Board President shall have the right to call him or her to order and he or she shall immediately thereupon be seated and shall not speak further less he or she conducts himself or herself in an orderly manner.
- K. Members of the audience shall address all remarks to the Board President and shall not hold conversations or discussions with other members of the audience.

X. MEETING CONDUCT

A. DISORDERLY CONDUCT

1. No person shall disrupt the orderly conduct of a Library Board meeting. Prohibited disruptive behavior includes, but is not limited to shouting, applause, making disruptive noises, creating or participating in a physical disturbance, speaking out of turn or in violation of applicable rules, preventing or attempting to prevent others

who have the floor from speaking, preventing others from observing the meeting, entering into or remaining in an area of the meeting room that is not open to the public, or approaching the Library Board table without consent.

2. Any message to or contact with any Board member while the Library Board is in session must be made through the Board Secretary.
3. The Board President, Board Members, Library Director, and Library staff shall at all times conduct themselves civilly. No person shall be permitted to shout, curse or use personally offensive language directed at other individuals. Any person called to order by the presiding officer shall immediately desist in the objectionable behavior.
4. While any person is addressing the meeting, who has been duly recognized by the presiding officer, no person shall hold any disruptive or distracting private conversation.

B. SERGEANT-AT-ARMS

1. The presiding officer is the Sergeant-at-Arms of the Board meetings unless otherwise delegated upon the request of the presiding officer or any Board member.
2. The Sergeant-at-Arms maintains order and decorum at the Board meetings. Physical removal, when necessary, will be undertaken by law enforcement personnel.
3. Law enforcement personnel, by order of the presiding officer, may remove any person from the Board chambers or meeting hall for the duration of the meeting:
 - i. Unreasonably loud or disruptive language, noise or conduct which obstructs the work of conducting of the business of the Board.
 - ii. Willful injury of furnishings or the interior of the Board chambers or meeting hall.
 - iii. Refusal to obey the rules of conduct, including the limitations on occupancy and seating capacity.
 - iv. Refusal to obey an order of the presiding officer or an order approved by a majority of the Board present.
 - v. Law enforcement personnel may, at their discretion, remove a person who is deemed a danger to others.
 - vi. If a meeting is disrupted by more than one member of the audience and where it appears a general breakdown of order has occurred or will occur, the presiding officer or a majority of the Board present may order that the Council chambers or other meeting hall be cleared. 7.
 - vii. As provided in City Code Section 6-3-11 and 6-3-13, if any person interferes, obstructs, or disturbs the assembly of the Library Board or harasses members of Board in an attempt to prevent them from performing their duties, that person shall be guilty of a misdemeanor and is subject to penalties as set out in Section 1-2-14 of the City Code.
 - viii. It shall be the duty of the Sergeant-at-Arms to enforce any written order of the Council or the presiding officer.
 - ix. Only cellphones, pagers or other communications devices set to a non-audible alert are allowed in Board Chambers to avoid disrupting the meeting.

- x. Attendees leaving the meeting before it has been adjourned must leave in a quiet and orderly manner until outside of the building, to avoid disrupting the meeting.

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