

Daniel Boone Regional Library
Board of Trustees
Bylaws
Approved January 12, 2018

These Bylaws are adopted by the Board of Trustees of the Daniel Boone Regional Library, a regional library formed and organized and in existence pursuant to Section 70.210 through 70.230 of the Revised Statutes of the State of Missouri:

ARTICLE I
Name of Regional Library; Name of Board

The Regional Library (“the Regional Library”) is known and shall continue to be known as the “Daniel Boone Regional Library”, and its Board of Trustees shall be known as and shall hereafter continue to be known as “the Board of Trustees of the Daniel Boone Regional Library.” Such Board of Trustees may be referred to herein as “the Regional Board” or “the Board” or “the Board of Trustees” or “the Regional Library’s Board.”

ARTICLE II
Contract

These Bylaws are adopted pursuant to an Amendment and Restatement of the Daniel Boone Regional Library Contract, dated effective the 1st day of January, 2018, which is herein referred to as “the Contract.”

ARTICLE III
Membership in Board

The Board of Trustees shall be constituted in that manner, and shall consist of those individuals designated by, paragraph 4 of the Contract.

ARTICLE IV
Fiscal Year

The Fiscal Year of the Regional Library and of the Board shall be a calendar year which commences on the 1st day of January of each year and ends on the 31st day of December of such year.

ARTICLE V
Constituent Members or “Constituent Districts”

All references in these Bylaws to a “Constituent Member” or “Constituent District” shall mean and refer to an individual library district which is a Constituent Member of the Regional Library, the Constituent Members/Constituent Districts being:

- The Columbia and Boone County Library District;
- The Callaway County Library District.

Each of such Constituent Districts has a Board of Trustees which may be referred to as a “Constituent District’s Board” or “Constituent District’s Board of Trustees.”

ARTICLE VI

Officers

The officers of the Regional Library and of the Regional Library’s Board of Trustees shall be a president, vice president, secretary and treasurer, who is referred to as the “Warrant Officer.” The president and secretary shall be members of the same Constituent District’s Board of Trustees. The vice president and Warrant Officer shall be members of the same Constituent District’s Board of Trustees. Those officers who are elected to serve for that period of time commencing with the Effective Date shall serve for a term expiring on June 30, 2018, the last day of that Board Year of the Regional Library which includes the Effective Date of these Bylaws, such Effective Date being January 1, 2018. Thereafter, the officers shall be elected, annually, for a one year term, beginning on July 1 of each calendar year and ending June 30 of the following calendar year. They shall be elected by the members of the Board of Trustees of the Regional Library at the regular meeting of the Regional Library’s Board of Trustees which is held in June of each year. The terms of new officers shall begin July 1 of each calendar year. The offices of the officers shall rotate, annually, between the members of each Constituent District’s Board of Trustees, beginning with the Columbia and Boone County Library District’s representatives serving as president and secretary for the Board Year beginning July 1, 2018, and with the Callaway County Library District’s representatives serving as president and secretary for the Board Year beginning July 1, 2019.

If a vacancy in an office occurs, that vacancy shall be filled by a person nominated by a “Nominating Committee,” or if the Nominating Committee nominates more than one person, then the vacancy shall be filled by vote of the Regional Library’s Board of Trustees by one of the individuals named by the Nominating Committee. Nominations shall be presented by the Nominating Committee to the Regional Library’s Board.

Prior to each election of officers, a Nominating Committee shall present to the Regional Board of Trustees nominees for each office which is to be fulfilled at such Board meeting. The nominations shall be presented to the Regional Board in writing. That writing shall accompany the agenda for the meeting at which the officer(s) shall be elected. Nominations may also be taken from the floor.

ARTICLE VII

Duties of Officers

The duties of the officers are as follows:

A. President. The president shall preside at all meetings of the Board of Trustees, authorize calls for any specific meetings of the Board of Trustees, and generally perform the duties of the presiding officer and chief executive officer of a corporation. The president shall serve as a non-voting member for each committee, but shall not make motions of the committee or have his or her vote count toward any quorum. The president shall appoint the members of all committees except the Finance Committee, the members of which are defined in the Contract.

- B. Vice President. The vice president shall perform the duties of the president in the absence of the president. The vice president may also perform duties delegated by the president.
- C. Secretary. The secretary shall ensure that true and accurate minutes/records of all actions taken at each meeting of the Board of Trustees are kept and approved.
- D. Warrant Officer. The warrant officer is also the treasurer of the Regional Library and its Board of Trustees. He or she shall serve as chair of the Finance Committee and shall oversee the general fiscal policies and fiscal practices of the Regional Library. Unless the Board determines otherwise, all of the duties of the warrant officer, as provided for by Chapter 182 of the Revised Statutes of Missouri, shall be delegated to the Executive Director of the Regional Library. The Executive Director may, in turn, delegate certain or all of such responsibilities to other employed staff members of the Regional Library. The Executive Director, serving in the capacity as the warrant officer, or his or her designee, shall provide the Regional Library's Board of Trustees with accurate monthly financial statements, which shall be reviewed at each regular meeting of the Board of Trustees.
- E. Removal from Office. Any officer may be removed from office, for reasonable cause, if it is determined that reasonable cause for such removal exists by a "Super Majority Vote" of those members of the Board of Trustees who are present and voting at any meeting of the Board of Trustees. "Super Majority Vote" means a vote of two-thirds (2/3) [66.666%] of the members of the Board of Trustees who are voting on the matter at hand.

ARTICLE VIII

Board Meetings

The Board of Trustees shall hold regular meetings each month. The hour and date of the regular meetings shall be established by the Board of Trustees. Any exceptions to the specified hour and date must be determined, in advance, by the consent, approval or Majority Vote of all members of the Board of Trustees, provided that in the case of a realistic emergency, any officer may specify a different date and time for the holding of a regular meeting of the Board of Trustees. Special meetings of the Board of Trustees may be called by the president on the written request to the president for such special meeting by any four (4) members of the Board of Trustees. All members of the Board of Trustees must be given no fewer than three (3) days written notice of any special meeting of the Board of Trustees, unless a true emergency prevents the giving of such notice, in which event a Board meeting may be called by email notice, telephone notice, or facsimile transmitted notice. Notice of all meetings of the Board of Trustees shall be given to the general public, as required by Missouri law, by the Executive Director or the Executive Director's designee. A majority of the total membership of the Board of Trustees (which such majority must include at least one member from each of the Constituent Districts) shall constitute a quorum for the purposes of transaction of all meetings of the Board of Trustees. The Board of Trustees may participate in meetings of the Board of Trustees by speaker-phone or by teleconferencing or video conferencing, and their participation by speakerphone, video conferencing or teleconferencing shall count towards the quorum requirements and they may cast votes. Voting by proxy is not permitted.

ARTICLE IX Committees

Each appointed committee must include at least one person from each Constituent District's Board of Trustees and all members of each Constituent District's Board of Trustees must serve on at least one committee. A quorum is a majority of the appointed members of the committee, and members participating in the meeting by speakerphone, video conference or teleconference count towards a quorum. A majority of committee members present, including members participating by telephone or video conference, can vote to make a recommendation to the Regional Board. Proxy voting is not permitted.

Any member of any Constituent District's Board may chair a committee. The duty of the chair is to perform the duties of the presiding officer. The chair serves as a voting member of each committee, counts toward a quorum and may make motions unless otherwise stipulated.

A. Standing Committees. The standing committees of the Regional Library's Board shall be the Finance Committee (which shall be constituted in the manner provided for by the Contract), the Evaluation Committee, the Long Range Planning Committee and the Nominating Committee. Standing Committees shall meet at least once each year unless this requirement is waived by action of the Regional Board. A committee meeting must be held on written request to the chair of the committee by one-third or more members of the committee. The president of the Regional Board appoints the chairs and members unless otherwise stipulated.

a. Evaluation Committee. The Evaluation Committee conducts the Library Director's evaluation at least once annually. The committee then presents its findings and makes recommendations to the Regional Board regarding the Executive Director's evaluation and compensation. Each year, the Regional Board president will attempt to retain one-third to one-half of the membership of the previous year's committee.

b. Finance Committee. The Finance Committee reviews and recommends retirement investments, recommends an auditing firm and reviews the reports and performance of the audit. The committee works with the Executive Director to prepare the Annual Operating Budget, which is then presented to the Boards of each of the Constituent Districts for approval. The committee also addresses the health, safety, property, legal and casualty issues of the Regional Library, including reviewing and recommending broker contracts, and makes recommendations to the Regional Board as needed. For required membership, see the Contract, paragraph 8.

c. Long Range Planning Committee. The Long Range Planning Committee acts as a steering committee for the library's planning process and makes recommendations to the Regional Board.

d. Nominating Committee. The Nominating Committee recommends a slate of officers for the Regional Board, normally at the May meeting.

e. Ad Hoc Committees. The Regional Board or its president shall establish and dissolve ad hoc committees as needed. Such committees serve until their final reports are received by the Regional Board.

ARTICLE X
Fiscal Year

The Fiscal Year is from January 1 through December 31.

ARTICLE XI
Budget

The Finance Committee prepares an Annual Operating Budget and submits it for approval at the regular November Board meeting, for approval for the next Fiscal Year. Final approval of the Annual Operating Budget for each Fiscal Year, and any budget amendments, requires the concurrence of a simple majority of the Board of Trustees of each of the Constituent Districts.

ARTICLE XII
Appointment of Executive Director

The Regional Board shall employ and appoint an Executive Director who shall be employed under such terms and conditions as are prescribed by the Regional Board. Any initial appointment of an Executive Director or termination of an Executive Director shall require a two-thirds (2/3) vote of the total Regional Board membership. The Executive Director's salary adjustment, if different than stated in the Employment Contract, shall require a simple majority vote of the total membership of the Regional Board. Continued employment of the Executive Director is automatic unless the Board votes to terminate the appointment.

ARTICLE XIII
Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order Newly Revised govern the Regional Board in all cases in which they are applicable and in which they are not inconsistent with the Contract, these Bylaws, or any other special rules of order that may be adopted. In keeping with open records laws and board preference, board, committee and district minutes may include more information than required by said rules.

ARTICLE XIV
Amendment of Bylaws

These Bylaws may be amended at any regular meeting by a two-thirds vote of the total membership, provided the amendment has been submitted in writing in substantially final form at the previous regular meeting. Any amendment becomes effective when adopted.