

LIBRARY BOARD OF RHODE ISLAND

BYLAWS

ARTICLE I. OFFICERS AND DUTIES

Section 1. NUMBER. The officers of the Board shall consist of a Chair, who shall be appointed by the Governor, and Vice-Chair, who shall be elected from among members of the Board annually at the first meeting of each calendar year following the appointment and qualification of members to full three (3) year terms or shorter initial terms as provided by law. Other officers may from time to time be established with powers to be determined by the Board. People named to these offices shall serve at the pleasure of the Board. Officers shall hold office until their successors are elected and qualified. Should a vacancy arise in any office before the expiration of a term, the Board shall elect a successor from the current Board. The Chief of Library Services shall preside over the election of officers.

Section 2. CHAIR. The Chair shall preside at meetings of the Board, exercise the powers and perform the duties set forth in these bylaws and such other duties as usually devolve upon the presiding officer of a deliberative body; and, unless otherwise ordered, shall appoint all chairs and members of committees. The Chair shall execute all contracts and documents on behalf of the Board unless otherwise ordered by the Board.

Section 3. VICE-CHAIR. In the absence of the Chair, the Vice-Chair shall perform the duties of the Chair. In the absence of both the Chair and the Vice-Chair, a Chair pro tempore shall be elected from among members of the Board.

Section 4: CHIEF EXECUTIVE OFFICER. The Chief of Library Services shall serve as the Chief Executive Officer of the Board, in accordance with Title 29, Section 3.1-7, of the Rhode Island General Laws.

ARTICLE II - MEMBERS

Section 1. DESIGNEES: Other than those designated by statute, no member may appoint a designee to participate in the deliberations of the Board meetings in the absence of such a member.

Section 2. RESIGNATION: A member may resign at any time upon his/her written notice to the Chair at least 15 days before the effective date thereof.

ARTICLE III - MEETINGS

Section 1. QUORUM. Six members of the Board shall constitute a quorum, but less than a quorum may adjourn any meeting. This shall not preclude the Board from discussing issues of business in the absence of a quorum, provided no action is taken.

Section 2. TIME AND PLACE OF REGULAR MEETINGS. Regular meetings shall be scheduled monthly with the exception of July and August and held no fewer than six (6) times each calendar year. The Chair, in consultation with the Chief of Library Services, will select the meeting time and place within the State of Rhode Island to be specified in the notice of the meeting.

Section 3. SPECIAL MEETINGS. Special meetings of the Board may be called by the Chair. The

Chair will call a special meeting upon the written request of five (5) members of the Board. These meetings shall be held within two (2) weeks after the receipt of the request.

Section 4. NOTICE. In addition to providing notice of meetings as required by law, written notice of regular meetings and the nature of the business to be transacted shall be sent to each member of the Board by the Chief of Library Services or his/her designee at least one (1) week before the date of the meeting. Notice of special meetings shall specify the nature of the business to be transacted at such meeting and the date and place where the meeting is to be held within the State of Rhode Island. Written notice shall be delivered to each member no fewer than two (2) days before such meetings. All postings and notices of meetings, recording of votes, minutes, and any necessary emergency meetings shall comply with Title 42, Chapter 46, of the Rhode Island General Laws.

Section 5. NOTIFICATION ADDRESS. Each member of the Board shall notify the Chief of Library Services of the email address where notices shall be delivered. In the case of any change in the notification address, the Board member shall notify the Chief of Library Services.

Section 6. PREPARATION OF AGENDA. The preparation of the agenda for each regular meeting of the Board shall be the joint responsibility of the Chair and the Chief of Library Services, provided, however, that there shall be included in the agenda any matter that the Board has at a prior meeting voted to include in the agenda. Furthermore, any item requested by any three (3) members of the Board in writing delivered to the Chief of Library Services or the Chair not less than ten (10) days before the meeting shall be placed upon the agenda of the meeting. Additional items

may be added to the agenda by majority vote of the members. The consent agenda will consist of correspondence, reports and routine items that require board action, but not necessarily debate. These items will be listed together on the agenda and require a single motion to approve, provided, however, any member may move a consent item to the regular agenda by request at the beginning of consideration of the consent agenda.

Section 7. CONDUCT OF MEETINGS. The affirmative vote of four (4) members, or of a majority of members present and voting, whichever is greater, shall be required for the adoption of any resolution. The presiding officer shall have the right, as other members present, to offer resolutions, discuss questions, and vote. The Chair shall declare all votes. Any member wanting to speak shall address the Chair and after her/his right to speak has been recognized, shall confine his/her remarks to the question under debate. Members of the public shall be allowed to address the Board by notifying the Chief of Library Services twenty-four (24) hours before the time of the meeting stating the agenda item or items on which s/he wants to speak. The Chair may allow speakers. The length of time allotted to people wanting to be heard will be determined by the Chair, taking into consideration the number of requests that have been received from people wanting to be heard and the number of items on the agenda.

Section 8. MEETINGS TO BE OPEN. All meetings of the Board shall be open to the public, except that executive sessions may be held as provided by law.

Section 9. MINUTES OF MEETINGS. Minutes of each meeting, including date, time and place of the meeting, a record of each member present or absent, a record by individual member of any

vote taken and other information relevant to the business of the Board that any member of the Board requests be included in the minutes, shall be prepared under the supervision of the Chief of Library Services and put to a vote at the following meeting. Minutes of closed sessions shall be kept and made public at the next regularly scheduled meeting unless the majority of the Board votes to keep the minutes closed pursuant to Rhode Island General Laws 42-46-4 and 42-46-5. Minutes of the Board will be transmitted by the Chief of Library Services or his/her designee to each member of the Board and to such other people as the Chair shall direct and, once approved, filed publicly in accordance with Title 42, Chapter 46-7 of the Rhode Island General Laws.

Section 10. PUBLIC COMMUNICATIONS. The Chair shall be the chief spokesperson for the Board. The members shall, to the extent possible and consistent with the proper discharge of their individual responsibilities, refer all inquiries which concern interpretation of Board action and policy to the Chair. Individual members of the Board shall not speak for the Board on matters on which the Board has not taken action, nor shall an individual member speak for the Board on matters where the member's position differs from that taken by the Board as a whole nor misrepresent the opinions of the Board after action has been taken.

ARTICLE IV - INDEMNIFICATION

Section 1. ACTIONS. Each person who at any time is threatened to be or is made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Library Board of Rhode Island) by reason of the fact that s/he is, or was, a member of the Library Board of Rhode Island or

an officer, employee, or agent of the Board, or is or has served at the request of the Board as a director, officer, employee, or agent of another enterprise of any type, shall be indemnified against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with any such action, suit or proceeding, if the Board determines s/he acted in good faith and in a manner s/he reasonably believed to be in or not opposed to the best interest of the Board, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful, except that no indemnification shall be made in respect to any criminal action or proceeding as to which such person shall have been adjudged to be guilty, unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of guilt, in view of all the circumstances of the case, such person is entitled to indemnity for such expenses or fines which the court shall deem proper. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that a person did not act in good faith in a manner which s/he reasonably believed to be in or not opposed to the best interest of the Library Board of Rhode Island, and with respect to any criminal action or proceeding had reasonable cause to believe that his/her conduct was unlawful.

Section 2. NOTICE. This indemnification shall be conditioned on due written notice of any such claims being given to the Board which shall be entitled to be represented at all hearings, proceedings and negotiations relative to such claims.

Section 3. MISCELLANEOUS. The provisions of this article shall be exclusive of any other rights of

indemnification to which such person shall be entitled, shall continue as to a person who has ceased to be a member, officer, employee, or agent of the Board and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE V - COMMITTEES

Section 1. APPOINTMENT OF COMMITTEES. Standing or special committees shall be appointed by the Chair from time to time as deemed necessary to carry on the work of the Board. The Chair shall be an ex-officio member of all committees.

Section 2. STANDING COMMITTEES.

- a) **APPEALS COMMITTEE.** An Appeals Committee composed of three (3) members shall be appointed by the Chair of the Board at the first meeting in each calendar year. The Chair of the Board shall designate the Committee Chair. It shall be the duty of the Appeals Committee to consider appeals to the Board from decisions of the Chief of Library Services, to submit its recommendations for decisions on appeals to the Board, and to exercise such other functions as are assigned to it for approval from decisions of the Chief of Library Services.

- b) **POLICY REVIEW COMMITTEE.** A Policy Review Committee composed of three (3) members shall be appointed by the Chair of the Board at the first meeting in each calendar year. The Chair of the Board shall designate the Committee Chair. It shall be the duty of the Policy Review Committee to develop a schedule and systematically review all Board policies and standards and regulations governing public library development and interlibrary cooperation over a three (3) year period. The Committee shall also recommend new policies to the Board for consideration.

- c) **LEGISLATIVE COMMITTEE.** A Legislative Committee composed of three (3) members shall be appointed by the Chair of the Board at the first meeting in each calendar year. The Chair of the Board shall designate the Committee Chair. It shall be the duty of the Legislative Committee to review federal and state legislation relevant to libraries and to report its findings and recommendations at regular meetings of the Board.

Section 3. SPECIAL COMMITTEES. Special committees may be created by the Chair of the Board from time to time to study current issues or review existing programs governed by the Board. The Chair will appoint at least one member of the Board to form a special committee, with the assistance of the Office of Library and Information Services as needed. Special committees may include non-members of the Board and staff of the Office of Library and Information Services. The Chair of the Library Board shall clearly articulate the charge to the Special Committee and designate a Committee Chair. The Committee shall develop a schedule to execute its charge and present findings to the Board. The Committee Chair shall present regular updates of the Committee's progress to the Board at regularly scheduled board meetings.

ARTICLE VI - SEAL

The seal of the Library Board of Rhode Island shall be in the form of a circle with the words "Library Board of Rhode Island for the State of Rhode Island and Providence Plantations - 1991." The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced.

ARTICLE VII - PARLIAMENTARY PROCEDURE

Robert's Rules of Order, most recent edition, shall govern all parliamentary matters not covered by the laws of the State of Rhode Island and these bylaws.

ARTICLE VIII - AMENDMENT OF BYLAWS

Section 1. AMENDMENT WITHOUT NOTICE. These bylaws may be amended, suspended or altered at any time without notice, by a two-thirds vote of all members of the Board.

Section 2. AMENDMENT WITH NOTICE. These bylaws may be amended, suspended or altered by vote of a majority of the members taken at any regular or special meeting, provided that written notice of the substance of the proposed change has been transmitted to the members of the Board at least three (3) weeks before the meeting.

Section 3. Those parts of these bylaws which are in the nature of rules of order may be suspended by a two-thirds (2/3) vote of those present.

Approved by the Library Board of Rhode Island, 1991.

Revised, November 2015.