

METROPOLITAN LIBRARY COMMISSION OF OKLAHOMA COUNTY

BYLAWS COMMITTEE AGENDA

Members: Penny McCaleb, Chair
Allen Coffey
Cynthia Friedemann
Tracy McGehee
Alyne Strube

Monday, March 24, 2014 at 3:30 p.m.
Belle Isle Library
5501 N. Villa
Oklahoma City, OK 73112
Telephone: (405) 843-9601

- I. Call to Order and Establishment of Quorum – Mrs. Penny McCaleb, Chair
- II. Discussion, Consideration, and Possible Action: Report and Recommendations from Administration – Proposed Bylaws changes

The Metropolitan Library System of Oklahoma County encourages participation from all patrons and citizens of Oklahoma County. If participation at any public meeting is not possible due to a disability, whether physical, hearing or speech related, please notify the office of the Executive Director (606-3726) at least forty-eight (48) hours prior to the scheduled public meeting to allow the Library to make necessary accommodations.

REPORT AND RECOMMENDATIONS FROM ADMINISTRATION

Proposed Bylaws changes

In the May A & P committee meeting, questions were raised regarding who will set the goals for the new Executive Director, once one has been hired. Mrs. Morris stated that currently the Executive Director sets her own goals. Ideally, it would be helpful to the new Executive Director to have some goals set by the commission. Mrs. Morris suggested the bylaws be revised to appoint an Executive Committee or a Governance Committee, which typically is composed of the officers of the commission as well as an at large member. That committee could set the goals for the new Executive Director and its recommendations would then go to the full commission for final approval. Discussion continued. Mrs. Morris stated she would research and review the makeup of various Executive Committees and report back her findings. Mrs. Morris added, in order to revise the bylaws, a bylaws committee would need to be appointed by the Commission Chair.

Administration has researched the bylaws of other public libraries and makes the following suggestions for the committee.

This committee shall be composed of the sitting officers of the commission: Chair, Vice-chair and Disbursing agent and two (2) at large members to be appointed by the chair. Their duties are to set goals for the executive director, and present those goals to the full commission; to meet as needed to discuss and recommend major issues that might come to the commission's attention such as emergency repairs, contracts or other urgent issues. They will not be empowered to make decisions; but rather recommend items for approval by the full commission. The executive committee shall also be responsible for developing major initiatives if desired and may also discuss board goals, members and development.

The Executive Committee shall perform such other tasks as the President or the Board of Trustees shall from time to time determine.

The Executive Committee shall meet on an "as needed" basis.

COMMITTEE ACTION:

Recommend bylaws changes to the commission.

METROPOLITAN LIBRARY COMMISSION

APPOINTMENTS TO STANDING COMMITTEES

February 2014 ~ February 2015

STANDING COMMITTEE

TYPICAL AREAS OF RESPONSIBILITY

Administrative & Personnel Committee

Hugh Rice, Chair
Bose` Akadiri
Ralph Bullard
Cynthia Friedemann
Helene Harpman
Mukesh Patel

- Personnel Classification/Compensation Schedules
- Personnel policies and benefits
- Insurance coverage: property, group medical, liability, vehicles
- Conducts Executive Director Evaluation

Finance Committee

Allen Coffey, Chair
Fran Cory
Rozz Grigsby
Jim Shonts
Judy Smith
Beth Toland

- Review and propose Annual Estimate of Needs (preliminary budget) and Final Budget to Commission
- Review and propose any budget amendments to the Commission

Long-Range Planning Committee

Penny McCaleb, Chair
Deanna Hannah
Tracy McDaniel
Tracy McGehee
Alyne Strube
Beth Toland
Susan Tucker

- Review and propose plans for library services and facilities that go beyond the current fiscal year
- Planning may include: needs assessments, recommendations for new or expanded library buildings, related data to improve services

Public Services Committee

Jose Jimenez, Chair
Carolyn Leslie
Lori Nelson
Kim Patterson
Vanna Shaw
Stephanie West

- Policies for joint services and programs with other community organizations
- Policies for loan of books and other Materials
- Policies and fees for services, use of meeting rooms, etc.
- Library programming policies

Executive Committee

Chair
Vice-Chair
Disbursing Agent
At large member
At large member

- Set goals for the Executive Director and present recommendations to the full commission
- Meet as needed to discuss and recommend major issues that might come to the commission's attention such as emergency repairs, contracts or other urgent issues
- Responsible for developing major initiatives if desired and shall also discuss board goals, members and development

NOTE: Appointments are made by the Chair of the Metropolitan Library Commission.

VG 100 Governance and Oversight

VG 110 Metropolitan Library Commission By-Laws

Adopted: 10/77, Revised: 10/82; 7/86; 3/98, 12/99; 11/07; 03/14

- I. Name:
The name of this Commission shall be the Metropolitan Library Commission of Oklahoma County, herein called the "Commission." The name of the system shall be the "Metropolitan Library System."
- II. Membership:
 - A. Commission membership shall conform to provisions of the Oklahoma Metropolitan Library Act. (65 O.S. 2001, Section 554, rev. 2007)
 - 1) The Metropolitan Library Commission of Oklahoma County shall consist of twenty seven (27) members
 - a) Thirteen (13) members shall be appointed by the mayor of the county seat city, subject to the approval of the governing body of that city.
 - b) One (1) member shall be appointed by the board of county commissioners to serve as an at-large member of the commission representing citizens living in areas of the county not otherwise represented by an appointee.
 - c) One (1) member from each municipality in the county which has a library or library extension located within the boundaries of the municipality and which is a part of the Metropolitan Library System, who shall be appointed by the mayor of each municipality respectively, subject to the approval of the governing body of each municipality.
 - d) The mayor of the county seat city and the chairman of the board of Oklahoma County commissioners shall be ex officio members and shall be entitled to vote on all matters.
 - 2) The terms of appointments by either the county seat city, the mayors of the municipalities or the county at large seat shall be for three year terms. Terms begin August 1 and expire July 31 except in the case of an appointment to fill a vacancy in the membership of the commission, which latter appointment shall be for the balance of the unexpired term of the vacated seat.
 - B. Commission members should reside within the corporate boundaries of Oklahoma County and/or Oklahoma City.
 - C. Oath of Office. All present, appointed Commission members and future, appointed Commission members shall affirm and sign an Oath of Office; see Attachment A.
 - D. Conflict of Interest Statement. All present, appointed Commission members and future, appointed Commission members shall affirm and sign a Conflict of Interest Statement; see Attachment B.

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III. Officers:

A. Titles. The Metropolitan Library Commission's officers shall include a Chairman, a Vice-Chairman and a Disbursing Agent, all of whom are entitled to a vote on any question before the Commission, and a Secretary, who does not have the right to vote on matters before the Commission.

B. Each officer-elect shall serve a term of one (1) year or until a successor is elected. Each officer-elect shall be eligible for re-election and there is no limit on the number of terms any elected officer may serve. The Secretary shall serve at the discretion of the Commission.

C. Duties of Officer-Electors.

1. The Chairman shall preside at all meetings of the Commission, appoint all standing and special committees, issue policy statements adopted by the Commission from time to time, and execute such documents as may be necessary in the performance of the Commission's function. The Chairman shall also serve as an ex-officio (non-voting) member of all committees except the Nominating Committee. The Chairman is authorized to countersign checks.
2. The Vice-Chairman shall perform all of the duties of the Chairman during the Chairman's absence or during any disability, which prevents the Chairman from performing his duties. In the event the office of Chairman is vacated and the vacancy occurs no more than 60 days in advance of the annual election of officers in January, the Vice-Chairman shall serve as Chairman until the new election. If the vacancy occurs more than 60 days in advance of the annual election of officers in January, a special election shall be held as specified in the By-Laws of the Metropolitan Library Commission Section III G - Vacancy in Office. The Vice-Chairman is authorized to countersign checks.
3. The Disbursing Agent shall chair the Finance and Audit Committee and conduct meetings in the absence of the Chairman and Vice-Chairman. The Disbursing Agent is authorized to countersign checks.

D. Duties of the Secretary.

The Executive Director, who shall serve as Secretary to the Commission, shall have sole charge of the Administration of the library system under the authority and review of the Commission. The Executive Director shall be held responsible for the care of the buildings and equipment owned or leased by the library system, for the employment and direction of the staff, the collection of library books and other library materials and various services and information to the

VG 100 Governance and Oversight

VG 110 Metropolitan Library Commission By-Laws

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public, and for the operation of the library system within the provisions of the annual budget. The Executive Director, as Secretary to the Commission, shall attend all meetings except those at which his appointment, salary or relations with other members of the staff are to be discussed or decided. The Secretary shall be responsible for keeping full and complete minutes and records of all proceedings and business of the Commission, including committee proceedings, shall give due notice of all meetings and shall countersign checks.

E. Nomination of Officers.

At the regular meeting in December of each year, the Chairman shall appoint a Nominating Committee of three Commission members and designate the chairman of the committee. The Chairman, the Secretary and elected (ex-officio) members are not eligible to serve on the Nominating Committee. If no December meeting is held, the Chairman shall notify all members of the Commission, in writing, of the names of those appointed to the Nominating Committee. This written notification shall be mailed before December 31. Members of the Nominating Committee shall hold at least one meeting between the time of their appointment and the January meeting, which is the annual election meeting.

F. Election of Officers.

The Nominating Committee shall present nominations for Chairman, Vice-Chairman, and Disbursing Agent at the January meeting. If, for any reason, the election is not held during the month of January, it shall be held at the next regular meeting of the Commission.

G. Vacancy in Office

Special elections to fill unexpired terms of all officers except the office of Chairman as described in Section III C-2 above shall be scheduled as follows: a Nominating Committee shall be formed at the first regular meeting of the Commission following word of the vacancy and an election shall be held at the subsequent regular meeting.

H. Installation of Officers

Newly elected officers shall assume their offices immediately following the balloting at the election meeting.

IV. Meetings.

All meetings of the Commission and its committees shall conform to provisions of the Oklahoma Open Meeting Act; adequate, advance, public notice of each

VG 100 Governance and Oversight

VG 110 Metropolitan Library Commission By-Laws

Adopted: 10/77, Revised: 10/82; 7/86; 3/98, 12/99; 11/07; 03/14

meeting shall be provided by the Secretary or the Chairman; all meetings except those authorized to be held in Executive Sessions* shall be open to the public; votes shall be by roll call; and minutes shall record individual members' votes on each motion. Commission members shall respect the confidentiality of all matters discussed and reviewed in Executive Sessions. Any notes taken by Commission members in Executive Sessions which serve as a record of what transpired during an Executive Session with the exception of motions to be made in the subsequent open session shall be turned over to the Secretary for retention. The Secretary shall retain such notes along with the minutes taken by the Secretary of the Executive Session.

A. Regularly Scheduled.

Regular Commission meetings shall be held on the third Thursday of each month with the exception of meetings in August and December; the August meeting shall be held on the fourth Thursday to accommodate action on the final annual budget and the December meeting shall be held on the second Thursday to accommodate seasonal holiday scheduling conflicts. The date, time and place of any regular monthly meeting may be changed in compliance with the Oklahoma Open Meeting Act.

*Executive sessions of public bodies, according to the Open Meeting Act, such as the Metropolitan Library Commission, will be permitted only for the purpose of:

1. Discussing the employment, hiring, appointment, promotion, demotion, disciplining or resignation of any individual salaried public officer or employee.
2. Discussing negotiations concerning employees and representatives of employee groups.
3. Discussing the purchase or appraisal of real property.
4. Confidential communications between a public body and its attorney concerning a pending investigation, claim or action if the public body, with the advice of its attorney, determines that disclosure will seriously impair the ability of the public body to process the claim or conduct a pending investigation, litigation, or proceeding in the public interest.
5. Discussing any matter where disclosure of information would violate confidentiality requirements of state or federal law.

VG 100 Governance and Oversight

VG 110 Metropolitan Library Commission By-Laws

Adopted: 10/77, Revised: 10/82; 7/86; 3/98, 12/99; 11/07; 03/14

B. Irregularly Scheduled.

Special meetings of the Commission-as-a-whole may be held on call of the Chairman at such times and places as may be designated by the Chairman. Other officers may also call special meetings of the Commission-as-a-whole on petition of a minimum of seven (7) voting members (electors) of the Commission. Gatherings of committees at the call of the Chairman or Secretary or an individual committee chairman shall be considered "special meetings" of the Commission. Public notice shall be given at least two (2) working days before special meetings and all members shall take care to see that all other provisions of the Oklahoma Open Meeting Act are observed. Emergency meetings shall be at the call of the Commission officers and shall be in conformity with relevant provisions of the Oklahoma Open Meeting Act.

C. Parliamentary Authority

The rules contained in the latest Robert's Rules of Order shall govern parliamentary procedure at each meeting in all cases to which they apply and in which they are not inconsistent with the Metropolitan Library Act or other By-Laws of the Metropolitan Library Commission.

D. Procedure.

Action by the Commission on any matter to be decided by it shall be by majority vote of those present, provided a quorum is present.

E. Placing Items on Agenda.

The Chairman of the Commission or a designated Chairman appointed by the Chairman shall, in consultation with the Secretary and Committee Chairman set the agenda for all Commission meetings and Committee meetings to include:

1. Committee meetings, reports and proposed actions or motions proposed for Commission review or action.
2. Proposed reports or motions from the Secretary on behalf of the library system.
3. Any other related reports or presentations proposed for Commission review or action.
4. An action or motion for Commission or Committee review or action presented to the Chairman or elected Commission officer in the form of a petition of a minimum of seven (7) voting members (electors) of the Commission shall be placed on the agenda for the next respective scheduled Commission or Committee meeting.

VG 100 Governance and Oversight

VG 110 Metropolitan Library Commission By-Laws

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F. Attendance at Meetings.

Barring notice of an emergency and unforeseen circumstances, appointed members of the Commission are urged to attend at least sixty percent (60%) of Commission meetings and respective or appointed appropriate Committee meetings.

G. Vote to "Abstain" Recorded as "No (Abstain)".

A vote by a Commission member on a motion to "Abstain" shall be recorded as a negative, "No (Abstain)" vote in the minutes. Members present who fail to vote for any reason may affect the voting result negatively. Members desiring not to vote on a motion as an expression of neutrality or to avoid any appearance of conflict of interest are encouraged to vacate the meeting room during said voting, returning immediately after same. The minutes will reflect their absence during said vote.

V. Committees.

The following standing committees, consisting of no fewer than five (5) nor more than seven (7) members each, shall be appointed by the Chairman, with each member serving for a term of one (1) year or until a successor is appointed:

A. Administrative and Personnel Committee;

B. Finance and Audit Committee;

C. Long-Range Planning Committee;

D. Public Services Committee.

E. Executive Committee

Special committees may be appointed by the Chairman to handle matters clearly outside the purview of the standing committees.

VI. Defense against Claims or Actions; Indemnification.

A. The library system shall maintain an adequate level of liability insurance coverage for library trust (Commissioners), officers, employees and volunteers.

B. In cases not covered by insurance or state statute, when a trustee, officer, employee or volunteer is sued over an alleged act or omission while acting in good faith for a purpose considered to be in the best interest of the library system and within the scope of his/her duties as a trustee, officer, employee or volunteer, the library system should, at the request of the trustee, officer, employee or volunteer:

VG 100 Governance and Oversight

VG 110 Metropolitan Library Commission By-Laws

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1. Appear and defend against the claim or action; and
 2. Pay or indemnify the trustee, officer, employee or volunteer for judgment and court costs based on such claim or action; and
 3. Pay or indemnify the trustee, officer, employee or volunteer for a compromise or settlement of such claims or action, providing the settlement is approved by the Metropolitan Library Commission.
- C. The decision as to whether the system shall retain its own attorney or reimburse the trustee, officer, employee or volunteer expenses for his/her own legal counsel shall rest with the Metropolitan Library Commission and shall be determined by the nature of the claim or action.
- D. The term trustee, officer, employee or volunteer shall include any former trustee, officer, employee or volunteer of the library system.
- VII. Amendments to By-Laws.
- These By-Laws may be amended at any regular quorum of the Commission by a three-fourths vote of those present, provided the amendment was submitted in writing at a previous meeting of the Commission. These By-Laws shall automatically be amended to the extent required by a valid constitutional amendment or change in the laws governing the Commission or its operation.
- The above By-Laws were duly amended by resolution of the Commission at a regular meeting thereof held on

Donna L. Morris, Secretary