

KIRKWOOD PUBLIC LIBRARY

REVISED BYLAWS

(Revised as of October 19, 2022)

PREAMBLE

The bylaws of the Kirkwood Public Library Board of Trustees (the "Board") are written under the authority of the Revised Statutes of the State of Missouri, Sections 182.200 et al. The Kirkwood Public Library (the "Library") was organized under those statutes on December 11, 1926.

MISSION

The Kirkwood Public Library inspires a lifelong commitment to learning and creativity, for a more prosperous and connected community.

ARTICLE ONE

GOVERNING BODY

BOARD OF TRUSTEES. The Library shall be governed by a lay Board who shall be appointed by the Mayor of the City of Kirkwood and whose appointments shall be approved by the Kirkwood City Council.

COMPOSITION. The Board shall consist of nine members who shall be known as Trustees.

TERM OF OFFICE. Each member shall serve for a term of three (3) years. Three members shall be appointed every year and shall serve on a rotating basis.

No member of the Board shall serve for more than two (2) full successive terms and will not be eligible for further appointment until two (2) years after the expiration of the second term.

VACANCIES. Vacancies on the Board occasioned by removals, resignations or other cause shall be reported to the proper officials in the City of Kirkwood within thirty days of such vacancy. Appointments to the unexpired terms shall be made in the same manner as the original appointments.

REMOVALS. Unexcused absences from Board meetings in excess of the number listed in these Bylaws shall be just cause for removal.

A Board member may be removed for cause if, upon investigation by a special committee, such removal is recommended and approved by a two-thirds vote of the appointed Board members.

SIGNATORIES. In the absence of the Kirkwood Public Library Board President, the Kirkwood Public Library Board Secretary/Treasurer may sign any documents as are required to be signed by said Board President.

In the absence of the Kirkwood Public Library Board Secretary/Treasurer, the Kirkwood Public Library Board President may sign any documents as are required to be signed by said Secretary/Treasurer.

The Kirkwood Public Library Vice-President is authorized to sign any documents as are required to be signed by the Board President and/or the Secretary/Treasurer.

ARTICLE TWO

OFFICERS

NOMINATIONS. The President shall appoint a nominating committee in March of each year. The nominating committee shall consist of three (3) Trustees who will present a slate of nominees for the offices of President, Vice-President, Secretary and Treasurer at the April meeting.

ELECTION OF OFFICERS. Each year at the April Meeting the Board members shall elect a President, Vice-President, Secretary and Treasurer from their number who shall serve in that capacity for the following year, beginning with the June Board Meeting or until their successors are elected. No Trustee may hold the same office for more than three (3) consecutive terms, but may be reelected to that office after another Trustee holds such office for one term. The offices of Secretary and Treasurer may be held by one Board member. Election shall be by a majority vote of the Trustees present and voting.

DUTIES OF OFFICERS

DUTIES OF THE PRESIDENT. The President shall preside at all regular and special meetings of the Board, appoint members of all standing and special committees and their chairperson, countersign all vouchers prepared and submitted by the Treasurer for disbursement of funds, and shall serve as an ex officio member of all committees.

DUTIES OF THE VICE-PRESIDENT. The Vice-President shall, in the absence of the President, assume all of the duties of the President and shall perform such other duties as may be assigned by the President or the Board.

DUTIES OF THE SECRETARY. The Secretary shall record attendance and take the minutes of all Board meetings, conduct correspondence as the Board may direct, maintain the historical records of any Bylaw changes that may be enacted and perform any additional duties as they may be assigned by the President or the Board. The Secretary may delegate, from time to time, any of the above enunciated duties to a qualified member of the Library staff.

It shall be the duty of the Secretary to certify to the Board the non-attendance of any Board member for two meetings during their term and the dates of non-attendance. Further action due to nonattendance shall be by order of the Board.

It shall be the Duty of the Secretary to certify the authority of the President or any Board member to commit the Library's funds and to provide copies of any such resolution enacted.

DUTIES OF THE TREASURER. It shall be the duty of the Treasurer to supervise or maintain proper financial records of the Library, report the financial condition to the Board at the regular monthly meetings and at such other times as may be requested by the Board, review all requests for expenditures and prepare and sign all vouchers for payment of those expenditures.

It shall be the responsibility of the Treasurer, as chief financial officer, to invest the excess funds of the Library in accordance with state law and with the approval of the Board.

It shall be the responsibility of the Treasurer to provide a comparison of actual expenditures to budgeted expenditures for the Board in order to determine if the budget should be revised by the Finance committee.

If it becomes necessary for the Library to temporarily borrow funds in order to continue normal operations, it shall be the duty of the Treasurer to bring that fact to the attention of the Board and present the details of that borrowing. Final approval of loan funds shall be the responsibility of the Board.

It shall be the responsibility of the Treasurer to serve as Chairperson of the Finance Committee, and to be the contact person for staff, volunteers, patrons and Trustees who may have concerns about any of the Library's accounting, internal accounting controls, auditing matters or fraudulent or dishonest use or misuse of the Library's resources or property. The Treasurer will be responsible for forwarding any complaints to the Finance Committee, which will then meet to review the complaint without Library staff or outside audit personnel present unless requested by the Committee. Within 10 days following the meeting the Treasurer will forward to legal counsel a list of each complaint received.

It shall be the responsibility of the Treasurer to review the Library's check documentation at least quarterly.

ARTICLE THREE

STANDING COMMITTEES

GENERAL. The standing committees shall be: Building & Grounds, Finance, Personnel, and Development. The committees shall consist of three (3) members of the Board, all of whom shall be appointed by the President with one named as the Chair, also appointed by the President

Additional standing committees may be established by the Board as needed.

DUTIES OF FINANCE COMMITTEE. The Committee shall supervise all financial activities of the Library, review and recommend all expenditures over \$5000 to

the Board that are not included in the original Budget, and submit a revised Budget on a quarterly basis, if such a revision is necessary.

The Committee shall gather information from all other standing and special committees and prepare a proposed Budget for the coming fiscal year. Such proposed Budget shall be presented to the Board at the May meeting.

The Committee shall submit an annual report for the past fiscal year when the audit is complete.

DUTIES OF THE BUILDING AND GROUNDS COMMITTEE. The Building and Grounds Committee shall perform the following duties:

1. In cooperation with the Director, oversee the maintenance and repairs of the building, grounds, equipment and other physical assets of the Library;
2. Assist the Director in overseeing the performance of any contract or agreement entered into by the Library in regard to the maintenance and/or repairs of the building, grounds, equipment and other physical assets of the Library;
3. When deemed appropriate or at the request of the Board of Trustees, direct the Director to obtain quotes, bids or offers from outside parties regarding the performance of any services or the providing of any goods relating to the maintenance and/or repairs of the building, grounds, equipment and other physical assets of the Library, to review any such quotes, bids or offers received and make recommendations to the full Board of Trustees regarding said review;
4. Before the end of each fiscal year, assist the Director in the preparation of budgetary line items regarding the anticipated estimated costs for maintenance and repairs of the building, grounds, equipment and other physical assets of the Library for the upcoming fiscal year, including any anticipated expenditures associated with any ongoing or previously approved contracts or agreements relating thereto;
5. Periodically, review all expenditures in regard to the maintenance and repairs of the building, grounds, equipment and other physical assets of the Library made since the last such review and report any findings of said review to the Board of Trustees;
6. Periodically review all open contracts or agreements relating to the maintenance and repairs of the building, grounds, equipment and other physical assets of the Library and report the findings of such review to the Board of Trustees; and
7. Perform such other or additional duties in relation to the building, grounds, equipment and other physical assets of the Library as the Board of Trustees may from time to time assign.

DUTIES OF THE PERSONNEL COMMITTEE. The Personnel Committee shall assist the Director in setting guidelines for the hiring, training, staffing and termination of personnel. The Committee shall also determine and recommend salary ranges to be established and approved by the Board. The Committee shall oversee the preparation and periodic update of Employee Policies and ensure that the policies and the Library's

employment practices are in conformance with pertinent Federal, State and municipal regulations affecting employment and employee rights.

The Committee, in consultation with the Director, shall recommend salary or benefits increases to the Board for approval.

The Committee shall review the Library's benefits package on a periodic basis and recommend changes as needed to maintain the level of personnel quality necessary to adequately staff the Library.

The Committee shall organize the hiring process for the position of Director whenever a vacancy occurs. Final hiring of the applicant shall be approved by the Board.

The Committee shall conduct an annual job performance review of the present Director, gathering information from Trustees and Library stakeholders. This performance review will be submitted with recommendation to the President and the entire Board.

DUTIES OF THE DEVELOPMENT COMMITTEE. This Committee's focus is fundraising opportunities and providing input on development materials. It will provide input on how the Board can use its members to be ambassadors for the Library in the community at large.

EXECUTIVE COMMITTEE

COMPOSITION. The Executive Committee shall consist of the Officers of the Board. They shall meet on call of the President or any member of this Committee.

DUTIES. The Executive Committee shall serve in an advisory capacity to any Officer or to the Board when requested.

SPECIAL COMMITTEES

Special Committees shall be established by the President as needed and shall remain in effect until dissolved by the President.

All special committees shall be advisory only. The members of special committees shall be appointed by the President and shall serve at the pleasure of the President. The President shall appoint a member of the Board as chair of the committee, but the other members of the committee need not be Board members.

ARTICLE FOUR

MEETINGS OF THE BOARD

REGULAR MEETINGS. The Regular Meetings of the Board shall be a Public Meeting and shall be held monthly at the Kirkwood Public Library. By resolution, the Board may reschedule or cancel any regular meeting. Any or all board members may participate in a Board Meeting, or a committee of the board, by means of a telephone or

video conference or other virtual means of communication as long as all persons participating in the meeting are able to communicate with one another. Virtual participation shall constitute presence at the meeting.

SPECIAL MEETING. The President may call a Special Meeting on his/her own authority or at the request of three (3) Trustees. Written notice of the meeting must be given to each trustee at least three (3) days in advance and state the purpose of such meeting. The President shall direct that a public notice be posted to advise the date, time and purpose of such special meeting. Such written notice may be sent by mail, courier or hand delivery, fax, or by e-mail. Attendance at a meeting constitutes a waiver of any lack of proper notice of such meeting unless such attendance is solely for the purpose of contesting the holding of the meeting on the basis of lack of proper notice.

ANNUAL MEETING. There shall be an annual meeting of the Board held concurrent with the regular June meeting. The Board shall introduce newly approved members.

CONDUCT OF MEETINGS. All meetings shall be conducted according to Roberts Rules of Order.

QUORUMS. The attendance of five (5) Trustees shall constitute a quorum to conduct business of the Board.

ATTENDANCE. In accordance with State Statutes, any member of the Board who shall miss two (2) meetings in one (1) year, three (3) meetings in two years or four (4) meetings in three (3) years, without just cause, shall be subject to removal from the Board.

NOTICE. At least 24 hours (exclusive of weekends and holidays when the Library is closed) prior to the meeting, a notice of the meeting is to be prominently posted in the Library. The notice must include: the time, date and place of the meeting; whether the meeting is open or closed; if open, a tentative agenda of the meeting. If exceptional circumstances prevent 24 hours notice or prevent the meeting from being held at a convenient time or in a place reasonably accessible to the public, the reasons should be stated in the minutes.

Any advisory committee or subcommittee meeting formed from the membership of the Board are also subject to the notice requirements.

CLOSED MEETINGS. In certain circumstances specifically set out in the statutes, the Board is permitted, but not required, to close its meetings, records and votes. Among the exceptions to the open meeting requirement are: legal actions, litigation, leases, purchase or sale of real estate where public knowledge might adversely affect the transaction, hiring, firing, employee discipline, individual promotions, welfare cases of identifiable individuals, software codes for data processing, individually identifiable personnel records and records that are protected from disclosure by other laws.

When the Board votes to meet in closed session, it should cite a specific section of the law for taking such action. Only that topic can be discussed during the closed session.

PUBLIC ACCESS. Unless otherwise provided by law, records of the Board meetings are open and available to the public for inspection and copying. A reasonable fee may be charged for providing access to, or providing copies of, such records. The fee is not to exceed actual cost of the document search and duplication.

The Secretary of the Board is the appointed custodian of the Board's records. Any request for access must be acted on no later than the end of the third business day following the date the request is received by the Secretary. If access is not granted, the Secretary, upon request, is to provide a written statement explaining why such access was denied.

Nonexempt portions of the Board's records must be separated from the exempt portions and made available to the public.

HANDLING AND DESIGNATION OF CLOSED RECORDS. The following provisions shall govern the handling and designation of closed records of the Kirkwood Public Library and the Board of Trustees:

1. To the extent not otherwise required by law, closed records of the Kirkwood Public Library and the Board of Trustees shall not be made public or disclosed to the public without the specific authorization of the Board of Trustees.

2. As used in this section, unless the context otherwise indicates, the following terms mean:

A. "Record", any record, whether written or electronically stored, retained by or of the Kirkwood Public Library or its Board of Trustees, including any report, survey, memorandum, or other document or study prepared and presented to the Kirkwood Public Library or its Board of Trustees by a consultant or other professional service.

B. "Closed Record", any of the following classes or types of records:

(1) Any record whose disclosure to the public is prohibited by law such as tax returns, mental health treatment records, genetic information, adoption records and other similar personal records;

(2) Any record whose disclosure to the public is not required by law and which relates to one or more of the following:

(a) Legal actions, causes of action or litigation involving the Kirkwood Public Library or its Board of Trustees and any confidential or privileged communications between the Kirkwood Public Library or its Board of Trustees or their representatives and attorneys and legal work product,

except that any minutes, vote or settlement agreement relating to such legal actions, causes of action or litigation involving the Kirkwood Public Library or its Board of Trustees or any agent or entity representing either of them or acting on behalf of either of them or with their authority shall not be deemed close records upon final disposition of the matter voted upon or upon the signing by the parties of the settlement agreement, unless, prior to final disposition, the settlement agreement is ordered closed by a court after a written finding that the adverse impact to the plaintiffs or plaintiffs to the action clearly outweighs the public policy considerations of section 610.011, and provided further, however, the amount of any monies paid by or on behalf of the Kirkwood Public Library or its Board of Trustees shall not be deemed to be a closed record and. in the case of the exercise of eminent domain, the vote on the motion to authorize institution of such legal action shall not deemed a closed record;

(b) Leasing, purchase or sale of real estate by the Kirkwood Public Library or its Board of Trustees where public knowledge of the transaction might adversely affect the legal consideration thereof, provided, however that any minutes, vote or record approving a contract relating to the leasing, purchase or sale of real estate by the Kirkwood Public Library or its Board of Trustees shall not be deemed a closed record after the execution of such lease, contract for the purchase or sale of real estate;

(c) Hiring, firing, disciplining or promoting of particular employees of the Kirkwood Public Library or of its Board of Trustees when personal information about a particular employee is discussed or recorded, provided however, any vote on a final decision, when taken, to hire, fire, promote or discipline an employee of either the Kirkwood Public Library or its Board of Trustees shall not be deemed a closed record;

(d) Nonjudicial mental or physical health proceedings involving identifiable persons, including medical, psychiatric, psychological or alcoholism or drug dependency diagnosis or treatment;

(e) Scholastic probation, expulsion, or graduation of identifiable individuals, including records of individual test or examination scores.

(f) Testing and examination materials, before the test or examination is given or, if it is to be given again, before so being given;

(g) Welfare cases of identifiable individuals:

(h) Preparation, including any discussions or work product on behalf of the Kirkwood Public Library or its Board of Trustees or its representatives for negotiations with employee groups:

- (i) Software codes for electronic data processing and documentation thereof;
- (j) Specifications for competitive bidding, until either the specifications are officially approved by the Board of Trustees of the Kirkwood Public Library or the specifications are published for bid;
- (k) Sealed bids and related documents, until the bids are opened: and sealed proposals and related documents or any documents related to a negotiated contract until a contract is executed, or all proposals are rejected;
- (l) Individually identifiable personnel records, performance ratings or records pertaining to employees or applicants for employment;
- (m) Records which are protected from disclosure by law;
- (n) Records relating to scientific and technological innovations in which the owner has a proprietary interest;
- (o) Records relating to municipal hot lines established for the reporting of abuse and wrongdoing;
- (p) Confidential or privileged communications between the Kirkwood Public Library or its Board of Trustees and its auditor, including all auditor work product;
- (q) Existing or proposed security systems and structural plans of real property owned or leased by the Kirkwood Public Library or its Board of Trustees, the public disclosure of which would threaten public safety, provided that records related to the procurement of or expenditures relating to security systems shall not represent closed records.
- (r) Records that identify the configuration of components or operation of a computer, computer system, computer network, or telecommunications network, and would allow unauthorized access to or unlawful disruption of a computer, computer system, computer network or telecommunications network, of or being used by the Kirkwood Public Library or its patrons as patrons of the Kirkwood Public Library, provided that record related to the procurement of or expenditures relating to such computer, computer system, computer network, or telecommunications network, including the amount of monies paid by, or on behalf of the Kirkwood Public Library or its Board of Trustees shall not represent closed records:
- (s) Credit card numbers, personal identification numbers, digital certificates, physical and virtual keys, access codes or authorization codes that are used

to protect the security of electronic transactions between the Kirkwood Public Library or its Board of Trustees and a person or entity doing business with the Kirkwood Public Library or its Board of Trustees, provided, however, that any actual record of a person or entity using a credit card held in the name of the Kirkwood Public library or its Board of Trustees and any actual record of a transaction made by a person using credit card or other method of payment for which reimbursement is made by the Kirkwood Public Library or its Board of Trustees shall not be deemed a closed record: and

(t) Any other record that the Board of Trustees shall designate as a closed record to the extent that such designation is permitted by law.

C. "Personal information" means information relating to the performance or merit of individual employees.

3. Notwithstanding the provisions of this section to the contrary, a closed record may be disclosed in compliance with a lawful court order or duly issued subpoena *duce tecum*, but only to the extent reasonably necessary to comply with such court order or subpoena.

4. To the extent not otherwise prohibited by law, on a case by case basis, the Board of Trustees may authorize the public disclosure of any record of the Kirkwood Public Library or its Board of Trustees.

5. In the case of close documents relating to a given individual, unless specifically prohibited, disclosure of said record to the individual or the guardian or authorized representative of said individual, if of age, or the parent or guardian of said individual, if a minor, is authorized upon receipt of a written request.

ARTICLE FIVE

FISCAL YEAR

The fiscal year of the Kirkwood Public Library Board shall begin on July first and end on June thirtieth.

ARTICLE SIX

OPERATIONS

GENERAL. The Chief Operating Officer of the Library shall be known as the Director.

APPOINTMENT. The Director shall be appointed by the Board of Trustees.

DUTIES. The Director shall be responsible for implementing and administering the policies and procedures adopted by the Board.

The Director shall have full charge of managing the operations of the Library, including direct charge of all personnel matters, including hiring and discharge.

The Director shall attend all Regular Board meetings and shall advise the Board on decisions affecting staff and physical plant.

The Director shall consult with the standing committees and officers when necessary.

The Director shall submit an annual report on the State of the Library at the annual meeting of the Board.

The Director shall perform such other duties as may be requested by the Board.

ARTICLE SEVEN

RULES, REGULATIONS AND AMENDMENTS

ESTABLISHMENT. The Board shall propose and approve all rules and policies governing the general conduct of the Library, its premises, patrons and staff.

An official copy of the rules and policies shall be maintained by the Board Secretary with an additional copy kept in the office of the Director.

The rules and regulations shall be reviewed by the Board at least once each year and updated, if necessary.

AMENDMENTS. All Bylaws, Rules and Policies of the Library may be amended by a two-thirds (2/3) vote of the Trustees of the Board who are in attendance at any regular meeting, or at a special meeting called for that purpose.

Kirkwood Public Library Board of Trustees and Employee Ethics Policy

The Kirkwood Public Library is dependent on the trust of its community to successfully achieve its mission. Therefore, it is crucial that all members of Kirkwood Public Library Board of Trustees (“Board members”) and employees of the Kirkwood Public Library conduct business on behalf of the Kirkwood Public Library with the highest level of integrity in order to avoid any impropriety or the appearance of impropriety.

Guiding Principles:

- Board members and employees should uphold the integrity of the Kirkwood Public Library and should perform their duties impartially and diligently.
- Board members and employees should not engage in discrimination of any kind including that based on race, class, ethnicity, religion, sex, sexual orientation, disability or belief system.
- Board members and employees must protect and uphold library patrons’ right to privacy in their use of the library’s resources.
- Board members and employees should avoid situations in which their personal interests, activities or financial affairs are, or are likely to be perceived as being in conflict with the best interests of the Kirkwood Public Library.
- Board members and employees should avoid having interests that may reasonably bring into question their position in a fair, impartial and objective manner.
- Board members and employees should not knowingly act in any way that would reasonably be expected to create an impression among the public that they are engaged in conduct that violates their trust as Board members or employees.
- Board members and employees should not use or attempt to use their position with the Kirkwood Public Library to obtain unwarranted privileges or advantages for themselves or others.
- Board members and employees should not be swayed by partisan interests, public pressure, or fear of criticism.
- Board members and employees should not denigrate the organization or fellow Board members or employees in any public arena.
- Board members and employees (if applicable) shall comply with all relevant Missouri Statutes governing ethics and conflicts of interest, which generally provide that board members and certain employees will not participate in any decisions or actions which will result in a financial gain to themselves, a business with which they are associated, or their spouse or dependent children. See, e.g., Mo. Rev. Stat. § 105.452 and § 105.454.

Therefore:

To preserve and uphold The Kirkwood Public Library’s reputation as an organization of unimpeachable integrity, each Board member and employee will sign an “Ethics

Statement” at the beginning of each calendar year (and at the commencement of his/her service) during their tenure with the Kirkwood Public Library agreeing to uphold the following Code of Ethics of the Kirkwood Public Library and to follow the “Guiding Principles.”

Code of Ethics of the Kirkwood Public Library*

We recognize the importance of codifying and making known to the profession and to the general public the ethical principles that guide the work of librarians, other professionals providing information services, library trustees and library staff.

Ethical dilemmas occur when values are in conflict. The Kirkwood Public Library Code of Ethics states the values to which we are committed, and embodies the ethical responsibilities of the profession in this changing information environment.

We significantly influence or control the selection, organization, preservation, and dissemination of information. In a political system grounded in an informed citizenry, we are members of a profession explicitly committed to intellectual freedom and the freedom of access to information. We have a special obligation to ensure the free flow of information and ideas to present and future generations.

The principles of this Code are expressed in broad statements to guide ethical decision making. These statements provide a framework; they cannot and do not dictate conduct to cover particular situations.

We agree to use our best efforts to:

- I. provide the highest level of service to all library users through appropriate and usefully organized resources; equitable service policies; equitable access; and accurate, unbiased, and courteous responses to all requests.
- II. uphold the principles of intellectual freedom and resist all efforts to censor library resources.
- III. protect each library user’s right to privacy and confidentiality with respect to information sought or received and resources consulted, borrowed, acquired or transmitted.
- IV. respect intellectual property rights and advocate balance between the interests of information users and rights holders.
- V. treat co-workers and other colleagues with respect, fairness, and good faith, and advocate conditions of employment that safeguard the rights and welfare of all employees.
- VI. not advance private interests at the expense of library users or colleagues.
- VII. distinguish between our personal convictions and professional duties and do not allow our personal beliefs to interfere with fair representation of the aims of our library or the provision of access to our information resources.

* Based upon the Code of Ethics of the American Library Association.

- VIII. strive for excellence in the profession by maintaining and enhancing our own knowledge and skills and by encouraging the professional development of co-workers and employees.

Compliance:

If any Board member or the Library Director appears to be in conflict of the “Guiding Principles” or the “Code of Ethics of the Kirkwood Public Library,” he or she will be asked to meet with the executive committee to discuss the issue. The executive committee will make a recommendation to the full Board based on its findings. Employees who are or appear to be in conflict with the “Guiding Principles” or the “Code of Ethics of the Kirkwood Public Library” will be asked to meet with the Library Director who will make a determination as to discipline, if any, up to and including potential termination based on his or her findings.

I agree to uphold the Code of Ethics of the Kirkwood Public Library and to follow the “Guiding Principles” of the Kirkwood Public Library Ethics Policy.

(Signature)

(Print Name)

(Date)

To be filled out by every new employee and Board of Trustee member, and signed again each year at the beginning of the calendar year.