

**BY- LAWS OF THE BOARD OF TRUSTEES OF THE  
RIVER GROVE PUBLIC LIBRARY DISTRICT, RIVER GROVE, ILLINOIS**

**ARTICLE I - BOARD OF TRUSTEES**

**Section 1 Authority**

The governing authority of the River Grove Public Library District (“District”) shall be vested in The Board of Library Trustees of the River Grove Public Library District, River Grove, Illinois (“Board”) who, together shall carry out the spirit and intent of this the Public Library District Act (“Act”) in establishing, supporting, and maintaining a public library or libraries within the District and for providing library service. The Board shall have such powers as are set forth in the Act and other relevant statutes. In carrying out its duties, the Board shall always act as a whole, no individual member or committee having power to act unless such power is specifically granted by the Board. The Board shall not be bound in any way by any statement or action on the part of an individual member except when acting on specific instructions from the Board.

The Board shall conduct itself in accordance with the current Act. In the event of a conflict between these by-laws and the Act, the provisions of the Act shall prevail.

The Board may appoint and fix the compensation of a qualified librarian to act as administrator of the District's daily operations. The administrator may hire other employees deemed necessary by the administrator, fix their compensation, and remove those employees, subject to the approval of the Board.

**Section 2 Composition and term**

Trustees shall be elected every 2 years at the regular election scheduled for trustees of public library districts under the Illinois Election Code for 6-year terms and those terms shall be staggered so that no more than three terms shall fall vacant at any one time. The trustees elected to succeed those whose terms have expired shall hold office for the full term of 6 years from the third Monday of the month next following the election and until their respective successors are elected and qualified. Seven trustees shall constitute a Board.

**Section 3 Vacancies-Declaration**

Vacancies shall be declared by the Board in the office of trustee when an elected or appointed trustee (i) declines, fails, or is unable to serve, (ii) becomes a nonresident of the District, (iii) is convicted of a misdemeanor by failing, neglecting, or refusing to discharge any duty imposed upon him or her by the Act, (iv) has failed to pay the library taxes levied by the District, (v) meets any

other requirement of law for a vacancy. Absence without cause from all regular Board meetings for a period of one year shall be a basis for declaring a vacancy. Vacancies shall be filled by appointment by the remaining trustees until the next regular library election, at which time a trustee shall be elected for the remainder of the unexpired term. If, however, the vacancy occurs with less than 28 months remaining in the term, and if the vacancy occurs less than 88 days before the next regular scheduled election for this office, then the person so appointed shall serve the remainder of the unexpired term and no election to fill the vacancy shall be held.

#### **Section 4 Vacancies-Appointments**

Whenever a vacancy on the Board of Trustees exists, the Board shall appoint a new Trustee within 90 days after a vacancy has been declared. If the trustees fail to appoint a new member within 90 days after a vacancy has been declared, the State Librarian shall appoint an individual to fill the vacancy within 60 days after the trustees have failed to fill the vacancy. If the State Librarian fails to fill the vacancy within the 60 days after the trustees have failed to fill the vacancy, the vacancy shall be filled at the next regularly scheduled election. The Secretary shall notify the Cook County Clerk and the Illinois State Librarian of any vacancy on the Board within 60 days after the vacancy occurs; when a vacancy is filled, the Secretary shall notify the Cook County Clerk and the Illinois State Librarian of the name and address of the new Trustee within 60 days of the new Trustee's appointment.

#### **Section 5 Officers-Election and term**

Within 60 days following a biennial election, the Board shall convene for the purpose of electing from their number, a President, a Vice President a Secretary and a Treasurer. Each office shall be held by a different Trustee. Their terms of office shall be for two years, ending on the 1st Monday of the month following each regular election of trustees. Each officer shall hold office until a successor shall have been duly elected or appointed. Officers shall serve a term of (2) years and are limited to (2) consecutive terms.

The Library Director may serve as Assistant Treasurer and Assistant Secretary. If the Vice President, Treasurer, or Secretary is absent or temporarily unable to fulfill their duties, the Board may vote to appoint a Vice President pro tempore, Treasurer pro tempore, or Secretary pro tempore. In extreme circumstances such as a pandemic or other disaster, the Board may pass a resolution to delegate authority to the President or President pro tempore to make decisions deemed in the best interest of District in collaboration with the Library Director and available Trustees.

If an officer fails to fulfill their duties as set forth for a period of three (3) consecutive months, the Board may vote to remove that officer from their position. The Board shall promptly fill a vacancy in any of the four (4) offices for the unexpired term.

## **Section 6 Officers-Duties**

The duties of the officers of the Board are as follows:

The President shall preside over all meetings, appoint members of committees authorized by the District's regulations, and perform other duties specified by the District's regulations, ordinances, or other appropriate action. The President shall not have or exercise veto powers.

The Vice President shall preside over all meetings in the absence of the President. The Vice President shall not have or exercise veto power in the absence of the President. The Vice President shall perform all other duties as may be assigned by the Board. The Secretary shall keep and maintain appropriate records for his or her term in office and shall include therein a record of the minutes of all meetings, the names of those in attendance, the ordinances enacted, the resolutions and regulations adopted, and all other pertinent written material affecting the operation of the District. The Secretary has the responsibility to see that adequate minutes of meetings of the Board are taken and maintained as a public record. The Secretary will submit minutes from all Board meetings to the Board. The Secretary signs minutes of meetings after their approval by the Board. The Secretary shall take minutes and make recordings of all executive sessions of the Board. The Secretary is also responsible for submitting executive session minutes from all Board meetings to the Board. The Secretary also certifies documents on behalf of the Board, including levy requests, grant applications and annual reports. The Secretary shall conduct all correspondence for the Board and shall keep copies of this and all correspondence received by the Board. He or she shall see that all reports, audits, and other information as required by law shall be filed with the appropriate persons and within time set by law. He shall administer the oath of office to the newly elected or appointed trustees and officers. He shall administer the oath of office to the newly elected or appointed trustees and officers. He shall certify petitions of candidacy to the Board as well as the results of such election within the Board, including both election of officers as well as appointments to the Board. On or before September 1 of each year, the Board shall prepare a written report for the past fiscal year. The Secretary shall file certified copies of the report on or before the due date with the Illinois State Librarian and in the library or libraries operated by the District, where the report shall be available for public inspection. The Secretary's records shall be audited by two other trustees appointed by the President. The audit shall be conducted each fiscal year and upon the change of Secretaries. The audit report shall be filed not later than 90 days following the completion of the fiscal year. The report shall certify the accuracy and completeness of the Secretary's records and shall list the discrepancies, if any. The report of the audit of the Secretary's records shall be made a part of the Secretary's records.

The Secretary shall be responsible for publishing the annual financial statement and for publishing and posting notices of elections, budgets, and tax levies, all as required by law. In the absence of the Secretary, the Vice President will serve as acting Board Secretary at any and all meetings. In the absence of the President and the Vice President, the Secretary shall preside over all meetings.

The Secretary shall not have or exercise veto power in the absence of the President and Vice President. The Secretary shall perform all other duties as may be assigned by the Board.

The Treasurer shall maintain accounts of all receipts, disbursements and balances of funds incurred during his or her tenure. Once yearly, he or she shall turn these accounts over to be audited by two (2) other trustees appointed by the President. He or she shall see to the prompt payment of all bills, which have been approved by the Board. His or Her signature shall be required on all checks drawn to library funds, but if the Treasurer is unavailable to sign for more than 48 hours, the President and one other trustee may sign in his place. The Treasurer shall be bonded for an amount not less than ½ the total annual taxes collected by the District. The Treasurer shall be chairperson of the Finance Committee. The Treasurer shall affix their signature to this report to attest to its accuracy. The Treasurer shall perform all other duties as may be assigned by the Board.

The Board shall take whatever action is deemed necessary to cure the discrepancies reported to it by the Audit committee.

### **Section 7 Right to Indemnification**

The District will indemnify any present or former trustee, officer, employee or agent to the fullest extent possible under applicable law against expenses, including attorneys' fees, judgments, fines, settlements and reasonable expenses, actually incurred by such person relating to his or her conduct as a trustee, officer, employee, member or agent of the District, except that indemnification shall not apply: to a breach of the duty of loyalty to the District; for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law; for a transaction from which such person derived an improper personal benefit; or against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the District, or against expenses in any such case, where such person shall be adjudged liable to the District. Such indemnification shall be provided whether or not the said person is holding office at the time of such action and whether or not any such liability is incurred prior to the adoption of this by-law. Such indemnification shall not be exclusive of other rights said person may have. Such indemnification shall pass to the successor, heirs, executors, or administrators of said person. The termination of any civil action or proceeding by judgment or settlement, or its equivalent, shall not in itself create a presumption that said person did not act in good faith for a purpose he/she reasonably believed to be in the best interests of the District. If any such action, suit or proceeding is to be compromised, and for which indemnification from the Board will be sought, such compromise must be with the approval of the Board.

In each instance in which a question of indemnification arises, entitlement thereto shall be determined by the Board acting by a quorum consisting of persons who are not parties to said action, suit or proceedings; provided, however, that a person who has been wholly successful, on merits or otherwise, in defense of a civil action or proceeding of the character described in this by-law shall be entitled to indemnification. If a quorum is not obtainable with due diligence, entitlement to indemnification shall be determined by the Board upon written opinion of independent legal counsel that indemnification is proper in the circumstances because the applicable standard of conduct has been met by such person. Nothing herein shall be deemed to

bind a person who the Board has determined not to be entitled to indemnification, or to preclude said person from asserting the right to such indemnification by appeal from the Board.

### **Section 8 Insurance**

The Library may purchase and maintain insurance on behalf of any person to the fullest extent permitted by applicable law.

### **Section 9**

Trustees shall serve without compensation but shall be reimbursed with Library funds for their actual and necessary expenses incurred in the performance of their duties.

## **ARTICLE II - COMMITTEES**

### **Section 1 Standing Committees**

The President shall appoint from the members of the Board a chairperson to the following standing committees: Auditing, Buildings, and Grounds, By-Laws and Policy and Finance. The terms of these chairpersons shall be for two years but shall not exceed the term of the President who appoints them.

### **Section 2 Ad-hoc committees**

The President, from the members of the Board, may also appoint chairpersons to ad-hoc committees to perform specific purposes for the Board. The term of these chairpersons shall be for the duration of the term for which they are appointed.

### **Section 3 Membership on committee**

Having been appointed, each chairperson shall consult with the President who shall appoint members to form the committee with those trustees or other persons and of such number as shall seem most appropriate for conducting the committee's appointed task.

Notwithstanding this, any trustee may volunteer to serve on any committee and is encouraged to do so. However, neither the Treasurer nor the Secretary may serve on the Auditing committee.

### **Section 4 Meetings**

Notice shall be given to the Board by all committee chairpersons indicating the time and place of their respective meetings. The chairperson shall see that minutes are kept by these meetings and are reported to the Board. These meetings will be open to the public, noticed in advance, and run in compliance with the Open Meetings Act (OMA).

## **ARTICLE III - MEETINGS OF THE BOARD**

### **Section 1 Regular Meetings**

The board shall call not fewer than five regular meetings each fiscal year and will strive to meet at least once a month. The meetings shall be open to the public and an agenda for each regular meeting shall be posted at the principal office of the District, at the location where the meeting is to be held, and on the River Grove Public Library District website at least 48 hours in advance of the holding of the meeting. At the beginning of each fiscal year the Board shall, by ordinance, specify regular meeting dates, times, and places of such meetings. The Secretary of the Board shall then (1) provide for the local newspaper the schedule of regular meetings of the Board for the ensuing fiscal year, and (2) post the schedule of meetings in the Library and on the River Grove Public Library District website. All notices shall have the dates, times, and places of such meetings. If a change is made in regular meeting dates, at least 10 days' notice of such change shall be given by publication in a newspaper of general circulation in the area in which the District functions. Notice of such change shall also be posted at the principal office of the District and on the River Grove Public Library District website. Notice of such change shall also be supplied to those news media which have filed an annual request for notice of meetings.

Any notice of an annual schedule of meetings shall remain on the River Grove Public Library District website until a new public notice of the schedule of regular meetings is approved. Any notice of a regular meeting that is posted on the District's website shall remain posted on the website until the regular meeting is concluded. The District shall supply copies of the notice of its regular meetings, and of the notice of any special, emergency, rescheduled or reconvened meeting, to any news medium that has filed an annual request for such notice. Any such news medium shall also be given the same notice of all special, emergency, rescheduled or reconvened meetings in the same manner as is given to members of the Board provided such news medium has given the District an address or telephone number within the territorial jurisdiction of the District at which such notice may be given. The failure of the District to post on its website notice of any meeting or the agenda of any meeting shall not invalidate any meeting, or any actions taken.

Any agenda shall set forth the general subject matter of any resolution or ordinance that will be the subject of final action at the meeting. The District shall ensure that at least one copy of any requested notice and agenda for the meeting is continuously available for public review during the entire 48-hour period preceding the meeting. Posting of the notice and agenda on the website that is maintained by the District satisfies the requirement for continuous posting under this section. If a notice or agenda is not continuously available for the full 48-hour period due to actions outside of the control of the District, then that lack of availability does not invalidate any meeting or action taken at a meeting

## **Section 2 Special Meeting**

Special meetings shall be held at any time when called by the President or Secretary or by any four trustees of the Board, providing that the notice with the agenda of the special meeting is given at least 48 hours in advance (except in the case of a bona fide emergency) to Board members and to any news medium which has filed an annual request for notice under the Open Meetings Act; no business except that stated in the notice and agenda shall be transacted. Public notice of any special meeting except a meeting held in the event of a bona fide emergency, or of any rescheduled regular meeting, or of any reconvened meeting, shall be given at least 48 hours before such meeting, which notice shall also include the agenda for the special, rescheduled, or reconvened meeting. The requirement of public notice of reconvened meetings does not apply to any case where the meeting was open to the public and (1) it is to be reconvened within 24 hours, or (2) an announcement of the time and place of the reconvened meeting was made at the original meeting and there is no change in the agenda. Notice of an emergency meeting shall be given as soon as practicable, but in any event prior to the holding of such meeting, to any news medium which has filed an annual request for notice under the Illinois Open Meetings Act.

All meetings shall comply with the Illinois Open Meetings Act.

## **Section 3 Quorum**

A quorum for the transaction of business at any meeting shall consist of four (4) Board members. A majority of those present shall determine the vote taken on any question, unless a larger majority is specified by law. A meeting shall be automatically cancelled and rescheduled if no quorum is present by 30 minutes after the posted time scheduled for a meeting to start.

## **Section 4 Majority**

Unless otherwise provided for in these by-laws a simple majority of those present shall determine the vote on any issue.

## **Section 5 The Vote**

All votes on any question shall be by ayes and nays and shall be recorded by the Secretary. Absences and abstentions shall be noted but shall not be counted for or against the question being voted upon. All votes on any question regarding money matters, ordinances, or as otherwise required by law shall be by roll call vote. On other questions, any one (1) trustee may call for a roll call vote. On any roll call vote, the minutes shall list the names of all those voting in the affirmative, those voting in the negative, and those abstaining. No vote in open session will be by secret ballot. The President may make a motion, second a motion, and vote upon any proposal before the Board. The President shall be called last in any roll call vote. The President shall not have or exercise veto powers.

## **Section 6 Order of Business - Agenda**

The order of business at the regular Board meeting shall be:

- I. Call to order
- II. Approval of Minutes
- III. Correspondences
- IV. Treasurer's Report
- V. Bill for Approval
- VI. Librarian's Report
- VII. Committee Reports
- VIII. Old Business
- IX. New Business
- X. Friends of the Library
- XI. Executive Session - (when deemed necessary)
- XII. Adjournment

At the request of any trustee a point of business shall be placed on the agenda. At all meetings whether regular Board meeting, special Board meeting, standing committee meeting or ad-hoc committee meeting, the most recent edition of Robert's Rules of Order shall generally guide the parliamentary procedure of the Board and/or committee, unless otherwise specified in the by-laws.

## **Section 7 Remote Attendance**

If a quorum of the members of the Board is physically present as required by Section 2.01 of the Open Meetings Act, 5 ILCS 120/2.01, the Board may allow a physically absent trustee to attend the meeting by other means if the trustee is prevented from physically attending because of: (a) personal illness or disability; (b) employment purposes or the business of the public body; or (c) a family or other emergency; provided, no trustee may attend a Board meeting by other means more than five times in any calendar year. "Other means," as used in these regulations, shall mean by video or audio conference. If a trustee wishes to attend a meeting by other means, the trustee must notify the Secretary of the District before the meeting unless advance notice is impractical. A trustee may participate by other means at either an open meeting or a closed meeting of the Board. Written minutes of all Board meetings, whether open or closed, shall include whether the trustee was physically present or present by means of audio or video conference. As the first item of business, the trustees who are physically in attendance at a Board meeting shall determine, by majority vote, whether a trustee who is not physically in attendance may participate in that meeting by other means. After such a vote in favor of participation, the remote trustee may vote on matters before the Board.



## **Section 8 Remote Attendance In The Event Of A Public Health Emergency**

In the event that the Governor of Illinois or the Director of the Illinois Department of Public Health has issued a disaster declaration related to public health concerns affecting all or part of the jurisdiction of the District, a meeting may be conducted by audio or video conference if the President of the Board determines that an in-person meeting is not practical or prudent because of said disaster. In that event, the meeting shall be subject to the requirements of 5 ILCS 120/7(e).

## **ARTICLE IV - AMENDMENTS**

### **Section 1 Amendments**

These by-laws shall be amended by the Board whenever deemed necessary and reviewed annually. These Bylaws may be altered, amended, or repealed and replaced by newly adopted bylaws by an ordinance proposed at any regular meeting of the Board of Trustees which is adopted at the next succeeding meeting. Any term of these Bylaws contrary to any statute, law or regulation shall not apply to the extent of such conflict

### **Section 2 Vote**

The proposed amendments shall be presented to the Board in writing at a regular meeting. At the next regular meeting, following this presentation a vote of  $\frac{2}{3}$ 's (5) of all trustees caused the amendment to be adopted.

### **Section 3 Suspension of Rules**

Any rule or resolution of the Board, whether contained in these bylaws or otherwise, may be suspended temporarily in connection with business at hand, but such suspension, to be valid, may be taken only at a meeting at which two thirds ( $\frac{2}{3}$ ) of the members of the Board (5 or more) shall be present and two thirds ( $\frac{2}{3}$ ) of those present (4 or more) shall so approve. Statutory requirements may not be suspended.

## **ARTICLE V - POLICIES**

The day-to-day operation of the Library shall be set by the Board through its policies and carried out by the library director. Whenever deemed necessary by the Board these policies may be changed by simple majority.

## **ARTICLE VI -**

The creative act of the District is the Public Library District Act of Illinois, which establishes the nature and perimeters of its Board, its officers, and its authority. Therefore, nothing contained in these by-laws, or the Board policy shall be construed to conflict with this act.

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