

# **BYLAWS OF THE BOARD OF TRUSTEES OF FOUNTAINDALE PUBLIC LIBRARY DISTRICT**

## **ARTICLE I OFFICE**

The principal office of Fountaindale Public Library District shall be located at the Fountaindale Public Library, 300 West Briarcliff Road, Bolingbrook, Illinois, 60440. The District may have such other offices within the boundaries of the District as the business of the District may require from time to time.

## **ARTICLE II BOARD OF TRUSTEES**

SECTION 1. The Board of Trustees shall consist of seven (7) members unless otherwise prescribed by law, such as if a vacancy occurs.

SECTION 2. The term of office for Trustees shall be six (6) years.

SECTION 3. Trustees shall be nominated and elected in accordance with the current Illinois Election Code (10 ILCS 5/1-1 et. seq.) and Public Library District Act of 1991, as amended from time to time (the "Act") (75 ILCS 16/1 et seq.).

SECTION 4. The Trustees shall take their oath of office as prescribed in Illinois law.

SECTION 5. RESIGNATION. Any Trustee may resign at any time by giving written notice to the President or Secretary. Such resignation shall take place effective when the notice is delivered unless the notice specifies a future date; unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Upon receipt of such resignation, the Board President or designee will notify the Board of the resignation. A vacancy will be declared by the Board pursuant to 75 ILCS 16/30-25.

SECTION 6. CONFLICT OF INTEREST. Subject to the limitations listed in the gift ban section of the State Officials and Employees Ethics Act, 5 ILCS 430/10-10 et seq., Board members and officers will not solicit or accept gifts, loans, gratuities, discounts, favors, hospitality, or services. Trustees who must take an official action that may be construed as conflicting with personal, family, monetary, or employment interests should abstain from official action if there is no reasonable way to eliminate the conflict. Trustees will not engage in economic activity that involves the use or sale of information gained in the course of official duties, in addition to any applicable provisions of the State Officials and Employees Ethics Act, 5 ILCS 430/1-1 et seq.

SECTION 7. RIGHT TO INDEMNIFICATION. The Library will indemnify any present or former Trustees, officers, employees or agents to the fullest extent possible under applicable law against expenses, including attorneys' fees, judgments, fines, settlements and reasonable expenses, actually incurred by such persons relating to their conduct as a Trustee, officer, employee, member or agent of the Library, except that indemnification shall not apply to a breach of the duty of loyalty to the Library; for acts or omissions not in good faith or that involve intentional misconduct or knowing violation of the law; for a transaction from which any 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 Library, or against expenses in any such case, where such person shall be adjudged liable to the Library.

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 District funds for their actual and necessary expenses incurred in the performance of their duties.

SECTION 10. The Trustees acknowledge that the Bylaws and library policies must comply with all applicable laws.

### **ARTICLE III MEETINGS**

SECTION 1. REGULAR MEETINGS. The Board of Trustees shall hold regular monthly meetings, which shall normally be held on the third Thursday of each month at 7 p.m.

SECTION 2. SPECIAL MEETINGS. Special meetings of the Board of Trustees may be called by the President, the Vice President, or by any four (4) Trustees.

SECTION 3. PLACE OF MEETING. The Board of Trustees may designate any place convenient and open to the public as the place of meeting for the regular meeting. The Board of Trustees shall annually prepare a schedule of meetings showing date, time, and place; shall publish this schedule prior to January 1 of each year; and shall post it in the library. The person or persons authorized to call special meetings of the Board of Trustees may designate any place convenient and open to the public as the place for holding any special meeting called by them. If no designation is made, the place of meeting shall be in the 2nd Floor Board Room, 300 West Briarcliff Road, Bolingbrook, Illinois, 60440.

SECTION 4. CONDUCT OF MEETINGS. All meetings of the Board of Trustees, whether regular or special, shall be open to the public and shall be conducted in accordance with the Illinois Open Meetings Act (5 ILCS 120/1-1 et seq.).

SECTION 5. NOTICE OF SPECIAL MEETINGS. In addition to the notice required by the Illinois Open Meetings Act, written or printed notice, stating the place, day, and hour of the special meeting and the purpose or purposes for which the meeting is called, shall be delivered to each Trustee, either personally or by email. If by email, such notice shall be deemed to be delivered when sent to the Trustee's formal Library District email address.

SECTION 6. QUORUM. A quorum at any meeting of the Board of Trustees of this District shall consist of four (4) Trustees. If a quorum is present, the affirmative vote of the majority of Trustees in attendance at the meeting shall be the act of the Board of Trustees, unless a vote of greater number is otherwise required by law.

SECTION 7. VOTING. Each Trustee, including the President of the Board of Trustees, present at a meeting of the Board of Trustees shall be entitled to one (1) vote upon each matter submitted for a vote at the meeting.

SECTION 8. 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 ICLS 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 personal illness or disability, employment purposes or the business of the public body, or a family or other emergency. However, 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 recording secretary of the Library 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 Library 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 9. MANNER OF VOTING. All votes on any questions shall be by roll call.

#### **ARTICLE IV OFFICERS**

SECTION 1. NUMBER. The officers of the Board of Trustees of the District shall be President, Vice-President, Treasurer, and Secretary. Each office shall be held by a different Trustee.

SECTION 2. ELECTION AND TERM OF OFFICE. Officers of the Board of Trustees shall be elected at the regular May meeting of the Board of Trustees following each biennial election. The term of office shall be two (2) years, ending on April 30 of each odd-numbered year. Each officer shall hold office until a successor shall have been duly elected or appointed.

SECTION 3. VACANCIES. Pursuant to the Public Library District Act of 1991, 75 ILCS 16/30-25, vacancies shall be declared in the office of Trustee by the Board 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, or (iv) has failed to pay the library taxes levied by the District. 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.

## **ARTICLE V DUTIES OF THE PRESIDENT**

SECTION 1. The President shall be the principal officer of the Board of Trustees.

SECTION 2. The President may sign, with the Secretary or any other proper officer of the Board of Trustees or person authorized by the Board of Trustees, any deeds, mortgages, bonds, contracts, or other instruments that the Board of Trustees has authorized to be executed.

SECTION 3. The President shall preside over all meetings of the Board of Trustees.

SECTION 4. The President shall appoint the chairs and members of any committees deemed necessary by the Board of Trustees.

SECTION 5. The President shall be the ex officio member of any committee established by the Board of Trustees.

SECTION 6. The President shall appoint liaisons to other groups as needed.

SECTION 7. The President shall recommend to the Board an attorney to be retained by the Board for the District.

SECTION 8. With assistance from the Vice President, the President shall prepare an agenda for every meeting of the Board of Trustees.

SECTION 9. The President shall not have nor exercise veto powers.

SECTION 10. When there is a vacancy on the Board of Trustees, the President along with the advice and consent of the Board shall recommend a successor Trustee to be appointed in accordance with the Act.

SECTION 11. The President shall, in general, perform all such other duties as may be prescribed by law, by ordinance, or by resolution of the Board of Trustees and shall take care that such laws, ordinances, and resolutions are faithfully executed.

**ARTICLE VI**  
**DUTIES OF THE VICE PRESIDENT**

SECTION 1. The Vice President shall preside at all meetings of the Board of Trustees during which the President is absent.

SECTION 2. The Vice President shall assist the President in preparing agendas for meetings of the Board of Trustees.

SECTION 3. The Vice President shall be responsible for organizing workshops, retreats, and in-service days that may be conducted by the Board of Trustees.

SECTION 4. The Vice President shall be responsible for coordinating the long-range planning efforts of the Board of Trustees.

**ARTICLE VII**  
**DUTIES OF THE SECRETARY**

SECTION 1. The Secretary shall keep the corporate seal and all papers belonging to the District.

SECTION 2. The Secretary shall attend all meetings of the Board of Trustees and keep minutes of such meetings. The minutes shall include the names of those in attendance, the ordinances enacted, resolutions, rules and regulations adopted, and a record of all other pertinent matters that affect the operation of the District. Copies of all papers filed with the Secretary, transcripts from journals and other records and files of the Secretary's office, certified under the corporate seal of the District, shall be evidence in all courts in like manner as if the original were produced.

SECTION 3. The Secretary shall ensure that all notices are duly given as required by law.

SECTION 4. The Secretary shall ensure that the corporate seal of the District is affixed to all documents, the execution of which on behalf of the District under its seal is duly authorized by law.

SECTION 5. The Secretary shall keep a register of the names, home addresses, mailing addresses, and telephone numbers of the Trustees of this District, which information shall be furnished to the Secretary by the several Trustees.

SECTION 6. The Secretary shall record, in a book to be kept for that purpose, all ordinances adopted by the Board of Trustees. At the foot of the record of each ordinance so recorded, a memorandum shall be made showing the date of passage and the date of publication or posting of such ordinance. This record and memorandum, or a certified copy thereof, shall be prima facie evidence of the passing and legal publishing or posting of such ordinances for all purposes whatsoever.

SECTION 7. The records of the Secretary shall be subject to an audit by two (2) other Trustees, appointed by the President, as prescribed in the Act.

SECTION 8. The Secretary shall have the power to administer oaths and affirmations for the purposes of the Act.

SECTION 9. The Secretary may designate a District employee or employees to assist with the aforementioned duties as appropriate.

## **ARTICLE VIII**

### **DUTIES OF THE TREASURER**

SECTION 1. The Treasurer of the District shall give bond to the District to faithfully discharge the duties of the office and to account to the District for all District funds coming into the hands of the Treasurer; the bond shall be in such amount and with such sureties as shall be approved by the Board. The amount of the bond shall be based upon a minimum of fifty percent (50%) of the total funds received by the District in the last previous fiscal year. The cost of any surety bond shall be borne by the District. If a bond is not possible, the Treasurer shall ensure that commensurate insurance coverage is provided.

SECTION 2. The Treasurer shall receive all monies belonging to the District and shall keep and maintain accounts and records of the District that reflect all receipts, disbursements, and balances in any of the District funds. These accounts and records shall always be subject to inspection by any member of the Board of Trustees.

SECTION 3. The Treasurer shall promptly deposit or cause to be deposited all monies belonging to the District; such deposits shall be made in the name of the District in such banks or other depositories as shall be selected by the Board of Trustees and pursuant to 75 ILCS 16/35-25.

SECTION 4. The Treasurer shall insure that District funds are fully invested at all times in interest-bearing accounts as shall be approved by the Board of Trustees.

SECTION 5. The Treasurer shall at the end of each and every month, and more often if required by the Board of Trustees, submit an accounting to the Board of Trustees showing the status of the District treasury at the date of such accounting and the balance of funds in the treasury. This accounting shall be accompanied by a statement of all receipts into the treasury and all expenditures made by the treasury on behalf of the District. This accounting and statement shall be filed with the Secretary.

SECTION 6. An audit for each fiscal year shall be conducted by an accountant authorized to practice public accounting under the laws of the State of Illinois.

SECTION 7. In the absence of both the President and the Vice President, the Treasurer shall preside at the Board meeting.

SECTION 8. The Treasurer may designate a District employee or employees to assist with the aforementioned duties as appropriate.

## **ARTICLE IX COMMITTEES AND LIAISONS**

The Board of Trustees shall meet as a committee of the whole for those activities that require committee action. However, the President may appoint separate committees and/or liaisons to other groups as may be determined by the Board of Trustees.

## **ARTICLE X CONTRACTS, CHECKS AND DEPOSITS**

SECTION 1. The Board of Trustees may authorize any one or more officers or employees of the District to enter into any contract or execute and deliver any instrument in the name of and on behalf of the District; such authority may be general or confined to specific instances.

SECTION 2. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the District shall be signed by such officer or officers of the Board of Trustees or employee or employees of the District and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

SECTION 3. All funds of the District not otherwise employed shall be deposited in a timely manner to the credit of the District in interest-bearing accounts in such banks or other depositories as the Board of Trustees may select.

## **ARTICLE XI BOOKS AND RECORDS**

The District shall keep correct and complete books and records of account, shall keep minutes of the proceedings of the Board of Trustees, and shall keep a record of the names, addresses, and telephone numbers of the Trustees. To the extent required by law and subject to the Library Records Confidentiality Act (75 ILCS 70/1) and other applicable laws, books and records of the District are open to inspection by any person residing in the District at all reasonable and proper times.

**ARTICLE XII  
FISCAL YEAR**

The fiscal year of the District shall commence on July 1 and close on June 30 of each and every year.

**ARTICLE XIII  
CORPORATE SEAL**

SECTION 1. The Corporate Seal of the District shall be in circular form and so constructed as to impress upon paper around the outer edge of said seal the words “THE FOUNTAINDALE PUBLIC LIBRARY DISTRICT” and in the interior or center of said circle the words “CORPORATE SEAL ILLINOIS”; such seal is hereby adopted and declared to be a seal of the District. Said seal shall be used in all cases where it shall be required by the laws of the United States of America, the law or laws of any of the several States, or in the ordinances of the District.

SECTION 2. Said seal shall be kept in the District office.

**ARTICLE XIV  
RULES OF PROCEDURE AND ORDER OF BUSINESS**

The current edition of *Robert’s Rules of Order* shall govern the proceedings of the Board of Trustees except when in conflict with the foregoing rules.

**ARTICLE XV  
AMENDMENTS**

These Bylaws may be amended by an ordinance proposed at any regular meeting of the Board of Trustees which is adopted at the next succeeding meeting.

APPROVED JULY 15, 2021