

LIBRARY BOARD OF RHODE ISLAND

BYLAWS - DECEMBER 1991

ARTICLE I. OFFICERS AND DUTIES

Section 1. NUMBER. The officers of the Board shall consist of a Chairperson, who shall be appointed by the Governor, Vice Chairperson and Secretary who shall be elected from among members of the Board annually at the first meeting in each calendar year following appointment and qualification of members to full three (3) year terms or shorter initial terms as provided by law. Additionally, such other officers may from time to time be established with such powers as determined by the Board, and the persons named to such offices shall serve at the pleasure of the board. All officers shall hold office until their respective successors are elected and qualified. Should a vacancy arise in any office prior to expiration of a term, the Board shall-elect a successor.

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

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

Section 4. SECRETARY. The records of all business transacted at each meeting shall be kept under the direction and supervision of the Secretary. The Secretary shall also, when requested, issue notices of meetings of the Board and transmit to each member of the Board and to such other persons as the Board shall direct copies of the minutes of the meetings of the Board.

ARTICLE II - MEETINGS

Section 1. QUORUM. Six members of the Board shall constitute a quorum, but less than a quorum may adjourn any meeting.

Section 2. TIME AND PLACE OF REGULAR MEETINGS. Regular meetings shall be held at least twice in each quarter of each calendar year at the call of the Chairperson, at the time and place within the State of Rhode Island specified in the notice of the meeting.

Section 3. SPECIAL MEETINGS. Special meetings of the Board may be called by the Chairperson and shall be called by the Chairperson upon the written request of five (5) members of the board, such meeting to be held within two (2) weeks after the receipt of such request.

Section 4. NOTICE. In addition to providing notice of meetings as required by law, written notice of regular meetings and the agenda thereof, or in lieu of an agenda, a written statement of the substance of the business to be transacted, shall be sent to each member of the Board at least one (1) week prior to the date of the meeting. Notice of special meetings shall specify the substance of the business to be transacted at such meeting and the date and place where such meeting is to be held within the State of Rhode Island. Written notice shall be delivered to each member not less than three (3) days prior to such meetings. All postings and notices of

meetings, recording of votes, minutes, and any necessary emergency meetings shall comply with Title 42, Chapter 26 of the General Laws of Rhode Island.

Section 5. NOTIFICATION ADDRESS. Each member of the Library Board of Rhode Island shall notify the Director of the Department of State Library Services of the address and telephone number where notices shall be delivered. In the event of a permanent or temporary change in the notification address, the Board member shall so notify the Director.

Section 6. AGENDA OF REGULAR MEETINGS. The agenda of regular meetings shall be as follows:

1. Approval of minutes of previous meeting, including the minutes of any executive session.
2. Consent Agenda.
3. Director's Report.
4. Unfinished Business.
5. New Business.
6. Chairperson's Report.
7. Committee Reports.
8. Agenda for future meetings.

Section 7. PREPARATION OF AGENDA. The preparation of the Agenda for each regular meeting of the Board shall be the joint responsibility of the Chairperson and the Director, provided, however, that there shall be included in the agenda any matter which the Board has at a prior meeting voted to include in such agenda, and provided, further, that any item requested by any five (5) members of the Board in writing delivered to the Director or the Chairperson not less

than fourteen (14) days prior to the date of a meeting shall be placed upon the agenda of such meeting. No matter which is not on the agenda of a meeting may be considered if there is objection of three (3) members present. The consent agenda will consist of correspondence, reports and routine items that require board action, but not necessarily debate. These items will be listed together on the agenda and require a single motion to approve, provided, however, any member may move a consent item to the regular agenda by request at the beginning of consideration of the consent agenda.

Section 8. CONDUCT OF MEETINGS. The affirmative vote of four (4) members, or of a majority of members present and voting, whichever is greater, shall be required for the adoption of any resolution. The presiding officer shall have the right, as other members present, to offer resolutions, discuss questions, and to vote. The Chairperson shall declare all votes. Any member desiring to speak shall address the Chair and after her/his right to speak has been recognized, shall confine his/her remarks to the question under debate. Members of the public shall be allowed to address the Board by notifying the Director's office twenty-four (24) hours prior to the time of the meeting stating the agenda item or items on which s/he wishes to speak. The Chairperson may allow speakers. The length of time allotted to persons wishing to be heard will be determined by the Chairperson, taking into consideration the number of requests that have been received from persons wishing to be heard and the number of items on the agenda.

Section 9. MEETINGS TO BE OPEN. All meetings of the Board shall be open to the public, provided that executive sessions may be held as provided by law.

Section 10. MINUTES OF MEETINGS. Minutes of each meeting, including date, time and place of the meeting, a record of each member present or absent, a record by individual member of any vote taken and other information relevant to the business of the Board that any member of the Board requests be included in the minutes, shall be prepared under the direction of the Board Secretary and shall be public records. Minutes of closed sessions shall be kept and made public at the next regularly scheduled meeting unless the majority of the Board votes to keep the minutes closed pursuant to Rhode Island General Laws 42-46-4 and 42-46-5.

Section 11. PRESS AND PUBLIC RELATIONS. The Board's agenda and supporting documents shall be made available for review by interested persons prior to the meeting at the Board's office or some other location designated by the Board, on the condition that no material included therein other than the identity of the topics to be considered at the meeting shall be published or broadcast prior to the meeting. The Chairperson shall be the chief spokesperson for the Board and the members shall, to the extent possible and consistent with the proper discharge of their individual responsibilities, refer all inquiries which concern interpretation of Board action and policy to the Chairperson. Individual members of the Board shall not speak for the Board on matters on which the Board has not taken action, nor shall an individual member speak for the Board on matters where the member's position differs from that taken by the Board as a whole.

ARTICLE III - INDEMNIFICATION

Section 1. Each person who at any time is threatened to be or is made a party to any

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

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

proceedings and negotiations relative to such claims.

Section 3. MISCELLANEOUS. The provisions of this article shall be exclusive of any other rights of indemnification to which such person shall be entitled, shall continue as to a person who has ceased to be a member, officer, employee, or agent of the Board and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE IV - COMMITTEES

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

Section 2. An Appeals Committee composed of four members shall be appointed by the Chairperson of the Board. Members shall be appointed and a Committee Chairperson designated by the Chairperson at the first meeting of each calendar year. It shall be the duty of the Appeals Committee to consider appeals to the Board from decisions of the Director, to submit its recommendations for decisions on appeals to the Board, and to exercise such other functions as are assigned to it for Approvals from Decisions of the Director.

Section 3. A Policy Review Committee composed of four members shall be appointed by the Chairperson of the Board at the first meeting in each calendar year. The Chairperson of the Board shall designate the Committee Chairperson. It shall be the duty of the Policy Review Committee to develop a schedule to systematically review all Board policies over a three (3) year period. The Committee shall recommend policies to the Board for consideration.

ARTICLE V - SEAL

The seal of the Library Board of Rhode Island shall be in the form of a circle with the words "Library Board of Rhode Island for the State of Rhode Island and Providence Plantations - 1991."

The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

ARTICLE VI - PARLIAMENTARY PROCEDURE

Roberts Rules of order, most recent addition, shall govern on all parliamentary matters not covered by the laws of the State of Rhode Island and these bylaws.

ARTICLE VII - AMENDMENT OF BYLAWS

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

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

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