



## **Board of Trustees Bylaws**

### **ARTICLE I**

#### **Legal Basis and Purpose**

The Board of Trustees of the Timberland Regional Library (TRL) exists by virtue of the provision of Chapter 27.12, of the Laws of the State of Washington. The Board exercises the authority and assumes the responsibility delegated to it by said Statute for the provision of free public library service to the residents of Grays Harbor, Lewis, Mason, Pacific, and Thurston Counties. The Board will enact policies to establish broad direction and planning appropriate to the mission of providing inter-county rural library services.

### **ARTICLE II**

#### **Membership**

##### **Section 1. Appointments**

A board of seven Trustees shall be appointed by the joint action of the Boards of County Commissioners of Grays Harbor, Lewis, Mason, Pacific, and Thurston Counties. Two At-Large positions, traditionally have been filled by appointments from Thurston and Lewis Counties. Per the Ethics – Board of Trustees Policy, a trustee should not have a conflict of interest to serve on the board such as being a relative of a TRL employee; or a current or former TRL employee.

##### **Section 2. Terms of Office & Vacancies**

Trustees may serve two full consecutive terms of office of seven years each term. There may be instances when a Trustee is appointed to complete an expired term, in which case the Trustee is still eligible for two full consecutive terms. All appointments are subject to the joint action of the Boards of County Commissioners of the five counties.

Vacancies for unexpired terms shall be appointed by joint action of the Boards of County Commissioners for Grays Harbor, Lewis, Mason, Pacific, and Thurston Counties as soon as possible.

*RCW 27.12.190* states that “No person shall be appointed to any board of trustees for more than two consecutive terms. Vacancies shall be filled for unexpired terms as soon as possible in the way members of the board are regularly chosen.”

##### **Section 3. Compensation**

A Trustee shall not receive a salary or other compensation for services as a Trustee. Necessary expenses actually incurred shall be paid from library funds when a Trustee requests reimbursement.

#### **Section 4. Removal**

Per *RCW 27.2.190*, a Trustee may be removed for just cause by the joint action of the Boards of County Commissioners of Grays Harbor, Lewis, Mason, Pacific, and Thurston Counties. After county commissioners have received a written complaint regarding a Trustee, a public hearing will be scheduled. The Trustee must be notified at least fifteen days before the hearing is conducted.

### **ARTICLE III**

#### **Officers**

##### **Section 1. Election**

The elected officers shall be a President and President-Elect. The President-Elect shall preside in the absence of the President.

At the regular annual meeting of the Board, the President-Elect shall become the President and the Trustee with the most years of service as a Trustee shall be appointed as the President-Elect if that senior Trustee has not served as President during his/her current term, and he/she is willing to serve as President-Elect.

If all of the Trustees have served as President, if there is any question regarding a Trustee's years of service, if a Trustee is unwilling to hold office, if a majority of the members of the Board oppose the appointment of the senior Trustee as President-Elect or if an office is vacant for any reason, nominations will be open for the office that needs to be filled and that position will be filled by a majority vote of the Board.

##### **Section 2. Terms**

The President and President-Elect shall serve a term of one year from the annual meeting at which they are elected and until their successors are duly elected.

##### **Section 3. Duties**

The President of the Board shall preside at all meetings, oversee the appointment of all committees, execute all documents approved by the Board, authorize calls for any special meetings, and perform all other duties associated with that office.

The President-Elect shall preside in the absence or disability of the President, or in the case of vacancy, shall assume and perform the duties and functions of the President.

##### **Section 4. Vacancies**

Vacancies of officer positions shall be filled upon a majority vote of the Trustees at the next regular meeting of the Board.

### **ARTICLE IV**

#### **Meetings**

##### **Section 1. Open Meetings Law Compliance**

Meetings shall be held in accordance with the Open Public Meetings Act (*RCW 42.30*) with the understanding that the following matters aren't subject to that Act:

- A. Collective bargaining sessions with employee organizations, including contract negotiations, grievance meetings, and discussions relating to the interpretation or application of a labor agreement.
- B. Any portion of a meeting during which the board is planning or adopting the strategy or position to be taken by TRL during any collective bargaining, professional negotiations, or grievance or mediation proceedings, or reviewing the proposals made in the negotiations or proceedings while in progress may be held pursuant to *RCW 42.30.140*.

### **Section 2. Regular Meetings**

Regular monthly meetings of the Board shall be held on a day and time to be established by the Board. Meetings shall be held at the Administrative Service Center in Tumwater unless another meeting place is specified. The Board shall approve dates, times, and locations for meetings to be held and post them on the TRL website.

### **Section 3. Annual Meetings**

The annual meeting shall be held at the time of the regular monthly meeting for the month of December. At this meeting the Board shall approve the next year's regular board meeting schedule to include dates, times, and locations for the meetings to be held. In addition, the Board shall elect officers for the next year and appoint standing committee members.

### **Section 4. Special Meetings**

Special meetings may be called by the President, or upon written request of three members for the transaction of business stated in the call of the meeting.

### **Section 5. Executive Sessions**

Per *RCW 42.30.110*, Executive Sessions may be held during a regular or special meeting as follows:

- A. To **consider the selection of a site or the acquisition of real estate** by lease or purchase when public knowledge regarding such consideration would cause a likelihood of increased price, (*RCW 42.30.110 (1)(b)*).
- B. To **consider the minimum price at which real estate** will be offered for sale or lease when public knowledge regarding such consideration would cause a likelihood of decreased price. However, final action selling or leasing public property shall be taken in a meeting open to the public, (*RCW 42.30.110 (1)(c)*).
- C. To **review negotiations on the performance of publicly bid contracts** when public knowledge regarding such consideration would cause a likelihood of increased costs, (*RCW 42.30.110 (1)(d)*).
- D. To **receive and evaluate complaints or charges brought against a public officer or employee**. However, upon the request of such officer or employee, a public hearing, or a meeting open to the public shall be conducted upon such complaint or charge, (*RCW 42.30.110 (1)(f)*).

- E. To **evaluate the qualifications of an applicant for public employment or to review the performance of a public employee**. However, subject to *RCW 42.30.140 (4)*, discussion by a governing body of salaries, wages, and other conditions of employment to be generally applied within the agency shall occur in a meeting open to the public, and when a governing body elects to take final action hiring, setting the salary of an individual employee or class of employees, or discharging or disciplining an employee, that action shall be taken in a meeting open to the public, (*RCW 42.30.110 (1)(g)*).
- F. To **evaluate the qualifications of a candidate** for appointment to elective office. However, any interview of such candidate and final action appointing a candidate to elective office shall be in a meeting open to the public, (*RCW 42.30.110 (1)(h)*).
- G. To **discuss with legal counsel** representing the agency matters relating to agency enforcement actions, or to discuss with legal counsel representing the agency litigation or potential litigation to which the agency, the governing body, or a member acting in an official capacity is, or is likely to become, a party, when public knowledge regarding the discussion is likely to result in an adverse legal or financial consequence to the agency, (*RCW 42.30.110 (1)(i)*).

This subsection does not permit a governing body to hold an executive session solely because an attorney representing the agency is present. For purposes of this subsection:

- (1) (i), "potential litigation" means matters protected by *RPC 1.6* or *RCW 5.60.060*
- (2) (a) concerning:
  - (i) Litigation that has been specifically threatened to which the agency, the governing body, or a member acting in an official capacity is, or is likely to become, a party.
  - (ii) Litigation that the agency reasonably believes may be commenced by or against the agency, the governing body, or a member acting in an official capacity; or
  - (iii) Litigation or legal risks of a proposed action or current practice that the agency has identified when public discussion of the litigation or legal risks is likely to result in an adverse legal or financial consequence to the agency.

Before convening in executive session, the presiding officer of a governing body shall publicly announce the purpose for excluding the public from the meeting place, and the time when the executive session will be concluded. The executive session may be extended to a stated later time by announcement of the presiding officer.

### **Section 6. Executive Director Performance Review**

The Board and Executive Director regularly meet twice a year in Executive Session to discuss performance feedback. The first meeting is a mid-point check-in, and the annual performance evaluation is finalized in November.

### **Section 7. Agendas and Notices**

Meeting agendas and notices shall indicate the time, date and place of the meeting and indicate all topics intended for consideration at the meeting. A majority of board members present may move to add or delete items for consideration at regular board meetings.

### **Section 8. Quorum**

A quorum for the transaction of business shall consist of a majority of the members of the board, except that a quorum for the annual meeting at which the annual budget is adopted shall consist of one member from each of the five counties. In circumstances where there are any vacant positions and a quorum of all five counties cannot be established, a quorum consisting of the majority of the members shall proceed.

In the event that there is an even number of members voting in a quorum, and there is a tie vote, the motion can be recalled or tabled until a later date for further discussion.

### **Section 9. Meeting Attendance**

Regular attendance is expected as the goal of the Board is to maintain full representation of the district in all policy-making decisions.

Pursuant to Resolution 99-05, adopted on December 15, 1999, the Board of Trustees may participate by teleconference in any meeting of the Board of Trustees, subject to reasonable technical availability at the meeting location. Such participation shall be permitted for all purposes provided by law, including for the purpose of constituting a quorum and for the purpose of voting any motion or resolution at said meeting.

If unable to attend a meeting either in person or by telephone, each Trustee assumes the responsibility to notify the President or Executive Director in advance of pending absence.

### **Section 10. Parliamentary Authority**

The latest revised edition of Robert's Rules of Order shall govern the parliamentary procedure of the meetings, in all cases in which they are not inconsistent with these bylaws and any statutes applicable to this Board.

## **ARTICLE V**

### **Committees**

#### **Section 1. Standing Committees**

Standing committees are the Facilities Committee, Policy Committee, Budget Committee that meet regularly and the Executive Committee, consisting of the chair of each sub-committee, which meets as needed. Membership to these standing committees is determined at the annual meeting or as changes are necessitated by new Board members.

The purpose of these committees is to allow in-depth discussion, study and investigation of District issues and concerns with the Executive Director and staff members in a working meeting setting.

Committee members shall provide a summary report of the committee meeting at the next regular Board meeting.

## **Section 2. Ad Hoc Committees**

Ad hoc committees for the study of special tasks or concerns shall be appointed by the President, with the approval of the Board, to serve until the final report of the work for which they were appointed has been completed.

## **Section 3. Committee Attendance**

Both standing and ad hoc committees may also include staff and public representatives, members of the public, as well as outside experts.

## **ARTICLE VI**

### **Duties of the Board of Trustees**

Legal responsibility for the operation of the Timberland Regional Library is vested in the Board of Trustees. Subject to state and federal law, the Board has the power and duty to determine policies governing library operations and services. The following relevant *RCW 27.12.210* excerpt is provided.

### **Library Trustees—Organization—Bylaws—Powers and Duties.**

The Trustees, immediately after their appointment or election, shall meet and organize by the election of such officers as they deem necessary. They shall:

- 1) Adopt such bylaws, rules, and regulations for their own guidance and for the government of the library.
- 2) Have the supervision, care, and custody of all property of the library, including the rooms or buildings constructed, leased, or set apart therefor.
- 3) Employ a librarian, and upon his or her recommendation employ such other assistants as may be necessary, all in accordance with the provisions of *\*RCW 27.08.010*, prescribe their duties, fix their compensation, and removal.
- 4) Submit annually to the legislative body a budget containing estimates in detail of the amount of money necessary for the library for the ensuing year; except that in a library district the board of library trustees shall prepare its budget, certify the same and deliver it to the board of county commissioners in ample time for it to make the tax levies for the purpose of the district.
- 5) Have exclusive control of the finances of the library.
- 6) Accept such gifts of money or property for library purposes as they deem expedient.
- 7) Lease or purchase land for library buildings.
- 8) Lease, purchase, or erect an appropriate building or buildings for library purposes, and acquire such other property as may be needed therefor.
- 9) Purchase books, periodicals, maps, and supplies for the library; and
- 10) Do all other acts necessary for the orderly and efficient management and control of the library.

## **ARTICLE VII**

### **Executive Director**

The Executive Director shall be appointed by the Board of Trustees and shall be responsible to the Board. The Director shall:

Serve under the direction and review of the Board and be subject to the policies established by the Board.

Be held responsible for the care of the buildings and equipment, for the employment and direction of the staff, for the efficiency of the library's service to the public, and for the operation of the library under the financial conditions in the approved annual budget.

Act as the technical advisor to the Board. The Director shall attend all Board meetings (but may be excused from closed sessions) and shall have no vote.

Serve as the Secretary to the Board keeping a true and accurate account of all proceedings of the Board meetings and shall perform such other duties as are generally associated with the office of secretary. The Secretary shall not be a voting member of the Board.

## **ARTICLE VIII**

### **Amendments**

These Bylaws may be amended at any regular meeting of the Board with the same quorum requirement as the annual meeting and the budget approval meeting with a majority vote of the member's present, provided written notice of the proposed amendment shall have been presented for action at a previous meeting and stated in the call for the current meeting.

**Approved by the Timberland Regional Library Board of Trustees: 3/20/1969**

**Revised and approved by the Timberland Regional Library Board of Trustees: 11/19/1970; 11/20/1984; 6/20/1990; 4/21/2010; 3/27/2013; 3/25/2020; 11/18/2020; 4/26/2023; 6/21/2023**

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