

# Board of Trustees Bylaws

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## Article I

### Section 1. Function

The Board of Trustees (“Board”) of the Kansas City Public Library District (“Library”) (an Urban Public Library District (“District”) organized under RSMo Sections 182.701-182.723) headquartered at 14 W. 10th St., Kansas City, Missouri 64105, shall function to provide a public library program the mission of which shall be to serve as a reliable community resource and a center for intellectual freedom serving primarily the residents of the District and secondarily the residents of the metropolitan area by acquiring, organizing, and disseminating books, non-print materials and services that help educate, enrich, entertain and inform.

### Section 2. Authority

The Authority of the Board of Trustees shall be as prescribed in Section 182.705 RSMo.

## Article II

### Section 1. Composition

In accordance with RSMo Section 182.707, the Board shall be composed of nine members (“Trustees”). Seven Trustees shall be appointed by the Mayor of Kansas City, one by the Mayor of Independence, and one by the Mayor of Sugar Creek. Trustees shall be at least twenty-five years of age, be a resident of the District; and have resided within the state of Missouri for at least one year next preceding their appointment.

A trustees’ duty is to the mission of the Library; they do not serve at the pleasure of their appointing authority.

The Board shall have authority only when acting as a Board legally in session. Trustees have no authority as individuals and can exercise authority only as members of the entire Board at official Board meetings. The Board shall not be bound in any way by any statement or action by an individual Trustee except when such statement or action is in pursuance of specific instruction of the Board.

No Trustee, by virtue of holding this office, shall exercise any administrative responsibility with respect to the Library or as an individual command the services of any Library employee.

## Section 2. Terms of Trustees

The terms of the initial appointees of the Board shall be as prescribed by RSMo Section 182.707(2). Two appointees serve for two years (initial seat term of 1990), three for three years (initial seat term of 1991), and four for four years (initial seat term of 1992), as determined by a draw of lots. Thereafter, the terms of all appointees shall be four years, commencing the first day of January of any year and following the term cycles of the initial appointment groups. When a Trustee's term expires, that Trustee may continue to serve as a duly appointed member until the mayor of the appropriate appointing city appoints a replacement.

Vacancies in the board of trustees occasioned by removals, resignations, or otherwise shall be reported to the mayor of the appropriate appointing city and shall be filled in like manner as the original appointment.

## Section 3. Board Setting and Adoption of Goals to Express Its Priorities

The Board shall periodically set and adopt goals and, no less than annually, receive from the Library Administration a summary of objectives, tasks and activities which shall further the accomplishment of these goals.

# Article III

## Section 1. Officers

The Officers of the Board of the Library shall be President, Vice-President, and Secretary/Treasurer.

## Section 2. Election of Officers and Term of Office

At the December regular meeting, the President shall create an ad hoc Nominating Committee and appoint two Trustees other than the President to serve until such time as the election of Officers of the Board has been completed. The members of the Nominating Committee shall poll each Trustee for their interest in serving as an Officer of the Board and, in consultation with each member and the Chief Executive, identify potential candidates for the open Officer positions as defined below in this section, and will develop a slate of candidates for consideration by the Board. If more than one Trustee is interested in an Officer position, the Nominating Committee, consulting as appropriate with the Chief Executive and President, will attempt to work for an optimal conclusion but has no authority other than to carry every candidate name forward for consideration. When the list is presented to the Board to conduct the election process, Trustees not serving on the Nominating Committee can nominate themselves or other Trustees for any of the open Officer positions.

The Officers so designated shall be elected at the regular January meeting of the Board or as soon thereafter as the Board shall otherwise provide, and upon being so duly elected shall hold office for a term of two years or until their successor is elected. No Trustee shall serve more than two consecutive terms in the same Officer position.

If any Officer resigns or becomes incapacitated so as to be unable to serve and perform the duties of the office, the Board shall at its next regular meeting elect a successor from other Trustees of the Board to serve for the unexpired term of office.

## Section 3. Duties of the President of the Board

The President shall preside at all Board meetings; in consultation with the Chief Executive, determine the agenda in advance of each meeting; sign on behalf of the Library all authorized contracts requiring Board signature; sign on behalf of the Library all authorized checks for disbursement of funds of the Library; create or dissolve committees of the Board as deemed necessary and approved by the Board; appoint committee chairs unless a committee chair is appointed specifically according to these bylaws; serve as the chair of the Executive Committee; and serve as an ex officio member or chair of all other committees.

## Section 4. Duties of the Vice President of the Board

The Vice President of the Board shall perform all of the duties of the President of the Board in the absence of the President and such other duties as may be directed and authorized by the Board.

## Section 5. Duties of the Secretary/Treasurer of the Board

The Secretary/Treasurer shall countersign with the President all authorized checks for disbursement of funds of the Library; shall serve as the Chair of the Finance and Audit Committee; shall sign all minutes of Board meetings and Finance and Audit Committee meetings as prepared by the Secretary to the Board; and shall annually review the expenses of the Chief Executive.

## Section 6. Secretary to the Board – Appointment and Duties

The Chief Executive shall appoint a Secretary to the Board. They and/or their designee shall assist the Secretary/Treasurer and other Officers in the conduct of their respective duties; shall keep a true and accurate account of the proceedings of the Board; shall have custody of all Board records; and shall conduct all Board correspondence. The Secretary to the Board shall, when duly authorized, attest the signature of the President to contracts and documents.

# Article IV

## Section 1. Meetings of the Board

Regular meetings of the Board shall be held monthly with dates, time, and place to be determined by the Board.

## Section 2. Special Meetings of the Board

Special meetings of the Board may be called at any time by the President of the Board or when requested, in writing, by at least five Trustees.

## Section 3. Notice, Location, and Timing of Meetings

In accordance with RSMo Section 610.020(2), notice of meetings shall be given at least 24 hours, exclusive of weekends and holidays when the Library is closed, prior to the

commencement of the meeting unless for good cause such notice is impossible or impractical, in which case as much notice as is reasonably possible shall be given. Meetings shall be held at a place reasonably accessible to the public and of sufficient size to accommodate the anticipated attendance by Trustees of the public, and at a time reasonably convenient to the public, unless for good cause such a place or time is impossible or impractical. Every reasonable effort shall be made to grant special access to the meeting to handicapped or disabled individuals.

When it is necessary to hold a meeting on less than twenty-four hours' notice, or at a place that is not reasonably accessible to the public, or at a time that is not reasonably convenient to the public, the nature of the good cause justifying that departure from the normal requirements shall be stated in the minutes.

#### Section 4. Quorum

A majority of the full Board shall constitute a quorum for the transaction of business. An act of the majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board, except as hereinafter provided. The affirmative vote of a majority of the full Board shall be required to enter into any contract; employ or dismiss the Chief Executive; effect a merger or consolidation; remove a Trustee for attendance failure; or approve or amend a budget.

#### Section 5. Attendance

Whenever any Trustee of the Board fails to attend three consecutive Board meetings or six meetings within a twelve-month period, without good cause, then such Trustee may be removed by resolution of the Board. Notification of such removal shall be given by the President to the appropriate appointing authority.

#### Section 6. Committees of the Board

Committees of the Board shall be subject to the directions of the Board and its Officers and shall have no power to act independently unless for a specifically authorized purpose or function. The purpose of committees is to analyze and scrutinize matters to be brought before the full Board and to recommend Board action on that matter, when applicable.

The President may appoint any Trustee to serve as committee chair who will serve at the pleasure of the President. The committee chair's term will be set by the President. The President may appoint a successor if any committee chair resigns, is not reappointed by the

appointing authority, or becomes so incapacitated as to be unable to serve and perform the duties of the office.

Working with the Chief Executive, the President, in consultation with committee chairs, will maintain a notional calendar of future committee meetings including major Library plans and activities to facilitate board engagement and good attendance.

Board Committees will keep minutes of their meetings and provide these at the next meeting of the full board. All recommendations from committees for Board action will be considered at the next meeting and do not require a second.

The Board President, when deemed necessary and approved by the Board, may create new committees or dissolve existing committees.

## Section 7. Electronic/Telephonic Meetings

One or more Trustees may participate in a meeting of the Board or of a committee of the Board by means of a conference telephone, virtual presence technology, or similar communications equipment provided that all persons participating in the meeting can hear and speak to each other. All Trustees participating by means of conference telephone or similar communications equipment shall be deemed present at the meeting. When Trustees participate remotely, accommodations must be made to allow the public to observe the meeting.

## Section 8. Parliamentary Procedure

Roberts Rules of Order, latest revised edition, when not in conflict with these by-laws, shall govern the conduct of business of the Board.

# Article V

## Section 1. Fiscal Year

The fiscal year of the Library shall be July 1 through June 30.

## Section 2. Indemnification

No Trustee shall receive any fee, salary, gratuity or other compensation or remuneration for acting as such, except that the Board may reimburse its members for actual and necessary expenses incurred in the performance of their duties.

# Article VI

## Section 1. Chief Executive—Appointment

The Board shall appoint a Chief Executive to serve at the pleasure of the Board and shall fix the compensation.

## Section 2. Assistant Director

The Chief Executive may appoint an Assistant Director who will act for the Chief Executive if they are unable to carry out their duties.

## Section 3. Chief Executive—Duties

The Chief Executive shall carry forward the policies, goals, and objectives adopted by the Board.

The Chief Executive shall direct and supervise all library staff in the performance of their duties and shall be authorized to employ, in the name of the Board, all staff and employees of the Library and to discharge same subject to the right of any staff or employee to request and receive a hearing as to their discharge.

The Chief Executive shall submit to the Board recommendations for such policies and procedures that, in the Chief Executive's opinion, will promote the efficiency of the Library in its service to its patrons.

The Chief Executive, for and on behalf of the Board, shall keep or cause to be kept financial records and accounts according to generally accepted accounting standards, and shall furnish to the Board or any Trustee thereof the financial records and accounts, or summaries thereof, that the Board or any Trustee thereof may request.

The Chief Executive shall prepare and submit in final form a proposed operating budget for a public hearing to be held pursuant to RSMo Chapter 67.110 and then present it to the

Board at the regular June Board meeting or at a special meeting on or before June thirtieth for adoption. This budget shall reflect the anticipated income and expenditures for the coming year. The budget will be examined for any adjustments needed. This budget shall always be made available upon request for public examination. A copy of the approved budget shall be filed with each municipal office and with the State Auditor.

In addition, the Chief Executive shall submit a monthly report to the Board at its regular meeting containing a statement of the conditions or the condition of the budget, together with the statement of all monies received and disbursements made or sought to be authorized, and report on the operation and progress of the Library.

The Chief Executive shall present to the Board at its regular August meeting or at a special meeting on or before the thirty-first day of August an annual report of the Library and an audit by a CPA or an independent auditing firm which, when approved by the Board, shall be submitted to the respective municipal bodies and to the Missouri State Library on or before the 30th day of September. This annual report and audit shall be made available to the public upon request. A copy of the Library audit shall be filed with the Municipal Administrative offices.

## Article VII

### Section 1. Amendments

These by-laws may be amended by a vote of a majority of the Board in any regular or specially called meeting at which a quorum is present providing that the proposed amendment has been presented at the regular monthly meeting of the Board held at least one month prior to the meeting at which such amendment is presented for adoption. Copies of such amendment shall be furnished to all Trustees, and if such Trustees are absent from such previous meetings, such copies shall be emailed to such absent Trustees.

***Adopted: November 29, 1988; Amended: January 17, 1989; Amended: September 19, 1995; Amended: January 16, 1997; Amended: January 20, 1998; Amended: December 15, 1998; Amended: April 15, 2003; Amended: January 21, 2025.***