

**MINUTES OF THE POLICY COMMITTEE  
PORTSMOUTH PUBLIC LIBRARY BOARD OF TRUSTEES  
November 15, 2022**

The Policy Committee of the Portsmouth Public Library met in an official committee meeting on this date at 12:02 p.m. to discuss the Board of Trustee Bylaws. The following committee members were present: Dr. Charles Kemp, Vice-President of the Board. Mrs. Tamela Morton – President of the Board; and Kara Tieman, Secretary of the Board, were also present. Dr. Charles Kemp called the meeting to order. Representing the library was Paige Williams, Director; Dylan Markins, Fiscal Officer; and Keely Woloschek, Deputy Fiscal Officer. The following visitors were present: Joseph Horsley.

The committee reviewed and recommends to the full board the following:

- 1) Board of Trustee Bylaws

**BYLAWS OF THE  
BOARD OF TRUSTEES OF THE SCIOTO COUNTY PUBLIC  
LIBRARY  
Effective 1/1/23  
DRAFT COPY**

**ARTICLE I-NAME**

This organization shall be called the Board of Trustees of the Scioto County Public Library, existing by virtue of the laws of the State of Ohio as codified in the Ohio Revised Code. The powers, authority and responsibilities of the Board are as delegated to it in the Ohio Revised Code. The Board of Trustees is referred to herein as, "Board." The Scioto County Public Library shall be referred to herein as "Library."

**ARTICLE II-MEMBERSHIP**

Section 1. The Library is organized as a county library district system pursuant to R.C. § 3375.19. The Board shall consist of seven (7) members who shall be appointed in accordance with the requirements of R.C. §3375.22. Each Library Trustee shall be appointed for a seven-year term unless the Library Trustee is appointed to fill a vacancy on the Board; then said appointment shall be for the remainder of the vacant term.

Section 2. All Library Trustees shall serve without compensation. All Library Trustees are required to take an Oath of Office before beginning their service on the Board. Trustees are guided in the performance of their duties by the provisions of Chapter 3375 of the Ohio Revised Code and by the most recent edition of the Ohio Public Library Trustees' Handbook.

**ARTICLE III-OFFICERS**

Section 1. The Officers of the Board shall be a President, a Vice President, and a Secretary. Each Officer shall be elected from among the appointed Library Trustees at the organizational meeting. The Board's organizational meeting shall be held in January of the current year.

Section 2. Officers shall serve a term of one year from the date of the organizational meeting and until their successors are duly elected. Board members may be elected to the same office for up to two consecutive years.

Section 3. The President shall preside at all meetings of the Board. The duties and functions of the President shall include each of the following in addition to and in compliance with the requirements codified within the Ohio Revised Code: (1) authorize calls for any special meetings, (2) appoint all committees, (3) execute all such instruments of conveyance, assignment, transfer, contract, indebtedness or lease as, in order to be effective, must be

executed by an officer or member of the Board other than or in addition to the Fiscal Officer. In addition the President, will serve as an ex-officio member of all committees, and generally perform all duties associated with that office.

Section 4. The Vice President shall, in the event of the absence or disability of the President, or of a vacancy in that office, assume and perform the duties and functions of the President.

Section 5. The Secretary shall preside at Board meetings in the absence of the President and Vice President. The Secretary shall keep full and accurate minutes of all meetings of the Board. The Secretary shall ensure the Fiscal Officer and Deputy Fiscal Officer have the full and accurate minutes of the Board meetings. The minutes are not required to be a verbatim transcript of the proceedings, but must include enough facts and information to permit the public to understand and appreciate the rationale behind the Board's decisions. The Secretary shall promptly prepare, file and make available the minutes for public inspection. The medium on which the official meeting minutes are kept shall be determined by the Board.

#### **ARTICLE IV-DUTIES AND POWERS OF THE BOARD**

Section 1. The Board of Trustees shall have all the powers and duties granted to it by law and detailed in the Ohio Revised Code. The Board shall determine and establish, in accordance with the law, the basic policies of the library with respect to:

- The appropriation and budgeting of funds.
- The establishment and maintenance of the library and library services.
- The acquisition, improvement, maintenance, insurance, and disposition of properties.
- The hiring, compensation and responsibilities of, and the personnel policies concerning library employees.
- The selection, collection, lending and disposition of library materials.
- The acceptance of gifts.

Section 2. The policies of the Board shall remain in effect until changed or rescinded by further action of the Board. The library staff shall administer these policies. The Director shall maintain a file of all policies established by the Board for consultation and distribution as directed by the Board and as required by law.

Section 3. The Board shall be responsible for hiring the Library Director and the Library Fiscal Officer and for ensuring that the Director and Fiscal Officer carry out the policies of the library in an effective, efficient and lawful manner.

Section 4. In order to speak with a consistent voice, all news of Board actions or statement by the Board released to the media shall be made by the Board President or the Library Director as directed by the Board. No single Library Trustee, other than the President, shall speak for the Board unless directed to do so by a majority of Board members voting at a scheduled Board meeting.

Section 5. All powers of the Library Board are vested in it as a Board, and not to its individual Library Trustees. The individual Library Trustee has no power to act for the Board in any way, unless authorized to do so by a majority of Board members voting at a scheduled Board meeting.

Section 6. The Board subscribes to "A Statement of Ethics for Library Trustees" of the American Library Association, except to the extent, if any, that the same conflicts with or is inconsistent with the provisions of applicable Ohio law, in which case the latter shall govern. (See Appendix A)

## ARTICLE V-MEETINGS

Section 1. The regular meetings of the Board shall be held each month, the date, time and location shall be set by the Board at its organizational meeting. Notice of the scheduled regular meetings of the Board shall be provided via postings on bulletin boards at each library location, on the Scioto County Public Library Website ([yourppl.org](http://yourppl.org)) and the Scioto County Public Library Facebook page.

Section 2. The organizational meeting of the Board, which shall be for the purpose of the election of officers and other organizational matters, shall be held at the time of the regular meeting of the Board in January of each year.

Section 3. The order of business for regular meetings shall include, but not be limited to, the following items, which shall be covered in the following sequence, so far as circumstances will permit:

- a. Roll Call
- b. Approval of minutes of previous regular, committee or special meetings
- c. Financial report
- d. Action on bills for payment
- e. Committee reports
- f. Report of the Director
- g. Unfinished business
- h. New business
- i. Public Comment
- j. Adjournment

Section 4. Special meetings may be called at the direction of the President or at the request of four (4) Board members, for the transaction of business as stated in the call for the meeting. Notice of a special meeting shall state the time, place, and purpose of the special meeting and must be provided at least 24-hours in advance of the special meeting. Notice must be given to all media outlets that have requested notification of special meetings. The statement of the special meetings purpose shall specifically indicate the particular issues that will be discussed, and the Board may only discuss those specified issues at the special meeting. If the special meeting is simply a rescheduled regular meeting occurring at a different time, the statement of the meeting's purpose may be for "general purposes."

Section 5. An emergency meeting may be called when a situation requires immediate official action. In the event of an emergency meeting, notice shall immediately be given to all media outlets that have specifically requested such notice of the time, place, and purpose of the emergency meeting. The statement of the emergency meeting's purpose shall specifically indicate the particular issues that will be discussed, and the Board may only discuss those specified issues at the special meeting.

Section 6. A quorum is required for the Board to conduct business at any Board meeting. A quorum of the Board shall consist of four (4) members of the Board. The Board members must be physically present at the Board meeting to be counted as part of the quorum and to vote on Board business. In the absence of a quorum, the Board members that are present may adjourn the meeting, until a quorum is present. Meetings of the Board will follow parliamentary procedures as outlined in Robert's Rules of Order, latest edition, when not inconsistent with these Bylaws and the Ohio Open Meetings Act.

Section 7. Written notice of each meeting of the Board, together with an agenda stating the purpose of the meeting, shall be delivered by the Deputy Fiscal Officer, Fiscal Officer or Director to each Library Trustee in a timely fashion as far in advance of such meeting as shall be reasonably practical. Each Library Trustee shall ensure that the Deputy

Fiscal Officer, Fiscal Officer or Director has the email address of the Library Trustee for delivery of the written notice and agenda.

**Section 8. Public Notice of Board meetings-** The Director/Fiscal Officer/Deputy Fiscal Officer shall give notice of time and place of each Board meeting to be publicly announced in accordance with the Ohio Open Meetings Act.

**Section 9.** The Board may enter executive session only to discuss matters specifically identified in R.C. 121.22(G) of the Ohio Revised Code which are further described in the Ohio Open Meetings Act. The Board may only hold executive session at regular and special meetings. The proper procedure to move into executive session shall be the following: (1) the Board meeting must always begin and end in open session, where the public may be present, (2) A motion shall be made on the record to move into executive session stating the specific statutory reason for the executive session, followed by a second; (3) the specific reason for executive session must be stated in the motion and recorded; (4) a roll call vote must be taken and the motion approved by a majority of a quorum of the public body; (5) the motion and vote must be recorded in the meeting minutes. The discussion in executive session is limited to the specific statutory reason stated in the motion for executive session. Non-Board members are only permitted to be present in executive session if invited by the Board. The Board may not vote or make any decisions in executive session. A vote and/or decision resulting from the discussions in executive session must be made in open session after the Board exists executive session.

#### **ARTICLE VI-LIBRARY DIRECTOR AND STAFF**

**Section 1.** The Board shall hire and fix the compensation for a qualified Director. The Director shall be the executive and administrative officer of the Library and shall serve at the discretion of the Board. The Director shall be responsible for implementing all policies and guidelines of the Board, including the Board policies and guidelines regarding personnel, public relations and material selection. The Director shall have the responsibility of administering the financial operations of the Library within the limitations of the budget approved by the Board and shall perform such other duties as may be reasonably requested by the Board.

**Section 2.** The Board shall hire and fix the compensation for a qualified Fiscal Officer, who shall serve at the discretion of the Board, to be the disbursing officer of the Library. The Fiscal Officer is the Library's chief financial officer and acts as the Board's financial agent. The Fiscal Officer shall administer and manage the funds of the Library in accordance with state and federal law, the objectives and policies adopted by the Board, and under the direction and review of the Board. The Fiscal Officer has the authority to administer, and is responsible for, the receipt, deposit, and expenditure of, funds; the internal control of library expenditures; and the documenting and reporting of financial activity. The Fiscal Officer also shall be responsible for the Library's investment program and all Library banking functions. The Fiscal Officer shall perform such other duties as may be reasonably requested by the Board.

#### **ARTICLE VII-COMMITTEES**

**Section 1.** The President shall appoint committees of one or more Board members each for such specific purposes as the business of the Board may require from time to time. The committees are a "public body" and are subject to the requirements of the Ohio Open Meetings Act. The following committees are:

**Section 1a**      **Budget, Audit, and Expenditures Committee:** The Budget, Audit, and Expenditures Committee, after consultation with the Fiscal Officer, Director, and appropriate public officials, shall advise the Board on all matters relating to the library's budget, appropriations, funds, investments, finances, receipts, and disbursements.

**Section 1b**      **Property and Extension Committee:** The Property and Extension Committee, in consultation with the Director, shall keep informed and make recommendations to the Board on matters

relating to construction, renovation, and repair of library facilities; matters relating to the extension of the library; and the purchase or sale of real property.

**Section 1c Personnel Committee:** The Personnel Committee shall work with the Director and appropriate senior library staff to determine personnel and compensation policies of the library. The Personnel Committee shall be an advisor to the Board and the Director on all library policies pertaining to personnel practices.

**Section 1d Materials and Equipment Committee:** The Materials and Equipment Committee, in consultation with the Director, shall keep informed and make recommendations to the Board on matters relating to moveable equipment, furnishings of the library, vehicle purchases and integrated library systems.

**Section 1e Policy Committee:** The Policy Committee, in consultation with the Director and the Fiscal Officer, shall make recommendations to the Board regarding the internal operation of the library; serve as a liaison between the library and other governmental entities, foster relations with the public, and review library policies and Board ByLaws on a regular basis.

**Section 1f Special Committees:** The President may appoint special committees for such purposes as the business of the library may require. An *ad hoc* committee shall be considered to be discharged upon the completion of the purpose for which it was appointed and after the final report of the *ad hoc* is provided to the Board.

**Section 1g Bylaws Committee:** The Bylaw Committee shall review the Board bylaws every two years and make recommendations to the Board of any changes to the Board's bylaws.

**Section 2.** Except by the express approval or action of the Board, no committee shall have authority to make any decision upon any matter, business or policy within the power or responsibility of the Board itself. Any report or recommendation to the Board by a committee shall be deemed to be advisory in nature only, and no member of the Board, whether or not a member of such committee, shall be bound or controlled by any action, report or recommendation of such committee.

## **ARTICLE VIII—GENERAL**

**Section 1. Required Vote.** Except when a larger vote is required by applicable Ohio law, all actions of the Board shall require the affirmative vote of a majority of the Library Trustees present but no less than a quorum. The President may vote upon any proposal before the Board.

**Section 2. Amendment of Bylaws.** The Board's bylaws may be amended by the majority vote of the full membership of the Board. Written notice of the proposed amendment shall be transmitted to all Board members at least ten days prior to the meeting at which such action is proposed to be taken.

**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. A temporary suspension of any rule or resolution, shall only be valid, when approved at a Board meeting at which five or more of the Board members are present and at least two-thirds of those present approve temporary suspension of the rule or resolution.

**Section 4. Conflicts of Interest.** No Board member shall have a pecuniary interest in any contract entered into by the Board, except as otherwise may be permitted by applicable Ohio law. Each Board member is bound by the Ohio Ethics Law and the rulings of the Ohio Ethics Commission.



## **ARTICLE IX-BOARD OF TRUSTEE VACANCIES**

Section 1. A Library Trustee may resign from the Board at any time by submitting a written letter of resignation, which shall be effective as of the date of the receipt thereof by any Board Officer, the Director or Fiscal Officer, unless a later date of effectiveness is specified therein.

Section 2. Vacancy in the membership of this Board, because of resignation or decline of reappointment, should be filled as quickly as possible pursuant to R.C. §3375.22. The Board is encouraged to submit names of suggested appointees to the Director who will forward the submitted names to the proper appointing authorities.

Section 3. Vacancy in an office of this Board may be filled for the remainder of the current office term by a vote of the remaining Board members.

## **ARTICLE X-REMOVAL OF A TRUSTEE**

Section 1: The Board, by a two thirds vote of the remaining appointed Library Trustees of the Board, may request that the appointing authorities remove a Library Trustee from office for any of the following grounds: (a) failure by said Library Trustee to attend four (4) regular meetings of the Board in any one calendar year; (b) commission of any act by said Library Trustee which reflects public disrepute upon said Library Trustee, the Library or the Board; or (c) other good cause as determined by a majority of the Board.

Section 2: If any Library Trustee so removed is also serving as an officer of the Library, such removal shall automatically remove him or her as such officer.

Section 3: In the event of a removal of a Library Trustee, a successor shall be appointed according to the procedures stated in Article IX.

## **ARTICLE XI – INDEMNIFICATION**

Members of the Board of Trustees are covered by the Library's Director and Officer Liability Policy, including their liability resulting from either institutional or individual lawsuits.

## **ARTICLE XII – PUBLIC PARTICIPATION AT A BOARD MEETING**

Section 1: While Board meetings are open to the public for attendance, the purpose of these meetings is for the Board to transact the business of the Scioto County Public Library. For this reason, interruptions by the public cannot be permitted. Board meetings are not public hearings. Any public participant that is disruptive during the Board meeting shall waive their right to attend the Board meeting and may be removed from the meeting.

Section 2: For the Board to fulfill its obligation to complete the meeting agenda in an effective and efficient fashion, each public participant will be permitted three (3) minutes to address the Board. The number of speakers on any given topic may be limited to three (3) speakers in opposition and three (3) speakers in favor of each item, at the discretion of the President.

Section 3: All visitors are expected to conduct themselves in a manner consistent with the orderly completion of the meeting. The meeting agenda is set in advance so the Board will not take action or discuss a subject brought up in public comment during the meeting. However, the Board will give careful consideration to individual's concerns and comments.

Section 4: Any person wishing to appear before the Board or Board committees to speak on any matter must submit the following information via email to [director@yourppl.org](mailto:director@yourppl.org) or a print request given to staff by 5pm on the day before a Board meeting: Name, address, email, and phone number of person requesting to speak and the subject on which he/she wishes to speak.

**Appendix A: Ethics Statement for Public Library Trustees**

- Trustees in their capacity shall observe ethical standards with absolute truth, integrity and honor.
- Trustees must avoid situations in which personal interests might be served or financial benefits gained at the expense of library users, colleagues, or the institution.
- It is incumbent upon any Trustee to disqualify himself/herself immediately whenever the appearance of a conflict of interest exists.
- Trustees must distinguish clearly in their actions and statement between their personal philosophies and attitudes and those of the institution, acknowledging the formal position of the Board even if they personally disagree.
- A Trustee must respect the confidential nature of library business while being aware of and in compliance with applicable laws governing freedom of information.
- Trustees must be prepared to support to the fullest the efforts of librarians in resisting censorship of library materials by groups or individuals.
- Trustees who accept Library Board responsibilities are expected to perform all of the functions of library trustees.

-from the American Library Association and the Public Library Association

There being no further business, on motion duly made and seconded, adjournment was taken at 12:06 p.m.

Approved this 21<sup>st</sup> day of November, 2022.

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Dr. Charles Kemp, Chair

