

**CODE OF BY-LAWS
OF THE
EVANSVILLE VANDERBURGH PUBLIC LIBRARY
Evansville, Indiana**

Approved 5/12/2011; Amended 7/9/2015; Amended 10/11/2018; Amended 10/14/2021

ARTICLE I
Identification & Geographical Boundaries

Section 1.1. Name.

The name of this Board is the “Board of Trustees of the Evansville Vanderburgh Public Library” (the “Board”). The “Evansville Vanderburgh Public Library” is hereinafter referred to as the “Library”.

Section 1.2. Geographical Boundaries.

The geographical boundaries of the Library and taxed district consists of Vanderburgh County in the State of Indiana (the “Library District”).

ARTICLE II
Authority & Powers

Section 2.1. Authority.

The Board shall govern the Library, a municipal corporation and Class 1 library organized under the public library provisions, according to the purposes and authority set forth in Ind. Code § 36-12, as amended, and such other Indiana and federal laws as affect the operation of the Library.

Section 2.2. Powers.

The Library, acting by and through the Board, shall have and enjoy all powers, rights and privileges granted to it and shall perform all duties required of a Library District and its Board under the Indiana library laws (Ind. Code § 36-12, et. seq., as amended). Generally, the Board shall manage and control the affairs of the Library District, subject to the limitations of applicable laws and subject to these By-Laws. The Board may make rules for the discharge of its responsibilities and it may manage and insure all real and personal property belonging to the Library. The Board is responsible for governance and policy, and shall adopt policies, plans, rules, and regulations to govern its operations, and may affirm policies, plans, rules and regulations proposed by the Director for the administration, operation and management of the Library, pursuant to 590 IAC 6-1-5.

Section 2.3. Purpose.

The Library exists for the provision of equitable library and community service. Services provided by Library shall be primarily supported by public funds for the benefit all people and communities within the geographical boundaries of the Library.

ARTICLE III
Members of the Library Board

Section 3.1. Appointment of Members.

The Board shall consist of seven (7) members as appointed by Ind. Code § 36-12-2-9. The seven (7) members will be appointed as follows:

3.1.1 Two (2) members shall be appointed by the County Council of Vanderburgh County.

3.1.2 Two (2) members shall be appointed by the County Commissioners of Vanderburgh County.

3.1.3 Three (3) members shall be appointed by the Board of School Trustees of the Evansville Vanderburgh School Corporation.

Section 3.2. No Compensation.

Members of the Board shall serve without compensation, except that the Treasurer may be paid, pursuant to Ind. Code § 36-12-2-21. A Board member may not serve as a paid employee of the Library.

Section 3.3. Residency of Members.

A member of the Board must reside in the Library District at the time of his or her appointment to the Board and must have resided in the Library District for at least two (2) years immediately preceding his or her appointment to the Board.

Section 3.4. Vacancies.

3.4.1 A vacancy shall occur by death, resignation, expiration of term, or when a member is absent from six (6) consecutive regular Board meetings for any cause other than illness.

3.4.2 Whenever a vacancy in the membership of the Board shall occur, the Secretary of the Board shall notify the appointing authority that appointed the member whose seat on the Board shall have become vacant.

3.4.3 Any vacancy shall be filled by the appointing authority that shall have appointed the member whose seat on the Library Board shall have become vacant; such appointing authority's appointment of a successor shall be for the unexpired term only.

Section 3.5. Reappointment.

3.5.1 The term of a Board member is four (4) years. Any member of the Board shall be eligible to be appointed for not more than four (4) consecutive terms.

3.5.2 Notwithstanding the foregoing, a Board member whose term has expired, and who has not been re-appointed, shall continue to serve until a successor is appointed.

Section 3.6. Removal.

The appointing authority for a member of the Board may at any time, after a public hearing, remove a member of the Board for any cause that (i) interferes with the proper discharge of the member's duties as a member of the Board or (ii) jeopardizes public confidence in the member.

Section 3.7. Certificate of Appointment and Oath of Office.

The appointing authority shall issue to each appointee to the Board a signed certificate of appointment. Within ten (10) days after the receipt of the certificate of appointment, the appointee shall qualify for his office by taking an oath of office before any person authorized by law to administer the same to the effect that he will faithfully discharge his duties to the best of his ability, and shall file the certificate of appointment, with the oath endorsed thereon, with the records of the Library, which shall be preserved as a public record.

Section 3.8. Indemnification.

The Library shall maintain an adequate level of liability insurance coverage for Library trustees, officers, agents, employees and volunteers.

The Library will indemnify, to the extent legally permissible and to the extent not otherwise covered by liability insurance, a trustee or officer against any and all claims and liabilities to which said person has or shall become subject by reason of serving or having served as a trustee or officer, or by reason of any action alleged to have been taken, omitted or neglected by such person as such trustee or officer and the Library shall reimburse each such person for all legal expenses reasonably incurred by such person in connection with any such claim or liability; provided, however, that no person will be indemnified or be reimbursed for any expense incurred in connection with any claim or liability arising out of a person's own willful misconduct or gross negligence.

The right of indemnification provided for above in these By-laws shall not be exclusive of any rights to which the trustee or officer may otherwise be entitled by law.

Section 3.9. Representation on the Library Foundation.

The President shall appoint two (2) members of the Library Board to serve as the Board's representatives on the Evansville Vanderburgh Public Library Foundation

ARTICLE IV
Officers

Section 4.1. Officers.

The Officers of the Board shall be President, Vice-President, Secretary, and Treasurer. (Ind. Code § 36-12-2-22 and Ind. Code § 36-12-2-23).

Section 4.2. Selection and Election of Officers.

4.2.1 Nominating Committee. At the regular Board Meeting at least fifty (50) days before the January meeting, the President of the Board shall appoint a Nominating Committee of at least two (2) members of the Board. At least twenty-five (25) days before the annual meeting, the Nominating Committee shall present to the President a slate of candidates to serve terms to replace the directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of the proposed office.

4.2.2 Notice of Nominations. Upon receipt of the Nominating Committee's report, the President shall immediately notify the Board of the names of the persons nominated for candidates for office.

4.2.3 Additional Nominations. Additional names of candidates for directors can be nominated by a petition bearing the signature of at least two (2) qualified members of the Board. Such additional nominations will be filed with the Nominating Committee within ten (10) days after notice has been given of the names of those nominated.

4.2.4 The officers shall be elected at the January meeting for a term of one year. (Ind. Code § 36-12-2-23).

4.2.5 No member may serve in the same office more than two (2) consecutive years, except for the Treasurer who may serve no more than four (4) consecutive years. All Officers shall continue in office until their respective successor has been elected and qualified, or until his or her death, resignation or removal.

Section 4.3. Vacancies.

Vacancies in any office created by death, resignation, removal or otherwise shall be filled by election at the next regular meeting of the Board or at any special meeting of the Board or at any special meeting of the Board call for that purpose.

Section 4.4. Removal.

4.4.1 Any Officer may be removed from their office before the expiration of the term of office, for cause, by affirmative vote of at least a majority of the members of the Board (four votes) at any regular meeting of the Board or at any special meeting of the Board called for that purpose.

4.4.2 Notwithstanding the foregoing, the Treasurer may be removed from office by the Board, with or without cause, by affirmative vote of at least a majority of the members of the Board (four votes) at any regular meeting of the Board or at any special meeting of the Board called for that purpose.

Section 4.5. Duties of the President.

The President shall preside at all meetings of the Board, discharge all the duties which devolve upon a presiding officer, authorize calls for any special meeting, perform such other duties as may be required by law or these By-Laws, and have all the powers and duties customarily vested in the office of the President.

Section 4.6. Duties of the Vice-President.

The Vice-President shall perform all duties incumbent upon the President during the death, absence or disability of the President, until a President shall be elected or the disability shall be removed. The Vice-President shall also perform such other duties as may be required by law or these By-Laws, and in general have all the powers and duties customarily vested in the office of the Vice-President.

Section 4.7. Duties of the Secretary.

The Secretary shall cause to be a record of the minutes and proceedings of the Board and attend to the giving and serving of all notices required by law and these By-Laws. The Secretary shall be responsible for the safekeeping of all records, minutes, and documents of the Board and perform such other duties as may be required by law or these By-Laws, and in general have all the powers and duties customarily vested in the office of the Secretary.

Section 4.8. Duties of the Treasurer.

The Treasurer shall serve as custodian of the Library funds and shall cause to be kept correct and complete records of accounts. The Treasurer shall determine that all money be deposited in accordance with the applicable laws of Indiana. The Treasurer shall disburse the funds of the Library as authorized by the Board upon a warrant signed by all members of the Board present at the meeting. The Treasurer shall cause to be made a true and accurate financial report to the Board each month and at the end of the fiscal year. The Treasurer shall review the proposed annual budget before it is presented to the full Board for review and approval.

ARTICLE V
Committees

Section 5.1. Committee Appointment

Committees of the Board shall be created and appointed as deemed necessary by the President, who shall consult with the Director, as hereinafter defined. A committee shall consist of no more than two (2) members who shall be appointed by the President. The President shall be an *ex officio* member of all committees. The Library Director shall serve as an administrative liaison on committees as directed by the President.

Section 5.2. Quorum at Committee Meetings

Two (2) members shall constitute a quorum for the transaction of business at any committee meeting.

ARTICLE VI
Meetings

Section 6.1. Regular Meetings.

The Board shall meet monthly. The January meeting shall be the annual meeting. (Ind. Code § 36-12-2-23).

Section 6.2. Board of Finance.

The full Board and its officers constitutes The Board of Finance and shall meet annually in January, after the first Monday and on or before the last day of January, to review finances and depositories. (Ind. Code § 5-13-7-5 et seq.).

Section 6.3. Open Door Law.

Regular, special and executive session meetings will be publicized and conducted in accordance with the Open Door Law of Indiana (Ind. Code § 5-14-1.5).

Section 6.4. Special Meetings.

Special meetings may be called by the President, or upon the written request of two (2) members, for the transaction of business as stated in the call. (Ind. Code § 36-12-2-23). Notice stating the time and place of any special meeting and the purpose for which it is called shall be given each member of the Board at least 2 days in advance of such meeting and to the local media 48 hours in advance, excluding holidays and weekends. (Ind. Code § 5-14-1.5-5).

Section 6.5. Quorum.

A quorum for the transaction of business shall consist of a simple majority, which is equal to 50% of the seats established by law plus one, regardless of any current vacancies on a library's board.

Section 6.6. Voting.

6.6.1 Participation by board members in a regular or special meeting of the Board may be through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting (i.e. telephone, computer, videoconferencing, or any other electronic means of communication). However, a Board member participating by such means of communication may not participate in any final action taken at such meeting.

6.6.2 Voting on all matters of business may be by verbal ayes and nays, or by show of hands, unless a record of the vote is required by law or these By-Laws, or desired by a member of the Board. When a record is required or desired, the vote shall be by a roll call response.

6.6.3 Unless otherwise required by law or these by-Laws, all resolutions eligible for vote in a regular meeting of the Board shall require the "yes" votes of a majority of those Board members present in order to pass.

6.6.4 The order of voting of a recorded vote shall be by roll call in alphabetical order, except for the President who shall vote last. The presiding officer shall announce the result of the vote.

6.6.5 Proxy voting shall be prohibited.

ARTICLE VII

Personnel

Section 7.1. CEO-Director.

The CEO-Director shall be appointed by the Board in accordance with the Certification Standard of State of Indiana set forth in Ind. Code 36-12-11 (the "CEO-Director"). The selection shall be made solely upon the basis of the candidate's training and proficiency in the science of library administration. The Board shall fix the CEO-Director's term, the CEO-Director's compensation and prescribe the powers and duties of the CEO-Director. The CEO-Director will be considered the Executive Officer of the Evansville Vanderburgh Public Library. The CEO-Director is responsible to the Board for the operations and management of the Library (Ind. Code 36-12-2-24 (a)). The CEO-Director shall be responsible for the care of library facilities and equipment, for direction of library staff, for the efficiency of Library's service to the public, and for the operation of the Library under the financial conditions set forth in the annual budget. The CEO-

Director or designee shall attend regular meetings of the Board, except those at which her/his appointment, salary or performance is to be discussed or decided.

Section 7.2. Staff.

The Board of Trustees shall employ and discharge librarians and other individuals that are necessary in the administration of the affairs of the library. The board shall fix and pay compensation, classify and adopt schedules of salaries, and determine the number and prescribe duties of librarians and individuals with the advice and recommendation of the CEO-Director. (Ind. Code 36-12-2-24(b)). All appointments shall conform to the Indiana Library Certification Board Rules and existing personnel policies which have been approved by the Board.

Section 7.3. Nepotism.

The Library will not employ a spouse, parent, child or sibling of the Director or these relatives of any member of the Board. The Trustees shall abide by the nepotism policy of the Library and avoid any relationship in conflict with that policy. (Ind. Code 36-1-20.2-10).

Section 7.4. Attorney.

The Board may retain an attorney and the President or the Director may at any time request the legal opinions of the attorney upon any matter coming within the jurisdiction of the Board. Upon the request of any member of the Board, the matter as to which such opinion is asked shall be stated in writing, and a copy of such written statement shall be returned by the attorney with his opinion to the Board.

ARTICLE VIII
Ethics for Library Trustees

Section 8.1. Ethical Standards.

Trustees, in the capacity of trust imposed upon them, shall observe ethical standards with absolute truth, integrity, and honor. Trustees must promote a high level of service while observing ethical standards.

Section 8.2. Conflicts of Interest.

Trustees must avoid situations in which personal or pecuniary interests might be served or financial benefits gained at the expense of library users, colleagues or the institution. Trustees will not use the library for personal advantage or the personal advantage of friends or relatives. It is incumbent upon any Trustee to disqualify himself/herself immediately whenever the appearance of a conflict of interest exists. Trustees shall annually complete and sign a Uniform Conflict of Interest Disclosure Statement and, should an apparent conflict of interest arise during the year, will complete a disclosure statement specific to that event.

ARTICLE IX
Expenditures

Section 9.1. Budget & Purchasing.

Within the annual operating budget as approved by the Board, the Director may incur obligations and the Board may approve expenditures to meet incurred obligations. Where the laws of Indiana require, the Board may incur obligations only after advertising for and receiving competitive bids from potential suppliers of specified goods or service in accordance with Indiana law.

Section 9.2. Itemized Bills.

All bills for Library purchases shall be itemized.

Section 9.3. Approval of Bills.

No bill shall be recommended to be paid by the Board until it has received the signed approval of the Director.

Section 9.4. Payments.

No bills other than petty cash accounts shall be paid until they have been submitted to and approved by the Board, save that bills offering the discount for immediate payment or a penalty for deferred payment may be paid and be reported to the Board at its next regular meeting. Money may be disbursed, and claim payments may be made in advance of Board allowance for any of the types of expenses allowed under Ind. Code § 36-12-3-16(b).

Section 9.5. Warranty for Payment.

Bills when approved by the Board shall be paid with a warrant signed by the Treasurer.

ARTICLE X
Order of Business

Section 10.1. Parliamentary Guidance.

Unless otherwise required by law or these By-Laws, the rules of parliamentary practice as found in *The New Robert's Rules of Order, Revised and Updated*, shall govern the proceedings of the Board.

ARTICLE XI
Amendments

Section 11.1. Amendment.

11.1.1 These By-Laws may be amended at any regular meeting of the Board upon the affirmative vote of a majority of Board members, and not otherwise.

11.1.2 Any proposed amendments or changes to these By-Laws shall be proposed one month in advance of voting, and a copy provided to each Board member 15 days before the meeting.

11.1.3 The amendments shall be sent to the Indiana State Library upon submission of the annual report.

ARTICLE XII

Review

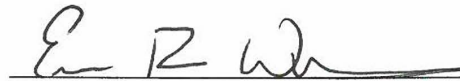
Section 12.1. Review of By-Laws.

These By-Laws shall be reviewed at least every three (3) years at a regular meeting date determined by the Board. The Secretary shall affix the date of the review to the By-Laws for audit as well as indicating the action in the Minutes. (590 IAC 6-1-5).

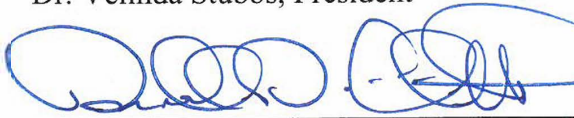
THESE BY-LAWS ARE HEREBY REVISED AND ADOPTED BY AN AFFIRMATIVE VOTE OF THE UNDERSIGNED MEMBERS OF THE BOARD AT A REGULAR MEETING HELD ON THE 14 DAY OF October, 2021.



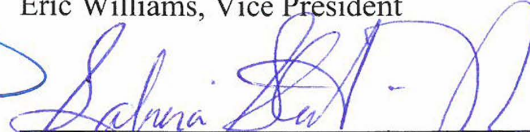
Dr. Velinda Stubbs, President



Eric Williams, Vice President



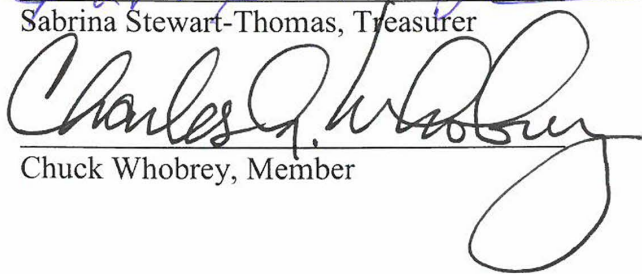
Richard Clements, Secretary



Sabrina Stewart-Thomas, Treasurer



Rick Cameron, Member



Chuck Whobrey, Member

Ronnetha Darrett, Member