

## BY-LAWS

### BOARD OF TRUSTEES OF THE OMAHA PUBLIC LIBRARY

#### ARTICLE I.

##### GENERAL DUTIES AND POWERS

###### Section A. The Omaha Public Library and the Board of Trustees of the Omaha Public Library

1. Statutory Power. The Omaha Public Library (hereinafter referred to as the Library) and the Board of Trustees of the Omaha Public Library (hereinafter referred to as the Board) have the statutory power for general supervision of Library functions pursuant to Sections 51-201 to 51-220 of the Nebraska State Statutes and Chapter 14 of the Omaha Municipal Code, as revised.
2. Mission. The Board shall formulate the mission, vision, and values of the Library.
3. Director. The Board shall hire the Director of the Omaha Public Library (hereinafter referred to as the Director) and delegate to the Director and, through him or her to the appropriate administrative officers, general authority and responsibility to implement the policies and mission of the Board.
4. Construction. No articles or provisions contained herein shall be construed as contrary to City ordinance or State Statute.

#### ARTICLE II.

##### BOARD OF DIRECTORS

###### Section A. Membership

1. Term. Pursuant to Chapter 14 of the Omaha Municipal Code, the Board shall consist of nine (9) members appointed by the Mayor with approval of the City Council and shall hold their position for a term of three (3) years commencing on July 1 following their appointment. If appointed to fill another's unexpired term, a Board member will serve for the remainder of that unexpired term.
2. Attendance. Each Board member shall be expected to attend and participate in meetings and actively participate on a committee.
3. Resignation or Removal of Board Members.
  - a. At any regular meeting or special meeting called for that purpose, the Board may, by vote of two-thirds of the membership of the Board, request the resignation of a Board member for cause after the Board member has had a reasonable opportunity to

respond to the allegations of cause for resignation, if so requested by the Board member.

- b. Board members, including the Board member who it is proposed be removed, shall have been given not less than 20 days written notice of such meeting and the alleged cause for a recommendation of the Board member's removal.
- c. Any recommendation for a Board member's removal shall be submitted to the Mayor and City Council only upon a two-thirds vote of the Board with said vote having been taken in public session and fully compliant with the Nebraska Open Meetings Act.
- d. No action may be taken against a Board member for any good faith vote of the Board member on any matter before the Board.
- e. Any Board member may resign at any time by giving written notice to the President of the Board of Trustees and to the Mayor. Any such resignation shall take effect at the time specified therein, or, if the time be not specified therein, upon its receipt by the President of the Board of Trustees.
- f. Any vacancy shall be filled in accordance with Article II, Section A, Paragraph 1.

#### Section B. Officers and Executive Committee

- 1. Selection. The Board shall select from its membership at the first meeting in June of each year a President, Vice President and Secretary. These officers shall make up the Executive Committee and shall serve for a term of one (1) year or until a successor is selected and qualified.
- 2. Duties of the President. The President shall:
  - a. Preside at all meetings of the Board.
  - b. Be the official representative of the Board where appropriate.
  - c. Sign all contracts or other instruments requiring execution on the part of the Board.
  - d. Create ad hoc committees for which the purpose is to carry out some function not covered by existing standing committees. These committees exist only as long as it takes to complete their work and report back to the Board.
  - e. Make all committee appointments.
  - f. Perform such other duties as may be delegated by the Board.
- 3. Duties of the Vice President. In case of the absence or incapacity of the President, the Vice President shall perform the duties of the President for the remainder of the departing President's term.
- 4. Duties of the Secretary. The Secretary shall, acting in conjunction with the Secretary to the Director:
  - a. Assure that appropriate notice is given of all meetings of the Board and its committees.
  - b. Assure that the Secretary, the Secretary to the Director, or in their absence a qualified representative, attends all meetings of the Board.
  - c. Assure that an accurate record of the proceedings is kept and make sure such records are available for public inspection.
  - d. Assure that the minutes for each Board meeting are prepared and distributed.
  - e. Attest to such minutes after every meeting by his or her signature.

- f. Assure that the records of the Board are maintained.
  - g. Perform such other duties as the Board may direct.
5. Vacancies or Removal of Officers. Any officer may be removed from their officer position for incompetence, neglect of duty, or malfeasance in office following the same procedure laid out in Article II, Section A, Paragraph 3. If the President is removed, the Vice President shall become President for the remainder of the departing President's term and the Board shall vote to appoint a Vice President for the remainder of the outgoing Vice President's term.
6. Presiding Officer. Should both the President and Vice President be absent from any meeting of the Board, the most immediate past President shall preside. Should the President, Vice President and an immediate past President be absent from the meeting, the most senior board member in terms of number of years of service shall preside.

### ARTICLE III.

#### LIBRARY DIRECTOR

##### Section A. Procedures for Selection of the Director of the Library

1. Appointment. Appointment of the Director shall be made by the Board which shall, when it becomes necessary to identify and consider candidates for appointment, consult with City Human Resources officials to design a process that best meets the needs of the time and circumstances. The President of the Board may appoint an ad hoc committee for such purpose.

##### Section B. The Director of the Library

The Director of the Library shall implement the strategic vision and mission of the Board. The Director of the Library shall be charged with the administration and management of the Library as more specifically set forth in the current position description. In addition, the Director of the Library shall perform such other duties as may be required by the Board.

##### Section C. Acting or Interim Director

In the event that the Director shall resign, be incapacitated, be on an extended leave of absence or otherwise be unable to perform his or her duties, an Acting or an Interim Director shall be designated by the Board. The Acting or Interim Director shall have all powers, duties, and responsibilities normally devolving upon the Director.

### ARTICLE IV.

#### MEETINGS, CONDUCT OF BUSINESS

##### Section A. Regular Meetings

The Board shall hold regular meetings at the Main or a branch library facility or other location designated by the Board. All meetings shall be preceded by advance publicized notice specifying the time and the place of each such meeting and such publicized notice shall be simultaneously transmitted to all Board members. In addition to the time and the place of the meeting, such publicized notice shall contain either an enumeration of the agenda subjects known at the time of such publicized notice or a statement that such agenda is kept continually current at the principal office of the Board. A copy of such publicized notice shall be included in the minutes of the Board's meetings.

#### Section B. Annual Report

In conformance with Chapter 14 of the Omaha Municipal Code, the Board shall, annually, by the second Monday of June following the close of the business year, make an annual report to the City Council and to the Board of the condition of its trust as of December 31 of the previous year.

#### Section C. Special Meetings

Special meetings shall be held as directed by the Board or at the call of the President or any five (5) members of the Board. All meetings shall be preceded by advance publicized notice specifying the time and place of each such meeting, and such notice shall be simultaneously transmitted to all Board members. In addition to the time and place of the meeting, such publicized notice shall contain either an enumeration of the agenda subjects known at the time of such publicized notice or a statement that such agenda is kept continually current at the principal office of the Board. A copy of the publicized notice shall be included in the minutes of the Board's meeting.

#### Section D. Quorum

A majority of all members of the Board qualified to serve and vote at said time shall constitute a quorum of the Board to transact business.

#### Section E. Adjournment, Recess, Executive Session

The Board may adjourn or recess from time to time until a quorum is obtained. The Board may recess and go into executive session for the purpose of discussing litigation, personnel matters or any other matter allowed by law. The Board will then reconvene to vote on any matters discussed during executive session.

#### Section F. Conduct of Business

All regular meetings of the Board shall be conducted pursuant to law and the provisions of these regulations and shall be conducted in accordance with the agenda for the meeting. No business shall be transacted at any special meeting other than that stated in the notice

therefore except that at a special meeting of the Board any business that could have been conducted at a regular meeting may be conducted at a special meeting.

1. Authority of Individual Trustees. The authority of the Board is conferred upon the members as a Board and the Trustees can bind the Library only by acting together as a Board except as authority may be granted to Committees of the Board or to an individual Trustee by resolution of the Board.
2. Rules of Order. The Board shall be governed by Robert's Rules of Order Revised to the extent that they are not inconsistent with law or these regulations.
3. Appearance Before the Board.
  - a. The Board shall consider all requests for personal appearances before it and take into consideration both the right of the persons to appear before the Board and the time required to conduct the business of the Library.
  - b. Any person who has been invited to speak or has requested to speak should be brief and limit his or her comments to five (5) minutes or less, after identifying him or herself by name and address for public record.
  - c. The President, or presiding officer in the absence of the President, may use reasonable discretion to limit or extend a speaker's time to avoid redundancy, to assure thorough public discussion on matters before the Board, and to end discussion.
4. Resolutions, Voting. All actions of the Board shall be by motion or by Resolution. Actions of the Board which require City Council approval or those actions where the express need may require it shall be by Resolution. Motions shall be made with such specificity and clarity to reasonably assure understanding by other Board members and the public.
5. Minutes. The Board and Secretary shall cause to be kept accurate minutes of all of its proceedings.

## ARTICLE V.

### COMMITTEES

#### Section A. Committees

The Board may establish standing and special committees and may prescribe their duties and functions. Until approved by the Board, the action taken by any Committee shall not be binding on the Board unless the Committee has been given specific power by the Board to bind it by such action. As provided in Article II, Section B, Paragraph 2.d., the President may appoint ad hoc committees for which the purpose is to carry out some function not covered by existing standing committees. The President shall be an ex-officio member of all committees.

#### Section B. Standing Committees

The following standing committees shall be appointed by the President no later than the August meeting:

1. Finance and Audit Committee
2. Facilities Committee

Section C. Meetings

Committee meetings shall be called by the Chairperson or the President. The Chairperson shall notify each committee member of the meeting. A majority of the committee members shall constitute a quorum.

Section D. Reports

A report by each committee shall be presented at the next regular meeting of the Board.

ARTICLE VI.

BY-LAW AMENDMENTS

All proposed amendments to these By-Laws shall be presented in writing at a meeting of the Board. Such amendments shall not be voted on until a subsequent meeting with notice thereof given by publication in at least one legal newspaper in Nebraska and not less than four (4) days in advance of the meeting. The By-laws, Rules and Regulations of the Board may be amended upon two-thirds vote of the entire Board.

Approved by the Board of Trustees  
of the Omaha Public Library January 4, 1933  
Re-approved May 16, 2018