

Fulton County Library System

BYLAWS

Board of Trustees

BYLAWS FULTON COUNTY LIBRARY SYSTEM BOARD OF TRUSTEES

ARTICLE I DUTIES OF THE OFFICERS

Section 1. Chairperson. The Chairperson of the Board of Trustees of the Fulton County Library Systems (“FCLS”) shall preside at all Board meetings, appoint all committees and committee chairs, and be an ex-officio member of each committee. In addition, the Board Chairperson will approve the agenda for each meeting and will transmit the agenda to the Executive Director to be distributed by him/her to all Trustees and to the public. The Chairperson is a voting member of the Board of Trustees.

Section 2. Vice-Chairperson. The Vice-Chairperson shall preside at Board meetings in the absence of the Chairperson and shall represent the Fulton County Library System Board of Trustees at each quarterly meeting of the Friends Council. All other duties of the Vice-Chairperson shall be assigned by the Chairperson.

Section 3. Secretary. The office of Secretary may be held by a Board member or, at the discretion of the Board of Trustees, by the Executive Director or other library employee. In the event that the Executive Director or other library employee is elected to hold the office of Secretary, he/she will be an ex officio member of the Board of Trustees and will not be eligible to vote on Board issues. The duties of the Secretary shall be as follows:

- (a) The Secretary shall ensure that a summary of subjects acted on and the members present at any meeting of the Board of Trustees is prepared and made available to the public for inspection within two business days of the adjournment of such meeting in accordance with O.C.G.A. §50-14-1(e)(2)(A).
- (b) A verbatim transcript shall be the official minutes of the regular meetings of the Board of Trustees and, when feasible, any other meeting of the Board of Trustees. The Secretary shall ensure that the verbatim transcript of each such meeting is presented to the Board of Trustees for approval prior to the next regular meeting and then made available to the public after the next regular meeting whether or not such transcript has been approved.
- (c) In the extreme circumstances that a court reporter is not present at any meeting of the Board of Trustees to create a verbatim transcript, the Secretary shall record substitute minutes of the meeting to comply with O.C.G.A. §50-14-1(e)(2)(B) and will include (1) the names of the members present at the meeting; (2) the names of all visitors present; (3) a description of each motion or other proposal made; (4) the identities of the persons making and seconding the motion or other proposal; (5) a record of all votes including the names of each person voting for or against a proposal; however, if a motion is approved, members will be assumed to have voted in favor of the motion unless specifically identified as having voted against the proposal or abstaining.

- (d) Minutes of executive sessions are also recorded and preserved but are not open to the public. Such minutes shall specify each issue discussed in executive session, and when matters subject to the attorney client privilege are discussed, only the fact that the discussion occurred and its subject shall be identified, but the substance of the discussion shall not be recorded in the minutes.

ARTICLE II PROCEDURE FOR ELECTION OF OFFICERS

Section 1. Timing; Ballots; Terms The Board of Trustees will elect officers during the regular June meeting. The election of officers may be made, at the discretion of the voting members present at the meeting, by secret ballot or by open ballot. In the event of a vacancy in any office for any reason, election by the Board of Trustees of a new officer to complete the unexpired term will occur at the first Board meeting held at which the Trustees receive notice of the existence of a vacancy in any office. Terms of office shall begin at the close of the meeting at which new officers are elected.

ARTICLE III COMMITTEES

Section 1. Constitution and Bylaws Committee. The Constitution and Bylaws Committee shall consist of at least two Board members appointed by the Chairperson who shall also serve ex officio. The Committee will have the following responsibilities: (1) Study and be knowledgeable of: (a) The Constitution and Bylaws of the FCLS; (b) Local, state, and federal laws which affect Fulton County's public libraries; (c) Those portions of the Guidelines on Constitutions and Bylaws for Georgia Public Libraries <http://www.georgialibraries.org/lib/publiclibinfo/> which are applicable to Fulton County libraries; (2) Propose revisions as necessary to the FCLS Constitution and Bylaws; and (3) Advise the Chairperson on proper procedures and authority per Constitution and Bylaws.

Section 2. Special Committees. Special committees may be established as deemed appropriate by the Chairperson. These committees will be for the study and investigation of special issues and will serve until the completion of the work for which they were appointed or until, in the sole discretion of the Chairperson, any such committee is determined by the Chairperson to be no longer necessary.

Section 3. Guidelines for All Committees. Committee meetings shall be open to the public and shall follow procedures generally applicable to regular meetings of the Board of Trustees regarding scheduling and notice of meetings. Minutes shall be recorded in summary form, identifying the persons present, the action items, summaries of all analyses, reviews, conclusions, and recommendations; and future action plans. Committee meeting minutes shall be provided to the full membership of the Board of Trustees prior to the next regular meeting and distributed with the Board meeting minutes after such meeting.

ARTICLE IV MEMBER ATTENDANCE AND VACANCY

Section 1. Attendance Required. Regular attendance of meetings of the Board of Trustees is required of all Trustees.

Section 2. Removal. Georgia law requires the removal for cause of any Trustee who fails to attend three consecutive meetings or who is absent for four or more meetings in a calendar year. Upon being removed for cause or for failure to attend meetings, such member shall not be eligible for reappointment during the appointing authority's present term of office. The Chairperson shall notify the removed Trustee's appointing Commissioner within ten days of the removal of the Trustee and the reason therefore and also request the appointment of a replacement Trustee. Notice of this action and all subsequent actions shall be reported to the Board of Trustees by the Chairperson at the next regularly scheduled meeting.

ARTICLE V MEETINGS

Section 1. Open to the Public. All Board meetings shall be open to the public to the full extent required by law. All Board decisions, to the extent required by law, are to be formally moved and adopted in an open meeting in order to be legally binding.

Section 2. Regular Meetings; Schedule. Regular meetings of the Board of Trustees shall be held monthly, on the fourth Wednesday of each month except November and December, at the Central Library. The date, place and time of the regular meetings may be changed at any regular meeting by a majority vote of the Board of Trustees. A notice containing information prescribing the time, place, and date of the next regular meeting of the Board of Trustees shall be posted and maintained in a conspicuous place available to the public at the place of the next regular meeting as well as on the FCLS's website for at least one week in advance of the next regular meeting.

Section 3. Agenda. At some time in the two weeks immediately prior to regular meetings of the Board of Trustees, an agenda of all matters expected to come before it at such meeting shall be made available to the public and posted at the meeting site. Failure to include an item which becomes necessary to address during the course of a meeting shall not preclude considering and acting upon such item.

Section 4. Minutes. As provided in Article I, Section 3(b), the proceedings of regular meetings of the Board of Trustees and all other meetings to the extent feasible shall be taken down by a court reporter and converted to a verbatim transcript which shall be the official minutes of the Board of Trustees. The cost of the court reporter is paid from the library system's budget and the scheduling of the court reporter will be the responsibility of the Executive Director's staff.

Section 5. Executive Sessions. Upon majority vote of a quorum present for a meeting, a meeting may be closed for executive session for discussion or deliberation of personnel matters, litigation matters, and the communication of attorney-client privileged discussions. Only matters that are authorized to be discussed in a closed meeting may be discussed. Pursuant to O.C.G.A. § 50-144(b)(1), upon the conclusion of the closed session, the Trustees attending the closed executive session shall file with the official minutes a notarized affidavit stating under oath that the subject matter of the closed portion of the meeting was devoted to matters within the exceptions provided by law and identifying the specific relevant objection. If during the closed session unauthorized discussion is initiated, the presiding officer shall immediately rule the discussion out of order. If such unauthorized discussion continues after being ruled out of order, the presiding officer shall immediately adjourn the executive session.

Section 5. Cancellation of Regular Meetings. Although cancellation of a regular Board meeting is disfavored, the Chairperson of the Board of Trustees is authorized to cancel a regular meeting when it is appropriate to do so. Examples of such circumstances include but are not limited to when it appears that a quorum is or will be lacking, inclement weather makes travel unsafe, and more time is needed to prepare for presentation of an agenda item. If the Chairperson cancels the meeting, the Chairperson shall notify each board member and the public as soon as possible.

Section 6. Special Call Meetings. Special meetings may be called by the Chairperson or upon written request of three members of the Board of Trustees for the transaction of business stated in the call for the meeting. Notice of a special call meeting shall be conspicuously posted in the place where the regular meetings are held no less than twenty-four hours in advance of the meeting. In addition, notice of the time, date, location and the agenda shall be emailed to the Daily Report. No business other than that which has been advertised may be conducted at a special meeting.

Section 7. Quorum. A quorum of the Board shall be four voting members. No official business may be conducted by the Board without a quorum. Each member of the Board shall have one vote. Ex-officio members have no voting privileges and are not included in the quorum.

Section 8. Participation by Teleconference. When a quorum is present in person, a member may participate by teleconference if necessary due to reasons of health or absence from the jurisdiction. Absent emergency conditions or the written opinion of a health professional that reasons of health prevent a member's physical presence, no member shall participate by teleconference pursuant to this subsection more than twice in one calendar year.

Section 9. Procedure. The latest edition of Robert's Rules of Order, to the extent consistent with these Bylaws, shall govern the proceedings of the Board. Action items will be published in the agenda for a meeting. Motions may be made and acted upon during a meeting where these motions are part of the topic under discussion.

ARTICLE VI AMENDMENTS

Section 1. Procedure. These Bylaws may be amended at any Board of Trustees meeting by a majority vote of the full Board (4 members voting in favor), provided that the Bylaws Committee has reviewed and provided comments on the proposed change and the intended amendment is sent in writing to all members at least two weeks prior to the meeting at which the vote is taken to amend the Bylaws. All amendments to these Bylaws shall take effect immediately upon adoption.

Section 2. Filing Required. All amendments to these Bylaws must be filed with the Georgia Public Library Services Division of the Board of Regents of the University System of the State of Georgia.