



Meridian Library District BOARD OF TRUSTEE BYLAWS

These BOARD OF TRUSTEE BYLAWS (these “Bylaws”) shall govern the Board of Trustees (the “Board”) of the Meridian Library District, a public corporation duly organized and existing as a library district under and pursuant to the provisions of the Constitution and laws of the state of Idaho (the “District”).

POWERS AND DUTIES OF THE BOARD OF TRUSTEES (IDAHO CODE 33-2720)

The Board shall have powers and duties consistent with the laws of the state of Idaho as provided in Section 33-2720, Idaho Code. No trustee shall act on behalf of the Board without Board approval.

TRUSTEE ELECTIONS (IDAHO CODE SECTION 33-2715)

The District is governed by a volunteer five-member Board. Existing District trustees were elected at large from within the District for staggered, 6-year terms. Legislation was adopted during the 2024 Idaho legislative session changing the terms of District trustees from 6-year terms to 4-year terms, effective on and after January 1, 2025. All trustees elected in 2023 or earlier will fulfill their original 6-year terms. Trustees elected in 2025 or later shall serve regular terms of four (4) years. Trustee elections shall be held in May on such date as provided for by law. The oath of office shall be administered to a newly elected or re-elected trustee or trustees at the first regular meeting following each trustee election (i.e., the Annual Meeting as defined below).

BOARD VACANCIES (IDAHO CODE SECTION 33-2716)

A vacancy shall be declared by the Board when any nominee has been elected but has failed to qualify for office, or within thirty (30) days of when any trustee shall (a) die; (b) resign from office; (c) no longer reside in his or her respective trustee zone of residence; (d) no longer be a resident or qualified elector of the District; (e) refuse to serve as trustee; (f) without excuse acceptable to the Board, fail to attend two (2) consecutive regular meetings of the Board; or (g) be recalled and discharged from office in the manner set forth by law. A declaration of vacancy shall be made at any regular or special meeting of the Board, at which any of the above-mentioned conditions is determined to exist.

The Board shall appoint to fill the vacancy, a person qualified to serve as trustee of the District, provided there remains in membership on the Board a majority of the membership thereof, and the Board shall notify the board of library commissioners of the appointment. This appointment shall be made within sixty (60) days of the declaration of vacancy. In the event that the Board fails to exercise their authority, appointments shall be made by the Ada County Board of Commissioners within thirty (30) days after the expiration of the sixty (60) days allowed for trustees for this action.

Any person appointed as provided above shall serve until the next election of District trustees following the appointment. At such election a trustee shall be elected to complete the unexpired term of the office which was declared vacant filled by appointment. The elected trustee shall assume office at the first Annual Meeting (defined below) of the District following the election.

BOARD MEETINGS (IDAHO CODE SECTION 33-2719)

A. **Annual Meeting.** The annual meeting of the Board shall be on the date of its first regular meeting in June (the “Annual Meeting”). The purposes of the Annual Meeting are to elect the Officers of the Board, to establish a regular meeting date, and to review, amend, repeal, or adopt bylaws, policies and procedures; provided, however, the Board may also review, amend, repeal or adopt bylaws, policies and procedures at any other regular or special meeting.

B. **Regular Meetings.** Regular meetings of the Board shall be held at least once in each month on such uniform day of each month as the Board shall determine at the Annual Meeting.

C. **Special Meetings.** A special meeting of the Board may be called at the request of the Chair or any two (2) Board members. Any action taken by the Board at a special meeting for which proper notice has been given shall be deemed an official action of the Board as though taken at a regular meeting. Written notice of any special meeting shall be given to the Board members at least two (2) days prior to the day of the meeting in accordance with Section 33-2719, Idaho Code.

D. **Duty to Attend.** It is the duty of each trustee to attend all meetings of the Board.

E. **Open Meetings; Notice.** All meetings of the Board shall be conducted in accordance with the Idaho Open Meeting Law, Title 74, Chapter 2, Idaho Code, and any amendments and/or re-codification thereof (the “Open Meeting Law”).

F. **Meeting Agenda; Action Items.** An agenda shall be required for each meeting. The agenda shall be posted in the same manner as the notice of the meeting. An agenda may be amended as provided in Section 74-204, Idaho Code, provided that a good faith effort is made to include, in the original agenda notice, all items known to be probable items of discussion. An agenda item that requires a vote shall be identified on the agenda as an “action item” to provide notice that action may be taken on that item. Identifying an item as an action item on the agenda does not require a vote to be taken on that item. Final action may not be taken on an agenda item added after the start of a meeting unless an emergency is declared necessitating action at that meeting. The declaration and justification shall be reflected in the meeting minutes.

G. **Order of Business.** Unless otherwise noticed, the order of business at regular meetings of the Board shall be as follows:

1. **Call to Order.** Start the meeting on time. No substantive discussion prior to meeting.

2. *Public Comments.* Public comment may be taken at this time. Such comments will be limited to three (3) minutes in duration per person. Accepting public comments is at the discretion of the Chair when setting the agenda and is not required by Idaho Law.

3. *Consent Agenda.* Consent agenda items are considered to be routine and are acted on with one motion. There will be no separate discussion on these items unless the Chair, any other member of the Board, District staff, or a patron requests an item to be removed from the Consent Agenda for discussion.

4. *Financial report and approval of bills.*

5. *Business to come before the Board.*

6. *Future Agenda Items.*

7. *Adjournment.* No further discussion of District business after adjournment.

H. **Quorum.** A quorum for the transaction of business shall consist of three (3) members of the Board, but a smaller number may adjourn. An affirmative vote of the Board members at a meeting in which a quorum is present is an act of the Board.

I. **Conduct of Meetings.** The Chair will utilize usual and customary parliamentary rules and procedures to conduct meetings to help maintain order and efficiently govern the proceedings.

J. **Proxy Votes.** Proxy votes will not be accepted.

K. **Remote Participation.** A trustee may participate in any Board meeting by conference telephone, video conference or similar communications equipment, so long as all communications are audible to all persons attending the meeting and all meeting participants can simultaneously hear one another, and such remote participation shall constitute presence at such meeting. Notwithstanding the foregoing, at least one (1) member of the Board, or the Library Director (defined below) shall be physically present at the location designated in the meeting notice as required by the Open Meeting Law.

OFFICERS

Board officers (“Officers”) shall consist of one Chair, one Vice-Chair, one Treasurer, and one Clerk. The Chair and the Vice-Chair shall be elected by the trustees from among the trustees at the Annual Meeting. To be eligible for the office of Chair or Vice-Chair, a trustee shall have served on the Board for a minimum of one (1) year prior to election; provided, however, this requirement may be waived if no current Board members have served on the Board for a minimum of one (1) year prior to the Annual Meeting. The Board shall appoint the Treasurer and the Clerk at the Annual Meeting as further provided below. Officers shall assume their office immediately following the adjournment of the

Annual Meeting and hold office for one (1) year.

A. **Chair**. The Chair shall, when present, preside at all meetings of the Board. In addition, the Chair shall appoint all committees with approval from the Board and generally perform all duties incident to the office of Chair and any such other duties as may be prescribed by the Board from time to time.

B. **Vice-Chair**. In the absence of the Chair or in the event of the Chair's death, inability, or refusal to act, the Vice-Chair shall perform the duties of the Chair.

C. **Treasurer**. The Board shall appoint a qualified person, who may or may not be a member of the Board, to act as Treasurer of the District. Such person shall, on taking office, give bond to the District, with sureties approved by the Board, in the amount of at least five thousand dollars (\$5,000), which bond shall be paid for by the District and shall be conditioned upon faithful performance of the duties of his/her office and his/her accounting for all moneys of the District received by him/her or under his/her control. The Treasurer's duties shall be as provided in Section 33-2722, Idaho Code.

D. **Clerk**. The Board shall appoint a qualified person, who may or may not be a member of the Board, to act as Clerk of the Board. The Clerk shall prepare and distribute legal notices and shall have such other duties as the Board may prescribe. Unless otherwise determined by the Board, the Library Director (defined below) shall serve as the Clerk. (Idaho Code Section 33-2722).

E. **Library Director**. The Board shall appoint a library director (the "Library Director"), who shall serve as administrator of the District and as the Secretary for the Board without voting rights. The Library Director's duties shall be as provided for by Section 33-2721, Idaho Code.

COMMITTEES

A. **Special Committees**. Special committees for the study and investigation of special problems or issues may be appointed by the Chair with the approval of the Board, to serve until the completion of the work for which they were appointed.

B. **Standing Committees**. Standing Committees may also be appointed by the Chair, with the approval of the Board, to keep the Board advised on such matters as building maintenance, finances, personnel, or any other area relating to the District. The Board may create and dissolve such other standing or ad hoc committees, taskforces, or work groups as necessary to its operations.

C. **Committee Meetings**. Meetings of Board-authorized committees making recommendations to the Board (i.e., advisory committees) shall be conducted pursuant to the Open Meeting Law. In contrast, the meetings of administrative committees are not subject to the Open Meeting Law if the committee it is not entrusted with the formation of public policy, but merely carries out the public policy established by the Board, and if the committee's activities do not constitute the making of "decisions for or recommendations to" the Board.

GENERAL PROVISIONS

A. **Conflicts of Interest.** The Board shall adopt and maintain a conflicts of interest policy for Board members, Officers, and employees, with such modifications and amendments as may be approved by the Board from time to time.

B. **Amendments.** These Bylaws may be altered, amended, or repealed, and new bylaws may be adopted, by the affirmative vote of a majority of all Board members (i.e., at least three (3) trustees) at the Annual Meeting or any other regular or special meeting of the Board.

C. **Construction.** Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.