

SECTION:	PS 1	ADMINISTRATIVE
SUBSECTION:		
POLICY:	PS 1.3	BOARD OF TRUSTEES BYLAWS
REVISIONS:		4/26/96; 5/17/04; 11/16/05; 2/24/06; 10/17/12; 1/15/14; 12/16; 09/19/17; 12/20/17; 04/18/18; 08/19/2020; 02/12/2022; 03/17/2022

---

**Article 1 – Name**

The name of the organization shall be “Ashtabula County District Library” (ACDL) existing by virtue of the provision of Section 3375.19 of the Ohio Revised Code (ORC).

**Article 2 – Mission**

The Mission of the Ashtabula County District Library is Gather, Read, Discover, Transform.

**Article 3 – Membership of the Board of Trustees**

The Board of Trustees of the Ashtabula County District Library, (hereafter referred to as “the Board”) as provided by Ohio Revised Code, shall consist of seven members, three of whom shall be appointed by the judges of the county Clerk of Common Pleas, and four of whom shall be appointed by the County Commissioners. Each member shall serve a term of seven years.

When a vacancy occurs on the Board, it shall be the practice of the Board to solicit viable candidates to fill the vacancy, keeping in mind the proper geographic, professional, and philosophical balance required of such a Board. The candidates are then presented to the appointing body for final selection.

**Article 4 – Duties**

The Board shall have all the powers granted to it by the laws of the State of Ohio, and shall establish, in accordance with said law, the basic policies of the ACDL with respect to: (1) the appropriation and budgeting of funds; (2) the establishment and maintenance of libraries and library services; (3) the acquisition, improvement, maintenance, insurance, use, and disposition of properties; (4) the hiring, compensation, and responsibilities of, and the personnel practices concerning, librarians and other employees; (5) the selection, collection, lending, and disposition of books and other library material; and (6) the acceptance of gifts. The policies so determined by the Board shall remain in effect until changed or rescinded by further action of the Board and shall be administered by the ACDL staff.

The Board shall be responsible for the hiring of the ACDL Director, and for ensuring that said Director carries out all the policies of the ACDL in an efficient manner, consistent with the laws of the State of Ohio. The Director shall maintain a file of all Board Policies for appropriate consultation and distribution as directed by the Board and required by law. The Board shall conduct yearly performance appraisals of the ACDL Director.

SECTION:	PS 1	ADMINISTRATIVE
SUBSECTION:		
POLICY:	PS 1.3	BOARD OF TRUSTEES BYLAWS
REVISIONS:		4/26/96; 5/17/04; 11/16/05; 2/24/06; 10/17/12; 1/15/14; 12/16; 09/19/17; 12/20/17; 04/18/18; 08/19/2020; 02/12/2022; 03/17/2022

---

The Board shall hire a Fiscal Officer and shall conduct yearly performance appraisals of said Fiscal Officer with input from the ACDL Director. The Board may also hire/appoint a Deputy Fiscal Officer who is responsible to and evaluated by the Fiscal Officer.

The Board shall require regular reports from the ACDL Director, the Fiscal Officer and sundry other employees as needed to assure itself that the ACDL is being operated as required by law, and according to guidelines, such as long-range plans.

All powers of the Board are vested in it as a Board, and none at all in its individual members. The individual trustee has no power to act for the Board in any way, unless authorized to do so by the Board itself.

In exercising their authority in accordance with the law, members of the Board are covered by the ACDL's Errors and Omission Policy, including any liability resulting from either institutional or individual lawsuits.

The ORC and the *Ohio Open Meetings Act* shall supersede any language herein that is inconsistent with State of Ohio codes.

The Board shall conduct a self-evaluation at least every other year. This shall also include a review of the Board of Trustees Bylaws to recommend any amendments needed to meet the lawful and operational needs of the library Board of Trustees, inclusive of a review of the *Ohio Sunshine Laws Resource Manual* (<http://www.ohioattorneygeneral.gov/Sunshine>) to ensure compliance with it. Amendments to the bylaws may be made at other times as needed. (See Article 9 – Amendments.)

### **Article 5 – Officers**

Officers of the Board shall consist of President, Vice-President, and Secretary. The Nominating Committee will report their recommended slate of officers at the December Organizational meeting, with additional nominations accepted from the floor. Election of officers will immediately follow, with officers assuming their positions January 1st. Officers are elected for a one-year term commencing with the January Organizational Meeting.

Board President – It shall be the duty of the President to develop Board meeting agendas in collaboration with the Director, to preside over all Board meetings, to appoint Board Committees, to act as the official representative and spokesman for the Board as needed, to sign the Board minutes, and to sign checks as necessary.

SECTION:	PS 1	ADMINISTRATIVE
SUBSECTION:		
POLICY:	PS 1.3	BOARD OF TRUSTEES BYLAWS
REVISIONS:		4/26/96; 5/17/04; 11/16/05; 2/24/06; 10/17/12; 1/15/14; 12/16; 09/19/17; 12/20/17; 04/18/18; 08/19/2020; 02/12/2022; 03/17/2022

---

Vice-President – It shall be the duty of the Vice-President to substitute for the President as needed in any capacity.

Secretary – It shall be the duty of the Secretary to act as substitute for the President and/or Vice-President as necessary, and to sign the Board minutes.

**Article 6 – Committees**

Standing Committees of the Board shall be: (1) Executive/Finance/Audit; (2) Operations/Personnel; (3) Facilities/Planning/Development; (4) Nominating. There shall be, in addition, special committees, as the Board shall from time to time determine to be advisable. The President of the Board shall be an ex-officio member of each committee, and the chair of each committee shall be a member of the Board appointed by the President with the consent of the Board. Other members may be appointed to committees, as deemed necessary, including those who are not members of the Board.

Committee appointments will be made by the President at the regularly scheduled board meeting in January, with the exception of the Nominating Committee, which will be appointed no later than November.

Except by the express approval or action of the Board, no committee shall consist of more than two (2) members (excluding the president as an ex-officio member). A quorum for committees or sub-committees shall be two members. Without the Board’s sanction, no committee has the authority to make any decision upon any matter, business, or policy for the Board. Any report or recommendation of a committee to the Board shall be deemed advisory only, and no member, of the Board, whether or not a member of the committee, shall be bound or controlled by any action, report, or recommendation of a committee.

**Article 7 - Meetings and Notice Requirements**

All ACDL meetings are open to the public (with the exception of executive sessions and an audit conference conducted by the State Auditor or independent certified public accountants with officials of the public office that is the subject of the audit) and conducted in accordance with the *Ohio Open Meetings Act*.

Regular meetings are meetings held at prescheduled intervals. Regular ACDL Board meetings shall be held at least quarterly. Notice of regular ACDL Board meetings and the annual workshop meeting with dates, times and locations for the calendar year shall be published on the ACDL web site per Ohio Open Meeting Act requirements. The Administrative Assistant shall maintain a list

SECTION:	PS 1	ADMINISTRATIVE
SUBSECTION:		
POLICY:	PS 1.3	BOARD OF TRUSTEES BYLAWS
REVISIONS:		4/26/96; 5/17/04; 11/16/05; 2/24/06; 10/17/12; 1/15/14; 12/16; 09/19/17; 12/20/17; 04/18/18; 08/19/2020; 02/12/2022; 03/17/2022

---

of media outlets and persons who have requested advance notification of meetings. Individuals requesting in writing meeting notification by regular mail must provide a self-addressed stamped envelope, and those requesting notification by e-mail must provide an e-mail address. The date, time and place of each regular Board meeting and the Board’s annual planning workshop for the following calendar year shall be approved during a regular meeting no later than December, with meetings being offered at both the Ashtabula and Geneva library building sites at various times during the year. Previously approved regularly scheduled meeting dates may be changed when warranted at a regular meeting by majority voice vote, provided the notices regarding changes are made as specified above.

December Organizational Meeting is the annual organizational meeting held in December of each calendar year in accordance with ORC Section 3375.32 to elect Board Officers. They will assume their positions beginning January 1st of the following year and serve for a one year term. At this same meeting, the Board shall elect and fix the compensation of a Fiscal Officer (who may be a member of the board) and who shall serve for a term of one year commencing January 1st of the following year. Except as otherwise provided in section 3.061 of the Revised Code, the Fiscal Officer, before entering upon official duties, shall execute a bond in an amount and with surety to be approved by the Board, payable to the Board, and conditioned for the faithful performance of the official duties required of the Fiscal Officer. The December Organizational Meeting may be a part of a regular meeting.

Special meetings are any meetings other than regular meetings. A statement of the meeting’s purpose shall specifically indicate issues to be discussed and only those specified issues shall be discussed. (Although specific agenda items may be listed, use of agenda term such as “personnel” is sufficient for notice of special meeting.) Notice of special meetings shall contain the date, time and place of the meeting and the purpose for which it is called, and shall be posted at least 24 hours in advance on the ACDL web site.

Committee or sub-committee meetings are not regularly scheduled. Members meet as needed and such meetings are primarily investigative and information-seeking in nature. No decision making is permitted by committee. Written reports of the committee’s discovery and any arrived upon recommendations shall be presented at meetings of the Board. Public announcements of committee meetings that are investigative and information-seeking in nature are not required by law, however,

SECTION:	PS 1	ADMINISTRATIVE
SUBSECTION:		
POLICY:	PS 1.3	BOARD OF TRUSTEES BYLAWS
REVISIONS:		4/26/96; 5/17/04; 11/16/05; 2/24/06; 10/17/12; 1/15/14; 12/16; 09/19/17; 12/20/17; 04/18/18; 08/19/2020; 02/12/2022; 03/17/2022

---

in the interest of transparency, every effort will be made to post dates, times and locations of such meetings on the ACDL web page.<sup>1</sup>

Committee meetings wherein “formal deliberations concerning the public business” are to take place shall be treated as special meetings with regard to public announcements. Such meetings shall be posted at least 24 hours in advance on the ACDL web site indicating the date, time and place of the meeting, and the purpose for which it is called. No executive session may be called during a committee meeting.

Emergency meetings are a type of special meeting that a public body convenes when a situation requires immediate official action. (Note: there is no prohibition on holding executive sessions in emergency meetings.) Rather than the 24-hours advance notice usually required, ACDL shall immediately post notice on the ACDL web site and notify media outlets that have specifically requested such notice the time, place, and purpose of the emergency meeting. The purpose statement must relay the specific type of public business to be discussed.

Executive sessions are closed-door sessions convened by the ACDL Board during a regular or special meeting, after a roll call vote, and attended by only the members of the board and persons they invite. The purpose of each executive session must be specifically stated. A meeting that includes an executive session must always begin and end in an open session. In order to begin an executive session, there must be a proper motion approved by a majority of a quorum of the public body, using a roll call vote. No vote or other decision-making on the matter(s) discussed may take place during the executive session.

The ACDL Board may hold an executive session only for a few specific purposes as allowed by the Ohio Open Meetings Act:

- The appointment, employment, dismissal, discipline, promotion, demotion or compensation of an employee or official, or the investigation of charges or complaints against an employee, or official, unless the employee, official, licensee requests a public hearing.

---

<sup>1</sup> In evaluating whether particular gatherings of public officials constituted “meetings,” several courts of appeals have opined that the Open Meetings Act “is intended to apply to those situations where there has been actual formal action taken; to wit, formal deliberations concerning the public business.” Under this analysis, those courts have determined that gatherings strictly of an investigative and information-seeking nature that do not involve actual discussion or deliberation of public business are not “meetings” for purposes of the Open Meetings Act. Ohio Attorney General Dave Yost Ohio Sunshine Resource Manual.

SECTION:	PS 1	ADMINISTRATIVE
SUBSECTION:		
POLICY:	PS 1.3	BOARD OF TRUSTEES BYLAWS
REVISIONS:		4/26/96; 5/17/04; 11/16/05; 2/24/06; 10/17/12; 1/15/14; 12/16; 09/19/17; 12/20/17; 04/18/18; 08/19/2020; 02/12/2022; 03/17/2022

---

- The purchase of property for public purposes, the sale of property at competitive bidding or the sale or disposition of unneeded, obsolete or unfit-for-use property under ORC 505.10.
- Conferences with the board’s attorney to discuss matters which are the subject of pending or imminent court action. The board’s attorney must be present during executive sessions held for this purpose.
- Preparing for, conducting or reviewing negotiations or bargaining sessions with employees.
- Matters required to be kept confidential by federal or state law or rules.
- Specialized details of security arrangements.

Each executive session discussion must be limited to the purpose or purposes stated although an executive session may be called for the purpose of discussing several topics provided that the motion lists the purposes for each. Executive session may be ended without a motion or vote by declaring an end to the executive session.

Board Meeting Practices

Procedures for posting public announcements of Board meetings:

a. The date, time, place, and location of all regular Board meetings and annual Board workshop as voted upon by the Board shall be posted on the ACDL web site.

b. Any Board member wishing to call a Special or Emergency meeting or a committee meeting wherein “formal deliberations concerning the public business” are to take place shall communicate the following information to the to ACDL Director (or designee) and the Fiscal Officer at least 24 hours in advance:

- the date, time, place, and location of the meeting
- specific topic(s) to be discuss
- directions for where and when the public announcement is to be posted

c. Any Board member, who would like to post an announcement for a committee meeting that is investigative or information seeking in nature, shall communicate the date, time, place, and location of the meeting along with the proposed topic(s) to be discussed to ACDL Director (or designee) and the Fiscal Officer for posting on the ACDL webpage

Quorum – the quorum necessary to conduct the business of the Board shall be four members.

SECTION:	PS 1	ADMINISTRATIVE
SUBSECTION:		
POLICY:	PS 1.3	BOARD OF TRUSTEES BYLAWS
REVISIONS:		4/26/96; 5/17/04; 11/16/05; 2/24/06; 10/17/12; 1/15/14; 12/16; 09/19/17; 12/20/17; 04/18/18; 08/19/2020; 02/12/2022; 03/17/2022

---

Voting Procedures – Following a motion, second and further discussion, provided a quorum is present, a majority voice vote may be taken to approve or disapprove all motions with the following exceptions: A roll call vote must be taken on all expenditures. A roll call vote must be taken to enter executive session. The purchase of any real property requires a two-thirds of the full membership of the board. All conveyances of real property shall be executed by the president and the secretary of the board making such conveyance (ORC 3375.35). A vote of two-thirds of the full membership of the board is needed to declare by resolution the necessity for a tax levy (ORC 5705.23).

Board members shall receive a packet of materials (digital or hard copies) in advance of a regular board meeting. The packet shall include the agenda, administrative and financial reports, pending resolutions, and backup materials.

The Order of Business (Agenda) for all meetings shall be as follows:

- (1) Call to Order
- (2) Public Comments/Announcements/Communications
- (3) Official Announcements/Communications/Oaths of Office
- (4) Consent Agenda – includes approving minutes of the previous meeting, Committee reports, Administrative report, and Treasurer’s report
- (5) Old Business
- (6) New Business
- (7) Items Too Late for Agenda
- (8) Motion to Adjourn

The public may address the Board at a meeting during the time allotted for Public Comments/Announcements/Communications. Each person wishing to address the Board shall be given three minutes to comment and must provide his/her name and address for inclusion in the official record of the Board. The minutes of the Board will reflect the comments made by members of the public. A person who becomes disruptive during a meeting waives his or her right to attend meetings, and the Board may remove that person from the meeting.

The public may record via audio or video devices all public meetings providing the use of recording equipment will be silent, unobtrusive, self-contained, and self-powered to limit interference with the ability of others to hear, see, and participate in the meeting.

Anonymous calls or letters shall not receive Board attention, discussion or response and shall not result in directives to the Director or any actions against board employees. Allegations of criminal

SECTION:	PS 1	ADMINISTRATIVE
SUBSECTION:		
POLICY:	PS 1.3	BOARD OF TRUSTEES BYLAWS
REVISIONS:		4/26/96; 5/17/04; 11/16/05; 2/24/06; 10/17/12; 1/15/14; 12/16; 09/19/17; 12/20/17; 04/18/18; 08/19/2020; 02/12/2022; 03/17/2022

---

wrongdoing, abuse or other egregious acts that may result in serious harm to patrons or staff may be considered.

Full and accurate minutes of all public meetings shall be maintained. Those minutes are not required to be a verbatim transcript of the proceedings, but they must include enough facts and information to permit the public to understand and appreciate the rationale behind the board's decisions. Because executive sessions are not open to the public, the meeting minutes need to reflect only the general subject matter of the executive session via the motion to convene the session for a permissible purpose or purposes. Details of members' pre-vote discussion following an executive session may prove helpful.<sup>2</sup> Minutes shall not be kept of executive session meetings or audit conferences conducted by the State Auditor or independent certified public accountants with officials of the public office that is the subject of the audit. Copies of the board proceedings are available when requested in accordance with the public records policy adopted by the Board as stipulated by the Ohio Public Records Act.

**Article 8 – Parliamentary Authority**

Meetings of the Board shall follow parliamentary procedures as outlined in Robert's Rules of Order, when not inconsistent with these bylaws or with the Ohio Revised Code.

**Article 9 – Amendments**

These bylaws supersede all previous bylaws adopted by this organization. They may be altered or amended, within the limitations imposed by law, by a majority vote of the Board members present.

Amendments:

January 2014 – Article 6 - Standing Committees were amended to combine Building with Planning/Development and the responsibilities of Finance added to the Executive/Audit Committee and Personnel to the Operations committee.

December 2016 – Article 2 - Correct the ACDL Mission to conform the new Mission Statement.  
Article 7 – Change the Organizational Meeting for the election of Officers from January to December, with officers assuming their duties January 1st. Move the appointment of committee members in January from Article 7 to Article 6.

---

<sup>2</sup> At least one court has found that the lack of pre-vote comments reflected by the minutes supported the trial court's conclusion that the public body's discussion of the pros and cons of the matter at issue must have improperly occurred during executive session Ohio Attorney General Dave Yost Ohio Sunshine Resource Manual.



SECTION:	PS 1	ADMINISTRATIVE
SUBSECTION:		
POLICY:	PS 1.3	BOARD OF TRUSTEES BYLAWS
REVISIONS:		4/26/96; 5/17/04; 11/16/05; 2/24/06; 10/17/12; 1/15/14; 12/16; 09/19/17; 12/20/17; 04/18/18; 08/19/2020; 02/12/2022; 03/17/2022

---

September 2017 – Article 7 – Meetings – add paragraph about anonymous calls or letters.

December 2017 – Article 5 – Officers – amendment to Officers to serve two year terms for better continuity.

April 2018 – Article 5 – Officers – amendment to Officers to serve a one-year term commencing with the January Organizational Meeting.

August 2020 – Article 7 – Meetings and Notice Requirements – add language to conform to requirements of the Ohio Open Meetings Act.

February 2022 – Article 4 – Duties – add requirement for a bylaws review every two years and update time frames for Board actions as appropriate. Article 7 – Meetings and Notice Requirements – update meeting posting procedures. Add requirements on taking minutes.

March 2022 – Article 7 – Meetings and Notice Requirements – add requirements for 2/3 majority vote of the full membership to purchase any real property or to declare by resolution the necessity for a tax levy.