

Amended and Approved November 27, 2023
INDIANAPOLIS-MARION COUNTY PUBLIC LIBRARY BOARD
BY-LAWS

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INDIANAPOLIS-MARION COUNTY PUBLIC LIBRARY BOARD

BY-LAWS

ARTICLE I

IDENTIFICATION AND AUTHORITY

Section 1. Name

The name of the library district shall be known and designated as "Indianapolis-Marion County Public Library."

Section 2. Authority

The authority for the activities and business of the Indianapolis-Marion County Public Library is the Indiana Public Library Law of 1947 (IC 36-12-1), the Indiana Library and Historical Department (IC 4-23-7), the State Library law (IC 4-23-7,1), the state UNIGOV statute (IC 36-3, Government of Indianapolis and Marion County), and the Municipal Code of Indianapolis and Marion County as pertaining to municipal corporations, as each of the aforementioned may be amended from time to time.

ARTICLE II

PURPOSE AND DISTRICT LIMITS

Section 1. Purpose

The purpose of the library district shall be to promote the establishment, maintenance and development of public library service to individuals and groups, such library service to be provided by a library supported by public funds and operated for the benefit and use of individuals and groups of all ages in the community in the meeting of their educational, informational and recreational interests and needs.

Section 2. District Limits

The territory included in this library district shall consist of Marion County (excluding the Town of Speedway) State of Indiana.

ARTICLE III

POWERS AND GOVERNING BODY

Section 1. Public Corporation

The Indianapolis-Marion County Public Library shall be a public and municipal corporation for library purposes, separate and distinct from other civil or municipal corporations comprising said library district.

Section 2. Governing Body

- a. The official governing body of the Indianapolis-Marion County Public Library shall be the Board of Trustees of the Indianapolis-Marion County Library ("Library Board"), who shall manage and control the affairs of the library district in accordance with the Statutes of the State of Indiana,

subject to the limitations of the Public Library Law of 1947, as amended, and subject to these By-Laws.

b. Individuals serving on the governing body shall be known as Library Board Members or Trustees.

Section 3. Powers

The Indianapolis-Marion County Public Library acting by and through the Library Board shall have and enjoy all powers, rights and privileges granted to and shall perform all duties required of a library district and its Board under the Public Library Law of 1947, as amended. Generally, the Board shall govern and set policy for all of the affairs of the Indianapolis-Marion County Public Library. It may make rules for the discharge of its responsibilities and it may manage and insure all real and personal property belonging to the Indianapolis-Marion County Public Library.

ARTICLE IV

MEMBERS OF THE LIBRARY BOARD

Section 1. Qualifications Of Members

All members of the Library Board shall be resident citizens who have resided in the library district for at least two (2) years.

Section 2. Appointment Of Members

The Library Board shall consist of seven (7) members who shall be appointed as follows:

- a. Two (2) members shall be appointed by the City-County Council.
- b. Two (2) members shall be appointed by the Board of School Commissioners of the School City of Indianapolis.
- c. Three (3) members shall be appointed by the Auditor, Treasurer, and Assessor serving as the Board of County Commissioners.

Section 3. Vacancies

A vacancy shall occur by death, resignation, expiration of term, ineligibility due to residency outside the library district or when a member is absent from six consecutive regular Board meetings for any cause other than illness.

Whenever a vacancy in the membership of the Library Board shall occur, such 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 4. Limitation On Appointment; Limitation On Reappointment

The term of a Library Board member is four (4) years. 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.

Any member of the Library Board shall be eligible to be appointed for not more than four (4) consecutive terms.

Section 5. Removal Of Board Members

A member of the Library Board may be removed at any time by the appointing authority, after public hearing, for any cause which interferes with the proper discharge of duties as a member of such Board or for cause which jeopardizes public confidence in the member. A vacancy shall occur whenever a member is absent from six (6) consecutive regular Board meetings for any cause, other than illness, and the appointing authority shall be notified by the Secretary of the Board of the occurrence of such vacancy.

Section 6. Compensation, Prohibition Of Employment And Nepotism

All members of the Library Board shall serve without compensation and no Board member shall serve as a paid employee of the library.

Except as otherwise may be allowed by Indiana statute or regulation specifically addressing nepotism, relatives (as defined below) of a Board member shall be excluded from consideration for employment by the Library. Employees shall not hold a position of employment with the Library while they or any of their relatives serve on the Board or any Committee of the Board.

“Relative” shall include any person related as grandfather, grandmother, father, mother, stepfather, stepmother, brother, sister, stepbrother, stepsister, uncle, aunt, husband, wife, son, daughter, stepchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, grandchild, step grandchild, niece, nephew, or an individual who resides or shares a residence with a Board member for at least six (6) months of the calendar year.

Section 7. Certificate Of Appointment And Oath Of Office

The appointing authority shall issue to each appointee a signed certificate of appointment. Within ten (10) days after the receipt of the certificate of appointment, the appointee shall qualify for office by taking an oath of office before any person authorized by law to administer the same to the effect that the appointee will faithfully discharge the appointee’s duties to the best of the appointee’s 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 8. Indemnification Of Members

The Board shall indemnify any member or former member made a party to any action, suit or proceeding in tort or contract, or for violation of any of the civil rights laws, State, Federal or local, under which the member or former member is or could be subject to personal civil liability for a loss occurring because of a non-criminal act or omission within the scope of their membership on the Board. This indemnification shall include any judgement, compromise, or settlement of the action, suit or proceeding; and reasonable expenses, including attorneys' fees actually and reasonably incurred by the member or former member in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that he or she is liable for gross negligence or willful misconduct in the performance of their duties. The rights of indemnification and reimbursement contained in the By-Laws shall not be deemed exclusive of any other rights to which a member or former member may be entitled by Statute or otherwise.

Section 9. Representation On The Public Library Foundation

The President shall appoint one member of the Library Board to serve as the Board's representative on the Board of the Indianapolis-Marion County Public Library Foundation, Inc.

Section 10. Conflicts of Interest

Library Board members, in the capacity of trust imposed upon them, shall observe ethical standards with absolute truth, integrity, and honor.

Library Board members shall promote a high level of service while observing ethical standards.

Library Board members shall avoid situations in which personal interests are served or financial benefits gained at the expense of library users, colleagues, or the institution.

Library Board members will not use the Library or their position with the Library for personal advantage or the personal advantage of friends or relatives.

Library Board members will declare any conflict of interest between their personal life and their position on the Library Board and avoid voting on issues that appear to be a conflict of interest.

It is incumbent upon any Library Board member to disqualify or recuse himself or herself immediately whenever the appearance of a conflict of interest exists.

If the possibility of a long-term conflict of interest exists, the Library Board member shall complete the Uniform Conflict of Interest Disclosure Form annually.

Library Board members shall conduct themselves in accordance with the conflicts of interest principles set forth in these By-Laws and with the established *Code of Ethics for IMCPL Board of Trustees and Employees*, as may be amended from time to time.

ARTICLE V

OFFICERS OF THE LIBRARY BOARD

Section 1. Officers

The officers shall be President, Vice-President, and Secretary, all of whom shall be elected from the members of the Library Board. The Treasurer may be a Board Member. The Chief Executive Officer is not eligible to be designated as Treasurer.

Section 2. Tenure Of Office

The current term of office for Board members, except for the Treasurer, will be one (1) year with a maximum of three (3) consecutive terms. Normally, the term of office shall be from January 1 thru December 31.

Section 3. Election Of Officers

All elections shall be by nomination and roll call. A majority of the entire Board shall be necessary to elect any officer of the Board (four votes).

Section 4. Removal Of Officers

Any officer may be removed from office before the expiration of 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. Notwithstanding the foregoing, the Treasurer may be removed by the Board, with or without cause, at any regular or special meeting, by a majority vote of the entire membership of the Board.

Section 5. Vacancies

When a vacancy occurs during the term of any officer, the Board will elect a successor at the next regular meeting of the Board after the vacancy occurs to fill out the unexpired term of the office.

Section 6. President

The President shall:

- a. Preside at all meetings.
- b. Appoint members of committees, including Chairmen.
- c. Authorize calls for any special meeting.
- d. Generally perform the duties of a presiding officer.
- e. Serve as ex-officio member of all committees.
- f. Enforce the performance of these By-Laws.

Section 7. Vice-President

The Vice-President shall:

- a. Perform the duties of the President in the latter's absence.
- b. In case of a vacancy in the Presidency through death, disability, absence from the country, or other cause, the Vice-President shall serve as acting President until a President shall be elected or the disability shall be removed.

Section 8. Secretary

The Secretary shall:

- a. See that a record of attendance at Board meetings is kept. The record of attendance shall reflect members who were physically present at the meeting, members who participated by a means allowed under Article VII, Section 5(a), and members absent.
- b. See that a true and accurate account of all proceedings of the Board meetings is maintained.
- c. When a Board vacancy occurs, the Secretary shall inform the officer or body that appointed said member of such vacancy.
- d. See that Board members are notified of all meetings, and of changes in the hour, and/or date, and/or place of the regular meeting.

Section 9. Treasurer

The Treasurer shall:

- a. Receive, have custody of, and see that a true and accurate record is kept of all money and securities of the Library.

- b. Disburse the funds of the Library as authorized by the Board upon a warrant signed by the Treasurer.
- c. See that a true and accurate financial report is made each month and presented to the Board.
- d. Be bonded in an amount determined by the Board, the cost of said bond shall be paid from the Library Operating Fund.

ARTICLE VI

COMMITTEES

Section 1. Standing Committees

The following Standing Committees shall be appointed by the President in January of each year. At least two (2) Library Board members will be appointed to each committee, and an appropriate Library staff member will be assigned by the Library's Chief Executive Officer to serve as a liaison for administrative support.

- a. Facilities
- b. Finance
- c. Diversity, Policy and Human Resources

Section 2. Special Committees; Tenure of Special Committees

- a. Special committees for the study and investigation of special problems may be appointed by the President.
- b. Such committees are to serve until the completion of the work for which they were appointed, or until the completion of the term of the Board Member, whichever shall first occur.

Section 3. Advisory Powers

No committee will have other than advisory powers unless, by suitable action of the Board, it is granted specific power to act.

ARTICLE VII

MEETINGS

Section 1. Regular Meeting

- a. The regular meeting of the Public Library Board shall be held on the fourth Monday of each month at 6:30 p.m. at the various branch or administrative facilities within the I-MCPL system.
- b. The Board may, by resolution adopted at any regular or special meeting, change the date and/or hour and/or place, of any subsequent regular meeting of the Board.
- c. Regular, special and executive session meetings will be publicized and conducted in accordance with the Open Door Law of Indiana (IC 5-14-1.5)

Section 2. Annual Meeting

The annual meeting of the Board for the election of officers shall be held following the regular monthly meeting held in November of each year.

Section 3. Special Meeting

- a. Special meetings may be called by the President, or upon the written request of two members to the President. Only such business may be transacted as shall be stated in the call of such special meeting, except that additional items of business may be acted upon if all members of the Board give their consent.
- b. Forty-eight (48) hours notice of a special meeting shall be given all Board members. Such notice may be given by telephone call, facsimile transmission or in writing, provided that if all members of the Board are present, or sign a waiver of notice and consent to hold such a special meeting, no notice shall be necessary.

Section 4. Quorum

Four (4) members shall constitute a quorum at any regular, annual or special meeting. Only members who are physically present at the meeting location and, except in the case of “Excluded Meetings” as defined in Article VII, Section 5(b), a limited number of members who participate in a meeting by permitted electronic means of communication may be considered present for the purpose of establishing a quorum.

Section 5. Voting

- a. Except in the case of “Excluded Meetings,” as defined in herein, and subject to the limitations imposed by the Board *Electronic Communications Meetings Policy*, participation by Board members in a regular or special meeting of the Board may be through the use of any means of electronic communication by which all members participating may simultaneously communicate with each other during the meeting (i.e. telephone, computer, videoconferencing, or any other electronic means of communication) and by which members of the public may simultaneously attend and observe the meeting. However, a Board member participating by such permitted means of electronic communication may only participate in any final action taken at such meeting if the member can be both seen and heard.
- b. A Board member who participates in an Excluded Meeting by means of electronic communication may not (i) be considered present for purposes of establishing a quorum, or (ii) participate in any final action taken at the Excluded Meeting. An “Excluded Meeting” means a meeting of the Board if the Board is attempting to take final action to:
 - (1) Adopt a budget
 - (2) Make a reduction in personnel
 - (3) Initiate a referendum;
 - (4) Establish or increase a fee;
 - (5) Establish or increase a penalty;
 - (6) Use the Board’s eminent domain authority; or
 - (7) Establish, raise, or renew a tax.
- c. Voting on all matters of business may be verbal ayes and nays or by show of hands, unless a record of votes is required. When a record is required or desired, the vote shall be by a roll call response. When a member of the Board participates in a regular, annual or special meeting by permitted means of electronic communication, all votes taken during the meeting must be taken by roll call vote.
- d. 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. All resolutions eligible for vote in a Special Meeting of the Board shall require at least four “yes” votes in order to pass.
- e. The order of voting of a recorded vote shall be by roll call in alphabetical order, except for the President who shall vote last.

- f. The presiding officer shall announce the result of the vote.
- g. Proxy voting shall be prohibited.

ARTICLE VIII

PERSONNEL

Section 1. Chief Executive Officer

- a. The Library Board shall select a Chief Executive Officer who holds a certificate under IC 36-12-11 to serve as the director of the Library. The selection shall be made solely upon the basis of the candidates training and proficiency in the science of library administration.
- b. The terms of employment for the Chief Executive Officer shall be set forth in a written agreement approved by the Board.
- c. The Chief Executive Officer shall be considered the Executive Officer of the Indianapolis-Marion County Public Library and shall be solely responsible for the management and operation of the Library under the direction and review of the Board.
- d. The Chief Executive Officer shall be responsible for the care of the buildings and equipment, for the employment and direction of the staff, for the efficiency of the Library's service to the public, for administration of the long range plan and short term goals, and for the operation of the Library under the financial conditions set forth in the annual budget.
- e. The Chief Executive Officer or a delegated representative shall attend all meetings of the Board and present a quarterly statistical report on the operation of the Library.
- f. The Chief Executive Officer shall make recommendations to the Board for the annual budget of the Library.
- g. The Chief Executive Officer shall present an annual report to the Board.
- h. The Chief Executive Officer is not a member of the Board of Trustees of the Library.

Section 2. Attorney

- a. The Board may engage legal counsel as needed for legal advice.
- b. The President of the Board or the Chief Executive Officer may at any time request the legal opinions of legal counsel upon any matter coming within the jurisdiction of the Board. In all cases, 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 legal counsel with legal counsel's opinion to the Board.

ARTICLE IX

EXPENDITURES

Section 1.

The Chief Executive Officer is authorized to incur indebtedness, to the extent consistent with the approved budget, without prior approval of the Board as follows:

- a. Up to \$1,000 for travel outside Marion County;
- b. Up to \$50,000 per contract year for any single contract for services;
- c. Up to \$50,000 for any single purchase of materials, goods, and/or supplies; or
- d. Up to \$50,000 for any single building alteration or repair.

Section 2.

No indebtedness in excess of the expenditure thresholds set forth in **Section 1** of this **Article IX** shall

be incurred by the Chief Executive Officer for purchase of materials, goods, and/or supplies or for building alteration or repair without seeking requests for quotes, requests for proposals or advertising for bids and following the respective procedures for same as required by law.

Section 3.

The Chief Executive Officer of the Library and the Treasurer of the Library shall approve the issuance of warrants in payment of expenses lawfully incurred on behalf of the Library in the ordinary course of the Library's affairs; provided, however, that the respective goods and/or services to be paid have been delivered and/or rendered in advance of payment therefor, unless payment may otherwise be made in advance as permitted by I.C. 36-12-3-16 or other applicable law.

Section 4.

The Chief Executive Officer and Treasurer shall jointly approve the action to be taken pursuant to Section 5 in advance of the action to be so taken and they shall jointly certify to the Board on or before the next regular meeting of the Board the actions so taken by presenting a resolution showing each warrant number, name of claimant and amount allowed.

Section 5.

At each such regular meeting of the Board, the Board shall consider, and confirm, all acts lawfully taken by the Chief Executive Officer and Treasurer as lawful acts taken for and on behalf of the Library.

Section 6.

As to any action so jointly approved, the Chief Executive Officer and Treasurer are authorized, empowered and directed on behalf of the Library to execute any writings and to take any action necessary to effectuate the intent and purposes of the action so approved.

Section 7.

Board Members will be reimbursed for all necessary registration, transportation, hotel, meals, and miscellaneous expenses while traveling on Library business upon the presentation of invoices and receipts so long as said reimbursement is consistent with and does not conflict with state statute, with accounting and compliance guidelines established or promulgated by the Indiana State Board of Accounts, or with written travel policy adopted by the Board.

Section 8.

Notwithstanding the provisions of Section 2. of this Article IX, when the Board has approved the construction or remodeling of a Library facility (a "Project") and has approved the total amount to be expended for such Project, the Chief Executive Officer need not procure the further approval of the Board for the purchase of the materials, goods and supplies in connection with the completion of the Project or in connection with changes in the scope of or the items utilized in the Project, so long as the total of all such purchases does not exceed the amount to be expended on the Project as previously approved by the Board and so long as any such changes have been reviewed and approved by the Committee of the Board responsible for overseeing such Projects.

ARTICLE X ORDER

OF BUSINESS

Section 1. Agenda

Board members are to submit to the President, items they want included on the Agenda at least seven (7) days prior to the meeting. Copies of the Agenda shall be in the hands of the Board Members at least forty-eight (48) hours before meeting time (except for special meetings).

Section 2. Order of Business

- a. Call to order and roll call.
- b. Hearing of petitions of individuals or delegations.
Only one member may speak for a delegation.
minute limit allowed for each speaker.
- c. Communications received, not requiring action.
- d. Verification and approval of minutes.
- e. Report of committees (including Report of the Treasurer).
- f. Report of the Chief Executive Officer.
- g. Approval of the resolution regarding finances, personnel and travel.
- h. Unfinished business.
- i. New business.
- j. Next meeting date, place, and time.
- k. Adjournment.

ARTICLE XI

AMENDMENT, SUSPENSION, REVIEW

Section 1.

These By-Laws may be amended at any regular meeting of the Board, provided the Board members were notified fourteen (14) days prior to the meeting, or by unanimous vote of all seven (7) members of the Board present.

Section 2.

Any provision of the By-Laws, including the provisions of this article, which does not embody the provisions of an applicable statute, may be suspended by a vote of at least five members of the Board, but not otherwise, and no action of the Board in conflict with the By-Laws shall be valid and effectual unless, as a part of said action, said rules have been suspended as above provided.

Section 3.

Any section of the By-Laws may be amended or repealed and any new and additional rules may be adopted by vote of at least five members of the Board, and not otherwise.

Section 4.

All new and additional By-Laws, and all amendments of the By-Laws shall be by written resolution, stating the full text and indicating specifically affected sections of the By-Laws. The resolution as originally presented, or as amended by majority vote, shall then be voted upon and adopted or refused.

ARTICLE XII

PARLIAMENTARY GUIDANCE

The rules of parliamentary practice as found in Robert's Rules Of Order, newly revised, shall govern the proceedings of this Board, subject to the By-Laws, Procedures, and Policies, which have been or may be adopted by the Board.