

# **Bylaws of the City of Berkeley Board of Library Trustees (BOLT)**

Berkeley Public Library strives to build community through its services, programs, and collections. The Library brings people together to share access to books, information, ideas, and culture. The Library is dedicated to building a community of lifelong learners who share an interest in personal and community development and enjoyment through literacies of all types. We serve a diverse community, and our services celebrate that diversity through a wide array of programs and collections that welcome, reflect, and include the diversity of Berkeley.

## **Mission Statement:**

“We believe free, universal access to information is fundamental to a healthy democracy and that reading, and learning are key to a well-lived life. The Berkeley Public Library is a trusted hub of reading, learning, and community engagement.” (May 2020)

The Board of Library Trustees (“BOLT”) shall endeavor to ensure that the mission of the Library is upheld, as well as the American Library Association’s Bill of Rights and the Urban Libraries Council’s Statement on Race and Social Equity.

BOLT is appointed by the Berkeley City Council to manage the Berkeley Public Library and all branch libraries (the “Library”) on behalf of the City and citizens of Berkeley, and to provide leadership, governance, and oversight.

## **Article I - Organization**

Pursuant to Section 30 of the Charter of the City of Berkeley (the “Charter”) and Berkeley Municipal Code (“BMC”) Chapter 3.04, BOLT is the governing body of the Library. BOLT delegates duties and powers to the Library Director. BOLT’s duties are enumerated in the Charter and BMC.

1. Employ a Library Director who will be administratively responsible for the day-to-day operation of the Berkeley Public Library.
2. All Duties prescribed in Section 30 of the Charter and BMC Chapter 3.04 including (excerpts):
  - a. manage and control the Library;
  - b. make and enforce rules, regulations, and bylaws necessary for the administration, governance and protection of the Library and Library property;
  - c. appoint officers and employees of the library as may be necessary to adequately conduct the business of the library, and to prescribe their duties and powers;
  - d. recommend to the City Council the purchase or lease of real property.

3. Annually evaluate the job performance of the Library Director.
4. Participate in the formation and adoption of a strategic plan for the Library and support achievement of such plan through the Library's programs and budget.
5. Develop budgetary priorities and recommend an annual budget for the operation and maintenance of the Library.
6. Approve by vote of BOLT library purchases of materials, supplies or equipment of \$50,000 or more, and contracts for services of \$25,000 or more.
7. Recommend to the City Council the purchase, lease and/or erection of buildings, quarters, and sites for the Library and its administration, and control all Library property.
8. Communicate the mission, goals, needs, and other important information about the Library to the City of Berkeley and to the public.
9. Make an annual report to the City Council describing the condition of the Library and a summary of BOLT's work over the course of the past year, as well as any other reports and information that may be requested by the City Council.

## **Article II - Membership**

1. **Membership** - The Board of Library Trustees shall consist of five (5) members ("Trustee" or "Trustees"), to be appointed by the City Council. All Trustees shall be residents of the City of Berkeley.
2. **Appointment** - Four of the five Trustees shall be non-City Councilmembers, appointed by the City Council. The fifth Trustee shall be a Councilmember, also appointed by the City Council.
3. **Removal** - Trustees shall be subject to removal from BOLT at the pleasure of the City Council, prior to the expiration of their appointed term.
4. **Majority Vote Required** - A majority vote of all the members of the City Council shall be required to appoint a Trustee, fill any vacancy, or to remove any member from the board prior to the expiration of their term of office.
5. **Terms** - The term of office of non-Councilmember Trustees shall be four (4) years. The term of the Councilmember Trustee shall expire on December 1 of the year their Council term expires.

- a. Each Trustee shall serve until a successor is appointed and qualified.
  - b. Vacancies from whatever cause, [except temporary vacancies], shall be filled by the City Council for the unexpired term.
5. **Compensation** - Trustees shall serve without compensation.
  6. **Oath of Office** - Before a Trustee participates as a voting member of BOLT, they must take the Oath of Office as required by law at the City of Berkeley Clerk's Department or through BOLT Secretary at a regular BOLT meeting. Failure to take the Oath of office within 30 days of appointment is cause for automatic termination.
  7. **Attendance Requirements** - BOLT members shall attend all regular and special BOLT meetings. If a Trustee is unable to attend a meeting, that member shall notify the BOLT President and Secretary.
  8. **Leaves of Absence** - If a Trustee must be absent for a period, a leave of absence not to exceed three months may be granted by the Council; the Library Director shall submit a consent item to the Council agenda to approve the absence prior to the commencement of the period of absence, in compliance with the procedures in the Commissioners' Manual
  9. **Resignation Procedure** - A Trustee wishing to resign shall submit a written resignation directly to the City Clerk and Secretary. Once submitted, a letter of resignation cannot be withdrawn. The effective date of the resignation is the date it is received by the City Clerk and Secretary unless a future date is indicated. The Secretary shall then notify BOLT and the City Council that a vacancy exists within three business days.

### **Article III - General Responsibilities of Trustees**

Each Trustee shall:

1. Abide by these Bylaws and all Library policy including, but not limited to, the Library's conflict of interest statement, code of ethics, and confidentiality requirements.
2. Abide by the requirements of the Brown Act and be familiar with Robert's Rules of Order.
3. Strive to build strong working relationships with other Trustees; during meetings, practice civility and decorum in discussions and debate, value each other's time, and preserve order and decorum.

4. Understand and periodically review existing Library Policies, including, but not limited to, the Board of Library Trustees Meeting Policy, Ethical Conduct Policy, and Privacy Policy.
5. Understand and support basic library tenets including, but not limited to, the Library Bill of Rights, the Urban Libraries Council's Statement on Race and Social Equity, The American Library Association's Freedom to Read Statement, Intellectual Freedom, and patron privacy rights.
6. Stay informed about BOLT and Library matters by reviewing all distributed minutes, reports, and documentation.
7. Assist BOLT in carrying out its fiduciary responsibilities including, but not limited to, reviewing, and approving financial reports, the annual budget, and the annual audit report.
8. Stay current on developments and trends related to public libraries and, when possible, participate in library conferences, workshops, and educational undertakings.
9. Periodically visit the Library locations, Central and branches.
10. Serve as an advocate for the Library through formal and informal communication opportunities with the public, businesses, civic groups, and other organizations.
11. Strive to establish relationships with the Berkeley Public Library Foundation, the Friends of the Berkeley Public Library and other community organizations affiliated with the Library.
12. Serve on ad hoc committees when assigned and complete associated projects.
13. Abide by and uphold BOLT's decisions.

#### **Article IV - Officers**

BOLT Officers shall be the President, Vice President, and Secretary. BOLT shall elect one of its members President, and one of its members Vice-President. The President and Vice-President have full rights to make or second motions. The Director of Library Services shall be ex officio Secretary of the board.

1. **Terms of Office:**
  - a. The President and Vice President shall be elected at the first BOLT meeting in October of each year.

- b. The President and Vice President shall hold office for one (1) year terms, and until their successors are elected, unless their terms as member of BOLT expire sooner.
- c. No board member shall serve as President for more than two (2) consecutive terms if so elected; The Vice President may serve an unlimited number of consecutive one (1) year terms, if so elected.
- d. The Vice President does not assume the position of President if the President resigns from the Office of President or from BOLT, or is removed, but remains as the Vice President; however, the Vice President shall execute the President's duties until a new President is elected
- e. In the event the Office of President or Vice President is vacated for any reason, a Special Election shall be completed within four months of such vacancy.
- f. There is no automatic or presumptive succession from the office of Vice President to President, but the Vice President may be nominated and elected to the position of President in the same manner as any other Trustee.
- g. If the offices of both the President and Vice President are vacated, the Trustee with greatest seniority on BOLT shall serve in the same manner as a Vice President, until such time as a President or Vice President is duly elected.

## **2. Procedures for Regular and Special Elections of the President and Vice President -**

- a. Regular Elections:
  - i. In July of each year, an information report shall be included on the Regular BOLT Meeting Agenda reviewing the rules for elections to the Offices of President and Vice President and the duties of such Officers and calling for nominations to be made at the September BOLT meeting.
  - ii. At the September BOLT meeting, nominations shall be agendized as an Action item. Trustees may nominate themselves or other Trustees for consideration for either or both Offices. Nominations require a motion, but no second, and may be declined by the nominee.
  - iii. At the October BOLT meeting, the Election of a President and Vice President shall be agendized as two separate Action Items, with the office of President to be voted upon first. All Trustees accepting nomination for each office at the September meeting shall be listed. A duly nominated Trustee may be listed for either or both offices but may only be elected to one. The presiding officer shall call for any additional nominations (which may be declined) or declinations as the election for each office is taken up and, after closing nominations, shall allow each nominee an equal opportunity to speak on behalf of their own candidacy. Nominees may then be discussed by the full BOLT membership, after which the presiding officer shall call for a public roll-call vote for that office. Should a Trustee nominated to both the offices of President and Vice President be elected as President, their nomination for the office of Vice President shall be nullified. The results of each vote shall be publicly announced and recorded in the minutes.

- iv. In the event no President or Vice President is elected on the first round at the October meeting, the presiding officer may call for additional rounds of nominations, speaking, discussion and voting at the same meeting until the office is filled, or may postpone the election for that office to the next regular meeting, at which time the same procedures for nominations, speaking, discussion and voting shall be followed.
- b. Special Elections:
  - i. Special Elections for the office of President or Vice President, necessitated by the resignation or removal of a President or Vice President prior to the expiration of their term as an officer or as a Trustee, shall follow the same three-meeting process as required for Regular Elections, unless the resignation or removal takes place in the three months preceding the date for a Regular October election, in which case no Special Election shall be required.

### **3. Duties of the President**

- a. Serve as the Presiding Officer at all meetings and ensure BOLT's work is accomplished.
- b. Ensure that all viewpoints are heard and are considered in a fair and impartial manner, while exerting sufficient control to eliminate irrelevant, repetitious, or otherwise unproductive discussion.
- c. Ensure that the Charter, Berkeley Municipal Code, BOLT Bylaws and other BOLT policies are followed. The President cannot make rules related to the conduct of meetings; only the full BOLT may do so.
- d. Approve the agenda prior to distribution. This is limited to the structure and order of the agenda and does not grant the President the authority to remove items submitted by other Trustees or staff.
- e. Appoint Trustees to ad hoc subcommittees, subject to the approval of BOLT.
- f. Sign correspondence on behalf of BOLT.
- g. Represent BOLT before the City Council. Other Trustees may represent BOLT before the City Council, but only with formal approval by motion and majority vote of BOLT.
- h. Approve final BOLT reports to Council, without modifying content that was approved by the full BOLT.

### **4. Duties of The Vice President**

- a. Serve as the Presiding Officer in the absence of the President and perform all the functions of the President in their absence or disability.
- b. Perform such functions as may be assigned by the President or BOLT.

### **5. Duties of The Secretary**

- a. Keep a full account of all receipts and expenditures.
- b. Keep a record and full minutes of all proceedings.

- c. Fulfill all applicable duties of the Secretary, as defined in the City of Berkeley Commissioner’s Manual.

#### **ARTICLE V: Filling BOLT Vacancies**

Pursuant to Section 30 of the Charter of the City of Berkeley (the “Charter”), “five Library Trustees shall be appointed and may be removed by a vote of five members of the Council and one of such trustees must be appointed by the Council from its own members.”

Per Section 3.04.010 of the Berkeley Municipal Code (“BMC”):

“Vacancies on the Board of Library Trustees from whatever cause, except temporary vacancies as hereinafter provided, shall be filled by the City Council for the unexpired term. Each member of the board shall serve until his successor is appointed and qualified. A majority vote of all the members of the City Council shall be required to appoint a member to the board, or to fill any vacancy thereon, or to remove any member from the board prior to the expiration of his term of office.”

1. **Vacancies** – When a BOLT vacancy has occurred or is planned to occur, the Board of Library Trustees can assist the City Council by facilitating a nomination process, by convening an ad hoc trustee nominating sub-committee to identify candidates.
2. **Process** – BOLT shall adopt and update a policy for nomination that delineates candidate search objectives, provisions for the notice of the vacancy, application procedures, objective standards for the review of applications, a selection process, and any other pertinent information.

#### **Article VI - BOLT Meetings**

1. **Brown Act:** All meetings must be conducted in compliance with the Brown Act.
2. **Regular Meetings:** A regular meeting of BOLT shall be held at least once a month, at a time and place as determined by resolution of BOLT.
3. **Agenda and Notice Requirements:** Agendas for regular meetings of BOLT should follow the same content and notice requirements for agendas as enumerated in the Commissioners Manual, including:
  - a. At least 72 hours before a regular meeting, the Secretary shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting, including items to be discussed in closed session, if any.
  - b. Agenda titles should fully describe the issue or action to be discussed and/or taken.

- c. The agenda shall specify the time and location of the regular meeting.
- d. The agenda shall include, but is not limited to, the following:
  - i. Call to Order
  - ii. Public Comment on Non-Agendized, Consent, and Information Items
  - iii. Comment from Unions
  - iv. Approval of Minutes
  - v. Consent Items
  - vi. Action Items
  - vii. Information Reports
  - viii. Communications
  - ix. Adjournment
- e. The agenda must be posted in the following locations:
  - i. On the bulletin board at Old City Hall at 2134 Martin Luther King Jr. Way
  - ii. At the Central Library and all Branch Library locations
  - iii. The location where the meeting will be held if not held in one of the Library branches
  - iv. On the Berkeley Public Library website
- f. The agenda and accompanying information for a meeting shall be approved by the President, pursuant to Section 3(d) of these Bylaws.
  - i. An item may be placed on the meeting agenda for BOLT consideration by any Board member by submitting it in person at a Regular BOLT Meeting or electronically to the BOLT President and Secretary, for consideration at the next Regular BOLT meeting.
  - ii. If an item is received after a BOLT meeting agenda has already been published, it will be considered at the next Regular BOLT Meeting for which appropriate notice can be given.
  - iii. Emergency items may only be added to an agenda at a BOLT meeting in accordance with the Brown Act, Gov. Code Section 54954.2(b).

#### **4. Special meetings**

- a. Special meetings of BOLT may be called at any time by the President or by any three (3) Trustees, by written notice at least twenty-four (24) hours before the time of the proposed meeting, or at any time by the President with the written consent of all BOLT members.
- b. Notice and agenda requirements for Special Meetings shall conform to the Commissioner's Manual.
- c. Subcommittee meetings are considered Special Meetings for the purposes of noticing and agenda requirements.

#### **5. Meeting Conduct:** All BOLT Meetings shall be conducted according to the Board of Library Trustees Meeting Policy (see appendix).

- a. In addition, Library Trustees are expected to clarify to the public and staff appropriate communication channels related to employee grievances as designated by labor union/City of Berkeley agreements.



- b. Trustees shall not engage in public negotiations that may contradict or jeopardize agreements and/or contracts between the City and other entities, such as businesses, community organizations, labor unions or other such organizations.

**6. Cancellation of Meetings**

Upon notification that a quorum of Board members will not be present at a meeting, the President may elect to cancel or reschedule the meeting. Public notice of cancelled or rescheduled meetings shall conform to the Commissioner’s Manual.

**Article VII – General Conduct of Trustees**

1. By accepting board membership, a trustee is committing to honor the following code of conduct:
  - a. As a trustee, I shall do my utmost to ensure that Berkeley Public Library performs its mission and achieves its goals. As a trustee I agree to:
  - b. Act with honesty and integrity.
  - c. Support in a positive manner all actions taken by the board even when I am in a minority position on such actions. I recognize that decisions of the board can be made only by a majority vote at a board meeting and respect the majority decisions of the board, while retaining the right to seek changes through ethical and constructive channels.
  - d. Participate in annual strategic planning retreats and work sessions to evaluate the Library Director; participate in board self-evaluation programs; and participate in board development workshops, seminars, and other educational events that enhance my skills as a board member.
  - e. Keep confidential information confidential.
  - f. Exercise my authority as a trustee only when acting in a meeting with the full board or as I am delegated by the board.
  - g. Work with and respect the opinions of my peers who serve this board and leave my personal prejudices out of all board discussions.
  - h. Always act for the good of the organization and represent the interests of all people served by the organization.
  - i. Always represent this organization in a positive and supportive manner.
  - j. Observe the parliamentary procedures and display courteous conduct in all board and committee meetings.
  - k. Refrain from intruding on administrative issues that are the responsibility of management, except to monitor the results of the organization.
  - l. Accept my responsibility for providing oversight of the financial condition of the organization.
  - m. Avoid acting in a way that represents a conflict of interest between my position as a board member and my personal or professional life, even if those actions appear to provide a benefit for the organization. This includes using my position

for the advantage of my friends and business associates. If such a conflict does arise, I will declare that conflict before the board and recuse myself from consideration, discussion and voting on matters in which I have conflict. I agree to abide by the Berkeley Conflict of Interest Code and the conflict of interest provisions in the Commissioner's Manual.

- n. Develop familiarity with and follow City of Berkeley and Berkeley Public Library's policies related to ethical conduct of staff and officials.
  - o. Abide by these board Bylaws.
2. BOLT members may interact with the public; however, if trustees are contacted by the public outside of a meeting, commissioners should encourage them to send their comments to the secretary for distribution to all commissioners or come to a BOLT meeting and speak at public comment. This will allow the full board to hear and consider all pertinent information and points of view.
  3. Any time a commissioner uses their commission title or references their membership on the Board of Library Trustees when speaking publicly, they must state the following: "I am speaking in an individual capacity and not representing the Board of Library Trustees or the City of Berkeley."
  4. Each trustee has the obligation to work cooperatively with other trustees. Trustees should exercise self-discipline and strive always to be objective, fair, and courteous with each other as well as with staff and the public. A healthy respect for the time of other trustees, staff, and the public is of critical importance.

#### **Article VIII - Quorum and Resolution Adoption of the Berkeley BOLT**

1. A quorum of BOLT shall consist of a majority of Actually Appointed members of the Board. No action shall be taken by BOLT without a quorum present.
2. The number of affirmative votes needed to pass a motion is the same number that constitutes a quorum.

#### **Article IX - Ad Hoc Subcommittees**

1. From time-to-time BOLT or the President, with confirmation from BOLT, may appoint two BOLT Trustees to serve as a temporary subcommittee with a finite, single-purpose purview, and a tenure of up to one year, as established by BOLT.
2. Ad hoc Subcommittee meetings are Special Meetings and must comply with the Brown Act and the Commissioner's Manual. Trustees who are not members of the Ad Hoc Subcommittee may not attend Subcommittee meetings, even as observers.
3. Subcommittees are tasked with the study of a specific issue and with making a recommendation to BOLT. BOLT has the opportunity for input when the subcommittee

reports its findings and makes recommendations. BOLT has final decision-making authority on the disposition of the subcommittee's work.

4. Only Trustees may serve on Ad hoc Subcommittees; however, Subcommittees should seek input and advice from the public.

#### **Article X - The Director**

1. Duties of the Director
  - a. Duties of the Director shall be to oversee the day-to-day operation of the Library.
  - b. In the Director's discretion, specific tasks may be delegated to a member of the Library Staff.
  - c. The Director's authority includes the approval of purchases of materials, supplies or equipment up to the amount of \$50,000 and contracts for services up to the amount of \$25,000.
  - d. The Director shall also have the authority to hire employees of the Berkeley Public Library and to negotiate with the various collective bargaining units on ongoing issues.
  - e. The Library Director shall act as secretary as defined in Article IV of these Bylaws.

#### **Article XI - Amendments of the Bylaws of the Berkeley BOLT**

1. Amendments to these Bylaws may be adopted by a majority vote at any regular meeting of BOLT. Proposed amendments must appear as Action Items on a Regular BOLT Meeting Agenda.