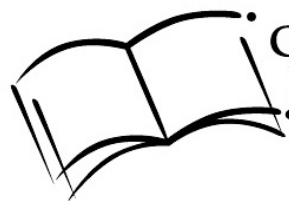


Constitutions and Bylaws for Georgia Public Libraries

*A handbook for system directors
and library administrators*

by Marti A. Minor, J.D., MLIS



GEORGIA PUBLIC
LIBRARY SERVICE

January 2012

These materials are provided as general information only. No legal advice is being given by the Georgia Public Library Service, the Board of Regents of the University System of Georgia, or any other person. You should consult with your attorney on all legal matters.

Contents

Constitutions.....	4
Bylaws.....	13
Conclusion.....	24
References.....	25
Appendix A Constitution Single County.....	26
Appendix B Constitution Regional	30
Appendix C Constitution Member Library	34
Appendix D Bylaws Checklist	38

Introduction

Public libraries exist to serve citizens. Doing so effectively requires an organization structured to achieve certain goals and directives. Attaining the optimal structure for any organization means invoking basic governance principles that will ensure the organization achieves its goals while avoiding those behaviors and situations that should be avoided. Assessing the strength of any organization's governance begins with its foundational legal documents, the constitution and bylaws.

The original edition of this handbook was written and published in 1971, a time when many smaller library systems in Georgia were joining together to form regional systems. As such, the earlier sample constitution and sample bylaws, as well as the commentary, focused on the merging of libraries and the creation of multi-county systems. Forty years later, the configurations of Georgia's public libraries are relatively stable. Therefore, this revised edition of the handbook will address the creation and revision of public library constitutions and bylaws in terms of basic principles of governance.

Georgia law explicitly requires all county and regional public library boards to adopt written constitutions and bylaws and to conform these governing documents to latest edition of this handbook. O.C.G.A. § 20-5-47. Despite confusing language in the statute that seems to indicate "constitution and bylaws" are a single written document, they are separate and distinct documents.

A constitution is an establishment document that contains a set of fundamental principles or precedents that define the organization and dictate how it is governed. Bylaws may be thought of as internal operating procedures of an organization that provide specific, detailed guidelines on the how an organization is to be governed.

Understanding the difference between an organization's constitution and its bylaws is important for successful creation, maintenance, and utilization of the governing documents. Carver's (2006) description of an organization's hierarchy of governance is instructive in achieving this understanding. Carver's (p. 365) hierarchy begins with the establishing document, i.e., the constitution, at the top. The middle level is a set of bylaws, which according to Carver (p. 365), "connects the artificial creature of the state to real human beings." The third and final level of Carver's hierarchy of governance is comprised of the organization's stated policies. While written policy statements are a crucial part of the successful governance of any organization, this handbook is limited to the first two levels of Carver's hierarchy, the constitution and bylaws.

The constitution is a short document defining the primary characteristics of the organization; it should describe the organization in general terms. Keeping the definition and description of the organization broad means the need for revision and amendment of a constitution will be a rare occurrence; thus, the procedure for amending a constitution should be somewhat rigorous and require a high level of approval.

The bylaws, on the other hand, prescribe in detail how the organization will be managed. Because of the level of detail and specificity that will be contained in an organization's bylaws, the need for flexibility in developing, revising, and refining these rules requires less stringent procedures for amendment.

The samples, suggestions, and guidelines contained in this handbook are advisory and should be used as a starting point. The leaders of every individual organization must give consideration to that entity's unique mission, vision, and demographic attributes in drafting and revising a constitution and a set of bylaws.

Constitutions

A constitution is the initial enabling mechanism for an organization and is designed to be a skeletal description of the organization. It should identify the organization and its location, state its purpose, provide an overview of its governing authority, and delineate the powers of the entity to do business.

The constitution is divided into Articles and Sections. There is no magic number of Articles and Sections; the length and design of any given constitution is to be tailored to what is necessary to define the organization.

Single-County Library System

Appendix A is a sample constitution for a single county library system. The delineated Articles are:

- I. Name & Location
- II. Purpose
- III. Governing Authority
- IV. Ability to Contract
- V. Interlibrary Cooperation
- VI. Amendment

Name and location.

Perhaps the simplest and most basic statement in the constitution is the name of the organization and where it is located. While there are instances of Georgia public libraries that have individual governing documents for “micro-entities” such as “The Library System” and “The Library System Board of Trustees,” the most straightforward way to define a library entity is to name the system and

identify the board of trustees as the governing authority. It is not necessarily wrong to have separate governing documents for the library and for its board; however, in a legal sense, these are simply components of the one entity, the library system.

It is within this Article that that the origins of the library should be identified. Generally, this will be a resolution of a municipality, a voter referendum, or a contractual agreement. O.C.G.A. § 20-5-40. It is likely that these documents are old and dusty, but they still merit citation in the constitution as they provide the most basic foundation of the entity that is the library.

Purpose.

In order to set forth the purpose of the library system, consider your mission and vision statements. Try to incorporate all the services your library system offers in a concise way that includes the overall philosophy of why the library system exists.

Governing Authority.

Georgia law provides, “Each library system shall be governed by a board of trustees. . . . The county board of library trustees shall exercise authority in a county system.” O.C.G.A. § 20-5-41. Thus, the constitution for each county library system will reflect that the governing authority is its board of trustees.

The membership for the board is also prescribed by Georgia law: “A county board of trustees shall consist of at least one appointee from each governmental agency financially supporting the library on a regular basis.” O.C.G.A. § 20-5-42. The number of funding agencies will vary from county to county. Your constitution

should specify how many members the board will have and define what funding agencies appoint members.

Beyond the statute requiring at least one, there is no set number of members to comprise the board. Carver (2006, p. 366) suggests a board size of seven because “as boards grow progressively beyond this size, they pay an increasing price in awkwardness, discipline failures, and unfocused energy.” Similarly, Robert (2000) defines a “small board” as one comprised of no more than a dozen members (p. 9). A board of a dozen or fewer members offers greater flexibility and informality. (Robert, p. 9). The appropriate number for your board will depend first on the number of funding agencies involved and second on what is needed in terms of facing the tasks at hand.

The constitution should specify what officers the board will elect and how the offices will be titled, i.e., President or Chair. There is no legal requirement for a board to elect officers. Typically, however, a board elects a chair, a vice-chair, a treasurer, and a secretary.

For the office of secretary, the board may choose to elect the library director or other library employee rather than an appointed board member. If the board in its discretion elects the library director or library employee to serve as secretary, the director/employee is an *ex officio* member of the board and will not have the right to vote on board issues.

The offices of chair, vice-chair, and treasurer will be filled by appointed board members rather than library employees. While the library director’s assistance may be required for the performance of the duties associated with these offices, it is

important to maintain proper checks and balances between the board and its employees.

Due to the high level regulation related to the financial aspects of the library system, the office of treasurer should be filled by an appointed board member who is knowledgeable of, or who is willing to obtain an understanding of, the statutes and regulations pertaining to library system financial operations necessary to oversee compliance with these rules. The treasurer should serve in an advisory role and be a resource for the library director in monitoring library finances.

Collective Authority.

A board is a set of individuals that operates as a single entity. (Carver 2006, p. 27). No individual on the board possesses the authority to act on the board's behalf unless that authority is delegated by the board as a whole. This section should be included in the constitution in order to remind the board, its members, the library director, and library staff that all powers to act stem from the board, and any delegation of this power should be thoughtfully and carefully given.

Bond.

A finance bond is required by Georgia law. O.C.G.A. § 20-5-50 provides in part, "Each library board which handles finances must keep a current bond for an adequate amount determined by the board of trustees and recorded in the minutes on the library director, the treasurer of the board of trustees, or other officials and employees authorized to handle funds."

Compensation.

Georgia law prohibits compensation of board members but does allow reimbursement of expenses incurred through the performance of library business.

O.C.G.A. § 20-5-44.

Contracting Authority.

Georgia law specifies the contours of a library system's ability to enter into contractual agreements. O.C.G.A. § 20-5-49 provides in pertinent part:

Library systems are authorized to make and enter into such contracts or agreements as are deemed necessary and desirable. All such contracts or agreements entered into shall:

- (1) Detail the specific nature of the services, programs, facilities, arrangements, or properties to which such contracts or agreements are applicable;
- (2) Provide for the allocation of costs and other financial responsibilities;
- (3) Specify the respective rights, duties, obligations, and liabilities of the parties; and,
- (4) Set forth the terms and conditions for duration, renewal, termination, abrogation, disposal of joint or common property, if any, and all other matters which may be appropriated to the proper effectuation and performance of the agreement.

These requirements can be incorporated, verbatim, into the constitution.

Interlibrary Cooperation

While the language regarding interlibrary endeavors contained in the sample constitution appears geared more toward regional systems, today's economic climate is such that even single-county systems may wish to include a commitment to cooperation in the constitution. Of the six Articles contained in the sample constitution, this one is truly optional as applied to a single-county system. However, the American Library Association encourages cooperation between

libraries in the form of Interlibrary Loan. As stated by the Reference and User Services Association (RUSA, 2008), “the sharing of material between libraries is an integral element in the provision of library service.” Therefore, the cooperation statement is relevant and recommended for inclusion in any public library constitution.

Amendments.

Because times and circumstances change, it is necessary to include an Article addressing how the constitution may be amended. But, the constitution is a broad definition of the library system, and, therefore, the need for amendment should not be frequent. For this reason, it is recommended that more than a simple majority vote be required in order for an amendment to occur. According to Robert (2000, p. 562) a two-thirds majority is the standard requirement for amendment.

Regional Library System

Appendix B is sample constitution for a regional library system. The regional library system constitution differs from the single county sample in only two material respects. First, it has an Article that defines its constituency, i.e., identity of the member libraries (see p. 10 for definition of “member library”). Second, the composition of the governing board is different in that trustees from member library boards populate the regional board. Rather than repeat the explanations for the Articles that are identical to the single-county constitution, this section addresses only Articles III and IV from the regional sample constitution.

The delineated Articles are:

- I. Name and Location
- II. Purpose

- III. Constituency
- IV. Governing Authority
- V. Ability to Contract
- VI. Interlibrary Cooperation
- VII. Amendment

Constituency.

This Article should specify what member libraries currently comprise the regional system, what the qualifications are for a library to become a member, and by what process a library may apply. Additionally, the constitution of a regional library system should specify the process for its dissolution or the withdrawal of a member library. *See* O.C.G.A. § 20-5-51.

Governing Authority.

Pursuant to Georgia law, a regional board consists of trustees serving on member county boards who are appointed to the regional board by each county board. O.C.G.A. § 20-5-42(b). The regional board's constitution must specify the number of board members from each member library and provide the term of service.

The sample regional constitution also contains a provision for an executive committee. Given the geographic range of a regional system, it may be prudent to delegate power to an executive committee to deal with emergencies or any issues that arise between meetings.

Member Library

Throughout this handbook, all references to "member libraries" describe entities that are a part of a regional library system. In most cases, these are simply county libraries. However, member libraries are distinct from single county library

systems. Therefore, for purposes of clarity, this handbook will refer to “member libraries” when discussing those entities that come together to form a regional system and “county libraries” when discussing single-county systems.

Appendix C is a sample constitution for a member library that is part of a regional library. Its constitution differs from single-county sample only slightly. First, it must have an Article identifying its affiliation with the regional system that references the agreements it entered in becoming a member library. Second, the Article regarding the governing authority must specify the advisory nature of its own board and include the fact that the regional board possesses the actual governing authority. Third, because the ability to contract on behalf of the member library resides with the regional board, there is no Article regarding contracting authority. So as not to repeat the explanations that mirror those set forth in the single-county constitution discussion, only the affiliation Article and the governing authority Article are discussed below. The Articles for the member library constitution are made up of the following.

- I. Name & Location
- II. Purpose
- III. Affiliation
- IV. Governing Authority—advisory
- V. Interlibrary Cooperation
- VI. Amendment

Affiliation.

This Article should identify the participation agreement the library entered to become a member library. It should further reference any reciprocal privileges the member library provides and receives with respect to its own citizens and those of other municipalities within the regional system.

Governing Authority.

This Article should identify the county board; and delineate its membership, duties, bond obligation, and compensation. Most importantly, this Article must provide for the selection of a board member to serve on the regional board. And, finally, this Article should state that any conflicts in the member library's governing documents are resolved in favor of the regional library's governance.

Bylaws

A set of bylaws is the document that will provide the details about the organization and how it is governed and operated. This handbook does not contain a complete sample set of bylaws. The reason for this is to encourage each library system to give individualized attention to the creation and maintenance of bylaws rather than simply adopting a generic model. Suggested formats and content description are provided. Appendix D contains a checklist for preparing a set of bylaws for your public library.

Format

While constitutions are organized by Articles and Section, there is more flexibility in the layout of bylaws. You may wish to keep the Article/Section formatting, or you may prefer a less formal numbering system. What is important for organizational purposes is that your bylaws be divided into identified topics with the applicable rules contained therein. Ease of citation should be a factor in organizational plan as well.

Below are two examples for organization of the bylaws. The first utilizes articles and sections just as in a constitution. The second is divided into parts with separate numbered statements within each part; the numbering starts over at 1 in each individual part. Citation to a particular rule is simple under either format. The statement regarding quorum would be cited as Article II, Section 4 in the first example and as Part 2.4 in the second example.

These are not the only methods of designing the layout for a set of bylaws. Any system that groups bylaws logically and allows users to easily find the applicable rule will work.

Figure 1. Sample formatting for bylaws regarding board meetings article/section style.

Article II: Meetings of the Board of Trustees

Section 1. Regular Meetings: The Board shall have a minimum of four meetings per year. Those meetings will occur on the first Tuesday of January, April, July, and October.

Section 2. Special Meetings: Special meetings may be called at the direction of the chair or upon the written request of at least two members, for the transaction of business as stated in the call for the meeting. Except in cases of emergency, at least 48 hours notice shall be given. In no case may less than two hours notice be given.

Section 3. Method of Attendance: Pursuant to O.C.G.A. § 50-1-5(a), members may attend meetings in person or via telephone conference calls, two-way interactive closed circuit television or satellite television signal, or any other similar method that will allow each member of the board or body participating in the meeting to hear and speak to each other member participating in the meeting.

Section 4. Quorum: No official business may be conducted at a Board meeting without a quorum. More than one-half of the current membership of the Board, either in person or via audio/videoconference, shall constitute a quorum for the transaction of business at any meeting.

Figure 2. Sample formatting for bylaws regarding board meetings part/number style.

Part 2: Meetings of the Board of Trustees

1. Regular Meetings of the Board shall be held quarterly. The meetings will take place on the first Tuesday of January, April, July, and October.
2. Special meetings may be called at the direction of the chair or upon the written request of two members, for the transaction of business as stated in the call for the meeting. Except in cases of emergency, at least 48 hours' notice shall be given. In no case may less than two hours' notice be given.
3. Attendance of Board members may be in person or via telephone conference calls, two-way interactive closed circuit television or satellite television signal, or any other similar method that will allow each member of the Board participating in the meeting to hear and speak to each other member participating in the meeting. See O.C.G.A. § 50-1-5(a).
4. No official business may be conducted at a Board meeting without a quorum. One more than one half of the current membership of the Board, either in person or via audio/videoconference, shall constitute a quorum for the transaction of business at any meeting.

Content

In creating or updating a set of bylaws for a public library, there is no need to repeat information that is contained in the constitution. The constitution and bylaws are companion documents and do not overlap. The purpose of the library bylaws is to detail the machinations of the governing authority by explaining how and when it conducts business. The crucial parts to how a library board conducts business are: (1) duties of the officers, (2) the library's fiscal year, (3) meetings, (4) committees, and (5) relationship with the library director. Finally, the bylaws must contain a

procedure for amendment; generally this will be through a simple majority vote after notice of a proposed amendment. Items for consideration within each substantive topic are discussed below.

Officer Duties

This section of the bylaws should define each office that was enumerated in the constitution. Generally, officers' roles are as follows:

1. The Chair shall be the chief officer of the Board of Trustees and shall preside at all meetings. He/she shall appoint all committees and serve as an ex officio member of all committees.
2. The Vice Chair of the Board of Trustees shall assist the Chair and in the absence or disability of the Chair perform the duties of the Chair.
3. The Secretary of the Board of Trustees shall record the official actions of the board, keep a record of attendance at board meetings, and have custody of the official books, which shall be housed in the library headquarters. [For regional board secretary: He/she shall notify the proper appointing local boards of vacancies that occur on the regional library board. He/she shall report changes of membership to the Georgia Public Library Service.]The Secretary shall send copies of the minutes of all meetings to the participating agencies [for regional board secretary: and the chairs of all local boards].
4. The Treasurer shall monitor the financial operations of the library to ensure compliance with (a) applicable statutory and regulatory requirements; (b) funding and budgetary requirements; and (c) internal control procedures designed to safeguard library assets. The Treasurer's monitoring duties should include periodic reviews of documentation supporting: (a) all monies received and deposited; (b) approval of accounts payable invoices and receipt of goods or services; and (c) the library director's approval for and disbursement of funds. An account of all receipts and expenditures must be kept, and a financial report made at each quarterly board meeting. In addition, the Treasurer should report on monitoring activities performed during the preceding quarter. The accounts shall be audited at the direction of the board and according to requirements for state grants and other state and/or federal laws or regulations. Official copies of all financial reports and

the Treasurer's report shall be kept in the library headquarters at all times. [Note: Granting the authority to countersign checks to board members may be necessary and advisable.]

Fiscal Year

A fiscal year is any 52-week period used consistently by an organization for the purposes of financial reporting and policy setting. It may or may not correspond with the typical calendar year of January to December. An organization may choose to designate a different time period as its fiscal year as a way of recognizing seasonal variations in its business, as a method of minimizing its tax burden, or for any number of other reasons. The State of Georgia's fiscal year begins on July 1 whereas the United States begins its fiscal year on October 1.

Board Meetings

In order to receive any state, federal, or private library grant funds administered by GPLS or the benefits of any state administered program or service, public library boards of trustees are required to meet a minimum of four times each year. The bylaws should establish the date, time, and place for these quarterly meetings. The bylaws should also set forth a procedure for convening special or emergency meetings.

All meetings of the library board or its committees must be open to the public and conform to the specifications of the Open Meetings Law (O.C.G.A. § 50-14-1). In light of these legal requirements with respect to board meetings, the bylaws should specify that meetings are open to the public and should detail how notice of the meetings will be made available to the public. The bylaws should likewise set out instances when the board may go into closed session. For example, a board

meeting may be closed to discuss the future acquisition of real estate, to consult and meet with legal counsel pertaining to pending or potential litigation, or to discuss or deliberate (but not to vote) upon the appointment, employment, compensation, hiring, disciplinary action or dismissal, or periodic evaluation or rating of a public officer or employee.

For a board to take official action at a meeting, it must have a quorum, which is a minimum number of board members necessary. According to Robert (2000, p. 20), the "requirement for a quorum is protection against totally unrepresentative action in the name of the body by an unduly small number of persons." The library's bylaws must specify what that minimum number shall be. Generally, a quorum is one more than half of the members. However, this number may be larger or smaller; it is for the deliberative assembly to determine the number of members necessary to conduct business.

Given the requirement of a quorum as well as the desire for diverse representation, attendance of meetings by board members is essential. Georgia law provides that a board member shall be removed for failure to attend three consecutive regularly scheduled meetings. O.C.G.A. § 20-5-42 (d). Therefore, the bylaws should specify this requirement and set forth the procedure for removal.

Advancements in technology have made meeting attendance easier. Georgia law permits meeting attendance in person or via telephone conference calls, two-way interactive closed circuit television or satellite television signal, or any other similar method that will allow each member of the board or body participating in the meeting to hear and speak to each other member participating in the meeting.

O.C.G.A. § 50-1-5(a). Your bylaws should specify precisely what means of attendance will be permitted for your library's board meetings. The bylaws should further explain whether a member attending via the electronic means noted above will be allowed to participate in the meeting and to cast votes. It is for the board to decide what level of attendance, participation, and voting will be permitted by those utilizing electronic means of attendance. The bylaws should state with specificity what the board's rules are in this regard.

Board meetings should follow an established order of business. Setting out the order to be followed in the bylaws assures consistency. Suggested points of business are (1) call to order, (2) approval of minutes, (3) reports, (4) old business, (5) new business, (6) public comment, and (7) adjournment. With the exception of call to order and adjournment, which should occur first and last, respectively, the order of business is up to each organization. It may be wise to allow for public comment early in the meeting rather than require citizens to sit through the entirety of the proceedings. Your bylaws may specify the order in which reports (i.e., financial, committee, from the director) are to be presented. The order of business is not formulaic, but establishing a plan for how meetings will proceed and consistently following that plan will result in organized, orderly meetings and will make the creation of an agenda more streamlined. The ease in preparing the agenda is important because Georgia law requires that prior to any meeting, an agenda of all matters expected to come before the board shall be available upon request and shall be posted at the meeting site. O.C.G.A. § 50-14-1(e)(1). Specifically, that statute provides: "The agenda shall be available upon request and shall be posted at the

meeting site, as far in advance of the meeting as reasonably possible, but shall not be required to be available more than two weeks prior to the meeting and shall be posted, at a minimum, at some time during the two-week period immediately prior to the meeting.”

Parliamentary procedure is essential to the orderly function of any board. According to Robert (2000, p. xlvi), “[t]he application of parliamentary law is the best method yet devised to enable assemblies of any size, with due regard for every member's opinion, to arrive at the general will on the maximum number of questions of varying complexity in a minimum amount of time and under all kinds of internal climate ranging from total harmony to hardened or impassioned division of opinion.” *Robert’s Rules of Order* is the most well known authority on parliamentary procedure. It is not the only option, however. A simpler manual is the *New Standard Code of Parliamentary Procedure* (formerly *Sturgis Standard Code of Parliamentary Procedure*). The *New Standard Code* omits several of the motions and sometimes-confusing terminology used in *Robert’s Rules of Order*. An even more streamlined guide to parliamentary procedure that may be useful to public library boards is the Association of County commissioners of Georgia’s (2011) *Parliamentary Procedure for Counties*. Another resource is the chart contained in *Tools for Trustees: The Georgia Public Library Trustee Manual* (Hopper, 2006), *Parliamentary Procedure at a Glance*. The bylaws should state the authority the board has chosen to govern parliamentary issues.

Committees

The bulk of work done by a board generally occurs at the committee level.

Committees are appointed to address certain specific questions or goals. The committee then offers its recommendation to the board as a whole. The usual types of committees that may be appointed by a public library board are:

(1) Executive Committee: a small group that is delegated the power to govern in the name of the Board of Trustees between meetings of the Board. Often, this committee develops standards for evaluating the library director's performance and annually reviews the director's performance.

(2) Personnel Committee: this group is tasked with recommending legal, current personnel policies; supporting the Director in establishing a system of procedural controls to assure a responsible administration of personnel policies. It shall be available to hear grievances which arise from the grievance procedure.

(3) Finance and Budget Committee: this group monitors financial, budgetary and administrative policies to assure that the library is adequately funded to meet short and long term needs, develops policies and systems of procedural control to assure conservation of public funds and wise management of assets and is operated in a financial sound, balanced manner consistent with the best interest of library system.

(4) Nominating Committee: this body will be responsible for nominating board members for service, officers of the board, and committee chairs.

The board is free to establish any standing committees it finds desirable and necessary. The bylaws should describe these standing committees. The bylaws should also provide for ad hoc committees, bodies assembled for a specific charge and of a set duration.

Library Director

Georgia law provides, "Every public library system shall have a director. Any person appointed as director of a public library system must hold at least a Grade 5(b) Librarian's Professional Graduate Certificate, as defined by the State Board for the Certification of Librarians." O.C.G.A. § 20-5-45. The library system bylaws should set out this educational requirement. Furthermore, this same statute sets out the legal duties of the director. They are:

- (1) To recommend for employment or termination other staff members, as necessary, in compliance with applicable laws and the availability of funds and to employ or terminate other staff members if so authorized by the library board;
- (2) To attend all meetings called by the Office of Public Library Services of the Board of Regents of the University System of Georgia or send a substitute authorized by the office director;
- (3) To prepare any local, state, or federal annual budgets;
- (4) To notify the board of trustees and the Office of Public Library Services of the Board of Regents of the University System of Georgia of any failure to comply with:
 - (A) Policies of the board;
 - (B) Criteria for state aid;

- (C) State and federal rules and regulations; and
- (D) All applicable local, state, or federal laws;

(5) To administer the total library program, including all affiliated libraries, in accordance with policies adopted by the system board of trustees; and

(6) To attend all meetings of the system board of trustees and affiliated boards of trustees or to designate a person to attend in his or her place.

The director may have other duties delegated to him or her by the board. For example, the board may choose to permit the director to sign certain contracts on behalf of the board or sign checks under a certain dollar amount. The bylaws should specifically delineate the legal duties noted above as well as any additional duties, responsibility, or authority delegated to the director by the board.

Putting it all together

As stated above, this handbook does not offer a sample set of bylaws. This is because of the unique, individualized nature of the bylaws document. The suggested formats and content explanations above should give you a fundamental understanding of what the bylaws document looks like and the type of information it will contain. However, every library system must put its own stamp on the details of bylaws. Appendix D is a checklist organized by topics that generally comprise a set of bylaws. This checklist will help you draft your bylaws or evaluate the bylaws you currently have.

Conclusion

The need for clear, relevant governing documents is present for any organization. Georgia law provides that for a public library, those documents shall be a constitution and a set of bylaws. For most Georgia public libraries, these are dusty documents that have not had a thorough revision in years. Updating your library's constitution and bylaws may seem a daunting task; however, it is a job well suited to an ad-hoc committee.

That committee will begin with an analysis of the current documents and remove provisions that are no longer applicable and add the appropriate details. The sections of this handbook will serve as a guide in creating skeletons of your constitution and bylaws. These skeletons will be fleshed out through careful review of what processes are currently in place but are not accurately reflected in the governing documents. Another source for details to fill out your constitution and bylaws will be documents adopted by other public libraries. Your final product will be a revised constitution and set of bylaws that are sufficiently detailed about the process of governing the library such that strangers could walk into the organization and maintain the current governing system.

References

- American Institute of Parliamentarians. (2011). *New standard code of parliamentary procedure*. McGraw-Hill.
- Association County Commissioners of Georgia. (2011). *Parliamentary procedure for counties: A guide and model ordinance*. Atlanta, Ga: Association County Commissioners of Georgia. PDF available for download at <http://www.accg.org/content.asp?contentid=1001>.
- Carver, J. (2006). *Boards that make a difference*. San Francisco, CA: Jossey-Bass.
- Hopper, L., & Georgia Public Library Service. (2006). *Tools for trustees: The Georgia public library trustee manual*. Atlanta, Ga: Georgia Public Library Service, Board of Regents, University System of Georgia.
- Official Code of Georgia (O.C.G.A.) "Library Laws" available at http://www.georgialibraries.org/lib/library_laws/.
- Robert, H.M. (2000). *Robert's rules of order newly revised* (10th ed.) Cambridge, MA: Da Capo Press.
- RUSA (2008). Interlibrary Loan Code. Retrieved October 21, 2011 from <http://www.ala.org/ala/mgrps/divs/rusa/resources/guidelines/interlibrary.cfm>.

Appendix A Constitution Single County

CONSTITUTION

For the
Cody County Public Library System

ARTICLE I

Name and Location

The name of this organization, created pursuant to O.C.G.A. § 20-5-40 by resolution of the Cody County Board of Commissioners on April 21, 1968, is Cody County Public Library System (“Library System”). Its permanent location is Gilbertville, Georgia. It is a tax exempt organization under the laws of the State of Georgia and an exempt organization under Section 115 of the Internal Revenue Code [and/or Section 501(c)(3) of the Internal Revenue Code if applicable].

ARTICLE II

Purpose

The purpose of the Library System is to enlighten and enrich the citizens of Cody County by providing responsive, dynamic library services to meet the informational, educational, and recreational needs of the population.

ARTICLE III

Governing Body

Section 1. Board of Trustees. As prescribed by O.C.G.A. § 20-5-41, the governing authority of the Cody County Public Library System is the Board of Trustees.

Section 2. Membership. The Board of Trustees shall be composed of citizens from Cody County who are appointed by governmental agencies supporting the library on a regular basis. Appointments shall be made in writing and Board members shall serve staggered terms. The funding agencies who appoint Board members are: (a) Cody County Board of Commissioners – 3

appointees; (b) Cody County School District—2 appointees; and (3) City of Castown—2 appointees.

Section 3. Officers. The officers shall be a president [chair], a vice-president [vice-chair], and a secretary, elected from among the appointed trustees at the first meeting of the Board of the fiscal year. [The office of secretary may, at the discretion of the board, be held by the library director or other library employee. In the event that the library director or other employee is elected to hold the office of secretary, he/she will be an ex officio member of the board and will not be eligible to vote on board issues.] No member shall hold more than one office at a time. No member shall be eligible to serve more than two consecutive terms in the same office. [The limitation on consecutive terms does not apply if the Board elects the library director or other employee to serve as secretary.] Vacancies in office shall be filled by vote at the next regular meeting of the Board after the vacancy occurs.

Section 4. Duties: The Board of Trustees shall have duties and responsibilities which include but are not limited to the following:

- (a) To employ a library director who meets state certification requirements and such other employees as necessary upon the recommendation of the library system director; provided, however, that the board shall be authorized to delegate employment of staff members to the library system director;
- (b) To approve budgets prepared by the library system director and assume responsibility for the presentation of the library's fiscal needs to the supporting agencies;
- (c) To attend board meetings;
- (d) To establish policies governing library programs, including rules and regulations governing the use of the library;
- (e) To set policy for the administration of gifts of money and property;
- (f) To present financial and progress reports to governing officials and to the public;

- (g) To notify the appropriate authorities of a vacancy on the board so that a person may be appointed to complete unexpired or full terms; and
- (h) To notify the library system director, in advance, of all meetings of library boards and board committees.

Section 5. Collective Authority: All decisions of the Board are made by the Board as a collective body. No individual member may make decisions or act for the Board unless specifically authorized to do so by a vote of the membership of the Board.

Section 6. Executive Committee. The Executive Committee of the Board of Trustees shall be composed of the elected officers of the Board and one at large representative. The Executive Committee shall govern in the name of the Board of Trustees between meetings of the Board and shall report to the full Board any action taken.

Section 7. Bond. Pursuant to O.C.G.A. § 20-5-50, the Board of Trustees shall maintain a current bond for an adequate amount determined by the Board of Trustees and recorded in the minutes on the library director, the treasurer of the Board of Trustees, and other officials and employees authorized to handle funds.

Section 8. Compensation. Pursuant to O.C.G.A. § 20-5-44, members of the Board of Trustees shall receive no compensation; however, they may be reimbursed for any reasonable and necessary expenses incurred in the performance of library business. Dues or fees for membership in local, state, regional, or National Library Associations may be paid from library funds.

ARTICLE IV Contracting Authority

The Library System, through its Board of Trustees, is authorized to make and enter into contracts or agreements as are deemed necessary and desirable, provided that all such contracts or agreements entered into shall:

- (a) Detail the specific nature of the services, programs, facilities, arrangements, or properties to which such contracts or agreements are applicable;

(b) Provide for the allocation of costs and other financial responsibilities;

(c) Specify the respective rights, duties, obligations, and liabilities of the parties; and

(d) Set forth the terms and conditions for duration, renewal, determination, abrogation, disposal of joint or common property, if any, and all other matters which may be appropriated to the proper effectuation and performance of the agreement.

ARTICLE V

Interlibrary Cooperation

The Library System, through its Board of Trustees, may enter into corporate endeavors with other library systems, either by sharing personnel, materials, or services; by confederation or by merger as approved by the governing bodies of both library systems, provided the resulting cooperative endeavor is conducive to mutual growth and development of each library system.

Article VI

Amendments

The Constitution may be amended at any regular Board meeting that has a quorum present with two-thirds majority approval, provided that the proposed amendment was provided in writing to the members at least ten (10) days before the meeting.

Appendix B Constitution Regional

CONSTITUTION

For the
Metropolis Regional Public Library System

ARTICLE I

Name and Location

The name of this organization, created pursuant to [O.C.G.A. § 20-5-40 by agreement between County XX and YY] on April 21, 1968, is Metropolis Regional Public Library System (“Library System”). Its headquarters is located in Pleasanttown, Georgia. It is a tax exempt organization under the laws of the State of Georgia and an exempt organization under Section 115 of the Internal Revenue Code [and/or Section 501(c)(3) of the Internal Revenue Code if applicable].

ARTICLE II

Purpose

The purpose of the Library System is to provide a full program of reciprocal library services to the citizens of the participating counties by providing responsive, dynamic services to meet the informational needs of the population.

ARTICLE III

Constituency

Counties comprising the Library System at the adoption of this Constitution are _____, _____, _____, and _____. Any county or municipality within the geographic region [perhaps a specific mile radius from headquarters] that is not otherwise served by a public library is eligible to become a member through contract with and approval of the Regional Board of Trustees and by payment of an amount agreed upon for such participation, based on the cost of providing the service in said county or municipality. Any existing public library that qualifies for State aid is eligible to become a member library through contract with and approval of the Regional Board of Trustees.

ARTICLE IV
Governing Body

Section 1. Regional Board of Trustees: As prescribed by O.C.G.A. § 20-5-41, the governing authority of the Metropolis Regional Public Library System is the Regional Board of Trustees.

Section 2. Membership: The Regional Board of Trustees shall consist of one trustee from each member county boards. Appointments shall be made by the county boards and shall be in writing. Vacancies shall be filled in the same manner as appointments are made; if a vacancy occurs prior to the expiration of a trustee's term, the new appointee shall complete the unexpired term.

Section 3. Terms. Board members shall serve staggered terms of ____ years.

Section 4. Removal. Board members shall be removed for cause or for failure to attend three consecutive meetings.

Section 5. Officers. The officers shall be a president [chair], a vice-president [vice-chair], and a secretary, elected from among the appointed trustees at the first meeting of the Board of the fiscal year. [The office of secretary may, at the discretion of the board, be held by the library director or other library employee. In the event that the library director/library employee is elected to hold the office of secretary, he/she will be an ex officio member of the board and will not be eligible to vote on board issues.] No member shall hold more than one office at a time. No member shall be eligible to serve more than two consecutive terms in the same office. [The limitation on consecutive terms does not apply if the Board elects the library director or other employee to serve as secretary]. Vacancies in office shall be filled by vote at the next regular meeting of the Board after the vacancy occurs.

Section 6. Duties. The Regional Board of Trustees shall have duties and responsibilities which include but are not limited to the following:

- (a) To employ a library director who meets state certification requirements and such other employees as necessary upon the recommendation of the library system director; provided, however, that the board shall be authorized to delegate employment of staff members to the library system director;

- (b) To approve budgets prepared by the library system director and assume responsibility for the presentation of the library's fiscal needs to the supporting agencies;
- (c) To attend board meetings;
- (d) To establish policies governing library programs, including rules and regulations governing the use of the library;
- (e) To set policy for the administration of gifts of money and property;
- (f) To present financial and progress reports to governing officials and to the public;
- (g) To notify the appropriate authorities of a vacancy on the board so that a person may be appointed to complete unexpired or full terms; and
- (h) To notify the library system director, in advance, of all meetings of library boards and board committees.

Section 7. Executive Committee. The Executive Committee of the Board of Trustees shall be composed of the elected officers of the Board and one at large representative. The Executive Committee shall govern in the name of the Board of Trustees between meetings of the Board and shall report to the full Board any action taken.

Section 8. Collective Authority. All decisions of the Regional Board are made by the Regional Board as a collective body. No individual member may make decisions or act for the Regional Board unless specifically authorized to do so by a vote of the membership of the Regional Board.

Section 9. Bond. Pursuant to O.C.G.A. § 20-5-50, the Regional Board of Trustees shall maintain a current bond for an adequate amount determined by the Regional Board of Trustees and recorded in the minutes on the library director, the treasurer of the Regional Board of Trustees, and other officials and employees authorized to handle funds.

Section 10. Compensation. Pursuant to O.C.G.A. § 20-5-44, members of the Regional Board of Trustees shall receive no compensation; however, they may be reimbursed for any reasonable and necessary expenses incurred in the performance of library

business. Dues or fees for membership in local, state, regional, or National Library Associations may be paid from library funds.

ARTICLE V Contracting Authority

The Library System, through its Board of Trustees, is authorized to make and enter into contracts or agreements as are deemed necessary and desirable, provided that all such contracts or agreements entered into shall:

- (a) Detail the specific nature of the services, programs, facilities, arrangements, or properties to which such contracts or agreements are applicable;
- (b) Provide for the allocation of costs and other financial responsibilities;
- (c) Specify the respective rights, duties, obligations, and liabilities of the parties; and
- (d) Set forth the terms and conditions for duration, renewal, termination, abrogation, disposal of joint or common property, if any, and all other matters which may be appropriated to the proper effectuation and performance of the agreement.

ARTICLE VI Interlibrary Cooperation

The Library System, through its Board of Trustees, may enter into corporate endeavors with other library systems, either by sharing personnel, materials, or services; by confederation or by merger as approved by the governing bodies of both library systems, provided the resulting cooperative endeavor is conducive to mutual growth and development of each library system.

ARTICLE VII Amendments

The Constitution may be amended at any regular Board meeting that has a quorum present with two-thirds majority approval, provided that the proposed amendment was provided in writing to the members at least ten (10) days before the meeting.

Appendix C Constitution Member Library

CONSTITUTION

For the
Cabbot County Library System
A member of the
Metropolis Regional Public Library System

ARTICLE I

Name and Location

The name of this organization, created pursuant to [O.C.G.A. § 20-5-40 by resolution of the Cabbot County Board of Commissioners] on April 21, 1968, is Cabbot County Public Library System (“CCPLS”). Its headquarters is located in Niceville, Georgia. It is a tax exempt organization under the laws of the State of Georgia and an exempt organization under Section 115 of the Internal Revenue Code [and/or Section 501(c)(3) of the Internal Revenue Code if applicable].

ARTICLE II

Purpose

The purpose of CCPLS is to provide a full program of library services to Cabbot County citizens and those of the participating counties by providing responsive, dynamic services to meet the informational needs of the population.

ARTICLE III

Affiliation

CCPLS is a member library of the Metropolis Regional Library System pursuant to the terms of the participating agreement entered into on May 1, 1975. As a member library within the Metropolis Regional Library System, CCPLS is obligated to provide reciprocal library services for citizens of the municipalities of all member libraries.

ARTICLE IV

Governing Body--Advisory

Section 1. County Board of Trustees: As prescribed by O.C.G.A. § 20-5-41, the Cabbot County Public Library System's Board of Trustees is advisory. The actual governing authority resides with the regional board with which the CCPLS Board is affiliated.

Section 2. Membership. The Board of Trustees shall be composed of citizens from Cabbot County who are appointed by governmental agencies supporting the library on a regular basis. Appointments shall be made in writing and Board members shall serve staggered terms of ____ years.

Section 3. Officers. The officers shall be a president [chair], a vice-president [vice-chair], and a secretary, elected from among the appointed trustees at the first meeting of the Board of the fiscal year. [The office of secretary may, at the discretion of the board, be held by the library director or other library employee. In the event that the library director or other employee is elected to hold the office of secretary, he/she will be an ex officio member of the board and will not be eligible to vote on board issues.] No member shall hold more than one office at a time. No member shall be eligible to serve more than two consecutive terms in the same office. [The limitation on consecutive terms will not apply in the event the Board elects the library director/library employee to the office of secretary.] Vacancies in office shall be filled by vote at the next regular meeting of the Board after the vacancy occurs.

Section 4. Removal. Board members shall be removed for cause or for failure to attend three consecutive meetings.

Section 5. Duties. The Board of Trustees shall have duties and responsibilities which include but are not limited to the following:

- (a) To approve local budgets prepared by the library system director and assume responsibility for the presentation of the library's fiscal needs to the supporting agencies;
- (b) To attend local board meetings;
- (c) To establish local policies governing library programs, including rules and regulations governing the use of the library;
- (d) To set local policy for the administration of gifts of money and property;

(e) To present financial and progress reports to governing officials and to the public;

(f) To notify the appropriate authorities of a vacancy on the board so that a person may be appointed to complete unexpired or full terms; and

(g) To notify the library system director, in advance, of all meetings of library boards and board committees.

Section 6. Representative to the Regional Board. The Board must elect a representative to serve as a Trustee on the Regional Board. The election shall take place at the first meeting of the fiscal year.

Section 7. Conflict. To the extent that any provisions within the governing documents or actions by the Board conflict with the governance of the Regional Board, the constitution and bylaws of the Regional Board shall govern.

Section 8. Executive Committee. The Executive Committee of the Board of Trustees shall be composed of the elected officers of the Board and one at large representative. The Executive Committee shall govern in the name of the Board of Trustees between meetings of the Board and shall report to the full Board any action taken.

Section 9. Collective Authority. All decisions of the Board are made by the board as a collective body. No individual member may make decisions or act for the Board unless specifically authorized to do so by a vote of the membership of the Board.

Section 10. Bond. Pursuant to O.C.G.A. § 20-5-50, the Board of Trustees shall maintain a current bond for an adequate amount determined by the Board of Trustees and recorded in the minutes on the library director, the treasurer of the Board of Trustees, and other officials and employees authorized to handle funds.

Section 11. Compensation. Pursuant to O.C.G.A. § 20-5-44, members of the Board of Trustees shall receive no compensation; however, they may be reimbursed for any reasonable and necessary expenses incurred in the performance of library business. Dues or fees for membership in local, state, regional, or National Library Associations may be paid from library funds.

ARTICLE V
Interlibrary Cooperation

CCPLS, through its Board of Trustees may enter into corporate endeavors with other library systems, either by sharing personnel, materials, or services; by confederation or by merger as approved by the governing bodies of both library systems, provided the resulting cooperative endeavor is conducive to mutual growth and development of each library system.

ARTICLE VII
Amendments

The Constitution may be amended at any regular Board meeting that has a quorum present with two-thirds majority approval, provided that the proposed amendment was provided in writing to the members at least ten (10) days before the meeting.

Appendix D Bylaws Checklist

1. Officer Duties

The officers of the Board of Trustees are identified in the library's constitution. In the bylaws, you will specify what duties are assigned to each officer. Beyond the traditional roles these officers fill, what are their responsibilities, be specific.

Chair

- lead meetings.
- vote always or just for tiebreaker.

Vice-Chair

- fills in for Chair.
- think of specific duties this officer can do; it is an often overlooked position.
- could be the parliamentarian.

Secretary (specify if this office will be held by an appointed board member, the library director, or other library employee)

- keep the minutes.
- note attendance.
- provide notice to members of meetings.
- print and distribute agenda.

Treasurer

- periodic reviews of documentation re: (a) all monies received and deposited; (b) approval of accounts payable invoices and receipt of goods or services; and (c) the library director's approval for and disbursement of funds.
- maintain an account of all receipts and expenditures
- present a financial report at each quarterly board meeting.
- report on monitoring activities performed during the preceding quarter

2. Fiscal Year

- if a member library, maybe coincide with regional library's fiscal year.
- what is the fiscal year of your municipal funding organizations?

3. Meetings

- How often? When? Where?

- How will notice be given?
- Reference Open Meeting laws and note legal exceptions.
- What number constitutes your quorum?
- What is an acceptable method of attendance, i.e., teleconference, Skype, etc.? See O.C.G.A. § 50-1-5(a)
- Penalties and procedure for non-attendance.
- What is your preferred order of business?
- What parliamentary procedural manual will govern?

4. **Committees** – ID standing bodies and specify the job to be accomplished by each

Possible Standing Committees:

- Executive
- Budget and Finance
- Personnel
- Building and Grounds
- Strategic Planning
- Nominating

Provide for the creation of ad hoc committees.

5. **Library Director**

- Other than those provided by law, what are the duties?
- What board functions will be delegated to the director?
- How and when will director performance be evaluated?

6. **Amendment**

- Note procedure for amendment to the bylaws
- Include vote requirement, i.e., simple majority, two-thirds, etc.