

# BYLAWS of the PIMA COUNTY PUBLIC LIBRARY ADVISORY BOARD

## ARTICLE I

### Name and Principal Office

The name of this Board shall be the Pima County Public Library Advisory Board (hereinafter "Advisory Board"). The principal office for the transaction of business for this Board shall be in Pima County, Arizona.

## ARTICLE II

### Membership

- A. Members: The Pima County Board of Supervisors, acting as the Pima County Public Library Board of Directors (hereinafter "PCPL Board"), shall appoint an Advisory Board of ten (10) members. Each member of the PCPL Board shall appoint two (2) persons to serve on the Advisory Board.
- B. Term: Each member of the PCPL Board shall initially appoint one (1) person to serve for two (2) years and one person to serve for four (4) years. Thereafter, the term of office of each appointee shall be four (4) years. No Advisory Board member shall serve more than two (2) consecutive four (4) year terms. Appointees filling any vacancy that occurs on the Advisory Board may complete the vacant term and serve two (2) subsequent consecutive four (4) year terms.

## ARTICLE III

### Officers and Conduct of Meetings

- A. Officers:
  - 1. Chair and Vice-Chair: The members of the Advisory Board shall elect, by majority of the total membership, a Chair and Vice-Chair.
  - 2. Secretary: There shall not be a Secretary from the membership. Secretarial functions shall be performed by a library staff member selected by the Library Director.
  - 3. Term of Office: The Chair and Vice-Chair shall serve a term of one (1) year. A member holding office may not succeed himself or herself in that office, except as set forth in Paragraph 4 of this Article. However, after leaving office for a minimum of one (1) year, a member may again serve a one (1) year term in that office.
  - 4. Vacancy in Office: The Vice-Chair who fills the office of Chair upon a vacancy and the member elected to fill the office of Vice-Chair, pursuant to Paragraph 5(b) of this Article, may succeed himself or herself in that office for a full one (1) year term.
  - 5. Officers' Duties:
    - a. Chair: The Chair shall preside at all meetings of the Advisory Board. The Chair may, from time to time, call special meetings of the Advisory Board whenever he or she deems it necessary to do so. The Chair shall do and perform such other duties and have such other powers as, from time to time, may be assigned by the Advisory Board. It shall be the responsibility of the Chair to approve the

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agenda for each Advisory Board meeting prior to its posting. The Chair shall contact any member who has had two (2) consecutive absences to follow-up on the reasons for such an absence.

- b. Vice-Chair: In the event that the Chair is absent from a meeting of the Advisory Board, the Vice-Chair shall preside. The Vice-Chair shall have such powers and shall perform such duties as may be assigned by the Advisory Board and as may be delegated by the Chair. The Vice-Chair shall possess the power and may perform the duties of the Chair in the Chair's absence or disability. In the event that the Chair leaves office prior to the end of his or her one (1) year term, the Vice-Chair shall assume the position of Chair for the remaining portion of the term and a new Vice-Chair shall be elected by majority vote of the total membership.
- c. The staff person assigned by the Library Director to fulfill the responsibilities of a secretary shall: timely mail notices and agenda materials to all members of the Advisory Board; post meeting notices as required by Arizona Open Meeting Law (A.R.S. § 38-431 et seq.); keep minutes that provide a true and accurate account of all proceedings of Advisory Board Meetings; and, provide for safekeeping of all minutes and records of the Advisory Board.

### **B. Meetings:**

1. Conduct of Meetings: All meetings shall be conducted in accordance with Arizona Open Meeting Law (A.R.S. § A.R.S. § 38-431 et seq.). Where no law exists to the contrary, parliamentary procedures shall be conducted according to Roberts Rules of Order.
2. Number of Meetings: The Advisory Board shall meet at least once each month, unless a meeting is waived by a majority of the membership. In no event shall more than two successive months pass without a regular meeting of the Advisory Board unless a quorum cannot be established..
3. Regular Meetings: Meetings will be held at various library branches, during normal business hours of the branch at a time mutually agreed upon by the Advisory Board. All meetings shall follow a prepared agenda and, unless otherwise specified Arizona Open Meeting Law or herein, shall be governed by the current Robert's Rule of Order. The agenda shall be delivered or sent to each Board member no later than five (5) days prior to the meeting.
4. Special Meetings: The Library Director may call a special meeting. Additionally, three (3) Advisory Board members may call a special meeting upon written request to the Chair. Such notice to the Chair shall include a statement of the purpose of and need for the meeting. Upon a receipt of such written request, the Chair, in cooperation with the Library Director, shall set a convenient time within five (5) working days of the receipt of the request for the meeting. The notice and agenda for the special meeting shall be delivered to each member at least 24 hours prior to the meeting. If a quorum for a special meeting cannot be obtained, the subject for that special meeting shall be placed on the agenda for the next regular meeting.

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5. Annual Meeting: The Advisory Board shall hold an annual meeting in June of each year at which a Chair and Vice-Chair shall be elected for the ensuing year. Members shall be allowed to cast absentee ballots for the offices of the Chair and Vice-Chair. No proxy ballots shall be allowed.
- C. Quorum: Simple majority of the members of the Advisory Board at any properly called meeting, regular or special, shall constitute a quorum. Vacant positions do not reduce the quorum requirement. Participation by conference telecommunications, in a manner consistent with the provisions of these by-laws may be considered sufficient to constitute a quorum. If quorum is not established within 20 minutes of the publicly noticed time, the meeting shall be cancelled.

If quorum is lost at any time during a meeting, the remaining members may either choose to adjourn or to continue as an ad hoc committee. As an ad hoc committee the members may hear the remaining items on the agenda, but may not take action of any kind. A report must be presented at the next meeting regarding what transpired before the ad hoc committee.

- D. Attendance:
  1. Absence: Members who fail to attend three (3) consecutive regular meetings, without leave of absence, shall be considered resigned from the Advisory Board and the appropriate PCPL Board member shall appoint a person to complete the term of the resignee. The Advisory Board may, by formal action at a regularly scheduled meeting and for good cause, grant leaves of absence to its members.
  2. Proxy: No member may attend a meeting or cast a vote by proxy.
  3. Conference Telecommunications Attendance: Members may participate in, and act at, any meeting of the Advisory Board by means of conference telephone or similar communications equipment provided that all persons participating in the meeting, including the public, can hear the proceedings. Such participation should be used only when there is no feasible means for physical presence at the meeting.

The member shall provide sufficient information, on record, to assure that his or her identity is established, that he or she can hear the proceeding, and that the public can hear the member participating via telecommunications.

Any individual member is limited to attending three (3) meetings via telephonic means in each year of that member's term.

### ARTICLE IV

#### Duties

- A. Advisory Board Duties:
  1. Discuss and review Pima County Public Library policies, services, programs, maintenance and operations.

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2. Advise and make recommendations to the PCPL Board, Library Director and County Administrator on Library policy, services, facility locations and amenities, and administration.
  3. Advise the Library Director regarding policy, services, programs, administration and operations.
  4. Obtain information from the Library Director as the Advisory Board deems necessary to fulfill its duties.
  5. Prepare and submit such reports as may be requested by the PCPL Board.
- B. Member Duties: It is the duty of each member of the Advisory Board to:
1. Be familiar with:
    - a. Federal, state and local laws applicable to operations of the Pima County Public Library;
    - b. Community needs as they relate to Library programming and operations; and,
    - c. Library standards and trends.
  2. Attend all Advisory Board meetings, except for good cause.
  3. Review meeting agenda and materials prior to the meeting.
  4. Support and, where appropriate, participate in the Library's public relations program.
  5. Attend state, regional and national trustee meetings and workshops, when feasible.
  6. Affiliate with professional organizations that will enhance the member's general knowledge of library functions and operations.
  7. Attend the Pima County Public Library annual retreat for Advisory Board members.

### ARTICLE V

#### Committees:

Special Committees: The Chair may appoint Special Committees as deemed necessary for the completion of special projects for the Advisory Board. These committees shall be responsible to both the Chair and the Advisory Board. A quorum shall be a simple majority of the number of appointed members. Arizona Open Meeting Law and these by-laws for meeting conduct apply to all meetings of Special Committees.

### ARTICLE VI

#### Conflicts of Interest

- A. Member Conflicts: All members of the Advisory Board shall comply with the provisions of A.R.S. §38-501, et seq. Any member of the Advisory Board who has, or whose relative ("Relative" means the spouse, child, child's child, parent, grandparent, brother or sister of the whole or half blood and their spouses and the parent, brother, sister or child of a spouse as defined by A.R.S. §38-502 (9)) has, or who is employed by or associated with a firm or company which has a substantial financial interest in any decision of the Advisory Board, shall make known such interest so that it is recorded in the minutes of the Advisory Board. The member shall refrain from participating in any manner in such decision.

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- B. PCPL Contracts and Agreements: The Pima County Public Library shall not enter into any agreement with a member of the Advisory Board, a relative of a member of the Advisory Board, or a firm or company which employs or is associated with a member of the Advisory Board, to provide equipment, materials, supplies or services to the Advisory Board provided, however, such procedures shall not apply to an award or agreement after competitive bidding.

### ARTICLE VII Amendments

Subject to approval of the PCPL Board, these by-laws may be adopted, repealed or amended by a majority of the then serving Advisory Board members at a regular or special meeting. Written notice of the proposed changes to the by-laws must be given to Advisory Board members of the proposed changes at least five (5) days prior to the meeting. No part of these by-laws may be adopted or amended in a manner which creates a conflict with Arizona law.