

**BYLAWS OF
ALBANY COUNTY PUBLIC LIBRARY
BOARD OF DIRECTORS**

Adopted: September 25, 2017

ARTICLE I - NAME

1.01. The name of this organization is the Albany County Public Library Board of Directors. The official abbreviation of its name shall be ACPLB.

ARTICLE II - PURPOSE

2.01. The purpose of ACPLB, pursuant to Wyo. Stat. § 18-7-101 et. seq., is to oversee the revenue budgeted for the maintenance, operation and the promotion of the county library and the county library system in order to carry out the informational, educational, cultural and recreational role of the county library.

ARTICLE III – LOCATION OF CENTRAL LIBRARY AND BRANCHES

3.01. The library system shall consist of the central county library located in Laramie, Wyoming at 310 S 8th Street and branch libraries located in Rock River, Wyoming and in Centennial, Wyoming and may have other branches, as the ACPLB may determine from time to time.

ARTICLE IV - REGULATIONS

4.01. The regulations of the business and conduct of the affairs of the ACPLB shall be determined by these bylaws, and by rules and regulations which the Board may adopt from time to time.

ARTICLE V - DIRECTORS

5.01. Composition, Qualifications and Term of Office. The Board of Directors is comprised of five (5) directors appointed by the Albany County Board of Commissioners. The term of office is three (3) years, and all directors shall be qualified electors of Albany County. Each term shall commence on July 1st. A director may be appointed for two (2) consecutive terms and shall not be eligible for reappointment until two (2) years after the expiration of his/her Tenure or last term.

5.02. Quorum. A quorum shall be a majority of the directors of the ACPLB or three (3) directors being present.

5.03. Removal. The Albany County Board of Commissioners may remove a director for cause as outlined in Section 5.07 herein.

5.04. Vacancy. All vacancy appointments on the ACPLB shall be made by the Albany County Board of Commissioners. In the event a vacancy should occur prior to the expiration of a director's term, the successor shall be appointed within thirty (30) days of notification to the Albany County Board of Commissioners. The successor shall serve the unexpired portion of the departing director's term on the ACPLB, and the unfinished term shall not count toward the two-term maximum contained in Article 5.01.

5.05. Committees. The ACPLB may form standing or special committees to the ACPLB to address issues relating to the operation, maintenance or management of the Albany County Public Library. The committees shall make regular reports. Directorship on a standing committee shall be for one year by appointment of the ACPLB. Special committees may be authorized and appointed by ACPLB for special, limited purposes and shall serve only until completion of the assignment.

5.06. Compensation. Directors shall not receive any salary or compensation for their services on the ACPLB. No director, nor any person from whom the ACPLB may receive property or funds, shall receive pecuniary profit from the operations of the ACPLB, provided, however, that (a) reasonable compensation may be paid to agents and employees hired by the ACPLB for services rendered in effecting one or more purposes of the ACPLB, and (b) directors engaged in the performance of their duties shall be entitled to per diem and mileage allowance authorized for state employees, or otherwise authorized pursuant to W.S. § 16-1-106(b) and may be paid from the public library fund.

5.07. Vacancies and Removal of Directors of the ACPLB. Directors may be removed with cause as outlined in Section 5.03 herein for the following reasons. The ACPLB shall meet in executive session in discussing any of the reasons listed in 5.07.01 through 5.07.05 and in determining whether a recommendation for removal is forwarded to the Albany County Board of Commissioners:

5.07.01. If a director ceases to be a qualified elector of Albany County consistent with Section 5.01 respectfully herein;

5.07.02. If a director is convicted of a felony or found guilty/adjudicated of a crime of dishonesty during said tenure as director of the ACPLB;

5.07.03. If a director fails to attend three (3) or more consecutive meetings unless there is a two-thirds (2/3rds) majority vote by the ACPLB that good cause exists to excuse the non-attendance;

5.07.04. If a director of the ACPLB substantially fails to perform the director's duties as determined by a two-thirds (2/3rds) majority vote by the ACPLB.

5.07.05. If a director of the ACPLB fails to comply with any policy established by the ACPLB on disclosure of conflicts of interest and ethics.

5.08. Resignation. Resignation of a director of the ACPLB shall be by written notice conveyed to the Chairperson of the ACPLB and the Albany County Board of Commissioners.

5.09. Conflict of Interests. Any ACPLB director who has a pecuniary interest in a matter pending before the Board, or who is likely to derive direct and tangible personal or professional benefit from particular resolution of the matter, shall declare a conflict of interest and shall not vote on any issue connected with the matter, and his/her presence at the meeting shall be disregarded for the purposes of obtaining a quorum for voting on that issue. The ACPLB director that declares a conflict shall remove him/herself from the meeting room for that issue in which he/she has a conflict in order to not influence the vote with his or her presence.

ARTICLE VI – POWERS AND DUTIES

6.01. ACPLB shall adopt policies, by-laws and regulations not inconsistent with the State statute as it deems necessary for the establishment, organization, operation and use of the county library and library system.

ARTICLE VII –OFFICERS & EMPLOYEES

7.01. At the ACPLB regular July meeting, ACPLB shall elect from its directors a Chairperson, Vice-chairperson and Secretary-Treasurer. Each officer shall serve a one (1) year term. Each officer may be re-elected for one consecutive term to the same office. If all officers leave the board at the same time, the most senior director shall serve as chairperson until an election can be held. Any officer of the ACPLB may be removed from that office by a motion and a unanimous vote of the remaining directors of the ACPLB. A vacancy in any office may be filled by the remaining directors of the ACPLB for the unexpired portion of that term of office.

7.01.01. Chairperson. The Chairperson shall preside at all meetings of the ACPLB and shall decide all points of order and procedure. The Chairperson may call a special meeting of the ACPLB. The Chairperson shall perform all duties incident to the office of Chairperson and other duties as may be prescribed by the ACPLB from time to time. The Chairperson shall be entered as a signer upon the accounts of the ACPLB and a surety bond purchased to cover exposure.

7.01.02. Vice-Chairperson. The Vice-Chairperson shall have the powers and shall exercise the duties of the Chairperson whenever the Chairperson is absent, incapacitated or otherwise unable to serve or act for any other reason. The Vice-Chairperson shall exercise the powers and perform the functions that are from time to time assigned by the Chairperson or the ACPLB. The Vice Chairperson shall be entered as a signer on the accounts of the ACPLB and a surety bond purchased to cover exposure.

7.01.03. Secretary-Treasurer. The Secretary-Treasurer shall be custodian of and shall maintain the records and books of the ACPLB, shall be responsible for the financial statements of the ACPLB and shall perform other duties as the ACPLB may require. The Secretary-Treasurer shall be entered as a signer on the accounts of the ACPLB and a surety bond purchased to cover exposure. The board shall delegate the creation and retention of records and financial statements to a responsible member of the Library Staff, who shall be identified as "Secretary Ex-Officio." The Secretary-Ex Officio shall perform other duties usual to the office.

7.01.04. Liaison Appointments. ACPLB will elect annually at the July regular meeting one of the directors to serve a one (1) year term as the library's representative to the Albany County Public Library Foundation Board of Directors. Likewise, it shall elect a director to serve as the liaison to the Friends of the Albany County Public Library.

7.02. Library Director Duties. The ACPLB shall employ a Library Director who shall report to the ACPLB. The County Library Director shall be responsible for the day to day management of the Albany County library and library system. Library Director will plan, organize and control the direct operation of the County Library and library system. Included in her duties will be providing support for the County Library, assisting in the development of a vision and policies for the organization, and representing the County Library as the Chief Executive for the overall leadership and direction of the entire County Library system. Other duties shall include but not be limited to administer policies adopted by ACPLB; employ, direct and supervise staff; prepare required reports; and promote effective library service.

7.03. Other Staff. The ACPLB is empowered to employ other persons as it deems necessary and shall have the authority to contract for services needed to carry out its duties.

ARTICLE VIII - MEETINGS

8.01. Meetings of ACPLB. At its July meeting, the board shall determine the date, time and location of its regular monthly meetings for the coming year. With a majority vote, the board may change the date, time and location of any regular monthly meeting, as well as schedule special meetings. All board meetings are open to the public, other than executive sessions, and shall be conducted in accordance with Roberts Rules of Order to the extent applicable. The County Library Director shall coordinate the meetings, develop and distribute meeting agendas in coordination with the board chairperson, and issue a press release to the local newspaper at least one week before a scheduled meeting if possible. Information about the board meetings shall be posted on the Library's web site.

8.02. Open Meetings. All meetings of the ACPLB are public meetings, open to the public at all times, except as otherwise provided herein or allowed by Wyoming law. Notice and conduct of all meetings shall comply with the requirements of W.S. § 16-4-401, et seq. Additionally, notice of meetings of ACPLB and committees of the ACPLB shall be posted on the

Albany County Library or County website, and directors of committees shall receive electronic notice of meetings or notice via telephone.

8.03. Quorum. Three (3) directors of the ACPLB that are physically or telephonically present as outlined in Section 8.08 herein, shall constitute a quorum for the transaction of business at any meeting of the ACPLB, and if less than a quorum is present, then a majority of those present may adjourn the meeting to a later date without further notice. No action shall be taken in the absence of a quorum except to adjourn the meeting to a subsequent date and/or site.

8.04. Agendas. Agendas for the ACPLB shall ordinarily be electronically transmitted through email to directors of the ACPLB at least five (5) days prior to the scheduled meeting date. The agenda shall be made public before the meeting. Matters which are not listed on the agenda may be added at the beginning of the meeting unless there is an objection by a majority of the directors present at a quorum.

8.05. Order of Business. The order of business at meetings of the ACPLB shall be as follows:

- 8.05.01.** Call to order
- 8.05.02.** Roll Call - Establishment of Quorum
- 8.05.03.** Public Comment
- 8.05.04.** Agenda - Additions & Deletions
- 8.05.05.** Consent Agenda
- 8.05.06.** Approval of Minutes
- 8.05.07.** Financial Report
- 8.05.08.** Library Director's Monthly Report
- 8.05.09.** Foundation Executive Officer Report
- 8.05.10.** Friends of the Library Liaison Report
- 8.05.11.** Old Business
- 8.05.12.** New Business
- 8.05.13.** Adjournment

8.06. Minutes. The Library Director or his/her designee shall record minutes of each regular, special and emergency meeting of the ACPLB and shall transcribe and distribute the minutes to the directors of the ACPLB for their approval. The minutes of the ACPLB shall be provided to Clerk of Courts of Albany County and upon the request of the public.

8.07. Recessed Meeting. The ACPLB may recess any regular, special or recessed meeting to a place and time specified in the order of recess. Only matters appearing on the agenda may be acted upon in a meeting recessed to another location or time.

8.08. Voting Directors. Each of the five (5) directors of ACPLB shall be voting directors and decisions for the ACPLB shall be made by a majority vote of the five (5) directors of the ACPLB. All directors, including the Chairperson, shall be entitled to one vote. All votes shall be cast in person or telephonically as outlined in Section 8.09 herein. No director shall vote

on any matter or issue when that director has a personal or financial interest in the matter or issue.

8.09. Telephone Voting. A director of the ACPLB may attend meetings telephonically or by other acceptable means of telecommunication. In advance of the meeting in which a director of the ACPLB desires to vote by telephone conference or similar communications equipment, the Chairperson of the ACPLB shall notify the Library Director so that the Library Director may make arrangements for the director to participate by telephone conference or similar communications equipment. A director of the ACPLB who desires to vote by telephone conference or similar communications equipment must be present by means of the telephone conference or similar communications at the beginning and during the debate leading up to the vote on any particular issue.

8.10. Electronic Voting. For purposes of soliciting electronic votes in connection with an item on an agenda of a meeting of the ACPLB at which a quorum was present and discussion occurred, the requisite number of votes that would have been required at such meeting to pass an action shall be required to pass an action via this electronic voting provision. Only those directors of the ACPLB in attendance of the meeting shall be permitted to vote with respect to this section. Such procedure shall be initiated by the electronic distribution of all related materials for consideration by the directors of the ACPLB who were present. The deadline for receipt of electronic votes with respect to any such vote shall be determined by the Chairperson of the ACPLB and as announced prior to adjournment of such meeting.

ARTICLE IX - PUBLIC RECORDS

9.01. Requests. All public records requests shall comply with the requirements of W.S. § 16-4-201, et seq.

9.02. Expenses. Costs associated with providing copies of public records under this section shall be the same as periodically determined by the Albany County Board of Commissioners.

ARTICLE X. CONTRACTS, LOANS, CHECKS, DEPOSITS, AND FACILITIES

10.01. Contracts. The ACPLB may authorize the Chairperson and Treasurer-Secretary of the ACPLB or any officer or agent to enter into any contract or execute and deliver any instrument in the name of the and on behalf of ACPLB, and such authority may be general or confined to specified instances.

10.02. Checks, Drafts, Etc. All checks, drafts, or other orders for the payments of money, notes, or other evidence of indebtedness issued in the name of the ACPLB, shall be issued by ACPLB.

10.03. Deposits. All funds of ACPLB not otherwise employed shall be deposited by the ACPLB from time to time to the credit of ACPLB in such banks, trust companies, or other depositories as the Albany County Public Library may select.

ARTICLE XI. FISCAL YEAR

11.01. The fiscal year for the ACPLB shall begin on the first day of July of each year and shall end on the thirtieth day of June of the following year.

ARTICLE XII. BUDGET, GRANTS AND GIFTS

12.01. Budget. Each year, the ACPLB shall establish a budget for the ensuing year. Deficit spending shall not be permitted. The ACPLB will develop an annual budget in compliance with County budget standards and processes. These processes must comport with the applicable provisions of Wyo. Stat. § 16-4-101 et seq. All budget reports will be distributed to the County Treasurer. The ACPLB does not have the authority to incur debt of any kind, or obligate the County in any way.

12.02. Grants & Gifts. The ACPLB may request funds, if needed, from available grants. The ACPLB may receive gifts, cash or in-kind donations of any kind. All County grants and or expenditures of grant funds will be approved by the County prior to submission or disbursement. All financial reporting of County grants will be through the County Treasurer or entity designated by the County.

ARTICLE XIII. INDEMNIFICATION AND LIABILITY

13.01. Non-liability. Pursuant to the provisions of W.S. § 1-23-107 and 16-1-106(b), the directors of the ACPLB shall not be individually liable for any actions, inactions or omissions of the ACPLB, except for any act of a director which is found by a Court of competent jurisdiction to constitute an intentional tort or illegal act.

13.02. Contracts. All contracts entered into by the ACPLB shall provide for immunity from liability as provided in W.S. § 1-39-104(a).

13.03. Immunity. Nothing herein, nor any action taken by the ACPLB, shall modify, limit, or in any way alter the governmental immunity afforded to ACPLB and/or its directors, or any other person acting on behalf of any of them, to the full extent that each such agency may otherwise enjoy governmental immunity under the Wyoming Governmental Claims Act or other Wyoming law.

13.04. Liability. The County shall not be liable for the acts or omissions of the ACPLB, and the ACPLB shall be solely liable for the consequences of its acts and omissions. The ACPLB shall be a governmental entity for all applicable purposes under Wyoming law, including but not limited to, application of the Wyoming Governmental Claims Act. The ACPLB

shall timely perform all of its duties and obligations and discharge all liabilities incurred by it in lieu of any such performance or discharge that the ACPLB would otherwise be required to undertake by virtue of such agency's participation in the ACPLB.

ARTICLE XIV – DISSOLUTION

14.01. In the event of the termination of the ACPLB by the Albany County Board of Commissioners, the assets hereof shall be applied and distributed as provided under applicable Wyoming statutes.

ARTICLE XV - AMENDMENT

15.01. These bylaws may be altered, amended, or repealed, by the ACPLB at any special or regular meeting by a majority vote, provided that notice of the proposed alteration, amendment or repeal shall have been provided to the directors in writing not less than ten (10) days prior to the meeting at which the Bylaws are proposed to be altered, amended or repealed.

ARTICLE XVI – CONFLICT

16.01. In the event that a conflict between these By-Laws and Wyoming State statutes establishing the ACPLB is found to exist, then State law shall prevail.

STATE OF WYOMING)
) ss.
COUNTY OF ALBANY)

I, _____, Treasurer-Secretary of the ACPLB, do hereby certify that a meeting of the directors of the ACPLB called for that purpose and held on _____, and the attached By-Laws of the ACPLB were duly adopted by the affirmative vote of a majority of the voting directors.

IN WITNESS WHEREOF, I have hereunto subscribed my hand this ___ day of _____, 2017 in Albany County, Wyoming.

Treasurer-Secretary, ACPLB

Adopted 10/90; amended 10/03, 12/03, 3/05, 9/05, 9/17, 7/18