

Administration - 202

Amended and Approved by the Board of Trustees October 23, 2025

BOARD OF TRUSTEES OF THE ST. JOSEPH PUBLIC LIBRARY

AMENDED AND RESTATED BYLAWS

ARTICLE I: Name

This organization shall be called the “Board of Trustees of the St. Joseph Public Library” (hereinafter referred to as the “Board of Trustees” or the “Board”) existing by virtue of certain provisions of Chapter 182 of the Revised Statutes of the State of Missouri (“RSMo”), and exercising the powers and authority and assuming the responsibilities delegated to it under the said statutes.

ARTICLE II: Purpose

The purpose of the St. Joseph Public Library is to provide library services to the residents of St. Joseph, Missouri (the “City”).

The Board of Trustees shall represent the Library both to the people and governing officials of the City. The primary responsibility of the Board is to establish Library policy and appoint a qualified librarian who shall be the chief executive, administrative officer and Director for the Library. Members of the Board of Trustees shall represent the entire St. Joseph Public Library District and have their powers and duties fixed by other applicable law and as otherwise provided herein.

ARTICLE III: Board of Trustees.

1. Duties of the Board of Trustees

The duties of the Board of Trustees shall be to:

- a. Employ a competent and qualified librarian to serve as Director (the “Director”) of the St. Joseph Public Library (the “Library”).
- b. Ensure the satisfactory management of the Library.
- c. Determine and adopt written policies to govern the operation and programs of the Library.
- d. Determine the purposes of the Library and secure adequate funds to carry on the Library’s programs.

- e. Know the program and needs of the Library in relation to the community; keep abreast of standards and library trends; cooperate with the Director in planning the Library program, and support the Director and staff in carrying it out.
- f. Establish, support and participate in a planned public relations program.
- g. Assist in the preparation of the annual budget.
- h. Delegate the signing authority of all financial instruments.
- i. Be familiar with local and state laws relevant to the Library; actively support library legislation in the state and nation.
- j. Establish Library policies dealing with the selection of, and disposal of, books and other materials.
- k. Attend Board meetings regularly.
- l. Ensure that accurate records are kept on file at the Library.
- m. Attend regional, state, and national trustee meetings and workshops and affiliate with appropriate professional organizations.

2. Number and Tenure.

- a. Number. The number of Trustees of the Library shall be nine (9). The mayor or other proper official of the City, with the approval of the City Council of the City shall appoint all Trustees.
- b. Term. Each Trustee shall hold office for the term for which he was appointed or until their successor shall have been elected and qualified. The Trustees shall be divided into three classes as nearly equal in number as may be, the term of office of those of the first class to expire on the first of July after their appointment, the term of office of those of the second class to expire on the first of July after the second year of their appointment and the term of office of those of the third class to expire on the first of July after the third year of their appointment. Annually thereafter, the Trustee appointed to succeed those whose terms expire shall be appointed for a term of three (3) years. An appointed Trustee may be elected to no more than three consecutive three-year terms of office. Any term of office of less than three years duration shall not be considered for the purpose of this limitation. A Trustee may be again appointed to a term of office after a period of two years during which they do not serve as a Trustee.
- c. Vacancies. A vacancy in the Board of Trustees shall be reported to the proper [official](#) and be filled in like manner as the original appointment. If the vacancy

is an unexpired term, the appointment shall be made for only the unexpired portion of that term.

- d. Attendance. Any member of the Board of Trustees who misses at least six Board meetings in a calendar year without good cause may, upon notice and a majority vote of the Board of Trustees, have his or her name submitted to the Mayor accompanied by a request that he or she be removed from duty as a member of the Board. A decision on removal of a member of the Board of Trustees shall be made by the City in accordance with Section 182.180, RSMo.

ARTICLE IV: Officers

1. Officers. The officers shall be a president, a vice president, a treasurer, and a secretary. The officers shall be elected to two-year terms at the annual meeting of the Board of Trustees and shall take office at the close of the annual meeting at which they are elected. The Board of Trustees may appoint the Director to serve as secretary.
2. Nominating Committee. A nominating committee shall be appointed by the President to present a single slate of candidates for officers to be voted on at the annual meeting. The committee shall determine if the nominees will serve if elected. Additional nominations may be made from the floor with the consent of the nominee.
3. President. The President shall preside at all meetings of the Board of Trustees, authorize the call for any special meetings, appoint all committees, execute all documents authorized by the Board of Trustees, serve as an ex-officio voting member of all committees with the exception of the nominating committee, and perform all duties as are generally associated with that office or as may be delegated by the Board of Trustees from time to time.
4. Vice President. The Vice President, in the absence or disability of the President or in the event of a vacancy in that office, shall assume and perform the duties of the President.
5. Treasurer. The Treasurer, with the advice and consent of the Board shall oversee all financial policy pertaining to the Library and shall cause an audit to occur annually. In addition, the Treasurer shall ensure that positions on the Board or with the administration of the Library which deal with funds shall be sufficiently bonded, at the cost of the Library, to protect the Library's financial interests. At each regularly scheduled meeting of the Board the Treasurer shall submit to the Board of Trustees an accounting reflecting receipt and disbursement of funds belonging to the Library. The Treasurer shall delegate the daily supervision of financial duties to the Director of the Library. The Treasurer shall perform such other duties as are generally associated with that office or as may be delegated by the Board of Trustees from time to time.

6. Secretary. The Secretary shall keep a true and accurate record of all meetings of the Board of Trustees, shall issue notice of all regular and special meetings, and shall perform such other duties as are generally associated with that office or as may be delegated by the Board of Trustees from time to time.
7. Vacancy. In the event of a vacancy in any office, the Board of Trustees shall establish procedures for the appointment or election of a successor for the remainder of the term.
8. Removal. Any officer of the Board of Trustees who misses three consecutive Board meetings without good cause may, upon notice, be removed from duty as an officer at a meeting of the Board of Trustees at which a quorum is present, in the event that a majority of the Board with sufficient cause agree that the President or any officer is not performing in the best interest of the Board.

ARTICLE V: Committees

1. Budgets Committee. The President shall appoint a Budget Committee from the members of the Board of Trustees. The Budget Committee shall prepare an annual budget and submit it to the Board of Trustees each year on or before the first day of July. The committee will include the Treasurer
2. Personnel Committee. The President shall appoint a Personnel Committee from the members of the Board of Trustees. The Personnel Committee shall prepare a written evaluation of the director each year following the annual meeting and present it to the Board of Trustees by the end of the calendar year. The committee will seek input from the staff regarding the performance of the director. The committee shall create or find an assessment tool it deems appropriate providing it accounts for the description of duties of the director as explained in the by-laws. The committee will also consider and recommend any revisions necessary to that list of duties of the director.
3. Other Committees. The President shall appoint such other committees as are determined by a majority vote of the Board of Trustees to be needed from time to time. Such committees shall be discharged upon the completion of the purposes for which they were appointed.
4. Power. No committee shall have other than advisory powers unless it is granted specific power to act by the Board of Trustees.
5. Appointment. Standing committees, serving for one year, may be appointed by the President.

ARTICLE VI: Meetings

1. Regular Meetings. Regular meetings shall be held at a date, time and place to be determined by the Board of Trustees.
2. Annual Meetings. The annual meeting shall be held each July in lieu of a regular monthly meeting. The primary purpose of the annual meeting shall be the election of officers. However, any other matters that can be addressed at a regular monthly meeting may also be addressed at the annual meeting.
3. Special Meetings. Special meetings may be called by the President, Vice President, Secretary, or at the request of any two Trustees.
4. Notice of Meetings. Written or printed notice stating the place, day and hour of the meeting and, in the case of a Special Meeting, the purpose or purposes for which the meeting is called, shall be delivered to each Board member prior to the date of the meeting, either personally, by mail, or electronic means, by or at the direction of the President, Vice President, Secretary or other Trustees calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope addressed to the Board member at the Board member's last known address, with postage thereon prepaid.
5. Waiver of Notice. Attendance of a Board member at any meeting shall constitute a waiver of notice of such meeting, except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
6. Quorum. Fifty percent of the currently appointed Board of Trustees shall constitute a quorum at any meeting of the Board. The affirmative vote of the majority of those present constituting a quorum shall be binding, except where other action for approval is specifically required by these bylaws. If a quorum is not available for any regular monthly meeting, the Treasurer or, in their absence, any other officer, shall be authorized to approve payment of monthly bills within the authorization of the approved annual budget.
7. Budget Approval. Final approval of the annual budget, expenditure of funds not budgeted, or transfer of funds budgeted but not expended for a budgeted purpose, shall be by concurrence of a majority of the full membership of the Board of Trustees.
8. Agenda. The business for regular meetings shall include but not be limited to, the following items:
 - Call to order
 - Roll call of Trustees
 - Approval of the minutes of the previous regular meetings and any intervening special meetings

- Approval of monthly expenditures
 - Financial Reports
 - Report of the Director
 - Reports of committees
 - Communications
 - Old business
 - New business
 - Public presentation to, or discussion with, the Board of Trustees
 - Adjournment
9. Open Meetings. The Director or any member of the Library staff may be present at all meetings of the Board of Trustees except at a meeting closed under the provisions of the open meeting law of Missouri at which his or her evaluation and/or salary is discussed or other matters deemed appropriate for closed session. All meetings of the Board of Trustees, except those which deal with matters excepted in the open meetings law of Missouri, shall be open to the public.
 10. Robert's Rules. In all matters of procedure not specifically covered herein, the Board shall be guided by the rule of reason. The Board, through a simple majority, may require that meetings be conducted according to Robert's Rules of Order.
 11. Participation. The Board of Trustees may participate in meetings of the Board by speakerphone or by teleconferencing or video conferencing. Their participation by speakerphone, teleconferencing or video conferencing shall count toward the quorum requirements and they may cast votes.
 12. Proxy Voting. Voting by proxy is not permitted.

ARTICLE VII: Director

1. Appointment. The Board of Trustees shall appoint a competent and qualified Director who shall be the chief executive and administrative officer of the St. Joseph Public Library on behalf of the Board of Trustees and under its review and direction. The Director may be both hired and terminated only by an affirmative vote of five (5) members of the Board of Trustees.
2. Duties. The duties of the Director shall be to:
 - a. Set goals and objectives on short- and long-range bases in consultation with the Board of Trustees.
 - b. Carry out policies and directives adopted by the Board of Trustees. If questions arise regarding said policies or directives, the Director should ask for clarification from the Board.

- c. Prepare regular reports on the Library's progress and needs for the Board of Trustees.
- d. Act as a technical advisor to the Board of Trustees and recommend policies for Board action, which they deem necessary.
- e. Develop an annual budget in consultation with the Board of Trustees.
- f. Direct and monitor the expenditure of budgeted funds in consultation with the Board of Trustees.
- g. Oversee the recruitment, development and evaluation of both professional and non-professional staff.
- h. Set the tone and service ethic of the staff.
- i. Oversee the promotional activities of the Library.
- j. Oversee developmental activities.
- k. Represent the Library in community organizations.
- l. Participate in the activities of statewide and national professional library associations.
- m. Assist with duties normally assigned to other library staff when necessary.

ARTICLE VIII: Indemnification

The Library will defend, indemnify and hold harmless any one or all of the Trustees of the Library for any mistake of judgment or other action taken in good faith by the Trustees in performance of their statutory duties, unless resulting from willful negligence or bad faith. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which all Trustees may be entitled.

ARTICLE IX: Professional Services

- 1. The Board may, at its discretion, authorize a qualified attorney-at-law to represent the Board of Trustees in legal matters.
- 2. An audit of all accounts of the Library shall be made at least annually by a certified public accounting firm appointed by the Board of Trustees. The annual financial audit shall be a public document.

ARTICLE X: Conflict of Interest

The Board of Trustees shall adopt and biennially review a Conflict of Interest Policy. The purpose of the policy shall be to protect the Library's interest when it contemplates entering into a transaction or arrangement that might benefit the private interest of a member of the Board of Trustees or the Director of the Library.

ARTICLE XI: General

1. An amendment to the bylaws must be proposed by written notice or mailed or delivered in paper or electronic form to all Trustees before a regular meeting. A vote shall take place no earlier than the subsequent regular meeting. Amendments to the bylaws require a two-thirds majority of the entire Board.
2. Any rule or resolution of the Board of Trustees, whether contained in these bylaws or otherwise, may be suspended temporarily in connection with business at hand, but such suspension, to be valid, may be taken only at a meeting at which a quorum is present and a majority of those present shall so approve.