

**West Florida Public Library
Board of Governance Bylaws**

**Article I.
Identification**

The West Florida Public Library Board of Governance, as ordered in Resolution Number R2013-17 of the Escambia County Board of County Commissioners Section 17 shall adopt bylaws. The name of this Board is the "West Florida Public Library Board of Governance" and will be herein after referred to as "BOG."

The Escambia County Board of County Commissioners will be herein after referred to as "BCC." The West Florida Public Libraries will be herein after referred to as "WFPL."

Interlocal Agreement Between Escambia County and the City of Pensacola Relating to the West Florida Public Library System will be herein after referred to as "Interlocal Agreement."

Resolution Number R2013-17 of the Escambia County Board of County Commissioners will be herein after referred to as "Resolution."

**Article II.
Purpose**

The BOG shall establish policy for and advise the management of the WFPL and make recommendations to the BCC regarding the annual budget according to the purposes and authority set forth in the Resolution, the Interlocal, and such other agreements, and State and Federal laws. The BOG shall advise and assist the WFPL, with its programs, activities, and operational issues as defined in the strategic plan, and annual plan(s).

**Article III
Membership**

Section 1. Composition

The Board of Governance shall be composed of five (5) voting members. All members of the Board of Governance shall be electors of Escambia County. The Board of County Commissioners shall appoint three (3) members, the Pensacola City Council shall appoint one (1) member, and the Mayor of Pensacola shall appoint one (1) member to the Board of Governance.

All members shall be appointed for two (2) year terms. Where a vacancy occurs, the appointment shall be for the unexpired part of the current term. A member may be reappointed to succeed himself for not more than one (1) term but may be again appointed for membership after the lapse of two (2) years.

Section 2. Votes

Voting members include all members of BOG who have been duly appointed as per the Resolution.

Section 3. Compensation

Members of the BOG shall serve without compensation.

Section 4. Appointments

Electors of Escambia County interested in serving on the BOG shall submit application(s) to the Board of County Commissioners, Pensacola City Council, and/or the Mayor of Pensacola.

Members of the BOG shall not be paid employees of the WFPL.

The spouse, partner, child, parent, or sibling of any member of the BOG shall not serve as a paid employee of the WFPL.

Family members other than spouse, partner, child, parent, or sibling of any member of the BOG interested in a position with the library, shall apply through standard channels.

Section 5. Resignation

Any BOG member may resign at any time by giving written notice to the Library Director and Library Administrator. Such resignation shall be effective when the notice is delivered unless the notice specifies a future date.

Upon receipt of such resignation the Library Director/Library Administrator or designee will notify the County Administrator, the appointing authority (the Board of County Commissioners, Pensacola City Council, and/or the Mayor of Pensacola) and the members of the BOG.

Section 6. Removals

A BOG member may be voted on removal from appointment at any regular or special meeting. By a unanimous vote of the entire membership of the BOG (member in question withheld), the BOG can then recommend removal of the member to the appointing authority and remove the member from the BOG.

The BOG member who is being considered for removal shall not vote on the question.

Section 7. Vacancies

Where a BOG vacancy occurs, the appointment shall be for the unexpired part of the current term. A member may be reappointed to succeed himself for not more than one (1) term but may be again appointed for membership after the lapse of two (2) years.

Nominations for vacancies in office of the Chair or Vice-Chair shall be submitted from the floor at the next regular meeting after the vacancy occurs.

Members of the BOG, by majority vote, shall elect by vote from the nominees an officer to fill a vacancy for the unexpired terms of his/her predecessor in office to begin immediately. If an Officer of the BOG is unable to or does not fulfill the responsibilities of his/her office as defined or is unable to serve his/her full term of office, that office may be declared vacant by majority vote of the BOG members present.

Section 8. Attendance

If any member is absent without reasonable excuse from two (2) meetings during the calendar year, the Library Director/Library Administrator or designee shall inform the appointing authority that the BOG member is not serving the best interests of the WFPL and should be replaced by someone who will take an active part in the work. Absences may be excused by a majority vote of the members present at any meeting.

Article IV. Officers

Section 1. The officers of the BOG shall be a Chair and Vice-Chair.

The Chair shall preside at meetings, appoint working groups for purposes and durations as deemed appropriate, enforce the observance of these rules, sign official documents including contracts, and grant applications, consult with the Library Director/Library Administrator regarding the agenda, and perform such other duties as pertain to the office of the Chair which are necessary to carry out the wishes of the BOG and needs of the WFPL. As needed, the Chair is responsible for appointing liaisons and representatives to other entities. The Vice-Chair shall perform the duties of the Chair in the absence of the latter.

Section 2. Electing Officers

Nominations for Chair and Vice-Chair shall be submitted from the floor at the regular meeting in April of each year.

Members of the BOG, by majority vote, shall elect from the nominees a Chair and Vice-Chair who shall take office after the conclusion of the Monthly meeting in May of each year.

Section 3. Term of Office

Officers shall serve a term of one year and be subject to election annually.

There is no limit on the number of terms to which an individual can be elected to office.

No member will hold more than one elected position on the BOG at a time. Election or appointment to a second position creates an immediate vacancy in the first.

Article V. Meetings

Section 1. The BOG shall meet monthly. The BOG shall set the meeting days in advance for the year in November of the preceding calendar year. A draft schedule of each year's regular meetings shall be distributed to all members of the BOG at the regular December meeting.

All meetings of the BOG shall be held in compliance with the Sunshine Laws of Florida and the Florida Public Records Act Chapters 119 and 286 of Florida statutes. All parliamentary procedures not specified herein shall be in accord with Robert's Rules of Order, latest revised edition.

Section 2. At the annual meeting in May of each year, the BOG shall elect its officers, transfer leadership, and hold a regular monthly meeting.

Section 3. Special meetings may be called by the Chair, or upon written request of three (3) members, for the transaction of business as stated in the call. Except in cases of emergency, at least 48 hours' notice shall be given.

Section 4. A quorum for the transaction of business shall consist of three (3) board members, regardless of any current vacancies on the BOG, except in cases of emergency. If quorum is lost during a meeting due to an emergency, the consideration shall be made for removal of motions, lay on the table, etc. and the Chair, at his/her discretion will entertain a motion to adjourn. Otherwise, the meeting can continue with no actions taken.

Section 5. The agenda for all regular meetings shall include, but not be limited to, the following:

- Call to order
- Invocation
- Pledge of Allegiance
- Approval of Agenda
- Approval of Minutes
- Chair's Report
- Library Director/Library Administrator's Report
- Working Group(s) Reports
- Unfinished Business
- New Business
- Public Forum
- Open Board Discussion
- Future Meeting Schedule and Location

Section 6. Conference Call or Online Meeting Attendance

Under limited circumstances, members of the BOG unable to be physically present at a meeting may participate in the meeting via communication devices. Members attending via communication devices shall be considered present and counted towards the quorum.

Communication devices include audio and/or video equipment which allows all members of the BOG and other participants to interact on all motions, discussions, and votes. The limited circumstances which allow a member to participate via communication devices are personal illness or disability, employment purposes, or another emergency.

A member of the BOG wishing to attend via communication devices must give advanced notice to the Library Director/Library Administrator of the desire to attend via communication devices. The circumstances supporting the use of communication devices shall be announced at the start of the meeting and the circumstances shall be noted in the minutes of the meeting. A majority vote of the members present must vote in favor of a member attending via communication devices.

Technical difficulties may require/result in recess, adjournment, reschedule, or absence of the member from the meeting at no fault to the member. Business may continue, provided a quorum is still present.

Article VI.

Working Groups/Committees/Task Forces

Section 1. The Chair may appoint working groups for the study of specific interests for the purposes and durations as deemed appropriate. Examples may include, but are not limited to:

Advocacy

Development/Fund Raising

Long Range Planning

Policies, Procedures and Bylaws

Section 2. Working group(s) shall only have information seeking or fact-finding powers unless otherwise specified powers are approved by the BOG.

Section 3. Progress reports shall be made at each of the regular meetings until completion of the task or dissolution of the working group. All progress reports shall be submitted in writing upon request.

Section 4. Working groups may consult with the Library Director/Library Administrator or designee as a staff liaison, public representatives, as well as outside experts deemed appropriate for the groups' purpose.

Section 5. Working group(s) may be dissolved with the approval of the BOG.

Article VII.

Duties of the Members of the Library Board of Governance

Section 1. The BOG shall establish and review policies and advise the management of the WFPL and make recommendations to the BCC regarding the annual budget according to the purposes and authority set forth in the Resolution, the Interlocal, and such other agreements, and State and Federal laws.

Section 2. The BOG is accountable for the administration and operation of the WFPL.

Section 3. The BOG shall submit an annual budget in accordance with the budget calendar to the BCC.

Section 4. The BOG shall comply with spending limitations established by the annual budget according to County policy, including any amendment(s) thereto, as authorized by the BCC.

Section 5. The BOG shall conduct an annual evaluation of the Library Director/Library Administrator and forward said evaluation to the County Administrator or designee.

Section 6. The BOG shall recommend a Library Director/Library Administrator to the County Administrator or designee.

Section 7. The BOG shall adopt a position description for the Library Director/Library Administrator.

Section 8. WFPL Facilities. Any discontinuance in the operation and funding of the library system's facilities or consolidation of library system facilities must be approved by the BOG.

Section 9. The BOG will review its bylaws every other year and library policies annually.

Section 10. The Chair may make application, certify eligibility, and execute agreements for receipt of grant funds, gifts, donations, trust funds, and other revenue sources. The BCC shall have the authority to receive and disburse funds in accordance with the agreements and guidelines so established with such funds.

Section 11. The application for annual state aid from the Division of Library Services will automatically be executed by the Chair each year. Other funding sources greater than \$50,000 shall require approval of the BOG.

Section 12. The BOG has the authority to negotiate Memorandum of Understanding's (MOU) to be executed by the Chair.

Section 13. All actions of the BOG shall be of the BOG as a unit. The Chair or designee shall serve as the BOG spokesperson on all media matters. No BOG member shall act on behalf of the BOG, on any matter, without prior approval of the BOG. No BOG member by virtue of his/her office, shall exercise any administrative responsibility with respect to the library nor, as an individual, command the services of any library employee.

Article VIII.
Library Director

Section 1. The WFPL BOG shall recommend to the County Administrator or designee a Library Director to serve as the single administrative head of the library. The Library Director shall have completed a library education program accredited by the American Library Association and shall have had at least two years of full-time paid professional experience, after completing the library education program, in a public library that is open to the public for a minimum of 40 hours per week. The selection shall be made upon the basis of the candidate's training and proficiency in the science of library operations.

Section 2. The Library Director is an employee of Escambia County, and reports directly or indirectly to the County Administrator.

Section 3. The Library Director oversees day to day operations of the WFPL, and is responsible for the administration, supervision, management, and coordination of all branch libraries and personnel.

Section 4. The Library Director shall develop and implement a long-range plan, an annual plan of service, and an annual budget. The Library Director shall submit these plans for approval by the BOG.

Section 5. The Library Director or designee shall identify issues and alternatives that may relate to policies, advocacy, goals, or programs, and bring such matters before the BOG.

Section 6. The Library Director or designee shall render and submit to the BOG reports and recommendations of such policies and procedures, which, in the opinion of the Director, will improve efficiency of the library's service to the public, and for the operation of the library under the financial conditions contained in the annual budget.

Section 7. Under the direction of the County Administrator, the Library Director shall carry out policy established by the BOG. The Library Director shall write and enforce administrative regulations or procedures governing the WFPL which logically stem from adopted and approved policies.

Section 8. The Library Director or designee shall serve as staff liaison for the BOG.

Section 9. The Library Director or designee shall attend all BOG meetings.

Section 10. Library Director, or designee shall, after consultation with the Chair, prepare an agenda for all meetings.

Section 11. The Library Director or designee shall arrange for preservation of the BOG meetings and shall review and submit for approval the draft minutes for each BOG meeting.

Section 12. The Library Director or designee shall serve as liaison for the Friends groups.

Article IX.
Conflicts of Interest

Section 1. BOG members, in the capacity of trust imposed upon them, shall observe ethical standards with absolute truth, integrity and honor.

Section 2. BOG members shall promote a high level of service while observing ethical standards.

Section 3. BOG members shall avoid situations in which personal interests might be served or financial benefits gained at the expense of library users, colleagues, or the institution.

Section 4. BOG members will not use the library for personal advantage or the personal advantage of friends or relatives.

Section 5. BOG members will declare any conflict of interest between their personal life and their position on the BOG and avoid voting on issues that appear to be a conflict of interest. It is incumbent upon any BOG member to disqualify or recuse himself/herself from voting immediately whenever the appearance of a conflict of interest exists.

Article X.
Amendment of By Laws and Approval

Section 1. These bylaws may be amended annually by a majority vote, provided that the amendment shall have been submitted to all BOG members in writing at least thirty (30) calendar days prior to the date of any such meeting.

Section 2. Amendments may be proposed by any member of the BOG.

Section 3. The approved amendments shall be delivered to the County Administrator or designee via the Library Director/Library Administrator within 30 days of adoption by the BOG.

Section 4. These bylaws and any subsequent changes take effect upon approval by a majority vote of the BOG.

Approved by the West Florida Public Library Board of Governance on the 21st day of March 2024.

Approved as to form and legal sufficiency.

By/Title: Christopher R. Shaffer, ACA

Date: 04-01-2024