



CITY MANAGER'S OFFICE
303 W WESLEY STREET, WHEATON, IL, 60187
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MEMORANDUM

TO: The Honorable Mayor and City Council
FROM: Mike Dzugan, City Manager
DATE: April 17, 2023
SUBJECT: Wheaton Public Library Approval of Amended Bylaws

Request

Approve the resolution approving the amended bylaws of the Wheaton Public Library.

Background

On August 15, 2022, the City Council passed Ordinance O-2022-34, Amending the Code of Ordinances of the City of Wheaton Chapter 2 (Administration), Article V (Boards, Commissions and Committees). Section 2-258(c) allows each board, commission or committee to adopt bylaws governing its procedures and regulating its business and requiring those bylaws and/or amendments to be approved by the City Council.

The Wheaton Public Library approved the amended bylaws at their March 20, 2023 meeting which have been attached for your review and consideration of approval.

Recommendation

A resolution has been prepared approving the amended bylaws of the Wheaton Public Library.



WHEATON MAYOR PHILIP J. SUESS

CITY MANAGER MICHAEL DZUGAN

CITY COUNCIL: MICHAEL BARBIER | ERICA BRAY-PARKER | SCOTT BROWN | SUZANNE FITCH | LYNN ROBBINS | SCOTT WELLER

RESOLUTION R-2023-xx

A RESOLUTION APPROVING THE AMENDED BYLAWS OF THE WHEATON PUBLIC LIBRARY

WHEREAS, the City of Wheaton, Illinois, (“City”) is an Illinois home rule municipality pursuant to the provisions of Article VII, Section 6, of the Illinois Constitution of 1970; and as such the City may exercise any power and perform any function pertaining to its government and affairs; and

WHEREAS, Section 2-258(c) of the Wheaton City Code sets forth that each board, commission or committee may adopt bylaws governing its procedures and regulating its business and bylaws and/or amendments thereto shall be approved by the City Council; and

WHEREAS, on Monday, March 20, 2023, the Wheaton Public Library Board approved the amended bylaws of the Wheaton Public Library dated February 17, 2014 and amended on August 21, 2017 and further amended on December 21, 2020; and

WHEREAS, the City Council, after consideration, finds that the amendments to these bylaws as herein provided in Exhibit A are in the best interests of the residents of the City and are desirable for the welfare of the City’s government and affairs.

NOW, THEREFORE, BE IT RESOLVED by the Mayor and City Council, of the City of Wheaton, Illinois, that:

The amended Bylaws of the Wheaton Public Library dated March 20, 2023 are hereby approved by the Mayor and City Council of the City of Wheaton, Illinois.

ADOPTED this 17th day of April 2023.

Mayor

ATTEST:

City Clerk

Roll Call Vote:

Ayes:

Nays:

Absent:

BYLAWS OF THE WHEATON PUBLIC LIBRARY

ARTICLE I. NAME

The name of this municipal body shall be Wheaton Public Library (hereinafter referred to as the "Library").

ARTICLE II. BOARD OF TRUSTEES

Section 1. **General Powers.** The Library is organized and established under the library statutes of the State of Illinois and the applicable ordinances of the City. The property, business and policies of the Library shall be directed by its Board of Library Trustees, hereafter referred to as Board of Trustees. Board of Trustees shall have the powers and responsibilities conferred upon it by Illinois state law, including but not limited to the adoption of such rules and regulations for the conduct of its business, and the control of all City budget allocated Library expenditures as it deems advisable or necessary, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. **Number, Tenure and Qualifications.** The number and terms of Trustees comprising the Board of the Library will be nine (9) in accordance with Illinois state law and City Ordinance Chapter 2, Article V, Division 4, Section 2-306. The term in office for a trustee shall be three (3) years. Trustee terms shall begin on July 1 and end on June 30. The term of office will expire with the June meeting or until a successor has been appointed. The Trustees shall be appointed by the Mayor of the City of Wheaton, with the approval of the City Council. Each trustee shall be a legal resident of the City of Wheaton. Trustees shall take an oath of office as prescribed in Illinois law.

Section 3. **Governing Law.** All actions of the Board of Trustees are governed by the laws of the State of Illinois relating to libraries and the pertinent ordinances of the City of Wheaton. All meetings of the Board of Trustees shall be conducted according to the Illinois Open Meetings Act.

Section 4. **Liaisons.** The Mayor may designate a City employee from the City Manager's office who shall serve as an ex-officio member without the right to vote. Students from local high schools may be approved by the Board as liaisons without the right to vote.

Section 5. **Resignation.** Any Trustee may resign at any time by giving written notice to the President and the Mayor. Such resignation shall take place effective when the notice is delivered unless the notice specifies a future date; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Upon receipt of such resignation, the President will notify the Mayor's office of the vacancy.

Section 6. **Vacancies of Trustee.** Vacancies shall be declared when the appointed trustee declines or is unable to serve, or is absent without cause from all regular board meetings

for a period of one year, or is convicted of a misdemeanor for failing, neglecting, or refusing to discharge any duty imposed upon a trustee, or becomes a nonresident. Vacancies shall be reported to the Mayor and be filled in like manner as original appointments.

ARTICLE III. MEETINGS

Section 1. **Annual Meeting.** The February meeting of each year shall be the Annual Meeting at which the Annual Report of the Executive Director and Trustees of Wheaton Public Library shall be presented for approval and for authorized transmittal to the City Council of the City of Wheaton. The report shall include a resume of the year's work with a detailed account of the receipts and expenditures, a budget, statement of plans for the following year and all other information required by State Statutes.

Section 2. **Regular Meetings.** Regular meetings shall be held at the Library at 7:00 p.m. on the third Monday of each month, unless otherwise determined by the Board. The meetings, except closed sessions, shall be open to the public and notice shall be provided in advance. Written notice of meetings shall be communicated by mail and/or electronic mail to all members of the Board pursuant to the Open Meetings Act. Trustees should notify the President and the Library Director on or before the day of the Board meeting if unable to attend. All materials and documents for a given meeting must be provided at least 4 days in advance to Board members whenever possible. The Library Director shall attend all Board meetings as a non-voting member. All closed meetings shall be electronically recorded, the records for which will be kept and destroyed in accordance with the Open Meetings Act and the Records Retention Act.

Section 3. **Special Meetings.** Special meetings may be called by the President, or at the request of any three (3) Trustees in writing. These meetings shall be posted and held as required by the Illinois Open Meetings Act.

Section 4. **Meeting Agenda.** An agenda for each meeting, which includes the notification for the meetings, shall be prepared by the Library Director at the direction of the President. All relevant meeting materials including the Treasurer's Report and the minutes of the previous meeting shall also be included in the advance communication to the Board members. Board members who have items they wish included on the agenda should notify the President in advance of the meeting. The President may place on the agenda such items if he/she sees fit. An item must be placed on the agenda at the request of any three Trustees in writing. All Open Meetings Act rules will apply.

Section 5: **Order of Business.** Unless otherwise determined by the Board, the order of business at all meetings of the Board shall be as follows:

- 1) Call to Order and Roll Call
- 2) Citizens to Be Heard
- 3) Consent Agenda (Any item on the Consent Agenda may be removed for separate consideration by any Board Member and Citizen)
 - a. Approval of Minutes
 - b. Reports
- 4) Unfinished Business
- 5) New Business

- 6) Trustee Comments
- 7) Closed Session (President may entertain a motion to enter closed session in accordance with the Illinois Open Meetings Act)
- 8) Adjournment

Section 6. **Quorum.** A majority of the Trustees entitled to vote shall constitute a quorum for a meeting to convene. A meeting can continue but no action can take place if the minimum number to make a quorum is not present.

Section 7. **Manner of Acting.** In the absence of the President at any regular or special Library meeting, the meeting shall be presided over by the Vice-President, or in the absence of the President and Vice-President, by one of the Trustees present who shall be chosen by a majority of the members of the Board present to act as President Pro Tem. In the absence of the Secretary, the members of the Board present at the meeting shall choose a Secretary pro tem for the meeting who shall have the powers of the Secretary. The President may vote upon and may move or second a motion before the Board. Any rule or policy of the Board, whether contained in these by-laws 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 two-thirds of those present shall so approve.

~~Section 8. **Electronic Participation in Meetings.** Under limited circumstances, Trustees unable to be physically present at a public meeting may participate in the meeting via communication devices. Communication devices include, without limitation, audio and/or video equipment with allows members of the public, Trustees physically present, Trustees not physically present, Library Staff and other meeting participants to interact with those present on all motions, discussions, and votes. The limited circumstances which allow a Trustee to participate via communication devices are personal illness or disability, employment purposes, business of the Library, family emergency or other emergency. A Trustee wishing to attend via communication devices must give advance notice to the Board Secretary and/or President of the desire to attend via communication devices (unless notice is impractical). Only Trustees attending in person shall be counted toward establishing a quorum. A majority of the quorum must vote in favor of a Trustee attending via communication devices.~~

~~All public meetings involving communication devices shall be conducted in accordance with the provisions of the Illinois Open Meetings Act. The Board Secretary will note in minutes of any meeting which utilizes communication devices that the meeting was conducted with one or more Trustees (identified by name) not physically present in the meeting room and that such Trustee(s) participation in the meeting was via communication devices. The circumstances supporting use of communication devices shall be announced at the start of a meeting and such circumstances shall be noted in the minutes of the meeting.~~

Section 9. **Compensation.** Trustees shall serve without compensation but shall be reimbursed for their actual and necessary expenses incurred in the performance of their duties from Library funds.

Section 10: **Conflict of Interest.** Board members and officers will not solicit, accept, or agree to accept, gifts, loans, gratuities, discounts, favors, hospitality, or services. Trustees will not

accept economic, advancement, or honorary opportunities under circumstances when it may be reasonably inferred that the opportunity is being offered with intent to influence official action. Trustees who must take an official action that may be construed as conflicting with personal, family, monetary, or employment interests should abstain from official action if there is no reasonable way to eliminate the conflict. Trustees will not engage in economic activity that involves the use or sale of information gained in the course of official duties in addition to any applicable provisions of the City of Wheaton Prohibited Political Activities/Gift Ban Act (Sec. 42-125 of the Wheaton City Code) and the State Officials and Employees Ethics Act, 5 ILCS 430/1-1 et seq.

Section 11. **Immediate Family.** No employee of the Library shall be a member of the immediate family of a Board Member.

ARTICLE IV. TRUSTEES, OFFICERS, LIBRARY DIRECTOR

Section 1. **Specific Powers and Duties.** The Powers and Duties of the Board of Trustees shall be those defined by the Illinois Local Library Act 75ILCS 5/4-7, as applicable, including but not limited to the following:

1. To make and adopt such bylaws, rules and regulations, for their own guidance and for the government of the Library not inconsistent with the Illinois Local Library Act.
2. To have the exclusive control of the expenditure of all moneys collected for the Library and deposited to the credit of the Library fund.
3. To have the exclusive control of the construction of any Library building and of the supervision, care and custody of the grounds, rooms or buildings constructed, leased or set apart for that purpose.
4. To purchase or lease real or personal property, and to construct an appropriate building or buildings for the use of a Library established hereunder.
5. To remodel or reconstruct a building erected or purchased by the board, when such building is not adapted to its purposes or needs.
6. To sell or otherwise dispose of any real or personal property that it deems no longer necessary or useful for Library purposes, and to lease to others any real property not immediately useful but for which plans for ultimate use have been or will be adopted.
7. To appoint and fix the compensation of a qualified librarian, who shall have the authority to hire such other employees as may be necessary, to fix their compensation, and to remove such appointees, subject to the approval of the board, but those powers are subject to Division 1 of Article 10 of the Illinois Municipal Code in municipalities in which that Division is in force. The board may also retain counsel and professional consultants as needed.
8. To contract with any public or private corporation or entity for the purpose of providing or receiving Library service or of performing any and all other acts necessary and proper

to carry out the responsibilities, the spirit, and the provisions of the applicable state statutes.

9. To join with the board or boards of any one or more libraries in Illinois in maintaining libraries, or for the maintenance of a common library or common library services for participants, upon such terms as may be agreed upon by and between the boards.
10. To enter into contracts and to take title to any property acquired by it for Library purposes.
11. To exclude from the use of the Library any person who willfully violates the rules prescribed by the board.
12. To extend the privileges and use of the Library, including the borrowing of materials on an individual basis by persons residing outside of the city of Wheaton.
13. To exercise the power of eminent domain subject to the prior approval of the corporate authorities as prescribed in the applicable Illinois statute.
14. To join the Library as a member and to join the Library trustees as members in the Illinois Library Association and the American Library Association and other non-profit, non-political associations which have a purpose of library development and librarianship.
15. To invest funds pursuant to the Public Funds Investment Act.
16. To accumulate and set apart as reserve funds portions of the unexpended balances of the proceeds received annually from taxes or other sources, for the purpose of providing self-insurance against liabilities relating to the public Library.
17. To strive to attend at least one library conference, workshop or seminar individually annually.

Section 2. **Annual Budget.** The Board shall determine the financial requirements of the Library, shall recommend a balanced budget along with a sound business case to support the budget, and shall submit it to the City well in advance for discussion and revision if necessary prior to final approval and funding.

Section 3. **Officers.** The officers of the Library shall consist of a President, a Vice-President, a Secretary and a Treasurer.

Section 4. **Election and Term of Office.** Officers shall be elected at the July meeting of the Board of Trustees, shall take office at the July meeting, and shall serve a term of one (1) year until June 30 of the next year or until their successors are duly elected.

Section 5. **Removal.** Any officer duly elected or appointed may be removed by majority of a quorum of the eligible voting members whenever in its judgment the best interests of the Library would be served thereby.

Section 6. **Resignation.** Any officer may resign his or her office at any time by giving written notice to the President and Library Director. Any such resignation shall take place effective when the notice is delivered unless the notice specifies a future date; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. **Vacancies of Officer.** A vacancy in an office shall be filled by a vote of the Board, and the Trustee elected shall serve for the remainder of the term of the member he or she replaces. No name shall be placed in nomination without the consent of the nominee.

Section 8. **President.** The President shall preside at all meetings of the Board, shall serve as executive officer of the Board, authorize calls for any special meetings, appoint all committees, execute all documents authorized by the Board, and have general supervision of all matters pertaining to the Library, except as hereinafter provided in these by-laws, or as otherwise provided by law or by the action of the Board in accordance with these by-laws. The President shall be an ex-officio member of all committees. The President shall serve as official spokesman for the Board.

Section 9. **Vice-President.** The Vice-President, in the event of the absence or disability of the President, or of a vacancy in that office, shall assume and perform the duties and functions of the President.

Section 10. **Secretary.** The Secretary shall maintain a true and accurate record of all meetings of the Board to include keeping minutes, recording attendance, recording roll call on all votes, completing and/or signing applications and documents as needed, issuing notice of all regular and special meetings, and performing such other duties as are generally associated with that office.

Section 11. **Treasurer.** The Treasurer shall present monthly and annual financial reports which have been prepared by the Library Director; he/she shall serve as Chair of the Finance Committee, and shall also serve as key liaison to the DuPage Foundation. The Treasurer shall be the disbursing officer of the Board and shall perform such duties as generally devolve upon that office.

Section 12. **Library Director.** The Library Director shall be an exempt (salaried) position and shall be hired or terminated by the Board of Trustees. The Library Director shall report to and take direction from the Board of Trustees, pursuant to the provisions of the Illinois Local Library Act, 75 ILCS 5/1-0.1 et seq. The Library Director shall make a monthly and annual report to the Board. The Library Director shall perform all other roles and responsibilities as detailed in the job description on file. The Library Director shall have the authority to execute contracts on behalf of the Library within the parameters established by the Board of Trustees. The Library Director shall certify bills incurred and make a monthly and annual report to the Board of Trustees. The Library Director may carry out the duties of the Secretary of the Library and may carry out the duties of the Treasurer. The Library Director shall employ and may terminate the employment of staff members as necessary to carry out the work of the Library and shall perform such other duties as may be specified by the Board of Trustees

ARTICLE V. COMMITTEES

Section 1. **Standing Committees.** The Finance Committee and Nominating Committee shall be the only standing committees. The Finance Committee shall consist of two Trustees and the Treasurer, whom will act as the Chairperson. The Finance Committee will be appointed at the July meeting by the President. The Finance Committee will work with the Executive Library Director on the preparation and presentation of the Annual Library Budget.

The Nominating Committee shall consist of three Trustees, one of whom shall be designated as the chairperson. The Nominating Committee shall be appointed by the President at least thirty (30) days in advance of the June annual meeting. The Nominating Committee shall recommend a slate of candidates to the Trustees. If no valid alternate nomination petitions are received or validated, the Nominating Committee's slate shall be elected by acclamation.

Section 2. **Special Committees.** Special committees of the Board may be created for specific purposes as the Board may require from time to time. A Special Committee shall be considered discharged upon the completion of the purpose for which it was created and after a final report is made to the Board. A Special Committee may be designated by a resolution adopted by a majority of the Board of Trustees present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each committee shall be Trustees, and the President of the Library Board shall appoint the members thereof. Any committee member may be removed or transferred to another committee by the President whenever in their judgment the best interests of the Library shall be served by such removal.

Section 3. **Term of Office.** Each member of a committee shall continue as such until the next annual meeting of the Board of Trustees and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. **Chairperson.** One member of each committee shall be appointed chairperson by the President.

Section 5. **Vacancies.** Vacancies in the membership of any committee may be filled by the President.

Section 6. **Quorum.** Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of any committee shall constitute a quorum for committee action at any meeting of the committee, and the act of a majority of committee members present and voting at a meeting at which a quorum is present shall be the act of the committee.

Section 7. **Meetings of Committees.** Subject to action by the Board of Trustees, each committee by majority vote of its members shall determine the time and place of meetings and the notice required therefore. All meetings shall be posted and held as required by the Illinois Open Meetings Act. All meetings will be recorded, the records for which will be kept and destroyed in accordance with the Open Meetings Act and the Records Retention Act.

Section 8. **Rules.** Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the Board of Trustees.

Section 9. **Library Director.** The Library Director shall be an ex-officio member of all committees. The Library Director or certain Library employees may be required to participate on one or more Trustee committees. The committee chair may invite certain Library employees to join a committee in non-voting role or to attend specific meetings. Non-exempt Library employees shall be compensated accordingly.

Section 10. **Committee of the Whole.** Notwithstanding any provision in these by-laws concerning committees to the contrary, the Board of Trustees as a committee of the whole may perform any of the duties or responsibilities assigned to the various committees as deemed appropriate and expedient.

ARTICLE VI. CONTRACTS, CHECKS, DEPOSITS AND FUNDS, BONDING

Section 1. **Contracts.** The Board of Trustees may authorize any officer or officers, agent or agents of the Library, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Library and such authority may be general or confined to specific instances.

Section 2. **Depositories.** All funds of the Library not otherwise employed shall be deposited from time to time to the credit of the Library in such banks, trust companies or other depositories as the Board of Trustees may designate.

Section 3. **Checks, Drafts, Notes, Etc.** All checks, drafts or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the Library shall be signed by such officer or officers, or agent or agents, of the Library and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

Section 4. **Bonding.** The Board of Trustees shall provide for the bonding of such officers and employees of the Library as it may from time to time determine.

Section 5. **Investments.** Unless otherwise specified by the terms of a particular gift, bequest or devise, grant or other instrument, the funds of the Library may be invested, from time to time, in such manner as the Board of Trustees may deem advantageous without regard to restrictions applicable to trustees or trust funds.

ARTICLE VII. BOOKS AND RECORDS

The Library shall keep correct and complete books, records, and recordings of account and shall also keep minutes of proceedings and recordings of closed meetings of its members, Board of Trustees, and committees having any of the authority of the Board of Trustees, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Library may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time.

Records and recordings shall be kept in a safe and secure location and shall be disposed of consistent with state record retention requirements.

ARTICLE VIII. INDEMNIFICATION OF TRUSTEES, OFFICERS, EMPLOYEES AND AGENTS; INSURANCE

Section 1. **Right to Indemnification.** If any claim or action is not covered by insurance or ordinance of the City of Wheaton, the Library will indemnify any present or former Trustee, officer, employee or agent to the fullest extent possible under applicable law against expenses, including attorneys' fees, judgments, fines, settlements and reasonable expenses, actually incurred by such person relating to his or her conduct as a Trustee, officer, employee, member or agent of the Library, except that indemnification shall not apply:

- to a breach of the duty of loyalty to the Library;
- for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law;
- for a transaction from which such person derived an improper personal benefit; or
- against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the Library, or against expenses in any such case, where such person shall be adjudged liable to the Library.

Section 2. **Insurance.** The Library may purchase and maintain insurance on behalf of any person to the fullest extent permitted by applicable law.

ARTICLE IX. AMENDMENTS

These bylaws may be altered, amended, or repealed, and new and other bylaws may be made and adopted at any annual or regular meeting of the Board of Trustees, or at a special meeting called for that purpose, by the affirmative vote of a majority of the board.

ARTICLE X. REVIEW OF THE BYLAWS

The Library Board shall review the provision of the Bylaws as needed, but at least every two years. The bylaws and/or any amendments thereto shall be reviewed and approved by the City Council.

Approved 2-17-2014
Reviewed and Amended 8.21.2017
Reviewed and Amended 12.21.2020
Reviewed and Amended 3.20.2023