

# **Bylaws of the Sonoma County Library Commission**

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**I. Mission Statement.** The mission of the Sonoma County Library is to bring information, ideas, and people together to build a stronger community.

## **II. Definitions**

- A. Brown Act: This term refers to the Ralph M. Brown Act, California Government Code § 54950, *et seq.*
- B. JPA Agreement: This term refers to the First Amended and Restated Joint Powers Agreement for the County-Wide Provision of Library Services by the Sonoma County Library of 2014.
- C. Library: This term refers to the Sonoma County Library.
- D. JPA Members: This term refers to the signatories of the JPA Agreement which are the Members of the Library. They are the County of Sonoma and the Cities of Cloverdale, Cotati, Healdsburg, Petaluma, Rohnert Park, Santa Rosa, Sebastopol, Sonoma, and the Town of Windsor, as well as such other and future Members of the Library as allowed by the JPA Agreement.

## **III. Legal Status of the Sonoma County Library**

A. Joint Powers Authority Entity. The Library is a free public library providing collection materials, resources, community education and literacy services county-wide to the residents of Sonoma County. The Library is defined by the terms of the JPA Agreement.

B. Governing Body. The Library is governed by the Sonoma County Library Commission, which is composed of eleven Commissioners appointed by the JPA Members pursuant to the terms of the JPA Agreement.

The powers and responsibilities of the Library Commission are governed by the JPA Agreement as well as related requirements in the Government Code and Education Code of the State of California (collectively, "Governing Law"). Nothing in these Bylaws is intended to change requirements contained in the Governing Law.

C. Library Officers. The officers of the Library are delineated in the JPA Agreement and include: (1) the Library Director, who is appointed by the Commission pursuant to

the terms of the JPA Agreement; (2) the Chief Financial Officer, who is appointed by the Library Director; (3) the Treasurer and Controller, who is appointed by the JPA Agreement as the Sonoma County Auditor-Controller-Treasurer-Tax Collector, unless the commission transfers these responsibilities to any other person or entity as the law may allow.

D. Principal Office. The principal office for the transaction of business of the Library shall be the Sonoma County Library Headquarters located at 6135 State Farm Drive, Rohnert Park, California 94928.

#### **IV. Oversight of Library Operations**

A. Oversight Requirement. The Commission provides structure and direction for the operational, administrative and fiscal oversight of the Library.

B. Library Director. The Commission hires the Library Director, monitors the performance of the Director, and can terminate the employment agreement. The Commission will conduct an annual performance review of the Director.

C. Appeals of Library Director Decisions. If permitted by a Commission approved policy or procedure, decisions of the Library Director may be appealed to the Commission following the procedures set forth in Section XII of these Bylaws.

D. Budget. The Commission will work with the Library Director to develop the annual (or multi-year) budget, before each Fiscal Year, and revise it periodically as necessary.

E. Expenditures. The Commission, with the assistance of the Finance Committee, will track expenditures and revenue against the budget, and make adjustments as required. The Commission will ensure strict accountability of all funds and reports of all receipts and disbursements.

F. Execution of Documents. The Commission and the Library Director (as and to the extent authorized by the Commission), may authorize any officer or officers or agent, to enter into any contract or execute any instrument in the name of and on behalf of the Library, and such authority may be general or confined to specific instruments. Unless so authorized by the Commission or Library Director, no officer, agent or other person shall have any power or authority to bind the Library by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

#### **V. Commissioners**

A. Appointment of Commissioners. JPA Members are entitled to appoint representatives to sit on the Library Commission as voting Commissioners pursuant to the terms of the JPA Agreement. Commissioners must be Sonoma County residents at all times during the appointment, and must comply with the rules of appointment adopted by their respective appointing Member and with the appointment procedures set forth in the JPA Agreement. Each JPA Member shall appoint one Commissioner,

and in addition the County and City of Santa Rosa shall appoint a joint Commissioner.

B. Term of Appointments. Library Commission appointments shall be for a term of four years, beginning on August 1 and ending on July 31 four years later. Commissioners may be reappointed by their Member. A Commissioner may resign or be replaced at any time by the appointing JPA Member. Upon a Commission seat becoming vacant, the responsible appointing JPA Member shall, within 60 days of the vacancy, appoint a replacement Commissioner to complete the term. In the event that the jointly appointed commissioner position is vacated, the position must be filled in compliance with the applicable provisions of the JPA Agreement.

Pursuant to the terms of the JPA Agreement, the terms of Commissioners are staggered to ensure continuity of experience and allow for transition planning. Accordingly, the terms of the Petaluma, Santa Rosa, Rohnert Park, Sebastopol, Healdsburg, and the joint Santa Rosa/County representatives begin August 1<sup>st</sup> of the same year; the terms of the Windsor, Sonoma, Cotati, Cloverdale, and the County representatives begin August 1<sup>st</sup> two years later.

C. Training. Periodically, Commissioners will be trained on applicable rules and procedures, legal responsibilities, ethics, and library practices. The Library Director and Commission Chair shall work together to ensure such training is provided.

D. Attendance at Commission Meetings. Commissioners are expected to attend all regularly scheduled and special meetings. Personal attendance is encouraged, though telecommunications attendance is permitted in accordance with the Brown Act. The Commission Chair shall notify an appointing Member if a Commissioner has had three (3) or more unexcused absences from meetings in one fiscal year.

## **VI. Commission Officers**

A. Election of Chair and Vice Chair. At its regular July meeting, the Commission shall annually elect one Commissioner to serve as the Commission Chair and another Commissioner to serve as the Commission Vice Chair. These elected officers shall take office on August 1. These elected officers shall continue to hold office until they resign or are removed by the commission, deemed disqualified to serve, or replaced by elected and qualified successors.

B. Duties of the Chair. It shall be the duty of the Chair to: (a) preside over meetings of the Commission and ensure they are conducted in compliance with applicable laws as well as rules and bylaws governing the Commission; (b) consult with the Clerk as necessary in the preparation of the Agendas for meetings of the Commission; (c) execute contracts and other instruments on behalf of the Commission as authorized by the Commission; (d) create and terminate ad hoc committees as necessary; (e) schedule special and emergency meetings as necessary; (f) represent the Commission and the Library as occasion demands, and (g) appoint individuals to committees and may appoint alternates.

C. Duties of the Vice Chair. The Vice Chair shall, in the absence or disability of the

Chair, or when a vacancy exists in the office of Chair, perform all duties of the Chair. When acting as the Chair, the Vice Chair shall have the powers of, and be subject to the restrictions placed upon, the Chair.

D. Interim Chair. If neither the Chair nor the Vice Chair are available to take necessary action, the following shall serve as the Interim Commission Chair in the order listed: (a) the Chair of the Finance Committee; (b) the Chair of the Advocacy and Public Relations Committee; (c) a Commissioner appointed by the Chair; or (d) a Commissioner selected by majority vote of the Commissioners. Any Interim Commission Chair shall have the powers of, and be subject to the restrictions placed upon, the Chair.

E. Removal or Resignation. The Chair or Vice Chair may resign or may be removed from office, with or without cause, by a majority vote of the Commission at any time. A vacancy caused by death, resignation, or removal of either of these offices may be filled immediately upon a majority vote of the Commission on or before the next regularly scheduled election.

## **VII. Committees**

A. Authority to Form Committees. The Commission may form and terminate committees comprised of less than a quorum of Commissioners and/or members of the public or Library employees as deemed appropriate by the Commission. Such committees may be standing, temporary, or ad hoc committees. All committees must comply with the open and public meeting requirements of the Brown Act unless exempted from such compliance by its terms. Unless otherwise specified, each committee shall elect its own Chair who shall ensure compliance with the Brown Act and other applicable rules.

B. Standing Committees. The following standing committees are established pursuant to these Bylaws.

1. Finance Committee. A Finance Committee consisting of no less than three nor more than five Commissioners shall be established as a standing Committee. The Chair of the Commission shall appoint Commissioners to this committee, and has the authority to appoint a member of the committee to serve as Commission liaison to any other committee.

The Finance Committee shall perform the following functions: (a) monitor Library finances and develop recommendations for the Commission on budget and financial issues; (b) review the annual draft audit prior to presentation to the Commission; and (c) review fiscal policy and monitor major liabilities, CALPERS and OPEB, as well as the fund balances. The Finance Committee may also perform other functions if so directed by the Commission.

2. Director Evaluation Committee. A Director Evaluation Committee consisting of no less than three nor more than five Commissioners shall be established as a standing committee. The Chair of the Commission shall appoint Commissioners to this

committee.

The Director Evaluation Committee shall perform the following functions: (a) provide feedback and evaluation to the Library Director; and (b) make recommendations to the Commission with respect to the performance of the Library Director.

3. Other Standing Committees. Other standing committees may be established by the commission if it determines a need.

C. Ad Hoc Committees. The Commission may, from time to time, appoint special committees for selected tasks and shall define the size, composition, purposes, and duration of such committees. Ad Hoc committees shall review matters within the scope of their assigned work and shall advise the Commission and the Library Director thereon. All ad hoc committees shall disband when they have completed the work for which they were appointed. Ad Hoc Committee chairs shall be appointed by the Commission Chair.

## **VIII. Library Advisory Boards and Liaisons**

A. Liaisons. The Commission and/or chair may establish liaisons as it deems appropriate to assist it in carrying out its functions, and to assist with outreach to school districts and other community institutions. The chair shall appoint people to serve as liaisons.

B. Library Advisory Boards (LABs). Library Advisory Boards (LABs) are established in each city or community in which at least one regional branch library operates. The LABs shall be comprised of, and shall be operated by, the residents of their respective service areas who shall be appointed by the Commission. Each LAB shall set its own procedural rules and operational bylaws, and shall comply with the provisions of the Brown Act.

C. Commission shall develop procedures, purposes, and roles for the LABs. Each Commissioner shall be a liaison to the LAB of the Commissioner's appointing JPA Member.

## **IX. Commission Meetings**

Commission meetings and agendas shall be conducted in accordance with the Brown Act. In the event of an apparent conflict between the Brown Act and these Bylaws, the Brown Act shall control.

A. Regular Meetings. The Commission shall hold regular monthly meetings. The dates, times, and locations of regular meetings shall be set by majority vote of the Commission. Notice and Agenda posting for all regular meetings shall be provided at least 72 hours prior to the time of the meeting.

B. Special Meetings. Special meetings may be called only by the Commission Chair at the Chair's discretion; however, if three or more Commissioners request a

special meeting on a particular matter which should be heard prior to a regularly scheduled meeting, then the Commission Chair is obligated to call for one.

If notice and Agenda posting of a special meeting can be provided within the 72-hour time period required for regular meetings, then the notification rules regarding regular meetings shall apply.

In addition, notice of a special meeting may be given no less than 24 hours before the time of such meeting. In such event, notice of the meeting shall be provided in writing to each Commissioner and the public no less than 24 hours before the time of such meeting. In addition, notice must be sent to each local newspaper of general circulation and radio or television station that has requested such notice in writing in a manner which ensures receipt at least 24 hours before the time of the meeting. The notice shall specify the date, time and place of the special meeting as well as the matters to be addressed and the business to be transacted.

C. Emergency Meetings. Emergency meetings may be called only by the Commission Chair at the Chair's discretion; however, if three or more Commissioners request an emergency meeting on a particular matter which should be heard prior to a regularly scheduled meeting and prior to the time allowed for a special meeting, then the Commission Chair is obligated to call for one.

Notice of emergency meetings shall be given in writing to each Commissioner and the public at least 12 hours before the time of such meeting. In addition, written or oral telephonic notice must be given to each local newspaper of general circulation and radio or television station that has requested such notice in writing at least 12 hours before the time of the meeting. The notice shall specify the date, time and place of the emergency meeting as well as the matters to be addressed and the business to be transacted.

D. Closed Sessions. Portions of a Commission meeting or an entire meeting may be closed to the public, under the specific criteria and pursuant to the procedures stated in the Brown Act.

E. Agenda. The Agenda for each meeting is set by the Chair and the Clerk, with input from the Commissioners. An item shall be added to a meeting Agenda upon request from two or more Commissioners. During a meeting, the Chair has discretion to call the items on the Agenda in any order.

Agendas shall be posted in writing for public notice in all library branches and shall be made available on the Library's website within the timelines required by these Bylaws. After an Agenda has been posted, no changes may be made to it; however, at the outset of a meeting, the Chair may remove an item from the Agenda or correct errors or omissions contained on the Agenda which do not materially alter it. Each Agenda shall specify the location, date and time of the meeting, as well as identify the matters to be addressed and the business to be transacted.

F. Change in Time and Place of Meetings. Prior to the posting of an Agenda, the

date, time and place of a meeting may be changed upon a majority vote of the Commissioners. If an Agenda has already been posted, a regular or special meeting can be temporarily adjourned and then re-adjourned to a time and place specified in the order of adjournment; if no time is specified, then the meeting is continued to the hour for regular meetings.

G. Adjournment. The Commission may adjourn any regular, adjourned regular, special, adjourned special meeting, emergency meeting, or adjourned emergency meeting to a date, time and place specified in the order of adjournment. An adjournment may be announced to honor one or more persons.

If there is less than a quorum of the Commission at any meeting, the Commissioners attending the meeting may adjourn it to a different date, time, and/or location per an order of adjournment. A copy of an order of adjournment must be posted within 24 hours after the adjournment, at or near the door of the place where the meeting was held.

If a meeting is adjourned for less than five calendar days, then no new Agenda need be posted so long as a new item of business is not introduced.

## **X. Meeting Procedures and Voting**

A. Clerk of the Commission. The Library Director shall be the Clerk of the Commission. The duties of the Clerk include: (1) ensuring the creation of notices and agendas necessary for Commission and committee meetings; (2) duplicating and mailing notices and/or agendas in advance of meeting dates as required by applicable laws; (3) causing meeting minutes to be taken and summarized in writing; (4) certifying official documents of the Commission; and (5) maintaining such official records of the Commission as necessary.—The Library Director may delegate some or all of these duties to a Library employee who shall serve as Commission Assistant.

B. Quorum. A majority of the total number of Commissioners duly appointed to the Commission as of any meeting date shall constitute a quorum for the transaction of Commission business. If there is less than a quorum present at a meeting, no Commission action can be taken, and the meeting may be adjourned.

Every action taken or decision made by a majority of the Commissioners present at a meeting duly held at which a quorum is present shall be regarded as the action of the Commission, unless a greater number is required by the Governing Law.

C. Voting. Commissioners shall have equal voting rights. Each Commissioner shall be entitled to one vote, which shall be cast in person or remotely using telecommunication technology following the notification requirements of the Brown Act. Votes shall be taken by voice, except that a vote shall be repeated by tally at the request of the Chair or any Commissioner. No absentee ballot or vote by proxy is permitted.

D. Minutes and Recording. Action minutes of each meeting shall be prepared by or

at the direction of the Clerk. The minutes of every meeting shall be distributed prior to the next meeting to each Commissioner, and to such other persons, agencies or firms as may request them. A complete set of minutes as approved by the Commission and attested by the Clerk shall remain on file at the principal office of the Commission, and shall be open to inspection by any person at all reasonable times during office hours.

Meetings are video recorded, and are available for viewing at the Library website. The video recording shall be retained pursuant to the Commissioned approved record retention schedule and Governing Law.

E. Rules of Order. The rules contained in the most recent edition of *Rosenberg's Rules of Order* shall govern all meetings of the Commission, except in instances of conflict between said Rules of Order and these Bylaws or the Governing Law, in which case the *Rules of Order* shall not apply.

F. Public Comment. Members of the public are welcome to address the Commission and the meetings of any other committee subject to the Brown Act. The public shall be entitled to comment on Agenda items as well as on items not on the Agenda. The time at which public comments are allowed during the meeting, and the time limits for such comments, are set at the discretion of the Chair.

## **XI. Operational Procedures**

A. California State Library Report. The Commission will work with the Library Director to provide the statistical information in the report that is required by the California State Library.

B. Report to JPA Members. Each year the Library shall report in writing to the JPA Members on the state of the Library, no later than the end of the current fiscal year in regard to the prior fiscal year. It is the responsibility of each Commissioner to share the report with their appointing body.

C. Strategic Plan. The Commission shall approve a strategic plan which addresses existing and proposed new facilities, operations, technology, and budget, at least once every ten years. The Library Director shall be responsible for causing such a plan to be prepared and presented to the Commission for discussion and adoption.

D. Facilities Maintenance Plan. The Commission shall adopt a facilities maintenance plan at least once every three years, and revise it as necessary. The Library Director shall be responsible for causing such a plan to be prepared and presented to the Commission for discussion and adoption.

E. Authority to Bind Library and Execution of Documents. Unless authorized by the Commission, no officer, agent, or other person shall have any power or authority to bind the Library by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or to any amount. Upon approval or authorization of the Commission, the Library Director may authorize an agent to execute an instrument in the name of and on behalf of the Library. The authority granted by the Library Director may be



general or confined to specific instruments.

F. Capital Improvements and Repairs. The Commission shall work with the JPA Members to provide for capital improvement and repairs to ensure that facilities are maintained and improved to provide the best possible facilities for each Member.

G. Facility Leases.

1. General Requirements. All facilities used or operated by the Library shall meet minimum standards satisfactory to the Commission as determined on a case-by-case basis, which shall depend upon the specific purposes for the facility as well as the attendant circumstances and conditions.

2. Requirements Applicable to Leases with Members for Branch Libraries. As required by the Amended and Restated JPA Agreement the Library shall enter into leases with Members which own or control branch library facilities. The underlying goals of such leases are to require Members to provide facilities which are both habitable and appropriate for use as public libraries at no cost to the Library; in return, the Library shall be required to provide general maintenance and certain repair services for facility upkeep. Specific obligations of the parties, to be included in facility leases, shall be as follows:

a. Member Obligations. Members shall maintain and repair: (i) the building shell, including exterior walls, roofs, doors, and major structural members, (ii) windows, if damage originated outside, and (iii) sidewalks, parking lots, parking lot lights, and flagpoles. In addition, Members shall be responsible for replacing any major components of the HVAC equipment and electrical service panel.

b. Library Obligations. The Library shall: (i) maintain and service the HVAC system at least biannually; (ii) furnish all fixtures and carpets; (iii) repair damage to windows if it originated inside; and (iv) maintain landscaping, unless it is part of a larger facility to be maintained by the Member.

## **XII. Administrative Appeals**

A. General.

1. Appealable Decisions. Where a Library policy explicitly provides for an appeal of the Library Director's decision on a matter, any Library patron may submit such an appeal to the Commission pursuant to these procedures. Such a patron is herein referred to as the "appellant."

2. Exclusions for Appeal Process. These procedures are not applicable to and expressly exclude any claim concerning the interpretation, application, or alleged violation of the Memorandum of Understanding between the Library and SEIU Local 1021, CtW, CLC.

B. Hearings – Appeals of Library Director Decisions.

1. Submission of Administrative Appeals. Administrative Appeals addressed to the Library Commission shall be submitted in writing by the appellant and must provide details regarding the matter requested to be reviewed, all arguments underlying the request for review, and all documentation related to the matter to be reviewed which would allow the Commission to fully consider it. The appeal must specifically cite the policy provision at issue.

2. Time of Appeal. Administrative Appeals to the Library Commission must be submitted no later than the 10<sup>th</sup> day after the date on which the Library Director or his or her designee has provided the applicant a written notification of the decision on the matter that is the subject of the appeal. The appellant's written appeal and all related documentation must be timely submitted to both the Library Director (at the Library's Headquarters) as well as to the Library Commission c/o the Commission Assistant (at the Library's Headquarters).

### 3. Appeal Hearings.

(a) A timely submitted Administrative Appeal shall be scheduled as an action item in open session at a regular meeting of the Commission no less than fifteen (15) days and typically no more than forty-five (45) days of the appeal's submission.

(b) At the hearing the person contesting the decision of the Library Director shall be given the opportunity to testify and to present evidence in support of their contest. The Library Director or his or her designee shall be given the same opportunity. The Commission shall conduct the hearing informally, both as to rules of procedure and admission of evidence, in any manner which will provide a fair hearing.

(c) The failure of the appellant to appear at the Commission's hearing or, in the alternative, to present written or demonstrative evidence shall constitute an admission of the violation by the appellant or an acceptance of the Library Director's decision on the matter, as the case may be.

4. Final Decisions. After considering all the testimony and evidence submitted at the hearing, the Commission may issue an oral decision to uphold or reject the Library Director's decision in whole or in part and state the reasons for that decision. Alternatively the Commission may elect to issue a written decision on the matter. In the event the Commission elects to issues a written decision, such decision shall be issued within thirty (30) days following the completion of the hearing. The decision of the Commission shall be final upon transmittal to the appellant, subject only to judicial review as allowed by law. The person or entity submitting the appeal shall be provided with notice that the time within which judicial review of a final decision of the Commission must be sought is governed by the 90-day period of California Code of Civil Procedure section 1094.6, adopted herein by this reference.

## **XIII. Legal Counsel**

A. General Counsel. The Commission shall appoint a person, firm or entity to act as general legal counsel to the Commission and to the Library.

B. Special Counsel. The Commission may appoint a person, firm, or entity to act as special counsel to the Commission and the Library for a specific matter or area of law, as the commission determines appropriate.

#### **XIV. Amendment of Bylaws**

A. Amendment of Bylaws. These Bylaws may be modified by amendment, or new bylaws may be adopted, by a majority vote of the Commission at any regularly scheduled meeting.