BYLAWS
OF THE
CHATTANOOGA PUBLIC LIBRARY BOARD

ARTICLE I
ORGANIZATION, PURPOSE AND MISSION

Section 1.1 Organization. The independent free library known and designated as the Chattanooga Public Library ("Library") was created in accordance with Chapter 22 of the City's Code recreated and established on August 16, 2011 by Ordinance No. 12537. The City of Chattanooga is the Library's principal funding source and strategic partner. The special relationship between the Library and the City shall be reflected in resolutions, policies and interlocal agreements approved from time to time by the Library Board.

Section 1.2 Facilities. The Library may own, lease and operate library facilities at such locations as may be selected by the Library Board.

Section 1.3 Registered Office. The registered office of the Library shall be located at such place as the Library Board may establish from time to time.

Section 1.4 Purpose. The purpose of the Library is to provide free library services to residents of the City of Chattanooga. The Library may also provide library service to nonresidents on such terms as the Library Board may prescribe.

Section 1.5 Mission. The core mission of the Library is to be a catalyst for lifelong learning.

ARTICLE II
LIBRARY BOARD

Section 2.1 General Powers. The Library Board has the power to direct the affairs of the library, including appointment of a librarian, who shall direct the internal affairs of the library, and such assistants or employees as may be necessary. The Library Board may make and enforce rules and regulations and establish branches at its discretion, subject to available funding. It may expend funds for the special training and formal education of library personnel; provided, that such personnel shall agree to work in the library for at least two (2) years after completion of such training and education. The Library Board may receive donations, devises and bequests to be used by it directly for library purposes. It may hold and convey realty and personal property and negotiate leases for
and on behalf of such library. The Library Board shall furnish to the state library agency such statistics and information as may be required. The Board will comply with all state requirements to qualify for available funds.

The Library Board shall furnish to the City Council each fiscal year, an annual financial report setting forth its current year actual and upcoming year capital and operations requirements during the City’s annual budget process. The Board shall be required to operate within the operating budget approved by the City Council without utilizing reserve funds unless that use is approved by the City Council. (Ord. No. 12537, 8-16-11).

Section 2.2 Number, Appointment and Term. As provided in Tennessee Code Annotated 10-3-103, when the governing body of a city or town establishes an independent free library, it shall appoint a board of not less than seven (7) nor more than eleven (11) members. The members of the Library Board shall be nominated by the mayor and confirmed by a majority of the members of the City Council. At the expiration of a Library Board member’s term, the member shall hold over until the City Council confirms the mayor’s nomination for that position (Ord. No. 12537, 8-16-11).

The members shall serve for terms of three (3) years. The appointing authorities shall endeavor to stagger the terms of Board Members. No Board Member shall be eligible for reappointment after the completion of two full three-year terms until an interval of at least one year has elapsed.

Section 2.3 No Compensation; Reimbursement of Expenses. Board Members shall be volunteers and shall not receive any compensation for their services as Members or Officers. The members may, with Board approval, authorize the reimbursement of reasonable and necessary expenses incurred by a member on behalf of the Library.

Section 2.4 New Board Members. New Board Members receive a new board member package and board training.

Section 2.5 Voting. A quorum for the transaction of business at any meeting shall consist of a majority of appointed Board members. A majority vote of those present is required for approval of an action or choice by the Library Board. A two-thirds vote is required for the approval and/or amendments to the Bylaws.

Section 2.6 Vacancies. Appointments to fill a vacancy of an unexpired term shall be for the remainder of the unexpired term only, and all members shall continue in office until their successors are appointed.

Section 2.7 Removal. Any member may be removed, with or without cause, at any time by a four-fifths vote of that Board. A member shall be removed upon missing three (3) consecutive meetings of the Library Board without good cause.

Section 2.8 Director of the Library. The Library Board shall appoint a librarian, who has at least a Masters Degree of Library Science or equivalent degree from an ALA-accredited institution, who shall direct the internal affairs of the Library, and such
assistants or employees as may be necessary. In the event of absence or illness of the Director, the Board shall designate an acting Director to fill that position on a temporary basis.

Section 2.9 Library Budget. A separate fund shall be established to account for all financial transactions, regardless of funding source, whether raised by bonds, donations, bequests, or City general fund. All funds shall be reported in accordance with generally accepted accounting principles and the terms of respective funding source. Such funds may be disbursed in accordance with policies of the Library Board, the City of Chattanooga Purchasing Policy, and Tennessee State requirements. All library accounts of every character shall be audited annually as part of the City’s annual audit.

Section 2.10 Governance. The Library Board is subject to governmental immunity and the limits of liability for negligent acts or omissions of its members as provided by the Tennessee Governmental Tort Liability Act, at Tennessee Code § 29-20-101 et. seq. Generally Board Members are immune from suit arising from the conduct of the affairs of the Board except for conduct which amounts to willful, wanton, or gross negligence pursuant to Tennessee Code § 29-20-201.

Section 2.11 Resignation of Board Members. Board members who wish to step down prior to the end of their appointment should do so in writing to the Board Chair.

ARTICLE III

OFFICERS

Section 1.1 Officers. The officers of the Board shall consist of a chair, chair-elect, secretary and treasurer. The officers shall be elected at the Board’s Annual Meeting to serve one (1) two-year term. Their terms of office shall begin at the close of the Annual Meeting. They shall perform the duties as prescribed by these Bylaws.

Section 1.2 Chair. The chair shall preside at all meetings of the Board, authorize calls for any special meetings, execute all documents authorized by the Board, perform the duties of a presiding officer, and shall perform such other duties as are generally associated with that office.

Section 1.3 Chair-Elect. The chair-elect shall preside in the absence of the chair and shall succeed the chair at the end of the chair’s term upon the recommendation of the nominating committee, and shall perform such other duties as are generally associated with that office.

Section 1.4 Secretary. The secretary shall keep a true and accurate record of all proceedings of the Board, and shall perform such other duties as are generally associated with that office.
Section 1.5 Treasurer. The treasurer shall review the financial status of the Library as it related to funds appropriated to the Library for its operation, and shall invest and/or handle other funds, securities, and financial affairs at the direction of the Board, and perform such other duties as are generally associated with that office. In the absence of the treasurer, his or her duties shall be performed as the Board may designate.

ARTICLE IV

COMMITTEES

Section 4.1 Executive Committee. The executive committee of the Board shall consist of the current officers and the immediate past chair. It shall consult and advise as needed and review the performance of the library direction each year prior to its Annual Meeting and make any recommendations to the Board.

Section 4.2 Other Committees. The Library Board may create other committees that do not have authority to act on behalf of the Board. Such committees may include, for example, standing committees such as a Nominating Committee and Bylaws Committee.

The Chair shall appoint the chairs and members of these committees annually. Each such committee shall adopt and regularly review a charter describing its purposes and procedures, such adoption and any substantial revisions to be subject to approval by the Board.

The Chair may also create and appoint other ad hoc committees that do not have authority to act on behalf of the board. The Chair shall specify the purposes and procedures of each such committee.

ARTICLE V

MEETINGS

Section 5.1 Regular Meetings. The Library Board shall establish the times and places for holding regular meetings of the Board.

Section 5.2 Special Meetings. Special meetings of the Library Board may be called by or at the request of the Chair or by written request of a majority of the members for the transaction of business stated in the call for the meeting.

Section 5.3 Notices of Regular and Special Meetings. Notices of regular and special meetings shall be published at least seven (7) days in advance of the meeting. Additionally, notices shall be posted on the front door of each library and on the library's web site.

Section 5.4 Annual Meeting. The Annual Meeting shall be held at the regular meeting in June, just prior to the end of the fiscal year. Officers shall be elected; board
appointment dates and these Bylaws shall be reviewed. Additionally, the Library Budget will be approved, and any other business deemed relevant to the business of the Board.

Section 5.5 Quorum. A majority of the members identified immediately before the meeting begins shall constitute a quorum for the transaction of business at any meeting of the Library Board.

Section 5.6 Manner of Acting. The affirmative vote of a majority of the members present and eligible to vote at a duly convened meeting of the Library Board at which a quorum is present shall be the act of the Board provided that it is performed in accordance with these by-laws.

Section 5.7 Agenda. The Library Director establishes a proposed Agenda for the meeting. The Agenda may be corrected or modified by the Board at its meeting. The order of business for regular meetings shall include, but not be limited to, the following items, which shall be covered in the sequence shown so far as circumstance shall permit.

- Call to Order and Roll Call
- Corrections and Modifications to the Agenda
- Approval of Minutes
- Reports
- Public Comment
- Old Business
- New Business
- Adjournment

Section 5.8 Visitors. Any person who wishes to speak during Public Comment should sign in at the meeting indicating that they wish to be heard, and the Chair must first recognize the speaker. Should the request to speak be granted, the Chair may limit the time for presentation, and if there are numerous requests to address the Board on the same subject, the Chair may select representatives to speak on each side of the issue. Every person who has been recognized to address the Board is requested to state their name and address.

Section 5.9 Open Meetings. The Library Board shall cause all of their meetings to be conducted in accordance with the Open Meetings Law of the State of Tennessee.

Section 5.10 Proceedings. The proceedings of Board meetings shall be governed by the most current edition of Robert’s Rules of Order, unless contrary to these Bylaws.

ARTICLE VI

DIRECTOR

Section 6.1. The Director shall be the executive officer of the Library.
Section 6.2. The Director shall have sole charge of the administration of the Library under the direction and review of the Board.

Section 6.3. The Director shall have the power to write and enforce administrative regulations or procedures governing the Library which stem from adopted and approved Board policies. Such regulations or procedures shall be consistent with the policies of the Board.

Section 6.4. The Director shall select, employ and supervise the staff.

Section 6.5. The Director shall attend all Board meetings, except those at which her/his appointment, salary, or performance is to be discussed or decided.

ARTICLE VII
CONFLICTS OF INTEREST

Section 7.1 Ethics. Board members, in the capacity of trust imposed upon them, shall observe ethical standards with absolute truth, integrity and honor.

Section 7.2 Service. Board members shall promote a high level of service while observing ethical standards.

Section 7.3 Personal Interests and Financial Benefits. Board members shall avoid situations in which personal interests may be served or financial benefits gained at the expense of Library users, colleagues or the institution.

Section 7.4 Personal Advantage. Board members shall not use the Library for personal advantage or the personal advantage of friends or relatives.

Section 7.5 Conflict of Interest. Board members will declare any conflict of interest between their personal life and their position on the Board and avoid voting on issues that appear to be a conflict of interest. It is each Board member's responsibility to disqualify or recuse himself/herself from voting immediately whenever the appearance of a conflict of interest exists.

Section 7.6 Code of Ethics. The Board shall adopt the City's Code of Ethics set forth in the City Code, Sec. 2-750-774, and comply with any Executive Orders on Ethics which are adopted by the Mayor as may be amended.

ARTICLE VIII
POLICIES, PLANS, RULES AND REGULATIONS
Section 8.1 Rules of Operation. In addition to operating in accordance with these Bylaws and the laws of the State of Tennessee, the Board shall adopt policies, plans, rules, and regulations to govern its operations, and may affirm policies, plans, rules and regulations proposed by the Director for the management and administration of the Library.

Section 8.2 Policy Manual. All policies, plans, rules, and regulations shall be compiled and organized into a manual known as "The Policies, Plans, Rules, and Regulations of the Chattanooga Public Library."

Section 8.3 Compliance with applicable law. The Library Board and Director shall comply with all laws of the State of Tennessee for any purchases or disposition of municipal property as set forth in the Municipal Purchasing Law of 1983 as amended at Tennessee Code Annotated § 6-56-301 et. seq. and all other municipal, state, and federal laws.

ARTICLE IX

GENERAL

Section 9.1 Fiscal Year. The fiscal year of the Library shall be July 1 to June 30.

Section 9.2 Amendment of Bylaws. These Bylaws may be amended at any regular meeting of the Board by a vote of two-thirds (2/3) of those present and voting, providing the amendment was e-mailed to all members ten (10) days prior to the meeting at which such action is proposed to be taken.

The Bylaws will be reviewed by the Board each year as part of the Annual Meeting of the Board.
The Governance Committee makes the following recommendations to the Chattanooga Public Library Board regarding the adoption of City of Chattanooga Human Resource Policies and Procedures:

1. The Library Board should adopt Chattanooga Public Library Policies and Procedures that mirror City of Chattanooga Code, Sections 2-136 through 2-399 generally referred to as the City Personnel Ordinance with the following changes:
   a. Substitute:
      i. “Library Board” for “City Council”
      ii. “Library Director” for “Department Administrator”
      iii. “Library Board Chair” for “Mayor”
   b. Current Library employees will be exempted from Chattanooga City Code Sections 2-160, 2-161 & 2-162 (Holiday Leave, Personal Leave, and Personal Leave Transfer Program)

Current Library employees will continue to follow existing Library policy B20.1 – 20.5 and B30.6 pertaining to holidays, leave accrual, payout at separation, and pay schedules.

New employees hired by the Library after DATE will follow leave accrual, payout at separation, and pay schedules as per Chattanooga City Code 2-161 & 162.

Note that the review process has identified inconsistencies with the current Library Leave Plan and these inconsistencies will be reviewed and recommendations to be made to the Library Board at a later date.

2. The Library Board should adopt the City’s Drug and Alcohol policy (Resolution Number 22153, adopted May 25, 1999) with the same substitutions noted above.

3. The City Attorney’s Office should be requested to prepare a Memorandum of Understanding, approved by City Council
Resolution detailing the relationship between the Library and the City of Chattanooga that is reviewed and renewed every five (5) years (CHECK WITH VALERIE).

4. It is further recommended that upon the approval of this Memorandum of Understanding, all future Library employees would then follow the City Leave plan which is referenced in Chattanooga City Code Sections 2-160, 2-161 and 2-162.

5. The Governance Committee will meet quarterly with the Chief Administrative Officer to review policy compliance and report back to the Library Board.
The Governance Committee of this Library Board would like to amend its recommendation to the following:

1. The Library will adopt all of City of Chattanooga Code, Chapter 2, EXCEPT for Division 18 (Fire and Police Pension Fund) and
   a. Substitute:
      i. “Library Board” for “City Council”
      ii. “Library Director” for “Department Administrator”
      iii. “Library Board Chair” for “Mayor”
   b. Leave accrual, payout at separation, and pay schedules need to be discussed by the Board as these differ between the library and the City. Additionally, there are costs associated to the library moving to the city leave policies.

2. The Library Board should adopt the City’s Drug and Alcohol policy (Resolution Number 22153, adopted May 25, 1999) with the same substitutions noted above.

3. The City Attorney’s Office should be requested to prepare a Memorandum of Understanding, approved by City Council Resolution detailing the relationship between the Library and the City of Chattanooga that is reviewed and renewed every five (5) years (CHECK WITH VALERIE).

4. The Governance Committee will meet quarterly with the Chief Administrative Officer to review policy compliance and report back to the Library Board.
ARTICLE I.
In General, §§ 2-1 – 2-25

ARTICLE II.
Officers, §§ 2-26 – 2-135
Div. 1. Generally, §§ 2-26 – 2-40
Div. 2. City Attorney, §§ 2-41 – 2-60
Div. 3. City Finance Officer, §§ 2-61 – 2-80
Div. 4. Engineer, §§ 2-81 – 2-100
Div. 5. Treasurer, §§ 2-101 – 2-135

ARTICLE III.
Personnel Ordinance, §§ 2-136 – 2-449
Div. 1. General, §§ 2-136 – 2-141
Div. 2. Qualifications, §§ 2-142 – 2-145
Div. 3. Evaluation Process, §§ 2-146 – 2-148
Div. 4. Benefits, §§ 2-149 – 2-153
Div. 5. Administrative Leave and Overtime, §§ 2-154 – 2-155
Div. 6. Leave/Absences, §§ 2-156 – 2-170
Div. 7. Discipline, §§ 2-171 – 2-176
Div. 8. Grievances, §§ 2-177 – 2-179
Div. 8.1. Other Post-Employment Benefits Program, §§ 2-179.1 – 2-179.15
Div. 9. Termination of Employment Relationship, §§ 2-180 – 2-182
Div. 10. Harassment, §§ 2-183 – 2-187
Div. 11. Workplace Violence, § 2-188
Div. 15. Social Security for Educational Personnel, §§ 2-251 – 2-270
Div. 16. Occupational Safety and Health Program, §§ 2-271 – 2-300
Div. 17. General Pension Plan, §§ 2-301 – 399
Div. 18. Fire and Police Pension Fund, §§ 2-400 – 2-429

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1 Cross references—Air pollution control board, § 4-6; beer board, § 5-16 et seq.; control of airport, Ch. 8; beautification commission, § 9-16 et seq.; city court clerk, § 12-36 et seq.; civil defense, Ch. 13; board of electrical examiners, § 14-46 et seq.; fire department, § 16-26 et seq.; police department, § 16-41 et seq.; bureau of fire prevention, § 17-16 et seq.; board of examiners of gasfitters and installers, § 19-66 et seq.; metropolitan transit authority, Ch. 23; administration of traffic rules and regulations, § 24-61 et seq.; Miller Park board, § 26-71 et seq.; board of examiners of plumbers, § 27-36 et seq.
CHATTANOOGA CITY CODE

Art. IV. Finance, §§ 2-501 – 2-540
Art. V. Purchases, Contracts and Property Disposition, §§ 2-541 – 2-580
Art. VI. Memorial Auditorium, §§ 2-581 – 2-600
Art. VII. Municipal Planning Commission, §§ 2-601 – 2-620
Art. VIII. Inspection Department, §§ 2-621 – 2-640
Art. IX. Chattanooga Youth and Family Development Department, §§ 2-641 – 2-660
Art. X. Supplemental Pension Benefits, §§ 2-661 – 2-690
Art. XI. Suspension and Debarment of Contractors, §§ 2-691 – 2-710
Art. XII. Office of Multicultural Affairs, §§ 2-711 – 2-716
Art. XIII. Code of Ethics, §§ 2-750 – 2-774
Art. XIV. Audit Committee, §§ 2-775 – 2-780
Art. XV. Whistle Blower Protection, §§ 2-781 – 2-790

ARTICLE I. IN GENERAL

Sec. 2-1. Corporate seal.

(a) The official seal of the city shall be circular, bearing in circular form around the outer portion thereof the words "Corporation Seal" and a drawing presenting a view of downtown Chattanooga and a part of Moccasin Bend as seen from the vantage of Point Park on Lookout Mountain, such vantage being represented by the drawing of a cannon on a rock within the lower left-hand quadrant of the outer and inner portion of the seal. It shall be unlawful for any person to use any other seal as the corporate seal of the City of Chattanooga, Tennessee; provided, however, that, it shall be lawful for the city finance officer and other officers of the city to use the former seal of the City of Chattanooga, Tennessee, as authorized by Ordinance No. 618, until such time as the seal described in this section is prepared; and the presence, after the effective date of this section [June 15, 1975], of such former seal on any document, correspondence, affidavit, certification, bond, voucher or other instrument on which the seal must be affixed according the law shall not affect the validity of such instrument.

(b) The official seal of the city adopted and described in this section shall be reproduced for all purposes in substantially the same form and appearance as shown on the copy of the artist's rendering of the original made a part hereof by reference.

(Code 1986, §2-1; Ord. No. 9654, §8, 01-06-92)
AUDIT ISSUES
ACTION ITEMS
14 October 2014

Bylaws:

- August 26, 2014: Bylaws committee formed (Lilian Bruce, Karen McMahon and Corinne Hill)
- September 17, 2014: Bylaws committee held an open meeting to begin the process of developing Library Board Bylaws
- September 23, 2014: Lilian Bruce, for the Bylaws Committee, to report on the committee's progress. Board needs to approve the scope of this committee at this meeting
- September 30, 2014: Bylaws committee held an open meeting and concluded its work of developing a draft of Library Board Bylaws
- October 3, 2014: Bylaws sent to city attorney's office for review
- October 14, 2014: A Draft of the Bylaws delivered to the Library Board at their regular monthly meeting

Important Deadlines:

- Bylaws Committee to deliver a draft Bylaws to the Library Board no later than November 2014

- Library Board Bylaws must be approved by the end of year 2014

Policies and Procedures:

- September 5, 2014: A Governance Committee was formed (Theresa Liedke, Mai Bell Hurley and Herb Cohn, Chair) at the Special meeting of the Library Board

- The Board's Audit Response requested that Legal provide a list of policies and procedures that needed to be considered within 45 days
Prior to the Board’s September 22\textsuperscript{nd} meeting, the City’s Attorney’s office and HR advised that the Library consider incorporating Chapter 2 of the City Code which deals primarily with Personnel and Procedures.

- Governance Committee met with City HR Director Todd Dockery and AD Richard Beeland to gather information on city policies.

- September 10, 2014: Director, Corinne Hill, met with Valerie Maleug, City Attorney, Todd Dockery, City HR Director and Richard Beeland, AD City HR to compare and contrast how time is earned and used by city employees vs Library employees.

- September 16, 2014: Director, Corinne Hill, met with Valerie Maleug, City Attorney, Todd Dockery, City HR Director and Richard Beeland, AD City HR to review how Payouts and pay schedules would be brought into alignment.

- September 24, 2014: Corinne Hill met with Herb Cohn to provide him with the information gathered at the meetings on September 10 and September 20.

- September 23, 2014: Herb Cohn will report to the Board.

- October 8, 2014: The Governance Committee met in an open meeting and agreed upon the recommendations they would make to the Board.

- October 14, 2014: The Governance Committee delivers its recommendation to the Board at their regular monthly meeting.

**Chief Administrative Officer**

Position description has been written, and HR has assigned it a classification for pay purposes. The position is being created and we expect to post shortly.
October 6, 2014: The job has been posted for a week and we are in the process of reviewing applications and scheduling interviews. Position is open until filled.

October 10, 2014: Two applicants have been interviewed

Public Notice of Meetings

All meetings of the Library Board are now published in the TFP seven days prior to each meeting, a notice of such meeting is posted on the front door of each library, and the notice is also posted to library’s web site. Meetings of Board committees are advertised in the same fashion when a meeting of the committee is called.

Oracle

September 18, 2014 I emailed Brent Goldberg in this regard seeking guidance on where is our first stop in this regard. This will be the top project for the new CAO

Donating Books to Library Friends

This procedure is prepared and ready to be distributed to staff this week. Please see attached.

Employee Manual

The Library will wait for the City to release its Employee Manual, expected in late Winter or early Spring of 2015, and develop the Library Employee Manual accordingly.

Board Manual

Once the Bylaws are approved, the Board will address the development of a Board Manual. Perhaps it would be appropriate for the Bylaws Committee to proceed with this task?

Board Training

This Board shall receive training in their November 2014 meeting. Future training will be addressed at an Annual meeting currently included in the draft of the Board Bylaws not yet approved.
Employee Orientation
Once policies and procedures are approved by the Board, the CAO will proceed with developing an employee orientation.

Advertising for a Private Auditor
The Director is seeking guidance as to what period of time the audit should cover. If it is this FY, then advertising in late Winter seems appropriate.

At the Library Board meeting of September 23, 2014, the Board recommended advertising in late Winter for a private auditor.

MOU With Friends
The Board seeks the assistance of the city attorney’s office in this regard.

Disbursement of Library Funds
The city attorney’s office is researching this issue.

Staff Training
The Library held an all staff day on October 13, 2014. This is the 2nd year for the library to do this on Columbus Day and we will make this date our annual training day.

Disciplinary Actions
Nate Hill has been suspended for three days.

An Agreement has been reached regarding the Meg Backus’ separation from the Library.

Travel
All library staff follow the Travel Policy approved by the Library Board in February 2014. Additionally, the Director will report to the Board each month on upcoming travel and how that travel is being paid.
Travel Report
October-November 2014

Corinne Hill, Library Director
October 28-29th Digital Strategies. Monterey, California. (Paid by Internet Library.)

November 2-5th National Arts Strategies, Chief Executive Program.
Sundance, Utah. (Airline ticket paid by Library. Hotel & expenses paid by National Arts Strategies.)

Nate Hill, Assistant Director
November 5-6th CEOS FOR CITIES. Nashville, Tennessee. (Hotel & registration paid by Benwood Foundation.)

Jake Brown, Library Assistant II, part-time
October 22-27th MozFest (Mozilla’s annual festival) London, England
(Airline ticket and hotel paid by Mozilla)

James McNutt, Library Assistant II, part-time
October 22-27th MozFest (Mozilla’s annual festival) London, England
(Airline ticket paid by Benwood 4th Floor Innovation Fund. Hotel paid by Mozilla.)

Jennifer Rydell, Librarian II
November 14th Fall State Government Documents Roundtable Meeting
Murfreesboro, Tennessee. (Travel mileage to meeting paid by Library.)