

## Bylaws, Policy & Procedures Committee

Tuesday, March 5, 2024 | 1:30pm

### 1. Roll Call

- ✓ Richard Swierat, Chair (D)
- ✓ Peter Carey (P)
- ✓ Kenneth Goldberg (U)
- ✓ Jill Leinung (C)
- ✓ Janet Schnitzer (C)
- ✓ Barry Ramage (D) (ex officio)
- ✓ Rebekkah Smith Aldrich (Staff Liaison)

**2. Chair's Comments:** Chair Richard Swierat noted the intersection of the Committee's work with the 2024 Priorities presented by the Board President in January, particularly noting the important of the Committee's work in light of the context of book and program challenges across the country.

**3. The Committee members reviewed the committee charge and recommend no changes:** *"Reviews the MHLS Bylaws and presents a report and recommendations at the Board of Trustees May meeting, following which the board may present its recommendations for amendments at the annual meeting. Reviews and recommends MHLS policies and procedures other than those that are explicitly covered by other committees."*

### 4. The Committee reviewed our lawyer's recommendations regarding the desired amendments to the MHLS Bylaws.

#### a. The amendments address multiple areas of the document including:

##### i. Article III to clarify the process for membership in the system

##### ii. Article IV:

1. Sec. 5 to clarify that the election process must happen at the annual membership meeting and that we may use email to send election notices.
2. Sec. 6 to clarify qualifications for board nominees
3. Sec. 9 to clarify the role of liaisons to the board

##### iii. Article VI:

1. Sec 1.a to clarify the powers of the Executive Committee and how we handle the "member-at-large" position for the Executive Committee
2. Sec. 2 to clarify that the board must vote to approve committee membership

##### iv. Article VII

1. Sec. 1.c to clarify that each library represented at the annual membership meeting gets once vote for the election and proposed bylaw amendments.
2. Sec. 2.c.2 to clarify the items on board meeting agendas

##### v. Article XI

1. Sec. 1 to refer directly to the board approved Conflict of Interest Policy
2. Sec. 3 to add a clause related to the conflicts of interest that may occur on the System's Incentives Committee

#### b. Timeline for amendment:

- i. The board would need to approve any recommended amendments by their May meeting.

ii. We are required to notify the membership of any proposed amendments 90 days in advance of the Annual Membership Meeting. That deadline would be July 26, 2024.

- c. **ACTION:** Chair Swierat moved, and Kenneth Goldberg seconded a motion to amend the bylaws as presented with a request that Executive Director Aldrich add language to the newly proposed Article XI, Sec. 3 to clarify that any board member receiving financial compensation from a member library applying for the State Aid for Library Construction Program must recuse themselves from the Incentives Committee work on that program. The motion passed unanimously. The proposed amendments are attached to this report.

**5. ACTION: Chair Swierat moved, and Peter Carey seconded a motion to recommend that the board vote to update the Rules & Procedures document for 2024, the motion passed unanimously. The draft for the board's consideration is attached to this report and addresses:**

- a. The opportunity that Robert's Rules of Order allows for that authorizes recommendations from a committee be voted on by the board without being traditional moved by a first/second motion at the board meeting.
- b. Proposed definitions for standing committees, working groups, and advisory groups.

**6. The Committee asked Executive Director Aldrich to draft:**

- a. A Code of Conduct for MHLS events and meetings that includes addressing the issue of protests at MHLS events identified by the EDI Working Group;
- b. A collection development policy and request for reconsideration form for the Book Haven Collection; and
- c. A program statement for MHLS events along with a grievance procedure.

The meeting was adjourned at 2:20pm.