



Ad-Hoc Bylaws Review Committee

Minutes

March 5, 2008

The meeting was called to order at 10:05am by Chair Jack Fredrickson

Attending: Chairman Jack Fredrickson, Trustee Johanna Delaney, Executive Director Lynn Elam

By-Laws Review: Trustees discussed the opinions of the library's attorney concerning the Friends and Foundation standing committees, a possible conflict of interest between trustees and Foundation board members and requiring a "super majority" of votes to amend the bylaws. As all committees must function under the requirements of the Open Meetings Act, the attorney recommended establishing trustee liaisons to the library's support groups instead of committees. Following discussion, the trustees concurred with the attorney's recommendation and instructed Director Elam to make such changes in the bylaws revision.

The committee asked for further clarification from the attorney on the issue of elected officials also serving on the Foundation board. Trustee Delaney asked whether there should be guidelines or rules of behavior for Trustees who are also voting members of a support group. Delaney also asked that the attorney review Article 6.4: Conflict of Interest and provide an opinion whether the language was sufficient to address situations where trustees were also voting members of the Foundation or other library related groups.

The committee approved the attorney's recommendation to change Article 6.7: Amendments which would allow the bylaws to be amended by a simple majority of trustees rather than a "super majority" of five trustees.

The committee directed Elam to make other minor language changes and re-submit revisions at the next meeting scheduled for April 2 at 10:00am.

There being no further business before the committee, the meeting was adjourned at 11:00am.