### AMENDED AND RESTATED BY-LAWS OF THE PARMLY BILLINGS LIBRARY BOARD OF TRUSTEES

### ARTICLE I NAME

The name of this organization shall be the Board of Trustees of the Parmly Billings Library, located in the City of Billings, Yellowstone County, Montana.

# ARTICLE II PURPOSE

The purpose of the Board of Trustees shall be to govern the affairs of the Parmly Billings Library according to the Interlocal Agreement dated December 12, 2005, by and between the City of Billings, Montana, and Yellowstone County, Montana (the "Interlocal Agreement") and all applicable laws and statutes.

## ARTICLE III MEMBERS

The Board of Trustees shall consist of nine (9) members who shall be appointed in accordance with the Interlocal Agreement and who shall serve as provided by law.

## ARTICLE IV MEETING OF MEMBERS

- Section 1. Regular Meetings. A regular meeting of the Board shall be held at least once each month at such times and places as the Board shall decide. If a regular meeting cannot be held for any reason or if there is not a quorum at any regular meeting, the business of such meeting may be transacted at any other regular meeting or at any special meeting.
- Section 2. Special Meetings. Special meetings of the Board may be called at the discretion of the chair or by a quorum of members.
- Section 3. Notice. Notice of regular and special meetings of the Board and of its committees shall be provided in compliance with state and local requirements, including Section 2-603 of the Billings Municipal Code..
- Section 4. Quorum. Any five (5) members shall constitute a quorum for the transaction of business at any meeting; but, if less than five (5) members are

present at such meeting the members present may adjourn the meeting, without further notice.

- Section 5. Manner of Acting. The act of a majority of the members present at a meeting at which a guorum is present shall be the act of the Board.
- Section 6. Board Member Attendance. If a member of the Board is absent for three consecutive meetings of the Board, without being excused by the Chair, the Board may notify the appropriate appointing authority, with a recommendation regarding whether the position of the absent member should be declared vacant.
- Section 7. Minutes. Minutes of all meetings shall, at a minimum, indicate Board members present, all items of business, all motions, and the results of all votes taken.
- Section 8. Public Attendance. All meetings, votes, and deliberations of the Board shall be open to the public unless otherwise provided by law, as provided in Article 2-600 of the Billings Municipal Code.

### ARTICLE V OFFICERS

- Section 1. Officers. The regular officers of the Board shall be a chairman, vice-chairman and a secretary. Such other officers and assistant officers as may be deemed necessary shall be elected or appointed by the Board. Officers may succeed themselves.
- Section 2. Election and Term of Office. Any member may be elected to the office of chairman or vice-chairman. The chairman and vice-chairman shall be elected annually at the first regular or special meeting of the members after the first day of July. If the chairman is not elected as such meeting, such election shall be held as soon thereafter as conveniently may be. The secretary, who shall not be a member of the Board, shall be the same person as the Library Director for the public library.
- Section 3. Removal. Any officer elected or appointed by the Board may be removed by the Board at any time.
- Section 4. Vacancies. A vacancy in any office, for any reason whatsoever, may be filled by election of a new officer to serve for the unexpired portion of the term.
- Section 5. Chairman. The chairman shall preside at all meetings of the Board. He or she may sign and execute any instrument which the Board has authorized to be executed, except in cases where the signing or execution thereof may be expressly delegated by the Board to any other officer or agent of the Board. In

general, the chairman shall perform all duties incident to the office of chairman and such other duties as may be prescribed by the Board from time to time.

Section 6. Vice-Chairman. In the absence of the chairman or in the event of his or her inability or refusal to act, the vice-chairman shall perform the duties of the chairman and when so acting shall have all of the powers and be subject to all of the restrictions upon the chairman. The vice-chairman shall perform such other duties as from time to time may be assigned to him or her by the chairman or the Board.

Section 7. Secretary. The secretary shall: (a) keep the minutes of the proceedings of the Board and preserve the same in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these by-laws or as required by law: (c) be the custodian of the Board's records and all other property of the Board; and (d) in general perform all duties incident to the office of secretary and such other duties as from time to time may be prescribed by the Board.

### ARTICLE VI COMMITTEES

The Board may from time to time create such committees as it deems necessary. Except as otherwise provided by the Board, members of each such committee shall be members of the Board and the chairman shall appoint the members thereof. Each committee may adopt rules for its own government not inconsistent with law, these by-laws or with rules adopted by the Board

### ARTICLE VII AMENDMENTS

These by-laws may be amended at any regular meeting of the Board by majority vote of all members of the Board, provided written notice of the proposed amendment shall have been mailed to all members at least ten days prior to the meeting at which such action is proposed to be taken. These by-laws shall conform to the Interlocal Agreement and the prevailing governing statutes. Amendments as a result of changes to the Interlocal Agreement or a governing statute shall be automatic.

## ARTICLE VIII ABSENCES

If a member of the Board is absent for three consecutive meetings of the Board, without being excused by the Chair, the Board may notify the appropriate appointing authority, with a recommendation regarding whether the position of the absent member should be declared vacant.

## ARTICLE IX PARLIAMENTARY RULES

Except as otherwise specifically provided in these by-laws all questions of order or procedure with respect to any meeting or action of the Parmly Billings Library Board of Trustees or any committee appointed hereunder shall be determined in accordance with ROBERT'S RULES OF ORDER, NEWLY REVISED, as revised from time to time.

Adopted by the Board of Trustees of the Parmly Billings Library on the twelfth day of April, 2007.

### **CERTIFICATE**

The undersigned, Secretary of the Board named in the foregoing by-laws, does hereby certify that these by-laws are a true and complete copy of the amended and restated by-laws adopted by said Board on the twelfth day of April, 2007, and are presently in full force and effect.

Dated: April 12, 2007	
	Lloyd Mickelson, Chairman
	Parmly Billings Library Board
Attest:	
Secretary	