

BYLAWS

TULSA CITY-COUNTY LIBRARY COMMISSION

1. NAME:

The name of this Commission shall be the “Tulsa City-County Library Commission” herein called the “Commission”.

2. OFFICERS:

Each year the Commission shall elect at a meeting held in the month of August, a Chairman, a Vice-Chairman, and a Secretary. The incumbent Chairman may appoint a nominating committee composed of not more than three members of the Commission who shall report their recommendations for such officers to the Commission on or prior to the meeting specified for the election of officers. If for any reason the election is not held during the month of August, it shall be held at the next regular meeting of the Commission. Each officer shall serve for a term of one year or until his successor is elected and qualified. Each shall be eligible for re-election. Any vacancy in office shall be filled by the Commission not later than the second meeting following the occurrence of the vacancy for the unexpired term only.

3. DUTIES OF OFFICERS:

(a) The Chairman shall preside at all meetings of the Commission, shall appoint all standing and special committees, shall issue on behalf of the Commission such policy statements as the Commission may adopt from time to time, and shall execute such documents as may be necessary in the performance of the commission’s function.

(b) The Vice-Chairman shall perform all of the duties of the Chairman during the Chairman’s absence or during any disability which prevents the Chairman from performing his duties.

(c) The Secretary shall keep or cause to be kept full and complete minutes and records of all proceedings and business of the Commission, shall give notices of all meetings, and shall assume all of the duties of the Chairman in the Event both the Chairman and Vice-Chairman are absent.

(d) Each of the officers above named shall be entitled to a vote on any question before the Commission whether occupying the position of Chairman or not.

4. QUORUM:

Six members of the Commission personally attending any regular or special meeting shall constitute a quorum for the conduct of business. The members present shall be authorized to adjourn or postpone any meeting at which no quorum is present until a specified date or until the next regular meeting date.

5. COMMITTEES:

The following committees of from three to five members (the Chairman of which shall be a member of the Commission but the members of which need not be Commission members) shall be appointed by the Chairman as standing committees to serve for a term coextensive with that of the Chairman or until such later date as their successors are appointed, as follows:

(a) **BUDGET AND FINANCE COMMITTEE:** This committee shall:
(i) Prepare an annual budget for submission to the Commission prior to July 1 of each year; (ii) Present monthly operating statements to the Commission; (iii) Review, analyze and make recommendation to the Commission and staff concerning other matters of a financial nature; and (iv) Handle coordination of financial matters with the independent auditors for the Commission and the City and County Commissions.

(b) **LIBRARY SERVICES COMMITTEE:** This committee shall: (i) Periodically review the nature, quality and quantity of services and programs rendered and provided by the library system to the community; (ii) Keep abreast of needs and trends in library services in the library system and throughout the nation; and (iii) Evaluate recommendations from the library staff and other sources for changes in library services and make recommendations to the Commission or staff in connection therewith. Initially this committee shall have three subcommittees relating to Central Library, Branch Library and Outreach Services, which subcommittee structure may be altered from time to time by the Commission.

(c) LONG-RANGE PLANNING COMMITTEE: This committee shall be responsible for the development, presentation and periodic review of long-range plans for the library system. Such plans shall include proposals to the Commission relating to the goals and objectives of the library system and means of achieving them. In addition, this committee shall: (i) Keep abreast of, and make recommendations concerning legislation which might affect library services; and (ii) Periodically review and make recommendations concerning the policy manual and other policies of the Commission, in conjunction with the staff and other committees directly affected by any such policies.

(d) PERSONNEL COMMITTEE: This committee shall: (i) Be responsible for all matters affecting Personnel policies and make recommendations to the Commission in connection therewith; and (ii) Maintain a continuing liaison with the staff and staff association in order to be aware of the needs of the staff and the adequacy of current Personnel policies and programs.

(e) PHYSICAL FACILITIES COMMITTEE: This committee shall: (i) Be responsible for all matters relating to the physical facilities of the Central Library and all branch libraries; (ii) Be responsible for all matters relating to other library resources including but not limited to books, periodicals and other publications, films, tapes, slides, art objects and exhibits and such other resources as may from time to time be useful to the library system in the performance of its function; and (iii) Make recommendations from time to time with respect to the adequacy of the facilities and resources of the library system and recommend means of meeting needs which may from time to time arise.

Special committees may be appointed as required to handle matters clearly not covered by existing standing committees, and the Chairman may appoint from time to time special advisory committees to work on special problems falling under the jurisdiction of any standing committee, which special advisory committee shall make its report to the chairman of the standing committee for their recommendation to the Commission. The Chairman and Secretary shall be ex-officio members of all committees.

6. PROCEDURE:

Action by the Commission on any matter to be decided by it shall be by majority vote of those present, provided a quorum is present. In the event any matter before the Commission results in a tie, said matter shall automatically and without further action be continued over to the next meeting of the Commission at which time it shall then be referred for a vote.

Where advisable, any matter coming before the Commission for consideration shall be referred to the proper committee for consideration and for a report and recommendation thereon.

7. MEETINGS:

Regular meetings shall be held on the third Thursday of each month in the County of Tulsa at the hour and place designated by the Chairman; provided, however, that the date, time and place of any monthly meeting may be changed by notice given by the Secretary or the Chairman not less than five days prior to any such newly designated meeting time. Special meetings may be held on call of the Chairman at such time and places as may be designated by him. Special meetings also shall be called by the Chairman or the Secretary on application signed by any three (3) members of the Commission. Notice of all meetings shall be given by the Secretary, or under his direction, in writing and shall be mailed to each member of the Board not less than three (3) days before the meeting; provided that notice may be waived as to any meeting by the signing of a written waiver at or before the time of the meeting by each member of the Board who has not been duly notified.

8. AMENDMENTS TO BYLAWS:

From and after January 1, 1972, these bylaws may be amended only at a regular meeting of the Commission or at a special meeting called for the purpose of voting on any such proposed amendments, and then only if the notice of such meeting contains a general statement of the subject matter to be dealt with by any such proposed amendments; provided, however, that these bylaws shall be automatically amended to the extent required by any valid constitutional amendment or change in the laws governing the Commission or its operation.

9. INDEMNIFICATION:

(a) **Action Other Than by or in the Right of the Commission.** The Commission shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether

civil, criminal, administrative, or investigative, other than an action by or in the right of the Commission, by reason of the fact that he or she is or was a commissioner of the Commission, from and against expenses (including attorneys' fees, judgments, fines, and amounts paid in settlement) actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Commission, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Commission.

(b) **Action by or in the Right of the Commission.** The Commission shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the Commission to procure a judgment in its favor by reason of the fact that he or she is or was a commissioner of the Commission, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlements) actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Commission; *provided*, however, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Commission unless and only to the extent that the court or other forum in which such action, suit or proceeding was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court or other forum shall deem proper.

(c) **Expenses Reasonably Incurred.** To the extent that a commissioner of the Commission has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in sub-sections a and b of this paragraph 9, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection therewith.

(d) **Determination of Indemnification.** Any indemnification under the provisions of sub-sections a or b of this paragraph 9, unless ordered by a court or other forum of competent jurisdiction, shall be made by the Commission only as authorized in the specific case upon a determination that indemnification of the commissioner is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such sub-sections a or b. Such determination shall be made: (i) by affirmative vote of a majority of the commissioners present at a meeting of the Commission at which a quorum is present, excluding such commissioners who were parties to such action, suit or proceeding; or (ii) if such a quorum is not obtainable, and if directed by a majority of the disinterested commissioners, by independent legal counsel to the Commission in a written opinion.

(e) **Advance Reimbursement of Expenses.** Expenses incurred by any commissioner in defending a civil or criminal action, suit or proceeding may be paid by the Commission, in advance of the final disposition of such action, suit or proceeding, upon receipt of an undertaking by or on behalf of such commissioner to repay such amount if it shall be determined ultimately that he or she is not entitled to be indemnified by the Commission as authorized by the provisions hereof. Such expenses incurred by commissioners may be so paid upon such terms and conditions, if any, as the Commission deems appropriate.

(f) **Non-Exclusive Rights.** The indemnification and advancement of expenses provided for in this paragraph 9 shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses shall be

entitled under any By-Law, agreement, applicable rule, ordinance or law, by a majority vote of disinterested commissioners, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

(g) **Insurance**. The Commission may purchase and maintain insurance on behalf of any person who is or was a commissioner against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Commission would have the power to indemnify against such liability under the provisions of this paragraph 9.

(h) **Conflict with Applicable Law**. Anything in these bylaws to the contrary notwithstanding, the indemnification provisions herein shall be enforced only to the extent as allowed by rule, ordinance or other law applicable to the Commission and its commissioners. To the extent that any provision of these bylaws conflicts with any such applicable rule, ordinance or other law, such rule, ordinance or other law shall control and these bylaws shall be deemed to have been amended in order to comply with such rule, ordinance or other law.