

**AMENDED AND RESTATED BY-LAWS OF THE  
FLATHEAD COUNTY LIBRARY SYSTEM  
BOARD OF TRUSTEES**

**ARTICLE I            NAME**

The name of this organization shall be the Flathead County Library System Board of Trustees, located in Flathead County, Montana and governing ImagineIF Libraries.

**ARTICLE II            PURPOSE**

The Board of Trustees is established under Montana Code Annotated 22-1-301 through 22-1-317.

**ARTICLE III            MEMBERS**

**Section 1      Composition**

As set forth in Montana Code Annotated 22-1-308, the Board shall consist of five (5) trustees.

**Section 2      Recruitment**

Any vacancy on the Board of Trustees shall be publicized through the media, including, but not limited to, the Daily Interlake, and the library webpage.

Prospective trustees will be invited to complete a written application, which shall be returned to the Flathead County Commissioners Office and copied to the Library Director. The Board of Trustees shall review each application and make a recommendation to the Flathead County Board of Commissioners.

**Section 3      Appointment**

The Flathead County Board of Commissioners shall appoint trustees.

**Section 4      Eligibility**

The five trustees must be residents of Flathead County.

**Section 5      Tenure**

Per Montana Code Annotated 22-1-308, trustees shall hold their office for 5 years from the date of appointment. Each term shall expire on June 30<sup>th</sup>.

Trustees shall serve no more than two (2) full terms in succession.

A Trustee appointed to fill the unexpired portion of a term created by a vacancy is eligible to fill the unexpired portion and is eligible to be reappointed for two (2) full terms.

**Section 6      Conflict of Interest**

Any Trustee who is aware of a potential conflict of interest with any matter coming before the Board shall abstain from voting in connection with the matter.

**Section 7      No Salary**

Trustees shall not receive a salary or other compensation as a trustee, but necessary travel, training, and expenses actually incurred in the performance of their official duties may be paid from library funds.

## **ARTICLE IV            MEETING OF MEMBERS**

### **Section 1    Regular**

Regular meetings shall be held on the fourth Wednesday of each calendar month, except November and December, or at such other times as the Board of Trustees may determine.

### **Section 2    Special**

Special meetings of the Board may be called by the Chair or upon written request of three (3) members of the Board.

### **Section 3    Venue**

All meetings shall be held in one of the Flathead County Library System facilities or at such other places as designated by the Board.

### **Section 4    Notice of Meetings**

Notice of regular and special meetings of the Board shall be provided a minimum of forty-eight (48) hours in advance of the meeting and shall be posted on the library website and library bulletin boards. The agenda will be posted with the notice.

### **Section 5    Quorum**

The presence of the majority of the Board (3 members) in person shall constitute a quorum for the transaction of business.

### **Section 6    Manner of Acting**

All motions shall be adopted by not less than 3 members of the Board. When only 3 members are present, the vote must be unanimous.

### **Section 7    Board Member Attendance**

Board members and officers are expected to attend all regularly scheduled Board meetings. Any Board member or officer who is unable to attend a regularly scheduled meeting shall notify the Board Secretary prior to the meeting.

Although in-person participation is preferred, the Board may permit any or all trustees to participate in a regular or special meeting by, or to conduct the meeting through the use of, any means of communication by which all trustees participating may simultaneously hear each other during the meeting. A trustee participating in a meeting by this means is considered to be present in person at the meeting.

If a member of the Board is absent for three consecutive meetings of the Board without being excused by the Chair, the remaining Board members may, by unanimous vote, recommend that the Flathead County Board of Commissioners declare the position of the absent trustee vacant.

### **Section 8    Minutes**

Written minutes of all meetings shall, at a minimum, indicate Board members present, all items of business, all motions, and the results of votes taken. Meetings will be audio recorded.

### **Section 9 Public Attendance**

All meetings, votes, and deliberations of the Board shall be open to the public unless otherwise provided by law, Montana Code Annotated 2-3-201 through 2-3-203.

### **Section 10 Public Participation in Meetings**

Citizens shall be invited to participate on matters within the board's jurisdiction at all regular meetings of the Board during a time set aside for this purpose. The Board Chair will determine a time limit for comments based on the number of persons wishing to speak.

## **ARTICLE V OFFICERS**

### **Section 1 Officers**

The regular officers of the Board shall be a chair, vice-chair, and secretary. Officers may succeed themselves.

### **Section 2 Election and Term of Office**

Any member may be elected to the office of chair or vice-chair. The chair and vice-chair shall be elected annually at the first regular or special meeting for the month of July, and shall begin their term of office at the next meeting. The Director of the Flathead County Library System shall serve as Secretary to the Board.

### **Section 3 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 4 Chair**

The Chair shall preside at all meetings, shall appoint all standing and special committees and shall perform all duties incident to the office of Chair and such other duties as prescribed by the Board from time to time. The Chair shall be an ex-officio member of all committees.

The Chair, or designee, shall serve as a nonvoting member on the ImagineIF Library Foundation Board of Directors.

### **Section 5 Vice-Chair**

In the absence of the Chair or in the event of his/her inability or refusal to act, the Vice-Chair shall perform all duties of the Chair, and, when so acting, shall have the powers of and be subject to all restrictions upon the Chair. In the absence of both Chair and Vice-Chair, a Board member designated by the Board shall exercise the Chair's functions.

### **Section 6 Secretary**

The secretary shall keep a true and accurate account of all proceedings of the Board meetings, shall issue notices of all regular and special meetings, and shall have custody of the minutes and other records of the Board.

## **ARTICLE VI**            **COMMITTEES**

### **Section 1**    **Committees**

Committees shall be of three kinds: standing, ad hoc, and advisory. No committee shall have other than advisory powers unless, by action of the Board, it is granted specific power to act.

### **Section 2**    **Standing**

Standing Committee members shall be appointed annually after election of officers. Each committee shall be appointed by the Board Chair. Standing Committees are: Budget and Finance, Bylaws and Policies, Facilities, and Personnel.

### **Section 3**    **Ad Hoc**

The Board of Trustees may from time to time create such committees as it deems necessary. Except as otherwise provided by the Board of Trustees, members of each such committee shall be members of the Board and the Chair shall appoint the members of such Ad Hoc Committees.

### **Section 4**    **Advisory Committees**

The Board of Trustees shall have the power to establish advisory committees. The Board shall determine the charge, the membership, and the term of each committee. Each committee may adopt rules for its own governance not inconsistent with law, these by-laws, or with rules adopted by the Board.

### **Section 5**    **Minutes of Committee Meetings**

Minutes of all committee meetings shall, at a minimum, indicate Board members present and all items of business. Minutes will be submitted for acceptance at the next regular Board meeting.

## **ARTICLE VII**            **AMENDMENTS**

Amendments to these bylaws may be proposed at any regular meeting. The action to amend the bylaws shall be taken at the next regular meeting of the Board of Trustees.

## **ARTICLE VIII**            **RECORDS RETENTION**

Records shall be maintained according to Montana Local Government Records Committee, Municipal Records Schedules.

<https://sosmt.gov/records/local/>

## **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 Flathead County Library System or any committee appointed hereunder shall be determined in accordance with generally accepted principles of parliamentary procedures.

**Restated and Adopted by the Flathead County Library System Board of Trustees, 07/23/09**

**Revised: 07/25/2012**  
**Revised: 07/25/2018**  
**Revised: 01/23/19**  
**Revised: 08/25/2022**

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**Doug Adams, Chair**  
**ImagineIF Libraries Board of Trustees**