

**COUNCIL RESOLUTION No. 24-2023**

**A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF MILWAUKIE, OREGON,  
AMENDING THE LEDDING LIBRARY BOARD BYLAWS.**

WHEREAS the Library Board annually reviews its bylaws and proposes updates to the City Council as appropriate; and

WHEREAS on May 8, 2023, the Board reviewed its bylaws and unanimously agreed to proposed two changes to note the Board's changed monthly meeting day and to align with changes to the Milwaukie Municipal Code (MMC) related to a new board member term end date; and

WHEREAS the Board is pleased to submit the attached updated bylaws (Exhibit A) for City Council approval.

**Now, Therefore, be it Resolved** by the City Council of the City of Milwaukie, Oregon, that the Leding Library Bylaws are amended as outlined in Exhibit A.

Introduced and adopted by the City Council on **June 6, 2023**.

This resolution is effective immediately.

  
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Lisa M. Batey, Mayor

APPROVED AS TO FORM:

ATTEST:

  
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Scott S. Stauffer, City Recorder

  
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Justin D. Gericke, City Attorney

**Board of the Ledding Library**[www.milwaukieoregon.gov/bc-lb](http://www.milwaukieoregon.gov/bc-lb)**BYLAWS**Adopted **6/6/2023**By Resolution **24-2023****ARTICLE I – NAME**

The name of this board is the Board of the Ledding Library.

**ARTICLE II – PURPOSE & AUTHORITY**

- A. **Purpose.** The purpose of the Board is to advise the City Council on matters relating to library patrons' needs and to be representative of the diverse population that makes up Milwaukie and the Ledding Library service area.
- B. **Authority.** The Board/Committee is authorized by Milwaukie Municipal Code (MMC) Chapter 2.28 in accordance with ORS 357.400 to 357.621.

**ARTICLE III – MEMBERSHIP**

- A. **Membership.** The Board consists of seven members. Non-City residents residing within the Ledding Library service area are eligible for board membership. No member may be an officer, agent, or employee of the City of Milwaukie.
- B. **Appointment.** As outlined in the MMC, the mayor appoints Board members with the consent of the City Council. As outlined in MMC 2.10.040 and in the city's Code of Conduct for Board and Committee Members, Board members serve at the pleasure of the City Council.
- C. **Term of Office.** Board member terms are for a period of two years. Board members may serve no more than three consecutive full terms unless there is an interval of at least one term before reappointment. Current board members may be reappointed to the board/committee if they do not exceed the established term limits for the board.
- D. **Vacancies.** If a Board member resigns or otherwise vacates their position, the City Council will fill the vacancy in the same manner as the original appointment. Member resignations should be submitted in writing to the chair and staff liaison.
- E. **Code of Conduct.** To ensure the city's boards and committees operate in an efficient, consistent, and orderly manner, and that board members comply with Oregon's public meetings and records laws, the City Council adopted a Code of Conduct for Board and Committee Members. Board members are expected to review, sign, understand, and abide by the Code of Conduct.

**ARTICLE IV – MEETINGS**

- A. **Open Meetings.** All Board meetings are public meetings as set forth by Oregon's Public Meetings Laws, Oregon Revised Statute (ORS) Chapter 192.
- B. **Meeting Conduct.** Board meetings will be conducted efficiently and transparently as outlined in these bylaws, the MMC, relevant state and federal laws, and by the city's Code of Conduct for Board and Committee Members. Where these bylaws or other city guides do not provide direction, the most recent edition of Robert's Rules of Order will be followed.

- C. Regular Schedule.** The Board will hold regular meetings as determined by the MMC, the City Council, or the chair and staff liaison. The board meets monthly at 5:30 on a Monday agreed upon by the board.
- 1. Special Meetings.** Special meetings may be called at the request of the chair or a majority of the board. If a special meeting is called, the chair and staff liaison will set a date and time taking into consideration such factors as the availability of the board members and staff, and a meeting location.
  - 2. Closed Sessions.** The board may meet in closed, or executive, session as allowed by ORS 192.660(2) and consistent with MMC 2.04.090.
- D. Attendance & Absences.** Board members are expected to attend all meetings, events, and activities of the board. As outlined in the MMC and Code of Conduct, if a member fails to regularly attend meetings, the member may be removed from the board through the process outlined in the Code of Conduct.
- 1. Absences.** If a board member is unable to attend a meeting, it is the member's responsibility to inform the chair and staff liaison before the meeting.
- E. Quorum & Related Matters.** For the purposes of conducting board business, including holding official meetings, a majority, or quorum, is fifty-one percent of the voting membership of the Board.
- 1. Lack of Quorum.** If there is no quorum of board members within 15 minutes following the scheduled start time of a meeting, the meeting is cancelled. If the chair or staff liaison knows that a quorum will not be present at the meeting, they will notify the board members before the meeting about the cancellation.
  - 2. Rescheduling Agenda Items.** If a meeting is canceled due to a lack of a quorum, all agenda items that were scheduled for the cancelled meeting will automatically be placed on the next regularly scheduled meeting agenda unless the chair or staff liaison determines that a special meeting is needed to address the items. The staff liaison will ensure that the required public meeting notices will be posted for the next meeting.
- F. Agenda Order.** The chair and the staff liaison will coordinate and arrange the meeting items as necessary to achieve an orderly and efficient meeting. In general, the order of business will be as follows:
1. Call to Order
  2. Announcements
  3. Approval of Minutes
  4. Community Comments
  5. Business Items
  6. Board Member Reports
  7. Adjournment
- G. Adjournment Time.** Board meetings will end no later than 6:30pm. However, by majority vote of the members present, the adjournment time may be extended.
- H. Voting.** All Board members who are present at a meeting, including the chair and officers, are allotted one vote each on all motions. The concurrence of a majority of the whole board present shall be required to determine any matter before the board. In the case of a tie vote, the matter fails. When a vote is taken, all members must vote unless a member abstains from voting and cites the reason for abstaining for the record. The board secretary or staff liaison will call the roll, altering the order of members called. The chair will vote last.



- I. **Motions & Related Matters.** Any Board member may make a motion. A motion needs a second to be considered, otherwise it fails.
  1. **Reconsideration of Actions Taken.** A board member who voted with the majority may move for a reconsideration of an action at the same meeting only. The second of a motion may be a member of the minority. Once a matter has been reconsidered, no motion for further reconsideration may be made without unanimous consent of the Board.
- J. **Minutes & Related Matters.** The written and approved meeting minutes are the official record of the meeting.
  1. **Preparing the Minutes.** The board secretary or city staff will be present at each meeting and will provide written minutes. Written minutes should not be a verbatim transcript but should give a true reflection of the matters discussed at the meeting and the views of the participants. The written minutes must include at least the following information:
    - a. The date, time, location of the meeting;
    - b. Names of the Board members present;
    - c. All motions and proposals;
    - d. The results of all votes;
    - e. The substance of any discussion on any matters; and,
    - f. A reference to any document discussed at the meeting.
  2. **Recordings.** As allowed by state law, all public meetings may be recorded by the city, board, or the public. It will be at the discretion of city staff if an official audio, video, or digital recording of the meeting is created, and if the meeting video is broadcast or streamed live.
  3. **Posting & Approval.** The staff liaison will make the draft written meeting minutes available to the public within a reasonable time after the meeting. The Board will review and vote upon the minutes at its next meeting after the minutes have been written. Approved minutes will be posted on the city's website and retain permanently as required by Oregon Administrative Rule (OAR) 166-200-0235(5)(a).

## **ARTICLE V – OFFICERS & ASSIGNED DUTIES**

- A. **Officers.** The officers of the Board will consist of a chair, vice chair, secretary.
  1. **Election of Officers.** Members will elect the officers annually during the first meeting in July. Any member may nominate another member as an officer. Officers may be re-elected. If an officer is unable to complete their term, the board will hold a special election to fill the vacant officer position.
- B. **Duties of the Chair.** The chair will preside and preserve the order of Board meetings, review agendas and confer on business with the staff liaison and sign all documents memorializing board actions. The chair will set reasonable time limits for community comments and testimony.
- C. **Duties of the Vice Chair.** If the chair is absent or otherwise disqualified from serving, the vice chair will perform all duties and be subject to all the responsibilities of the chair. If both the chair and vice chair are absent from a meeting, the remaining members present will elect an acting chair for that meeting.

- D. Duties of Secretary.** The secretary shall take minutes at all Board meetings, distribute them to members to review, submit to the library director for posting on the city's website once reviewed and approved.
- E. Duties of Board Members.** The role of a board member is to participate in the Board's work and activities as assigned by the City Council by attending meetings and events and participating in discussions and decisions. As outlined in the city's Code of Conduct, board members must behave in an appropriate manner when performing their duties as board members in-person and in written or digital communications.
- 1. Meeting Preparation.** Board members must prepare for participation at a meeting by fully reviewing the staff report and any materials provided by city staff.
  - 2. Site Visits.** Before board meetings, members are encouraged to visit sites that are subjects for design review actions. If a board member visits a site, the member will report on the record any information gained from the site visit that is not consistent with the information included in the application or staff report.
  - 3. Compensation.** Board members will receive no compensation for their service. However, the city may reimburse a member for an authorized expense.
  - 4. Conflicts of Interest.** In accordance with ORS 244.120, a member of the Board may not participate in any board proceeding in which any of the following persons or businesses have a direct or substantial financial interest:
    - i. The board member or the spouse, brother, sister, child, parent, father-in-law, or mother-in-law of the board member;
    - ii. Any business in which the board member is then serving or has served within the previous two years; or
    - iii. Any business with which the board member is negotiating for or has an arrangement or understanding concerning prospective partnership or employment.
    - iv. A member must disclose any actual or potential interest at the meeting of the board where the action is being taken.
- F. Duties of City Staff.** The city will assign a staff liaison to the Board and, as appropriate and available, will assign administrative staff to support the board. Staff liaisons will act as the Board primary point of contact for board members, city staff, and the general public. Staff will ensure that the board's meetings are held in accordance with state public meeting laws and will support the board's activities.
- 1. Orientation of New Members.** When new board members are appointed, the staff liaison and chair will provide an orientation to the new members as necessary. In addition, city staff may provide other training opportunities to board members.
  - 2. Board Manual.** For the efficient documentation of the board's operations, city staff may compile and maintain a board manual.
- G. Subcommittees & Other Committees.** The board may find it necessary to form subcommittees to investigate areas relevant to the board's purpose. The board may identify members to serve on select subcommittees. A majority of the members will need to consent to the formation and membership of a subcommittee. When requested by the City Council, city staff, or other city boards and committees, the Board may select members to serve as a Board representative on another committee.

## **ARTICLE VI – GOALS & AMENDMENTS**

Bylaws of the **Board of the Ledding Library**

- A. **Goals.** The board will annually establish project and outcome goals that align with the goals of the City Council and the city. The board will establish an annual workplan to document its progress towards achieving its goals.
- B. **Amending the Bylaws.** The board will review its bylaws annually or as necessary and will prepare and propose appropriate bylaw amendments to the City Council. The City Council retains all authority to amend these bylaws as outlined in MMC 2.10.050.
- C. **Annual Review.** The board will meet annually with the City Council to review the board's goals, workplan, and any proposed bylaw amendments.

-- Bylaws adopted September 17, 1996; amended January 18, 2011; amended September 19, 2017; amended September 1, 2020; amended December 7, 2021; amended June 6, 2023.