

***Proposed Amended Bylaws July 2024 Board Meeting following discussion at June 2024 Board Retreat**

JACKSON/HINDS LIBRARY SYSTEM ADMINISTRATIVE BOARD

BYLAWS

ARTICLE 1 — Name, Authorization and Purpose

The name of this organization is the Jackson/Hinds Library System Administrative Board, hereafter referred to as "Board."

The Board was created pursuant to terms of an agreement between the Jackson Library System Board of Trustees and Hinds Library System Board of Trustees dated July 25, 1986, which agreement received the consent of the Jackson City County and Hinds County Board of Supervisors on July 29, 1986, and August 1, 1986, respectively, and in accordance with 539-3-13 Mississippi code of 1972). A copy of the AGREEMENT FOR CREATION, MAINTENANCE AND SUPPORT OF JACKSON/HINDS LIBRARY SYSTEM is attached.

The purpose of the Board shall be to exercise the powers and authority and assume the responsibilities delegated it under {39-3-17 of the Mississippi Code, 1972, and the aforementioned City and County Agreement.

ARTICLE II- Membership of the Administrative Board

The Board shall consist of fourteen (14) members, seven (7) of whom are appointed by the Jackson City Council and seven (7) of whom are appointed by the Hinds County Board of Supervisors, all as more particularly set forth in Section 5 of the Agreement.

Members of the Board upon appointment are expected as part of their respective duties of office to generate in their communities and with the funding authorities, an understanding of the purpose and needs of the libraries as guided by Board adopted policy.

Any member who shall miss three (3) consecutive meetings of the Board without cause during any fiscal year may be subject to removal by the appropriate governing authority who shall be notified in writing by the Secretary of the Board of said absences with a copy of the letter sent to the Chairman of the Board and to the Board member in question.

Should any member appointed by the City cease to be a resident of the City of Jackson or any member appointed by the County cease to live in Hinds County, notice shall be given to the Board and a vacancy shall be declared. The

appointing authority will be notified by the Chairman, with the request that a replacement be appointed.

ARTICLE III - Officers and Duties .

. The Board shall elect from among its members a Chairman, a Vice-Chairman, a Secretary and a Treasurer each of whom shall serve a term of two (2) years, with the election being by written ballot to be held at the regularly scheduled September meeting. Newly elected officers will assume their responsibilities in October of the year elected.

The Chairman shall appoint a Nominating Committee of four (4) members during the July meeting to provide a slate of nominees for consideration prior to the regular September Board meeting vote. This Committee shall consist of two County-appointed members and two City-appointed members.

The Chairman shall preside at meetings of the Board, sign documents as directed by the Board and appoint standing and special committees as needed or as directed by the Board.

The Vice-Chairman shall preside at meetings of the Board in the absence of the Chairman.

The Secretary shall see that minutes of the meetings are kept and shall attend to notification of meetings and other necessary correspondence.

The Treasurer shall perform such duties as may be required by the Board and also those duties that usually pertain to such office.

ARTICLE IV - Committees

The Chairman shall appoint committees of one or more members each for such specific purposes as the business of the Board may require from time to time.

Standing Committees will include:

1. Personnel Committee – Responsible for oversight of matters pertaining to personnel.
2. Policy Committee – Responsible for oversight of policy matters.
3. Budget Committee – Responsible for oversight of matters pertaining to budget and finance.
4. Facilities Committee – Responsible for oversight of matters pertaining to facilities.

5. Parliamentarian shall be appointed by the Chairman with the approval of the Board.

The Executive Committee will be composed of the current officers and the immediate past Chairman.

ARTICLE V - Meetings

The Board shall meet regularly on the fourth (4th) Tuesday of the month at 4:00 p.m. except in the months of June and December when the Board will not meet.

Meetings shall be held at a Jackson/Hinds Library, or other such place as may be designated by the Chairman.

Special meetings shall either be called by the Chairman or at the request of a majority of the appointed members on the date that any special meeting is called for the transaction of business as stated in the call for the meeting.

A quorum shall consist of a majority (meaning *more than* 50%) of the appointed members on the date that any regular or special meeting is held.

In the absence of a quorum or during the months the Board does not hold regular meetings, the Executive Committee is authorized to approve payment of bills and employment recommendations of the Director and in other matters requiring immediate action. Such actions shall be promptly communicated to the remaining Board members.

Parliamentary procedures will be the accepted method of conducting business with the latest edition of ROBERT'S RULES OF ORDER as the approved guide.

The Order of business for regular meetings shall include, but not be limited to, the following items, which shall be covered in the sequence shown as far as circumstances will permit:

1. Call to order, Roll call
2. Approval of the minutes of the previous meeting(s).
3. Financial reports
4. Report of Board Committees
5. Director's report
6. Board Chairperson's report
7. Unfinished Business
8. New Business
9. Adjournment

ARTICLE VI – The Director

The Board shall appoint a Library Director who shall be the executive and administrative officer of the library on behalf of the Board and under its review and direction.

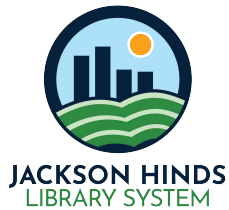
A copy of the signed job description of the Library Director shall be placed on file in the administrative office and in the Director's personnel file.

The Director shall attend all regular Board meetings except in the case of an executive session when the Director may be asked to retire or when excused by the Board at the Director's request.

ARTICLE VII – General

At the July regular meeting of each year (or as soon as possible thereafter), the Board will select a certified accounting firm from three (3) quotes solicited under the Director's supervision to oversee the accounting operation of the library system and to perform the year-end audit. A contract for either one year or three years may be negotiated. The firm appointed shall be required to report to the Board the results of the audit at its regular January meeting (or as soon as possible thereafter). The Director and business office shall make available to the auditor all records and information essential to the performance of the audit.

Amendments to these bylaws or to any policy documents of the Board may be adopted by a majority vote of members of the Board present at a regular meeting subsequent to notification in writing of the proposed changes. For changes to these bylaws, such notification in writing must be provided seven (7) days prior to the meeting on which a vote will occur.



Jackson-Hinds Library System
Administrative Board of Trustees

EXECUTIVE DIRECTOR REVIEW PROCEDURE

The Director will be evaluated on an annual basis (one month prior to the Director's anniversary date) by the full Board. The evaluation will be provided to the Director and discussed with the Director by the Chairman of the Board. The Director, at his or her option, may submit a written statement. The evaluation shall be signed and dated by the Chairman of the Board and the Director. A copy of the evaluation (and any accompanying written statement from the Director) shall be maintained in the personnel file and the administrative office.

Adopted: _____



Jackson-Hinds Library System
Administrative Board of Trustees

BOARD-STAFF COMMUNICATIONS POLICY

Purpose

This policy outlines the guidelines for interactions between the Board members and staff of the organization, as well as the role of ex-officio members in committees. The aim is to ensure effective communication, maintain professional boundaries, and clarify the responsibilities of ex-officio members.

Scope

This policy applies to all board members, staff, and ex-officio members involved in the organization's committees.

Board-Staff Interactions

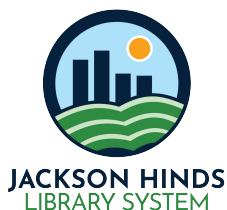
1. Communication Channels

- All official communications between the Board and staff should be channeled through the Executive Director or designated senior staff member.
- Board members should refrain from giving direct instructions to staff members unless explicitly authorized by the Board. Even then, the Executive Director shall be copied on any such communication.
- Board members can, and often will, communicate with staff serving as ex-officio members of a Board committee (see below) pursuant to the work of that committee. The Executive Director should be copied on any such communications where practicable. Staff are expected to be responsive to the needs of the committees on which they serve, but the day-to-day operational work of the System must take priority. To the extent a conflict exists between a staff member's day-to-day operational work and the work of a committee, the Executive Director shall communicate with the applicable committee members and assist in identifying a constructive path forward.

2. Professional Conduct

- Interactions between Board members and staff should be conducted with mutual respect and professionalism.
- Board members should avoid discussing sensitive or confidential matters with staff unless it is within the scope of their committee work or Board responsibilities.

3. Feedback and Performance



- Feedback on staff performance should be directed to the Executive Director rather than to the individual staff member directly.
- Board members may provide direct feedback on the Executive Director's performance, subject to the guidance of this policy—namely that any such feedback be respectful and professional.

Ex-Officio Committee Membership

1. Definition

- Ex-officio members are individuals who serve on Board committees by virtue of their office or position within the organization. They may include the Executive Director, senior staff, or other designated individuals.
- The Executive Director shall be an ex-officio member of all Board committees.
- Other members of the administrative staff may also be designated as ex-officio members of a Board committee, especially where the committee's work overlaps with the role of the staff member (*e.g.*, Budget and Finance Committee and the Chief Financial Officer).

2. Participation

- Ex-officio members have the right to participate in committee discussions, provide input, and offer expertise.
- They do not have voting rights unless explicitly granted by the Board or committee chair.

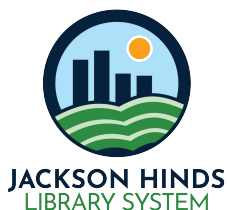
3. Responsibilities

- Ex-officio members should provide relevant information and updates to the committee to facilitate informed decision-making.
- They should act as a liaison between the committee and the broader organization, ensuring alignment with organizational goals and policies.
- At time, ex-officio members will be required to deliver work-product to advance the work of a committee.

4. Attendance

- Ex-officio members are expected to attend committee meetings regularly and contribute to the committee's work.
- If an ex-officio member is unable to attend a meeting, they should notify the committee chair in advance and, if possible, designate an alternate representative.

Adopted: _____



Jackson-Hinds Library System
Administrative Board of Trustees

BUILDING REPAIRS AND MAINTENANCE EXPENDITURE POLICY

The Library System's policy with respect to building repairs and maintenance is as follows:

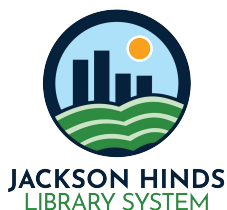
The Library System is willing and permitted to, where possible within budgetary constraints, perform preventative maintenance and make ordinary repairs to the buildings owned by the City of Jackson or Hinds County. Rented structures where the building maintenance responsibility falls on the landlord should not have library funds expended to make repairs or upgrades, unless specifically directed by the JHLS Board of Trustees for specific, clearly identified needs on a case-by-case basis.

The Library System is not willing to undertake capital improvements or expenditures on buildings owned by the City of Jackson or Hinds County. A Capital Improvement or Expenditure is defined as any single improvement or repair costing more than \$15,000.00. Anything under this amount would be considered a non-capitalized maintenance expense, which could include, but not be limited to roof repair, HVAC repair, window repair or replacement, painting, carpet repair or replacement, or electrical and plumbing repair.

This policy should not be read to conflict with Mississippi law. To the extent there is any change to Mississippi library law or subsequent judicial or Attorney General interpretations of Mississippi library law that conflicts with this policy, the policy should be considered suspended until the Board can adopt a new policy aligned with Mississippi library law.

For the avoidance of doubt, the Library System and its staff will follow all Mississippi Purchasing law as laid out in the State Auditor's Purchase Law Summary at all times.

Adopted: _____



Jackson-Hinds Library System
Administrative Board of Trustees

BOARD EXTERNAL COMMUNICATIONS POLICY

Purpose

The purpose of this policy is to establish clear guidelines for communicating with non-media external stakeholders, ensuring consistent, accurate, and professional messaging that aligns with the organization's goals and values.

Scope

This policy applies to all Board members, employees, and representatives of the organization.

Authorized Spokespersons

1. The Board

- Each Board member is considered a spokesperson for the organization and is authorized to communicate with external stakeholders, including government officials and community leaders, excluding the media unless officially elected to that role pursuant to the Board's Media Communications Policy. Advocacy for the Library System is a core function of a library trustee.
- When stakeholders from the Library System's funding authorities (or other related political stakeholders) request a formal conference with Library System representatives, that request should be conveyed to the entire Executive Committee of the Board. The Board Chair, in consultation with the Executive Committee, will designate the appropriate attendees at any such conference.

2. Executive Director

- The Executive Director is authorized to communicate with external stakeholders on operational matters, strategic initiatives, and organizational performance.

3. Designated Representatives

- The Executive Director may designate other employees to communicate on specific issues or projects. Such designations must be documented and communicated to all relevant parties.

Guidelines for Communication

1. Accuracy and Consistency

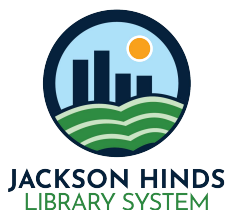


- All communications must be accurate, consistent, and reflect the organization's values and objectives. Misinformation or unauthorized statements can damage the organization's reputation and credibility.
- 2. Confidentiality**
 - Sensitive information, including financial data, strategic plans, and personnel matters, must not be disclosed without proper authorization.
- 3. Talking Points**
 - As described in the Board's Media Communications Policy, the Board will strive to develop and approve quarterly talking points that outline key messages and priorities for the upcoming period. The Board Marketing and Communications Committee will develop the first draft of these talking points in coordination with the Board Chair. All Board members will be provided with these talking points to ensure consistent communication where applicable.
- 4. Positive Communication**
 - Any Board member or staff members shall strive to communicate positively and constructively, avoiding, where possible, combative or overtly political messages. The focus will be on advocating for the Library System's needs, and highlighting the Library System's goals, efforts, and achievements
- 5. Professionalism**
 - All communications should be conducted in a professional manner. Language should be clear, respectful, and free of jargon or technical terms that may not be understood by the general public.

Crisis Communication

- 1. Crisis Management Team**
 - In the event of a crisis, a Crisis Management Team will be formed, consisting of the Board Chairperson, Executive Director, and other key personnel as needed. This team will be responsible for managing all communications with non-media external stakeholders during the crisis.
- 2. Crisis Communication Plan**
 - A Crisis Communication Plan will be developed and maintained, outlining procedures for internal and external communication during a crisis. The plan will include pre-approved statements, contact lists, and communication channels.

Adopted: _____



Jackson-Hinds Library System
Administrative Board of Trustees

BOARD MEDIA COMMUNICATIONS POLICY

Purpose

The purpose of this Media Communications Policy is to establish guidelines for interactions with the media to ensure consistent, accurate, and professional communication on behalf of the Board.

Designated Spokespersons

1. **Primary Spokespersons:** One Board member from the city and one Board member representing the county will be selected as official spokespersons for the Board when it comes to the media.
2. **Secondary Spokespersons:** The Board may designate additional members to speak on specific issues or areas of expertise. These designations must be approved by a majority vote of the Board.
3. **Executive Director:** The Executive Director is also authorized to field media inquiries on behalf of the Library System. Prior to any such communications, the Executive Director should, to the extent practicable, confer with the designated spokespersons. All guidelines below apply to the Executive Director as well.

Media Interaction Guidelines

1. **Approval Process:** All media inquiries must be directed to the designated spokespersons. No other board members are authorized to speak to the media unless explicitly designated by the Board.
2. **Preparation:** The designated spokespersons shall prepare for media interactions by reviewing relevant information and consulting with other board members or staff as necessary.
3. **Consistency:** All communications with the media should be consistent with the Board's policies, decisions, and strategic objectives. Spokespersons should avoid personal opinions and ensure that their statements reflect the collective position of the Board.
4. **Talking Points:** The Board will strive to develop and approve quarterly talking points that outline key messages and priorities for the upcoming period. The Board Marketing and Communications Committee will develop the first draft of these talking points in coordination with the Board Chair. All Board members will be provided with these talking points to ensure consistent communication.



5. **Positive Communication:** Any Board member or staff members shall strive to communicate positively and constructively, avoiding, where possible, combative or overtly political messages. The focus will be on advocating for the Library System's needs, and highlighting the Library System's goals, efforts, and achievements.
6. **Confidentiality:** Spokespersons must not disclose confidential or sensitive information. Any information shared with the media must be approved for public release.

Crisis Communication

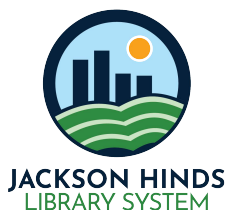
1. **Crisis Team:** In the event of a crisis or other situation demanding an immediate response, a crisis communication team consisting of the Chairman, Vice Chairman, the designated spokespersons, and any other relevant board members or staff shall be formed to manage media interactions. If an immediate response is needed and the designated spokespersons are unavailable, then the Chairman and/or Vice Chairman shall serve as the Board's representatives.
2. **Unified Message:** The crisis team shall, to the extent practicable, develop a unified message to ensure consistent and accurate communication during the crisis.

Review and Amendments

1. **Policy Review:** This Media Communications Policy and the associated Board designations shall be reviewed annually by the Board to ensure its effectiveness and relevance.

By adhering to this Media Communications Policy, the Board aims to maintain a professional and consistent approach to media interactions, thereby enhancing its public image and ensuring accurate dissemination of information.

Adopted: _____



Jackson-Hinds Library System
Administrative Board of Trustees

STAFF PURCHASING FOR NON-CAPITAL EXPENDITURE POLICY

With respect to implementation of the Building Repairs and Maintenance Expenditure Policy, the following guidance is provided to the library administrative staff:

Two criteria must be met for expenditures to be allowed under this policy—

1. The expense must be below the capital improvement and/or expenditure threshold of \$15,000; and,
2. There must be sufficient funds available in the maintenance budget.

If these two criteria are *both* met, then the following spending procedures apply—

- A. **Up to \$5,000** – No prior Board action required, but the expense must be reported to Board specifically at the next Board meeting; or,
- B. **Greater than \$5,000, non-emergency** – Board approval required.
- C. **Greater than \$5,000, emergency** – When waiting until the next Board meeting for approval of an expenditure greater than \$5,000 would cause undue harm to a building or any library possessions, the Executive Director or his designee should immediately contact the Board Chairman and discuss the matter at hand and receive direction on how to proceed. Where practicable, the preferred approach would be for the Board Chairman and the Executive Director to also confer with the Board Facilities Committee and the City and/or County's maintenance representatives. If an expenditure is warranted after discussion with the Board Chairman, said expenditure shall be reported to the Board in its entirety as soon as possible, but no later than the next regularly scheduled Board meeting.

For the avoidance of doubt, the Library System and its staff will follow all Mississippi Purchasing law as laid out in the State Auditor's Purchase Law Summary at all times.

Adopted: _____