

BYLAWS Of The Palm Harbor Library Advisory Council

(Florida Nonprofit PHCSA 85-8012632673C-9 501(C)(3) Organization)

ARTICLE 1. LOCATION of The Library

The principal location of the Palm Harbor Library (PHL) is located at 2330 Nebraska Ave, Palm Harbor, FL 34683 as its principal place of business or such other places as the PHL Advisory Council membership may designate.

ARTICLE 2. PURPOSE of The Library

The Palm Harbor Library is an entity of the Palm Harbor Community Services Agency, Inc. (PHCSA). PHCSA is a nonprofit corporation, organized to provide opportunities to enhance the common good and welfare of Palm Harbor residents, pursuant to the Florida Corporations Not for Profit law in Section 617 of the Florida Statutes, Chapter 85-489, Laws of Florida, and Pinellas County Ordinance No. 85-28.

The specific and primary purposes is as follows:

- a. To provide support for the administration and operation of the business and affairs of the '*Palm Harbor Community Services District*' created pursuant to Pinellas County Ordinance No. 85-28.
- b. To operate in any other manner for such purposes as provided in Pinellas County Ordinances No. 85-28 and Chapter 85-489, Laws of Florida.
- c. To engage in such other activities may be of mutual benefit to its members.
- d. To support the operation of library services for the Palm Harbor community through fundraising, volunteerism and serving as advocates for community library programs.
- e. To support PHL's engagement as essential participants in educating our community by providing access to a wide variety of programs, materials, and publications to meet the needs of present and future generations of our community.
- f. To support PHL's innovation in technologies and services to deliver information and scholarly resources conveniently to users anytime/anyplace.
- g. To support PHL's provision of well-equipped and functional physical spaces where our community can pursue independent learning and discovery.

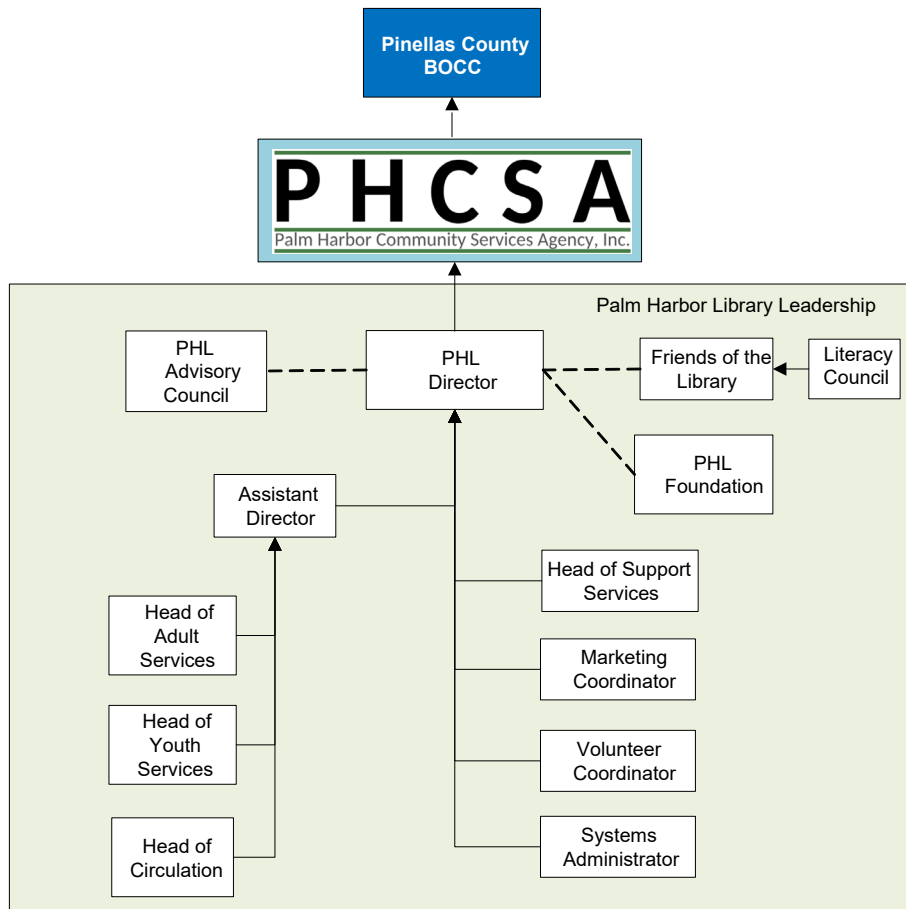
ARTICLE 3. RESPONSIBILITIES or the Advisory Council

The Advisory Council is responsible for financial oversight and operational accountability affecting the interests of Palm Harbor Library. The Advisory Council also reviews library strategic investments, capital improvements, resource planning and PHL policies / procedures. The Advisory Council is responsible for evaluating the library director's performance and making recommendations for annual increases as required by the PHCSA Board (the PHCSA Board maintains full responsibility for PHL Director hiring, firing, and recommending salary increases).

Primary Advisory Council Responsibilities can be summarized as follows:

- To recruit, select, and recommend a candidate for library director to the Palm Harbor Community Services Agency, Inc. (PHCSA).
- To conduct an annual performance review of the PHL Director and make compensation recommendations as required to PHCSA.
- To review the PHL policies and strategic planning for library services, including plans for growth, expansion of facilities, additional services, resource planning and support as needed.
- To review the financials monthly including actual spending vs. budget, balance sheet reconciliation, warrants, and individual departmental spending.
- To review all expenditures monthly / summarized year-to-date.
- To review all capital expenditures and projects requirements.
- To review and endorse all PHL capital requests of $\geq \$10,000$ for PHSCA approval.
- To advocate for the library and help the PHL director in fostering community support.
- The Advisory Council does not have direct operational responsibility.

Reporting responsibilities are as follows:



ARTICLE 4. ADVISORY COUNCIL EXPECTATIONS

The Palm Harbor Library Advisory Council shall initially have one class of members. Additional classes of members, the manner of election or appointment of each class of members, and the qualifications and rights of each class of members may be established by amendment to these Bylaws.

1. Advisory Council Membership shall be open to all people who are residents and actively volunteer as well as supporting the Palm Harbor Library mission, vision, and values.
 - a. **The Mission of the Palm Harbor Library.** “Palm Harbor Library aspires to be the definitive educational and cultural destination for all members of the Palm Harbor community. It will offer a safe and secure environment and serve as a neutral venue while providing easy access to information. The library will be an essential part of the community, acting as an anchor for learning, promoting, and supporting the arts and meeting the evolving needs of its residents.
 - b. **Our Vision Statement** “You. Us. Together.”
 - c. **Our Values** “Honesty, integrity, respect, transparency, confidentiality, and equity towards the community, our staff and volunteers.”
2. To qualify for an Advisory Council Membership assignment.
 - a. Interested parties must be of voting age.
 - b. Interested parties should have primary residency within the Palm Harbor Community Services District (PALM HARBOR, Florida – Zip codes: 34682, 34683, 34684, 34685).
 - c. Interested parties outside the primary residency may be considered with Advisory Council approval.
 - d. Interested parties may apply for consideration during the ‘application open period’ to the Palm Harbor Library Advisory Council, or the Palm Harbor Library.
 - e. All Advisory Council Members are classified as volunteer positions.
3. Membership candidates shall apply during the open period (refer to **ARTICLE 5. 2. a.**).
4. The Advisory Council and the Library Director shall interview candidates.
5. Membership vacancies will be posted as necessary, by affirmative majority vote of the Advisory Council.
6. Membership qualifications and appointment criteria may be amended, when necessary, by the Advisory Council.

ARTICLE 5. ADVISORY COUNCIL MEMBERSHIP

1. The Advisory Council shall consist of seven (7) members, the specific number to be set by the resolution of the Advisory Council annually. The number of members may be changed from time to time, provided that no decrease in the number shall have the effect of shortening the term of any incumbent member.
2. Appointments of Members
 - a. **Open Appointment Period** – the Advisory Council open appointment period is typically June 15th – July 15th annually. Those interested in filling an available council seat shall complete an application which can be obtained online (<https://www.palmharborlibrary.org/>) or directly from the Advisory Council.

Expectations for all applicants:

- (a) Term of Office - Unless a member dies, resigns, relocates, or is removed, he or she shall hold office for a term of two (2) years or until his or her successor is elected, whichever occurs later. Under certain conditions, members' terms may be extended by a simple majority vote by the Advisory Council , provided the extension is in the best interest of the Library and represents no conflict with any existing government authority.
- (b) Advisory Council members may serve a total of four two-year terms. Members interested in reapplying for an additional two-year term may do so during the open period. Members who have served continually for four two-year terms may reapply after fulfilling a one-term separation. The current Chairperson may be requested to serve as an ex-officio council member for one additional year as advisor to the newly elected chairperson, rather than being specifically appointed or elected to that role.
- (c) Successor members shall be appointed to a two-year term beginning on October 1st – ending on September 30th. New members of the Advisory Council are ratified by a majority vote of the sitting Advisory Council.
- (d) Vacancies - An unplanned member vacancy may be filled as needed with a majority vote by the Advisory Council. A member who fills a vacancy shall serve for the unexpired term of his or her predecessor in office.
- (e) Appointments for Open Positions – in the event there are no applications received during the open period nor those submitted meet the minimal qualifications as established within these bylaws, the Advisory Council may extend the 'term of office' for any / all termed positions by affirmative vote of a majority of the Advisory Council.
- (f) An Advisory Council member may be removed from the Advisory Council due to excessive absenteeism. Anyone missing three (3) council meetings within a fiscal year without preapproval may be subject to termination.
- (g) It is recommended that all applicants must have volunteered for a minimal six-month period or have accumulated fifty total volunteer hours.

- (h) It is recommended that applicants maintain membership in the Palm Harbor Friends of the Library (<https://friendsofphl.org/>).

ARTICLE 6. ADVISORY COUNCIL OFFICERS

The officers of this organization shall be Chair (Chairperson), Secretary and PHSCA Board Representative. They shall constitute the Executive Council. Executive Council appointments shall be open to Advisory Council members. Elections to be held during the October meeting for the Chairperson and Secretary. The PHCSA Representative's term may supersede the Advisory Council term.

1. The Chair shall preside at all meetings of the membership, appoint all committee chairpersons with the approval of the Executive Council, and function as ex officio member for all committees. The Chair is responsible for making sure the council monitors the financials, assets, resources, and business affairs. The Chair coordinates with the PHL Director and makes sure the council supports and advocates for the Library whenever possible.
2. The appointed PHSCA Board representative shall perform the duties of the Chair in his or her absence, may serve as member or chairperson of any committee, and shall perform such other duties as are assigned by the Chair or in absence thereof.
 - a. The PHSCA Board representative shall be an active Advisory Council Member and is recommended by a majority of the Advisory Council, the PHL Director and appointed by, the 'Palm Harbor Friends of the Library, Inc.'
 - b. The PHCSA representative shall be approved and appointed to serve a two (2) year term by the PHSCA Board as indicated per its bylaws and Pinellas County Code Chapter 114 – Special Districts, stated as follows; *All recommended appointments for membership (PHCSA Board) shall be an officer or director of, and appointed by, the Palm Harbor Friends of the Library, Inc., who is a qualified Pinellas County elector and resides in Palm Harbor, Florida.*
3. The Secretary shall document Advisory Council proceedings. Approved Minutes will be stored via the PHL electronic records management system by PHL staff.

ARTICLE 7. MEETINGS

1. Regular Meetings shall be held by resolution.
 - a. The Advisory Council shall specify the date, time, and place for holding regular meetings.
 - b. Notification of meetings will be posted on the PHL website (<https://www.palmharborlibrary.org/>).

2. Membership Voting shall be as follows:

Vote type	In-person or remote
Viva voce (by voice)	In-person or remote
Vote by rising	In-person or remote
Vote by ballot	In-person
Vote Remotely	Remote (via Zoom or similar)
Vote by unanimous consent	In-person or remote
Roll call voting	In-person or remote
Absentee voting	By proxy (email)

3. Special Meetings

- a. A special meeting may be requested by any Advisory Council member with a written request by the Chair when necessary. Planned special meetings as requested shall be reviewed, discussed, and approved by a majority vote prior to the scheduled meeting.
- b. When a vote is needed but a special meeting is not possible, refer to Article 7, Section 2 Absentee voting.

4. Remote Meetings

- a. Members of the Advisory Council or any committee appointed by the Council may participate in a meeting by or using one or more means of remote communication through which all the members may simultaneously participate with each other during the meeting.
- b. Participation by such means shall constitute presence in person for the meeting.

5. Place of Meetings

- a. All meetings shall be held at the principal office of the PHL or at any other place designated by the Advisory Council.

6. Quorum

- a. A majority of the number of members holding the office shall constitute a quorum for the transaction of business at any council meeting.
- b. If a quorum is not present for a scheduled meeting, the meeting shall be rescheduled.

7. Manner of Acting

- a. The act of the majority of the members present at a meeting at which there is a quorum shall be the act of the council, unless a vote of a greater number is required by these Bylaws, PHSCA Bylaws or Pinellas County.

8. Presumption of Assent

- a. A member of PHL Advisory Council present at a council meeting at which action on any matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such member files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof.
- b. Such right to dissent or abstain shall not apply to a member who voted in favor of such action.

9. Resignation

- a. Any member may resign at any time by delivering written notice to the Chair or the secretary at the registered office of the Palm Harbor Library. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

10. Removal or Termination of a Member

- a. At a special meeting called expressly for the removal or termination of a member, a member may be removed by two-thirds of the votes cast by the members present (a quorum of membership must be present).

11. Committees

- a. The Advisory Council, according to the resolution adopted by a majority of the members then in office, may designate and appoint one or more standing or temporary committees, each of which shall consist of one or more members. Such committees shall have and exercise the authority of the members when conducting committee affairs, for fact finding only. The Advisory Council retains overall responsibility for reviewing, adopting, and/or rejecting the fact-finding recommendations or conclusions.

12. Compensation

- a. The members shall receive no compensation for their service as members on behalf of the PHL Advisory Council.

ARTICLE 8. APPOINTMENTS

1. Open Application Period

- a. Typically, the Advisory Council open application period is June 15th – July 15th annually. Open Advisory Council Positions will be posted.

2. PHL Advisory Council Applications

- a. Application for the Advisory Council will be available at the Palm Harbor Library or online at (<https://www.palmharborlibrary.org/>).

3. Interview Process

- a. Applicants who are meeting the qualifications will be interviewed by the Palm Harbor Library Advisory Council and Director no later than August 31.

4. Advisory Council Notification

- a. By majority vote, The Palm Harbor Library Advisory Council and the Director will make a formal recommendation for appointment at the September Advisory Council Meeting.

5. Appointee Notification

- a. The appointee(s) will be notified by the Palm Harbor Advisory Councils Executive Board and Director by October 1st.

6. New Term
 - a. The new term begins October 1st and continues for two years (*ending on September 30th*).
7. Outgoing members
 - a. Outgoing members must turn over all PHL materials pertinent to their membership to the secretary within thirty days after their term has expired.

ARTICLE 9 ADMINISTRATIVE PROVISIONS

1. Books and Records
 - a. The Palm Harbor Library shall keep at its registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and council, and any minutes which may be maintained by committees of the council; records of the name, address and classification (State, County, Local records) if applicable of each member, and of the name and post office address of each officer; and such other records as may be necessary or advisable.
 - b. Approved copies shall be stored via the PHL electronic records management system.
2. Fiscal Year
 - a. The fiscal year for the Advisory Council begins October 1st and ends September 30th.
3. Rules of Procedure
 - a. The rules of procedure at meetings of the Advisory Council and committees shall be rules contained in Robert's Rules of Order on Parliamentary Procedure.
4. These Bylaws may be altered, amended, or repealed when required by a majority vote of the Advisory Council membership.
5. Conflict of Interest Statement

Note: this statement aligns with the Conflict-of-Interest policy adopted by PHCSA.

A conflict of interest occurs when an individual's personal interests – family, friendships, financial, or social factors – could compromise his or her judgment, decisions, or actions in the workplace.

- a. The Advisory Council members of the Palm Harbor Library shall not accept any gift, entertainment, service, loan, or promise of future benefits from any person who either personally or whose employees might benefit or appear to benefit from such council or committee member's connection with the agency, unless the facts of such benefit, gift, service, or loan are disclosed in good faith and are authorized by the council.
- b. Council and committee members are expected to work out for themselves the most

gracious method of declining gifts, entertainment, and benefits that do not meet this standard.

- c. No Advisory Council or committee members should perform, for any personal gain, services to any supplier of goods or services, as employee, consultant, or in any other capacity which promises compensation of any kind, unless the fact of such transaction or contracts are disclosed in good faith, and the council or committee authorizes such a transaction.
- d. Similar association by a family member of the council or committee member or by any other close relative may be inappropriate. No council or committee member or any member of his/her family should have any beneficial interest in, or substantial obligation to any supplier of goods or services or any other organization that is engaged in doing business with or serving the Palm Harbor Library.
- e. This policy statement is not intended to apply to gifts and/or similar entertainment of nominal value that clearly are in keeping with good business ethics and do not obligate the recipient.
- f. Any matter of question or interpretation that arises relates to this policy should be referred to the Chair for decision and/or for referral to the full Advisory Council for decision, where appropriate.