

Allegan District Library Board of Trustees Bylaws

Mission

We inspire our community to explore and learn throughout their lifetime by providing access to resources, technology, and welcoming spaces.

Article I: Name

This organization shall be called "The Board of Trustees of the Allegan District Library" existing by virtue of the provisions of the District Library Establishment Act, PA 24 (DLEA) of the Laws of the State of Michigan and exercising the powers and authority and assuming the responsibilities delegated to it under the said statute.

The Allegan District Library (ADL), as established in the District Library Agreement dated September 26, 2008 (the 'Agreement'), serves residents of the Allegan Public School District, excepting the portions of the Allegan Public Schools District located in the Otsego District Library service area. The remaining portions of Valley Township and Cheshire Township that are not within the Allegan Public Schools District have contracted with the Allegan District Library to provide services.

Article II: Library Board

Section 1: Membership

The Board shall consist of seven voting members elected at large from the ADL District. A candidate for election as a Board member shall be a qualified elector of a participating municipality on the deadline for filing nominating petitions. All members elected or appointed to fill a vacancy shall be residents in the ADL library district.

Section 2: Term

The term of office shall be four years. A member elected to office in the November General Election takes office on January 1 of the year immediately following the election, and after being sworn into office. The term of office runs for four years and expires on December 31 of the fourth year.

Section 3: Vacancies

The office of Board Member becomes vacant when the incumbent dies, resigns, is convicted of a felony related to their responsibilities of office, is removed from office by the Governor, or ceases to be a resident of the district. A vacancy in the office of a board member shall be filled until the expiration of the vacating board member's term by appointment by majority vote of the

remaining board members. If the vacancy occurs 140 or more days before the first regularly scheduled election of board members that follows the beginning of the term of the board member vacating office and that term is 4 years, all the following apply:

- A. A Recruitment Committee shall be created, the charge of which would be to ensure that any board vacancy is publicized in the community. The library director shall assist by making library patrons aware and by publicizing board vacancies through normal marketing channels.
- B. The vacancy shall be filled by appointment by majority vote of the remaining board members only until the next date on which the term of any board member expires.
- C. A board member shall be elected at the next regularly scheduled election of board members following the occurrence of the vacancy to fill the vacancy for the remainder of the term of the board member vacating office.

Section 4: Absences

Board members who have four (4) unexcused, consecutive absences, or a total of six (6) unexcused absences per calendar year, will be subject to consequences as outlined in Article VIII Section 5.

Section 5: Duties

The Library Board may exercise any and all of the powers granted to it by the District Library Establishment Act (DLEA), the District Library Financing Act (DLFA), federal and Michigan law, and the Agreement. If permitted by law, the Library Board may delegate such powers to the Officers of the Board and/or the Library Director as it deems necessary.

Article III: Officers

Section 1: Officers of the Board

The officers shall be a president, a vice president, a secretary, and a treasurer elected from among the elected trustees at the first regularly scheduled meeting in January. Nominations of officers may be made from the floor or in written form prior to the meeting.

Section 2: Term

Officers shall serve a term of one year from the first regularly scheduled meeting in January which they are elected until their successors are duly elected. An officer may succeed themselves; however, that officer shall not serve more than three (3) consecutive terms in the same position. If any board member announces their intention to run for a position, or is elected to an officer position, they may request guidance from the predecessor in the position.

Section 3: Vacancies

Vacancies in office shall be filled by the Board at the next regular meeting of the Board

following the occurrence of a vacancy, except for the office of President in which case the Vice President shall assume the duties of the office for the remainder of the unexpired term. A successor Vice President shall be elected to fill the vacancy so created in that office.

Section 4: President

The President shall preside at all meetings of the board, authorize calls for any special meetings, appoint all committees, execute all documents authorized by the board, and generally perform all duties associated with that office.

Section 5: Vice-President

The Vice President, in the event of the absence of the President, or of a vacancy in that office, shall assume and perform the duties and functions of the President.

Section 6: Secretary

The Secretary shall ensure a true and accurate record of all meetings of the board, shall issue notice of all regular and special meetings, and shall perform such other duties as are generally associated with that office. In compliance with any requirements of state law regarding the holding of meetings, the Secretary shall issue notices of all regular meetings and of all special meetings and shall have the custody of the minutes and other records of the Board of Trustees. The Secretary may delegate any of these responsibilities to the Library Director or their designee.

Section 7: Treasurer

The treasurer certifies all bills, investments and financial reports approved by the board, and other duties as the President or Board may direct. A record of all monies received or deposited by the ADL and all disbursements, sales and transfers from accounts shall be kept by the Treasurer and reported monthly to the Library Board at its regular meeting. In addition, the Treasurer shall perform such other duties as may be prescribed for him or her by State or Federal law and these bylaws. The Treasurer may delegate any of these responsibilities to the Library Director or their designee. The Treasurer also serves on the Budget & Finance Committee.

Section 8: Signatory Authority

The President and Treasurer have signatory powers over all ADL accounts and will adhere to all Library Financial Policies.

Article IV: Meetings

Section 1: Regular Meetings

The regular meetings shall be established each year at the annual January meeting and posted on the Library bulletin board and website within ten (10) days following the January meeting. The

post must include the dates, times and places of the meetings for the next fiscal year. Meetings will be held each month at a location designated by the Board. For a change in the schedule of regular meetings of a public body, a public notice shall be posted within three (3) days after the meeting at which the change was made. The notice shall state the new dates, times, and places of regular meetings. A meeting of a public body which is recessed for more than 36 hours shall be reconvened only after public notice has been posted at least 18 hours before the reconvened meeting.

Section 2: Special Meetings

Special meetings may be called by the Secretary at the direction of the President, or at the request of three Board members, for the transaction of business as stated in the call of the meeting. For a rescheduled regular or a special meeting of a public body, a public notice stating the date, time, and place of the meeting shall be posted at least 18 hours before the meeting.

Section 3: Quorum

A quorum for the transaction of business at any meeting shall consist of a majority of those elected and serving. The Chair of the Meeting shall request a check of quorum at the beginning of the meeting.

Section 4: Conduct of Meetings

Robert's Rules of Order Newly Revised, except as otherwise stated in these bylaws, shall govern proceedings of all meetings. Questions about parliamentary procedure shall be addressed to the library board attorney.

Section 5: Public Attendance

All meetings of the Board of Trustees shall be open to the public in accordance with the Open Meetings Act (OMA). Persons in attendance shall be permitted to address the Board in accordance with the following rules:

- A.** Each speaker shall provide his or her name and residence at the time of his or her public comment.
- B.** Each speaker shall be limited to three (3) minutes per meeting.
- C.** Each speaker may speak only one time during each meeting and may not "split" the three minute time period.
- D.** No speaker may "assign" his or her time to another person.
- E.** Groups are encouraged to designate one or more individuals to speak on their behalf to avoid cumulative comments.

The foregoing guidelines concerning the rights of a person to address the Board shall also apply to any committees deemed to be a public body as defined by the OMA.

Section 6: Record of Meetings

The Secretary shall be the official recorder for the Board. The Secretary may delegate these duties to a deputy or assistant except when keeping minutes in closed session. In closed session, the Secretary or board member designee shall record minutes.

Section 7: Closed Session

A Board shall follow the procedures set forth in the OMA when making a motion to call a closed session. Minutes from a closed session may not be released, except as provided in the OMA. The Board may only go into closed session for purposes detailed in MCL 15.268. At a minimum, the minutes must show the date, time, place, members present, members absent, any decisions made at a meeting open to the public, and the purpose or purposes for which a closed session is held. The minutes must include all roll call votes taken at the meeting. These minutes will be stored in the Board's secure filing cabinet. Minutes from a closed session must be approved by the board at the end of a closed session or at a subsequent closed session.

A public body may meet in a closed session only for one or more of the permitted purposes specified in section 8 of the OMA. The limited purposes for which closed sessions are permitted include, among others:

1. To consider the dismissal, suspension, or disciplining of, or to hear complaints or charges brought against, or to consider a periodic personnel evaluation of, a public officer, employee, staff member, or individual agent, if the named person requests a closed hearing.
2. For strategy and negotiation sessions connected with the negotiation of a collective bargaining agreement if either negotiating party requests a closed hearing.
3. To consider the purchase or lease of real property up to the time an option to purchase or lease that real property is obtained.
4. To consult with its attorney regarding trial or settlement strategy in connection with specific pending litigation, but only if an open meeting would have a detrimental financial effect on the litigation or settlement position of the public body.
5. To review and consider the contents of an application for employment or appointment to a public office if the candidate requests that the application remain confidential. However, all interviews by a public body for employment or appointment to a public office shall be held in an open meeting pursuant to this act.
6. To consider material exempt from discussion or disclosure by state or federal statute. But note - a board is not permitted to go into closed session to discuss an attorney's oral opinion, as opposed to a written legal memorandum.

Section 8: Publication of Minutes

Minutes for all board meetings shall be published on the library website and be made available in hardcopy upon request, except minutes from a closed session. Proposed minutes shall be

available for inspection within eight (8) business days after the meeting to which the minutes refer. Proposed minutes shall also be distributed to board members within eight (8) business days. Approved minutes shall be made available within five (5) business days of their approval.

Section 9: Items for Consideration

All agenda items for Board consideration must be submitted to the Board President and Secretary in writing by no later than 12:00 pm, the day of the Board meeting unless approved by the majority of the Board at a later time. The board will endeavor to follow any amendments or directives of the Open Meetings Act during a national or local emergency.

Section 10: Approval of Action

An affirmative vote of the majority of all members of the Board present at the time shall be necessary to approve any action before the Board, unless otherwise provided by law. The president may vote upon and may move or second a proposal before the Board.

Article V: Library Director

Section 1: Employ of Director

The Board shall employ a qualified library director who shall be the executive and administrative officer of the library on behalf of the Board and under its review and supervision. In the extraordinary absence of the Director, a Director-designee may be assigned, on the recommendation of the Director, and/or approval of the Board. The specific authorities of the Director-designee will be made in writing at the time of recommendation by the Director and/or approved by the Board.

Section 2: Authority of Library Director

The Library Director is an at-will employee who works at the pleasure of the Library Board of Trustees to represent the Library in the Community. They plan services and programs; administer library policies; hire, supervise, and terminate staff; and oversee operations, budget & finance, and collection development as outlined in the Library Director's Position Description.

Section 3: Review of Director

For a new Director, the Board shall perform a probationary review at six months. Subsequently, an annual review will be performed to confirm the Director's performance. The Personnel Committee shall facilitate this review using an approved measurement tool. Any deficiencies noted on the evaluation form should be made known to the Director before the final evaluation and should not come as a surprise to the Director. A list of process steps shall accompany the evaluation tool given to each trustee. The review shall be completed prior to approval of the annual budget each year.

Section 4: Removal of Director

The Library Director serves at the pleasure of the Board. The Library Director may be removed by a majority vote of the Board of Trustees for any reason including the following:

- A.** Poor performance
- B.** Violation of the Personnel Policy
- C.** Violation of the Director's fiduciary responsibilities
- D.** Violation of terms of work agreement

Article VI: Committees

The President shall select board members to serve on each standing committee. Committee assignments may be rotated at the discretion of the President.

Section 1: Standing Committees

The Board shall have the following standing committees, consisting of three (3) members (except the Friends Committee which shall include one (1) to three (3) board members), that shall meet monthly with the Director as needed and present recommendations for board action:

- A. Budget & Finance Committee is responsible for the following:**
 - a.** Recommend the allocation of funds for projected expenditures.
 - b.** Recommend adjustments of the budget to the Board.
 - c.** Facilitate all investment policy changes.
 - d.** Implement what is known as the FDIC's "Prudent Investor Rule" in relation to investment of ADL funds.

- B. Facilities Committee is responsible for the following:**
 - a.** Oversee all issues pertaining to the physical facility of the Allegan District Library; this will include repairs, safety issues, facility accessibility issues, and issues pertaining to patron services.

- C. Personnel Committee is responsible for the following:**
 - a.** Oversee all personnel matters in consultation with the Director of the Library.
 - b.** Make recommendations on policies pertaining to salary and benefits.
 - c.** Establish a process for the annual performance evaluation of the Library Director.

- D. Planned Giving Committee is responsible for the following:**
 - a.** Clarify the roles and expectations of the Board and individual board members in creating and sustaining strong, resilient fundraising that will support the organization's mission.
 - b.** Verify that financial practices ensure the proper accounting practice.

- c. Ensure that the board has adopted a gift acceptance policy that defines for donors, board, and staff the type of gifts the organization will accept.

E. Vision Committee is responsible for the following:

- a. Plan events over and above regular programming.
- b. Look for opportunities to enhance the library experience.
- c. Secure funding outside of the regular budget to support these efforts, if needed.

F. Friends Committee is responsible for the following:

- a. Support the mission of the Allegan District Library for the betterment of our community.
- b. Raise funds primarily through the operation of the Carnegie Book Corner, to enhance access to resources, services, and programming.

Section 2: Ad Hoc Committees

The President shall appoint committees of two to three (2-3) members each for such specific purposes as the business of the board may require. The Committee shall be considered to be discharged upon the completion of the purpose for which it was appointed and after a final report is made to the board. Examples include Communications and Marketing, Strategic Planning, Director Search, Millage, Bylaws, etc.

Section 3: Committee Reports

All committees may make progress reports to the Library Board at each of its regular meetings.

Section 4: Committee Powers

All committees shall only have advisory powers unless, by action of the Board, a committee is granted specific powers to act.

Article VII: Financial Stewardship

Section 1: Objectives

The primary objective of the spending and budgeting policies and practices of ADL is to make useful financial decisions demonstrating the library's accountability and stewardship of public funds. Accountability and the stewardship of public funds, including the fiscal responsibility of a balanced budget, are the objectives of the ADL Board, management, and staff.

Section 2: Policy

All investments are subject to the Allegan District Library Investment Policy.

Section 3: Audit

The library shall be subject to an annual financial audit.

Article VIII: Ethics and Conflicts of Interest

Section 1: Duties of Trustees

It is the responsibility of trustees for prudent stewardship of library assets and adherence to their oath of office. The trustees shall uphold the First Amendment and principles of intellectual freedom.

Section 2: Abuse of Power

No Board member may use his or her position as a Board member to obtain financial or other gain for his or her private benefit, for the benefit of the Board member's family or any organization with which the Board member is closely associated. No Board member shall knowingly accept or receive, directly or indirectly, any money or anything of value or any promise for future benefit, from any person or entity that does business with the Allegan District Library.

Section 3: Ethics of Trustees

1. A trustee may not, as an individual, speak for the board unless directed by the board to do so.
2. Trustees shall not engage in discrimination of any kind and shall uphold library patrons' rights to privacy in the use of library resources.
3. Trustees must distinguish clearly in their actions and statements between their personal philosophies and attitudes and those of the library, acknowledging and supporting the formal position of the Board even if they disagree.
4. Trustees must respect the confidential nature of library business and not disclose such information to anyone.
5. Trustees shall not interfere with the management responsibilities of the director or the supervision of library staff.

Section 4: Disclosure and Recusal

In the event that a trustee recognizes an actual or potential conflict of interest, the trustee shall disclose to the Board any financial or personal beneficial interest, direct or indirect, and abstain voluntarily from discussion or voting on any issue that raises such conflict of interest. If any member of the Board perceives a possible conflict of interest position regarding any trustee, the possible conflict should be brought to the attention of the Board and the Board, as a whole, should determine whether the issue represents a conflict of interest.

Section 5: Consequences for Violation of Board Policy, Rules, Ethics

1. If a board member violates the attendance policy, conflict of interest policy, or ethics policy, they may experience the following consequences as deemed appropriate by the Board: a warning; removal from a board office; removal from committees or projects; a request for resignation; and/or inquiry to the Governor's office regarding removal from the Board.
2. The accused trustee has the right to appeal any consequences to the Board.

Article IX: Liability and Indemnification

The Library shall carry a Liability Insurance Policy to protect itself and any Trustee, officer, employee or agent of the Board of Trustees against any expense, liability or loss incurred by them involving the lawful execution of their duties, if they acted in good faith for a purpose that they reasonably believed to be in the best interests of the Library. The Library shall indemnify its officers, Trustees and employees to the fullest extent possible under Applicable Laws for any liability above and beyond the limits of the Liability Insurance Policy

Article X: Bylaw Review and Validity

Section 1: Amending of Bylaws

ADL Bylaws may be amended by the two-thirds (2/3rd) vote of all members of the Board provided written notice being sent to all members at least ten (10) days prior to the meeting, and a first and second reading of the proposed amendment conducted. After the first reading, notice of the proposed bylaw change shall be posted on the library website and bulletin board.

Section 2: Validity

Any provision of these bylaws deemed in violation of State law shall be considered invalid and shall not affect the validity of any other provision.

Section 3: Periodic Review of Bylaws

The bylaws of the ADL will be periodically reviewed by the Bylaws Committee at least once every four (4) years.

These Bylaws shall become effective on the same date they are adopted.

Adopted as current ADL bylaws on _____.

Signed _____.

Board President