

# **Kalkaska County Library Board of Trustees Bylaws Revised February 2020**

## **ARTICLE I: Purpose**

The name of this body is the Kalkaska County Library Board of Trustees (hereinafter the “Board of Trustees” or “Library Board”), existing by virtue of the provisions of Public Act 138 of 1917, as amended, and exercising the powers and authority and assuming the responsibilities delegated to it under said law.

## **ARTICLE II: Membership**

Section 1: Pursuant to the requirements of Public Act 138 of 1917, as amended, the Board of Trustees of the Kalkaska County Library shall consist of five (5) trustees, who shall be appointed by the Kalkaska County Board of Commissioners. The term of office shall be five (5) years. Terms have been staggered so that only one appointment will expire each year.

Section 2: New terms commence January of the respective year of the appointment after appointment; incumbents shall serve until the County Board of Commissioners appoints their replacements.

Section 3: In the event a Trustee leaves the Board for any reason, the Board of Trustees shall recommend a replacement to the Board of Commissioners for appointment by the Chair of that Board. If a Trustee leaves before the end of a five-year term, the appointment shall be for the remainder of that Trustee’s term.

Section 4: Library Board Trustees are required to attend a minimum of six (6) regular meetings per year or they may be removed. Removal may occur by a concurring vote of three (3) of the five (5) members of the Board. If removal of a Trustee is to be considered at a meeting, notice of such meeting must state that purpose, and opportunity to be heard at such meeting must be given to the Trustee whose removal is sought.

Section 5: Trustees serve as volunteers and shall not receive any compensation for their services on the Board and shall be precluded from receiving compensation for services rendered to the Library in any other capacity. Trustees may be reimbursed for expenses incurred in carrying out Library business when approved by the full Board.

## **ARTICLE III: Officers**

Section 1: Officers of the Kalkaska County Library Board of Trustees shall be a President, a Vice President, a Secretary, and a Treasurer.

Section 2: Officers shall be elected at the annual meeting for a term of one (1) year and take office at the close of that meeting. The serving President will take nominations for each office from the Trustees present

at the annual meeting. A candidate receiving a majority vote of the entire membership of the Trustees shall be declared elected. The President of the Board shall fill by appointment vacancies in office which occur during the remaining course of the year.

Section 3: The principal duties of the President shall be to preside at all meetings of the Library Board, authorize calls for special meetings, make appointments, and execute all documents as authorized. The President appoints Trustees to committees and such other special duties as may occur, and may be an ex-officio voting member of any committee.

Section 4: The Vice President shall discharge the duties of the President in the event of the absence or disability thereof, or of a vacancy in that office, and in addition, any other duties as designated by the Board of Trustees.

Section 5: The Secretary shall maintain a true and accurate record of all meetings of the Board of Trustees. In the absence of the Secretary at any meeting, the President may appoint another Trustee to act as temporary Secretary. The Library Director or a staff member may be designated to perform any of the Secretary's duties. All records and correspondence, unless otherwise specified by the Board, shall be kept in the Library administrative offices.

Section 6: The Treasurer shall maintain an accurate record book of the finances of the Library, based on the accounting reports from the County, which would include the incoming and outgoing moneys, and give a monthly report on the status of the Library finances to the Library Board.

#### **ARTICLE IV: Meetings**

Section 1: Regular meetings shall be held each month, the date and hour to be set by the Board at its annual meeting. Meeting times and dates may be changed as need arises by a concurring vote of three (3) of the five (5) members of the Board. In the event that between regular meetings, and at least 24 hours before the scheduled time of the next meeting, the President becomes aware that fewer than a quorum of Trustees will be able to attend due to unforeseen emergencies or other just cause, he/she may canvass all the members for an agreeable alternate meeting date and time within ten days of the original date. If 4 of the 5 members agree, the meeting may be rescheduled, and proper notice shall be given to each member, and posted in accordance with the Open Meetings Act at least eighteen (18) hours in advance.

Section 2: The annual organization meeting, which shall be for the purpose of electing officers, shall be held at the time of the regular meeting in January of each year.

Section 3: Special meetings may be called by the President, or upon the request of two (2) Trustees, for transaction of business as stated. Written or electronic notice stating time, place and nature of business shall be given each Trustee and posted in accordance with the Open

Meetings Act, at least eighteen (18) hours in advance of a special meeting.

Section 4: A quorum for transaction of business at any meeting shall consist of a simple majority of the members of the Board of Trustees.

Section 5: The agenda for all Board meetings shall include, but not be limited to, the following:

- a. Call to order
- b. Approval of Agenda
- c. Attendance/ Introductions
- d. Acceptance and Approval of previous Minutes
- e. Public Comment on Agenda Items
- f. Financial Report / Approval of Bills
- g. Director's Report
- h. Unfinished Business
- i. New Business
- j. Liaison Communication
- k. Public Comment on non-agenda items
- l. Adjournment

Section 6: Time allowed for public comment on agenda and non-agenda items will be limited to five (5) minutes per speaker, unless granted an extension by the President.

Section 7: *Robert's Rules of Order, Newly Revised*, shall govern parliamentary procedure at all meetings of the Board.

Section 8: All meetings or portions of meetings shall be open to the general public. All meetings will be conducted in accordance with Public Act 267 of 1976, known as the "Open Meetings Act."

Section 9: Following requirements as set down in the Michigan Freedom of Information Act, PA 442 of 1976, any member of the public is entitled to receive copies of the Minutes or other library records, per the County Policy Statement regarding the Michigan Freedom of Information Act.

#### **ARTICLE V: Committees**

Special Committees may be appointed by the President, with approval of the Library Board, to serve until the final report on work for which they were appointed has been filed. Standing committees may be appointed by the President at the first meeting after the annual meeting for a one (1) year period. In most matters, the Board's most effective operation is as a committee of the whole.

#### **ARTICLE VI: Duties of the Board**

Section 1: The Library Board shall determine the policies, plans and services of the Library. This includes bylaws, service policies, mission statement, long range plan, significant changes in levels or types of services, and Library hours.

Section 2: The Library Board shall be responsible for the selection and hiring of a qualified Library Director.

Section 3: The Library Board shall advise in the preparation of the budget, approve it, and make sure that adequate funds are provided to finance the approved budget. All bills are approved by simple majority roll-call vote, and submitted to the County department in charge of accounts payable as designated by the County Board of Commissioners for payment.

Section 4: The Library Board shall conduct an annual performance review of the Library Director each December.

#### **ARTICLE VII: Duties of the Library Director**

Section 1: The Library Director shall have sole charge of the administration of the Library under the review and direction of the Library Board.

Section 2: The Director shall be responsible for:

- a. Hiring and specifying duties and compensation of other library employees;
- b. Proper direction, training and supervision of the staff, including annual staff performance reviews;
- c. Serving as technical advisor to the Board; recommending policies, budget, changes in hours and services;
- d. Recommending changes in the Mission Statement and Master Plan;
- e. Operating within policies as approved by the Board;
- f. Care and maintenance of Library property;
- g. Adequate and proper selection of Library materials;
- h. Efficiency of Library service to the public;
- i. Financial operations and management of the budgeted revenues and such other funds as may accrue to the Library.

Section 3: The Director shall attend Board meetings as a participant, but shall have no vote. The Director shall attend all Board meetings if possible, but may designate another staff member to attend in the event of the Director's absence.

#### **ARTICLE VIII: Bylaws/Amendments**

Section 1: A copy of these Bylaws shall be provided to each member of the Library Board after any change is adopted. A current copy of the Bylaws shall be presented to each newly appointed member of the Board.

Section 2: These bylaws may be amended by a 2/3 majority vote of all Trustees of the Board provided that the change had been proposed by a Trustee or the Library Director at the preceding regular meeting, and that notice of the proposed amendment was included as a separate statement in the agenda of the meeting at which it is to be acted upon.

Section 3: The bylaws of the Kalkaska County Library Board shall be reviewed at least once every three (3) years.

**ARTICLE IX: Personal Liability**

No one serving on the Board shall be personally liable to the Library for monetary damages for, or arising out of, a breach of fiduciary duty as a Trustee notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of a Trustee to the extent that such liability is imposed by applicable law

- 1) For a breach of the Trustee's duty of loyalty to the Library,
- 2) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or
- 3) For any transaction from which the Trustee derived an improper personal benefit.

**ARTICLE X: Indemnification**

For other than willful misconduct, the Trustees and officers of the Library Board shall be indemnified as of right to the fullest extent now or hereafter permitted by law in connection with any actual or threatened civil, criminal, administrative or investigative action, suit or proceeding (whether brought by the Library or otherwise) arising out of their services to the Library or to another organization at the Library's request, and persons who are not Trustees or officers of the Library Board may be similarly indemnified in respect of such service to the extent authorized at any time by the Board.

(Signed):      Diana Needham, Library Board President      Date: 3/3/2020

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(Filed):      Deborah Hill, Kalkaska County Clerk      Date:

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