

CRAWFORD COUNTY LIBRARY BOARD OF TRUSTEES BY-LAWS

Article I: Purpose

The name of this body is the Crawford County Library Board of Trustees, existing by virtue of the provisions of Public Act 138 of 1917, and exercising the powers and authority, and assuming the responsibilities delegated to it under said law.

The Board shall be a body corporate and shall be authorized to contract for leasing, construction, or maintenance of buildings, or quarters, including the acquisition of sites, to house the county library services and to do any things necessary for the conducting of the county library service, the cost of the county library service to be a charge against the county library fund. (MCL 397.302)

Article II: Membership

Section 1. Pursuant to the requirements of Public Act 138 of 1917, the Board of Trustees of the Crawford County Library shall consist of five Trustees who shall be appointed by the Crawford County Board of Commissioners. The terms of offices shall be five years. Terms have been staggered so that only one appointment will expire each year.

Section 2. New terms commence November 1 of the respective year of appointment; incumbents shall serve until the County Board of Commissioners makes the appointment.

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

Section 4. Any Trustee shall be removed for failure to attend three consecutive regular meetings, or in cases of official misconduct, habitual or willful neglect, or when a Trustee is incompetent to execute properly the duties of the office. Recommendations to the County Board of Commissioners for removal may occur by a concurring vote of three (3) of the five members of the Library Board. No Trustee shall be removed from office unless the notice of the meeting at which removal is considered states such purpose and opportunity to be heard at such a meeting is given to the Trustee whose removal is sought, in accordance with MCL 46.11(n) Powers of County Board of Commissioners.

Section 5. Trustees may be compensated at no more than the Crawford County rate for meeting per diem with amount to be confirmed each year at the Annual Meeting. Trustees may be reimbursed for expenses incurred in carrying out Library business when approved by the full Board. Trustees may also be reimbursed for mileage according to Policy 412.

Article III: Officers

Section 1. Officers of the Library Board shall be a President, Vice President, and Secretary.

Section 2. Officers shall be elected at the Annual Meeting for a term of one year and take office at the close of that meeting. In the event of a vacancy, the Board shall elect a replacement for Vice President, and Secretary.

Section 3. The principal duties of the President shall be to preside at all meetings of the Board, authorize calls for special meetings, make appointments, and execute all documents, including contracts, 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 all committees except the Nominating 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.

Section 5. The Secretary shall be responsible for a true and accurate record of all meetings of the Board, preparation of the agenda, execute all documents, including contracts, as authorized, and perform other duties as generally associated with the office. In the absence of the Secretary at any meeting, the President may appoint another Trustee to act as temporary Secretary. A recording secretary may be employed at the discretion of the board, on a per diem basis.

Article IV: Meetings

Section 1. Regular meetings shall be held each month, that date and hour to be set by the Board at its Annual Meeting and posted according to the Open Meetings Act. Meeting times and dates may be changed as need arises by a concurring vote of three (3) of the five members of the Board. All changes must be posted as required.

Section 2. The Annual Meeting shall be held at the time of the regular meeting in November of each year.

Section 3. Special meetings may be called by the President, or upon the request of two Trustees, for transaction of business as stated, in accordance with the Open Meetings Act, at least 18 hours in advance of the special meeting.

Section 4. A quorum for transaction of business at any meeting shall consist of a simple majority; however, at least three “yea” votes are needed to approve business transactions.

Section 5. One or more Trustees may participate in any annual, regular, or special meeting of the Board by means of a conference telephone call or similar communications equipment by which all persons participating in the meeting are able to hear each other at the same time. (Continued on next page)

Article IV: Meetings (Continued)

In accordance with the Crawford County Board of Commissioners' Per Diem Reimbursement Policy Feb – 2005A, Trustees may participate by phone but not be allowed to vote. Trustees may participate by way of video conferencing and, if they are able to be heard and recognized by those in the audience, may be allowed to vote. However, a Trustee participating without being present cannot be counted toward the determination of a quorum of the Board and is not allowed to receive a per diem.

Section 6. The agenda for all Board meetings shall include, but is not limited to, the following:

- Call to Order
- Approval of Minutes
- Financial Report
- Approval of Bills
- Library Director's Report
- Correspondence
- Old Business
- New Business
- Reports from Committees, Liaison, etc.
- Public Comment (Citizens Who Wish to Speak)
- Adjournment

*** Adopt a Consent Agenda procedure where applicable***

Section 7. Robert's Rules of Order shall govern parliamentary procedure at all meetings of the Board.

Section 8. The Library Board of Trustees shall conform to the Open Meetings Act (MCL 15.261 - 275).

Section 9. The Library Board of Trustees is subject to the requirement of the Freedom of Information Act being Act 422 of 1976 as amended (MCL 15.231 et seq.).

Article V: Committees

Special committees may be appointed by the President, with approval of the 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-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 by-laws, service policies, mission statement, long-range plans, significant changes in levels or types of services, adopt all regulations concerning use of the Library, and exclude (Continued on next page)

Article VI: Duties of the Board (Continued)

from use of the Library anyone who willfully violates the Board's rules and regulations.

Section 2. The Library Board shall appoint a qualified Library Director and, if necessary, a qualified Assistant Library Director and determine the salaries of the Director and staff.

Section 3. The Library Board shall advise in the preparation of the budget, approve it, make sure that adequate funds are provided to finance the approved budget, and approve all bill registers.

Section 4. The Library Board shall cooperate with other public officials and boards, and maintain vital public relations. The Library Board represents the Library to the community and the community to the Library.

Section 5. Duties of each Trustee are to attend all Library Board meetings. (See Article II, sec. 4)

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 Library Director and Assistant Library Director shall be responsible for the hiring, terminating, training, and supervision of staff, and for the general administration and operation of the Library under the financial conditions set forth in the annual budget.

Section 3. The Library Director shall serve as advisor to the Library Board and recommend policies, budget, changes in hours and services, mission, and long-range plans.

Section 4. The Library Director shall act as liaison to the community, community groups and clubs, reporting back information at regular Library Board meetings.

Section 5. It shall be the duty of the Library Director to further his/her education and the education of the staff by attending workshops and meetings to keep up with current trends, and making recommendations to the Library Board for change.

Section 6. The Library Director shall recommend to the Library Board any need for maintenance and care of the property and structure.

Section 7. The Library Director shall be responsible for adequate selection and proper selection of all Library materials, efficiency of Library service to the public, financial operations and management of the budgeted revenues and such other funds as may accrue to the Library.

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Article VII: Duties of the Library Director (Continued)

Section 8. The Library Director shall attend all Library Board meetings as a participant, but shall have no vote. If unable to attend, the Library Director may designate another staff member to attend in the Library Director's absence.

Article VIII: Amendments

These By-Laws may be amended by the majority vote of all Trustees of the Library Board provided that the change had been proposed by a Trustee or the Library Director at the preceding regular meeting of the Library Board, 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.

These By-Laws shall be reviewed yearly at the Annual Meeting.

Article IX: Personal Liability

No one serving on the Library 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 shall be indemnified as of right to the fullest extent now and 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 may be similarly indemnified in respect of such service to the extent authorized at any time by the Library Board.

Article XI: Policy Suppression

It shall be within the purview of the Library Board to supersede or set-aside any policy contained within the Crawford County Library Policy Manual pursuant to the following criteria and procedure:

Section 1. A Motion to Set-Aside a policy shall be brought forward by a recognized Library Board Member during a regular Library Board meeting.

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Article XI: Policy Suppression (Continued)

Section 2. The Motion to Set-Aside shall identify by Policy number and Title the policy to be considered.

Section 3. Following the discussion, a second to the motion shall be requested and if supported, a roll call vote shall be called.

Section 4. After the Motion to Set-Aside has been introduced, open discussion shall be held to describe the policy under consideration and the purpose for requesting the Set-Aside action.

Section 5. A Motion to Set-Aside shall be enacted for a singular policy and a singular event only.

Section 6. Passage of a Motion to Set-Aside a policy shall require a 4/5 vote of the entire Library Board.

Reviewed: October 11, 2018

Amended, restated and approved: November 8, 2018

Reaffirmed: