

Reed City Area District Library
Board of Trustees Bylaws

Article I

Name and Location

1.1 *Authority.* This organization was formed by Agreement between the City of Reed City, Richmond Township and Lincoln Township dated April 1, 2014 (the “Agreement”). For the purposes of these Bylaws, the City of Reed City, Richmond Township, and Lincoln Township may each be referred to as a Participating Municipality in accordance with Section 2 of the District Library Establishment Act, Michigan Compiled Laws Annotated 397.171 et seq. (the “Act”). The language of the statutes used is as it exists on the date of the revised Bylaws; any amendments to the statutes supersede the text of the Bylaws.

1.2 *Name.* In accordance with terms of the Agreement, this organization shall be called the Reed City Area District Library.

1.3 *Purposes.* The Reed City Area District Library Board of Trustees (the “Board of Trustees”) shall govern operations of the Reed City Area District Library as specified herein and with such power and authority to perform those acts, tasks, and functions described herein and permitted or required by the Agreement and the Act.

1.4 *District Served.* The Reed City Area District Library shall serve the district which is comprised of all that territory located in the jurisdictional limits of the City of Reed City, Richmond Township, Lincoln Township.

Article II

Powers and Duties; Fiscal Matters

2.1 *Power and Duties.* The Board of Trustees shall have the power and authority to do and perform the following acts, tasks and functions as described in Sec. 12 of the Act, MCLA 397.182:

- a) Establish, maintain, and operate a public library for the District;
- b) Exclusively control the expenditure of money deposited into the District Library Fund;
- c) Appoint and remove officers from among its members;
- d) Appoint and remove a Library Director and fix his or her compensation;
- e) Purchase, sell, convey, lease or otherwise acquire or dispose of real or personal property including, but not limited to, land contracts and installment purchase contracts;
- f) Erect buildings;
- g) Supervise and control Reed City Area District Library Property;

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- h) Enter into a contract to receive library-related service from or give library-related service to a library or a municipality within or without the District (MCLA 397.182 sect. 12(1));
- i) Adopt bylaws and regulations, not inconsistent with the Act, governing the Board of Trustees and the Reed City Area District Library;
- j) Propose and levy upon approval of the electors as provided in the Act, a tax for support of the Reed City Area District Library;
- k) Borrow money pursuant to the District Library Financing Act (1988 P.A. 265, MCLA 397.281 to 397.290);
- l) Issue bonds pursuant to 1988 P.A. 265, MCLA 397.281 to 397.290;
- m) Accept gifts and grants for the Reed City Area District Library; and
- n) Perform and other acts authorized by law.

2.2 Fiscal Authority. Money for the Reed City Area District Library shall be paid to the Board of Trustees and deposited in a fund designated as the Reed City Area District Library fund. The Board of Trustees shall have exclusive control of the expenditure of money deposited in the Reed City Area District Library fund, including the authority to prepare budgets and final authority as to the expenditure of such funds. The Board of Trustees shall prepare and publish an annual budget in accordance with the Uniform Budgeting and Accounting Act, being Act No. 2 of the Public Laws of Michigan of 1968, as amended. The board of Trustees shall be responsible for establishing the approval process for all financial expenditures.

2.3 Fiscal Year. The fiscal year for the Reed City Area District Library shall be the annual period commencing July 1 and ending the following June 30 of each year.

Article III

Board Membership

3.1 Composition. In accordance with the Act and the Agreement, the Board of Trustees shall consist of six (6) Board members as provided in the Agreement. An individual appointed as a Board member shall be a qualified elector of the Participating Municipality that appoints the Board member on the date the appointment is made and shall be a resident of the Reed City Area District Library district as described in section I.D. of the Agreement

3.2 Terms. As staggered terms expire, Board members shall be appointed for a term of four (4) years commencing January 1 of that year. Board members may be reappointed for successive terms at the discretion of the Participating Municipality. If a vacancy occurs in the office of Board member, the vacancy shall be filled by the Participating Municipality that appointed the

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member whose position is vacant and the Board member appointed to fill the vacancy shall serve the remainder of the unexpired term of office.

3.3 *Vacancies.* A vacancy shall occur on the Board of Trustees when a Board member dies, resigns, is convicted of a felony, is removed from office by the Governor pursuant to section 10 of article V of the Michigan Constitution of 1963, ceases to be a resident of the Reed City Area District Library district, or ceases to be a resident of the Participating Municipality that appointed the Board member.

- a) *Resignation.* Resignation from the Board of Trustees shall be by written letter submitted to the President of the Board of Trustees. The resignation shall be effective upon receipt of such notice by the President.
- b) *Removal.* In accordance with Section 8(2) (MCLA 397.178(2)) of the Act, the Governor of the State of Michigan shall have the power to remove a board member of the Board of Trustees for cause, pursuant to the provisions of Section 10 of Article V of the State Constitution of 1963, as amended.

3.4 *Compensation.* The Board of Trustees may compensate Trustees for attending official meetings of the Board or committees of the Board and shall include the amount of compensation, if any, in the annual budget. Compensation shall not exceed \$30.00 per Board member per meeting. A Trustee shall not be compensated for attending for than 52 meetings per year. The Board of Trustees also may reimburse a Trustee for necessary expenses that the Trustee incurs in the performance of official duties.

3.5 *Conflict of Interest and Commitment.* No member of the Board of Trustees or his or her immediate family member shall benefit financially from the Trustee's membership on the Board, or create the appearance of a conflict of interest or commitment, or of impropriety. If a Trustee or his or her immediate family member is being considered for a contract or other financial relationship with the Reed City Area District Library, that Trustee must disclose to the full Board of Trustees that he or she has a conflict of interest. A Trustee with a conflict of interest shall not vote on any matters concerning the conflict of interest or commitment, although a Trustee with a conflict of interest may participate in discussion regarding such matters after disclosing the conflict and may answer questions that may be raised by other members of the Board of Trustees regarding the matter. The Board of Trustees may adopt specific policies and procedures to further address potential conflict of interest.

3.6 *Execution of Contracts.* The Board of Trustees may in any instance designate one or more members to execute contracts and other instruments on behalf of the Board, and such authority may be general or confined to specific transactions. The Board of Trustees may also ratify any execution. When the execution of any instrument has been authorized without specifying the executing office or agents, the President, Vice President, Secretary or Treasurer

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of the Board of Trustees may execute such instrument on behalf of the Reed City Area District Library, and any of the foregoing officers may delegate such authority to the Library Director.

Article IV

Officers

4.1 *Elected Officers.* The Board of Trustees shall elect a President, Vice President, Secretary and Treasurer. Officers shall be regularly appointed or elected and voting members of the Board of Trustees.

4.2 *President.* The President shall preside at all meetings of the Board, appoint committees with the approval of the Board, authorize calls for any special meetings and generally perform the duties of the presiding officer. The President shall have the power and authority, on behalf of the Board of Trustees, to perform all acts, execute and deliver all documents and take all steps necessary and appropriate to effectuate the actions and policies of the Board.

4.3 *Vice President.* The Vice President shall assume the duties of the President in his or her absence. In the event of resignation, removal, disability, or death of the President, the Vice President shall assume the office of President for the unexpired portion of the vacated term.

4.4 *Secretary.* The Secretary shall see that a true and accurate account of all proceedings at Board of Trustee meetings is kept and shall perform such other duties as usually pertain to the office of secretary or as shall be determined from time to time by the Board of Trustees. In compliance with any requirements of state law regarding the holding of meetings of public bodies, the Secretary shall issue notices of all regular meetings, and, on the authorization of the President, of all special meetings, and shall have custody of the minutes and other records of the Board of Trustees. With the approval of the majority of the Board, the Secretary may delegate any of those responsibilities to the Library Director.

4.5 *Treasurer.* The Treasurer shall have charge of the funds of the Reed City Area District Library, providing for their safe custody and investment as directed by the Board of Trustees, subject to limitations for investment of public funds as provided by law. The Treasurer shall control expenditures from the Reed City Area District library funds through a system of vouchers presented by authorized personnel. A record of all monies received or deposited to the Reed City Area District library funds shall be kept by the Treasurer, and all disbursements, sales and transfers from the fund shall be kept by the Treasurer, and reported monthly to the Board of Trustees at its regular meeting. In addition, the Treasurer shall perform such other duties as may be prescribed for his or her by State or Federal law and these Bylaws. With the

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approval of a majority of the Board of Trustees, the Treasurer may delegate any of these responsibilities to the Library Director.

4.6 *Terms of Office.* All officers shall serve for a one (1) year term. Election of officers shall occur at the annual meeting of the Board of Trustees. Terms of office shall commence upon election and terminate upon the election of new officers at the next annual meeting of the Board of Trustees or at such a time that the officer's successor has been duly elected or appointed.

4.7 *Vacancies.* In the event of the death, resignation, removal or other inability to serve of any officer, vacancies in any office shall be filled by the Board of Trustees at its next regular meeting following the occurrence of a vacancy, except for the office of President in which case the Vice President shall assume duties of the office for the unexpired term. A successor Vice President shall be elected to fill any vacancy so created in that office.

4.8 *Resignation.* Resignation from office shall be by written letter submitted to the Board of Trustees. Any officer may be removed with or without cause by the vote of two-thirds (2/3) of the members of the Board of Trustees then in office at any regular or special meeting.

Article V

Meetings

5.1 *Annual and Regular Meetings.* The annual meeting of the Board of Trustees shall be the first meeting of each new calendar year. At the annual meeting, the Board of Trustees shall determine the schedule of regular meetings of the Board of Trustees for the upcoming year. Within ten (10) days following the annual meeting, a notice shall be posted in a public place setting forth the dates, times and places of all regular meeting scheduled for the ensuing year. (MCLA 15.265(2)) Regular meetings are held the last Monday of each month at 6:00 p.m. in the Reed City Area District Library Community Room. In the event a regular meeting date conflicts with a holiday or major holiday week, the meeting will be held on an earlier Monday of the month, to be determined by the Board and posted for the public. If there is a change in the schedule of regular meetings, there shall be posted within 3 days after the meeting at which the change is made, a public notice stating the new dates, times, and places of the regular meetings for that year. The notice of all regular meetings or rescheduled regular meetings shall comply with the Open Meetings Act, MCL 15.261 et. seq.

5.2 *Special Meetings.* Special meetings may be called by the President or upon a written request of three Trustees, provided eighteen (18) hours of notice is given of the time and purpose of the special meeting. The announcement of a special meeting at any meeting at which a quorum is present shall be sufficient notice of such meeting. Trustees not present at

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the time of announcement of such special meeting shall be notified by the Secretary. No business may be conducted at a special meeting except the business specified in the notice of the meeting. Public notice of any special meeting shall be posted as required by the Open Meetings Act, MCL 15.262 et seq. Emergency Board meetings in the event of a severe and imminent threat to the health, safety, or welfare may be held in compliance with the Open Meetings Act.

5.4 *Notice of Regular Meeting.* Notice of regular meetings, including an agenda, shall be posted in a public place at the Library and shall be distributed by the Secretary to all members of the Board of Trustees at least four (4) days before the regular meeting.

5.4 *Agenda for Regular Meetings.* The agenda for regular meetings shall include the following items:

1. Call to order and attendance
2. Approval of agenda
3. Approval of prior meeting(s) minutes
4. Citizen requests/Public comment
5. Financial report
6. Committee reports
7. Director's report
8. Old Business
9. New business
10. Adjournment

5.5 *Quorum.* No official business shall be conducted without a quorum of the Board being present at the meeting. For all meetings, both regular and special, four (4) members of the board of Trustees shall constitute a quorum for the transaction of business.

5.6 *Voting.* Each member present at a Board meeting shall vote yes or no unless the member has declared a conflict of interest that precludes voting per Section 3.5. Each member of the Board of Trustees shall have one (1) vote and the act of a majority of the Board at any meeting at which a quorum is present shall be the act of the Board of Trustees except as otherwise provided by these Bylaws or as required by Michigan law. All votes of members of the Board of Trustees shall be recorded and shall become matters of public record.

5.7 *Rules of Procedure.* The Board shall use Robert's Rules of Order Newly Revised (latest ed.) as guidelines for the conduct of meetings. The Board complies with the Michigan Open Meetings Act, and the public and staff are welcomed at all meetings.

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Article VI

Committees

6.1 *Designation of Committees.* The following standing committees shall serve the Board of Trustees: (1) Budget and Finance Committee; (2) HR and Policy Committee; (3) Strategic Planning Committee; and (4) Building Improvement Committee. In addition to the foregoing standing committees, the Board of Trustees may establish such special committees and subcommittees from time to time as it shall deem necessary or appropriate.

6.2 *Committee Functions.* The Board of Trustees shall define the powers and responsibilities of all committees and subcommittees. All committees and subcommittees, whether standing or special, shall serve in an advisory capacity to the Board of Trustees. No committee or subcommittee shall have authority to take final action with respect to any matter or have the power to decide or deliberate public policy on behalf of the Board of Trustees. Each committee shall present recommendations to the Board of Trustees for deliberation and action by the Board in accordance with Section 6.5 and the Board shall be free to reject, accept or modify the committee's nonbinding recommendations.

6.3 *Committee Members; Chairpersons.* Subject to the approval of the Board of Trustees, the President shall appoint the committee chairpersons and other members of standing and special committees from a list of proposed committee members prepared in consultation with the Library Director. All appointments to standing committees shall be consistent with membership requirements described in Section 6.6 of these Bylaws. Committees may, but need not, be composed solely of members of the Board of Trustees. Any committee member appointed by the Board of Trustees and any committee chairperson may be removed by a majority vote of the Board of Trustees with or without cause at any time. Individuals appointed by the Board of Trustees to serve on standing and special committees shall make every effort to attend schedule committee meetings. Upon invitation by the committee chairperson, individuals other than appointed committee members may attend committee meetings.

6.4 *Call and Notice of Committee Meetings.* Committees and subcommittees shall meet in accordance with a schedule established by the committee or subcommittee and with such frequency as they deem appropriate to effectively discharge their functions, or as required by these Bylaws or by Board resolution. Reasonable notice of the meetings of any committee or subcommittee shall be given to the members thereof. The chairperson of any committee or the President may call a special meeting of any committee. Notice of the time and place of a special meeting of the committee shall be given to each committee member in advance of the meeting by any means, including mail, telephone, facsimile transmission, or e-mail, which can be reasonably expected to provide the committee members with actual advance notice of the meeting. Notice of any meeting of a committee may be waived in writing before or after the

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meeting. Attendance at a meeting constitutes waiver of notice of the meeting, except where the purpose of the attendance is to object to the holding of the meeting. All committee meetings must be properly posted and public notice given in accordance with the Open Meetings Act.

6.5 Meetings of Committees. A quorum for a committee meeting shall consist of a majority of the members appointed to the committee. At each meeting of the Board of Trustees, each committee chairperson shall deliver a verbal report to the Board of Trustees with respect to activities of the Committee since the last Board meeting. Verbal reports as to committee activities shall be presented prior to deliberation and voting by the Board on committee recommendations. Each verbal report shall summarize the recommendations of the committee. If the committee was unable to agree as to its recommendations to the Board of Trustees, the verbal report shall briefly summarize the majority and minority views of the committee with respect to that issue. Any committee may submit a written request to the Board in lieu of the verbal report described herein.

6.6 Charge and Responsibilities of Standing Committees.

6.6.1 Budget and Finance Committee. The Budget and Finance Committee shall consist of three (3) Trustees, and such other persons, including member of the public having expertise in matters within the scope of the committee's duties, as the Board may deem appropriate. The Budget and Finance Committee shall (i) make recommendations to the Board on the adoption of the annual budget; (ii) review long-term plans for capital expenditures and make recommendations to the Library Director and the Board; (iii) review and advise the Board on financial practices and financial matters, such as insurance requirements, banking relationships, accounting practices, investment policies, internal controls, borrowings, millage and election issues and other similar matters; (iv) develop the basis for the operating millage proposal to be submitted to the electors of the Reed City Area Library District; and (v) provide the necessary data to enable the Board to select financing for new buildings and properties, the amount and form of such financing, and procedures for approval of proposed financing by electors, if required.

6.6.2 HR and Policy Committee. The HR and Policy Committee shall consist of three (3) Trustees and such other persons, as the Board may deem appropriate. The Committee shall annually review all Library policies except those within the jurisdiction of the Budget and Finance Committee, and make recommendations for policy changes to the Board of Trustees. The Library Director shall bring to the HR and Policy Committee for review any procedures or practices which affect policy. The Committee shall also advise the Board of Trustees with respect to the Library Director's performance appraisal by collecting relevant information from the Director and board, organizing the evaluation

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materials and communicating the draft evaluation document to the Board for its consideration and approval.

6.6.3 Strategic Planning Committee. The Strategic Planning Committee shall consist of three (3) Trustees, and such other persons, as the Board may deem appropriate. The Strategic Planning Committee shall assess community needs using tools such as a suggestion box, patron or community member suggestions, and the community survey. The Strategic Planning Committee shall also take into consideration the needs of the library building itself as well as library employees. The Strategic Planning Committee shall then create long-term goals for the Library and provide recommendations to the Board of Trustees for implementation. These assessments and goals will be ongoing and flexible, changing as the library and community around it grows and changes. Goal progress will be assessed quarterly and any issues addressed and solved.

6.6.4 Building Improvement Committee. The Building Improvement Committee shall consist of three (3) Trustees, and such other persons, as the Board may deem appropriate. The Building Improvement Committee shall conduct a yearly building audit, occurring in the summer, to assess the building for needed repairs or improvements. The Committee will submit recommendations to the Board for building repairs or improvements.

6.7 Special Committees. The Board of Trustees may from time to time appoint special committees for selected tasks and shall define the size, composition, purposes and duration of such special committees pursuant to a resolution of the Board. Special committees shall review matters within the scope of their assigned work and advise the Board of Trustees and the Library Director thereon. All special committees shall abide by the general committee procedures described in Sections 6.2 through 6.5 of these Bylaws. All special committees shall disband when they have completed the work for which they were appointed.

Article VII

Library Director

7.1 Appointment. The Library Director shall be appointed by the Board of Trustees and shall be considered to be the executive officer of the Reed City Area District Library.

7.2 Duties and Authority of the Library Director. The Library Director shall have sole charge of the administration of the Library under the direction and review of the Board of Trustees. The Library Director shall be responsible for the care of the building and equipment; for the employment, development and direction of the staff; for the efficiency of the Library's service

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to the community; for the annual preparation of a budget proposal; for the operation of the Library under the financial conditions set forth in the budget approved by the Board; and for submission to the Board a written annual report of the Library, including the audited financial statements.

7.3 Attendance at Board Meetings. The Library Director or the Library Director’s representative shall attend all meetings for the Board of Trustees.

Article VII

Miscellaneous

8.1 Amendments. These Bylaws may be amended by the Board of Trustees upon a vote of two-thirds (2/3) of the Trustees voting at a meeting for which notice was duly provided and at which a quorum is present, provided that no amendment shall be adopted which is inconsistent with the Agreement or the Act. Notice of proposed changes must be given in writing (an electronic copy is acceptable) one month prior to voting. Amendments shall become effective immediately upon approval by the Board of Trustees unless the Board specifies an alternative effective date.

8.2 Conflict. If any provision of these Bylaws conflicts with the District Library Establishment Act (MCL 397.171 et seq.) or the Reed City Area District Library Agreement, the Act or the Agreement shall control, as applicable.

Approved by the Reed City Area District Library Board of Trustees

Secretary Date

Bylaws adopted April 1, 2014
Bylaws updated January 27, 2020