

**BAY COUNTY LIBRARY SYSTEM
BOARD OF TRUSTEES**

BYLAWS

February 1999

Revised June 2005

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ARTICLE I - NAME AND PURPOSE

Section 1. Authorization

P.A. 1917, No. 138 (M.C.L. § 397.301, *et seq*) (hereinafter referred to as the “Authorizing Act”) authorizes the creation of county libraries, provides for a library board to administer such libraries and prescribes the powers and duties of county library boards.

Section 2. Name and Address

The name of the board referred to in these bylaws (hereinafter referred to as the “Bylaws”) is The Bay County Library System Board of Trustees (hereinafter referred to as the “Board”). The administrative office (hereinafter referred to as the “Administrative Office”) of the Bay County Library System shall be located at 500 Center Avenue., Bay City, MI 48708-7796, or at such other locations as determined by board action.

Section 3. Purpose

The Purpose of the Board shall be to operate and to provide library services in Bay County; to determine and monitor policies of the Bay County Library System (hereinafter referred to as the “Library”) to assure provision of a full range of quality services and a balanced collection of library materials to meet the educational, informational and recreational needs of all citizens of Bay County; to hold, safely keep and use such funds or property as it may receive for the uses intended or required; and to exercise such powers and fulfill such duties as the Authorizing Act permits or imposes.

ARTICLE II - MEMBERSHIP

Section 1. Appointment

Membership shall consist of five (5) trustees (hereinafter collectively referred to as the “Trustees”, singularly as “Trustee”) appointed by the Bay County Board of Commissioners.

Section 2. Term of Office

Trustee terms rotate, with one (1) new member appointed each year. The term of office for a Trustee shall be five (5) years, except for Trustees appointed to fill an unexpired term. Trustees may request reappointment at the end of their term of office by writing a letter to the Chairman of the Bay County Board of Commissioners.

Section 3. Vacancy in Office

A Trustee wishing to resign shall notify the Board Chairperson (hereinafter referred to as the “Chairperson” (defined below in Article III, Section 5)) and the Chairman of the Bay County Board of Commissioners. Trustees missing three (3) consecutive or four (4) non-consecutive, regular meetings (hereinafter referred to as “Regular Meetings” (defined below in Article IV, Section 1)) in any one (1) calendar year shall be recommended to the Bay County Board of Commissioners for removal unless a valid excuse is accepted by the Board. Trustees are expected to notify the Administrative Office if they are unable to attend any meeting of the Board.

ARTICLE III - OFFICERS

Section 1. Number and Titles

The officers of the Board shall be a Chairperson, Vice-Chairperson, a Secretary, and a Treasurer (hereinafter collectively referred to as “Officers”). The positions of Secretary and Treasurer may be combined by the decision of the Board.

Section 2. Election and Term of Office

Officers shall be elected at the annual meeting (hereinafter referred to as the “Annual Meeting” (defined below in Article IV, Section 1)) of the Board in December following nominations. No Trustee shall be nominated without his/her consent. Officers shall hold office for one (1) year from the Annual Meeting at which they are elected and until a successor has been duly elected or until resignation.

Section 3. Vacancies

Vacancies in any office shall be filled by appointment of the Chairperson. No appointment shall be made without the consent of the appointee. The new Officer shall serve for the remainder of the term or until a replacement is named by the Chairperson.

Section 4. Voting

Each Trustee present at any meeting shall vote on all questions unless he/she has a personal interest in the subject matter.

Section 5. Duties of the Chairperson

The Chairperson shall preside at all meetings, appoint all standing and special committees (described below in Article V), serve as an ex-officio voting member of all committees, execute all documents authorized by the Board, enforce all policies of the Board, authorize calls for special meetings (hereinafter referred to as “Special Meetings” (defined below in Article IV, Section 1)), provide general supervision and guidance to the director of the Library (hereinafter referred to as the “Director”), and generally perform such other duties as may be authorized by applicable law or Board action. The Chairperson shall act as the official representative of the Board except when another Trustee or the Director is selected by the Board.

In the absence or inability of the Secretary and/or Treasurer, the Chairperson shall designate other members of the Board to perform duties of the Chairperson’s position.

The Chairperson may make a motion or second a proposal before the Board.

Section 6. Duties of the Vice-Chairperson

The Vice-Chairperson shall assume, and have the power to perform, the duties of the Chairperson in case of the absence or disability of the Chairperson. The Vice-Chairperson shall perform such other duties as the Chairperson or Board may direct.

Section 7. Duties of the Secretary

The Secretary shall see that an accurate and permanent account of all proceedings of Board meetings is kept. The Secretary shall issue notices of all Regular Meetings and, upon authorization of the Chairperson, of all Special Meetings and shall have charge of the minutes and other records of the Board. These minutes and other records shall be kept at the Administrative Office. Any of these responsibilities may be assigned to the Director by Board action.

The Secretary shall perform such other duties as are generally associated with that office.

In the absence of the Chairperson and Vice-Chairperson at any meeting, the Secretary shall preside over the meeting.

Section 8. Duties of the Treasurer

The Treasurer shall certify all bills approved by the Board and shall ensure that accurate and permanent accounts of all income and expenditures of the Board are kept. The Treasurer shall present a financial report of all library accounts at each Board meeting. All checks shall be signed by the Treasurer or by another Trustee if so designated by the Board, with the exception of checks so authorized to be issued by the Director. The Treasurer shall perform such other duties as are generally associated with that office.

Any responsibilities of the Treasurer may be assigned to the Director by Board action.

ARTICLE IV - PROCEDURES OF THE BOARD OF TRUSTEES

Section 1. Meetings

a. **Regular Meetings:** The Regular Meetings of the Board shall convene at such dates, times and places determined by the Board at the Annual Meeting, provided that one (1) Regular Meeting is scheduled for each month. The time, date and place of any meeting may be changed from time to time to accommodate a Board quorum (hereinafter referred to as "Quorum" (defined below in Article IV, Section 3)) or other issues.

b. **Annual Meeting:** The Annual Meeting shall be held in December of each year by the call of the Chair. The Annual Meeting shall be for the purpose of electing Officers and establishing Regular Meeting dates for the coming year, and for any other business that may arise.

c. **Special Meetings:** Special Meetings may be called by the Chairperson or at the request of any two (2) Trustees. Only such business as has been stated in the call for the Special Meeting shall be discussed. If the entire Board is present, the agenda of the Special Meeting may be amended by a majority vote.

d. **Emergency Sessions:** The Chairperson may call an emergency session (hereinafter referred to as "Emergency Session") if public health, safety or welfare is severely and imminently threatened, and two-thirds (2/3) of the Board determines that delay would be detrimental to efforts to lessen or respond to the threat.

e. **Recessed Meetings:** Any meeting of the Board may be recessed to a specific time and place for the purpose of completing items on the regular agenda for the meeting so recessed; however, a meeting recessed for more than thirty-six (36) hours shall be reconvened only after providing public notice as required by law P.A. 267 of 1976, as amended (M.C.L. § 15.261 *et seq*) (hereinafter referred to as the "Open Meetings Act").

f. **Workshops:** The Board may schedule a workshop meeting (hereinafter referred to as a "Workshop") when advance work by the entire Board is necessary for a particular project such as, but not limited to, budgetary considerations or strategic planning, provided that no such Workshop shall be held without the consent of each Trustee and provided also that no formal Board action will be taken by the Board at such Workshop. Minutes shall be taken at Workshops.

The Board may call a closed Workshop in compliance with the provisions of the Open Meetings Act.

Section 2. Meeting Location

All meetings of the Board shall be held in barrier free public facilities within Bay County.

Section 3. Quorum

A Quorum for the transaction of business at any meeting shall be three (3) Trustees.

Section 4. Voting

Each Trustee shall be entitled to one (1) vote on each question before the Board. The affirmative vote of a majority of the entire Board shall be required for the approval of any Board action.

Section 5. Notice

The Library shall notify Trustees by mail, e-mail or phone at least five (5) business days before any meeting. Notice of any meeting may be waived in writing by any Trustee. Each notice shall state the time and place and, if a Special Meeting is called, the business to be transacted at the Special Meeting. In the event that a Special Meeting is called, Trustees shall be notified as soon as possible and before the eighteen (18) hour period required for notifying the public under the provisions of the Open Meetings Act. In the event that an Emergency Session is called, Trustees shall be notified as soon as possible.

Public notice of all meetings shall be posted at the Administrative Office.

Section 6. Rules of Parliamentary Practices

The rules of the latest edition of "Robert's Rules of Order", shall be the parliamentary authority governing all meetings of the Board in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

Section 7. Suspension of Rules

Any rule or resolution of the Board, whether contained in these Bylaws or otherwise, may be suspended temporarily in connection with business at hand by a majority of the entire Board.

Section 8. Public Invited

All meetings of the Board shall be open to the public for all matters except those which it must or may, according to the provisions of the Open Meetings Act, consider in closed session. Persons in attendance at open meetings shall be given the opportunity to address the Board on any matter in accordance with rules adopted by the Board and available at each meeting (described below in Section 9). These rules shall also apply to any committee (described below in Article V) deemed to be a public body as defined by the Open Meetings Act.

Section 9. Rules of Public Participation

- A. Citizens wishing to address the Library Board during the “Open to the Public” portion of the meeting will be required to state their name and complete a form prior to speaking that includes their name and contact information, such as address, phone number or email address.
- B. Each speaker will be allowed up to five minutes at each meeting, though a speaker’s time may be extended by majority vote of the Board of Trustees. Additional time allotments will be offered speakers wishing to address more than one topic. The Board Secretary, or designee approved by a majority vote of the Board, shall act as official timekeeper.
- C. If a number of citizens are speaking on the same issue, the Board Chairperson may limit the presentations to those offering a different viewpoint, perspective or facts. If a particular group is present, the Board Chairperson may ask that one person be appointed as spokesperson for the group.
- D. Comments with regard to how a board member, library administrator, or other library employee performs his or her duties are appropriate, but personal attacks will not be permitted.

ARTICLE V - COMMITTEES

Section 1. Committee of the Whole

In most matters, the Board shall act as a committee of the whole.

Section 2. Special Committees

At the discretion of the majority of the entire Board, special committees (hereinafter referred to as “Special Committees”) may be appointed for the study and investigation of particular issues as determined by the Board. The Chairperson shall appoint one (1) or more Trustee to a Special Committee. Other individuals who are not Trustees may also be appointed as appropriate to carry out the Special Committee’s assignments. The Chairperson shall be an ex-officio voting member of all Special Committees.

Section 3. Standing Committees

At the discretion of a majority of the entire Board, standing committees (hereinafter referred to as “Standing Committees”) may be appointed. The Chairperson shall appoint one (1) or more Trustees to a Standing Committee. The Chairperson shall be an ex-officio voting member of all Standing Committees.

Section 4. Committee Powers and Responsibilities

Standing and Special Committees (hereinafter collectively referred to as “Committees” and singularly as “Committee”) shall make recommendations to the Board for appropriate action. No Committee shall have other than advisory powers unless, by action of the Board,

it is granted specific power to act. A Committee shall make periodic reports to the Board as requested.

Section 5. Terms

Committees shall be appointed by the Chairperson no later than at the meeting following authorization of the Standing or Special Committee. A Standing Committee appointment shall have a one (1) year term, except for the first appointment which shall expire at the time of the next Annual Meeting. A Special Committee shall serve until completion of the work for which it was created.

Section 6. Voting

Each Committee member shall be entitled to one (1) vote on each question before the Committee. A majority of the Committee, shall be required for the approval of any action.

ARTICLE VI - DUTIES OF THE BOARD

Section 1. Board Responsibilities

The Board has the following responsibilities:

- Adopt bylaws and rules for the Board's governance;
- Have exclusive control over the building and grounds of the Library;
- Control the expenditure of all funds credited to the Library fund;
- Appoint and remove a Director;
- Work to assure adequate funding for the Library;
- Adopt an annual Library budget and interim revisions;
- Adopt and enforce rules, regulations and policies regarding the use and operation of the Library;
- Adopt plans, both long-term and short-range, for the Library's growth;
- Determine the selection of library materials for inclusion in the Library's collection;
- Serve as "connecting links" between the Library and the community;
- Provide good working conditions, compensation and benefits for the Library's staff;
- Be an advocate for the Library; and
- Attend all Regular, Annual and Special Meetings and participate on Committees.

ARTICLE VII - DUTIES OF THE DIRECTOR

Section 1. Selection

The Board shall appoint a Director with appropriate professional and personal qualifications who shall be the executive officer of the Board. The Director shall be directly responsible to the Board for fulfillment of assignments as defined in the job description, and shall be under the Board's direction and review.

Section 2. Responsibilities

As chief administrator, the Director has the following responsibilities:

- Assist the Board in its decisions on policies, services, procedures, budget and other such matters;
- Care and maintain the Library's facilities, properties, and equipment;
- Select, acquire, discard and organize books and other Library materials;
- Create effective Library public relations;
- Provide efficient financial management of the Library;
- Employ, determine duties, and supervise other Library personnel;
- Represent, as appropriate, the Board to the public and to government officials;
- Administer policies established by the Board as governing body;
- Keep Trustees informed of matters related to the Library or themselves as Trustees;
- Prepare a annual budget for Board approval;
- Make reports to the Board which measure results of Library service;
- Make expenditures for the general operation of the Library in a reasonable and customary manner under the conditions set forth in the annual budget; and
- Transfer title or assets only with approval of the Board.

Section 3. Meetings

The Director shall attend all Regular, Annual and Special Meetings of the Board and its Committees, unless otherwise directed by the Chairperson.

ARTICLE VIII - INDEMNIFICATION OF TRUSTEES, OFFICERS AND EMPLOYEES

Section 1. General Provisions and Exceptions

Whenever a claim is made or a civil action is commenced against a Trustee, Officer, employee, or agent of the Library for injuries to persons or property caused by negligence while in the course of Library business and while acting within the scope of his/her authority, the Library shall pay for, engage, or furnish the services of an attorney to advise that person as to the claim and to appear for and represent him/her in the action. The Library may compromise, settle, and pay the claim before or after the commencement of a

civil action. Whenever a judgment for damages is awarded against a Trustee, Officer, employee, or agent of the Library as a result of a civil action for personal injuries or property damage caused by that person while in the course of employment and while acting within the scope of his/her authority, the Library may indemnify that person, or pay, settle, or compromise the judgment.

When a criminal action is commenced against a Trustee, Officer, employee, or agent of the Library based upon the conduct of that person in the course of Library business, if the person had a reasonable basis for believing that he/she was acting within the scope of his/her authority at the time of the alleged conduct, the Library may pay for, engage, or furnish the services of an attorney to advise the person as to the action, and to appear for and represent him/her in the case.

The Library shall not indemnify any Trustee, Officer, employee, or agent of the Library where such person shall be finally adjudged to be liable for gross negligence acts or omissions not in good faith, intentional misconduct, or a knowing violation of law; provided, that in the event of a settlement of any action, suit or proceeding, indemnification shall be provided only in connection with such matters covered by the settlement if (a) the Library is advised by written opinion of independent legal counsel that the Trustee, Officer, employee or agent to be indemnified did not commit a breach of duty owed to the Library and (b) a majority of disinterested Trustees approves the settlement and indemnification as being in the best interests of the Library.

Section 2. Liability Insurance

The Library shall have power to purchase and maintain insurance on behalf of any person who is or was a Trustee, Officer, employee, or agent of the Library, against any liability asserted against that person and incurred by that person in any such capacity or arising out of that person's status as such.

Section 3. Liability of Trustees

A Trustee is not personally liable to the Library for monetary damages for a breach of a Trustee's fiduciary duties. However, this provision shall not be construed so as to eliminate or limit the liability of a Trustee for any of the following:

- a. A breach of the Trustee's duty of loyalty to the Library;
- b. Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- c. A transaction from which the Trustee derived an improper personal benefit;
or
- d. An act or omission that is grossly negligent.

Section 4. Other Rights

The foregoing right of indemnification shall be in addition to and not exclusive of any other rights to which any person indemnified pursuant to this section may be entitled under any agreement or pursuant to any vote of the Board or otherwise.

ARTICLE IX – CODE OF ETHICS

Section 1. ALA Ethics Statement for Public Library Trustees

The Board adopts the American Library Association Ethics Statement for Public Library Trustees.

Section 2. Ethics Statement

- Trustees must promote a high level of library service while observing ethical standards.
- Trustees must avoid situations in which personal interests might be served or financial benefits gained at the expense of library users, colleagues, or the institution.
- It is incumbent upon any Trustee to disqualify himself/herself immediately whenever the appearance of a conflict of interest exists.
- Trustees must distinguish clearly in their actions and statements between their personal philosophies and attitudes and those of the institution, acknowledging the formal position of the Board even if they personally disagree.
- A Trustee must respect the confidential nature of Library business, while being aware of and in compliance with applicable laws governing freedom of information.
- Trustees must be prepared to support to the fullest the efforts of librarians in resisting censorship of library materials by groups or individuals.
- Trustees who accept appointment or are elected to the Board are expected to perform all of the functions of Trustees.

ARTICLE X - AMENDMENT

Section 1. Amending the Bylaws

The Bylaws may be amended by a majority vote of the entire Board at any Regularly Meeting. A notice of the vote and the proposed amendment must be mailed to all Trustees at least ten (10) days prior to the Regular Meeting at which such action is to be taken.

Section 2. Effective Date

Amendments shall become effective immediately following approval of the Board.

ARTICLE XI - OTHER

Section 1. Fiscal Year

The fiscal year of the Library shall be from January 1 through December 31.

Section 2. Non-compensation of Trustees

Trustees shall serve without *per diem* pay. Trustees, however, will be offered compensation for travel and expenses incurred on Library business.

CERTIFICATION

STATE OF MICHIGAN
COUNTY OF BAY

I, the undersigned, duly qualified and acting Secretary of the Bay County Library System Board of Trustees, do certify that the above bylaws are a true and complete copy of the Bylaws adopted on the 28 day of April, 2010.

Joan Tuck, Secretary/Treasurer