

Otsego County Library  
Board of Trustees  
Bylaws

ARTICLE I PURPOSE

The name of this body is the Otsego 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.

ARTICLE II MEMBERSHIP

- Section 1. Pursuant to the requirements of Public Act 138 of 1917, the Board of Trustees of the Otsego County Library shall consist of five Trustees who shall be appointed by the Otsego 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 September 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 shall 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 may be removed for failure to attend three consecutive meetings without good cause. Removal may occur by a concurring vote of three (3) of the five members of the Board. No Trustee shall be removed from office unless the notice of the meeting at which removal is to be considered states such purpose and opportunity to be heard at such meeting is 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 Library Board shall be a President, a Vice President, and a Secretary. These officers shall be signatories on library checking accounts and sign checks upon request by the Library Director.

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

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 as authorized. The President appoints Trustees to committees and such other special duties as may occur, and may be ex-officio voting member of all committees except the Nominating Committee. The President shall be assigned the responsibility to approve expenditures outside of the approved budget in cases of emergency or extreme urgency.

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 maintain a true and accurate record of all meetings of the Board, execute all documents 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.

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.

### 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 members of the Board.

Section 2. The annual 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 Trustees, for transaction of business as stated. Written notice stating time, place and nature of business shall be given each Trustee and posted in accordance with the Opens Meeting Act at least 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.
- Section 5. One or more Trustees may participate in any annual, regular, or special meeting of the Board by means of conference telephone or similar communications equipment by which all persons participating in the meeting are able to hear each other at the same time. Such participation shall constitute presence in person at such meeting.
- Section 6. The agenda for all Board meetings shall include, but not be limited to, the following:
- Call to order
  - Approval of minutes
  - Approval of bills
  - Librarian's report
  - Communications
  - Old business
  - New business
  - Reports from committees, liaison, etc.
  - Public comment
  - Adjournment
- 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).

#### 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 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 Board shall select and hire a qualified Library Director.
- Section 3. The 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 Board shall cooperate with other public officials and boards and maintain vital public relations. The Board represents the Library to the community and the community to the Library.

## 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 Board.
- Section 2. The Director shall be responsible for: hiring and specifying duties and compensation of other employees; proper direction, training and supervision of the staff; serving as technical advisor to the Board; recommending policies, budget, changes in hours and services; recommending changes in the Mission and Long-Range Plan; operating within policies as approved by the Board; care and maintenance of Library property; adequate and proper selection of 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.
- Section 3. The Director shall attend all 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 AMENDMENTS

These bylaws may be amended by the 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.

1 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 not withstanding 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 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 may be similarly indemnified in respect of such service to the extent authorized at any time by the Board.

Restated and amended this 21<sup>st</sup> day of March 2006.