

Article I Identification

The name of this organization is the Board of Trustees of the New Buffalo Township Public Library, located in New Buffalo, Michigan, established 1940 pursuant to 1877 PA 164 in accordance with M.C.L. § 397.213.

Article II Membership

Section 1. Appointments and Terms of Office. The New Buffalo Township Public Library has a Joint Board of Directors made up of six (6) elected members from the Township of New Buffalo and three (3) appointed members from the City of New Buffalo. The Joint Board of Directors is designated in these By-Laws as the "Board of Trustees".

Section 2. Meeting Attendance. Members shall be expected to attend all meetings except as they are prevented by a valid reason.

Section 3. Resignation. Resignation from the Board of Trustees shall be by written letter submitted to the President of the Board. The resignation shall be effective upon receipt of such notice by the president.

Section 4. Vacancy. If the vacancy is in an elected seat, the Board shall appoint a new member to serve the remainder of the term. The Board shall select the new member from a list of candidates determined by placing a notice in two (2) local newspapers or other media as determined by the Board. The candidates shall be asked to submit a letter of interest to the Board President and shall be interviewed by the Board or an ad hoc Board interview committee made up of Township Trustees. The name or names of the approved candidate(s) shall be submitted to the full Board for acceptance. The appointment shall be by majority vote. If the vacancy is in an appointed seat, the City of New Buffalo City Council shall appoint a new member to fill the unexpired term pursuant in accordance with its policies and procedures.

Section 5. Events Creating Vacancy. A vacancy on the Board shall arise on the happening of any of the following events:

- A. The death of a Trustee;
- B. The resignation of a Trustee;
- C. The removal of a Trustee from office pursuant to law;
- D. A Trustee's ceasing to be a resident of the township or city;
- E. A Trustee's conviction of a criminal offense or of an offense involving the violation of his or her oath of office;
- F. A decision by a court of competent jurisdiction declaring the Trustee's election or appointment void;
- G. Habitual drunkenness; and
- H. Any other reason established by law.

Section 6. Request to Resign. A Trustee whose actions are found to be contrary to the ethical principles set forth in Section 7, or whose attendance record shows more than three (3) consecutive absences for regular scheduled meetings during any 12-month period, or 10 total

absences during any three consecutive years, shall be asked to resign. A Trustee who fails to attend regular meetings will be contacted by the Director. If no response is received after 6 weeks a certified letter will be sent to the trustee. If there continues to be no response from the Trustee the Board will officially resign the Trustee.

Section 7. Ethics Statement for Public Library Trustees.

Trustees must avoid situations in which financial benefits might be gained at the expense of library users, colleagues, or the situation.

It is incumbent upon any trustee to disqualify himself/herself immediately whenever the appearance or 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 library board responsibilities are expected to perform all of the functions of library trustees.

Article III Officers

Section 1. The officers shall be a president, a vice president, a secretary, and a treasurer, elected from among the trustees at the annual meeting of the Board.

Section 2. Officers shall serve a term of one year from the annual meeting at which they are elected and until their successors are duly elected.

Section 3. The president shall preside at meetings of the Board, authorize calls for special meetings, appoint all committees, execute all documents authorized by the Board and generally perform all duties associated with the office of president.

Section 4. The vice president, in the event of the absence or disability of the president, or of a vacancy in that office, shall assume and perform the duties and functions of the president.

Section 5. The secretary shall keep a true and accurate record of all meetings of the Board, shall issue notice of all regular and special meetings, and shall perform such other duties as are generally associated with the office of secretary. The library director or a member of the staff may be designated by the Board to perform secretarial or clerical duties.

Section 6. The treasurer shall make monthly reports to the Board showing in detail the amount and investment of, and income and disbursements from, the funds in his or her charge.

Article IV Meetings

Section 1. Regular Meetings. The regular meetings shall be held each month, the date and hour to be set by the Board at its annual meeting. The dates, times and places of the Board's regular meetings shall be posted within 10 days after

the Board's first annual meeting."

Section 2. Annual Meeting. The annual meeting, which shall be for the purpose of the election of officers, shall be held at the time of the regular meeting in December of each year.

Section 3. Agendas and Notices. Meeting agendas and notices shall indicate the time, date, and place of the meeting and indicate all subject matters intended for consideration at the meeting.

Section 4. Special Meetings. Special meetings may be called at the direction of the president for the transaction of business as stated in the call for the meeting. The Board will provide at least 18 hours notice of special meetings.

Section 5. Quorum. A quorum for the transaction of business at any meeting shall consist of 5 members of the Board present in person.

Section 6. Open Meetings Law Compliance. New Buffalo Township Public Library is subject to the Open Meetings Act. M.C.L. § 15.261 *et seq.*

Section 7. Parliamentary Authority. The rules contained in *Robert's Rules of Order*, latest revised edition shall govern the parliamentary procedure of the meetings, in all cases in which they are not inconsistent with these bylaws and any statutes applicable to this Board.

Section 8. An affirmative vote of the majority of all members of the Board present at the time shall be necessary to approve any action before the Board. The president may vote upon and may move or second a proposal before the Board.

Section 9. Any rule of the Board, whether contained in these bylaws or otherwise, may be suspended temporarily in connection with business at hand, but such suspension, to be valid, may be taken only at a meeting at which two-thirds of the members of the Board are present and two-thirds of those present so approve.

Section 10. These bylaws may be amended at any regular meeting of the Board by majority vote of all members of the Board.

Article V Committees

Section 1. Standing Committees. Standing Committees shall be appointed by the president during the annual meeting. Committee members may make recommendations to the Board as pertinent to Board meeting agenda items.

Section 3. Ad Hoc Committees. Ad hoc committees for the study of special problems shall be appointed by the president, with the approval of the Board, to serve until the final report of the work for which they were appointed has been filed. These committees may also include staff and public representatives, as well as outside experts.

Section 4. No committee shall have other than advisory powers.

Article VI Duties of the Board of Trustees

Section 1. Legal responsibility for the operation of the New Buffalo Township Public Library is vested in the Board of Trustees. Subject to state and federal law, the Board has the power and duty to determine rules and regulations governing library operations and services.

Section 2. The Board shall select, appoint and supervise a properly certified and competent library director, and determine compensation of all library employees.

Section 3. The Board shall approve the budget and make sure that adequate funds are provided to finance the approved budget.

Section 4. The Board shall have exclusive control of the expenditure of all moneys collected, donated or appropriated for the library fund and shall audit and approve all library expenditures.

Section 5. The Board shall supervise and maintain buildings and grounds, as well as regularly review various physical and building needs to see that they meet the requirements of the total library program.

Section 6. The Board shall study and support legislation that will bring about the greatest good to the greatest number of library users.

Section 7. The Board shall cooperate with other public officials and boards and maintain vital public relations.

Section 8. The said board of directors shall make, at the end of each and every year from and after the organization of such library, a report to the city and Township, stating the condition of their trust at the date of such report the various sums of money received from the library fund and from other sources, and how such moneys have been expended, and for what purposes; the number of books and periodicals on hand; the number added by purchase, gift, or otherwise during the year; the number lost or missing; the number of visitors attending; the number of books loaned out, and the general character and kind of such books, with such other statistics, information, and suggestions as they may deem of general interest. All such portions of said report as relate to the receipt and expenditure of money, as well as the number of books on hand, books lost or missing and books purchased shall be verified by affidavit.

Article VII Library Director

The Library Director is the chief executive officer of the Library. The Library Director shall be appointed by the Board of Trustees and shall be responsible to the Board. Subject to the approval of the Board, the Library Director shall supervise, and be responsible for, the day to day operations of the Library, which shall be operated in conformance with all Board policies and applicable law.

The Library Director shall attend the meetings of the Board, and shall render to the Board regular reports (at least quarterly) covering the activities and financial condition of the Library. The Library Director shall also furnish the Board with information and reports governing the operation of the Library as the Board may require from time to time.

Article VIII Conflict of Interest

Section 1. Policy. Trustees owe certain fiduciary duties, including the duties of loyalty, diligence, and confidentiality, to the Library, which require that each Trustee act in good faith on behalf of the Library and to act in the Library's

interest and not for their own or others' interest.

Section 2. Disclosure. A Trustee shall promptly disclose to the Board any personal or outside interest, relationship or responsibility (financial, professional or otherwise) held by the Trustee, or a relative of the Trustee, with respect to any potential or actual transaction, agreement or other matter which is or may be presented to the Board for consideration.

Section 3. Board Action. For any potential conflict, the Board, with the abstention of the interested Trustee, may decide whether such Trustee may participate in any discussion or vote on the issue that gave rise to the potential conflict.

Section 4. Recusal. Any Trustee with such an interest, relationship or responsibility which conflicts with the interest of the Library, shall recuse himself or herself from any discussions and vote on the issue that gave rise to the conflict and, if necessary, from the Board meeting, or applicable part thereof.

Section 5. Resignation. In circumstances where a Trustee has a significant, ongoing and irreconcilable conflict, and where such personal or outside interest, relationship or responsibility significantly impedes the Trustee's ability to carry out his or her fiduciary responsibility to the Library, resignation from the Board or from the conflicting interest may be appropriate.

Section 6. Gifts. A Trustee may not receive anything of value that could reasonably be expected to influence his or her vote or other official action.

Article IX General

The Board shall have all other powers and duties established by law.

Adopted by the Board of Trustees of the _____
Library on the _____ day of _____.