

## Bylaws

### Hillsdale Community Library

#### Board of Trustees

#### Article I – Authority, Name, Location, Services, Purposes, Amendments

- 1.1 **Authority.** The library and its governing board are established in accordance with Chapter 2, Division 7 of the Code of Ordinances of the City of Hillsdale, Michigan, pursuant to Public Act No. 164 of 1877.
- 1.2 **Name.** The legal name of the library shall be the Hillsdale Community Library, referred to throughout as “the library.”
- 1.3 **Location and Services.** The Hillsdale Community Library shall be open to the general public and be located in, and serve the residents of, the City of Hillsdale, Michigan. The library may also provide services to residents of other municipalities on a contractual or individual basis.
- 1.4 **Purposes.** The Hillsdale Community Library Board of Trustees, referred to throughout as “the Board of Trustees” or “the Board,” shall govern operations of the 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 Code of Ordinances of the City of Hillsdale and Public Act No. 164 of 1877 (MCL 397.205).
- 1.5 **Amendments.** These bylaws may be amended by a majority vote of trustees present at any meeting of the Board provided that the proposed amendment was publicly posted prior to the meeting in conformance with the Michigan Open Meetings Act.

#### Article II – Powers and Duties

The Board of Trustees shall have the power and authority to do and perform the following acts, tasks and functions:

- 2.1 Establish, maintain, and operate a public library for the City of Hillsdale.
- 2.2 Appoint and remove officers from among its members.
- 2.3 Establish policies by which the library shall be administered.

- 2.4 Appoint the Library Director and fix his or her compensation.
- 2.5 Annually evaluate the job performance of the Library Director.
- 2.6 Adopt an annual budget for the operation and maintenance of the library.
- 2.7 Enter into contracts on behalf of the library.
- 2.8 Present an annual report to the Mayor and City Council of the City of Hillsdale as required by MCL 397.207.

### **Article III – Membership**

- 3.1 **Composition.** The Hillsdale Community Library Board of Trustees shall consist of five (5) members, all of whom shall be appointed by the Mayor of the City of Hillsdale with the approval of the City Council. Members shall be chosen from the citizens of the city at large with reference to their fitness for office, and shall only be eligible to serve on the Board so long as they are residents of the City of Hillsdale.
- 3.2 **Terms.** For initial terms of appointment, see the Code of Ordinances of the City of Hillsdale. Thereafter, all terms are for a period of five (5) years.
- 3.3 **Vacancies.** A vacancy shall occur on the Board of Trustees in the event of the resignation or removal of any Trustee. Vacancies may also occur in the event of the death or the permanent disability of a Board member, or in the event that a Board member ceases to be a resident of the City of Hillsdale.
  - 3.3. a **Resignation.** Resignation from the Board of Trustees shall be by written notice submitted to the Mayor of the City of Hillsdale. The resignation shall be effective upon receipt of such notice by the Mayor.
  - 3.3. b **Removal.** The Mayor may, by and with the consent of the City Council, remove any trustee for misconduct or neglect of duty.
  - 3.3. c **Replacement.** Vacancies on the Board of Trustees shall be filled by the appointment of the Mayor, with the approval of the City Council.
- 3.4 **Compensation.** Members of the Board shall not be eligible for compensation by the City of Hillsdale.
- 3.5 **Conflict of Interest.** 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 library, that Trustee must disclose to the full Board 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, and further shall not participate in discussions regarding such matters. The Board may adopt specific policies and procedures to further address potential conflicts 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 may also ratify any execution. When the execution of any instrument has been authorized without specifying the executing officers or agents, the President of the Board may execute such instrument on behalf of the library, or may delegate such authority to the Library Director.

#### **Article IV – Officers**

- 4.1 **Elected Officers.** The Board shall elect a President, Vice President, and Secretary.
- 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 a presiding officer. The President shall call the regular meetings and shall prepare the meeting agendas, with input from the Board and from the Library Director. 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. The Secretary shall have custody of the minutes and other records of the Board of Trustees, which custody may be delegated to the Library Director.

- 4.5 **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 time as the officer's successor has been duly elected or appointed.
- 4.6 **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 the duties of the office for the unexpired term. A successor Vice President shall be elected to fill any vacancy so created in that office.
- 4.7 **Resignation; Removal.** Resignation from office shall be by written communication submitted to the Board of Trustees. Any officer of the Board of Trustees may be removed from their Board Office with or without cause by a majority vote of the members of the Board of Trustees present at any regular or special meeting.

## Article V – Meetings

- 5.1 **Annual and Regular Meetings.** Regular meetings shall be held each month, the date and hour to be set by the Board at its annual meeting. The annual meeting of the Board of Trustees shall be at the time of the regular monthly meeting in April of each year. At the annual meeting, the Board of Trustees shall:
- 5.1.a hold officer elections,
  - 5.1.b determine the schedule of regular meetings for the upcoming year,
  - 5.1.c approve the budget for the upcoming fiscal year, and
  - 5.1.d approve the annual report to be presented to the Mayor and City Council.
- 52 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 meetings scheduled for the ensuing year. 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.
- 53 **Special Meetings.** Special meetings may be called by the President or upon written request of three (3) Trustees, provided that public notice of the meeting is posted

eighteen (18) hours prior to the meeting, stating the time, place, and purpose of the meeting. No business may be conducted at a special meeting except the business specified in the notice of the meeting.

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

- Call to Order
- Roll Call
- Approval of Agenda
- Approval of Minutes
- Visitor Comments
- Director's Reports, *including but not limited to:*
  - Finances
  - Circulation
  - Programming
- Communications
- Old Business
- New Business
- Board Comments
- Next Meeting Date

55 **Modification of the Agenda.** Members of the Board of Trustees may request that items be added or removed from the Agenda during the Approval of Agenda item, such modifications requiring a majority vote of members present.

56 **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, three (3) members of the Board of Trustees shall constitute a quorum for the transaction of business.

57 **Voting.** An affirmative vote of a majority of all trustees present shall be necessary to approve any action by the board. The President shall be allowed to vote upon or to move or second a proposal before the board.

58 **Rules of Procedure.** In all cases not covered by these Bylaws, the Board shall use Robert's Rules of Order as guidelines for the conduct of meetings.

## Article VI – Committees

- 6.1 In most matters the board shall act as a committee for the whole, but standing or special committees may be appointed at the discretion of the President and the approval of the Board. A committee shall be considered discharged upon the completion of its assignment and a final report to the board.

## 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 Hillsdale Community Library.
- 7.2 **Duties and Authority.** 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 to the community; for the selection, acquisition, and circulation of all Library materials in accordance with policies adopted by the Board; 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 of the Board of Trustees.
- 7.4 **Board Administration.** The Library Director shall assist the Board of Trustees in administrative duties as delegated, including the keeping of Board records and communications, the publication of meeting notices, agendas, and minutes, communication with the City of Hillsdale, and communication with the public.
- 7.5 **Annual Evaluation.** The Board of Trustees shall engage in annual evaluation of the performance of the Library Director, which process shall begin no later than March and conclude no later than June of each year.
- 7.6 **Dismissal.** The Board may recommend to the City Manager that the Library Director be dismissed, with or without cause, upon the majority vote of the Trustees present at any regular or special meeting of the Board.

adopted

09 November 2023