

## **Tecumseh District Library Bylaws**

Adopted February 25, 2003  
Revised April 12, 2006  
Revised February 20, 2008  
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### **Article I Incorporation and Name**

Section 1. This organization was formed by the Agreement between the City of Tecumseh and the Tecumseh Public Schools dated December 20, 2002 in accordance with the District Library Establishment Act (MCL397.171 et seq.: Act 24 of Public Acts of 1989 of the State of Michigan, as amended) ("the Act").

Section 2. In accordance with the terms of the Agreement, this organization shall be called the Tecumseh District Library.

### **Article II Membership and Election**

Section 1. The Tecumseh District Library ("the Library") shall be governed by a board of trustees ("the Board") which shall consist of seven (7) trustees elected at large from the Library District. Board members shall be elected on non-partisan ballots.

Section 2. All district library elections shall be consistent with the specifications of Public Act 24 of 1989, as amended by Public Act 540 of 2002, and as further amended hereafter.

Section 3. Each elected trustee shall serve a term of four (4) years to commence at the first regularly held Board meeting in January (the annual meeting) and to conclude at the last regularly held Board meeting in December four years later. Trustee terms are staggered so that every two years either three or four trustee positions are filled.

Section 4. 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 Tecumseh 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 discussions 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 conflicts of interest.

Section 5. In accordance with Section 8 (2) of the Act, the Governor of the State of Michigan shall have the power to remove a member of the Board for cause, pursuant to the Provisions of Section 10 of Article V of the State Constitution of 1963, as amended. Vacancies shall arise in the event of the removal by the Governor, resignation, death, conviction of a felony, in the event a trustee ceases to be a resident of the District, or otherwise as provided by law.

Section 6. In the event a vacancy occurs during the term of any trustee, the vacancy shall be filled by appointment followed by election as prescribed in the Act (see 397.181 Sec. 11). The Board shall determine the method used to identify (a) person(s) interested in appointment for the remaining term of the member being replaced. The appointment shall be by majority vote.

### **Article III Powers and Duties of the Board**

Section 1. The Board may exercise any and all of the powers granted to it in the District Library Establishment Act. Powers and duties of the Board include, but are not limited to:

- a) Establish, maintain, and operate a public library for the District.
- b) Appoint and remove officers from among its members.
- c) Legal responsibility for the operation of the Tecumseh District Library is vested in the Board. Subject to state and federal law, the Board has the power and duty to determine rules and regulations governing library operations and services.
- d) The Board shall select, employ and supervise a properly certified and competent library director, and determine the compensation of all library employees.
- 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) The Board shall have exclusive control-of the annual budget and make sure that adequate funds are provided to finance the approved budget.

- h) The Board shall have exclusive control of the expenditure of all monies collected donated or appropriated for the library fund and shall review and approve library expenditures.
- i) The Board shall supervise and maintain buildings and grounds, as well as regularly review various physical and building needs to see they meet the requirements of the total library program.
- j) Adopt bylaws and regulations, not inconsistent with the Act, governing the Board of Trustees and the Tecumseh District Library. The Board shall review and approve library policies that will bring about the greatest good to the greatest number of library users.
- k) Propose and levy upon approval of the electors as provided in the Act, a millage for support of the Tecumseh District Library.
- l) Borrow money pursuant to the District Library Financing Act (1988 P.A. 265, MCLA 397.281 to 397.281 to 397.290).
- m) Issue bonds pursuant to 1988 P.A. 265, MCLA 397.281 to 397.290.
- n) Accept gifts and grants for the Tecumseh District Library.
- o) The Board shall cooperate with other public officials and boards and maintain vital public relations.
- p) Do any other thing necessary for conducting the Tecumseh District Library service, the cost of which shall be charged against Tecumseh District Library funds.

Section 2. The Board may delegate such powers and duties to the Officers of the Board and/or the Library Director as it deems necessary.

Section 3. Money for the Tecumseh District Library shall be deposited in Tecumseh District Library bank accounts. The Board of Trustees shall have exclusive control of the expenditure of money deposited in these accounts, including the authority to prepare budgets and final authority as to the expenditures 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. The Board shall also obtain an annual audit by an independent certified public accountant selected by the Board.

#### **Article IV Officers**

Section 1. Officers of the Board shall be President, Vice-President, Secretary, and Treasurer.

Section 2. A Nominating Committee, comprised of board members not currently holding office, shall be formed in November and shall present a slate of officers at the annual meeting. Additional nominations may be made from the floor at that time.

Section 3. The election of officers of the Board shall be held during the first regular meeting in January of each year (the annual meeting), immediately following the swearing in of any newly elected trustees.

Section 4. Officers shall assume their duties upon election and shall serve one year terms or until their successors are duly elected. No trustee shall hold more than one office at a time. 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 that the officer's successor has been duly elected or appointed. Excepting the Treasurer, no officer shall serve more than three (3) consecutive terms in the same office

Section 5. Resignation from office shall be by formal letter stating a date, a name to whom it is addressed (either the President or the Secretary), the reason for the resignation, and the person's signature. The resignation shall be formally accepted by a vote at the next regular meeting. Withdrawal of a Letter of Resignation is allowed until the vote is taken.

Section 6. In the event of death, resignation, removal, or other inability to serve of any officer, vacancies in any office shall be filled by vote of the Board at the next regular meeting of the Board 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 remainder of the term. A successor Vice-President shall be elected at the next regular Board meeting by a majority vote.

Section 7. Any officer may be removed with or without cause by a 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 Duties of Officers**

Section 1. President. The President shall preside at all meetings of the Board, appoint all standing and ad-hoc committee members, all liaisons to the committee-of-the-whole with the approval of the Board, call special or emergency meetings of The Board, as needed, and generally perform all duties associated with the office of the president. 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.

Section 2. Vice-President. The Vice-President, in the event of the absence or disability of the President, shall perform the duties and functions of the President. In the case of the resignation, disability, or death of the President, the Vice-President shall assume the office for the unexpired term.

Section 3. Secretary. The Secretary shall see that a true and accurate account of all proceedings of the Board meetings is kept, and shall perform such other duties as are generally associated with 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 a majority of the Board, the Secretary may delegate any of these responsibilities to the Library Director.

Section 4. Treasurer. The Treasurer shall have charge of the funds of the Tecumseh District Library, providing for their safe custody and investment as directed by the Board, subject to the limitations for investment of public funds as provided by law. The Treasurer shall control expenditures from the Tecumseh District Library through a system of vouchers presented weekly by authorized personnel. A record of all monies received or deposited by the Library and its various funds, and all disbursements, sales and transfers from the Library and its funds shall be kept by the Treasurer, and reported monthly to the Board at its regular monthly meeting. In addition, the Treasurer shall perform such other duties as may be prescribed by State or Federal law and these by-laws. With the approval of the Board, the Treasurer may delegate any of these responsibilities to the Library Director.

## **Article VI Meetings**

Section 1. The Tecumseh District Library Board shall comply with all provisions of the Michigan Open Meetings Act, Act No. 267 of the Public Acts of 1976.

Section 2. The regular meeting of the Board shall be held each month on a date and hour set by the Board at its annual meeting. Within ten (10) days following the annual meeting, a notice shall be placed in a public place, as well as on the library website, setting forth the dates, times and place of all regular meetings scheduled for the coming year. Any changes to this schedule shall be posted in accordance with the requirements of the Michigan Open Meetings Act.

Section 3. The annual meeting of the Board shall be the first regular meeting of the calendar year and shall be held for the purpose of election of officers, the establishment of regular meeting dates, the appointment of standing committees and the consideration of such other organizational matters as may be required.

Section 4. Special meetings may be called by the President or upon written request of two (2) Board members; provided that eighteen (18) hours of notice is given for the time and purpose for the special meeting. The announcement of a special meeting at any meeting at which a quorum is present shall be sufficient notice of such meetings subject however to the eighteen (18) hour notice requirements of the Open Meetings Act. Board members not present at the time of the announcement of such special meeting shall be

notified of the special meeting by the Secretary. No business may be conducted at a special meeting except the business specified in the notice of the meeting.

Section 5. The agenda and accompanying materials shall be distributed to Board members before the regular or annual meeting. It may include:

- Call to order
- Roll call
- Approval of agenda
- Approval of minutes \*
- Treasurer's report \*
- Public comment
- Gifts & Memorials \*
- Friends' report
- Director's report
- Old business
- Committee Reports \*
- New business
- Community Links \*
- Other announcements \*
- Adjournment

The procedure of Consent Agenda may be used to expedite the Board meeting and may include (\*) items.

Section 6. For all meetings, both regular and special, a quorum of the transaction of business shall consist of a majority of the members qualified and serving. No official business shall be conducted without a quorum of the Board being present at the meeting.

Section 7. Each member present at a Board meeting shall vote yes or no unless the member has declared a conflict of interest that precludes voting. Each member of the Board 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 sufficient for the purpose of taking any action by the Board, except where otherwise required by these By-Laws or as required by Michigan law.

Section 8. Board meetings may be conducted using remote means of teleconferencing and/or videoconferencing. If there are members who are attending a meeting via teleconference and/or videoconference, a roll call vote must be taken for each decision to ensure voting accuracy.

Section 9. In case of emergency, if Board action is needed when the Board cannot meet, with concurrence of the President, members may be polled individually by the Board President or the President's designee. Every effort shall be made to contact all

Board members. Official confirming action shall be taken at a special Board meeting held within 72 hours.

Section 10. Robert's Rules of Order, latest revised edition, shall govern the parliamentary procedure of the Board.

## **Article VII Committees**

Section 1. There shall be two (2) standing Board committees, Executive and Finance. In addition to the foregoing standing committees, the Board may establish such special committees and subcommittees as it shall deem necessary or appropriate. There shall also be a Buildings & Grounds Board Liaison.

A. The Executive Committee shall be chaired by the President, and shall consist of the President and any two (2) elected officers. The Executive Committee shall: (i) advise the Board with respect to the Library Director's performance appraisal by collecting relevant information from the Director and Board, organizing the evaluation materials, and communicating the draft evaluation document to the Board for its consideration and approval; (ii) provide advice and assistance to the Library Director in matters concerning Library policies, personnel issues, and other issues concerning the operating of the Library; (iii) perform such other tasks as the President or Board shall from time to time determine.

B. The Finance Committee shall be chaired by the Treasurer, and shall consist of the Treasurer, President, up to one (1) other Board member, the Library Director, and may include staff and public representatives, as the Board deems appropriate. The Finance Committee shall: (i) make recommendations to the Board on the adoption of the annual budget and review of expenses; (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 policies and financial matters, such as banking relationships, internal controls, millage and elections issues, and other similar matters; (iv) develop the basis for the operating millage proposal to be submitted to the electors of the Tecumseh Library District; (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, and other financial proposals.

C. The Buildings & Grounds Board Liaison shall consider and recommend all plans for care and improvement of the buildings and grounds, and shall provide advice and assistance to the Library Director in executing buildings and grounds projects authorized by the Board. The Liaison may form a committee that shall consist of up to two (2) other Board members, the Library Director, staff, and public representatives, as deemed necessary for the care and improvement of the buildings and grounds. The Buildings & Grounds Board Liaison will make reports to the Board as necessary after a walk-through of the Library buildings and grounds with the Library Director.

Section 2. Working Committees may be created by the Library Director to assist him/her in either short-term or ongoing projects. These committees shall be chaired by the Library Director, or the Library Director's designee, and may include board, staff, and public representatives.

Section 3. Ad hoc Committees for the study of special purposes shall be appointed by the President, with the approval of the board. These committees may include staff members, public representatives, and no more than three (3) board members. Ad hoc committees automatically dissolve when their work is done and a final report is presented.

Section 4. The Board shall define the powers and responsibilities of all committees and subcommittees. All committees and subcommittees, whether standing, ad hoc, or working, shall serve in an advisory capacity to the Board. 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. Each committee shall present recommendations to the Board for deliberation and action by the Board, and the Board shall be free to reject, accept, or modify the committee's nonbinding recommendations.

Section 5. Subject to the approval of the Board, the President shall appoint the committee chairpersons and other members of standing and ad hoc committees in consultation with the Library Director. Committees may, but need not, be composed solely of Board members. Any committee member appointed by the Board and any committee chairperson may be removed by majority vote of the Board with or without cause at any time. Individuals appointed by the Board to serve on standing and ad hoc committees shall make every effort to attend scheduled committee meetings. Upon invitation by the committee chairperson, individuals other than appointed committee members may attend committee meetings.

Section 6. A quorum for a committee meeting shall consist of at least one (1) Board member appointed to the committee. At each meeting of the Board, each committee chairperson shall deliver a written and verbal report to the Board with respect to activities of the Committee since the last Board meeting. These reports shall be presented prior to deliberation and voting by the Board on committee recommendations. Each report shall summarize the recommendations of the committee, and any majority/minority views that led to non-agreement within the committee.

Section 7. The President shall be, ex officio, a member of all committees.

Section-8. The Library Director shall be notified of all Standing and Ad hoc Committee meetings.

Section 9. Committee meetings shall be posted in compliance with provisions of the Michigan Open Meetings Act.



## **Article VIII Library Director**

Section 1. The Library Director shall be employed by the Board and shall be considered the executive officer of the Library.

Section 2. The Library Director shall have sole charge of the administration of the Library under the direction and review of the Board. The Library Director shall be responsible for:

- a) the care of the building and equipment;
- b) the employment, development, and direction of the staff;
- c) the efficiency of the Library's service to the community;
- d) the annual preparation of a budget proposal;
- e) the operation of the Library under the financial conditions set forth in the budget approved by the Board;
- f) the submission of the Annual Report to the Board as soon as possible following the close of the fiscal year; and
- g) an update to the Annual Report submitted to the Board in February.

Section 3. The Library Director or the Library Director's designee shall attend all regular and special meetings of the Board.

## **Article IX Immunity, Insurance, and Indemnification**

Section 1. Immunity. The Board of Trustees, its individual trustees, officers, agents, employees and volunteers (the "TDL Agents") shall be immune from tort liability for injuries to persons or damages to property caused by the TDL Agents while in the course of employment or service or volunteer while acting on behalf of the Tecumseh District Library provided that the TDL Agent is acting or reasonably believes he or she is acting within the scope of his or her authority in furtherance of the purposes of the Tecumseh District Library and the TDL Agent's conduct does not amount to gross negligence that is the proximate cause of the injury or damage. As used in this Section, "gross negligence" means conduct so reckless as to demonstrate a substantial lack of concern for whether an injury results.

Section 2. Insurance. The Board of Trustees may purchase and maintain liability insurance to indemnify and protect the Board of Trustees and the individuals trustees, officers, committee and subcommittee members, employees, volunteers and agents of the Board of Trustees and the Tecumseh District Library (the "TDL Agents") against any liability asserted against the Tecumseh District Library and the TDL Agents and incurred by such individuals in any such capacity or arising out of such status with respect to the Tecumseh District Library, whether or not the Tecumseh District Library would have

power to indemnify the person against such liability under these Bylaws or the laws of the State of Michigan.

### Section 3. Indemnification.

(a) Each person who is or was a trustee, officer, committee or subcommittee member, employee, volunteer or agent of the Board of Trustees and the Tecumseh District Library and each person who serves or has served at the request of the Board of Trustees (the "AADL Agents") shall be indemnified by the Tecumseh District Library to the fullest extent permitted by the laws of the State of Michigan as they may be in effect from time to time for all actions taken by any TDL Agent which he or she reasonably believes to be within the scope of his or her authority, and if an employee within the scope of his or her employment, and which conduct does not amount to gross negligence that is the proximate cause of injury or damage to a person. As used in this Section, "gross negligence" means conduct so reckless as to demonstrate a substantial lack of concern for whether an injury results.

(b) Whenever a claim is made or a civil action is commenced against a TDL Agent for injuries to persons or property caused by alleged negligence of the TDL Agent while in the course of that individual's authority or, if an employee, within the scope of the employee's employment, the Board of Trustees may pay for, engage, or furnish the services of an attorney to advise the TDL Agent as to the claim and to appear for and represent the TDL Agent in the action. The Board of Trustees 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 TDL Agent as a result of a civil action for personal injuries or property damage caused by the TDL Agent while acting within his or her authority or, if an employee, within the scope of his or her employment, the Board of Trustees may indemnify the TDL Agent or pay, settle, or compromise the judgment.

(c) Whenever a criminal action is commenced against a TDL Agent based upon his or her conduct while acting within the scope of his or her authority, or if an employee, within the scope of his or her employment, if the TDL Agent had a reasonable basis for believing that he or she was acting within the scope of his or her authority at the time of the alleged conduct, the Board of Trustees may pay for, engage, or furnish the services of an attorney to advise the TDL Agent as to the action, and to appear for and represent the TDL Agent in the action.

## **Article X Amendments**

Section 1. The Executive Committee shall review these bylaws annually and recommend changes to the Board when necessary.

Section 2. These bylaws may be amended by a majority vote at any regular meeting of the Board for which notice was duly provided and at which a quorum is present, provided the amendment was presented in writing at the previous regular meeting.

Section 3. Amendment approval will only be final after two (2) readings of the amendment, which must take place over two (2) Board meetings.

Section 4. Amendments shall become effective immediately upon approval by the Board of Trustees unless the Board specifies an alternative effective date.

Adopted by the Tecumseh District Library Board at its regular meeting on February 25, 2003.

Revision approved by the Tecumseh District Library Board at its regular meeting on April 12, 2006.

Revision approved by the Tecumseh District Library Board at its regular meeting on February 20, 2008.

Revision approved by the Tecumseh District Library Board at its regular meeting on April 16, 2009.

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