

BYLAWS OF THE FARMINGTON COMMUNITY LIBRARY BOARD OF TRUSTEES

March 2021

The undersigned have been constituted a Board of Trustees of a District Library under Act 164 of the Public Acts of 1955 of the state of Michigan, amended by Senate Bill 290 of 1970, and have adopted the following as their Bylaws by a proper resolution at a regular meeting held on the 7th day of March, 1974. Amended and revised at a regular board meeting on 10 October 1985. Amended and revised at a regular board meeting on 9 March 1989. Amended and revised at a regular board meeting on 9 March 1989. Amended and revised at a regular board meeting on 14 May 1992. Amended and revised at a regular board meeting on 8 October 1992. Amended and revised at a regular Board meeting on March 11, 2021.

ARTICLE I – ESTABLISHMENT AND PURPOSE OF BYLAWS

Section 1. Establishment. The Farmington Community Library ("Library") was established in accordance with 1989 PA 24, the District Library Establishment Act, ("DLEA").

Section 2. Bylaws and Annual Review. These Bylaws are rules governing the internal affairs of the Library. The Bylaws should be reviewed annually.

Section 3. Name. The board shall be known as The Farmington Community Library Board of Trustees ("Board").

Section 4. Purpose. The purpose of the Board is to operate and provide library services in the cities of Farmington and Farmington Hills, to hold, safely keep and invest in its discretion such funds or property as it may receive as legatee or devisee, gift or, or in any other manner, and to use said monies or properties for the uses intended or required and to exercise such powers and fulfill such duties as the Act above referred to permits or imposes.

ARTICLE II- MEMBERSHIP

Section 1. Board Members. Pursuant to the DLEA, the Library Board of the Library ("Library Board") shall consist of eight (8) members ("Board Members") to be appointed as provided in the District Library Agreement ("Agreement") dated Four (4) Board Members shall be appointed by the City of Farmington and four (4) Board Members shall be appointed by the City of Farmington Hills. All Board Members shall take the oath of office before commencing their terms. In addition, a Trustee who has served over twenty-five years is eligible for lifetime membership as a Library Trustee Emeritus.

Section 2. Terms. As set forth in the Agreement, Board Members shall serve terms of four (4) years. Each city shall appoint one (1) Trustee each year. An unexpired term shall be filled by appointment and such appointed Trustee shall serve until the expiration of the original term.

Section 3. After Initial Terms. As the above described terms of office expire, and with each expiration of office thereafter, the City shall make an appointment to replace the FCL Board Member whose term expired.

Section 4. Library Board Recommendation. At least two (2) months prior to the expiration of the term of any Board Member, the Board may provide the City with recommendations of candidates interested in appointment to the Library Board. Section 5. Shared Code of Conduct. Each Board trustee and participating member(s) of the public understands that any and all statements, comments or communications in furtherance of Library business will:

- Refrain from degrading oneself, another individual or group;
- Act to prevent any action that seeks to take advantage of or belittle another person or group;
- Prohibit acting in a way that does not, in good faith, seek the best interest of the individuals involved;
- Act with honesty and trustworthiness;
- Engage in active listening, attention and involvement;
- Understand that everyone attending public board meetings has the right to be honored/respected.
- Take personal responsibility for refraining from any acts or words intended to intimidate others, and to treat others with dignity and respect.

Further, Board Trustees are expected to represent the library positively in the community, not engage in abuse of position and to use library resources and/or employee time carefully, refraining from unnecessarily distracting library employees from assigned duties. A failure to uphold any tenet of the shared code of conduct will empower the Board President, in their sole discretion, to end said conduct or comments and order to move forward with the next public comment (if applicable) or next agenda item.

Section 6. Removal. The Board, by majority vote, may censure, remove voting privileges, remove officer status and/or invoke application for removal under Section 10 of Article V of the State Constitution of 1963, as amended, based on Board Member misconduct, unethical behavior or neglect of duty.

ARTICLE III- POWERS OF THE BOARD

Section 1. Powers and Authority. The Library Board may exercise any and all of the powers granted to it by the DLEA, the District Library Financing Act, federal and Michigan law, and the Agreement. If permitted by law, the Library Board may delegate such powers to the officers of the Board and/or the Library Director as it deems necessary.

Section 2. Fiscal Year. The fiscal year of the Library shall be the annual period commencing July 1 and ending the following June 30.

Section 3. Budget and Audit. The Board shall have the exclusive control of the budget of the Library, the Board shall prepare and make available an annual budget and shall obtain an annual audit by an independent certified public accountant selected by the Board, all in accordance with Michigan law.

Section 4. Limit of expenditures. With the exception of financial reporting or audit responsibilities assumed, expressly delegated or assigned to the Board Treasurer, no member of the Board shall independently take any action which incurs expense (bills, charges, work time wages, fees of any kind) unto the Library, its employees, or board members. With the exception of the Board Treasurer, any proposed action taken by a Board member that will incur any of the above referenced expenses must first be reviewed and approved by the Board President, Vice-President and Library Director. This includes related expenses in seeking time from library staff, existing or future consultants, vendors, or any outside parties which shall result in any billed fees, charges or fees incurred in furtherance of any Board and/or Library business. This does not include donated and/or in-kind services rendered by an external consultant, vendor or outside party, so long as such services are deemed necessary by the Director and Board member, following an approved motion by all Board members.

ARTICLE IV OFFICERS

Section 1. Officers. The officers of the Board shall consist of a President, Vice-President, Treasurer and Secretary.

Section 2. Terms. The officers shall be elected for a term of one (1) year at the regular monthly meeting in June and whose terms shall begin immediately. Each office shall serve until the appointment of a successor.

Section 3. Vacancies. Officer vacancies shall be filled by 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 unexpired term. A successor Vice-President shall be elected to fill the vacancy so created in that office.

ARTICLE V. DUTIES OF THE OFFICERS

Section 1. President. The President shall preside at all meetings of the Board, appoint all standing and special committees, execute all documents authorized by the Board. Further, the President of the Board shall authorize calls for any special meetings, assist with the creation of any agenda, execute any document authorized by the Board (unless otherwise provided by the authorization) and generally perform the duties of a presiding officer. The President shall be an ex officio member of all committees. The President acts as official representative of the Library Board. The President shall retain all the privilege of any member.

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

Section 3. Treasurer. The Treasurer of the Board shall have charge of the funds of the Library, providing for their safe custody and investment of public funds as provided by law. The Treasurer shall control expenditures from the Library Fund through a system of vouchers presented by authorized personnel. A record of all moneys received or deposited to the Library Fund, and all disbursements, sales and transfers from the Library Fund, and all disbursements, sales and transfers from the Library Fund shall be kept by the Treasurer and reported monthly to the Library Board at its regular meeting, In addition, the Treasurer shall perform such other duties as may be prescribed for him or her by state or federal law and these Bylaws. With the approval of majority of the Board and if permitted by law, the Treasurer may delegate any of these responsibilities to the Library Director. Moreover, the Treasurer shall be the disbursing officer of the Board and shall perform such duties as generally devolve upon that office. All checks shall be signed by any two (2) members of the Board, with the exception of checks so authorized to be issued by the Director.

Section 4. Secretary. The Secretary of the Board shall ensure that minutes of the Board meetings and other Library records are kept in accordance with Michigan law. In compliance with any requirements of state law regarding the holding of meetings, The Secretary shall issue notices of all regular meetings, and special meetings, and shall have custody of the minutes and other records of the Board. With the approval of a majority of the Board and if permitted by law, the Secretary may delegate any of these responsibilities to the Library Director. The Secretary shall also have the authority to execute any document authorized by the Board (unless otherwise provided in the authorization). The Secretary shall further be responsible for all correspondence requiring attention or action by the Board and acknowledgement to donors of all gifts in excess of One Hundred (\$100.00) Dollars.

Section 5. Terms of Office. The Term of Office shall be for one (1) year, with the elections held in June each year at the regular monthly meeting, with assumption of office at the time of election.

Section 6. Election of Officers. Election of officers shall be by ballot vote after nominations from the floor. No name shall be placed in nomination without the consent of the nominee.

ARTICLE IV- MEETINGS

Section 1. Regular Meetings. The regular meeting of the Board shall be held each month, the dates, times, and places to be set by the Board at its annual meeting. Within ten (10) days following the annual meeting, a notice shall be posted in a public place at the Library 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 of a public body, there shall be posted within three (3) days after the meeting at which the change is made, a public notice stating the new dates, times, and places of its regular meetings.

Section. 2. Annual Meeting. The Annual meeting of the Board shall be the first regular meeting of the calendar year and shall be for such organizational matters as may be required.

Section 3. Special Meetings. Special meetings may be called by the President or upon written request of three (3) Board members, provided eighteen (18) hours of notice, in the format and manner as provided by the Michigan Open Meetings Act, is given of the date, time, place and purpose for which the meeting is called. Board members not present at the time of announcement of such special meeting shall be notified by the Secretary.

Section 4. Agenda. The proposed agenda shall be distributed by the Secretary to all Board members at least three (3) days before the meeting.

Section 5. Order of Agenda. The proposed agenda shall be distributed by the Secretary and to all Board members at least three (3) business days before the meeting. The following items all constitute the agenda for regular meetings:

- Call to order and attendance
- Approval of agenda
- Consent Agenda
- Approval of minutes
- Citizens' comments
- Financial report
- Committee reports
- Old Business
- New Business
- Adjournment

In addition to the final agenda, the monthly Director's report, full monthly financial report, secretary notes from the prior meeting and known proposed motions shall be submitted to the entire Board at least three full business days prior to the regular meeting.

Section 6. Quorum. A quorum for the transactions of business shall consist of the majority of the Board members appointed and serving.

Section 7. Board Action. Any Board action must be approved at a Board meeting by a majority of the quorum of the Board, unless otherwise provided by law.

ARTICLE VII- COMMITTEES

Section 1. Appointment. All committees of the Library shall be appointed by the Library Board. As directed by the Library Board, the Library Director may serve as a resource person to any committee.

Section 2. Committees. The Library may have committees as follows:

- Ad Hoc Committees. Ad hoc committees of the Library shall exist until their specified purpose is completed or unless otherwise disbanded by the Board. The Board shall provide specific purposes and duties of the ad hoc committee. Ad hoc committees may include any nomination committees the Library deems necessary.
- Standing Committees. The standing committees of the Board shall consist of less than a quorum of the Board. Committees shall convene on the call of its President or Director and, when ready or requested by the President, report their findings at a regular or special Board meeting. The following standing committees shall have the power and responsibilities prescribed:
 1. Finance Committee: The finance committee shall include both the Treasurer and at least one (1) Board member. The committee shall review the budgets and account and make recommendations to the Board with respect thereto. The committee shall assist in the creation of a proposed budget annually.
 2. Facilities Committee: At least one (1) Board member shall serve on the facilities committee. This committee shall review existing facilities and capital improvement plans and make recommendations to the Board with respect to facility maintenance and improvements.
 3. Personnel Committee. The Library Board of Trustees will yearly designate a personnel committee responsible for recommending to the full Board decisions on matters relating to the Library personnel.

The Vice-President of the Board will chair the committee, with a minimum of two other Board members appointed by the President. The personnel committee shall advise the Board on employment policies.

Upon the request of the Board, the personnel committee may review wages, benefits and staffing. The personnel committee shall organize the evaluations of the Library Director using the process approved by the Board. Personnel committee charges shall include, but not be limited to:

- a. Review all professional promotions.
- b. Review the proposed salary schedule, as prepared by the Director, for inclusion in the new budget year.
- c. Recommend the Director's salary, plus fringe benefits.
- d. Review the recommendations of the Working Conditions and Benefits Committee in December prior to full Board presentation in January.
- e. Act as the Grievance Review Board after the employee grievance has been submitted to the Director, as per Library grievance procedure.
- f. Conduct exit interviews with terminating staff as appropriate.

Section 3. Advisory powers. No committee shall have other than advisory powers, unless, by suitable actions of the Board, it is granted specific powers to act.

Article VIII- DIRECTOR

Section 1. Appointment. The Board shall appoint a Library Director with appropriate professional and personal qualifications who shall be considered the executive officer of the Library and the administrative officer of the board.

Section 2. Duties. As chief administrator, the Director is responsible to oversee and direct day to day operations of the library. Further, the Director is responsible for the development of the Library services, policies and procedures. Specific responsibilities of the Director is also responsible for:

- A. Overseeing the care of the building and equipment.
- B. The employment, development, and direction of staff.
- C. The Library's service to the community and public relations.
- D. The annual preparation of a budget proposal in conjunction with the Finance Committee.
- E. The operation of the Library under the financial conditions set forth in the budget approved by the Board.
- F. The submission of the proposed budget to the Board by its regular March meeting.
- G. The written annual report of the Library, including the financial statements, when they are made available.
- H. Any other duty delegated by the Board.

The Library Director shall also be responsible for materials collection development and keeping the trustees informed of matters related to the Library or themselves as trustees.

The Library Director is authorized to make expenditures for the general operation of the Library system in a reasonable and customary manner. The Director shall not be authorized to transfer title or assets without the approval of the Library Board. Expenditures exceeding One Thousand (\$1,000.00) Dollars shall be expressly brought to the attention of any two (2) members signing checks.

Section 3. Attendance at Board Meetings. The Director or the Director's representative shall be expected to attend all meetings of the Board unless otherwise directed by the Board President.

ARTICLE IX- AMENDMENTS

The Bylaws may be amended at any regular meeting of the Board by a majority vote of all Board members qualified and serving, provided the amendment was presented in writing at the previous regular meeting.

Approved unanimously by the Library Board of Trustees at meeting on 10/10/85

Amended and revised by the Library Board of Trustees at meeting on 3/9/89

Amended by the Library Board of Trustees at meeting on 5/14/92

Amended by the Library Board of Trustees at meeting 10/8/92

Amended by the Library Board of Trustees at meeting on 6/8/95

Amended and revised by the Library Board of Trustees at meeting on 10/13/05

Amended and revised by the Library Board of Trustees at the meeting of 03/11/2021