

**BYLAWS
OF
LEELANAU TOWNSHIP PUBLIC LIBRARY BOARD OF TRUSTEES**

PREAMBLE

The Leelanau Township Public Library Board of Trustees (the "Board"), having been created pursuant to the City, Village and Township Library Act (PA 164 of 1877), as amended, Public Acts of the State of Michigan (the "Act"), and having the power pursuant to the Act to manage the affairs of the Leelanau Township Public Library (the "Library") and to make such rules and bylaws for its government as it may deem appropriate, not inconsistent with the Act, has adopted the following Bylaws.

ARTICLE I

OFFICES

The principal office of the Library and the Board shall be 119 E Nagonaba St. Northport, MI

ARTICLE II

BOARD OF TRUSTEES

Section 1. General Powers. The property, affairs, and business of the Library shall be managed by the Board to the extent of the powers and authority delegated to the Board by the Act. The governing body of the Library is the Board. The Board shall have and exercise all of the powers and duties set forth in the Act.

Section 2. Number, Tenure and Qualifications. The Board shall consist of six members, who shall be elected in accordance with Michigan law. Board members shall serve for four-year terms and until their successors are duly elected and qualified.

Section 3. Regular Meetings. Regular meetings of the Board shall be held at such times and places as may be determined from time to time by the Board. The annual meeting for the election of officers shall be the first regular meeting in each fiscal year. If the date fixed for any regular meeting shall be a legal holiday under the laws of the state of Michigan, then the meeting shall be held on the next succeeding secular day not a legal holiday under the laws of the state of Michigan, or at such other time within the month as may be determined by the Board. The President may cancel a regular meeting if he or she determines that there will not be a quorum or that there are insufficient agenda items to justify a meeting. Twenty-four hours' advance notice of a meeting cancellation shall be given to all Board members.

Section 4. Order of Business. A regular meeting shall include at least the following items of business:

1. Call to Order by President
2. Roll Call/Quorum
3. Approval of Minutes
4. Financial Report
5. Director's Report
6. Old Business
7. New Business
8. Public Comment
9. Adjournment

The President may establish the order of business. In the event of an objection by a Board member, the order shall be decided by the Board.

Section 5. Agenda Materials. Preparation of agenda materials for annual, regular and special Board meetings shall be the responsibility of the President.

Section 6. Special Meetings. A special meeting of the Board may be called at any time by the President at his/her discretion. Notice of special meetings stating the purpose of the meeting shall be given to each member of the Board not less than 48 hours prior to the meeting date. Special meetings shall also be called by the President within 48 hours following receipt of a written request therefor from at least two members of the Board, to be held within ten calendar days following the date of such notice.

Section 7. Study Sessions of the Board. Study sessions of the Board may be held periodically as determined by the President or by the Board. No substantive action will be taken at a study session. Notice of study sessions shall be given to each member of the Board at least two days prior to the date of the session.

Section 8. Minutes of Meetings. Minutes shall be kept of each meeting of the Board showing the date, time, place, members present, members absent, and any decisions made at the meeting. The minutes shall be public records open to public inspection and shall be available for public inspection not later than eight business days after the meeting to which the minutes refer. Approved minutes shall be available for public inspection not later than five business days after the meeting at which the minutes are approved by the Board.

Section 9. Open Meetings. The Board shall comply with the Open Meetings Act.

Section 10. Quorum. The attendance of a simple majority of the acting members of the Board shall be sufficient to constitute a quorum for a meeting.

Section 11. Voting. All official action by the Board shall be taken in public session and shall be by resolution or motion. The affirmative vote of a majority of the members participating in the meeting and qualified to vote shall be necessary for the adoption of any resolution or motion or any other Board action. All action taken by the Board shall be recorded in the minutes of the meeting. A roll call vote shall be taken when called for by any member of the Board. Members of the Board may not vote by proxy.

Section 12. Vacancies. The Board may declare that a vacancy exists among its members by reason of death, resignation, disqualification, incapacity to serve, removal from office in accordance with law, or otherwise. A vacancy shall be filled by the affirmative vote of a majority of the remaining members of the Board until the next Township primary or general election, at which a successor shall be elected for the remaining term of the vacant office. A vacancy on the Board shall not impair the powers and duties of the Board as described in this Article.

Section 13. Compensation. Members of the Board shall not be compensated for their service but may receive reimbursement for expenses incurred in the discharge of their duties as Board members.

Section 14. Library Policies. The Board may from time to time adopt and amend such policies as it shall deem necessary or appropriate for the management of the Library.

Section 15. Public Comment. At any regular or special meeting, any member of the public may address the Board on any agenda item if recognized by the presiding officer. Any member of the public may address the Board on any matter of Library concern during the Public Comment portion of the agenda. The comment(s) of any member of the public may be limited in time to not more than five minutes by the presiding officer. The presiding officer shall have the authority to limit and terminate any public comment that becomes disruptive, or impedes the orderly progress of the meeting. The presiding officer shall control the order and duration of any public comment.

ARTICLE III

OFFICERS

Section 1. Officers of the Board. The officers of the Board shall be elected by the Board from among its members at each annual meeting and shall consist of a President, Vice-President, Secretary and Treasurer. Terms shall be for one year.

Section 2. Vacancies. Should any office become vacant, the Board shall elect a successor from among its members at a regular or special meeting of the Board for the unexpired term of that office.

Section 3. Duties.

- (a) President. The President of the Board shall have the following powers and duties:
- (1) Preside, when present, at all meetings of the Board.
 - (2) Prepare, with the advice of the Director, the agenda for regular and special Board meetings.
 - (3) Execute on behalf of the Library all instruments and documents that the Board may, by resolution, approve and authorize.
 - (4) Appoint members of committees, subject to approval by the Board.
 - (5) Be a member ex-officio without voting authority of all committees.
 - (6) Perform all such other duties as from time to time shall be assigned by the Board.
- (b) Vice-President. In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the President.
- (c) Secretary. The Secretary shall cause minutes to be kept of all meetings and shall attend to the giving and receiving of all notices of the Library and the Board. The Secretary may designate a person to assist in the performance of these duties.
- (d) Treasurer. The Treasurer shall:
- (1) Have custody of all the funds and securities of the Library.
 - (2) Keep or cause to be kept a full and accurate account of receipts and disbursements in books belonging to the Library.
 - (3) Deposit all moneys and other valuables in the name and to the credit of the Library in such depository or depositories as may be designated by the Board.

- (4) Disburse the funds of the Library as may be ordered by the Board.
- (5) Render to the President and the Board, whenever either of them so requests, an account of all his or her transactions as Treasurer and of the financial condition of the Library.
- (6) If required by the Board, give the Library a bond, in a sum, and with one or more sureties, satisfactory to the Board, for the faithful performance of the duties of his or her office and for the restoration to the Library in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, moneys, and other properties of whatever kind in his or her possession or under his or her control belonging to the Library.
- (7) Perform all the duties generally incident to the office of the treasurer of a library, subject to the direction and control of the Board.

Section 4. Director. The Board shall engage a Director for the Library, who shall be responsible for the day-to-day management of its affairs and the discharge of the duties associated with the position of library director.

Section 5. Registered Agent. The Director shall be the registered agent of the Library and its principal office shall be its registered address.

ARTICLE IV

COMMITTEES

The Board may by resolution establish committees having such duties and membership as the Board may determine.

ARTICLE V

FISCAL YEAR

The fiscal year of the Library shall begin on the first day of April of each year and end on the last day of March in the following calendar year.

ARTICLE VI

AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed, and new Bylaws adopted, by the affirmative vote of not less than four members of the Board at any regular or special Board meeting, provided that at least ten days' written notice incorporating the exact language of the proposed change has been given to all members of the Board.

ARTICLE VII
INDEMNIFICATION

Section 1. Scope. To the fullest extent permissible under the law as it now exists or may exist in the future, the Library shall indemnify and hold harmless each person who was or is made a party, threatened to be made a party or otherwise involved in any threatened, pending or completed action, suit or proceeding by reason of the fact that he or she is or was a member of the Board of Directors or officer of the Library or serving as the Library Director; provided, however, that the Library shall not be obligated to provide indemnification to any person (a) if the person has breached or failed to perform his or her duties to the Library or (b) with respect to any action or failure to act by the person that constituted willful misconduct or recklessness. The indemnification provided for herein shall extend to all costs, charges, liabilities and losses suffered and expenses reasonably incurred by such person in connection therewith whether the action is (i) formal or informal, (ii) of a civil, criminal, administrative or investigative nature or (iii) based on an alleged action or inaction in his or her official or other capacity. The Library shall be required to indemnify a person in connection with a proceeding initiated by the person only if the proceeding was authorized by the Board of Directors. Indemnification shall continue as to a person who has ceased to serve and shall inure to the benefit of his or her heirs, executors and administrators.

Section 2. Insurance. The Library may purchase and maintain insurance on behalf of any person who is or was or has agreed to become a director, officer or employee against any liability asserted against such person and incurred by such person in any capacity or arising out of his or her status as such, whether or not the Library would have the power to indemnify such person against such liability under this Article VII or otherwise.

ARTICLE VIII
PARLIAMENTARY RULES

Except where inconsistent with the Act or these Bylaws, Robert's Rules of Order, as from time to time revised, shall govern the proceedings of the Board and its committees.