NORTHLAND LIBRARY COOPERATIVE
BYLAWS

ARTICLE I - Establishment and Purpose of Bylaws

Section 1. Establishment. The Northland Library Cooperative ("Cooperative") was established in accordance with the State Aid to Public Libraries Act, 1977 PA 89 ("PA 89").

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

ARTICLE II - Cooperative Board

Section 1. Board Members. Pursuant to Section 7 of PA 89, the Cooperative Board of the Cooperative ("Cooperative Board") shall consist of nine (9) members ("Board Members") to be appointed as provided in Article VIII of the Plan of Service. The appointment and rotation schedule is contained in the Plan of Service. All terms begin on October 1.

Section 2. Removal. The Governor of the State of Michigan shall have the power to remove a member pursuant to the provisions of Section 10 of Article V of the State Constitution of 1963, as amended.

Section 3. Vacancy. The office of Board Member becomes vacant when the incumbent dies, resigns, misses two (2) consecutive meetings or three (3) meetings annually . In the event of a vacancy, the Constituent Library that appointed the Board Member whose position has become vacant shall appoint a replacement within 30 days for the remainder of the unexpired term. If no replacement has been appointed within 30 days, the vacancy will be filled by the next library in the rotation.

Section 4. Duty to Participate and Vote. Appointment to the Cooperative Board is a privilege freely sought by the appointee. It carries with it the responsibility to participate in Cooperative Board activities and represent all residents of the district. Attendance at Cooperative Board meetings is critical to fulfilling this responsibility. A Board Member who cannot attend a meeting bears the responsibility of notifying the Board Chairperson and Cooperative Director concerning this absence.

Appointment to a deliberative body carries with it the obligation to vote. Board Members present at a Board meeting shall vote on every matter before the body, unless otherwise excused or prohibited from voting by law. Conflict of interest, as defined by law, shall be the sole reason for a member to abstain from voting. The right to vote is limited to the Members of the Board

present at the time the vote is taken. All votes must be held and determined in public; no secret ballots are permitted.

Section 5. Oath. Board Members shall take the oath of office before commencing their terms and such oaths must be filed with the Board Secretary.

ARTICLE III - Powers of the Cooperative Board

Section 1. Powers and Authority. The Cooperative Board may exercise all powers granted to it by PA 89, the Plan of Service, federal law, and Michigan law. If permitted by law, the Cooperative Board may delegate such powers to the officers of the Board and/or the Cooperative Director as it deems necessary.

Section 2. Fiscal Year. The fiscal year of the Cooperative shall be the annual period commencing October 1 and ending the following September 30.

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

Section 4. Appoint Advisory Council. An Advisory Council shall be established to recommend programs and services to the Cooperative Board. The Advisory Council includes the director (or his or her designee) of each member library and shall be advisory only. The Advisory Council shall adopt their own bylaws for operation.

ARTICLE IV - Officers

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

Section 2. Terms. The officers shall be elected for a term of one (1) year at the annual meeting in September and whose terms shall begin at the October annual meeting. Each officer shall serve until the appointment of a successor and may only serve two (2) consecutive terms in the same office.

Section 3. Vacancies. Vacancies in office shall be filled by the Chairperson and confirmed by the Cooperative Board at the next regular meeting of the Cooperative Board

following the occurrence of a vacancy, except for the office of Chairperson, in which case the Vice-Chairperson shall assume the duties of the office for the remainder of the unexpired term. A successor Vice-Chairperson shall be elected to fill the vacancy so created in that office.

ARTICLE V - Duties of the Officers

Section 1. Chairperson. The Chairperson of the Cooperative Board shall preside at all meetings, appoint committees, authorize calls for any special meetings, assist with the creation of any agenda, execute any document authorized by the Cooperative Board (unless otherwise provided by the authorization) and generally perform the duties of a presiding officer.

Section 2. Vice-Chairperson. In the absence of the Chairperson, the Vice-Chairperson of the Cooperative Board shall perform the duties of the Chairperson. In the case of the resignation, disability or death of the Chairperson, the Vice-Chairperson shall assume the office for the remaining term.

Section 3. Secretary. The Secretary of the Cooperative Board shall ensure that minutes of the Cooperative Board meetings and other Cooperative 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 Cooperative Board. With the approval of a majority of the Cooperative Board and if permitted by law, the Secretary may delegate any of these responsibilities to the Cooperative Director. The Secretary shall also have the authority to execute any document authorized by the Cooperative Board (unless otherwise provided in the authorization).

Section 4. Treasurer. The Treasurer of the Cooperative Board shall have charge of the funds of the Cooperative ("Cooperative Fund"), providing for their safe custody and investment as directed by the Cooperative Board, subject to limitations for investment of public funds as provided by law. The Treasurer shall control expenditures from the Cooperative Fund through a system of vouchers presented by authorized personnel. A record of all moneys received or deposited to the Cooperative Fund, and all disbursements, sales and transfers from the Cooperative Fund shall be kept by the Treasurer and reported monthly to the Cooperative 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 a majority of the Cooperative Board and if permitted by law, the Treasurer may delegate any of these responsibilities to the Cooperative Director.

ARTICLE VI - Meetings

Section 1. Regular Meetings. The regular meeting of the Cooperative Board shall be held least four (4) times in a calendar year, the dates, times, and places to be set by the Cooperative Board at the first meeting of the fiscal year**.** Within ten (10) days following the first meeting of the fiscal year, a notice shall be posted in a public place at the Cooperative 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 Cooperative Board shall be the first regular meeting in October and shall be for such organizational matters as may be required.

Section 3. Special Meetings. Special meetings may be called by the Chairperson or upon written request of two (2) Board Members , provided eighteen (18) hours of notice, in the format and manner as provided by the Michigan Open Meetings Act, is given the date, time, place and purpose for which such 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 following items will constitute the agenda for regular meetings:

Call to order and attendance
Approval of agenda
Approval of minutes
Citizens' comments
Financial report, including approval of bills
Communications
Unfinished business
New business
Adjournment

Section 6. Quorum. A quorum for the transaction of business shall consist of a majority of Cooperative Board Members appointed and serving.

Section 7. Board Action. Any Cooperative Board action must be approved at a Cooperative Board meeting by a majority of the quorum of the Cooperative Board, unless otherwise provided by law. For example, the Open Meetings Act requires a two-thirds (2/3) roll

call vote of the Cooperative Board Members appointed and serving to call certain closed sessions.

ARTICLE VII - Committees

Section 1. Appointment. All committees of the Cooperative shall be appointed by the Cooperative Board Chairperson. The Chairperson may decide to appoint himself or herself an ex-officio member of any committee. Committees shall elect a chairperson and shall meet on the call of the Chair. As directed by the Cooperative Board, the Cooperative Director may serve as resource person to any committee.

Section 2. Purposes. The Cooperative may have committees as follows:

A. *Ad Hoc Committees*. Ad hoc Committees of the Cooperative shall exist until their specified purpose is completed or unless otherwise disbanded by the Chairperson. Ad hoc committees shall make reports as directed by the Chairperson. The Chairperson shall provide specific purposes and duties of the ad hoc committee. Committees shall be purely advisory unless the Chairperson specifically provides otherwise. The Chairperson shall determine the number of committee members as well as the quorum for the committee.

B. *Standing Committees*. The standing committees of the Board shall consist of three (3) *members* of the Cooperative Board. A quorum for the transaction of business requires all three (3) members of the Committee. Committees shall convene on the call of its Chairperson or Cooperative Director and, when ready or requested by the Chairperson, report their findings at a regular or special Cooperative Board meeting. All committees shall hold meetings as often as may be necessary for due consideration of matters properly belonging to them and make written reports on any matter which is referred to the Committee. The action of standing committees shall not be binding upon the Board until approved by it in regular or special session, except in those cases where the Board has given the committee specific authority to act. All actions shall be promptly reported to the Board and incorporated in the minutes of the Board.

C. *PAC2 Committee*. The PAC2 Committee will have the power and responsibility to provide an integrated library system and support services for participating Cooperative members. The charter of the PAC2

Committee, as amended from time to time, will describe the number of committee members, quorum and voting requirements, and other matters relating to committee operations.

The following standing committees shall have the powers and responsibilities prescribed:

1. **Personnel Committee** : To coordinate the director's evaluation and make recommendations on salary to the board.

ARTICLE VIII - Cooperative Director

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

Section 2. Duties. The Cooperative Director shall oversee the administration of the Cooperative under the direction and review of the Cooperative Board. The Cooperative Director shall be responsible for:

A. Overseeing the care of the building and equipment;

B. The employment, development, and direction of the staff;

C. The Cooperative's service to the member libraries;

D. The annual preparation of a budget proposal;

E. The operation of the Cooperative under the financial conditions set forth in the budget approved by the Cooperative Board;

F. The submission of the proposed budget to the Cooperative Board by its regular September meeting;

G. Any other duty delegated by the Cooperative Board or required by the Plan of Service.

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

ARTICLE IX - Amendments

These Bylaws may be amended at any regular meeting of the Cooperative Board by a two-thirds (2/3) vote of all Board Members present, provided the amendment was presented in writing at the previous regular meeting.

APPROVED

9/23/21

Article VII, Section 2 amended to add sub-section C on 9/10/2026