

## THE LIBRARY NETWORK

### BYLAWS

#### ARTICLE I - NAME

The name of this library cooperative is The Library Network (TLN).

#### ARTICLE II - AUTHORITY

The authority for this cooperative is P.A. 89, 1977.

#### ARTICLE III - MISSION

The mission of TLN is to improve, enhance and extend library service to its member libraries.

#### ARTICLE IV - GOVERNANCE

Governance is by a Board of Trustees as advised by a Steering Committee.

- A. A member library's representation on the Board of Trustees and on the Steering Committee is based on the population of a member library's legal and contractual service area. The population of that area is determined by the most recent U.S. Census.

*Voting on cooperative-wide issues shall be by ballot. Each member library which meets the requirements for receipt of state aid, shall be entitled to cast one vote. This voting system applies to votes on general membership issues.*

#### B. Board of Trustees:

- 1. TLN is governed by a Board of Trustees, which consists of nine trustees, elected or appointed by the member libraries to staggered three-year terms according to this formula:

Class VI libraries elect four Board members;

Class V libraries elect one board member;

Class IV libraries elect one board member;

Class I, II and III libraries elect one board member.

The Shared Automation System libraries elect one board member.

All Member libraries shall elect one At-Large Member

2. Board of Trustees selection procedure:
  - a. Member positions shall be filled by election. TLN will announce the open positions and seek nominations in June of each year, prior to the August elections. Candidates may be nominated by member library staff and Trustees in the category to be represented by the open position.
  - b. Elections will be held in August of each year with election results announced no later than September 15<sup>th</sup>. Each library will cast one vote for each open position in applicable categories. (For example, a Class VI library that participated in the Shared Automation System would be eligible to vote for Class VI representatives, as well as the SAS representative).
  - c. Employees of TLN and employees of member libraries may not serve as trustees.
  - d. Any registered voter who resides in the cooperative area may serve on the Board of Trustees.
  - e. If libraries join or leave the cooperative, the composition of the Board of Trustees will be reviewed and adjusted accordingly at the end of the fiscal year.
  - f. If a position on the Board becomes open prior to the completion of a term, the Board may appoint someone who is eligible to serve pursuant to Section 2 (d) to fill the vacancy until such time as the opening can be filled for the remainder of the unexpired term at the next regularly scheduled election of trustees.
3. The Board of Trustees shall exercise the powers and duties as specified in P.A. 89 of 1977, as amended.
4. It is expressly understood that The Library Network Board has no jurisdiction over the property and management of the member libraries.

## 5. Officers of the Board

- a. The officers of the Board shall be a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer.
- b. The Chairperson shall preside at all meetings of the Board and be authorized by reason of the office to sign approved minutes and other documents on behalf of the Board when so authorized by action of the Board. The Chairperson may appoint such committees as deemed necessary. The Chairperson shall be an ex-officio member of all Board committees.
- c. The Vice Chairperson shall preside and perform the duties of the Chairperson in the absence of the Chairperson.
- d. The Secretary shall keep a true and accurate account of the proceedings of the Board.
- e. The Treasurer shall be custodian of all the funds of TLN; shall receive and expend same on order of the Board; shall submit regular financial reports to the Board; shall be bonded in an amount set by the Board, the cost of that bond to be paid from the funds of TLN; and shall be Chairperson of the Finance Committee.
- f. The Director shall prepare all agendas, in consultation with the Chairperson, for all Board meetings; shall attend all Board meetings; shall submit a report at each Board meeting; shall take minutes of all Board meetings; and shall post notice of the Board meetings in compliance with the Open Meetings Act, P.A. 267, 1976.

## 6. Election of Officers

- a. Officers of the Board of Trustees shall be elected annually by the Board at the first meeting of each fiscal year.
- b. Officers shall assume their respective offices immediately following elections.
- c. If an officer resigns, or is unable to perform the duties of his or her office, the Board shall, as soon as possible, elect by majority vote a replacement to complete his or her term.
- d. Board officers continue their ability to discharge their duties until their successors are elected at the regular October Board meeting.

## 7. Meetings of the Board of Trustees

- a. All meetings of the Board shall be announced and held in accordance with P.A. 267, 1976, the Open Meetings Act.
- b. The Board of Trustees shall hold a minimum of four meetings per year. Regular meetings of the Board shall be held at The Library Network Service Center or a member library. The time and place may be changed at any meeting without the inclusion of such an amendment in the agenda and minutes of the preceding regular meeting.
- c. The agenda for a regular Board meeting shall be prepared by the Director, after consultation with the Chairperson, and mailed to the members of the Board and other interested parties, at least five days before the date of the meeting. Board members' agendas shall be accompanied by unapproved minutes of regular meetings, those minutes of special meetings, which are available, Director's Report, and other materials pertinent to the items on the agenda or which may be useful to the Board.
- d. A special meeting may be called by the Chairperson or any three board members who first present a signed, written request to the Director. Fax signatures are acceptable. At the October meeting each board member shall indicate to the Director by which method(s) he/she wishes to receive notice of special meetings: telephone, telefax, or e-mail. Each board member shall be informed of the time, place, and purpose of a special meeting not less than 48 hours prior to the special meeting by the method(s) of his/her choice.
- e. The order of business shall be:
  1. Call to order
  2. Approval of minutes of previous meeting(s)
  3. Communications and public comments
  4. New business
  5. Reports
  6. Old business
  7. Other business
  8. Adjournment
- e. The Board shall observe Robert's Rules of Order, Revised, except where it may conflict with TLN Bylaws, Cooperative Plan of Service, P.A. 89, 1977, or other statutes or laws.

g. A majority of the members of the Board shall constitute a quorum. All members of the Board, including the Chairperson, vote on all questions.

h. Committees of the Board

1. Standing Committees:

i. Finance & Real Estate Committee

ii. Human Resources & Public Relations

2. The Chairperson may appoint an ad hoc committee, which shall disband at the completion of its project or the end of the Chairperson's term.

D. Steering Committee

1. The Library Network Steering Committee advises and makes recommendations to the Director and Board of Trustees on all issues pertaining to TLN, services offered or facilitated by TLN and recommend changes to the Board.

2. The Steering Committee shall consist of seven member public library directors, serving staggered two-year terms according to this formula:

Class VI libraries shall have one seat.

Class V libraries shall have one seat.

Class IV libraries shall have one seat.

Class I, II and III libraries shall have one seat.

Three At-Large seats

Steering Committee seats shall be filled on a rotation basis according to class size in reverse alphabetical order. If libraries join or leave the cooperative, the composition of the Steering Committee shall be reviewed and adjusted accordingly.

3. The Steering Committee shall hold a minimum of four meetings per year to discuss and make recommendations to The Library Network Board on Board agenda items and other issues.

## **ARTICLE V - FINANCIAL RECORDS**

A. Financial records and activities shall be maintained in accordance with P.A. 89, 1977, all other applicable statutes, and accepted accounting practices.

B. The financial records shall be audited yearly by a qualified accounting firm.

- C. The Board shall make such specific rules and policies as shall be needed to fulfill its fiscal responsibilities under the law.
- D. The records of TLN shall be open for inspection in compliance with the Open Meetings Act, P.A. 267, 1976 and the Freedom of Information Act, P.A. 442, 1976.

#### **ARTICLE VI - BOARD POLICIES**

The Director shall maintain a copy of the policies adopted by the Board that are in effect and shall provide copies of same to each Board member.

#### **ARTICLE VII - AMENDMENTS**

The Bylaws may be amended by two-thirds of the Board members present at any regular meeting of the Board, or any special meeting called for that purpose. A proposed amendment must be mailed to each Board member 30 days before any meeting to consider that amendment.

As adopted by The Library Network (then Wayne Oakland Library Federation or WOLF) Board of Trustees at its meeting of August 11, 1994.

As revised (Section 6b, e) by The Library Network Board of Trustees at its meeting of October 16, 2003.

As revised by The Library Network Board of Trustees at its meeting of August 18, 2005.

As adopted by The Library Network Board of Trustees at its meeting of September 15, 2005.

As revised and adopted by The Library Network Board of Trustees at its meeting of April 20, 2006.

As revised and adopted by The Library Network Board of Trustees at its meeting of July 21, 2016.