**Article I- Name, Purpose, and Establishment**

Section 1: **NAME**- “Marion Area District Library” is the name of the organization which provides library services within the Village of Marion and surrounding contracted townships. Established under Michigan law PA 164 of 1877 and in accordance with 1989 PA 24, the District Library Establishment Act, (“DLEA”).

Section 2. **PURPOSE** -

Section 3: **FACILITIES**- The library’s facilities consist of the main library, 120 East Main ST., Marion, MI 49665. It is a non-profit organization under the laws of the State of Michigan and a publicly supported, exempt organization under section 501C (3) of the Internal Revenue Code.

**Article II- Membership**

Section 1**: BOARD MEMBERS**- The library board of the Marion Area District Library shall consist of FIVE appointed Trustees. The o trustees of the Board of Directors shall be a President, a Vice President, a Treasurer, and a Secretary. The President, Vice President, Treasurer, and Secretary shall be elected once a year at the annual meeting beginning with the fiscal year

Section 2: **RESIGNATION AND REMOVAL**- A board member may resign from the board by written notice to the library board President, with a copy given to the Director. Such resignation shall be effective when the notice is delivered unless the notice specifies a future date; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3: **VACANCY-** Any trustee duly elected or appointed may be removed by the majority of a quorum of the eligible voting members whenever in its judgment the best interests of the library would be served thereby. The vacancy in an office due to removal shall be filled by a vote of the board, and the trustee elected shall serve for the remainder of the term of the officer being replaced. No name shall be placed in nomination without the consent of the nominee.

**Article III- POWERS OF THE BOARD**

Section 1: **POWERS AND DUTIES**- The library possesses power and authority while assuming duties and responsibilities provided under PA 164 of 1877 and Michigan law. Legal and financial responsibility for the operations of the library is vested in the board. Subject to existing statutes, the powers of the board include but are not limited to:

1) Determining rules and regulations governing library services.

2) Exercising exclusive control of all expenditures of monies credited to the library fund including; grant, gift or endowment funds provided for the library purposes.

3) Determining the property tax levy required to support the library within the law.

4) Hiring, evaluating and if necessary dismissing the library director.

The board may adopt such policies, rules and regulations for the conduct of its business as shall be deemed advisable or necessary and may in the execution of the powers granted, appoint such agents as it may consider necessary.

**ARTICLE IV- OFFICERS**

Section 1: **TRUSTEES-** The business and affairs of the Marion Area District Library shall be managed by a Board of Trustees consisting of FIVE appointed members. The trustees shall be residents of the Village of Marion and Marion Township.

Section 2: **TERM-** The term of office of a library trustee shall be 3 year terms. In the event of a vacancy in the office of a trustee prior to the expiration of the term of the trustee, the board shall appoint a successor for the unexpired term of the trustee who vacated the office.

Section 3: **ABSENCES**- Any trustee who fails to attend three consecutive regular meetings of the Board of Trustees without presenting reason satisfactory to a majority of the board shall upon resolution adopted by a majority of the board be deemed to have resigned as trustee. Vacancy will be filled as herein above provided.

Section 4: **CONFLICT OF INTEREST**- No member of the board or their immediate family members 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. Any conflict of interest on the part of any trustee shall be disclosed to the board when the interest becomes a matter of board action. Any trustee having a conflict of interest shall not vote or use his personal influence on the matter, and shall not be counted in determining the quorum for the meeting for that vote. The minutes shall reflect that a disclosure was made, the abstention from voting, and the quorum situation. Any new trustee will be advised of this policy upon assuming the duties of office.

**ARTICLE V-DUTIES OF OFFICERS**

Section 1: **OFFICERS-** The officers of the board shall be a President, a Vice President, a Treasurer, and a Secretary elected at the annual meeting each year from among the members of the board and they shall hold office until their successors shall have been elected and shall have accepted.

Section 2: **PRESIDENT-** The President shall preside at all meetings of the board, appoint all committees and will be, along with the Library Director, ex-officio members of all standing committees, execute all documents authorized by the board, authorize calls for any specials meetings and generally perform all duties associated with the office of President. A trustee shall not serve as President for more than two consecutive years.

Section3: **VICE PRESIDENT**- the vice president shall preside at all meetings in the absence of the President, and in the event of the death, resignation or disability of the President or of a vacancy in office, shall assume and perform the duties and functions of the President.

**Section 4: TREASURER- the treasurer shall render at each stated meeting a report setting forth the receipts, disbursements, and the balance of the funds so held. The treasurer need not be a member of the board.**

Section 5: **SECRETARY**- the secretary shall keep a record of the proceedings of the board and shall give all notice of meetings and other notices required. However, the secretary may delegate any or all of such duties to the Director of the library, who is considered an ex-officio member of the board.

**ARTICLE VI- MEETINGS**

Section 1: **REGULAR MEETINGS-** Regular meetings of the board shall be held each month of the year. The date, place and hour will be decided on by the board at the annual meeting. Notice of meetings shall be sent to each trustee by the Secretary or Library Director THREE days prior to each regular meeting. Members unable to attend scheduled meetings need to notify the Library Director. Should a need to cancel a regular scheduled meeting occur, the Library Director shall notify the President who can then authorize the cancellation.

Section 2: **ANNUAL MEETING-** The annual meeting of the board for the purpose of electing officers shall be the regular meeting of the board held in March every year.

Section 3: **SPECIAL MEETINGS-** Special Meetings of the board may be called by the President or Secretary at the direction of the president, or at the request of at least three trustees or the library Director for the transaction of business stated in the call for the special meeting. Notice therefore shall be given to all members by telephone or in writing at least 18 hours prior to the time of the meeting. Only items in the announced agenda may be considered at a special meeting. The library board president may approve request to add any additional items to the agenda, as long as they are posted on the agenda 18 hours prior to the special meeting.

Section 4: **QUORUM**- a majority of voting members of the library board shall constitute a quorum for transaction of business. A quorum for the transaction of budgeted business at any meeting shall consist of three members of the board present in person. Board members may not attend or vote by proxy.

Section 5: **REMOTE PARTICIPATION AT MEETINGS**- under limited circumstances, trustees, unable to be physically present at a public meeting, may participate in the meeting via communication devices. Communication devices include, without limitation, audio, and or video equipment, which allows all trustees and other meeting participants to interact on all motions, discussions and votes. The limited circumstances which allow trustees to participate via communication devices or personal illness or disability, employment purposes, family, emergency, or other emergency. A trustee wishing to attend via communication devices must give advance notice to the board secretary of the desire to attend via communication devices unless notice is impractical. the circumstances supporting use of communication devices shall be announced at the start of a meeting and such circumstances shall be noted in the minutes of the meeting. Only trustees attending in person shall be counted toward establishing a quorum. a majority of the quorum must go in favor of a trustee attending via communication devices. In the case of emergent business, the board member attending via teleconference may be allowed to establish a quorum for the transaction of business.

Section 6: **ORDER OF BUSINESS**- the first order of business shall be the presidents ascertaining if there is a quorum present. If so, the president shall call the meeting to order. The board shall proceed to conduct the business before it. Normally, the order of business for regular meetings include, but not limited to, the following items which shall be covered in the sequence shown so far as circumstances will permit:

1. Rollcall of members
2. Disposition of minutes of previous meeting
3. Action on bills
4. Financial report
5. Committee reports
6. Communications
7. Unfinished business
8. New business
9. Librarians report
10. Public comment
11. Announcements
12. Adjournment

The president may vary the order of business.

Section 7: **DIRECTOR**- the library Director shall attend all meetings, may participate in the discussion and offer professional advice, but may not vote upon any question.

Section 8: **CONDUCT OF MEETINGS**- all meetings shall be conducted in accordance with Roberts rules of order (latest revised edition), the open meeting laws and the laws of the state of Michigan. The president shall preserve order and decorum and decide questions of order in the case of disturbance or disorderly conduct. The president shall have the power to:

1. Remove offenders
2. Clear the board room of all spectators
3. Suspend or adjourn the meeting

Section 9: **MAJORITY VOTE**- and affirmative vote of the majority of all members of the board Shall be necessary to approve any action of the board.

Section 10: **VOTE OF PRESIDENT**- the president may vote upon and may move or second a proposal before the board.

Section 11: **CITIZEN PARTICIPATION**- the board shall provide five minutes per person for citizen, comment. Prior to the beginning of the meeting, entry said citizens should indicate their desire to speak by signing their name and address on a form. The President will allocate five minutes per individual to speak. Persons addressing the board shall limit comments to items within the jurisdiction of the library board.

Section 12: **MOTIONS-** motion is not before the board until it has been seconded. Motion may be withdrawn by the proposer at any time before the vote is called. All authorizations to spend money shall be passed only by a role called vote dually recorded. An amendment to modify an original motion shall be an order, but no amendment shall be made that changes the intent of the original motion. All motions involving the hiring or dismissal of the Library Director must be approved by Five trustees.

Section 13: **CLOSED SESSIONS**- all meetings of the board, and its committees shall be open to the public and to the press except close sessions as limited by the Open Meetings Act. They closed session must be approved in open meeting by a majority vote, and the purpose of the close session recorded in the minutes of the open meeting. Only topic specified in the vote to close may be considered in the closed session. No final action may be taken at a closed session. All proceedings of a closed session shall be kept in strict confidence by all those in attendance. Closed sessions shall be recorded, and such recordings shall be preserved for at least 18 months and shall only be destroyed after the board has approved handmade public the minutes of the closed session. Under the Open Meetings Act, the minutes of all closed sessions will be reviewed by the board at the regular March meeting as to whether or not the minutes should remain sealed or can be publicly disclosed.

**ARTICLE VII- COMMITTEES**

Section 1: The President may appoint committees of one or more members each for such specific purposes as the business of the Board may require from time to time. The committee shall be considered to be discharged upon the completion of the purpose for which it was appointed and after its final report is made to the Board. The President may establish permanent committees of one or more members for the fiscal year. New committees of one or more members shall be appointed at the annual meeting. Ad Hoc Committees shall be appointed as needed.

Section 2: The President may appoint Trustees whom the Director may consult specifically on matters affecting budgetary planning, building security, personnel and library legislation, policies and procedures, and programming. The President may also designate a Trustee to act as liaison officer with various town and country agencies concerned with library matters.

Section 3: All committees shall make progress reports to the Board at each of its meetings.

Section 4: No committees will have other than advisory powers, unless, by suitable action of the Board, it is granted specific power to act.

**ARTICLE VIII- LIBRARY DIRECTOR**

Section 1: **DIRECTOR**- The board shall as Director of the library a person duly qualified to act as such.

Section 2: **DUTIES**- The Director shall be the executive officer of the library. The Director shall recommend to the board the appointment and specify the duties of other employees and shall be responsible for the proper direction and supervision of the staff, for the care and maintenance of Library property, for an adequate and property selection of books for the efficiency of library service to the public, and for its financial operation within the limits of the budgeted appropriation.

Section 3: **PERSONNEL APPOINTMENTS**- the Director shall have authority to hire employees with the approval of the board at the next regular meeting.

Section 4: **REPORTS**- the Director shall prepare and submit to the library board at each regular meeting, a report, (verbal or written) of matters concerning the library.

Section 5: **BUDGET**- the Director shall prepare a proposed annual budget for the operation of the library for consideration by the library board.

**ARTICLE IX- General**

Section 1: **PUBLICITY**- notice of all the regular meetings of the board shall be publicly announced at least five days prior. Such notice shall be posted within the building at the side and front doors. Special meetings shall be posted 18 hours prior to set meeting.

**ARTICLE X-Amendments and Dissolution**

Section 1: **AMENDMENTS**- these bylaws may be amended at any meeting of the board at which a quorum is present by the affirmative vote of a majority of all members of the board present.

Section 2: **DISSOLUTION**- In the event of dissolution of the Library, any remaining funds will be distributed in accordance with the provision of the Organizational Plan.