

SUPERIORLAND LIBRARY COOPERATIVE BY-LAWS

ARTICLE I AUTHORITY AND MEMBERSHIP

Section 1: Authority

The authority for the organization of the Superiorland Library Cooperative is Public Act 89, 1977.

The Cooperative is eligible to form a cooperative under section 6(c); One County plus portions of other counties with a population of at least 100,000 under P.A. 89, 1977.

Section 2: Membership

The Cooperative shall be open to any legally established public library that either

1. Meets the following eligibility requirements set forth in Section 5(a) through (d), P.A. 89, 1977:

- (a) Maintain a minimum local support of 3/10 mill on state equalized valuation;
- (b) Participate in the development of cooperative library plans;
- (c) Loan materials to other libraries participating in the cooperative library;
- (d) Maintain an open door policy to the residents of the state as provided by Section 9 of Article 8 of the state constitution of 1963;
- (e) Meet minimum standards for personal certification and for hours open as required by the rules and regulations for implementation of P.A. 89,1977.

2. Libraries that do not meet the requirements to qualify for state aid may be full members and purchase services from the Cooperative at a per capita rate equivalent to the per capita state aid rate paid by other full members.

The present service area of the Cooperative includes the following:

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Alanson Area Public Library
Alpena County Geo N. Fletcher Public Library
Bessemer Public Library
Calumet Public School Library
Carp Lake Township Library
Crawford County Library
Crystal Falls District Community Library
Curtis Public Library
Dickinson County Library
Escanaba Public Library
Forsyth Township Public Library
Gladstone School Public Library
Ironwood Carnegie Library
Ishpeming Public Library
Lake Linden-Hubbell School-Public Library
L'Anse Area School & Public Library
Mackinac Island Public Library

McMillan Township Library
Manistique School & Public Library
Menominee County Library
Munising School-Public Library
Negaunee Public Library
Ontonagon Township Library
Osceola Township Public Library
Peter White Public Library
Portage Lake District Library
Republic-Michigamme School-Public Library
Richmond Township Public Library
Roscommon Area District Library
St. Ignace Public Library
Spies Public Library
Superior District Library
Wakefield Public Library
West Iron District Library
Whitefish Township Community Library

Associate Membership includes the following libraries:

Bay Mills Community College Library
Little Traverse Bay Bands of Odawa Indians Cultural Library
Nah Tah Wahsh Public School Library
Ojibwa Community Library

Resolutions to join the Cooperative shall be adopted by local governing bodies and sent to the Department of Education [or Library of Michigan parent agency] and to the Board of Directors of the Superiorland Library Cooperative.

A request for termination of membership in the Cooperative must be filed with the Cooperative's Board of Directors and the Department of Education [or Library of Michigan parent agency] six (6) months prior to the end of the Cooperative's fiscal year.

Section 3: Associate Membership

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Public libraries that fail to meet the above requirements for membership may be associate members of the Cooperative provided the Cooperative's Board of Directors waives the membership requirements and provided the public library can show that the failure to meet the requirements is only a temporary condition. The library will be placed on probation and so notified by the Cooperative's Board.

Associate members shall not be represented among the voting members of the Board of Directors, but may be represented on the Advisory Board of Librarians.

Fees paid by associate members shall be on a contractual basis and shall be based on services rendered.

Any nonprofit library may become an associate member of the Cooperative.

ARTICLE II GOVERNING BOARD OF DIRECTORS

Section 1: Identity

The governing body of the Cooperative shall be a Board of Directors consisting of nine (9) voting members appointed by member library boards. Any adult resident of the Cooperative's service area, who is not a Cooperative employee or an immediate family member of a Cooperative employee, and who has been appointed by a member library board to represent that respective library, shall be eligible for election to the Board of Directors.

All member library boards shall appoint one representative to the Board. The nine (9) voting members shall be determined annually by election. Voting Board members shall serve three-year terms and will be elected from three Groups with an attempt to equalize population served among the Groups. If a library leaves the cooperative or a new library joins the cooperative, the Groups may be redistributed over the next three (3) fiscal years as needed to maintain similar populations served among Groups. In such cases, a committee shall be formed to consider the redistribution. The Groups and number of voting board members for each group shall be as follows:

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Group #1

- Number of voting representatives: Three (3)
- Number of libraries represented: Eleven (11)
- Libraries represented: Alanson Area Public Library, Calumet Public-School Library, Crystal Falls District Community Library, Curtis Public Library, Escanaba Public Library, Lake Linden-Hubbell School-Public Library, Ironwood Carnegie Library, Manistique School & Public Library, Republic-Michigamme School-Public Library, Superior District Library, West Iron District Library,

Group #2

- Number of voting representatives: Three (3)
- Number of libraries represented: Twelve (12)
- Libraries represented: Forsyth Township Public Library, Ishpeming Public Library, L'Anse Area School & Public Library, Mackinac Island Public Library, McMillan Township Library, Menominee County Library, Negaunee Public Library, Osceola Township School-Public Library, Peter White Public Library, Portage Lake District Library, Richmond Township Library, St. Ignace Public Library

Group #3

- Number of voting representatives: Three (3)
- Number of libraries represented: Eleven (12)
- Libraries represented: Alpena George N. Fletcher Public Library, Bessemer Public Library, Carp Lake Township Library, Crawford County Library, Dickinson County Library, Gladstone School-Public Library, Munising School-Public Library, Ontonagon Public Library, Roscommon Area District Library, Spies Public Library, Wakefield Public Library, Whitefish Township Community Library

Each Group shall elect a board member every fiscal year. Terms shall be three (3) years and elections for partial terms may be held by Groups as needed. Library boards within each Group may nominate the representative from their library or another library within the Group for annual open positions. Nominations must be made before the end of the third quarter of the current fiscal year and reported to the Cooperative. During the first year of this reorganization, each Group will elect three (3) representatives who will serve 1, 2, and 3-year terms respectively. Terms of service for the voting members of the Board of Directors shall begin at the adjournment of

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the Annual Meeting of the fiscal year in which they were elected, and run through the adjournment of the Annual Meeting in September of the following year. This changeover at the end of the Annual Meeting allows for the convening of an Organizational Meeting for the new fiscal year Board of Directors immediately following the Annual Meeting of the closing fiscal year. The Organizational Meeting agenda may be limited to the nomination and election of officers and committee assignments. There shall not be a limit on the number of terms a representative may serve if nominated and elected by a Group to the cooperative board.

Nominations shall be made from the pool of appointed library representatives within a Group. If no nominations can be made within the Group, then the election results from the remaining Groups may be used to select members until there are nine voting board members.

The Cooperative shall prepare ballots and distribute to the member libraries in each Group at the end of the third quarter of the fiscal year. Member library boards shall cast their vote and report to the Cooperative before the Cooperative's annual meeting, held in September. The nominee from each Group receiving the most votes within the group shall be elected to the Board of Directors and will serve a 3-year term.

The absence of a voting board member from three consecutive cooperative board meetings will be cause for termination of the voting rights for that board member. The Group will be notified when its representative has missed two consecutive board meetings. If the voting member from that Group does not attend the next cooperative board meeting, the Group will have 60 days to elect a new member; the Cooperative will assist with ballot creation and collection as needed. Similarly, if a board member position becomes vacant as a result of a member's resignation, death, or dismissal due to a violation of the oath of office, the affected Group will have 60 days to elect a new member.

If the Group does not elect a new voting member within 60 days, the Board of Directors may nominate a person to fill the open position. If the nominated person accepts, he or she shall be seated as a voting member upon a majority vote of the other board members present at a scheduled meeting, provided a quorum is present. Once the vacancy has been filled, the appointed person shall serve as a voting member until the next scheduled election. The person nominated by the Board of Directors can be any

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adult resident of the Cooperative's service area, who is not a Cooperative employee or an immediate family member of a Cooperative employee.

The resignation of a board member may be given orally or in writing and must be accepted by a majority of the other board members present at a scheduled meeting, provided a quorum is present.

The Director of the Cooperative shall be an ex-officio member of the Board of Directors without voting privilege.

Section 2: Duties

The cooperative board is a body corporate and may sue and be sued.

Duties of the Board of Directors shall be those provided in Section 8(2) (a) through (j) of P.A. 89, 1977 as amended:

- (a) Operate the cooperative library and manage and control the Cooperative's funds and property;
- (b) Select a chairperson;
- (c) Establish, maintain, and operate services for public libraries in the Cooperative's area;
- (d) Appoint a director or coordinator to administer the Cooperative, fix that person's compensation, and delegate to that person those powers the delegation of which is in the best interest of the Cooperative, including the power to hire necessary employees;
- (e) Acquire books, periodicals, library materials, equipment, supplies or other personal property by purchase, installment purchase contract, or lease with or without an option to purchase, or enter into a loan agreement and borrow money for that purpose;
- (f) Erect buildings or acquire real property, including buildings and fixtures, by purchase, land contract, installment purchase contract, or lease with or without an option to purchase, or enter into a loan agreement and borrow money for that purpose;

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- (g) Enter into contracts to receive service from or give service to libraries in the state, including public, school, academic, cooperative, or special libraries and political sub-divisions of the state;
- (h) Exclusively control expenditures for the Cooperative library;
- (i) Accept gifts and donations of property for the benefit of the Cooperative and for the purposes for which donated;
- (j) Adopt by-laws and rules not inconsistent with this act for its own government and do those things necessary to carry out the purposes of this act.

The Board of Directors of the Superiorland Library Cooperative does not have any jurisdiction over the property or management of local libraries or their boards.

Section 3: Limitation of Section 2 (e) and (f).

All of the following shall apply to an installment purchase contract, land contract, loan agreement or lease purchase contract entered into pursuant to Section 2 (e) or (f) above:

- (a) The contract shall not constitute an indebtedness of any member of the cooperative library within any constitutional charter, or statutory limitation.
- (b) Principal and interest are payable solely from the revenues of the cooperative library.
- (c) No member of the cooperative library shall pledge its full faith and credit to the payment of principal and interest on the contract.
- (d) Interest on the unpaid principal amount of the contract shall not be treated as excluded from gross income under the Internal Revenue Code.

An installment purchase contract, land contract, lease purchase contract, or loan agreement entered into shall contain a statement setting forth the provisions of this Section 3 (a) through (d).

Section 4: Limitation of personal liability of volunteer directors.

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No volunteer director of the Cooperative shall be personally liable to the Cooperative or its members for monetary damages for breach of the director's fiduciary duty; provided, however, this provision shall not eliminate or limit the liability of a director for any of the following:

- (a) a breach of the director's duty of loyalty to the Cooperative, Cooperative or its members;
- (b) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law;
- (c) a violation of Section 551(1) of the Michigan Nonprofit Corporation Act;
- (d) a transaction from which the director derived an improper personal benefit;
- (e) an act or omission occurring before January 1, 1988; or,
- (f) an act of omission that is grossly negligent.

ARTICLE III OFFICERS OF THE BOARD OF DIRECTORS

Section 1: Identity

The Officers shall be a chairperson, a vice-chairperson, and a secretary-treasurer elected at the annual Organizational Meeting from among the nine voting member Board of Directors.

Section 2: Term of Office

Officers shall serve a term of one year from the Organizational meeting at which they are elected and until their successors are duly elected.

Section 3: Duties

The Officers shall perform the duties generally associated with their offices and such others as may be designated by the Board.

ARTICLE IV FISCAL RESPONSIBILITIES

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Section 1: Fiscal Year

The fiscal year for the Cooperative shall be from October 1 through September 30.

Section 2: Funding

Funds for the Cooperative shall be kept in separate accounts from any local library. The Board must approve an annual budget and may review expenditures at any time.

The Cooperative shall complete an annual audit report. The audit will be accepted by the Board of Directors and filed at the Library of Michigan within ten (10) months following the close of each fiscal year.

The Cooperative shall be funded by direct state aid authorized by P.A. 89, 1977, and by indirect state aid paid by member libraries to the Cooperative.

The Cooperative may also receive state and federal grants in addition to those mentioned above and private funds as available.

State aid paid to the Cooperative may be used for any Board approved expenditures. Member libraries and associate members may contract with the Cooperative for additional services. Other libraries, library cooperatives, and political subdivisions of the state may contract with the Superiorland Library Cooperative for services. Fees for services will be determined by the Board.

Financial statements will be presented at each Board meeting.

ARTICLE V MEETINGS

Section 1: Regular Meetings

Regular meetings of the Board of Directors shall be held no less than 4 times a year with the times and locations for the fiscal year to be determined by the Board of Directors at the Organizational meeting.

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Section 2: Annual Meeting

The Advisory Board of Librarians, which includes representatives of all member libraries, shall develop a Plan of Service for each fiscal year and recommend that Plan to the Board of Directors for adoption at the Annual Meeting. The annual meeting shall be held in September and shall be for the purpose of adopting a Plan of Service and Annual Budget for the new fiscal year.

Section 3: Special Meetings

Special meetings may be called by the Chairperson or at the written request of 5 members of the Board of Directors or at the written request of 5 members of the Advisory Board of Librarians. The transaction of business shall be stated in the call for the meeting. If a decision is required at the special meeting, the question shall be included in the call for the meeting. The call for a special meeting shall be at least 18 hours prior to the time set for the meeting.

Section 4: Quorum

A quorum for the transaction of business shall consist of a majority of the total nine (9) member Board of Directors.

Section 5: Order of Business

The order of business for regular meetings shall be as follows:

- (a) Call to order;
- (b) Approval of agenda;
- (c) Approval of minutes as read or corrected;
- (d) Financial report;
- (e) Director's report;
- (f) Committee reports;
- (g) Public participation;
- (h) Unfinished business;
- (i) New business;
- (j) Adjournment.

Section 6: Authority for Rules of Order

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Situations not covered by these by-laws or by the policies of the Board shall be governed by Roberts Rules of Order, Revised.

Section 7: Open Meetings Act.

Regular and special meetings of the Board of Directors shall be held in compliance with the Michigan Open Meetings Act.

ARTICLE VI DIRECTOR OF THE COOPERATIVE & ADVISORY BOARD OF LIBRARIANS

Section 1: Appointment of the Director of the Cooperative

The Board shall appoint a director or coordinator to administer the Cooperative, fix that person's compensation, and delegate those powers to that person as are in the best interest of the Cooperative, including the power to hire necessary employees, to specify their duties, and to supervise all staff.

Section 2: Responsibilities of Cooperative Director

The Director of the Cooperative shall be responsible to the Board for the following: (a) the care and maintenance of library equipment and property; (b) the administration of the Cooperative's daily business; (c) the implementation of Board approved policies; (d) keeping the trustees informed of matters related to the Cooperative or to themselves as board members; (e) preparing a preliminary draft of an Annual Budget; (f) preparing a Plan of Service for Board approval; and (g) assisting the Board in its decisions on policies, budget, public relations, and other such matters.

Section 3: Advisory Board of Librarians

The Advisory Board of Librarians shall consist of the director of each member library or other designated representative appointed by the director of each member library. Each full member library is entitled to one voting member on the Advisory Board of Librarians. The Advisory Board shall meet separately at least once each year to develop a Plan of Service.

The Advisory Board of Librarians may hold other meetings throughout the year as determined by the group. Minutes will be kept of meetings and will be available

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to the Board of Directors, as will the Board of Directors' minutes be available to the Advisory Board of Librarians

The Advisory Board of Librarians may call for a special meeting of the Board of Directors according to the procedure set forth in Article V. Section 3. Special Meetings.

ARTICLE VII COMMITTEES

Section 1: Standing Committees

Standing committees, including a Nominating Committee and others as needed, shall be established by the Board. Members may be appointed by the Chairperson of the Board.

Section 2: Temporary Committees

In most matters the Board shall act as a committee of the whole, but temporary committees may be appointed at the discretion of the Chairperson of the Board. The temporary committee shall be considered discharged upon completion of its assignment and final report to the Board.

ARTICLE VIII GENERAL

Section 1: Amendment of the By-Laws.

The By-Laws may be amended by a 2/3 majority vote of members present at an official meeting of the Board provided that the amendment was included in the call for the previous meeting and was discussed at said meeting and provision was made for a ballot by mail.

Section 2: Policy on Disputes.

Superiorland Library Cooperative is committed to resolving disputes at the local level. The following procedures will be followed:

1. The director of the public library concerned will meet with the director of the cooperative and attempt in good faith to resolve any problems.

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2. If a resolution of the problem is still not possible, the board of each library concerned, following a review of the issue, will petition the cooperative director and board in writing for redress of the matters in dispute specifying the remedies sought.

3. The cooperative director will present the petition to the Cooperative Board within 90 days along with his or her recommendations. The cooperative director will report the Board's decision to all parties concerned, promptly and in writing. When a dispute cannot be resolved on the local level, the Department of Education [or Library of Michigan parent agency] may hear the case. The decision of the Department of Education [or Library of Michigan parent agency] shall be final.

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