

**CHELSEA DISTRICT LIBRARY  
BOARD OF TRUSTEES**

**BYLAWS**

**ARTICLE I**

**NAME**

Section 1. This organization shall initially be known as the Chelsea District Library.

**ARTICLE II**

**MEMBERSHIP**

Section 1. In accordance with Public Act 24 of 1989 (the "District Library Act") the Chelsea District Library shall be governed by an appointed board (the "Board" or "Board of Trustees") whose number of Trustees and terms of office are described in the Amended and Restated District Library Agreement, dated January 27, 1998, creating the Chelsea District Library, or in subsequent amendments of that agreement.

Section 2. In accordance with Section 8(2) of the District Library Act, the Governor of the State of Michigan shall have the power to remove a Trustee for cause, pursuant to the provisions of Section 10 of Article V of the State Constitution of 1963, as amended. Vacancies shall arise in the event of the removal by the governor, resignation, death, conviction of a felony, in the event a Trustee ceases to be a resident of the District or otherwise as provided by law. In the event of a vacancy, the Party which appointed the Trustee whose position has become vacant shall appoint a replacement therefor within 3 months of the vacancy. In the event no such replacement shall have been appointed by the appropriate Party at the end of such 3-month period, the Board shall have the power to appoint a replacement, whose term shall extend to the end of the term of the former Trustee. If the Board is required to appoint a replacement, the Board shall request that the Director solicit qualified candidates. The Board shall invite the candidates to introduce themselves and respond to questions, followed by Board discussion, at an open meeting held pursuant to the Open Meetings Act. In order to be appointed, a candidate must receive the approval by open vote of a majority of the Trustees then qualified and serving unless otherwise provided in this Section. If no candidate receives the required majority, a majority of the Trustees then qualified and serving may decide to resume the discussion until a resolution is made, or solicit a new list of candidates. Persons appointed to fill a vacancy occurring during a term shall be appointed for the remaining period of the term.

Section 3. In the event that a term of office is about to expire for a Trustee originally appointed by the Board, the Board may request that the Director solicit qualified candidates. The Board shall invite the candidates to introduce themselves and respond to questions, followed by Board discussion, at an open meeting held pursuant to the Open Meetings Act. In order to be appointed, a candidate must receive the approval by open vote of a majority of the Trustees then qualified and serving unless otherwise provided in this Section. If no candidate receives the

required majority, a majority of the Trustees then qualified and serving may decide to resume the discussion until a resolution is made, or solicit a new list of candidates. The term of office for the appointed Trustee shall be four (4) years.

In the event a term of office is about to expire for a Trustee originally appointed by a Party, the Board authorizes the Director to request approval of the appointment from the Party and to assist the Party, if requested by the Party, in filling in the appointment, including soliciting qualified candidates on behalf of the Party. The term of office for the appointed Trustee shall be four (4) years.

### **ARTICLE III**

#### **POWERS OF THE BOARD OF TRUSTEES**

Section 1. The Board of Trustees may exercise any and all of the powers granted to it in the District Library Act. By resolution of the Board, the Board may delegate such powers to the Officers of the Board and/or the Library Director as it deems necessary.

Section 2. The Board of Trustees shall have the exclusive control of the budget of the Library. The fiscal year of the District Library shall be the annual period commencing January 1 and ending the following December 31.

Section 3. The Library Board shall prepare and publish an annual budget and shall obtain an annual audit by an independent certified public accountant selected by the Board, all in accordance with the Uniform Budgeting and Accounting Act, being Act No. 2 of the Public Laws of Michigan of 1968, as amended.

### **ARTICLE IV**

#### **OFFICERS**

Section 1. Officers of the Board shall be President, President-Elect, Secretary, and Treasurer.

Section 2. The Nominating Committee shall request nominations from the board no later than two months prior to the annual meeting.

Section 3. The officers shall be elected for a term of one (1) year at the annual meeting of the Board. Officers shall not serve more than two full consecutive terms for the same office.

Section 4. Vacancies in office shall be filled by the Board at the next regular meeting of the Board following the occurrence of a vacancy, except for the office of President, in which case the President-Elect shall assume the duties of the office for the unexpired term. A successor President-Elect shall be elected to fill the vacancy so created in that office.

## **ARTICLE V**

### **DUTIES OF THE OFFICERS**

Section 1. The President shall preside at all meetings, appoint committees with the approval of the Board, authorize calls for any special meetings and generally perform the duties of a presiding officer.

Section 2. The President-Elect shall have one year to prepare for their role as leader of the Board by working closely with the President. In the absence of the President, the President-Elect shall perform the duties of the President. In the case of the resignation, disability or death of the President, the President-Elect shall assume the office for the unexpired term. The President-Elect shall chair the nominating committee.

Section 3. The Secretary of the Board shall see that a true and accurate account of all proceedings of the Board meetings is kept. In compliance with any requirements of state law regarding the holding of meetings, the Secretary shall issue notices of all regular meetings, and, on the authorization of the President, of all special meetings, and shall have the custody of the minutes and other records of the Board of Trustees. At the annual meeting of the Library Board, the board may approve the Secretary to delegate any of these responsibilities to the Library Director.

Section 4. The Treasurer shall have charge of the funds of the Chelsea District Library, providing for their safe custody and investment as directed by the Board, subject to limitations for investment of public funds as provided by law. The Treasurer shall control expenditures from the Library fund through a system of vouchers presented by authorized personnel. A record of all moneys received or deposited to the Library fund, and all disbursements, sales and transfers from the fund shall be kept by the Treasurer, and reported monthly to the Board of Trustees 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. At the annual meeting of the Library Board, the board may approve the Treasurer to delegate any of these responsibilities to the Library Director.

## **ARTICLE VI**

### **MEETINGS**

Section 1. The regular meetings of the Chelsea District Library Board shall be held on the dates and at the time set by the Board at its annual meeting. Within ten (10) days following the annual meeting a notice shall be posted in a public place setting forth the dates, times, and places of all regular meetings scheduled for the ensuing year. Any changes to this schedule, as required, shall be posted in the monthly announcement of the regular meeting and as required under the Open Meetings Act.

Section 2. The annual meeting of the Library Board shall be the first regular meeting of the fiscal year, and shall be for the purpose of the election of officers and consideration of such other organizational matters as may be required.

Section 3. Special meetings may be called by the President or upon written request of two Trustees, provided that notice of the meeting shall comply with the Open Meetings Act. The Secretary shall make reasonable efforts to notify the trustees of the meeting. The announcement of a special meeting at any meeting at which a quorum is present shall be sufficient notice to the trustees of such meeting. Trustees not present at the time of announcement of such special meeting shall be notified by the Secretary.

Section 4. Agenda and accompanying materials shall be distributed by the Secretary to all Trustees before the meeting. The full preliminary agenda of the meeting, including specific discussion and action items, special presentations to the Board, and closed sessions, shall be set by the President with the assistance of the Library Director. Any Trustee may place any matter on the prepared agenda by making a request to the President or the Library Director.

Section 5. The following items constitute the minimum agenda for regular meetings:

- Call to order and attendance
- Revision and approval of the agenda
- Approval of minutes
- Financial report and approval of the checks
- Library Director's report and questions from the Board
- Communications
- Public comment
- Action items
- Major discussion topics
- Committee reports
- Public and Board comment
- Adjournment

Section 6. A quorum for the transaction of business shall consist of a majority of the Trustees qualified and serving.

Section 7. Any Board action, to be official, must be approved at an official Board meeting by a majority of quorum, unless a greater vote is required by law or elsewhere in these Bylaws or unless the Board is filling a vacancy or an expired term as set forth in Sections 2 and 3.

Section 8. The procedure for action at the meeting shall be as follows:

- a. All actions, whether by resolution or by motion, shall be moved and supported before discussion. If a motion is not supported, it shall not be taken up for discussion.
- b. After an action is moved and supported, it shall be open for discussion by the Board.
- c. Any motion or resolution under discussion may be amended prior to adoption by the following action:

- (1) The proposed amendment is moved and supported.
  - (2) The proposed amendment is open for discussion.
  - (3) Following discussion, or upon request by a Trustee, the President shall call the amendment for approval.
  - (4) If the amendment passes by majority vote, the originally proposed action shall be considered as amended.
- d. The President shall call for a vote on the question when there is no further discussion, or upon request by a Trustee, if the request is supported, and approved by a majority of Trustees qualified and serving.
  - e. All actions of the Board shall be by voice vote signifying “Aye” or “Nay,” unless a roll call vote is required by law, or required elsewhere in these Bylaws, or requested by a Trustee, if the request is supported and approved by a majority of Trustees in attendance.
  - f. Proposed amendments to the agenda shall be by motion, support and vote.
  - g. Trustees must obtain recognition from the President before speaking.

Section 9. The Board shall not act on an item of business in the same meeting at which it is originally discussed unless action is necessary before the next regular meeting of the Board, or unless the Board first acts to bring the item to action by a majority vote of all Trustees qualified and serving.

## **ARTICLE VII**

### **LIBRARY DIRECTOR**

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

Section 2. The Library Director shall have sole charge of the administration of the Library under the direction and review of the Board. The Library Director shall be responsible for the care of the building and equipment; for the employment, development, and direction of the staff; for the efficiency of the Library’s service to the community; for the annual preparation of a budget proposal; for the operation of the Library under the financial conditions set forth in the budget approved by the Board; and for submission to the Board an annual report after the approval of the previous year’s audit, including the financial statements; and for keeping Trustees informed, in a manner and at times specified by the Board, of activities and needs relevant to the responsibilities of the Board.

Section 3. The Library Director or the Library Director's representative shall be expected to attend all meetings of the Board.

## ARTICLE VIII

### AMENDMENTS

Section 1. These bylaws may be amended at any regular meeting of the Board by a majority vote of all Trustees qualified and serving, provided the amendment was presented in writing at the previous regular meeting.

Adopted by the Chelsea District Library Board of Trustees at its special meeting on ~~January 21, 1997~~. September 17, 2002

By: [Signed] Nancy Schumann  
Its: Secretary

Amended and Adopted by the Chelsea District Library Board of Trustees at its regular meeting on April 19, 2005.

By: [Signed] Gregory P. DeGraff  
Its: Secretary

Amended and Adopted by the Chelsea District Library Board of Trustees at its regular meeting on February 19, 2013.

By: [Signed] J. Miller  
Its: Secretary

Amended and Adopted by the Chelsea District Library Board of Trustees at its regular meeting on May 21, 2013.

By: [Signed] J. Miller  
Its: Secretary

Amended and Adopted by the Chelsea District Library Board of Trustees at its regular meeting on November 19, 2019.

By: [Signed] TJ Helfferich  
Its: President-Elect (In absence of Secretary, Anne Merkel)