



Kalamazoo
Public Library

KALAMAZOO PUBLIC LIBRARY BOARD OF TRUSTEE BYLAWS

June 27, 2022 (revised)

The undersigned have been constituted a Board of Trustees of a District Library under Act 24 of Public Acts of 1989 of the State of Michigan, as amended (MCL 397.717 *et seq.*) and have adopted the following as their Restated Bylaws at a regular meeting held on the 27th day of June, 2022.

Article I - Name of Library District

1.1 The corporate name of the District is “Kalamazoo Public Library.”

1.2 The purpose of Kalamazoo Public Library is to operate and provide library services to all citizens in the School District of the City of Kalamazoo, to all citizens in the Charter Township of Oshtemo and to all citizens not served by another legally established library in the City of Kalamazoo and the Charter Township of Kalamazoo, to operate the Kalamazoo Public Library Endowment, to receive, hold, and make lawful and appropriate use of such funds or property as may be received by legacy or devise, gift, or in any other manner, and to exercise such powers and fulfill such duties as the Act above referred to permits or imposes.

Article II - Elections of Trustees

2.1 Elections: All district library elections will be consistent with the specifications of Public Act 24 of 1989, as amended by Public Act 540 of 2002, and as further amended hereafter.

2.2 Vacancies: In the event a vacancy occurs during the term of any Board Member, the vacancy shall be filled by appointment followed by election as prescribed in P.A. 24 of 1989. The Board shall determine the method used to identify (a) person(s) interested in appointment, and appointment shall be by majority vote of the remaining Board members.

Article III - Duties of the Trustees

The Board of Trustees shall have the following powers and duties:

3.1 Library System: To maintain a public library system for the District.

3.2 Library Policy: To establish policies by which the District Library shall be operated. Board policies shall be general statements, narrow enough to give clear guidance, but broad enough

to leave room for administrative discretion. The Board will be informed on a regular basis as to administrative procedures and proposed changes in such procedures. The Board periodically shall review and appraise existing policies. Policy statements outlining conclusions adopted by the Board require a majority vote. When appropriate, supplementary administrative procedures will be issued.

3.3 Library Services: To provide for, establish, carry on and review such library services as it shall deem necessary or desirable for the maintenance and improvement of the public service offered by the District Library.

3.4 District Library Director: To employ as director a suitable person, who shall have responsibility and authority to administer the District Library in conformity with policies established by the Board and shall direct all phases of Library operations. The Director shall hold office for a term fixed by the Board of Trustees, not to exceed a three year period, to be renewable at the option of the board. The Board shall no less frequently than annually review the performance of the Director.

3.5 Financial Oversight: To oversee the finances of the District by:

3.5.1 Providing for the deposit of the funds of the District Library in such depositories as may be determined to be in the best interest of the District from time to time, and to determine the manner in which checks drawn against funds shall be signed.

3.5.2 Adopting an annual budget for the operation and maintenance of the District Library. A public hearing shall be held by the Board of Trustees prior to the final adoption of said budget. Notice of said public hearing shall be given by publication of said notice in a newspaper of general circulation within the Kalamazoo Public library district at least six days prior to such hearing, said notice to include the time and place where a copy of such budget is available for public inspection. Expenditures shall be in accordance with the budget finally adopted except as amended by action of the Board; provided, however, that no transfer shall be made from one statutory fund to another.

3.5.3 Making an estimate annually on a day to be determined by the Board of the amount of taxes deemed necessary for the ensuing year, which estimate shall specify the amounts required for the different objects, and to report the same as the regular library tax levy for such District to the proper assessing officer or officers.

3.6 Library Property:

3.6.1 To have the care and custody of all District Library property and to provide suitable library facilities.

3.6.2 To hold, acquire, purchase or lease in the name of the District Library, such site or sites within or without the district for libraries, administration buildings, other buildings and any other property as may be necessary in the foreseeable future; to purchase, lease, acquire, erect or build and equip such buildings for library use as may be

necessary; to pay for the same out of the funds of the District Library provided for the purpose; to sell, exchange, or lease, subject to the District Library Agreement and Public Act 24 of 1989, any real or personal property of the District Library which is no longer required thereby for the library purposes; and, to give proper deeds, bills of sale or other instruments passing title to the same.

3.7 Raising and Borrowing Money: To initiate the necessary procedures to raise or borrow money for library purposes by any means authorized by the law.

3.8 Library Staff: To authorize and oversee employment by the Director of such professional librarians and such other personnel as are necessary for the management of the District Library and its property, and to review and approve the Director's prescription of their duties. To determine the salaries and benefits for all District Library personnel. To negotiate with the duly appointed representatives of such employees including by collective bargaining with certified bargaining units.

3.9 Reports:

3.9.1 To require and consider reports of the administrative officers concerning the goals and progress of the District Library.

3.9.2 To make such reports to the Library of Michigan and other state officials at such times and in such forms as may be prescribed.

3.9.3 To provide for the preparation and release of the approved minutes of the Board's proceedings in such manner as the Board may decide.

3.10 Employment of Professionals: To engage the services of such professionals as it determines are in the interests of the Board and the District, and as required by law. This includes without limitation of the foregoing the power:

3.10.1 To employ legal counsel which shall advise and represent the Board and, at its designation, the Director and other staff. Such counsel shall attend those meetings of the Board of Trustees at which legal counsel is requested.

3.10.2 To employ a recognized firm of certified public accountants for the annual audit and such other duties are required.

3.11 Committees: To establish on the recommendation of the President with the approval of the Board such standing and *ad hoc* committees as are deemed necessary for the effective and efficient operation of the Library. No committee will constitute a majority of the Board. Committees shall report recommendations to the Board for appropriate action as to such matters as fall under the charge of each committee. Committees shall not have the authority to bind the Board or District by their own action. The President of the Board shall be an ex-officio member of all committees; however, attendance by the President would count toward a quorum.

Participation in meetings shall be consistent with the Michigan Open Meetings Act and other applicable laws and/or regulations (please refer to established procedures).

3.11.1 The Board authorizes standing committees as follows:

A. Personnel Committee: The purpose of the Personnel Committee shall be to recommend lawful, up to date human resource policies to assure that Kalamazoo Public Library recruits, employs, develops and retains qualified, diverse, and competent personnel; and to support the Director in establishing a system of procedural controls to assure a responsible administration of human resources policies.

1. The responsibilities of the Personnel Committee include conducting the annual evaluation of the Director.

The Board shall adopt a Statement of Responsibilities of the Committee as a policy of the Board.

The Personnel Committee shall consist of the Vice President of the Board, two additional Trustees, Director of the Library, and Head of Human Resources. The Director of the Library and Head of Human Resources serve as ex officio members.

B. Finance and Budget Committee: The purpose of the Finance and Budget Committee shall be to oversee, recommend, and monitor financial, budgetary and administrative policies, procedures, practices, and planning within the Kalamazoo Public Library.

The committee will have the following charge:

1. Assure that the Library is adequately funded to meet short and long term needs.
2. Assure that the Library has policies and systems of procedural control, and practices to assure conservation of public funds and wise management of assets.
3. Assure that the Library is operated in a financially sound, balanced manner consistent with the best interest of the public and the institution.
4. Oversee the investment of funds.
5. Work with and oversee Library management in carrying out committee functions, and delegate such functions to management as are consistent with proper and prudent stewardship of public funds.

The Board shall adopt a Statement of Responsibilities of the Committee as a policy of the Board.

The Finance and Budget Committee shall consist of the Treasurer of the Board, two additional Trustees, Director of the Library, and Head of Finance. The Director of the Library and Head of Finance shall serve as ex officio members.

C. Fund Development and Allocation Committee: The purpose of the Fund Development and Allocation Committee shall be to secure funds for programs, resources or personnel not able to be provided for in the regular tax-supported operations budget. The work of the committee shall complement the strategic plan of Kalamazoo Public Library (hereinafter referred to as "KPL").

The committee will have the following responsibilities:

1. Promote public awareness and support of KPL and the Kalamazoo Public Library Endowment (hereinafter referred to as "the Endowment").
2. Provide strategic and policy direction to KPL for all KPL fund development practices and procedures including both passive provision for and active solicitation of gifts and grants from supporters of KPL and for both public and private fundraising efforts.
3. Recommend to the KPL Board of Trustees a properly licensed and qualified advisor (who may but need not be an employee of KPL) for the Endowment funds.
4. Monitor, evaluate and make recommendations on the work of the Endowment advisor.
5. Monitor, evaluate and manage the investment of the Endowment funds including setting benchmarks for evaluation of the Endowment advisor.
6. Provide strategic and policy direction to KPL for the expenditure of Endowment income.
7. Direct the application and allocation of the income from the Endowment.

The committee shall consist of seven (7) members including the President of the KPL Board of Trustees, the Treasurer of the KPL Board of Trustees and one other trustee as well as a representative from the Friends of the Kalamazoo Public Library and, as ex officio members, the KPL Director, Head of Finance, and a member of KPL's management team be designated by the Director. The Head of Finance shall

serve as the committee staff person. The committee may be augmented pursuant to the Fund Development and Allocation Policy.

The ex officio members of the committee shall have full committee rights and responsibilities except they shall not vote on the application and allocation of the income from the Endowment but they shall bring recommendations to the committee for application and allocation of the income from the Endowment.

3.12 Other Duties: To perform such other duties as are prescribed by law or Public Act 24 of 1989, including the making of reasonable rules and regulations relative to anything necessary for the proper establishment, maintenance, management and carrying on of the District Library.

Article IV - Board of Trustee Organization

4.1 Election of Officers; Nominations:

4.1.1 The election of officers of the Board of Trustees shall be held during the first regular meeting in January of each year. The election shall be immediately following the swearing in of any newly elected Trustees.

4.1.2 In November of each year an *ad hoc* Nominating Committee consisting of those Trustees who are not officers of the Board shall be constituted. The Chair shall be the Trustee so designated by the President. The Committee shall privately canvass all Trustees to determine each Trustee's preferences as to who should fill Board offices, and each Trustee's willingness to serve. Based upon this canvass, the Committee shall recommend a slate of officers at a Board meeting not later than the first regular meeting in January. Competing nominations may be offered when the recommendation is received or at any time prior to the meeting at which the election is held.

4.2 Officers: The officers of the Board of Trustees shall be a President, Vice-President, Secretary and Treasurer. All officers of the Board shall be elected Trustees.

4.3 Method of Election: The offices of the President, Vice-President, Secretary and Treasurer shall be filled by open and public voting following nominations. Not less than four (4) votes shall be necessary for the election of an individual to an office.

4.4 Duties of the President: The President shall:

- A. Preside at all meetings of the Board of Trustees, following the proper order of business as hereinafter provided.
- B. Appoint all standing and *ad hoc* committees and the chairs of such committees, subject to approval by the Board.
- C. Call special or emergency meetings of the Board as may herein be provided.

D. As a member of the Board, the President may speak, deliberate, vote, or abstain from voting on any matter that comes before the Board unless there is a conflict of interest. Notwithstanding parliamentary rules, the President may move or second the motion of any issue that comes before the Board.

E. Perform such other duties as may be prescribed by District Library law or by any action to the Board of Trustees.

4.5 Duties of the Vice President: The Vice President shall have the power to perform the duties of the President in case of the absence of that officer and shall have such other duties as the Board may direct.

A. The duties of the Vice President shall include chairing the Personnel Committee.

4.6 Duties of the Secretary: The duties of the Secretary shall be as follows:

A. To keep or cause to be kept a record of the proceedings of all regular and special meetings of the Board of Trustees.

B. To keep or cause to be kept in custody all records of the Board, except such as are assigned to others.

C. To cause to be printed the purpose and approved minutes of all regular and special meetings of the Board of Trustees; to cause such minutes to be open and available for public inspection as required by law; and to have two complete sets placed in bound volumes each year, each volume to include a certification thereof by the Secretary. Said volumes shall be filed as follows: one in the Library's Director's office and one in the Kalamazoo Public Library Local History Room. Minutes shall be approved by the Board as part of its consent calendar unless otherwise ordered, and shall be signed by the Secretary.

D. To post or cause to be posted public notice of all regular and special meetings of the Board of Trustees; to send out or cause to be sent out proper notice of all regular or special meetings to members of the Board.

E. To conduct or cause to be conducted the official correspondence for the Board of Trustees unless otherwise ordered.

F. To have custody or designate custody of all surety bonds, deeds, abstracts, leases and all other contracts separately or in conjunction with others as the Board may direct.

G. To designate the keeper of all official records of the Board of Trustees.

H. To administer or cause to be administered all regular and special elections of the Library District.

I. To file or cause to be filed a certified copy of a resolution of the Board certifying the taxes to be levied on the taxable property within the District as approved by the electors of the District or the Board with officials according to P.A. 24 of 1989.

J. To perform such other duties as prescribed by law or by action of the Board of Trustees.

K. To be assisted in these duties by one or more members of the Library staff designated by the Director.

4.7 Duties of the Treasurer: The duties of the Treasurer, who shall delegate to the designated District Library administrator responsibility for administration of the Library's assets and funds in accordance with the law, shall be:

A. To keep or cause to be kept funds of the Library.

B. To keep or cause to be kept proper accounts of all funds.

C. To cause to be submitted to the Board of Trustees all financial reports of the District Library and to approve and sign all financial reports after submission and acceptance by the Board.

D. To act as custodian of all bonds, instruments and securities owned by the Library.

E. To furnish or cause to be furnished adequate errors and omissions and liability insurance coverage for Trustees, the cost of which shall be budgeted by the Library.

F. To keep or cause to be kept an account of all returns received on Library funds and cause such returns to be credited to the general accounts of the Library.

G. To chair the Finance and Budget Committee, and in such role, perform such ministerial and oversight duties as are delegated by the Committee, and cause a report of such actions to be provided to the Board.

H. To perform such other duties as are prescribed by law or by action of the Board of Trustees.

I. To be assisted in these duties by members of the Library staff as designated by the Director.

4.8 Committee Reports: Recommendations of all committees shall be presented to the Board of Trustees at scheduled meetings.

Article V- Procedure of the Board of Trustees

5.1 Meetings:

A. The regular meetings of the Board of Trustees to consider library matters shall be held on the fourth Monday of each month at the Central Library Board Room, 315 South Rose Street, or at such other places as may be designated by the Board of Trustees from time to time, beginning at 5:00 p.m. or at such other time as the President in consultation with the full board deems appropriate. If the fourth Monday is a holiday or is impracticable, the Board of Trustees shall establish alternative dates for the year at the first regularly scheduled meeting in June. Public notice of regular meetings of the Board of Trustees shall be given as required by law.

B. Special meeting may be called by the President or at the written request of any two (2) or more members. Public notice of special meetings of the Board of Trustees shall be given as required by law.

C. Any legal meeting of the Board may be recessed to a specific time and place for the purpose of completing items on the agenda for the meeting so recessed; however, a meeting recessed for more than thirty-six (36) hours shall be reconvened only after providing public notice as required by law.

D. In the case of emergency, as provided by law, Board action may be taken by at least a quorum of the Board upon at least eighteen (18) hours (or longer if practicable) notice to the public. A board member may participate in such meetings by means of conference telephone or other means of remote communication by which all persons participating in the meeting can communicate with each other. Any action taken pursuant to such emergency meeting shall be subject to ratification or rejection at the next public meeting of the Board.

E. Participation in meetings shall be consistent with the Michigan Open Meetings Act and other applicable laws and/or regulations.

5.2 Quorum: A majority of the Board shall constitute quorum for the transaction of business, but a lesser number may continue the meeting pending a quorum being attained, or adjourn to a future date.

5.3 Order of Business: The order of business for all regular meetings after a formal agenda shall have been fixed shall be as follows:

- I. Recognitions, Resolutions and Communications.
- II. Public Comment Period for persons requesting to address the Board on pertinent matters, whether on the Agenda or not. (3 minute individual limit)

- III. Consent Calendar (Items to be included)
 - A. Minutes
 - B. Personnel Items
- IV. Financial Reports
- V. Reports and Recommendations
- VI. Committee Reports
- VII. Director's Report
- VIII. Other Business
- IX. Public Comment Period as to items which arose at the meeting.
- X. Comments by Trustees
- XI. Executive Session (as needed)

5.4 Rules of Parliamentary Practices: "Robert's Rules of Order, Revised" shall govern the Board of Trustees procedures in all cases not otherwise herein provided.

5.5 Public Invited: All meetings of the Board of Trustees shall be open to the public as to all matters save those which must or may under applicable law be considered in closed session. Persons in attendance shall be permitted to address the Board in accordance with the following rules:

- A. The chairperson shall enforce the following rules at each meeting:
 - 1. There will be equal opportunity for any in attendance who wish to address the Board to be heard;
 - 2. Any persons requesting to address the board shall state their name and address;
 - 3. Any persons requesting to address the board shall limit their comments to three minutes;

The foregoing guidelines concerning the rights of persons to address the Board shall also apply to any committee deemed to be a public body as defined under P.A. 267 or 1976, known as the Open Meeting Act.

B. Members of the public shall conform their conduct to the norms of public behavior, and, without regard to the content of a speaker's communications, all persons shall be required to maintain civil and orderly discourse.

5.6 Employees Invited: Employees and representatives of all library employee organizations are invited to attend all regular or special meetings of the Board, consistent with the performance of assigned duties. Duly appointed representatives of employee organizations may attend meetings in conformity with collective bargaining agreements.

5.7 Board Member Compensation

5.7.1 Each member of the Board of Trustees shall receive compensation at the maximum amount allowed by law for any meeting for which compensation is allowed by law.

5.7.2 Each Board member shall be reimbursed for actual necessary expenses in the performance of official duties, including but not limited to, expenses of meetings and conferences for which compensation is allowed by law including compensation for attending official meetings of the board or committees of the board but not to exceed 52 meetings per year.

Article VI - Library Director

6.1 Appointment: The Board of Trustees shall appoint, contract with and employ a Director of Libraries for a period not to exceed three (3) years. The term of office shall begin on the first of July of each year.

6.2 Time for Contracting with Director: The Board of Trustees shall complete the evaluation of the Director of Libraries on or before the first day of July and act upon the contract by said date in each year.

6.3 Type of Contract: The contract between the Director and the District Library shall be in duplicate and in writing, the contract to be signed by the President and Secretary of the Board of Trustees and the Director.

6.4 Attendance at Board Meetings: The Director shall attend all regular and special meetings of the Board of Trustees whenever the District Library is discussed, unless excused by the President, and shall have the privilege of attending all meetings of committees as an ex-officio member. When in attendance at these meetings, he/she shall have the right to speak upon matters under discussion by the Board or Committee, but shall not have the right to vote.

6.5 Duties of the Director

A. As chief administrator, the Director is responsible for the development of library services, policies and procedures. The Director is responsible for the facilities,

properties, materials collection development, public relations, financial management and personnel of the Library; reporting to and advising the Library Board as to all subjects within its duties; and administering policies established by the Board as governing body.

B. The Library Director shall also be responsible for keeping the Trustees informed of matters related to the Library or themselves as Trustees; for preparing a preliminary draft of budget and annual report for Board approval; for providing appropriate advice and background information to facilitate the functioning of the Board and its committees; and, for assisting the Board in its decisions on policies, budget and other pertinent matters.

C. The Library Director is authorized to make expenditures for the general operation of the District Library in a reasonable and customary manner. The Director shall not be authorized to transfer title or assets without the approval of the Library Board. Expenditures exceeding ten thousand (\$10,000) dollars shall be expressly brought to the attention of the Board.

D. The Director is authorized to hire, assign, promote, discipline, and terminate all staff of the Library, consistent with applicable law, Board policy, and collective or individual employment agreements. The Director or one or more delegates shall engage in collective bargaining on behalf of the Board with all certified bargaining units. The Director shall regularly report to the Board regarding performance of these duties. The Director shall seek the approval of the Board for the permanent addition, deletion, or reorganization of Library staff positions.

Article VII - Conflict of Interest and Indemnification

7.1 Conflicts of Interest Prohibited: No member of the Board shall deliberate or vote upon any matter in which the member has direct or indirect pecuniary interest. No member of the Board shall accept employment or other economic benefit (except for *de minimis* benefit incidental to Board duties) from the Library, any contractor or vendor of the Library, or any person seeking to influence the outcome of a matter before the Board. No member shall be eligible for appointment to any position the compensation of which is partially or fully funded from Library funds, for at least one (1) year after such person ceases to be a member. In all respects consistent with the foregoing, members of the Board are subject to the same conflict of interest policy applicable to Library Staff pursuant to policy adopted by the Board.

7.2 Indemnification: To the fullest extent allowed by law, members of the Board shall be indemnified and held harmless from any cost or loss, including counsel fees, incurred as the result of legal action or threatened action arising out of members', or due to any action taken in an actual good faith belief that such action was lawful and appropriate. In all respects consistent with the foregoing, members of the Board are given the same indemnification as is applicable to Library Staff pursuant to policy adopted by the Board.

Article VIII - Amendments

8.1 Amendments: These Bylaws may be amended by a majority vote of the Board of Trustees at a regular or special meeting at least 10 days after the written notice of the proposed change has been given to the Trustees.

Adopted: April 2, 1990

Revised: August 27, 1990

Revised: March 23, 1992

Revised: March 25, 1996

Revised: May 18, 1998

Revised: February 25, 2002

Restated: June 20, 2005

Revised: April 23, 2007

Revised: October 25, 2010

Revised: April 23, 2012

Revised: June 27, 2022