

WOODLANDS LIBRARY COOPERATIVE BY LAWS

ARTICLE I - NAME

SECTION 1 - The name of this library cooperative shall be the Woodlands Library Cooperative.

ARTICLE II - AUTHORITY

SECTION 1 - The authority for this Cooperative is provided in the Plan of Service for the Woodlands Library Cooperative as organized under provisions of Public Act 89, 1977.

ARTICLE III - MEMBERSHIP

SECTION 1. A. Membership in the Woodlands Library Cooperative shall be available to any public library in Southern Michigan which meets qualifications of Act 89, 1977: whose local Board of Trustees and/or municipal governing or appropriating body adopts this plan by resolution, requesting that their library become a participating member; and whose membership is approved by the Cooperative Board.

SECTION 1. B. Member libraries that qualify for State Aid with the aid of a waiver granted by the Department of Education –Library of Michigan shall provide a copy of the waiver to the co-op office.

SECTION 1. C. Member libraries that fail to qualify for State Aid shall provide a copy of the letter of notification to the co-op office. The library, with assistance from the cooperative, if requested, shall prepare a plan to enable it to meet the minimum standards for State Aid in the following year, and must provide a copy of the plan to the Governing Board of the cooperative no later than the September meeting in order to be considered for continuation of cooperative services. The Governing Board will determine when services will be discontinued.

SECTION 1. D. Libraries not meeting qualifications under public Act 89, 1977 and not serving the general public shall be considered for associate memberships. Associate membership shall also be available under conditions established by the Governing Board of the cooperative to any other library upon approval of its Governing Board, appropriating body or authorized officials and upon payment of a membership fee. Associate members shall assume all duties, obligations and privileges with the exception of representation on the Governing Board. Privileges are defined as non-voting participation in Council and on Council committees, receipt of all Woodlands communications and participation in services as designated in Associate Member's agreement.

SECTION 1. E. New members may join the cooperative on approval of a majority of the Cooperative Board. The Cooperative Board shall accept or show reason for denial of the request for membership within 60 days after filing. A majority in this case means five members.

Membership shall continue on a voluntary basis from year to year under conditions as negotiated in the contract signed by the Cooperative Board and the local library.

SECTION 1. F. In order to withdraw from membership in the Cooperative a local board of a public library participating in the Cooperative must adopt a resolution. Duplicate copies of the resolution, certified by the local board, shall be filed with the Cooperative Board six months prior to October 1. On termination of the six months' notice, the public library may withdraw from the Cooperative and the local board shall submit evidence to the Cooperative that all obligations to the Cooperative have been satisfactorily fulfilled.

ARTICLE IV - GOVERNING BOARD

SECTION 1. A. The governing body of this organization shall be the Governing Board consisting of nine lay members selected to serve a three year term by the member public library boards on a rotating basis alphabetically by the name of their community. The Board shall consist of 2 members from class VI libraries, 2 members from class V libraries, 3 from classes IV and III libraries, and 2 members from classes II and I libraries. Each rotating member shall have one vote on any question being considered. As additional public libraries join the cooperative they shall be added at the end of the alphabet. This list should be reviewed annually to reflect changes in the official library service population. When a change in service population causes a library to change classifications, the library will be added to the gaining category in alphabetical order by the name of the area served by that library.

SECTION 1. B. This board shall manage the library Cooperative and make By-Laws, rules and regulations not inconsistent with Public Act 89, 1977 as may be necessary, none of which shall be deemed to deprive any local board of any of its powers or property.

SECTION 1. C. The person appointed need not be a library board member although they should be familiar with the operation of the local public library and should be willing and able to assume the responsibilities as outlined in the By-Laws. Library staff members are not eligible for board membership.

SECTION 2. A. Board members shall serve for three years except that in the first year three members shall serve for three years, three members shall serve for two years and three members shall serve for one year.

SECTION 2. B. Whenever a board member misses two unexcused meetings per year it shall be the duty of the board President to contact the member library board and to arrange for continuing representation. If representation cannot be provided, the place on the Governing Board will pass to the next library in the board rotation sequence.

When a board member resigns during their term of office, the library which that member represents shall have the right to replace that member with another person for the duration of the term of office.

If the library is unable to replace the board member, the remainder of the term will be passed on to the next library in the rotation. If the length of the term is twelve months or less, that length will be added to the regular term (3 years) of the next library. If the length of the term is thirteen months or more, the new library will serve only that length of time as their regular term on the Board.

SECTION 3. The President of the board of each member library and the head librarian of each member library shall be notified of all governing board and council meetings of the Woodlands Library Cooperative in adherence with Open Meeting Act 267, 1976 (Sunshine Law).

SECTION 4. This board will adhere to the Open Meeting Act 267, 1976.

ARTICLE V - DUTIES AND POWERS OF THE GOVERNING BOARD

SECTION 1. The Cooperative Board as defined in Public Act 89, 1977, Section 8, as amended, shall be a body corporate and may sue and be sued.

SECTION 2. The Cooperative Board shall do all of the following:

- a. Operate the cooperative library and manage and control the cooperative library's funds and property.
- b. Select a President.

- c. Establish, maintain, and operate cooperative services for public libraries in the cooperative library's area.
- d. Appoint a director or coordinator to administer the cooperative library, fix that person's compensation, and delegate to that person those powers the delegation of which is in the best interest of the cooperative library, including the power to hire necessary employees. (Footnote: The Cooperative Plan of Service specifies a two person office)
- 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.
- 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 subdivisions of the state.
- h. Exclusively control expenditures for the cooperative library.
- i. Accept gifts and donations of property for the benefit of the cooperative library and for the purposes for which donated.
- j. Adopt bylaws and rules not inconsistent with Public Act 89 for its own government and do those things necessary to carry out the purposes of this act.

SECTION 3. All of the following shall apply to an installment purchase contract, land contract, loan agreement, or lease purchase contract entered into pursuant to subsection 2:

- 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.

SECTION 4. An installment purchase contract, land contract, lease purchase contract, or loan agreement entered into pursuant to section (2) shall contain a statement setting forth the provisions of section (3). (Footnote: The Cooperative views the purchase of services for members more important than having an office building)

SECTION 5. An installment purchase contract, land contract, lease purchase agreement, or loan agreement entered into by the cooperative board for a purpose discussed in subsection (2) that occurred prior to the effective date of the 1995 amendatory act that added this subsection is validated and made legal for all purposes.

SECTION 6. Provide for an annual audit

ARTICLE VI - OFFICERS OF THE GOVERNING BOARD AND THEIR DUTIES

SECTION 1. President - the President shall preside at all meetings of the Governing Board and may appoint such committees as deemed necessary. The President shall be an ex-officio member of all such committees.

SECTION 2. Vice President - the Vice President shall assume the duties of the President in case of absence or disability.

SECTION 3. Secretary-Treasurer - the Secretary-Treasurer shall keep the minutes of the Board; keep an accurate record of all business transacted, including financial; shall be custodian of all records, including financial, unless otherwise provided for; and shall conduct all correspondence of the Board and send required notices for all meetings.

SECTION 4. Director - the Director of the Woodlands Library Cooperative shall be an ex-officio non-voting member of the Governing Board.

- a The director shall administer the Woodlands Library Cooperative in accordance with the Plan of Service and in accordance with provisions of Public Act 89, 1977.
- b The director shall prepare all agendas of the Governing Board meetings.
- c The director will submit a report at each Board and Council meeting and a management report each year.
- d The director shall develop and review contracts submitted to the Cooperative by member libraries who wish to provide service subsidized by the Cooperative.
- e The director shall contract for such staff compensation, payroll and benefits as necessary, subject to Board approval.
- f The director shall be a non-voting ex-officio member of all committees of the Council with the exception of the Personnel committee.

ARTICLE VII - QUORUM AND ELECTION OF OFFICERS OF THE GOVERNING BOARD

SECTION 1. Nominations shall be made from the floor and election shall be by a simple majority of those board members present and voting, provided a quorum be present.

SECTION 2. Vacancies shall be filled by an appointment by the president and confirmed by the Board.

SECTION 3. Term of office shall be one year.

SECTION 4. Each officer may serve no more than two consecutive terms.

SECTION 5. A quorum consists of five board members.

ARTICLE VIII - MEETINGS OF THE GOVERNING BOARD

SECTION 1. The Governing Board shall hold regular bi-monthly meetings. The September meeting shall serve as the annual meeting and election of officers will be at that meeting. The Board shall also determine the meeting dates, times, and location for next year.

SECTION 2. Special Board meetings may be called by the President or a majority of Board Members so requesting. Such a meeting must be confirmed by phone or mail 48 hours prior to the meeting time; must be posted and must conduct only that business for which it was called.

SECTION 3. Meetings may be held at various locations throughout the service area.

ARTICLE IX - PARLIAMENTARY AUTHORITY AND ORDER OF BUSINESS

SECTION 1. Roberts Rules of Order, Revised shall be the authority for conducting all meetings of the Governing Board.

SECTION 2. The order of business may be, but is not necessarily limited to the following:

- a Roll Call
- b Minutes of Previous Meeting or Meetings
- c Financial Report
- d Communications
- e Director's Report
- f Council Reports
- g Committee Reports
- h Unfinished Business
- i New Business
- j Adjournment

ARTICLE X - ADVISORY COUNCIL

SECTION 1. REPRESENTATION

- A. A Council representing all of the full member libraries of the Cooperative will be formed to advise, evaluate, review the annual budget and recommend action for library service to the director and the Governing Board.
- B. Each full member library has one vote, and is entitled to one representative and one alternate appointed from the library staff.
- C. These appointments shall be reviewed annually at the beginning of each Cooperative fiscal year.

SECTION 2. OFFICERS

- A. The Council will elect a Vice Chair/Chair Elect biannually from among the duly appointed representatives and alternates.
- B. The duties of the officers shall be:
 - 1. Chair -
 - a. Preside at all meetings of the Council.
 - b. Review committee membership biannually at the beginning of the co-op fiscal year
 - c. Fill vacancies by appointments as they occur
 - d. Appoint all committee chairs.
 - e. Appoint ad hoc committees when necessary.
 - 2. Vice-Chair -
 - a. Preside at meetings in the absence of the Chair
 - b. Serve as chair the next 2 year period.
- C. In lieu of a Secretary, a member of the director's staff will record the minutes of the meetings as well as inform all members of the regular and special meetings of the Council.

- D. If the position of chair should become vacant, the Vice Chair/Chair Elect shall complete that term in addition to her/his regular term.
- E. If the position of Vice Chair/Chair Elect should become vacant an election will be held to complete that term of office plus the normal term as chair.
- F. The officers of the Council will be elected at a bi-annual meeting of the Council to be held at the close of the fiscal year.

SECTION 3. MEETINGS

- A. The officers of the Council will be elected at an annual meeting of the Council to be held at the close of the fiscal year. The Council will meet at least four times annually including the annual meeting.
- B. Notification of meetings of the Council will be given to all library representatives 14 days prior to such meetings.
- C. Meetings will be called by the chair.
- D. All meetings will be conducted according to Roberts Rules of Order, Revised.
- E. The order of business may be, but is not necessarily limited to the following:
 - (1) Roll Call
 - (2) Minutes of Previous Meeting or Meetings
 - (3) Financial Report
 - (4) Communications
 - (5) Director’s Report
 - (6) Committee Reports
 - (7) Unfinished Business
 - (8) New Business
 - (9) Adjournment

ARTICLE XI - COMMITTEES

SECTION I - MEMBERSHIP

- A. Membership on committees is open to all staff members of member libraries.
- B. Committees are composed of at least five (5) members and not more than seven (7), with the exception of the Personnel Committee.
- C. Committee appointments shall be for a two year period.
- D. Committees shall met at least once per year.

SECTION 2 - STANDING COMMITTEES

The Cooperative committees and their areas of responsibility are:

A. Children’s Services Committee

Purpose: The purpose of the Children’s Services Committee is to promote quality library services to children and youth.

Activities: activities may include but are not limited to-

1. acting as a clearing house for information and materials of interest to librarians working with children and youth
2. sponsoring workshops to promote continuing education and professional growth
3. sharing ideas and programs to help libraries improve the quality of service to children and young adults in their areas.
4. developing resource materials such as specialized bibliographies, booklists, and story boxes.

Authorization: original Woodlands Library Cooperative Plan of Service, February, 1978.

B. Continuing Education Committee

Purpose: to assist the Cooperative director in designing and implementing continuing education programs to meet the needs of the members of the Cooperative.

Activities: activities may include but are not limited to-

1. sponsor workshops
2. review applications for internships
3. review and make recommendations for outside continuing education opportunities such as special events sponsored by the Library of Michigan.
4. review and assess Cooperative continuing education needs and make recommendations
5. review and recommend changes to the Cooperative continuing education policy

Authorization: Advisory Council meeting July 17, 1978 and subsequent Plans of Service

D. Planning and Evaluation Committee

Purpose: to plan and evaluate Cooperative programs, services, and policies and to make recommendations accordingly to the Advisory Council and the Governing Board.

Activities: activities may include but are not limited to-

1. review the Plan of Service and the Bylaws and other policies regularly.
2. review Cooperative service contracts.
3. review the annual Cooperative budget and make recommendation to Advisory Council.
4. develop and suggest new programs and services and submit such ideas and suggestions to the Advisory Council and the Governing Board.
5. evaluate Cooperative programs and services.
6. address such other issues as from time to time may be referred to the committee

Authorization: Advisory Council meeting July 24, 1978 and subsequent Plans of Service

E. Personnel Committee

Purpose: to be responsible for personnel matters of the Cooperative, subject to approval of the Governing Board

Membership: the Personnel Committee consists of:

- four voting members selected from the Governing Board, one of whom is the Governing Board president
- three voting members selected from the Advisory Council and appointed by the Council chair
- the Council chair, who serves as a non-voting ex officio member of the committee.

Activities:

1. to establish a job description for the director and all other Cooperative personnel
2. to recommend a director
3. to recommend salary and benefits for the director and all other Cooperative personnel
4. to review the performance of the director annually.
5. to review and recommend changes to the Cooperative personnel policy

Authorization: original Woodlands Library Cooperative Plan of Service, February, 1978.

ARTICLE XII - APPROVAL OF ANNUAL BUDGET

Cooperative director will develop and submit to Planning and Evaluation Committee a tentative budget four months before the start of the fiscal year. Planning and Evaluation committee will review and make recommendations to Advisory Council regarding the tentative budget. Tentative budget will be sent to all Advisory Council members two weeks in advance of their regularly scheduled August meeting. Advisory Council will recommend to Governing Board a proposed annual budget. Proposed budget will be sent to Governing Board two weeks in advance of their regularly scheduled September meeting. Annual budget will be approved by Governing Board.

ARTICLE XIII - AMENDMENTS OF BY-LAWS

These By-Laws may be amended at any regular meeting of the Woodlands Library Cooperative Governing Board by a two-thirds majority of the total Board membership provided that the amendment has been stated in the call to the meeting.

Adopted by the Woodlands Governing Board December 19, 1985
Amended by the Woodlands Governing Board April 20, 1989
Amended by the Woodlands Governing Board June 18, 1992
Amended by the Woodlands Governing Board November 11, 1992
Amended by the Woodlands Governing Board May 18, 2006
Amended by the Woodlands Governing Board January 17, 2013