



Woodlands Library Cooperative Bylaws

ARTICLE I - NAME

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

ARTICLE II - AUTHORITY

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 – MISSION

The mission of the Woodlands Library Cooperative is *enabling our member libraries to maximize the scope and quality of their services*.

ARTICLE IV – GOVERNANCE

1. Woodlands Library Cooperative is governed by a Governing Board, which consists of nine trustees, elected or appointed by the member library board, to staggered three-year terms according to this formula:

- 2 members from class VI libraries
- 2 members from class V libraries
- 3 members from classes IV and III libraries
- 2 members from classes II and I libraries

Each Governing Board member shall have one vote on any question being considered. The person appointed to serve on the Governing Board need not be a library board member, though 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 bylaws.

2. A member library's representation on the Governing Board is based upon the population of the member library's legal and contractual service area. The population of that area is determined by the most recent US Census and certified by the Library of Michigan.
3. Governing Board member selection procedure
 - a) Each July, the member libraries next in the board rotation list are invited to elect or appoint a representative to the Woodlands Library Cooperative Governing Board. If a member passes on their opportunity, the option to appoint a Governing Board member moves to next library in the alphabetical list.

- b) Member libraries notify the cooperative of their selection of Governing Board representative for the term beginning in October.
 - c) Library staff members are not eligible for cooperative board membership.
 - d) As additional public libraries join the cooperative, they shall be added at the end of the alphabetical rotation list. If a change in service population causes a library to change class size groups, the library will be added to the gaining category in alphabetical order by the name of the area served by that library.
 - e) If a board member has two unexcused absences from Governing Board meetings, it shall be the duty of the board President to contact the member library board and to arrange for continuing representation from the member library. If representation cannot be provided, the place on the Governing Board will pass to the next library in the board rotation.
 - f) If a position on the Governing Board becomes open prior to the completion of a term, 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 Governing Board.
4. The Governing Board shall exercise the powers and duties as specified in [PA 89 of 1977](#), as amended.
5. It is expressly understood that the Woodlands Library Cooperative Governing Board has no jurisdiction over the property and management of the member libraries.
6. Officers of the Board
- a) The officers of the Board shall be a President, a Vice-President, and a Secretary/Treasurer.
 - b) The President shall preside at all meetings of the Governing Board. The President may appoint such committees as deemed necessary. The President shall be an ex-officio member of all Governing Board committees.
 - c) The Vice-President shall preside and perform the duties of the President in the absence of the President.
 - d) The Secretary/Treasurer shall keep a true and accurate account of the proceedings of the Governing Board. The Secretary/Treasurer 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.
 - e) Cooperative Director and staff shall prepare all agendas, in consultation with the President, for all Board meetings; shall attend all Board meetings; shall submit a report at each Board meeting; shall take minutes of all Board meetings; and shall post notice of the Board meetings in compliance with the [Open Meetings Act, PA 267, 1976](#).
7. Election of Officers

- a) Officers of the Governing Board shall be elected annually by the Board at the annual meeting of each fiscal year. 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.
- b) Officers shall assume their respective offices at the first meeting of the new budget year.
- c) If an officer resigns or is unable to perform the duties of his or her office, the Governing Board shall, as soon as possible, elect by majority vote a replacement to complete his or her term.
- d) Governing Board officers continue their ability to discharge their duties until their successors are elected at the regular annual meeting.
- e) Each officer may serve no more than two consecutive terms.
- f) Director of the Woodlands Library Cooperative shall be an ex-officio non-voting member of the Governing Board.
- g) The Governing Board appoints 4 voting members, one of whom is the Governing Board President to serve on the Cooperative's Personnel Committee.

8. Meetings of the Governing Board

- a) The Governing Board shall hold a minimum of four meetings per year. 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. Meetings may be held at various locations throughout the Woodlands Library Cooperative service area.
- b) Special Board meetings may be called by the President or a majority of Governing 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.
- c) The agenda for a regular Governing Board meeting shall be prepared by the Director and distributed to the members of the Governing Board and Advisory Council at least five days before the date of the meeting. Governing Board members' agendas shall be accompanied by unapproved minutes of regular meetings, those minutes of special meetings, which are available, reports and other materials pertinent to the items on the agenda or which may be useful to the Governing Board.
- d) The order of business shall be:
 - 1) Roll Call
 - 2) Minutes of Previous Meeting or Meetings
 - 3) Financial Report
 - 4) Communications
 - 5) Director's Report
 - 6) Council Reports
 - 7) Committee Reports
 - 8) Unfinished Business
 - 9) New Business

- 10) Adjournment
- e) The Governing Board shall observe Robert's Rules of Order, Revised, except where it may conflict with these bylaws, the Cooperative Plan of Service, P.A. 89, 1977, or other statutes or laws.
- f) A majority of the members of the Governing Board shall constitute a quorum. All members of the Board, including the President, vote on all questions.
- g) Physical presence at Governing Board meetings continues to be the preferred method of participation. Virtual presence at a meeting may be made by conference telephone or any similar communications equipment through which all persons participating can:
 - 1) Communicate with each other.
 - 2) Hear and/or see the remote attendee, and
 - 3) Vote.

The Governing Board member chairing the meeting must be physically present.

ARTICLE V - APPROVAL OF ANNUAL BUDGET

The Cooperative Director shall develop and submit to the Planning and Evaluation (P&E) Committee a tentative budget before the start of the fiscal year. The P&E committee will review and make recommendations to Advisory Council regarding the draft budget. The draft budget will be sent to all Advisory Council members in advance of their regularly scheduled August meeting. The Advisory Council will recommend to Governing Board a proposed annual budget. The proposed budget will be sent to Governing Board in advance of their regularly scheduled September meeting. The annual budget will be approved by Governing Board.

ARTICLE VI – FINANCIAL RECORDS

- 1. Financial records and activities shall be maintained in accordance with PA 89, 1977, all other applicable statutes, and accepted accounting practices.
- 2. The financial records shall be audited yearly by a qualified accounting firm.
- 3. The Governing Board shall make such specific rules and policies as shall be needed to fulfill its fiscal responsibilities under the law.
- 4. The financial records of Woodlands Library Cooperative shall be open for inspection in compliance with the Open Meetings Act, PA 267, 1976 and the Freedom of Information Act, PA 442, 1976, and General Retention Schedule #17 – Michigan Public Libraries.

ARTICLE VII - BOARD POLICIES

The Director shall maintain a copy of the policies adopted by the Board that are in effect and shall provide copies of same to each Board member.

ARTICLE VIII - AMENDMENTS OF BYLAWS

These bylaws may be amended at any regular meeting of the Woodlands Library Cooperative Governing Board by a two-thirds majority of the total Governing 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
Amended by the Woodlands Governing Board November 16, 2017
Amended by the Woodlands Governing Board November 21, 2019