

# Bylaws of the Board of Directors

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These Bylaws should be read in concert with federal, state and local laws. To the extent that federal, state or a local law supersedes the Bylaws, then the applicable law (not the Bylaws) shall apply.

## **ARTICLE I - BOARD OF DIRECTORS**

The Library Board of Baldwin Public Library shall consist of six directors elected at the biennial city election in accordance with Chapter XVI of the Birmingham City Charter as amended.

### **ARTICLE II**

Section 1 – The Officers of the Board of Directors shall be a President, a Vice President and a Secretary. The Library Director or his or her designee shall act as Recording Secretary and keep a true and accurate account of all of the proceedings of the Board Meetings. The Treasurer of the City of Birmingham shall be Treasurer of the Library Board ex officio, as designated in Chapter XVI, Section 3 of the Birmingham City Charter as amended.

Section 2 – The President, Vice President and Secretary shall be elected annually at the annual meeting, as defined in Article III, Section 2. Each officer shall hold office until a successor shall have been duly elected or until death or resignation. Vacancies in any office shall be filled for the unexpired portion of the term at the next regular meeting of the Board of Directors after such vacancy occurs.

Section 3 – The President of the Board shall preside at all meetings, appoint all committees, authorize calls for any special meetings, and generally performs the duties of a presiding officer. The President shall have the authority to sign on behalf of the Board of Directors all instruments, contracts, or documents necessary or proper to be executed as approved by a majority of the Board of Directors.

Section 4 – In the absence of the President or in the event of the death or inability of the President to act, the Vice President shall perform the duties of president.

Section 5 – The Secretary of the Board shall certify along with the Library Director all bills approved by the Board of Directors. In the absence of the Secretary, any member of the Board of Directors present at the meeting may certify bills approved by the Board of Directors. The secretary shall perform such other duties as are assigned by the President of the Board of Directors.

## **ARTICLE III - MEETINGS**

Section 1 – The regular monthly meetings of the Library Board shall be held at the Library on the third Monday of the month at 7:30 pm or at a time stated from the proceedings of the previous meeting unless otherwise ordered by the Board of Directors.

Section 2 – The regularly scheduled November meeting of the Library Board shall be known as the annual meeting and shall be for the purpose of electing officers, receiving reports of officers and committees and for any other business that may arise.

Section 3 – Special meetings may be called by the President or upon written request of three members of the Board, for the transaction of business stated in the call for the meeting. Notice will be provided according to the Michigan’s Open Meetings Act, as amended, MCL 15.261, et seq.

Section 4 – As required by applicable law, including, but not limited to, the Michigan’s Open Meetings Act, as amended, MCL 15.261, et seq., public notice of all meetings of the Board of Directors shall be posted in advance of such meetings.

Section 5 – A quorum for the transaction of business shall consist of four (4) members of the Board. The affirmative vote of four (4) members of the Board of Directors is required for the approval of any action or decision of the Board regardless of whether four, five, or six Board Members are present.

Section 6 – In the case of an emergency when only three Board Members can attend a meeting, a fourth Board Member may participate via telephone conference or any other technological measure without being physically present in order to establish a quorum for the transaction of business in accordance with the Michigan’s Open Meetings Act, as amended, MCL 15.261, et seq. Proper equipment would be required to assure full participation by both telephone attendee and the Board, as well as any members of the public attending the meeting

#### **ARTICLE IV - COMMITTEES**

Special Committees for the study and investigation of special problems may be appointed by the President and shall make periodic reports to the Board as requested.

#### **ARTICLE V - LIBRARY DIRECTOR**

Section 1 – The Library Director shall be considered the executive officer of the Library and shall have sole charge of the administration of the Library under the direction and review of the Board of Directors.

#### **ARTICLE VI - PARLIAMENTARY AUTHORITY**

The rules contained in the current edition of Robert’s Rules of Order govern the Board in all cases which are not inconsistent with these bylaws or any special rules of order the Board may adopt.

#### **ARTICLE VII**

These bylaws may be amended at any regular meeting of the Board by the affirmative vote of four (4) members of the Board of Directors, provided that the amendment was stated in the call for the meeting.