Bylaws
Cass District Library

Article I: Name and Authority

1.1 Name.
This organization shall be known as the Cass District Library Board of Trustees.

1.2 Authority.
The Library is an authority established under the District Library Establishment Act, 1989 PA24, and governed by a District Library Establishment Act (DLEA) approved by its participating municipalities.

1.3 Powers.
The Board shall have the power to perform all powers permissible by law, specifically including but not limited to those granted under the DLEA, including establishing policies, supervising the Library Director, controlling library funds, and ensuring the provision of public library service.

Article II: Board of Trustees

2.1 Composition.
The Board shall consist of members appointed in accordance with the DLEA and applicable law specifically including, but not limited to the DLEA and MCL 397.178-179.

2.2 Qualifications.
Trustees must be qualified electors of the appointing municipality at the time of appointment. Trustees must also meet the requirements of the Michigan Incompatible Public Offices Act (Act 566 of 1978; MCL 15.181–15.185), which prohibits individuals from holding dual public offices that are supervisory, subordinate, or otherwise incompatible with service on the Cass District Library Board.

2.3 Terms.
Trustees serve terms as defined in the DLEA and continue until reappointed or replaced.

2.4 Vacancies.
Vacancies shall be filled by the appointing municipality for the remainder of the unexpired term.

2.5 Ethics.
Trustees shall adhere to the Library’s Conflict of Interest Policy, Code of Ethics, and all applicable state and federal laws, including but not limited to the DLEA, the Michigan Open Meetings Act (OMA), and the Michigan Freedom of Information Act (FOIA). Trustees shall conduct themselves with honesty, integrity, and impartiality, placing the interests of the Library and the public above personal, political, or financial interests.

Trustees shall avoid any real or any reasonably perceived conflict of interest and shall disclose any potential conflict in accordance with Board policy and MLA Standards for Public Library Governance. Trustees shall not use their position for personal gain, special advantage, or to influence Library operations outside of Board action. Trustees shall respect the confidentiality of matters discussed in closed session as permitted under the OMA and shall protect the privacy rights of patrons and employees to the extent required by law.

Trustees shall distinguish clearly between personal views and positions adopted by the Board, and refrain from interfering in the administrative responsibilities of the Library Director or the supervision of Library staff. Trustees shall uphold principles of intellectual freedom, equitable access, and nondiscrimination, consistent with the Library Bill of Rights, the Freedom to Read/View Statements, and MLA ethical expectations.

Trustees shall maintain decorum, respect differing viewpoints, and engage in deliberations in a manner that promotes transparency, accountability, and public trust. Any violation of ethical standards may be addressed by the Board in accordance with Board policy and applicable law.

Article IIA: Trustee Removal and Vacancies

2A.1 Removal Authority.

A trustee may be removed only by the appointing municipality in accordance with the DLEA. The Board does not have authority to remove a trustee but may formally notify the appointing authority if concerns arise regarding a trustee's conduct, performance, or compliance with Board policy. Appointees are required to meet the attendance expectations established by the appointing municipality and Board Attendance Policy.

2A.2 Grounds for Notification to Appointing Authority.

The Board may notify the appointing municipality of concerns regarding a trustee when the trustee engages in conduct including, but not limited to:

- Failure to attend meetings as required by Board Attendance Policy.
- Violation of CDL's Conflict of Interest and Ethics Policy.
- Misconduct, including behavior that disrupts Board operations or violates law.
- Failure to fulfill fiduciary, statutory, or governance responsibilities.
- Actions that compromise the integrity, reputation, or effective functioning of the Library.
- Interference in administrative operations, contrary to Article II.5.
- Breach of confidentiality regarding matters permitted for closed session under the OMA.

Such notification shall be made by two thirds vote of the Board and transmitted in writing to the appointing municipality.

2A.3 Vacancies.
Vacancies on the Board shall be filled by the appointing municipality for the remainder of the unexpired term, consistent with the DLEA.

2A.4 Documentation.
Any Board action to notify an appointing authority shall be documented in the minutes, consistent with the OMA, and supported by factual findings based on observed conduct or policy violations.

Article III: Meetings

3.1 Regular Meetings.
The Board shall meet monthly at dates, times, and locations established at the first meeting of the new year. In accordance with the OMA, the schedule of regular meetings shall be publicly posted within ten (10) days after the Board sets the schedule. Regular meetings shall be held in a place available to the general public, and all deliberations and decisions of the Board shall occur at a meeting open to the public as required by MCL 15.263(1). Any changes to the regular meeting schedule shall be posted within three (3) days of the meeting at which the change is made, consistent with OMA requirements.

3.2 Special Meetings.
Special meetings may be called by the President or any three Trustees at least 18 hours in advance.

3.3 Public Access.
All meetings shall comply with the OMA.

3.4 Annual Meetings.
The annual meeting shall be the first meeting after January 1 each year and shall be held in conjunction with the regular meeting. Election of officers will take place at the annual meeting.

3.4 Quorum.
A quorum consists of a majority of Trustees appointed and serving. In certain circumstances, a two thirds majority vote is necessary.

3.5 Agenda.
Except for a special meeting called by the Trustees, the President and Library Director prepare the agenda. If a trustee wishes to add an additional agenda item at the meeting, this needs to be a motion before the agenda is officially adopted. This motion requires a second and a majority vote. Should a trustee wish to add an item after the official agenda has been adopted, this requires a second and a ⅔ vote of present attendees.

3.6 Parliamentary Authority.
Meetings of the Board shall be conducted in accordance with the OMA and Robert's Rules of Order Quick Study Reference Guide, except where such rules conflict with Michigan law or these bylaws. Robert's Rules shall govern the conduct of debate, recognition of speakers, motions, voting procedures, and the maintenance of order. The Chair shall enforce order and decorum, rule on questions of parliamentary procedure, and ensure that all deliberations occur openly as required by MCL 15.263(1).

Any Trustee may raise a point of order or appeal the Chair's ruling in accordance with Robert's Rules §24. No action shall be taken on any matter not included on the posted agenda unless the agenda is amended by majority vote at the meeting, consistent with OMA posting requirements and Robert's Rules §41. All procedural decisions shall be made in a manner that ensures transparency, fairness, and full compliance with the OMA and the Michigan Library Association's Standards for Public Library Governance.

3.7 Minutes.
Minutes shall be prepared, approved, and made available in accordance with the OMA.

3.8 Inclement Weather and Emergency Conditions.
In the event of severe weather, hazardous road conditions, or other emergency circumstances that make it unsafe for Trustees or the public to attend a meeting in person, the Board President, in consultation with the Library Director, may cancel or reschedule a meeting. Any cancellation or rescheduling shall comply with the OMA, including:

Posting notice of cancellation as soon as practicable at the Library's principal office and on its website, consistent with MCL 15.265(4) Posting notice of a rescheduled meeting at least 18 hours in advance, as required by MCL 15.265(1) Ensuring that all deliberations and decisions occur at a meeting open to the public, as required by MCL 15.263(1).

If a meeting is canceled due to inclement weather or emergency conditions, the Board shall reschedule the meeting at the earliest feasible date and provide public notice consistent with the OMA.

The Library Director is authorized to close library facilities due to hazardous conditions, but such closure does not automatically cancel a Board meeting unless the Board President issues a cancellation notice consistent with the OMA.

Article IV: Officers
4.1 Officers.
The officers shall be President, Vice President, and Treasurer. The office of Secretary shall be permanently filled by the Library Director.

4.2 Election.
The offices of President, Vice President, and Treasurer are elected by majority vote of the Board annually.

4.3 Duties.
President: Presides over meetings, appoints committees, signs authorized documents, and ensures Board governance responsibilities are fulfilled.

Vice President: Presides over meetings when the President is unavailable.

Secretary: Ensures accurate minutes, maintains official records, and oversees OMA posting requirements.

Treasurer: Oversees financial reporting, ensures compliance with financial policies, and signs authorized disbursements.

Article V: Advisory Groups

5.1 Standing Advisory Groups. The Board shall maintain the following standing advisory groups.

- Facilities
- Finance
- Personnel and Policy

5.2 Appointment.
Standing advisory group appointments shall be made at the first meeting of the new year or upon changes in Board structure.

5.3 Authority.
Advisory Groups serve in an advisory capacity only and shall not exercise any powers reserved to the full Board under the DLEA. Advisory Groups may review matters, develop recommendations, and assist with oversight functions, but they shall not make decisions, set policy, obligate funds, supervise staff, or act on behalf of the Board. All Advisory Groups recommendations must be presented to the full Board for deliberation and formal action. The Board retains all governing, fiduciary, and policymaking authority as required by Michigan law and the Michigan Library Association's Standards for Public Library Governance.

5.4 Ad Hoc Committees.
The President may create ad hoc committees with the approval of the Board. Ad hoc committees are established for a specific, timelimited purpose and shall be dissolved automatically upon completion of their assigned charge. Ad hoc committees operate in an advisory capacity only and shall not exercise any powers reserved to the full Board under the District Library Establishment 182), including but not limited to policymaking, expenditure of funds, supervision of staff, or entering into contracts. All findings and recommendations of an ad hoc committee must be reported to the full Board for deliberation and formal action, consistent with the Michigan Library Association's Standards on Public Library Governance.

Article VI: Library Director

6.1 Appointment.

The Board may appoint a qualified Library Director as the chief administrative officer.

6.2 Authority and Responsibilities.

The Library Director is the chief administrative and executive officer of the Library and is responsible for Library operations in accordance with all Board directives, goals, and instruction, Board policies, the DLEA, the OMA, and the Michigan Library Association's Standards for Public Library Governance. The Director shall exercise professional judgment and leadership to ensure high quality public library service, operational integrity, and compliance with all applicable laws and regulations.

6.3 Evaluation.

The Board shall conduct an annual performance evaluation of the Director.

Article VII: Financial Responsibility

7.1 Financials.

The Library shall have custody of all District Library funds and shall draw checks against these funds upon the authorization of the Director and/or President consistent with the budget approved by the Board. All expenditures and receipts shall be accounted for by the Library. The Library shall be audited annually by a certified public accounting firm, and a report made to the Board.

Article VIII: Board Per Diem

8.1 Per Diem.

Trustees shall serve without compensation, but they shall be reimbursed at a per diem of $25.00 per meeting with a maximum of 52 meetings per year, plus mileage at the maximum rate allowed by the Internal Revenue Service and other necessary expenses incurred in the performance of official Board duties, and any actual expenses authorized by the DLEA.

Article IX: Public Comment

9.1 Public Addresses.

Members of the public may address the Board at any of its regular meetings or special meetings and "Public Comment on Agenda Items" shall be listed on the agenda immediately following "Approval of the Agenda" and a second "Public Comment" for those wishing to address the Board on any other topic will be listed following "Old Business" on the agenda, or at another time designated by the President. Individuals may speak for not more than three (3) minutes. Extension of public address may be granted up to two (2) additional minutes for not to exceed total speaking time of five (5) minutes, either at the discretion of the presiding officer or by a motion to extend debate, which requires a second and approval by a majority vote.

Article X: Indemnification of Board Members

10.1 Indemnification.

Each individual who is presently or was a trustee, board member, past director, officer, employee or designated agent of the Library (including the personal representatives and estate of such individual) shall by right be indemnified by the Library, to the full extent permitted or authorized by the law of the State of Michigan, as amended, against any liability, cost, payment or expenses, including reasonable attorney fees, and amounts paid in settlement actually and reasonably incurred by the individual in connection with the action or suit asserted against such individual or paid or incurred by such individual in said individual's capacity as a director, officer, employee, or designated agent, if the individual acted in good faith and in a manner the individual reasonably believed to be in or not opposed to the best interests of the Library. Any individual who has been found liable to the Library for a claim, issue, suit, or matter shall not be entitled to the benefit of indemnification. All indemnification in this paragraph shall only be to the extent of and subject to all conditions of any insurance procured by the Library for this purpose.

Article XI: Amendments and Disclaimers

11.1 Amendments.

These Bylaws may be amended at any regular meeting of the Board, at which a quorum is present, by a majority vote of the members provided written notice containing the text of the proposed amendment was presented at the previous Board meeting.

11.2 Disclaimers.

These Bylaws are intended to comply with all applicable law including the OMA and the DLEA. If there is any conflict between these Bylaws and an applicable statute, the applicable statute controls. These Bylaws are for Board governance purposes. There are no third party intended beneficiaries and these Bylaws do not create any legal liability or additional legal standard beyond that required by any existing law.

APPROVED:
Cass District Library Board of Directors
July 15, 2026