

**DELTA TOWNSHIP**  
**DISTRICT LIBRARY BOARD**  
**BYLAWS**

BYLAWS OF  
**DELTA TOWNSHIP DISTRICT LIBRARY BOARD**

**Article 1**  
**Inspection of Records**  
**Reports to Board Members**

- 1.1 Books. The Delta Township District Library Board of Trustees (“the Board”) shall keep books and records of account and minutes of the proceedings of the Board and executive committee, if any. The Board shall keep the books and records at the library located at 5130 Davenport Drive, Lansing, Michigan.
- 1.2 Examination of Records. The Board shall comply in all respects with the Michigan Freedom of Information Act, 1976 PA 442, and the Enhanced Access to Information Act, 1996 PA 462, as amended. Delta Township (“Delta”) or Waverly Community Schools (“Waverly”) by attorney or other agent, shall have the right during the usual hours of business to inspect for any proper purpose the Board’s books and records. A proper purpose shall mean a purpose reasonably related to such entity’s interest as an owner.

**Article 2**  
**Board of Trustees**

- 2.1 Number and Terms of Office. The business, property and affairs of the Delta Township District Library shall be managed by or under the direction of the Board. The Board shall consist of six (6) members, with four (4) appointed by Delta and two (2) appointed by Waverly. Members of the Board shall hold office until their term expires and their successor is duly appointed and qualified, or until their resignation or removal.
- 2.2 Removal or Resignation. Any Trustee may resign at any time by giving written notice to the Chairperson or Secretary of the Board. Unless a later date is specified in such written notice, a resignation shall take effect upon delivery to the designated officer. It shall not be necessary for a resignation to be accepted before it becomes effective as specified by Section 3, of the Delta Township Library Agreement.
- 2.3 Vacancies. A vacancy occurring in the Board shall be filled as set forth in the Delta Township District Library Agreement.
- 2.4 Open Meetings Act. The Board shall comply in all respects with the Open Meetings Act, 1976 PA 267, as amended.
- 2.5 Regular Meetings. Regular Meetings of the Board shall be held monthly or otherwise at any other such time and place as the Board shall from time to time determine by resolution of the Board.

- 2.6 Special Meetings. Special Meetings of the Board may be called by the Chairperson of the Board or a majority of the trustees in office at the time of the call, whenever in their judgment it may be necessary, by giving reasonable notice, either personally, by mail, or by email of the time and place of such meeting.
- 2.7 Quorum. A majority of the members currently serving on the Board shall constitute a quorum for the transaction of business. If there shall be less than a quorum present at any meeting of the District Library Board, a majority of the trustees present may temporarily postpone the meeting without notice, other than announcement at the meeting, until a quorum shall be present. The acts of a majority of the members present at any meeting at which a quorum is present shall be the acts of the Board.
- 2.8 Tie Vote. In the event of a tie vote, the motion fails.
- 2.9 Appointment of Committees. The Board may designate one (1) or more committees, each committee to consist of one (1) or more of the trustees of the Board. The Board may designate one (1) or more trustees as alternate members of a committee, who may replace an absent or disqualified member at a meeting of the committee. In the absence or disqualification of a member of a committee, the members present at a meeting and not disqualified from voting, whether or not they constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in place of such an absent or disqualified member. A committee, and each member, shall serve at the pleasure of the Board.

### **Article 3 Officers**

- 3.1 Organizational Meeting. The Board, as constituted, shall convene for the purpose of electing officers and transacting any other business properly brought before it.
- 3.2 Election of Officers. At the regular Board meeting in July of each fiscal year, the Board shall elect officers by a majority vote to serve for a term of one year.
- 3.3 Chairperson of the Board. The Chairperson of the Board shall be elected by and from the members of the Board. The Chairperson of the Board, if such office is filled, shall preside at all meetings of the Board at which the chairperson is present. The chairperson shall see that all orders and resolutions of the Board are carried into effect.
- 3.4 Vice Chairperson of the Board. There may be a Vice Chairperson of the Board, elected by and from the membership of the Board. The Vice Chairperson shall perform such duties as assigned by the Chairperson. In the absence, disability or death of the Chairperson, pending return of the Chairperson or the election of a successor, the Vice Chairperson shall perform all the duties and exercise all of the power and authority of the Chairperson of the Board.

- 3.5 Treasurer. The Treasurer of the Board shall be elected by and from the members of the Board. The Treasurer shall perform all duties incident to the office of Treasurer. In the absence, disability or death of the Chairperson and Vice Chairperson, pending return of either or the election of a successor, the Treasurer shall perform all the duties and exercise all of the power and authority of the Chairperson of the Board.
- 3.6 Secretary. The Secretary of the Board shall be elected by and from the members of the the Board. The Secretary shall preserve in the books of the District Library Board, true minutes of the proceedings of all such meetings.

#### **Article 4 Indemnification**

- 4.1 Actions. Subject to all of the provisions of these Bylaws, the Board shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Board to procure a judgment in its favor by reason of the fact that the person is or was a trustee or officer of the Board, against expenses (including attorney fees) and amount paid in settlement actually and reasonably incurred by the person in connection with the action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Board or its shareholders and the person submits a written claim for indemnification as provided for in these bylaws and the articles of incorporation. However, indemnification shall not be made for any claim, issue or matter in which the person has been found liable to the Board unless and only to the extent that the court in which the action or suit was brought has determined on application that, despite the adjudication of liability but in view of all relevant circumstances of the case, the person is fairly and reasonably entitled to indemnification for the reasonable expense incurred.
- 4.2 Contract Right; Limitation on Indemnity. The right to indemnification conferred in Article 4 shall be a contract right and shall apply to services of a trustee or officer as an employee or agent of the Board as well as in the person's capacity as a trustee or officer. Except as provided in Section 4.3 of these bylaws, the Board shall have no obligations under Article 4 to indemnify any person in connection with any proceeding, or part of any proceeding, initiated by the person without authorization by the Board of Trustees.
- 4.3 Non-Exclusivity of Rights. The indemnification of advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Board's articles of incorporation, bylaws or a contractual arrangement with the Board. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.
- 4.4 Indemnification of Employees and Agents of the Board. The Board may, to the extent authorized from time to time by the Board of Trustees grant rights to indemnification and

to the advancement of expenses to any employee or agent of the Board to the fullest extent of the provisions of Article 4 with respect to the indemnification and advancement of expenses of trustees and officers of the Board.

- 4.5 Former Trustees and Officers. The indemnification provided in Article 4 continues for a person who has ceased to be a trustee or officer and shall inure to the benefit of the heirs, executors, and administrators of the person.
- 4.6 Insurance. The Board, through Delta Charter Township, may purchase and maintain error and omission insurance on behalf of any person who is or was a trustee, officer, employee, or agent of the Board, or is or was serving at the request of the Board as a director, officer, partner, trustee, employee or agent of another Board, partnership, joint venture, trust, or other enterprise, against any liability asserted against the person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the Board would have power to indemnify the person against the liability under these bylaws.
- 4.7 Changes in Michigan Law. If there are any changes in the Michigan statutory provisions applicable to the Board relating to the subject matter of Article 4, then the indemnification to which any person shall be entitled under this article shall be determined by the changed provisions, but only to the extent that the change permits the Board to provide broader indemnification rights than the provisions permitted the Board to provide before the change. Subject to Section 4.14, the Board of Trustees is authorized to amend these bylaws to conform to any such changed statutory provisions.
- 4.8 Amendment or Repeal of Article 4. No amendment or repeal of Article 4 shall apply to or have any effect on any trustee or officer of the Board for or with respect to any acts or omissions of the trustee or officer occurring before the amendment or repeal.

#### **Article 5 Fiscal Year**

- 5.1 Fiscal Year. The fiscal year of the Board shall be on a calendar year basis.

#### **Article 6 Parliamentary Procedure**

- 6.1 Rules of Order. Robert's Rules of Order, Revised, shall govern the proceedings of this Board.

#### **Article 7 Amendments**

- 7.1 Amendments. The Board may amend these bylaws. Any amendment to the bylaws before it becomes effective must be approved by Delta Charter Township. Upon approval of Delta Charter Township the amendment shall become effective. If it is not approved

by Delta Charter Township the amendment shall not become effective and the original provision to be amended shall remain in effect.

**Article 8**  
**Conflict with Delta-Waverly**  
**District Library Agreement**

- 8.1 In the event of any conflict in the provisions of the Bylaws and the Delta Township District Library Agreement, the terms and provisions of the Delta Township Library Agreement shall be controlling.

*These Bylaws were adopted on the 7<sup>th</sup> day of July, 1998, pursuant to resolutions approved by Delta Charter Township and Waverly Community Schools Board of Education.*

*These Bylaws were amended on the 11<sup>th</sup> day of November, 2013 by resolution of the Board. The amendments were approved by Delta Charter Township on the \_\_\_ day of \_\_\_\_\_, \_\_\_\_.*