



# SOUTHWEST MICHIGAN LIBRARY COOPERATIVE

## Plan of Service and Bylaws

Original Plan of Service adopted by the Board October 12, 1978  
Amended April 13, 2017

## **Plan of Service**

### **Article I. Name and Authority**

**Section 1.01** The name of this organization shall be Southwest Michigan Library Cooperative (“SMLC”).

**Section 1.01** This Plan of Service is authorized and SMLC is established under the terms and provisions of P. A. 89 of 1977, as amended, commonly known as the “State Aid to Public Libraries Act.”

### **Article II. Membership**

**Section 2.01** Membership in SMLC shall be available to any public library that qualifies under the requirements of P.A. 89 of 1977, Section 5, whose local Board of Trustees and/or municipal governing or appropriating body adopts this plan by written resolution requesting that their library become a participating member; and whose membership is approved by the Cooperative Board.

**Section 2.02** Libraries not meeting qualifications under P. A. 89 of 1977 – including school, academic and special libraries – shall be considered for associate membership. Associate members shall assume all duties, obligations and privileges as public library members, with the exception of representation on the Board.

**(a)** Privileges are defined as:

*(i) Non-voting participation in Council (including committees);*

*(ii) Receipt of all Cooperative communications; and*

*(iii) Participation in services.*

**Section 2.03** All new members’ expenses and benefits shall be pro-rated over the months remaining through the end of the Cooperative’s fiscal year.

**Section 2.04** As a condition of membership, all public libraries shall conform to personnel certification and funding requirements as required by P. A. 89 of 1977.

- (a) Public libraries that fail to meet certification requirements, and are therefore refused State Aid, shall be given one year in which to achieve the certification requirements.**
- (b) After one year's probation, a public library that fails to meet appropriate certification requirements may continue to receive minimal service, but will be denied representation on the Cooperative Board and voting rights on the Council.**

**Section 2.05        The Cooperative shall conform to certification requirements as required by the State of Michigan.**

**Section 2.06        Any member of this Cooperative may withdraw at any time. The governing body of the local public library shall adopt and submit a written resolution to the Cooperative Board and the Library of Michigan, at least ninety (90) days before the end of the Cooperative's fiscal year.**

### **Article III.        Advisory Council**

**Section 3.01        An Advisory Council ("Council") shall be established representing all member libraries.**

- (a) The role of the Council will be to recommend mission statement, policies, services and an annual budget to the Cooperative Board.**

**Section 3.02        The Council shall consist of one representative from each member public library.**

- (a) Each Council member shall have one vote.**

**Section 3.03        The Council shall provide officers for the Governing Board and such committees as directed in the Bylaws.**

**Section 3.04        The Council shall meet on a day specified in the Bylaws. Meetings shall adhere to all provisions of P.A. 267 of 1976, commonly known as the "Open Meetings Act."**

## **Article IV. Governing Board**

**Section 4.01** The Governing Board (“Board”) of the Cooperative shall consist of nine (9) members selected from the Council. The Board shall manage the Cooperative and make such bylaws, rules and regulations not inconsistent with P.A. 89 of 1977 as may be necessary; none of which shall be deemed to deprive any local board of any of its powers or property.

- (a) No members of the Board shall be paid, except for expenses incurred in the fulfillment of their duties.

**Section 4.02** The nine (9) members of the Board shall be selected from the Council as follows:

- (a) Initially, five (5) members shall be from Class I, II, or III public libraries; and four (4) members from Class IV, V, or VI public libraries;
- (b) Annually thereafter, and continuing in a rotating manner, four (4) members shall be from Class I, II, or III public libraries; and five (5) members shall be from Class IV, V, or VI public libraries.
- (c) The terms of each Board member shall be two (2) years.
- (d) Individuals may serve multiple consecutive or non-consecutive terms on the Board.

**Section 4.03** The Cooperative Board shall meet as specified in the Bylaws, and shall adhere to all provisions of P.A. 276 of 1976, commonly known as the “Open Meetings Act.”

- (a) Meeting agendas and packets will be given to appropriate members at least one week in advance of the meeting date.

**Section 4.04** Duties and responsibilities of the Cooperative Board.

- (a) The role of the Cooperative Board is to fulfill the requirements of P. A. 89 of 1977, Section 8, as amended.
- (b) The Board shall be a body corporate and may sue and be sued.
- (c) The Board may do all of the following:
  - (i) *Operate the cooperative library and manage and control the cooperative library's funds.*

- (ii) Establish, maintain, and operate cooperative services for libraries in the Cooperative's service area.*
- (iii) Appoint a director to administer the cooperative library; fix that person's compensation and terms of service, and delegate to that person those powers the delegation of which is in the best interest of the Cooperative, including the power to hire necessary employees.*
- (iv) Have exclusive control of expenditures including adoption of an annual budget recommended by the Council.*
- (v) Accept gifts and donations of property, real and personal, for the benefit of the Cooperative and for the purposes for which donated.*
- (vi) Adopt bylaws and rules not inconsistent with P. A. 89, of 1977 for its own governance and do those things necessary to carry out the purpose of said act.*
- (d) The Board shall not make changes to the Cooperative Mission Statement.**
- (e) The Board shall provide for an annual financial audit to be filed within 12 months following the close of the annual fiscal year as required by P.A. 140 of 1971.**
- (f) The Board shall ensure that the Cooperative maintains current fidelity bond coverage and file annual verification of coverage as required.**
- (g) The Cooperative will invest any surplus funds in compliance with P. A. 20 of 1943, as amended.**
- (h) In pursuing these duties, the Board will take into due consideration the recommendations of the Council.**
- (i) It is expressly understood that the Cooperative Board has no jurisdiction over the property and management of member libraries.**

## **Article V. Funding**

**Section 5.01** As required by P.A. 89 of 1977, the fiscal year of the Southwest Michigan Library Cooperative shall be October 1st through September 30th.

**Section 5.02** The Cooperative shall apply for State Aid before February 1st of each year.

**Section 5.03** Direct State Aid, granted by the State of Michigan for library cooperatives as authorized by P. A. 89 of 1977, Section 13, and paid to the Cooperative, will be used for any library purpose recommended by the Council and approved by the Cooperative Board.

**Section 5.04** Supplemental funding may be pursued and utilized if approved by the Council.

**Section 5.05** No additional fees shall be levied from member libraries without approval of the Council.

**Section 5.06** All funds received by the Cooperative will be deposited in a designated Cooperative account, and will be used only for expenses authorized by the Cooperative Board. Funds may not be co-mingled with funds of member libraries.

(a) Signatories for the Cooperative account shall be the Treasurer and the President of the Cooperative Board.

(b) Financial statements shall be made available to the Cooperative Board and Council on a regular basis.

**Section 5.07** All accounting of the Cooperative will be organized under the guidelines of the Michigan Department of Treasury *Uniform Chart of Accounts for Counties and Local Units of Government*, and will comply with Governmental Accounting Standards Board (GASB) accounting principles as well as all State and Federal regulations.

**Section 5.08** The Cooperative will maintain a fund balance of [at least XX% of current operating expenditures.]

**Section 5.09** State, federal and other public or private grants may be pursued as recommended by the Council, provided they support the goals and objectives of the Cooperative.

**Section 5.10** There shall be an annual audit conducted by an independent, licensed CPA firm, with a formal report to the Board for acceptance. A copy of the annual audit will be filed with the Library of Michigan and the Michigan Department of Treasury, Local Audit Division.

**Section 5.11** As part of the budget process, the Budget and Finance Committee will present a preliminary budget to the Cooperative Board at least two (2) months prior to the Cooperative's Annual Meeting.

- (a) In creating the preliminary budget, the Committee shall take into account the service needs of member libraries as well as current and future funding levels.**
- (b) Following review by the Board, the budget shall be presented to the Council to be voted on at the Annual Meeting.**
- (c) Budget amendments resulting from the annual audit and changes in income or expenses will be managed by the Cooperative Board at their subsequent monthly meetings.**

**Article VI. Services**

**Section 6.01 The Cooperative will provide services for member libraries.**

- (a) The Board will annually review offered services, accepting recommendations from the Council and making such adjustments as they deem necessary within the confines of the annual budget.**

**Section 6.02 The Cooperative will maintain a web presence, which will contain such public items as are required by law as well as resources for the Cooperative membership.**

**Article VII. Plan Approval and Revisions**

**Section 7.01 This Plan of Service shall be reviewed bi-annually.**

**Section 7.02 Any member wishing to amend this Plan shall submit the proposed change, in writing, to the Cooperative Director, who will submit it to the Council at least thirty (30) days prior to their regularly scheduled meeting.**

**Section 7.03 Amendments may be voted on immediately, or the Board may order further review.**

**Section 7.04 Amendments will be adopted if approved by a two-thirds majority of the Council.**

**Section 7.05 The original Plan having been approved by the Library of Michigan, all major subsequent modifications shall be submitted to them for approval. If the Library of Michigan holds a hearing about those modifications, all members of the Cooperative will be notified of same.**

**Article VIII. Adoption of Plan**

**Section 8.01 The Board of the Southwest Michigan Library Cooperative adopts the original Plan of Service, October 12, 1978. Subsequently amended as follows:**

December 1978  
October 1980  
January 1981  
April 1982  
July 1984  
October 1986  
July 1991

April 1992  
July 1993  
October 1994  
April 1996  
July 1997  
June 1998  
March 2002

July 2003  
May 2006  
January 2009  
April 2012  
April 2017

## Bylaws

### Article I. Name

**Section 1.01** The name of this organization shall be Southwest Michigan Library Cooperative (“SMLC” or “Cooperative”).

### Article II. Authority

**Section 2.01** The authority for this Cooperative is provided in the Plan of Service, adopted October 12, 1978, as organized under provisions of P. A. 89 of 1977.

**Section 2.02** The Plan of Service provides fundamental information regarding the organization, membership, and services of the Cooperative. These Bylaws provide further definition of organizational and service issues and should be viewed only within the context of the Plan of Service.

### Article III. Membership

**Section 3.01** Membership in the Cooperative shall be available to any public library in Southwest Michigan which meets the qualifications of P. A. 89 of 1977, whose local Board of Trustees and/or municipal governing or appropriating body adopts the Cooperative’s Plan of Service by written resolution, and whose membership is approved by the Cooperative Board.

- (a) New members may join the Cooperative on approval of a majority of the Board. The Board shall accept or show reason for denial of the request for membership within sixty (60) days after receipt.
- (b) Member public libraries that qualify for State Aid with the aid of a waiver granted by the Library of Michigan shall provide a copy of the waiver to the Cooperative Board.
- (c) Member public libraries that fail to qualify for State Aid shall provide a copy of the letter of notification to the Cooperative Board.
  - (i) *The library 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 Cooperative Board no later than the end of the Cooperative’s fiscal year in order to be considered for continuation of services.*
  - (ii) *The Board will determine if services will be discontinued.*

**(d) Libraries not meeting qualifications under P. A. 89 of 1977 – including school, academic and special libraries – shall be considered for associate membership.**

***(i) Associate members shall assume all duties, obligations and privileges as full members, with the exception of representation on the Board.***

1) Privileges are defined as:

*a) Non-voting participation in Council, including committees;*

*b) Participation in services; and*

*c) Receipt of all Cooperative communications .*

## **Article IV. Governance**

**Section 4.01 An Advisory Council (“Council”) shall be established representing all member public libraries.**

**(a) The Council shall consist of one representative from each member public library.**

**(b) The role of the Council shall be to recommend policy, program of service, mission statement, and annual budgets to the Cooperative Board.**

**(c) Each Council member shall have one (1) vote.**

**Section 4.02 The Cooperative Board (“Board”) shall be selected from the Council in the following manner:**

**(a) Initially, five (5) members shall be from Class I, II, or III public libraries; and four (4) members from Class IV, V, or VI public libraries.**

**(b) Bi-annually thereafter, and continuing in a rotating manner:**

***(i) Four (4) members shall be from Class I, II, or III public libraries; and***

***(ii) Five (5) members shall be from Class IV, V, or VI public libraries.***

**(c) The terms of each Board member shall be two (2) years.**

**(d) Individuals may serve multiple consecutive or non-consecutive terms on the Board.**

**(e) The Board may not make changes in the Cooperative’s Mission Statement without the consent of Council.**

**(f) The Board may override the Council’s recommended mission statement or budget by a vote of a simple majority.**

**Section 4.03**        **The Director shall be a non-voting, ex-officio member of the Board and Council.**

## **Article V. Duties and Powers of the Board**

**Section 5.01**        **The role of the Cooperative Board is to fulfill the requirements of P. A. 89 of 1977, Section 8.**

**Section 5.02**        **As the governing authority of the Cooperative, the Board shall:**

- (a) Be a body corporate and juristic entity for social security and legal identity purposes;**
- (b) Have the powers which relate to the functioning of the Cooperative and the management and control of the Cooperative's funds;**
- (c) Establish, maintain, and operate Cooperative services for member libraries;**
- (d) Enter into contracts to receive service from, or give service to, libraries in the state; including public, school, academic or special libraries, other cooperative libraries, political subdivisions of the State, commercial organizations or individuals;**
- (e) Purchase or contract for materials, equipment and supplies for Cooperative services;**
- (f) Purchase sites, erect buildings, and/or lease suitable quarters, and have supervision and control of property of the Library Cooperative;**
- (g) Have exclusive control of expenditures of the Cooperative including:**
  - (i) Adoption of an annual budget recommended by the Council***
  - (ii) Acceptance of gifts and donations of property, real and/or personal, for the benefit of the Cooperative, and for the purpose(s) for which it is donated.***
- (h) Adopt bylaws and rules not inconsistent with P. A. 89 of 1977 for its own governance and do those things necessary to carry out the purpose of the Act.**
- (i) Appoint a Director to administer the Cooperative; fix that person's compensation, and delegate those powers to that person as are in the best interest of the Cooperative;**

**Section 5.03**        **In pursuing these duties, the Board will take into due consideration the recommendations of the Council.**

## **Article VI. Election of Officers**

**Section 6.01** The Cooperative Board shall nominate candidates for the offices of President, Vice-President, Secretary and Treasurer from its incoming members.

- (a)** Officers shall be elected by the Board at their first meeting immediately following the Annual Meeting (October).
- (b)** No one shall be eligible for office who is not a member of the Board.
- (c)** If a vacancy occurs in the office of President, the Vice-President shall succeed to that office.
- (d)** A vacancy occurring in any other office shall be filled by election by the members of the Board.

**Section 6.02** A vacancy on the Board shall be filled by a Council member from the same Class size group (I, II, III or IV, V, VI) as the vacating member.

## **Article VII. Duties of Officers and Director**

**Section 7.01** President.

- (a)** The President shall:
  - (i)** *Preside at all meetings, exercise general supervision over the affairs of the Board and Council, and appoint all committees; and*
  - (ii)** *Serve as the head of the Personnel Committee, as well as ex-officio member of any other committees deemed necessary by the Board.*

**Section 7.02** Vice-President.

- (a)** The Vice-President shall:
  - (i)** *Assume the duties of the President in case of absence or disability;*
  - (ii)** *Serve as head of the Budget and Finance Committee.*

**Section 7.03** Secretary.

- (a)** The Secretary shall:
  - (i)** *Keep the minutes of all meetings of the Council and Board; and*
  - (ii)** *Within a timely manner, make said minutes available to the membership and public.*

**Section 7.04 Treasurer.**

**(a) The Treasurer shall:**

- (i) Be custodian of all Cooperative funds;***
- (ii) Present financial reports at each regular Council meeting;***
- (iii) Obtain appropriate bonding.***

**Section 7.05 Director.**

- (a) The Director of the Cooperative is an “at will” employee and shall be hired by the Board upon advice and recommendation of the Personnel Committee. The Director is responsible to and reports to the Board.**
- (b) The Director’s duties shall be defined in the job description written by the Personnel Committee and adopted by the Board.**
- (c) The Director’s performance, based on the approved job description, will be evaluated annually by the Personnel Committee.**

**Article VIII. Parliamentary Authority.**

**Section 8.01 *Robert’s Rules of Order* (most recent revision) shall be the parliamentary authority on all matters not covered by the bylaws of the Cooperative.**

**Article IX. Meetings.**

**Section 9.01 All meetings of the Board and Council will comply with the P. A. 267 of 1976, commonly known as the “Open Meetings Act.”**

**Section 9.02 Regular meetings of the Board shall be held quarterly in October, February, April, and August.**

- (a) The Board shall stipulate the dates, times and locations of their meetings.**
- (b) Notice of Board meetings shall be posted on the Cooperative’s web site and at the home library of the Director.**
- (c) Board packets, including agenda and financial reports, shall be given to Board members by the Director at least seven (7) days prior to each meeting.**

**Section 9.03** Regular meetings of the Council shall occur on the same date as the Board meetings in October, April and August.

- (a) The meetings shall be held immediately prior to the Board meetings and occur in the same location.
- (b) Agendas for all meetings shall be given to all members by the Director at least seven (7) days prior to each meeting.
- (c) Notice of Council meetings shall be posted on the Cooperative's web site and at the home library of the Director.

**Section 9.04** The Annual Meeting shall be the regular Council meeting in October, the first meeting of the Cooperative's fiscal year.

**Section 9.05** Special meetings of the Board or Council may be called by the President, Director, or a majority of the officers.

- (a) Such meetings must be confirmed with membership at least forty-eight (48) hours prior to the meeting.
- (b) Notice of all special meetings must be posted on the Cooperative's web site and at the Director's home library.
- (c) The only business which may be conducted at a special meeting is that for which the meeting was called.

**Section 9.06** In the case of natural disaster or conflict with holidays, the President, Director or a majority of the officers may change or cancel the scheduled meeting without prior notice.

## **Article X. Quorum.**

**Section 10.01** At least a majority of the voting members of the Council shall constitute a quorum for transaction of business.

**Section 10.02** At least a majority of the Board being in attendance shall constitute a quorum for transaction of business.

**Section 10.03** Attendance shall be defined as in person, or via telephone or video conference.

## **Article XI. Committees**

**Section 11.01** Standing Committees.

- (a) Personnel Committee

***(i) A three-member standing Personnel Committee shall be established, consisting of:***

- 1) Board President;
- 2) One member from a Class I, II, or III library, appointed by the President;
- 3) One member from a Class IV, V, or VI library, appointed by the President.

***(ii) The duties of the Personnel Committee shall be:***

- 1) Establish a job description for the Cooperative Director position;
- 2) Recommend appointment of a Director to the Cooperative Board; and
- 3) Annually evaluate the Director, communicating their report to the Board.

**(b) Budget and Finance Committee**

***(i) A three-member standing Budget and Finance Committee shall be established, consisting of:***

- 1) Board Vice-President
- 2) Board Treasurer
- 3) One additional Council member, appointed by the Board President:
  - a) *If the Treasurer is from a Class I, II, or III library, the additional member shall be from a Class IV, V, or VI library;*
  - b) *If the Treasurer is from a Class IV, V, or VI library, the additional member shall be from a Class I, II, or III library.*
- 4) As part of the budget process, the Budget and Finance Committee will present a preliminary budget to the Cooperative Board for review at their August meeting.
  - a) *In creating the preliminary budget, the Committee shall take into account the service needs of member libraries as well as current and future funding levels.*

**Section 11.02 Additional Committees**

**(a) Additional committees may be formed by the President upon the recommendation of the Council, Board, or Director.**

***(i) Representation on committees shall, as much as possible, be equitable across library class sizes.***

**Article XII. Order of Business.**

**Section 12.01 The order of business of all regular meetings of the Council shall include:**

- (a) Call to order by presiding officer**
- (b) Roll Call / Attendance**
  - (i) Signatures on an attendance sheet shall satisfy this requirement.*
- (c) Minutes of the previous meeting**
  - (i) Discussion, corrections as necessary, and approval*
- (d) Treasurer's Report**
  - (i) Including financial reports*
- (e) Communications**
  - (i) Including any communications from member libraries*
- (f) Committee Reports**
  - (i) Standing Committees*
  - (ii) Any additional committees*
- (g) Director's Report**
  - (i) Including information from Cooperative Directors' meetings*
- (h) Old / Unfinished Business**
- (i) New Business**
- (j) Adjournment**

**Article XIII. Annual Audit.**

**Section 13.01 An annual audit shall be conducted by an independent, licensed accounting firm.**

**Article XIV. Amending of Bylaws.**

**Section 14.01 Any amendment to these Bylaws may be proposed by any member of the Council, in writing, to the Cooperative Director.**

**(a) Upon receipt of any proposed amendment, the Director shall forward said proposal to all Council and Board members at least thirty (30) days prior to the next regular Council meeting.**

**Section 14.02 Adoption of an amendment must be by a two-thirds majority of the Council.**

**Article XV. Dissolution.**

**Section 15.01 All assets of the Southwest Michigan Library Cooperative remaining after the payment of all debts shall, upon dissolution of said organization, be distributed among the membership according to a formula drawn up by the Cooperative Board.**

## **Appendix A – Current Southwest Michigan Library Cooperative Members by Class Size**

### **Class VI (50,000 +)**

Kalamazoo Public Library	124,169
Portage District Library	52,170
Willard Public Library	89,779

### **Class V (26,000 – 49,999)**

Cass District Library (VanBuren District Library)	38,002
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### **Class IV (12,000 – 25,999)**

Allegan District Library	17,405
Benton Harbor Public Library	24,787
Coloma Public Library	13,024
Comstock Township Library	14,854
Dowagiac District Library	13,264
Lincoln Township Public Library	22,258
Niles District Library	25,686
Otsego District Public Library	14,169
Paw Paw District Library	13,579
Charles A. Ransom District Library (Plainwell)	15,068
Maud Preston Palenske Memorial Library (St. Joseph )	18,393
Three Rivers Public Library	14,253
Vicksburg District Library	12,238

### **Class III (7,000 – 11,999)**

Augusta-Ross Township District Library	7,172
Berrien Springs Community Library	9,197
Buchanan District Library	10,090
Eau Claire District Library	7,392
Galesburg-Charleston Memorial District Library	9,476
Parchment Community Library	9,779
Richland Community Library	7,580
South Haven Memorial Library	8,386

**Class II (4,000 – 6,999)**

Bridgman Public Library	5,263
Hartford Public Library	6,582
Marcellus Township Wood Memorial Library	4,101
J. C. Wheeler Library (Martin)	6,384
New Buffalo Township Public Library	5,819
Three Oaks Township Library	5,092
Watervliet District Library	4,837

**Class I (0 – 3,999)**

Lawrence Memorial Library (Climax)	2,463
Galien Township Public Library	3,043
Lawton Public Library	1,900
Sodus Township Library	1,932

## **Appendix B – Current Southwest Michigan Library Cooperative Associate (Non-Public Library) Members**

### **Schools**

Bloomington Public Schools  
Brandywine Public Schools  
Bridgman Public Schools  
Climax-Scotts Community Schools  
Coloma Community Schools  
Comstock Public Schools  
Covert School District  
Delton-Kellogg Schools  
Dowagiac-Union Schools  
Eau Claire School District  
Galesburg-Augusta Community Schools  
Gobles Public Schools  
Gull Lake Community Schools  
Hackett Catholic High School (Kalamazoo)  
Hartford Public Schools  
Hastings Area Schools  
Kalamazoo Country Day School  
Kalamazoo Christian Schools Association  
Kalamazoo Public Schools  
Kalamazoo Regional Education Service Agency (KRESA)  
Lake Michigan Catholic Schools  
Lakeshore Public Schools  
Lawton Community Schools  
Marcellus Community Schools  
Mattawan Consolidated Schools  
Mendon Community Schools  
Michigan Lutheran High School  
New Buffalo Public Schools  
Parchment Public Schools  
Paw Paw Public Schools  
Plainwell Community Schools  
Portage Public Schools  
Regional Educational Media Center 11 (REMC-11)

St. Joseph Public Schools  
St. Monica School (Kalamazoo)  
Schoolcraft Community Schools  
South Haven Public Schools  
Sturgis Public Schools  
Three Rivers Community Schools  
Vicksburg Community Schools  
Watervliet Public Schools

### **Academic Libraries**

Andrews University  
Davenport University  
Glen Oaks Community College  
Kalamazoo Valley Community College  
Lake Michigan College  
Southwestern Michigan College  
Western Michigan University

### **Special Libraries**

Borgess Health Center Libraries  
Bronson Hospital Health Science Library  
First United Methodist Church (Kalamazoo)  
Fort Miami Heritage Society  
Hart-Dole-Inouye Federal Center Library (Battle Creek)  
Kalamazoo Institute of Arts  
Lakeland Medical Center  
Michigan Maritime Museum  
Pine Island Presbyterian Fellowship  
W. E. Upjohn Institute  
W. K. Kellogg Foundation Library