

Northern Michigan Library Network  
Board of Directors  
Minutes of the Meeting of February 4, 2020

**CALL TO ORDER:** A meeting of the Board of Directors of the Northern Michigan Library Network was held at the Superiorland Library Cooperative and via Zoom conferencing service. The public was invited to participate at the Superiorland Library Cooperative; 1615 Presque Isle Avenue; Marquette. Shawn Andary, Chair, called the meeting to order at 11:02 a.m. eastern.

**Board Members Present:**

At Superiorland Library Cooperative: Shawn Andary, Chair (representing Superiorland Library Cooperative) and Bruce MacDonald, Secretary/Treasurer (representing Peter White Public Library)

Zoom: Deb Friedman (representing Superiorland Library Cooperative, Megan Buck and Renee Augustine (representing Dickinson County Library), and Lisa Waskin and Richard Conboy (representing Superior District Library)

**Others Present:**

At Superiorland Library Cooperative: Pamela Malmsten (SLC staff), Recorder

Zoom: Barb Bartel (Director, West Iron District Library)

**Board Members Absent:** Andrea Ingmire (representing Peter White Public Library) and Stephanie Swenski (representing West Iron District Library)

**APPROVAL OF THE AGENDA:** Since both Deb Friedman and Barb Bartel indicated that they needed to leave early, Shawn recommended that agenda items relating to the NMLN dissolution –Old Business items “VII. a.” and “VII. b.”--be discussed after the approval of the agenda.

A **motion** was made **to approve the agenda as amended** (MSC Deb Friedman/Megan Buck). Motion carried unanimously.

**OLD BUSINESS:**

Update and Discussion on NMLN Dissolution Process: SLC’s attorney, Anne Seurnyck, prepared a “Resolution to Dissolve the Urban Cooperation Agreement (UCA) between NMLN and Member Libraries” for the NMLN Board and similar resolutions for participating libraries to present to their Boards for consideration. Shawn said that if the NMLN Board votes to adopt the Resolution to Dissolve the UCA, the participating libraries (Superiorland Library Cooperative, Superior District Library, Peter White Public Library, Dickinson County Library, and West Iron District Library) should present the Resolution to their Boards at their next Board meetings. SLC staff also prepared an informational document that could be given to the Boards of the participating libraries; the document summarizes the history of NMLN, explains the reasons for dissolution, and lists the next steps in the dissolution process.

Adopt Resolution to Dissolve the Urban Cooperation Agreement Between NMLN and Member Libraries:

A **motion** was made **to adopt the Resolution to Dissolve the Urban Cooperation Agreement Between NMLN and Member Libraries as presented** (MSC Deb Friedman/ Bruce MacDonald). Motion carried unanimously. [Note: the complete Resolution is copied at the end of these minutes.

**PUBLIC PARTICIPATION:** There was no public participation.

**APPROVAL OF THE MINUTES OF September 5, 2019:**

A **motion** was made **to approve the minutes of September 5, 2019 as presented** (MSC Renee Augustine/Deb Freidman. Motion carried unanimously.

**FINANCIAL REPORT:** Pam Malmsten presented the financial report.

Approval of Disbursements and Year to Date report as of February 4, 2020.  
Cash disbursements for October 1, 2018 – February 4, 2020 were reviewed. The only disbursement was for an annual financial audit progress payment (\$900). All NMLN invoices are paid by the Upper Peninsula Region of Library Cooperation on behalf of NMLN. Pam Malmsten summarized the YTD Expense and Revenue Report as of February 4, 2020. Total YTD revenues were \$0.00 and total expenditures were \$900.

A **motion** was made **to approve cash disbursements of \$900 for October 1, 2019 to February 4, 2020 and the year to date expense and revenue report as of February 4, 2020** (MSC Megan Buck/Deb Freidman). Motion carried unanimously.

Approval of the Financial Audit Report as of September 30, 2019: The annual independent audit of NMLN's financial records for the year ended September 30, 2019 was previously distributed to Board members and posted on the NMLN web site. A **motion** was made **to accept the NMLN audit for the year ended September 30, 2019** (MSC Lisa Waskin/Renee Augustine). Motion carried unanimously.

**NEW BUSINESS:**

Report on Board Terms: It was noted that Megan Buck's board term will expire on March 20, 2020.

**SET DATE AND TIME FOR NEXT NMLN BOARD MEETING:** It was agreed that the date and time of the next meeting will be determined once all of the Boards of the participating institutions have had a chance to vote on the Resolution to Dissolve the UCA.

**ADJOURNMENT:** There being no further business, the Chair declared the meeting adjourned at 11:20 a.m.

Respectfully submitted,



Bruce MacDonald, Secretary  
Pamela Malmsten, Recorder

**NORTHERN MICHIGAN LIBRARY NETWORK**

**RESOLUTION TO DISSOLVE URBAN COOPERATION AGREEMENT BETWEEN  
THE SUPERIORLAND LIBRARY COOPERATIVE AND MEMBER LIBRARIES**

A resolution made and adopted at a meeting of the Board of the Northern Michigan Library Network, Marquette County, State of Michigan, held at the Superiorland Library Cooperative on the 04 day of February, 2020, at 11:32 a.m.

Members present: Shawn Andary (Chair) and Deb Friedman, Superiorland Library Cooperative ; Bruce MacDonald

(Secretary) Peter White Public Library; Lisa Waskin and Richard Conboy (Superior District Library); Megan Buck and Renee Augustine, (Dickinson County Library).

Members absent: Stephanie Swenski, West Iron District Library and Andrea Inmire, Peter White Public Library

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The following resolution was offered by Deb Friedman and supported by Bruce MacDonald.

WHEREAS, the Superiorland Library Cooperative ("SLC"), West Iron District Library, Dickinson County Library and the Peter White Public Library entered into an Urban Cooperation Agreement ("Agreement") and formed the Northern Michigan Library Network ("NMLN") on March 21, 2008, pursuant to the Urban Cooperation Act, 1967 PA 7 ("Act 7"), under which any public agency of the state may jointly exercise any power, privilege or authority that agencies share in common and might each exercise separately; and

WHEREAS, the Bayliss Public Library became a participating public agency in the Agreement in 2010; and

WHEREAS, SLC and the Libraries (collectively referred to as the "Parties") determined it is in their best interest to terminate the Agreement; and

WHEREAS, NMLN has also determined it is in its best interest to dissolve; and

WHEREAS, Section IV.B., entitled *Termination*, of the Agreement provides that the Agreement may be terminated upon mutual agreement of the governing bodies of the Parties; and

WHEREAS, once terminated, NMLN is dissolved pursuant to Section VI.B. of the Agreement and all assets of NMLN shall be transferred to SLC pursuant to Section VI.C. of the Agreement; and

WHEREAS, to effectuate the transfer of real and personal property, NMLN agrees to enter into a quit claim deed and bill of sale for real and personal property;

WHEREAS, the governing boards of the Parties and NMLN have also or will approve the termination of the Agreement and dissolution of NMLN.

THEREFORE, the Board of the Northern Michigan Library Network, Marquette County, Michigan, resolves as follows:

1. The Board understand and agrees that the Agreement between the Superiorland Library Cooperative and Member Libraries, effective Feb. 4, 2020, shall be terminated pursuant to Section VI.B. of the Agreement. The Board understands that mutual termination of the Agreement by all Parties to the Agreement will dissolve NMLN.
2. The Board understands that SLC and NMLN will work together to transfer all assets from NMLN to SLC as required by Section VI.C. of the Agreement.
3. To that end, as a condition of agreeing to mutually terminate the Agreement, NMLN and SLC shall execute a Bill of Sale (substantially in the form attached as Exhibit A), to transfer all personal (tangible and intangible) property of NMLN to SLC.
4. Also, as a condition of agreeing to mutually terminate the Agreement, NMLN and SLC shall execute a Quit Claim Deed (substantially in the form attached as Exhibit B), to transfer all real property of NMLN to SLC.
5. All resolutions and parts of resolutions that are in conflict with the provisions of this Resolution are rescinded.

YEAS: Shawn Andary, Deb Friedman, Bruce MacDonald, Lisa Waskin, Richard Conway, Megan Buck, Renee Augustine (7)  
NAYS: (0) Non

RESOLUTION DECLARED ADOPTED.

STATE OF MICHIGAN )  
 ) ss.  
COUNTY OF MARQUETTE )

#### CERTIFICATION

I, the undersigned, the duly qualified and acting Secretary of the Board of the Northern Michigan Library Network, DO HEREBY CERTIFY that the foregoing is a true and complete copy of certain proceedings taken by the Board of the Northern Michigan Library Network at a meeting held on the 04 day of February, 2020.

Bruce MacDonald  
Secretary, Board of the  
Northern Michigan Library Network