

UPPER PENINSULA REGION OF LIBRARY COOPERATION, INC.

BYLAWS

Adopted on September 27, 2001

Revised as of July 13, 2001 and April 16, 2007

Proposed Revision for September 28, 2021

1. CORPORATION

1.1 NAME. Pursuant to its Articles of Incorporation, the name of the Corporation is Upper Peninsula Region of Library Cooperation.

1.2 PLACES OF BUSINESS. The Corporation will have its principal place of business in Marquette, Michigan. The Board of Trustees may designate additional or alternate places of business as needed.

1.3 PURPOSES. The purposes for which the Upper Peninsula Region of Library Cooperation (the “**Corporation**”) is organized are as specified in the Articles of Incorporation

1.4 NONPROFIT OPERATION. The Corporation will be operated exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Code as a nonprofit Corporation. No trustee or member of the Corporation will have any title to or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of the Corporation will inure to the benefit of any trustee, member, officer or any private shareholder or individual. No substantial part of the activities of the Corporation will consist of carrying on propaganda or otherwise attempting to influence legislation, nor will the Corporation participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

1.5 FINANCES. The fiscal year of the Corporation will close on September 30.

2. MEMBERSHIP

2.1 IN GENERAL. Under the Michigan Nonprofit Corporation Act (the “**Act**”), a Corporation organized upon a nonstock basis will be organized upon either a membership basis or a trusteeship basis. This Corporation is organized on a membership basis, and will have members.

2.2 QUALIFICATIONS. The members of the Corporation will be public, academic, school, tribal, governmental libraries or private libraries recognized as exempt under Section 501(c)(3) of the Code (each a “**Member Institution**”). The Board of Trustees may adopt reasonable rules for the admission, retention, expulsion of members and set dues. Such rules will be consistent with the purposes of the Corporation and the other provisions of these bylaws and with the Articles of Incorporation and will be equally enforced as to all members. The Board of Trustees can also approve non-voting, affiliate/associate status for an organization or individual persons interested in supporting the goals and purposes of the Corporation.

2.3 VOTING. Each member is entitled to one vote on each matter submitted to a vote of the members. The Chief Executive Officer (“**CEO**”), or similar position, of each Member Institution is the designated individual with the right to vote on corporate matters at any annual or special meeting: alternatively, the CEO (or, if none, the governing body) may name an individual to exercise the right to vote on behalf of each Member Institution at a specified annual or special meeting. Designation of the voting person, if it is not the CEO, will be reported to the Secretary of the Corporation, who will compile the list of eligible voters fourteen (14) days prior to the date set of the annual or special meeting.

2.4 PLACE OF MEETINGS. Annual and special meetings of the members will be held at such places as will be determined by the Board of Trustees or the Chairperson and stated in the notice of meeting.

2.5 ANNUAL MEETING. The annual meeting of the members of the Corporation for election of trustees and for such other business as may come before the meeting will be held on such date and hour prior to the end of the fiscal year as will have been determined by the Board of Trustees or the Chairperson, and stated in the notice of the meeting. If for any reason the annual meeting is not held by the end of the fiscal year, any business which could have been conducted at an annual meeting may be conducted at any subsequent special meeting or by consent resolution.

2.6 SPECIAL MEETINGS. Special meetings of the members of the Corporation may be called by the Board of Trustees, or the President and will be called by the President or the Secretary at the written request of any two (2) members of the Corporation. Notwithstanding the foregoing, if the Corporation has ten or fewer members, a special meeting may be called by any single member. No business may be transacted at a special meeting except the business specified in the notice of the meeting.

2.7 NOTICE OF MEETINGS OF MEMBERS. Except as otherwise provided by statute, official written notice of the time, place and purposes of each meeting of the members of the Corporation will be given not less than ten (10) or more than sixty (60) days before the date of the meeting to chief executive of the Member Institution. Notice may be provided by personal contact, mail, or other electronic communication. There will be no notice required for an adjourned meeting of the members provided the time and place to which such meeting is adjourned are announced at the meeting at which

the adjournment is taken. At an adjourned meeting only such business may be transacted as might have been transacted at the original meeting.

2.8 WAIVER OF NOTICE OF MEETINGS. Notice of any annual or special meeting of the members of the Corporation may be waived in writing before or after the meeting. Attendance at a meeting constitutes waiver of notice of the meeting, except where the member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

2.9 ACTION WITHOUT A MEETING. Any action required or permitted to be taken at an annual or special meeting of the members may be taken without a meeting, without prior notice, and without a vote, if consent in writing, setting forth the action so taken, is signed by all members entitled to vote thereon. Said written consents will be filed with the minutes of the proceeding of the members and will have the same effect as a vote of the members for all purposes.

2.10 QUORUM. A quorum for an annual or special meeting of the members will consist of those members present and eligible to vote. Any matter submitted to a vote of the members will pass upon the receipt of an affirmative vote of the majority of the members present at an annual or special meeting.

2.11 ELECTRONIC COMMUNICATION. A member may participate in a meeting of members by electronic communications by which all persons participating in the meeting may hear each other, if all participants are advised of the electronic communication in use and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

3. BOARD OF TRUSTEES

3.1 BOARD OF TRUSTEES. The business and affairs of the Corporation will be managed by a Board of Trustees, which is the governing body of the Corporation. The Board of Trustees will meet as often as necessary to conduct the business of the Corporation, but at least annually.

3.2 NUMBER AND QUALIFICATION OF TRUSTEES. The Board of Trustees will consist of nine (9) persons with at least one trustee from an academic library and one from a public library. The number of trustees may be increased or decreased as determined by the Board of Trustees from time to time. Each trustee must be an employee of a Member Institution.

3.3 ELECTION AND TERM. Trustees will be elected by the members at the annual meeting and vacancies will be filled in the manner specified in Section 3.4 below. Trustees will serve for three (3) year terms with three (3) trustees' terms expiring each year. Trustees will be eligible for re-election. If, at the time of adoption of these bylaws, the number of Trustees exceeds nine (9) persons, the total number of Trustees may

be reduced to nine (9) over a period of up to three (3) years by means of a procedure determined by the Board of Trustees.

3.4 REMOVAL. A trustee may be removed from office with or without cause at any annual or special meeting of the Board of Trustees by the affirmative vote of two-thirds (2/3) of the trustees then in office.

3.5 VACANCIES. Vacancies occurring in the Board of Trustees by reason of death, resignation, removal or other inability to serve will be filled by the affirmative vote of a majority of the remaining trustees although less than a quorum of the board of Trustees. A Trustee elected to fill a vacancy will serve for the unexpired portion of the term.

3.6 COMMITTEES. The Board of Trustees may establish such standing or special committees from time to time as it will deem appropriate and will define the powers and responsibilities of such committees. The Board of Trustees may establish one or more executive committees or committees within the limits prescribed by law.

3.7 ANNUAL MEETING. The annual meeting of the Board of Trustees will be held following the annual meeting of members, at such place, date and hour as the Board of Trustees may determine from time to time. At the annual meeting, the Board of Trustees will elect officers and consider such other business as may properly be brought before the meeting. If less than a quorum of the trustees appears for an annual meeting of the Board of Trustees, the holding of such annual meeting will not be required and matters which might have been taken up at the annual meeting may be taken up at any later regular, special or annual meeting or by consent resolution.

3.8 REGULAR AND SPECIAL MEETINGS. Regular meetings of the Board of Trustees will be held at such times and places as the trustees may from time to time determine at a prior meeting or as will be directed or approved by the vote or written consent of all the trustees. Special meetings of the Board may be called by the President or by the Secretary if requested by a majority of the Board of Trustees. Any trustee who is absent from three (3) consecutive meetings without good cause and notification to the Secretary will be considered by the Board for expulsion.

3.9 NOTICE OF MEETINGS OF THE BOARD OF TRUSTEES. Notice of the time and place of all meetings of the Board will be given to each trustee at least three (3) days before the date of the meeting; notice may be provided by personal contact, mail or other electronic communication. Notices of special meetings will state the purpose or purposes of the meeting, and no business may be conducted at a special meeting except the business specified in the notice of the meeting. Notice of any meeting of the Board may be waived in writing before or after the meeting.

3.10 ACTION WITHOUT A MEETING. Action may be taken by the Board of Trustees or a committee thereof without a meeting if, before or after the action, all members of the Board of Trustees or of the committee consent in writing. The written

consent will be filed with the minutes of the proceedings of the Board of Trustee or committee.

3.11 QUORUM AND VOTING REQUIREMENTS. A majority of the then-serving Trustees, or a committee thereof, will constitute a quorum. A majority vote of the quorum is required to conduct all legal business. All matters will be approved following a majority vote of the quorum in the affirmative. A member of the Board or of a committee may participate in a meeting by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear one another. Participation in a meeting in this manner constitutes presence in person at the meeting.

3.12 POWERS OF THE BOARD OF TRUSTEES. The Board of Trustees will have charge, control and management of the business, property, personnel, affairs and funds of the Corporation and will have the power and authority to do and perform all acts and functions permitted for an organization described in Section 501(c)(3) of the Code not inconsistent with these bylaws, the Articles of Incorporation or the laws of the state of Michigan. In addition to, and not in limitation of all powers, express or implied, now or hereafter conferred upon of trustees of nonprofit Corporations, and in addition to the powers mentioned in and implied from Section 1.3, the Board of Trustees will have the power to borrow or raise money for corporate purposes, to issue bonds, notes or debentures, to secure such obligations by mortgage or other lien upon any and all of the property of the Corporation, whether at the time owned or thereafter acquired, and to guarantee the debt of any affiliated or subsidiary Corporation or other entity, whenever the same will be in the best interests of the Corporation and in furtherance of its purposes.

3.13 COMPENSATION. Trustees will receive no compensation for their services on the Board of Trustees, monetary or otherwise. The preceding will not, however, prevent the Corporation from purchasing insurance as provided in Section 5.3 nor will it prevent the Board of Trustees from providing the reasonable compensation to a trustee for services which are beyond the scope of his or her duties as trustee or from reimbursing any trustee for expenses actually and necessarily incurred in the performance of his or her duties as a Trustee.

3.14 EXECUTION OF CONVEYANCES, MORTGAGES AND CONTRACTS. The Board of Trustees may in any instance designate one or more officers, agents or employees to execute any contract, conveyance, mortgage or other instrument on behalf of the Corporation, and such authority may be general or confined to specific transactions. The Board of Trustees may also ratify any execution. When the execution of any instrument has been authorized without specifying the executing officers or agents, the President or any Vice President and the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer may execute such instrument on behalf of the Corporation.

3.15 ELECTRONIC COMMUNICATION. A member of the Board of Trustees may participate in a meeting by electronic communication by means of which all

persons participating in the meeting can hear with each other. Participation in a meeting by this method constitutes presence in person at the meeting.

4. OFFICERS

4.1 OFFICERS. The officers will be a President, a Vice President, a Secretary and a Treasurer and such assistant officers as the Board of Trustees deems appropriate.

4.2 ELECTION AND TERM OF OFFICE. All officers will be elected for a term of one (1) year (or until their successors have been elected) by the Board of Trustees at its annual meeting. No person may execute, acknowledge or verify an instrument in more than one capacity if the instrument is required by law or by the Articles of Incorporation or these bylaws to be executed, acknowledged or verified by two (2) or more officers.

4.3 REMOVAL. Any officer may be removed with or without cause by the vote of a majority of the Trustees then in office at any regular or special meeting of the Board of Trustees.

4.4 VACANCIES. In the event of the death, resignation, removal or other inability to serve of any officer, the Board of Trustees will elect a successor who will serve until the expiration of the normal term of such officer or until his or her successor will be elected.

4.5 PRESIDENT. The President will be the chief executive officer of the Corporation, and, as such, under the direction of the Board of Trustees will have power, on behalf of the Board of Trustees, to perform all acts, execute and deliver all documents and take all steps that the President may deem necessary or desirable in order to effectuate the actions and policies of the Board.

4.6 VICE PRESIDENT. The Vice President will have such duties as determined from time to time by the Board of Trustees or the President. The Vice President will be designated to perform the duties of the President in the President's absence.

4.7 SECRETARY. The Secretary will ensure with assistance from the appropriate staff of the Management contract, that all required notices of meetings of the Corporation and the Board of Trustees are sent. The secretary will review and attend to all correspondence of the Board of Trustees, ensure that the custody of all documents belonging to the Corporation (except as otherwise provided in these bylaws) and of the corporate seal (if any) are properly maintained by the Management Contract, and perform other duties as usually pertain to the office or as determined from time to time by the Board of Trustees.”

4.8 TREASURER. The Treasurer will review the fiscal actions of the Management Contract, ensure that an accounting system is maintained which will give a

true and accurate accounting of the financial transactions of the Corporation, and ensure that a yearly independent financial audit is conducted. The Treasurer will ensure that regular financial reports are available and provided to the Board of Trustees. All funds received by the Treasurer or through the Management Contract will immediately be deposited in a depository designated by the Board of Trustees.

5. INDEMNIFICATION

5.1 SCOPE OF INDEMNITY. The Corporation shall indemnify to the fullest extent authorized or permitted by the Act any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, by reason of the fact that he or she is or was a trustee, officer, employee, volunteer or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, officer, partner, employee, volunteer or agent of another foreign or domestic corporation, business corporation, partnership, joint venture, trust or other enterprise whether for profit or not, against expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding. The Corporation will only indemnify the person if that person acted in good faith and in the best interests of the Corporation, and the person had no reason to believe that the conduct was unlawful. Such indemnification shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the trustee, officer, employee, volunteer or agent is proper in the circumstances because he or she has met the applicable standards of conduct set forth in this Section. Such determination shall be made in one of the following ways: (1) by the Board of Trustees by a majority vote of a quorum consisting of trustees who were not parties or threatened to be made parties to such action, suit or proceeding, (2) by a majority of the members present at an annual or special membership meeting, or (3) by independent legal counsel in a written opinion.

The Corporation shall pay or reimburse the reasonable expenses incurred by a trustee, officer, employee, volunteer or agent or a person that is or was serving at the request of the Corporation as a trustee, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, foreign or domestic business corporation, partnership, limited liability company, joint venture, trust or other enterprise, whether for profit or not, who is a party or threatened to be made a party to an action, suit, or proceeding in advance of final disposition of the proceeding if the person furnishes the Corporation a written agreement, executed personally or on the person's behalf, to repay the advance if it is ultimately determined that the person did not meet the standard of conduct, if any, required by the Act for the indemnification of a person under the circumstances.

The foregoing rights of indemnification and expense advancement shall not be deemed exclusive of any other rights to which anyone seeking indemnification or advance of expenses may be entitled under the Articles of Incorporation, Bylaws, or a contractual agreement, and shall continue as to a person who has ceased to be a trustee,

officer, employee, volunteer or agent and shall inure to the benefit of the heirs, personal representatives and administrators of such a person.

5.2 SURVIVAL. A right of indemnification or to advancement of expenses under a provision of the Articles of Incorporation or these Bylaws is not eliminated or impaired by an amendment to the provision after the occurrence of the act or omission that is the subject of the formal or informal, administrative or investigative action, suit, or proceeding for which indemnification or advancement of expenses is sought unless the provision in effect at the time of the act or omission explicitly authorizes that elimination or impairment after the action or omission has occurred.

5.3 INSURANCE. The Corporation may purchase and maintain insurance on behalf of any such person against any liability asserted against and incurred by such person in any such capacity or arising out of his status as such, whether or not the Corporation would have power to indemnify such person against such liability under the preceding sentence. The Corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification to any employee or agent of the Corporation to the fullest extent provided under the laws of the state of Michigan as they may be in effect from time to time.

6. USER COUNCILS

6.1 USER COUNCILS. As a multi-type library organization, the Corporation recognizes that at times a subsection of members may wish to begin a collaborative endeavor requiring a shared funding source. User Councils, made up of member organizations and facilitating the Corporation's mission, may be established under the Corporation as outlined below. Any organizations wishing to participate in the shared endeavor of a User Council must first become a member of the Corporation.

6.2 ESTABLISHMENT OF USER COUNCILS. User Councils in existence prior to January 1, 2022 will remain until dissolved. Members wishing to form a new User Council after January 1, 2022 will submit to the Board of Trustees a petition to form. Such petitions will include the purpose of the User Council, the source(s) of funding, an initial budget, a proposed list of participants, and a draft of operating procedures to be followed by the User Council. The Board of Trustees will have the ability to approve, deny, or request clarification of the petition for formation of a User Council by majority vote following the review of a petition to form. Board decisions to deny or request clarification of the petition are not subject to the Grievance Process outlined in 6.6.

6.3 CORPORATION OVERSIGHT OF USER COUNCILS. All User Councils will be required to submit initial operating procedures and all proposed updates to the Board of Trustees for review. The Board of Trustees will appoint annually one non-participant to each User Council having full vote and with the responsibility to keep the Board of Trustees informed. User Councils may not enter agreements or contracts independently, but may request the Board of Trustees authorize the Corporation to enter into an agreement or contract on their behalf. The annual budget of the User Council will be presented to the Board of Trustees for approval at the next regular meeting following the User Council approval of the budget. Any subsequent revisions made to the User

Council budget will be presented to the Board of Trustees for approval at a subsequent Board of Trustees meeting. All final revisions of the User Council annual budget will be presented to the Board of Trustees for approval at the Corporation annual meeting. User Councils with revenues outside the Corporation general fund will submit monthly financial reports to the Corporation Treasurer and, as needed, the financial manager, for any and all agreements or contracts. User Councils may request funds from the Corporation general fund be allocated for specific purposes during the budgeting process; such allocations, if approved, will remain in control of the Corporation Treasurer or designee and will be dispersed with Board approval.

6.4 OPERATION OF USER COUNCILS. The goals, policies, and operating procedures of the User Council will be established and maintained by that User Council. User Councils will establish in their operating procedures the processes for selecting or accepting members and electing officers, reserving a spot for a non-participant representative from the Corporation Board of Trustees; for all general operations; and the steps necessary to dissolve. User Councils will be granted the ability to operate independently for the purposes of collaboration but may not enter any agreement or contract on behalf of the Corporation.

6.5 DISSOLUTION OF USER GROUPS. A User Council may discontinue a collaboration or a shared service. It is the responsibility of the User Council to include the process for dissolution in its operating procedures. At the time of dissolution, the User Council will submit a plan, including timeline and the details of dissolution of any assets after all financial obligations are met, to the Board of Trustees for approval, before any action to dissolve the service is undertaken. The Board of Trustees reserves the right to dissolve User Councils at any time. A Board decision to dissolve a User Council is open to the Grievance Process outlined in Section 6.6.

6.6 GRIEVANCE PROCESS. Established User Councils will have the ability to request the Board of Trustees reconsider Board actions adversely affecting their shared endeavors. By January 1, 2022, the Board will adopt a grievance procedure. After adoption, the grievance procedure can only be modified by the Board with a two-thirds majority affirmative vote.

7. AMENDMENTS

7.1 AMENDMENTS. These bylaws may be amended with a two thirds vote of the quorum at any meeting of the membership, provided that a notice setting forth the amendment or a summary of the changes to be effected, is provided to each member in the manner and timeline provided in the bylaws for the notice of the meeting.