Plan of Service
and Governance

2023
The Library Network Plan of Service

Article I. Name

The name of this cooperative library shall be The Library Network (TLN).

Article II. Authority

This Plan of Service is authorized and TLN is established under the terms of the State Aid to Public Libraries Act, Michigan Public Act 89 of 1977, as amended. This Plan of Service supersedes all previous TLN Plans of Service.

Article III. Mission

To create a vibrant, collaborative partnership among our libraries, driving access to shared services and resources.

Article IV. Full Membership

A. Any local public library may become a full member of TLN if it complies with all of the following requirements:

1. The local public library shall be eligible by law for membership in TLN.

2. A full member library of TLN, then, is a local public library for which TLN receives direct state aid and whose membership has been approved by their governing body and by the TLN Board of Trustees.

3. The local public library shall loan materials to other libraries participating in TLN, in accordance with TLN’s and the local library’s lending policies.

4. The local public library shall be available to all residents of the State under regulations adopted by its governing body, as provided by Section 9 of Article VIII of the Michigan Constitution of 1963.

5. The local public library shall otherwise comply with membership requirements as provided in Section 5 of the State Aid to Public Libraries Act, Public Act 89 of 1977 or any successor statute.

6. Full member libraries are encouraged to extend reciprocal borrowing privileges to residents of communities that are served by a member library of TLN. (See Appendix A: TLN Reciprocal Borrowing).

B. The governing body of a local public library that proposes to withdraw from membership in TLN shall adopt a resolution determining to do so, and shall file true copies of the resolution with the Cooperative Board of TLN (the Cooperative Board) and the Library of Michigan at least 180 days before the end of TLN’s fiscal year. Such withdrawal shall be effective at the end of TLN’s fiscal year provided, however, that such withdrawal shall not be effective until the local public library has fully satisfied all of its obligations to TLN.
Article V. Associate Membership

A. Alongside of full members, any library of the state and other political subdivisions may become an associate member of TLN in accordance with this Article.

1. Any library or other political subdivision that is not a full member of TLN shall be considered an associate member of TLN by means of purchasing any services from TLN for any given fiscal year.

2. Associate membership in TLN shall be maintained or renewed in any given fiscal year in which the library or other political subdivision purchases any services from TLN. Likewise, any associate member that does not renew its membership with TLN in any given fiscal year will relinquish its associate membership status.

3. Any associate member library that becomes a full member of TLN will relinquish its associate membership status as it will be succeeded by its full membership.

4. Any services provided by TLN to an associate member shall be as stated in a written agreement between TLN and the associate member. The agreement and/or subsequent invoices shall also include other relevant matters pertaining to the services to be rendered, the cost thereof and other matters upon which the parties may agree. The signed agreement shall be subject to review by TLN at specified intervals or shall have such termination and/or renewal provisions as are satisfactory to the parties.

B. An associate member library shall not be eligible to vote in an election for Trustees of the Cooperative Board, nor may the associate member vote on other TLN matters. However, all associate members, acting as a group, may elect an ex-officio, non-voting Representative to the Cooperative Board. The written agreement between TLN and the associate member shall include a named elector for the associate member for nominating candidates for election as the ex-officio, non-voting Representative to the Cooperative Board, among other matters.

C. An associate member that proposes to withdraw from membership in TLN shall give written notice of the proposed withdrawal to the Cooperative Board at least 180 days before the end of TLN’s fiscal year, and in accordance with the written agreement between TLN and the associate member. The associate membership in TLN shall terminate at the end of TLN’s fiscal year or end of services specified in the agreement provided, however, such termination of membership shall not be effective until the associate member has fully satisfied all of its obligations to TLN.

D. If the Cooperative Board proposes to terminate its membership agreement with an associate member for reasons other than discontinuance of all services used by the associate member, the Board shall adopt a resolution determining to do so and TLN shall give notice of such resolution to the associate member at least 180 days before the end of TLN’s fiscal year. TLN’s termination of the agreement shall not waive or terminate any unsatisfied obligations owed by the associate member to TLN.
Article VI. Governance

A. The Cooperative Board

1. TLN shall be governed by a Cooperative Board consisting of nine persons (Trustees). (See Appendix B: TLN Organizational Chart). Trustees shall be elected to the Cooperative Board and shall serve staggered three-year terms according to the following formula:

   Class 6 libraries shall together elect four (4) Trustees.
   Class 5 libraries shall together elect one (1) Trustee.
   Class 4 libraries shall together elect one (1) Trustee.
   Class 1, 2 and 3 libraries shall together elect one (1) Trustee.
   The Shared Automation System Users Group (SASUG) shall together elect one (1) Trustee.

   All full member libraries shall, acting as a group, elect one (1) At-Large Trustee.

2. Trustees of the Cooperative Board shall be elected as follows:

   a. Trustee positions shall be filled by election. TLN shall announce available positions and seek nominations in June of each year. Candidates for election as Trustees representing a class of library for which a Trustee is to be elected shall be nominated by directors of member libraries that are in the same class, with the exception of the At-Large Trustee. Any full member library director within the Cooperative may nominate a candidate for the At-Large position. Similarly, candidates for election as the Trustee representing the Shared Automation System Users Group (SASUG) shall be nominated by directors of libraries that participate in the Shared Automation System.

   b. Elections shall be held in August of each year with the election results announced no later than September 15th of that year. Each library shall cast one vote for each available Trustee position that will represent the voting library. (For example, a Class 6 library that participates in the Shared Automation System would be eligible to vote for Class 6 Trustees, as well as the Shared Automation System Trustee).

   c. New Trustees shall begin their terms on the Cooperative Board as of the October 1st immediately following their election.

   d. Employees of TLN and employees of member libraries may not serve as Trustees of the Cooperative Board.

   e. Any registered voter who resides in the cooperative area may, if elected (or appointed to fill a vacancy), serve on the Cooperative Board.

   f. Each Trustee of the Cooperative Board shall have one vote.
g. If libraries join or withdraw from TLN, the composition of the Cooperative Board shall be reviewed and adjusted accordingly at the end of the fiscal year.

h. If a position on the Cooperative Board becomes vacant prior to the completion of a term, the Cooperative Board may appoint an eligible person to serve as a Trustee, to fill the vacancy, for the remainder of the term of the position.

3. The Cooperative Board shall have powers and duties as specified in Michigan Public Act 89 of 1977 or any successor statute.

4. The Cooperative Board shall also include the following additional, ex-officio non-voting Representatives: (1) the Cooperative Director; (2) Steering Committee Chair; and (3) an associate member representative. The Cooperative Board may create additional ex-officio non-voting positions on the Cooperative Board as circumstances warrant.

5. The Cooperative Board meetings shall be held monthly or at such other time or times as the Board may determine.

6. The officers of the Cooperative Board shall be a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer. The duties of the officers shall be specified in the Cooperative Board Bylaws.

B. Steering Committee

1. The Steering Committee shall advise and make recommendations to the TLN Executive Director and the Cooperative Board on issues pertaining to TLN and shall annually review the proposed budget and services offered or facilitated by TLN.

2. The Steering Committee shall represent the Member Council of TLN specifically and the full membership generally.

3. The Steering Committee shall consist of 7 members. All members of the Steering Committee shall be directors of full member libraries. Members of the Steering Committee shall serve staggered two-year terms in an ascending alphabetical order (A-Z) according to the following formula:

   One (1) representative from each Class: 6, 5, 4
   One (1) representative from Classes 1-3 (combined)
   Three (3) at large representatives

4. The Steering Committee shall meet eight times per year, or at such other times as it shall determine, to discuss and make recommendations to the Cooperative Board on matters which may be considered by the Cooperative Board and other matters and issues concerning TLN goals, objectives and operations.
5. Steering Committee meetings shall be open to the boards and staff of all TLN member libraries (whether full or associate members).

C. Member Council

1. The Member Council shall be composed of one representative from each full member library. Each library’s representative will be the Director of the member library or other named designee empowered to act on the Director’s behalf. Member Council meetings shall be open to the library board members and staff of all full member libraries and other guests as allowed by the Member Council.

2. The Member Council shall meet eight times per year, or at such other times as it shall determine. It shall serve as a forum for the member libraries and for the purpose of making recommendations to the Steering Committee, which will forward recommendations to the Cooperative Board if the matter at hand falls within its purview, i.e. if it is a governance issue.

3. Voting by the Member Council on cooperative-wide issues shall be by ballot. Each full member library which meets the requirements for receipt of state aid, then, shall be entitled to cast one vote. Vote results for cooperative-wide issues shall be forwarded to the Steering Committee which will forward recommendations to the Cooperative Board if the matter at hand falls within its purview, i.e. if it is a governance issue.

D. Member Groups

1. Outside of governance, TLN shall have member groups consisting of Committees with defined work, Interest Groups for networking and forum facilitation, and Communities with a purpose of building supportive connections among members.

2. TLN shall establish shared policies or bylaws for all member groups within TLN (Committees/Interest Groups/Communities), including how new groups may be established. If existing groups already have separately established bylaws TLN should work cooperatively with such groups, and inclusively with all groups, in establishing new shared policies or bylaws.

Article VII. Services

A. Each full member in TLN is eligible for TLN services funded by the direct cooperative state aid. A library may use all or part of their state aid each year to purchase additional services as they see fit. Those services funded with money provided by Public Act 89 of 1977, or any successor statute, and approved by the Cooperative Board as advised by the membership are:

1. **Operation Costs:**
   Those costs budgeted for TLN administrative overhead and plant operation.

2. **Services as Facilitator:**
Negotiations for vendor discounts, shared licensing, group purchases, etc.

Fiscal agent for development purposes.

Grantsmanship and development.

Representation of TLN at statewide and national meetings.

3. **Services as provider:**


   In-service training.

   Bibliographic [Cataloging] services.

   Audio-visual [Technology] services.

   Publicity and public relations.

   A centralized purchasing operation.

   Delivery service.

B. In the event that the entire cooperative state aid is not needed to fund the items included in Section A above, the excess revenue shall be pro-rated, based on population, to member libraries and credited to their TLN Member Advances account.

   1. Member libraries may deposit their membership portion of state aid or any other funds in their TLN Member Advances account.

   2. Money in TLN Member Advances accounts shall be used to purchase or provide only library services, materials or equipment.

C. In the event that TLN does not have sufficient funds to provide the items in Section A above, the member libraries shall vote on how the shortfall shall be covered or an alternative service plan approved.

D. Additional services, as identified by member libraries and approved by the Cooperative Board, shall be provided on a cost-recovery basis to member libraries that agree to pay for those services.

   1. Planning and decision-making for additional services shall be solely the province of those member libraries that support such services financially, subject to approval by the Cooperative Board. Such additional services may include, but are not limited to, acquisitions, cataloging, automated computer services, telecommunications, youth services and continuing education.
2. As the need indicates, TLN will utilize third-party services for the purpose of complying with member library requests for specific services. Such third-party services which may be utilized include, but are not limited to, Internet, WAN, e-mail services and cataloging services.

E. TLN shall acquire, own, manage and operate a Shared Automation System (SAS) for the exclusive use and benefit of the libraries that participate in SAS. SAS shall consist of such computer equipment, components, software and other appropriate devices, equipment, appurtenances and other associated items and materials, together with capital reserves and other monies, which are necessary or useful in providing SAS services being offered by TLN to the participating libraries.

1. TLN shall be the sole owner of SAS and all of its components and accessory equipment, irrespective of the sources or nature of the funds expended for the purchase, maintenance, repair, replacement, improvement and augmentation of SAS, whether at the time of original acquisition or from time to time thereafter, as SAS may be modified.

Nevertheless, TLN shall own, manage and operate SAS for the exclusive use and benefit of the libraries which participate in SAS. In doing so, TLN shall at all times observe the high standard of care and respect for the interests of the participating libraries that would be expected if TLN were a trustee. Accordingly, all of the equipment, components and other items and materials comprising SAS shall be acquired, maintained, managed and operated, and all of the operating and capital funds of SAS shall be deposited, budgeted, invested, conserved and expended only for the exclusive use and benefit of the participating libraries, and for no other uses or purposes, nor for any other beneficiaries. Such obligations on the part of TLN with respect to SAS and the participating libraries shall be binding upon all successors and assigns of TLN, whether such successors or assigns arise by operation of law, agreement, instrument of conveyance, alleged rights of possession or in any other manner or circumstance.

TLN shall implement and maintain such obligations by means of such legal instruments, depository agreements and other means so as to assure that the assets of SAS, including its operating and capital funds, shall not be subject to decisions or actions inconsistent with the above-stated obligations to and for the participating libraries. It is the specific intent of this Plan of Service that the above-stated obligations by TLN with respect to SAS shall survive the termination or dissolution of TLN, however accomplished, and shall bind in equal force and measure any other party established or arising in the place of TLN or otherwise following its termination. Such obligations shall be binding upon the State of Michigan, any authority or instrumentality of the State or any subdivision thereof or other entity, whether established by legislation, agreement or other undertaking.

These provisions are not intended, nor shall they be construed, to prevent the proper distribution of the net assets of SAS in the event of TLN dissolution or other adverse circumstance, as provided for in Article X. Accordingly, actions by the Cooperative Board in accordance with Article X shall not be deemed in contravention of the provisions of this paragraph 1.
Participation by a library in the use of SAS shall be conditioned upon the library’s acceptance, execution and full compliance with the terms of a Participation Agreement with TLN and all of TLN’s policies and procedures regarding the management, operation and funding of SAS.

2. Libraries that use SAS shall be members of the Shared Automation System Users Group (SASUG), which is hereby established. SASUG is a recommending body and the cooperative Board has the final power and authority over the ownership and operations of SAS. SASUG shall have the following duties with respect to the operation of SAS:

   a. To make recommendations concerning fiscal and budgetary matters involving SAS. SASUG will work cooperatively with TLN to develop an annual operations budget of SAS; the budget shall be submitted for recommendation at an annual meeting of SASUG.

   b. To consider and recommend policies for the use and operations of SAS; such policies shall be consistent with TLN policies.

   c. To make recommendations regarding technology issues and matters involved in or pertaining to SAS.

   d. To make recommendations regarding service contracts involving or pertaining to SAS.

   e. To make recommendations regarding pending applications of proposed new participants in SAS.

   f. To adopt bylaws and rules, not inconsistent with this Plan of Service and the TLN bylaws and policies, for the governance of SASUG.

3. In the event of a dispute or disagreement, or a reasonable likelihood of a dispute or disagreement, with respect to a significant matter involving TLN and SASUG and relating to SAS, the parties shall earnestly, in good faith, attempt to resolve or avoid the dispute or disagreement by means of the dispute-resolution procedures described in this paragraph 3.

   a. For purposes of this provision, a significant matter relating to SAS means a subject, issue, problem or potentiality of SAS-wide importance and involving, by way of example, the operations, budgeting, capital expenditures, purchase or replacement of equipment, technical issues and other matters that have or may have generally SAS-wide impact or effect; provided, however, that upon the agreement of the Cooperative Board and SASUG, any other matter involving SAS may be the subject of this dispute-resolution procedure.

   b. Either the Cooperative Board or SASUG, or both of them, by majority vote of their members or by such other vote as their respective bylaws may provide, may initiate the dispute-resolution procedure. The procedure shall be commenced by a letter sent by the commencing party to the other party. The letter shall state in detail (1) the significant matter as to which there is or may be dispute or disagreement; (2) the opinion or point of view of the commencing party as to the matter; and (3) a suggested
time and place for the representatives of the parties to meet and discuss the matter and attempt to resolve it.

c. Once the dispute-resolution procedure is commenced, neither the Cooperative Board nor SASUG shall make a decision or take an action that would adopt, implement or confirm the disputed matter, or any material aspect thereof, nor otherwise change the status quo as to the matter, until the dispute-resolution procedure has been completed in accordance with these provisions.

d. Upon receiving the initiating letter from the commencing party, or upon both parties exchanging such letters, the non-initiating party, or each party if both have provided such letters, shall respond by letter within ten days, stating its opinion or point of view as to the matter and agreeing to meet for discussion at the suggested time and place, or proposing some other time and place for that purpose. By subsequent communication, the parties shall agree on the time and place. Each party shall have the obligation to cooperate in good faith as to the scheduling of the meeting, and shall not avoid the same in order to delay the potential resolution of the stated dispute.

e. The representatives of the Cooperative Board and SASUG shall then meet at the agreed-upon time and place. Such representatives shall have been granted authority by the Board or SASUG, respectively, to agree to a binding decision as to the disputed matter. There shall be at least two persons representing the Board and SASUG, respectively.

f. The parties shall discuss the disputed matter seriously and in good faith, with a view to resolving it fairly, without rancor, and in a manner respectful of the other's concerns and willingness to compromise in the interest of reaching understanding or agreement.

g. The parties may agree to continue their discussions at other times and places, for so long as reasonable progress toward resolution is being made or seems possible upon further discussion or effort. If the representatives of a party earnestly believe that further discussion is fruitless, those representatives shall offer their reasons for such belief and permit the representatives of the other party to respond. Neither party shall be required to attend a subsequent meeting, however.

h. If the parties, by their representatives, reach a resolution of the matter to their mutual satisfaction, the decision or result shall be binding on the Board and SASUG, and no approval or ratification of the Board or SASUG shall be necessary, except as the decision by the representatives may require. Any such decision by the representatives shall pertain only to the disputed matter. Once the matter has been so resolved, the Cooperative Board and/or SASUG shall take all necessary actions to implement the decision on the disputed matter.

i. If the discussions are terminated at the end of or subsequent to the initial meeting, by either or both parties and in accordance with these provisions, without agreement on a resolution of the disputed matter, the Cooperative Board may proceed to make decisions or take actions, or no action, in the matter, consistent with this Plan of Service,
the applicable bylaws, Participation Agreements, other governing instruments and the applicable law.

4. Libraries that are not users of SAS shall not vote upon, determine policy for or otherwise exercise authority regarding the operation of SAS.

5. In the event of the dissolution of TLN, or in the event of other adverse circumstances affecting TLN, such as those described in Section B of Article X, SAS and the capital, operating and other funds on hand for or with respect to SAS shall be distributed to the extent and in the manner stated in Article X.

F. Variations of TLN services which do not require substantial modification of the cooperative library plan shall not require an amendment to the Plan of Service.

G. Services provided and fees charged to associate member libraries shall be as determined by agreements between TLN and each associate member library.

Article VII. Funding

A. Financial Management

1. TLN funds shall always be kept separate and distinct from the funds of any member library or local governmental jurisdiction and shall be under the exclusive authority and control of the Cooperative Board. Such funds shall be deposited in banks and/or other financial depositories authorized and established by law and designated by the Cooperative Board. Such funds shall be deposited, managed and invested in accordance with financial and investment policies adopted by the Cooperative Board.

2. TLN shall prepare an annual financial report based on generally accepted accounting practices and audited by a firm of certified public accountants selected by the Cooperative Board. Copies of the annual financial report shall be submitted to the Library of Michigan and the State of Michigan as required by law.

B. Sources of Revenue

1. TLN may raise, apply for and accept funds from all lawful sources and by all lawful and authorized means. Such funding may include state aid provided to cooperative libraries and other state-provided funds; other publicly provided funds; and fees charged and received by TLN for services it renders and goods that it may sell. In addition, each member library shall spend a portion of its state aid to purchase optional services and goods selected by each respective library under the terms of Public Act 89 of 1977 or any successor statute.

2. Associate members shall be assessed a fee annually by TLN, in addition to charges for individual services and goods provided, per the terms of their agreement. Such fees shall be due and payable at the beginning of each TLN fiscal year or at the time an associate member is accepted by TLN.
3. TLN may apply for and receive gifts and grants from public or private sources. Such funds may be used for special projects or other particular undertakings, or otherwise as designated by the Cooperative Board, consistent with the terms of the gift or grant.

4. TLN may contract or otherwise agree with other libraries agencies, governmental bodies, educational institutions or others for the providing of library services or the sale of materials, for raising funds for TLN uses and purposes.

C. Budget Approval Process

1. TLN’s fiscal year shall be October 1 through September 30. Not later than June 30 of each year, TLN administrative staff shall prepare a draft budget for TLN for the ensuing fiscal year, and present the draft budget to the Steering Committee for review.

2. Upon receiving the draft budget from the Steering Committee, the Cooperative Board shall review the draft budget, make such changes in the budget as it may determine and thereafter, the Cooperative Board shall convene a public hearing on the budget, following the providing of notice of the hearing as required by law. Following the public hearing, the Cooperative Board shall consider and adopt the budget for the ensuing fiscal year, not later than October 1.

D. Billing for Services Rendered

1. TLN shall invoice member libraries and others for services rendered or as to other amounts owed, within sixty days after the service is provided or after the payment obligation arises. With respect to payment for some TLN services, the member libraries or others receiving the services may be required to establish deposit accounts and to deposit monies therein for the direct payment of services or other obligations.

2. The Cooperative Board may adopt policies and procedures regarding all aspects of billing for services rendered, required periods of time for payment of invoices, penalties for late payment and other policies for the purpose of assuring prompt receipt of monies in return for services rendered or in payment of other amounts owed.

Article IX. Amendments

This Plan of Service may be amended in accordance with the following procedures or in accordance with such other procedures and actions as may be required by law:

A. The Cooperative Board shall provide at least ten days’ written notice to the Member Council summarizing or otherwise describing the proposed amendment or amendments.

B. The proposed amendments shall be voted on by Member Council by a majority vote in the manner described in Article VI, Section C3 and the results sent to the Cooperative Board.

C. The Cooperative Board shall provide reasonable opportunity for the Member Council to comment on the proposed amendments; notice of the date, time and place of a meeting of the
Cooperative Board at which comments will be received, shall be given; such notice may be included in the notice described in Section A, above.

D. The Cooperative Board shall submit the Plan of Service amendments to the Library of Michigan, or its statutory successor, and shall thereupon inform the member libraries that such submission has taken place. The Board shall distribute a copy of the Plan amendments, as submitted, to each member library.

Article X. Dissolution; Distribution of Assets

A. In the event of dissolution of TLN, all debts and other monetary obligations shall be paid or otherwise satisfied. After the payment or other satisfaction of such debts and obligations, the remaining net assets of TLN shall be distributed to and among the member libraries in accordance with a plan of distribution prepared and adopted by the Cooperative Board.

1. The plan of distribution shall specify the net assets of TLN that are to be distributed to the member libraries, and shall specify the methodology, formula or other basis upon which such assets shall be so distributed. In developing the basis or formula for distribution, the Cooperative Board members shall endeavor to accomplish the distribution in the manner that seems to them to be fair and reasonable, giving consideration to facts and circumstances they reasonably believe to be relevant or determinative.

2. The plan of distribution may specify differing methods, formulas or approaches for the distribution of various net assets or various types of net assets.

   Among other matters, the plan of distribution shall determine the reasonable distribution of the net assets of the Shared Automation System (“SAS”) owned and operated by TLN. The assets thereof shall include all of the equipment, components and other parts, elements and aspects of SAS, together with SAS’s net operating funds on hand and the remaining funds in the Capital Reserve Fund and other monies, if any, belonging or allocated to SAS.

3. The distribution of the net assets of SAS in the event of TLN dissolution shall be made solely to the libraries which are participants in SAS at the time of dissolution of TLN and which are fully current in payment of all of their respective obligations to TLN. The Cooperative Board shall endeavor, if circumstances permit, to distribute the net assets of SAS in a manner that may enable users of SAS to receive the use and benefit of SAS in a manner substantially consistent with the use of SAS prior to TLN dissolution.

4. The plan of distribution may specify that the patron and bibliographic records applicable to each participating library in SAS shall be given or otherwise distributed to each respective participating library.

5. The plan of distribution may determine, among other matters, that the non-monetary assets of SAS shall be sold, and thereby be converted to money, and such resulting funds may then be distributed as specified more fully in the plan of distribution. The plan may also determine whether any of the remaining non-monetary assets of SAS have no appreciable
value, and in that event, such assets may be contributed to suitable organizations other than member libraries or they may otherwise be disposed of.

6. The plan of distribution shall determine with finality the distribution of all remaining net assets upon dissolution of TLN. No library, municipality, state or local governmental agency or other party not designated in the plan as a recipient shall have any right to any remaining net asset of SAS, irrespective of the basis of any asserted claim.

B. The Cooperative Board shall convene a public hearing on the draft plan of distribution. A notice of the date, time, place and purpose of the public hearing shall be sent by first-class U. S. mail to each member library, at least ten days prior to the date of the hearing. The notice shall also state that a copy of the draft plan of distribution may be examined at the administrative offices of TLN during normal office hours. Notice of the public hearing shall otherwise comply with applicable provisions of the Michigan Open Meetings Act. At the public hearing, interested persons may comment on the draft plan of distribution and the proposed adoption thereof. Written comments shall also be received at or prior to the hearing. Following the hearing, the Cooperative Board may adopt the plan of distribution as originally prepared or with such revisions, additions, or deletions as the Board may approve.

C. In addition, the net assets of TLN, whether in whole or in part, may be distributed in accordance with a plan of distribution prepared and adopted by the Cooperative Board, in the event of adverse circumstance other than dissolution of TLN. Such adverse circumstance may include a reduction in or a failure of funding, whether from state or other sources, such that in the determination of the Cooperative Board, further ownership or operation of specified assets is no longer feasible or possible. In such event, the same standards of fairness and reasonableness in the distribution of any such net assets shall apply, as in the case of the above-stated circumstance of dissolution. Prior to adopting the plan of distribution, the Cooperative Board shall convene the public hearing described in Section B of this Article, and shall provide the same notice of hearing and carry out the same procedures as are specified in Section B.

This Plan of Service was adopted by the Cooperative Board of TLN on the 22 day of September, 2022.

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Secretary, TLN Cooperative Board

[As amended and approved by the TLN Member Council: 9/21/2022
As amended and approved by the TLN Board of Trustees: 9/22/2022
Submitted to the Library of Michigan: 9/30/2022]
TLN Reciprocal Borrowing

*The policy and procedure outlined below is strongly encouraged, but is not a requirement of membership for TLN libraries.*

**Reciprocal Borrowing (RB):** the policy of allowing patrons from other TLN member libraries to borrow materials. RB is a voluntary program whereby TLN member libraries agree to extend in-person borrowing privileges to the patrons of other RB libraries.

All member libraries are encouraged to...

- Provide the same RB privileges to all other participating Reciprocal Libraries.

  - In the event that any single library’s patrons borrow more than 5% of any other member library’s circulation (or any branch’s circulation), the loaning library is encouraged to place a limitation on the number of items individuals may borrow.

- Accept contractual communities as equal members of the contracting library’s population.

- Provide access to ALL materials to TLN member library RB patrons.

- Provide access to services and programs where feasible to TLN member library RB patrons.

- Decline borrowing privileges to all Non-Residents who may purchase a Non-Resident card from another TLN member library. (Non-Resident cards provide access ONLY to the library from which they are purchased, NOT the co-op.)

- Alert TLN to any divergence from this policy which a library board may approve.

**Communicating the Closure** of a Library Branch

- It is the responsibility of any library which is closing either temporarily or permanently to alert other TLN libraries as soon as possible.

- It is requested that libraries which are in the process of closing remain as transparent as possible to other TLN libraries.

- It is suggested that a press release type memo be created for distribution to reciprocal patrons (a fact sheet with local contacts so that RB patrons are not caught in the lurch of a closing).
• The Director of the closing library should send a notice to the TLN Directors list (or its successor means of communication) and the TLN Executive Director at least 8 weeks in advance of the actual closing. This notification should include:

- Date of Closure to the public

- Last lending date to the public

- Last date staff will be available to answer questions, etc. (and means by which other libraries can reach those staff)

• Notification as to whether the closing is temporary or permanent, and which library buildings are included in the closing.

Conflict Mediation:

• In the event of issues of contention between two or more libraries, TLN is willing to act as a mediator to find an equitable solution to the problem.

• The TLN Executive Director will work with boards or library directors to seek solutions, and may put together a group of directors to work toward equitable resolutions to problems.

• If such mediation is of interest, involved parties should contact the TLN Executive Director.

• This mediation is non-binding.
TLN Organization Chart

Board of Trustees
Authority, Policies, Approvals

- Executive Director
  Operations and Communications
- Steering Committee
  Advisory
- SAS Executive
  Advisory
- TLN Employees
- Member Forum
  (Library Directors)
- SASUG
- Member Groups
  Committees, Interest Groups, Communities
Bylaws of the Board of Trustees

Article I. Name
The name of this library cooperative is The Library Network (TLN).

Article II. Authority
The authority for this cooperative is P.A. 89, 1977.

Article III. Mission
To create a vibrant, collaborative partnership among our libraries, driving access to shared services and resources.

Article IV. Governance
Governance is by a Board of Trustees as advised by a Steering Committee.

A. A member library’s representation on the Board of Trustees and on the Steering Committee is based on the population of a member library’s legal and contractual service area. The population of that area is determined by the most recent U.S. Census.

Voting on cooperative-wide issues shall be by ballot. Each member library which meets the requirements for receipt of state aid, shall be entitled to cast one vote. This voting system applies to votes on general membership issues.

B. Board of Trustees
1. TLN is governed by a Board of Trustees, which consists of nine trustees, elected or appointed by the member libraries to staggered three-year terms according to this formula:

   Class 6 libraries shall together elect four (4) Trustees.
   Class 5 libraries shall together elect one (1) Trustee.
   Class 4 libraries shall together elect one (1) Trustee.
   Class 1, 2 and 3 libraries shall together elect one (1) Trustee.
The Shared Automation System Users Group (SASUG) shall together elect one (1) Trustee.

All full member libraries shall, acting as a group, elect one (1) At-Large Trustee.

2. Board of Trustees Selection Procedure

   a. Member positions shall be filled by election. TLN will announce the open positions and seek nominations in June of each year, prior to the August elections. Candidates may be nominated by member library staff and Trustees in the category to be represented by the open position.

   b. Elections will be held in August of each year with election results announced no later than September 15th. Each library will cast one vote for each open position in applicable categories. (For example, a Class VI library that participated in the Shared Automation System would be eligible to vote for Class VI representatives, as well as the SAS representative).

   c. Employees of TLN and employees of member libraries may not serve as trustees.

   d. Any registered voter who resides in the cooperative area may serve on the Board of Trustees.

   e. If libraries join or leave the cooperative, the composition of the Board of Trustees will be reviewed and adjusted accordingly at the end of the fiscal year.

   f. If a position on the Board becomes open prior to the completion of a term, the Board may appoint someone who is eligible to serve pursuant to Section 2 (d) to fill the vacancy until such time as the opening can be filled for the remainder of the unexpired term at the next regularly scheduled election of trustees.

3. The Board of Trustees shall exercise the powers and duties as specified in P.A. 89 of 1977, as amended.

4. It is expressly understood that The Library Network Board has no jurisdiction over the property and management of the member libraries.

5. Officers of the Board

   a. The officers of the Board shall be a Chairperson, a Vice Chairperson, a Secretary, and a Treasurer.
b. The Chairperson shall preside at all meetings of the Board and be authorized by reason of the office to sign approved minutes and other documents on behalf of the Board when so authorized by action of the Board. The Chairperson may appoint such committees as deemed necessary. The Chairperson shall be an ex-officio member of all Board committees.

c. The Vice Chairperson shall preside and perform the duties of the Chairperson in the absence of the Chairperson.

d. The Secretary shall keep a true and accurate account of the proceedings of the Board.

e. The Treasurer shall be custodian of all the funds of TLN; shall receive and expend same on order of the Board; shall submit regular financial reports to the Board; shall be bonded in an amount set by the Board, the cost of that bond to be paid from the funds of TLN; and shall be Chairperson of the Finance Committee.

f. The Director shall prepare all agendas, in consultation with the Chairperson, for all Board meetings; shall attend all Board meetings; shall submit a report at each Board meeting; shall take minutes of all Board meetings; and shall post notice of the Board meetings in compliance with the Open Meetings Act, P.A. 267, 1976.

6. Election of Officers

a. Officers of the Board of Trustees shall be elected annually by the Board at the first meeting of each fiscal year.

b. Officers shall assume their respective offices immediately following elections.

c. If an officer resigns, or is unable to perform the duties of his or her office, the Board shall, as soon as possible, elect by majority vote a replacement to complete his or her term.

d. Board officers continue their ability to discharge their duties until their successors are elected at the regular October Board meeting.

7. Meetings of the Board of Trustees

a. All meetings of the Board shall be announced and held in accordance with P.A. 267, 1976, the Open Meetings Act.

b. The Board of Trustees shall hold a minimum of four meetings per year. Regular meetings of the Board shall be held at The Library Network Service Center or a member library.
The time and place may be changed at any meeting without the inclusion of such an amendment in the agenda and minutes of the preceding regular meeting.

c. The agenda for a regular Board meeting shall be prepared by the Director, after consultation with the Chairperson, and mailed to the members of the Board and other interested parties, at least five days before the date of the meeting. Board members’ agendas shall be accompanied by unapproved minutes of regular meetings, those minutes of special meetings, which are available, Director’s Report, and other materials pertinent to the items on the agenda or which may be useful to the Board.

d. A special meeting may be called by the Chairperson or any three board members who first present a signed, written request to the Director. Fax signatures are acceptable. At the October meeting each board member shall indicate to the Director by which method(s) he/she wishes to receive notice of special meetings: telephone, telefax, or e-mail. Each board member shall be informed of the time, place, and purpose of a special meeting not less than 48 hours prior to the special meeting by the method(s) of his/her choice.

e. The order of business shall be:

1. Call to order
2. Approval of minutes of previous meeting(s)
3. Communications and public comments
4. New business
5. Reports
6. Old business
7. Other business
8. Adjournment

f. The Board shall observe Robert's Rules of Order, Revised, except where it may conflict with TLN Bylaws, Cooperative Plan of Service, P.A. 89, 1977, or other statues or laws.

g. A majority of the members of the Board shall constitute a quorum. All members of the Board, including the Chairperson, vote on all questions.

h. Committees of the Board

1. Standing Committees
   i. Finance & Real Estate Committee
   ii. Human Resources & Public Relations
2. The Chairperson may appoint an ad hoc committee, which shall disband at the completion of its project or the end of the Chairperson's term.

C. Steering Committee

1. The Library Network Steering Committee advises and makes recommendations to the Director and Board of Trustees on all issues pertaining to TLN, services offered or facilitated by TLN and recommend changes to the Board.

2. The Steering Committee shall consist of seven-member public library directors, serving staggered two-year terms according to this formula:

   Class 6 libraries shall have one (1) seat.
   Class 5 libraries shall have one (1) seat.
   Class 4 libraries shall have one (1) seat.
   Class 1, 2 and 3 libraries shall together have one (1) seat.
   Three (3) at-large seats.

   Steering Committee seats shall be filled on a rotation basis according to class size in reverse alphabetical order. If libraries join or leave the cooperative, the composition of the Steering Committee shall be reviewed and adjusted accordingly.

Article V. Financial Records

A. Financial records and activities shall be maintained in accordance with P.A. 89, 1977, all other applicable statutes, and accepted accounting practices.

B. The financial records shall be audited yearly by a qualified accounting firm.

C. The Board shall make such specific rules and policies as shall be needed to fulfill its fiscal responsibilities under the law.

**Article VI. Board Policies**

The Director shall maintain a copy of the policies adopted by the Board that are in effect and shall provide copies of same to each Board member.

**Article VII. Amendments**

The Bylaws may be amended by two-thirds of the Board members present at any regular meeting of the Board, or any special meeting called for that purpose. A proposed amendment must be mailed to each Board member 30 days before any meeting to consider that amendment.

[Record of adoption and amendments:

As adopted by The Library Network (then Wayne Oakland Library Federation or WOLF) Board of Trustees at its meeting of August 11, 1994.

As revised (Section 6b, e) by The Library Network Board of Trustees at its meeting of October 16, 2003.

As revised by The Library Network Board of Trustees at its meeting of August 18, 2005.

As adopted by The Library Network Board of Trustees at its meeting of September 15, 2005.

As revised and adopted by The Library Network Board of Trustees at its meeting of April 20, 2006.

As revised and adopted by The Library Network Board of Trustees at its meeting of July 21, 2016.]