

FRIENDS OF THE ADRIAN DISTRICT LIBRARY

BYLAWS

Statement of Purpose

It is the purpose of this organization to work in cooperation with the Library Director and the Library's governing Board to build a permanent foundation for the library; build a greater realization of the importance of the library to the community; build a greater awareness of the library services and resources; and support and raise funds for library projects and services.

ARTICLE I

NAME

The name of this organization shall be Friends of the Adrian District Library (hereafter called *The Friends*).

ARTICLE II

MEMBERSHIP

1. Membership in this organization is open to all individuals, businesses, organizations, and other entities in agreement with the purposes of the organization.
2. Annual dues and types of memberships shall be determined by a majority of the members present and voting at the annual meeting with dues becoming effect January 1 of the following year. Each paid membership shall be entitled to one vote with non-paying members given an advisory vote that will be considered by the voting members. New members joining and paying dues after the annual meeting will have their dues extended into the next fiscal year.
3. Each person who makes an annual monetary contribution designated for the Friends equal to or greater than the cost of an individual membership fee shall be considered a member for the calendar year in which the gift is made.
4. The Library Director and library staff members shall be considered as ex-official members without vote, and are welcome to participate in all meetings and activities.

ARTICLE III

MEETINGS

1. **REGULAR MEETINGS.** The Friends shall hold quarterly meetings unless otherwise designated by the membership. Members of The Friends shall be notified of all regular meetings by electronic communication and local media at least five (5) business days before the meeting.

2. **SPECIAL MEETINGS.** Special meetings of the Friends may be called by the President, or by any two officers, or by a minimum of five Friends members. Notice of a special meeting shall be made to all members and shall state the purpose of the meeting. Members of The Friends shall be notified of all special meetings by electronic communication and local media at least five (5) business days before the meeting. The President may call for a vote by the membership via email or electronic communication for decisions needed between meetings.

3. **ANNUAL MEETING.** The Annual Meeting of The Friends shall be held in the fourth (4th) quarter of the calendar year. Members of The Friends shall be notified of the date of the Annual Meeting by electronic communication and local media at least five (5) business days before the meeting.

4. **QUORUM.** Official business at any meeting may be conducted only with the presence of a quorum. A quorum shall be defined as no fewer than five (5) members and at least two (2) officers.

5. **VOTING.** Matters requiring voting may be passed with a simple majority vote of the members present, unless otherwise stated in these Bylaws.

ARTICLE IV

OFFICERS

1. **OFFICES AND TERMS.** The officers of The Friends shall be President, Vice President, Secretary, and Treasurer, all of whom shall be elected by The Friends at the Annual Meeting. Officers shall serve terms of two (2) years on a calendar year basis, or until such time as successors are elected, but not more than two successive terms. The initial slate of officers will be elected at the initial Friends meeting and will serve through the second annual meeting.

2. **ELECTION OF OFFICERS.** The President shall appoint a nominating committee of not less than three (3) members and not more than five (5) members, to select a slate of officers. The committee shall submit a slate of nominees to the membership at least five (5) business days prior to the Annual Meeting. Voting shall be by ballot at the Annual Meeting. If there is but one candidate for an office, voting may be by acclamation. A vacancy of any office shall be filled for the remainder of the term through appointment by the remaining officers, pending ratification by the membership at the next regular meeting.

3. **PRESIDENT.** The President shall preside at all meetings of The Friends, prepare an agenda for each meeting, and perform such other necessary and reasonable responsibilities as pertain to the office.

4. **VICE PRESIDENT.** The Vice President shall assist the President in carrying out the duties and responsibilities. In the absence of the President at any meeting of The Friends, the Vice President shall preside. If the President and Vice President are not in attendance at a regular or special meeting, another officer shall be designated as temporary President.

5. **SECRETARY.** The secretary shall record the minutes of all regular or special meetings of The Friends and distribute such to all Friends members. An up-to-date roster of current members shall be maintained by the secretary.

6. **TREASURER.** The treasurer shall maintain, organize, and coordinate all financial records, and oversee disbursements as approved by The Friends Executive Committee.

ARTICLE V

COMMITTEES

1. **EXECUTIVE COMMITTEE.** The executive committee shall be composed of the officers and Past President. In the event there is no Past President, the other members of the Executive Committee shall appoint a member to act as Past President. This committee shall act in emergency situations, and conduct other business as authorized by The Friends. Emergency decisions that require a vote by the executive committee may take place via email or electronic communication and will require a unanimous vote with affirmation by the membership at the next regular meeting.

2. **COMMITTEES.** The membership shall establish and disband committees as deemed necessary to carry out the purposes of The Friends with at least three (3) members to each committee.

3. **COMMITTEE REPORTS.** Committee reports will be given at Friends meetings.

ARTICLE VI

LIABILITY, FISCAL YEAR AND DISSOLUTION

1. A volunteer board member and/or officer of the organization shall not be personally liable to the organization or its members for money damages for any action taken or any failure to take action as a volunteer board member or officer, except liability for the following:
 - (I) The amount of a financial benefit received by a volunteer board member or officer to which he or she is not entitled.
 - (II) Intentional infliction of harm on the organization or its members.
 - (III) A violation of section 551 of the Michigan Nonprofit Corporation Act.
 - (IV) An intentional criminal act.
 - (V) A liability imposed under Section 497 (a) of the Michigan Nonprofit Corporation Act.

2. The organization assumes all liability to any person other than the corporation or its members for all acts or omissions of a volunteer board member or officer occurring after January 1, 1988 incurred in the good faith performance of the volunteer board member's or officers duties.

3. The organization assumes the liability for all acts or omissions of a volunteer board member or volunteer officer or other volunteer occurring on or after the effective date of the provision that grants limited liability if all the following are met:
 - (I) The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.
 - (II) The volunteer was acting in good faith.
 - (III) The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
 - (IV) The volunteer's conduct was not an intentional act.
 - (V) The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed under section 3135 of the insurance code of 1956, 1956 PA 218, MCL 500.3135.

4. No part of the revenues of the organization shall inure to the benefit of or be distributable to its members, board members, officers or other private persons except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purpose set forth in article I hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation and the organization shall not participate in, or

intervene in (including the publishing or distribution of statement) any political campaign on behalf of any candidate for political office. Notwithstanding any other provisions of these Articles, the organization shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or any corresponding future section or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or any corresponding future section.

5. Members of The Friends shall be liable only for his or her own unpaid dues.
6. No part of the funds from The Friends shall benefit any member.
7. The fiscal year shall be January 1 through December 31.
8. Upon dissolution of The Friends, after all liabilities are paid, all remaining assets shall be transferred to the Adrian District Library as long as it is exempt under Section 501(c)(3) of the Internal Revenue Code at the time of dissolution. In the event such an organization is no longer in existence or not so exempt, such assets shall be distributed for one or more exempt purposes within the meaning of said Section 501(c)(3), or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government, for a public purpose.

ARTICLE VII

AMENDMENTS

These Bylaws may be suspended, rescinded, or amended by a vote of two-thirds majority of members present at The Annual Meeting, provided notification has been given to the membership a minimum of five (5) business days in advance. In special circumstances, the executive committee can call an additional meeting to suspend, rescind or amend the Friends Bylaws, by a vote of two-thirds majority of members present at the meeting, provided notification has been given to the membership a minimum of five (5) business days in advance.

ARTICLE VIII

PARLIMENTARY PROCEDURE

‘Robert’s Rules of Order’ shall guide the proceedings of the Friends unless they conflict with these Bylaws.

These revisions of February 18, 2017, replace and supersede all previous such documents.