

**BY LAWS OF
FRIENDS OF THE GRAND LEDGE AREA DISTRICT LIBRARY
(A Michigan Not-for-Profit Corporation)**

ARTICLE I

Name.

1.1 The name of this corporation shall be Friends of the Grand Ledge Area District Library, hereinafter referred to as the Corporation.

Office.

1.2 The principal office of this corporation shall be located in Eaton County, Michigan.

Fiscal Year

1.3 The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December each year.

ARTICLE II

Purpose.

2.1 It is the purpose of this corporation in cooperation with the Library Director and Board of Trustees of the Grand Ledge Area District Library to:

- Establish a closer relationship between the Library and its constituents;
- Promote knowledge of and informed interest in the Library's functions, resources, services and needs;
- Encourage community participation in Library activities;
- Raise funds for projects, activities, or acquisitions in excess of those provided for by the general library budget at the discretion of the Friends Board;
- Provide support for programs for the extension and improvements of library services and resources.

ARTICLE III

Membership.

3.1 Any person or organization interested in the objectives and activities of this nonprofit corporation shall be eligible for membership upon the payment of dues as established by the Board of Directors.

3.2 Each membership shall be entitled to one vote on any matter submitted to a vote of the members. No proxy votes shall be allowed.

3.3 Annual dues shall cover the period of the fiscal year (January 1 – December 31).

3.4 Membership shall be by suitable classification as set for by the Membership Committee with the approval of the Board. The Board shall establish the annual dues for each classification of membership at the recommendation of the Membership Committee.

ARTICLE IV

Board of Directors.

4.1 The Board of Directors of the Corporation shall consist of three (3) officers: President, Treasurer, Secretary and two (2) members at large. The Library Director shall be an ex-officio member of the Board and serves as Parliamentarian for the Corporation.

4.2 Members of the Board shall be elected by a simple majority ballot to serve a term of one (1) year. Their term of office shall begin at the close of the annual meeting at which they are elected.

4.3 The Board shall have general supervision of the affairs of the Corporation, determine the hour and place of meetings, make recommendations to the Corporation, and perform such other duties as are specified in these bylaws.

4.4 All members of the Board shall serve without compensation. A Board member, with the concurrence of any officer is authorized to disburse monies necessary for incidental expenses up to an amount not to exceed \$100.00 as may be properly incurred in the transaction of business for this Corporation. All other disbursements must be authorized by a simple majority of the Board.

4.5 Neither the Board nor the individual officers shall have authority to borrow money or to incur any indebtedness or liability in the name of or on behalf of this corporation.

4.6 No member of the Board and nor officer of the Corporation shall act as, or be deemed to be an agent of the members of the Corporation or have authority to incur any obligation whatsoever.

4.7 One Member-at-Large of the Board shall be designated by the President with the approval of the Board to act as a liaison with the Library Board of Trustees.

4.8 Any officer or director of the Corporation who has been absent for three (3) successive meetings, without reasons acceptable to the Board, shall be considered to have resigned from the Board.

4.9 The Board of Directors may fill vacancies occurring on the Board from the general membership for the balance of the unexpired term.

4.10 A director or officer resigning as a member from the Corporation shall also cease to be a director or officer.

ARTICLE V

Election of Officers.

5.1 All officers shall be elected by simple majority at the annual meeting. The term of the officers so elected shall begin with the annual meeting and continue until their successors are elected at the next annual meeting.

5.2 Elections of officers shall be from the Candidate slate presented at the annual meeting. Additional nominations shall be permitted from the floor during the election at the annual meeting, provided the proposed candidates have agreed to serve.

5.3 No member shall hold more than one (1) office at a time.

ARTICLE VI

Duties and Powers of Officers and Directors.

6.1 It shall be the duty of the President to carry out the will of the Board and of the membership as expressed at their respective meeting and, in general, to conduct the affairs of the Corporation in a manner consistent with the authority and responsibility pertaining to his or her office. The President shall:

- Preside at the meetings of the Corporation;
- Appoint all standing and special committees, subject to the approval of the Board;
- Serve as an ex-officio member of all committees except the Nominating Committee;
- Appoint assistants to officers where necessary;
- Call meetings of the Board at such times as seem advisable;
- Call special meetings of the Board or the membership on the written request of not less than three (3) members of the Board;
- Have the authority to sign checks in the absence of the Treasurer;
- Appoint an ad-hoc committee to audit the Corporation's accounts before the annual meeting;
- Present an annual report to the membership.

6.2 The Secretary shall:

- Attend all meetings of the Board and the membership and keep a true and accurate record of all proceedings;
- Keep a complete and up-to-date list of the names, addresses and phone numbers of all members of the Board;
- Give notice of all meetings of the Board;
- Carry on the correspondence of the Corporation as instructed by the Board or the President;
- Maintain bylaws and other records on file and make them available for inspection and/or copying by any member of the Board;
- File duplicate copies of all minutes, bylaws, and records at the library;
- At the end of the term of office, deliver all past minutes and records of the Corporation to the newly elected Secretary.

6.3 The Treasurer shall:

- Deposit all funds of this corporation in such depository and under such conditions as the Board directs;
- Keep an account of all monies received by and expended by or on behalf of this corporation;
- Make major disbursements only upon order of the Board;
- Deliver to his or her successor on leaving office or otherwise all monies, books, papers and other property belonging to the Corporation;
- Preside at meetings in absence of the President.

6.4 It shall be the duty of the Board to care for the property and interests of the Corporation and to determine policies. The Board shall have the power to raise and expend funds. The foregoing is subject always to the provision of Article XI of these bylaws.

ARTICLE VII

Meetings.

7.1 The Board shall meet as often and at such times and places as it may deem advisable in compliance with these bylaws; provided, however, the Board shall meet at least once a year. Meeting notices shall be posted at the Library. Board meetings shall be open to the public.

7.2 The order of business for all Board meetings shall be determined by the President, subject the approval of the Board.

7.3 The annual meeting and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other pertinent business.

7.4 Special meetings of the Board or of the membership shall be called by the President at the written request of at least three (3) members of the Board. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least ten (10) days notice shall be given.

7.5 An officer may participate in a Board meeting by telephone or similar communication equipment only if all persons participating in the meeting can hear each other, all participants are advised of the communications equipment 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.

7.6 The President may conduct a vote by email on any matter except amendments to the bylaws or the Articles of Incorporation, without calling a special meeting. A time limit for responses must be given, members must “reply all”, and the majority of the responses received carries the vote. Final vote results must be sent out to all Board members. All email votes and the result must be documented by the Secretary as an addendum to the next regular meeting minutes

7.7 A simple majority of the members of the Board of Directors shall constitute a quorum. Three (3) members shall constitute a quorum at any meeting of the Corporation.

ARTICLE VIII

Committees.

8.1 Standing, special, or subcommittees shall be appointed by the President from time-to-time from the membership as necessary to carry on the work of the Corporation. The President shall be an ex-officio member of all such committees except the Nominating Committee. The President may appoint ex-officio members of the Board who are also members of the Corporation to any committee, with the exception of the Nominating Committee.

8.2 All standing committees shall report to the Board and shall submit an annual report.

8.3 Standing Committees shall be composed of at least three (3) members, each appointed by the President from the membership, with the approval of the Board. At least one (1) member of the Board shall be included in each committee. The following committees shall be formed:

The Financial Committee shall review and plan for the financial future of the Corporation. It shall concern itself with all fiscal matters, and shall be responsible for the preparation of an annual budget to be submitted for approval by the Board. The Treasurer shall be a member of this committee.

The Strategic Planning Committee shall plan for over-all direction of Corporation activities and develop annual Corporation objectives and goals for review and adoption by the Board and to give direction to other standing committees. It shall be responsible for an annual review of bylaws to assess the need for change.

The Membership Committee shall, with the approval of the Board, develop and implement strategies for increasing membership, revise membership categories where necessary, and recommend an appropriate dues structure to the Board.

The Fund Raising Committee shall, with the approval of the Board, plan and coordinate a schedule of annual fund-raising events. All income over expenses generated by fund-raising events will be turned over to the Friends' Treasury by the end of each event.

8.4 Such other committees, standing or special, shall be appointed by the President from time-to-time as deemed necessary to carry on the work of the Corporation.

ARTICLE IX

Limitation of Personal Liability.

9.1 No volunteer director of the corporation shall be personally liable to the Corporation or its members for monetary damages for breach of the director's fiduciary duty; provided, however, this provision shall not eliminate or limit the liability of a director for any of the following:

A breach of the director's duty of loyalty to the Corporation or its members; Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; A violation of Section 551 (1) of the Michigan Nonprofit Corporation Act; A transaction from which the director derived an improper personal benefit; An act or omission that is grossly negligent.

9.2 The terms "volunteer director" shall have the same definition as set forth in Section 11(2) of the Michigan Nonprofit Corporation Act, as the same presently exists or may hereafter be amended.

9.3 Any repeal or modification of this Article shall not adversely affect any right or protection of a volunteer director of the Corporation existing at the time of, or for or with respect to, any acts or omissions occurring before the effective date of such repeal or modifications.

9.4 Upon filing with the Michigan Department of Consumer and Industry Services -Bureau of Commercial Services, the Corporation hereby assumes any and all personal liability of a volunteer director to any person other than the Corporation or its members for monetary damages for all acts or omissions of the director, occurring on or after the effective date of the adoption of this provision.

9.5 No member of this corporation shall be liable except for personal unpaid dues and no personal liability shall in any event attach to any member of this Corporation in connection with any of its undertakings.

ARTICLE X

Parliamentary Authority.

10.1 The rules contained in the current edition of Robert's Rules of Order shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules or order the Corporation may adopt.

ARTICLE XI

Amendment of Bylaws.

11.1 These bylaws may be amended at any meeting of the Corporation by a three-fourth (3/4) vote of the members present and voting, provided that notice of the proposed amendment is given in writing to all members at least ten (10) days before said meeting.

ARTICLE XII

Dissolution of the Corporation.

12.1 In the event of dissolution of the Corporation, all assets real and personal shall be distributed to the Grand Ledge Area District Library and, if at the time of termination, the Grand Ledge Area District Library is not in existence, is no longer qualified or is unable to accept the assets, distribution will be made to such organizations as are qualified as tax exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of a future United State Internal Revenue Law.