

BYLAWS OF THE
FRIENDS OF THE ROCHESTER HILLS PUBLIC LIBRARY

(A Michigan Not-for-Profit Corporation)

ARTICLE I

Name

The name of this corporation shall be the Friends of the Rochester Hills Public Library hereafter referred to as the Corporation.

ARTICLE II

Purpose

It is the purpose of this Corporation in cooperation with the Library Director and Board of Trustees of the Rochester Hills Public Library to:

- 1) Establish a closer relationship between the Library and its constituents;
- 2) Promote knowledge of and informed interest in the Library's functions, resources, services and needs;
- 3) Encourage community participation in Library activities;
- 4) 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;
- 5) Provide support for programs for the extension and improvement of library services and resources.

ARTICLE III

Membership

Section 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.

Section 2. Each membership shall be entitled to one vote on each matter submitted to a vote of the members. No proxy votes shall be allowed.

Section 3. The membership year, except for life members, shall be in effect for twelve months following the receipt of dues.

Section 4. Nominations for bestowing honorary Life Memberships must be submitted to the Board of Directors for approval.

Section 5. Membership information shall be made available to the Corporation's Board of Directors, its committee members, and the RHPL staff for the purposes of conducting the Corporation's and RHPL business.

ARTICLE IV Board of Directors

Section 1. The Board of Directors of the Corporation shall consist of nine (9) directors. Of the nine directors, five shall be officers of the Board, who shall also serve as officers of the Corporation and be elected by the Board in accordance with Article V. The Library Director shall be an ex-officio member of the Board and shall serve as Parliamentarian for the Corporation.

Section 2. Members of the Board must be members of the Corporation. They shall be elected by a simple majority ballot to serve three-year staggered terms. They shall be elected at the Annual Meeting and serve as "board member elect" until their term begins on January 1st of the succeeding year. All members of the Board shall serve without compensation.

Section 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.

Section 4. Reimbursements:

- a) A Board member may authorize and request payment for expenses for projects and programs included in the approved fiscal-year budget.
- b) A Board member may authorize and request payment pursuant to the Reimbursements and Payments procedure, for expenses not included in the approved fiscal-year budget.
- c) All other disbursements must be authorized by a simple majority of the Board.

Section 5. No Board member shall have authority to borrow money or to incur any indebtedness or liability in the name of or on behalf of this Corporation.

Section 6. No Board member shall act as, or be deemed to be an agent of the members of the Corporation or have authority to incur any obligation whatsoever without prior approval of the Board.

Section 7. A Board member who has been absent for three successive meetings, without reasons acceptable to the Board, shall be considered to have resigned from the Board.

Section 8. The Board of Directors may fill vacancies occurring on the Board from the general membership. An appointee shall serve the remainder of the vacated three-year term of the Director being replaced.

Section 9. A Board member resigning as a member from the Corporation, shall also cease to be a director or officer.

ARTICLE V Election of Officers

Section 1. At the regular August meeting, a Nominating Committee of three members shall be appointed by the President. The President may not serve on the Nominating Committee (Article VIII, Section 1). It shall be the duty of this committee to nominate candidates for any expiring positions on the Board of Directors. The Nominating Committee shall present the slate of candidates at the regular Board meeting in September.

Section 2. A slate of candidates for Director shall be presented at the Annual Meeting in October. Additional nominations shall be permitted from the floor during the election at the Annual Meeting provided candidate(s) are a member of the Corporation and agree to serve and to fulfill Director obligations.

Section 3. A simple majority of the votes cast shall elect a Director for a three-year term.

Section 4. The Board members shall elect the following officers to serve for one year or until their replacements have been elected: President, Vice President, Secretary, Treasurer, and Assistant Treasurer. A simple majority of the votes cast shall be required to elect an officer. Officers of the Board shall also serve as officers of the Corporation.

Section 5. Officers shall be elected by the Board at a meeting convened for that purpose by the current President. The term of office of officers shall begin on January 1st of the succeeding year or when the Board elects them if the election is after January 1st.

Section 6. No Board member shall hold more than one office at a time.

ARTICLE VI

Duties and Powers of Officers and Directors

Section 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 meetings, 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:

- a) Preside at all meetings of the Corporation or designate another Board member to preside in his or her absence;
- b) Appoint all standing and special committees, subject to the approval of the Board;
- c) Serve as an ex-officio member of all committees except the Nominating Committee;
- d) Appoint assistants to officers where necessary;
- e) Call meetings of the Board at such times as seem advisable;
- f) Call special meetings of the Board or the membership on the written request of not less than five members of the Board;
- g) Have the authority to sign checks in the absence of the Treasurer and Assistant Treasurer;
- h) Appoint an ad-hoc committee to audit the Corporation's accounts before the annual meeting;
- i) Present an annual report to the membership.

Section 2. In the absence of the President, or in the event of his or her inability to act, the Vice President shall succeed to the office of President, subject to Article V, Section 3.

Section 3. The Secretary shall:

- a) Attend all meetings of the Board and the membership and keep a true and accurate record of all proceedings;
- b) If the Secretary cannot attend a meeting; he or she will ask another Board member to record the proceedings;
- c) Keep a complete and up-to-date list of the names, addresses and phone numbers of all members of the Board
- d) Give notice of all meetings of the Board;
- e) Carry on the correspondence of the Corporation as instructed by the Board or the President;
- f) Maintain bylaws and other records on file and make them available for inspection and/or copying by any member of the Board;
- g) File duplicate copies of all minutes, bylaws, and records at the library;
- h) At the end of the term of office, deliver all past minutes and records of the Corporation to the newly elected Secretary;
- i) Have authority to sign checks in the absence of the Treasurer and Assistant Treasurer.

Section 4. The Treasurer shall:

- a) Deposit all funds of this Corporation in such depository and under such conditions as the Board directs;
- b) Keep an account of all monies received by and expended by or on behalf of this Corporation;
- c) Make disbursements in accordance with Article IV, Section 4. a), b), and c).
- d) Deliver to his or her successor on leaving office or otherwise all monies, books, papers and other property belonging to the Corporation;
- e) Present a financial statement at each annual meeting.

Section 5. The Assistant Treasurer shall perform the duties of the Treasurer when necessary.

Section 6. 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 provisions of Article XI of these bylaws.

Section 7. It shall be the duty of all Board Members to be guided in their respective duties by the "Board-Member Job Description" pursuant to Article IV.

ARTICLE VII Meetings

Section 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 every two (2) months. Meeting notices shall be posted at the Library. Board meetings shall be open to the public.

Section 2. The order of business for all Board meetings shall be determined by the President, subject to the approval of the Board.

Section 3. There will be an Annual Meeting in October, and it shall be for the purpose of receiving reports of officers and committees, and for any other pertinent business.

Section 4. Special meetings of the board or of the membership may be called by the President at the written request of at least five members of the Board. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least ten days notice shall be given.

Section 5. In unusual circumstances or in an emergency, the President may authorize a special vote of the Board to be taken by mail, telephone, or electronically on any matter except amendments to the bylaws or the Articles of Incorporation, without calling a special meeting. No proposition submitted to the Board or the membership in this manner shall carry without a simple majority vote. Any decision made by the above method, provided either by the Board or by the Corporation, shall have the same force and effect as if enacted at a regularly convened meeting. The Secretary shall document the outcome of any vote taken in this manner in the minutes of the next regularly scheduled meeting.

Section 6. A simple majority of the members of the Board of Directors shall constitute a quorum. Five members shall constitute a quorum at any meeting of the Corporation.

ARTICLE VIII Committees

Section 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.

Section 2. All standing committees shall report to the Board and shall submit annual status reports.

Section 3. Prior approval for permitting commercial ventures to advertise at any Friends' event is required from the Committee Chairperson.

ARTICLE IX Dues

The Board shall approve the annual dues for each classification of membership at the recommendation of the Membership Committee.

ARTICLE X
Fiscal Year

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 XI
Limitation of Personal Liability (MCLA § 450.2209(c))

Refer to Article X, *Liability of Officers and Directors*, and Article XI, *Assumption of Liability of Volunteers*, which are included in the Supplemental and Additional Articles of Incorporation adopted by the Friends of the Rochester Hills Public Library on October 28, 2015 and incorporated here by reference.

ARTICLE XII
Parliamentary Authority

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 of order the Corporation may adopt.

ARTICLE XIII
Amendment of Bylaws

These bylaws may be amended at any meeting of the Board by a three-fourths vote of the members present and voting, provided that notice of the proposed amendment is given in writing to all members at least ten days before said meeting.

ARTICLE XIV
Dissolution of the Corporation

In the event of dissolution of the Corporation, all assets real and personal shall be distributed to the Rochester Hills Public Library and, if at the time of termination, the Rochester Hills Public 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 States Internal Revenue Law.