

**FRIENDS OF THE VETERANS MEMORIAL LIBRARY
OF MOUNT PLEASANT, MICHIGAN**

BYLAWS

Article I

The name of the corporation is Friends of the Veterans Memorial Library, hereinafter referred to as the Friends.

Article II

- A. The purposes for which the corporation is organized are as follows:
1. To maintain an association of persons interested in promoting and supporting the activities of the Veterans Memorial Library of Mount Pleasant, Michigan;
 2. To solicit, collect, and otherwise raise money and property of every kind and nature, including membership dues, for such purposes, and to expend, contribute, disperse, and otherwise handle and dispose of same for such purpose; and,
 3. To organize exclusively for charitable, literary and educational purposes, including for such purposes the making of distributions to organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any United States Internal Revenue law).

Article III

Membership

- A. Eligibility:
Any person or organization who subscribes to the purposes of the Friends shall be eligible for membership.
- B. Types of Membership:
1. The membership of the Friends shall include the following categories: senior (62+), individual, family, patron, benefactor, and organization.
 2. Organizations shall be represented by an individual appointed by the organization, and dues shall be paid by the organization.
- C. Voting: Each type of membership shall be entitled to one vote.

Article IV

Board of Directors

- A. The Board of Directors shall consist of the Officers of the Friends, eight (8) elected Directors, and the immediate Past President. One professional Librarian from the Veterans Memorial Library and one member of the Chippewa River District Library Board shall be ex-officio members. The Board of Directors of the Friends shall hereinafter be referred to as the Board.

B. Terms of Office:

1. The term for an officer of the Board shall be two (2) years. An officer of the Board may serve no more than two consecutive terms (4 years).
2. The President, Vice President and Recording Secretary shall be elected in the even-numbered years.
3. The Treasurer and Corresponding Secretary shall be elected in the odd-numbered years.
4. The term for Directors shall be two (2) years. A Director may serve no more than three (3) consecutive terms (6 years).
5. Four Directors shall be elected in the even-numbered years and four shall be elected in the odd-numbered years.
6. Officers and Directors shall take office in the January after their election at the annual meeting.
7. No person shall serve more than ten (10) consecutive years as Director and Officer, but after an absence of one year a person may be re-elected to the Board.

C. Qualifications: No person shall be elected or appointed or shall continue to serve as an officer or director of this organization who is not a voting member of the Friends.

D. Vacancies: Any vacancy occurring on the Board by reason of resignation, death, or disqualification of an officer or elected member may be filled, until the next Annual Meeting, by a majority vote of the remaining members of the Board.

E. Powers and Duties: The Board shall have full charge of the property and business of the organization, with full power and authority to manage and conduct same, subject to the instructions of the general membership. The Board shall create and designate such special committees as it may deem necessary.

F. Meetings: There shall be at least four (4) regular meetings of the Board annually. Board members are expected to attend Board and membership meetings on a regular basis. The President may call special meetings of the Board and shall call a special meeting upon the written request of three members of the Board. All meetings are open to the general membership.

G. Quorum: A majority of the members of the Board shall constitute a quorum.

Article V

Officers

A. The officers of the Friends shall be a President, a Vice President, a Recording Secretary, a Corresponding Secretary, and a Treasurer.

B. The President shall:

1. Preside at meetings of the membership and the Board;
2. Notify Board members of Board meetings;

- 3 Sign or endorse checks, drafts, and notes, in the absence or disability of the Treasurer;
4. Be an ex-officio member of all committees except the Nominating Committee;
5. Have such powers of supervision and management as may pertain to the Office of the President and perform such other duties as may be designated by the Board; and
6. Appoint, with the approval of the Board, all standing and ad hoc committee chairpersons and delegates.

C. The Vice President shall:

1. In the event of the absence, disability or death of the President, possess all the powers and perform all the duties of that office, until such time as the Board shall select one of its members to fill the vacancy;
2. Perform such other duties as the President and/or Board may designate;
3. Be responsible for the programs for the year; and,
4. Be responsible for membership records and mailings.

D. The Recording Secretary shall:

1. Record the attendance and keep minutes of all meetings of the membership and the Board;
2. Assist the President with the agenda; and,
3. Distribute the Bylaws and Policies of the Friends to newly elected members of the Board.

E. The Corresponding Secretary shall:

1. Conduct the correspondence of the Friends; and,
2. Notify the membership of the Annual Meeting.

F. The Treasurer shall:

1. Collect and receive all monies due, and be the custodian of these monies;
2. Deposit such monies in a bank designated by the Board;
3. Disperse these monies only upon order of the Board; and,
4. Maintain the Friends' nonprofit income tax exemption and its Michigan sales tax exemption, and be responsible for filing all applicable Michigan and U.S. tax forms.
5. Consult with qualified financial planners in order to obtain appropriate financial information and in an advisory role present that information to the FOL Board.

Article VI

Financial Administration

A. The Fiscal Year of the Friends shall commence on the first day of January and end on the thirty-first day of December each year.

B. Any change in the amount of dues shall be submitted by the Board to the membership for adoption at the Annual Meeting. Dues shall be payable each year. Members

who pay in the last two months of a year shall be considered members for the ensuing year.

- C. The Board shall be responsible for an annual audit to be performed each year by an agent approved by the Board.
- D. A Budget Committee shall be appointed by the Board at least two months prior to the Annual Meeting to prepare the budget for the ensuing year. The proposed budget shall be sent to all members prior to the Annual Meeting. The treasurer shall be, ex officio, a member of the Budget Committee, but shall not be eligible to serve as chairperson.
- E. A budget for the ensuing year shall be submitted by the Board to the membership for adoption at the Annual Meeting.
- F. Because of the Tax Exempt nature of the Corporation, no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article II, hereof. No substantial part of the activities of the Corporation shall be the dissemination of propaganda or other attempts to influence legislation; and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation 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 of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).
- G. In the event of dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets exclusively for the purposes of the Corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, or literary purposes, as shall at that time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board shall determine.

Article VII

Membership Meetings

- A. Membership Meetings:
 - There shall be at least one (1) meeting of the membership each year. If there is only one meeting, it shall be held in November and be designated as the Annual Meeting. Time and place shall be determined by the Board.
- B. Annual Meeting:

Notice of the Annual Meeting and a copy of the proposed budget shall be sent to all members thirty days prior to the meeting, as required in Article VI, D. The Nominating Committee report also shall be sent to all members prior to the Annual Meeting, as required in Article VIII, B.

C. Quorum:

The voting members in attendance shall constitute a quorum at meetings.

Article VIII

Nominations and Elections

A. Nominating Committee:

The Nominating Committee shall consist of three (3) members, one non-Board member elected at the annual meeting, and two appointed by the Board at the March meeting. Any subsequent vacancy on the Committee shall be filled by the Board.

B. Nominating Committee Report:

The Committee report of its nominations shall be sent to all members prior to the Annual Meeting. Following presentation of this report, nominations may be made from the floor by any voting member, provided the consent of the nominee has been secured.

C. Elections:

The election shall be by ballot unless there is but one nominee for any office, in which case the voting for that office may be by acclamation. A majority vote of those present shall constitute an election.

Article IX

Parliamentary Authority

The rules contained in *Robert's Rules of Order Revised* shall govern the organization.

Article X

Amendments

These Bylaws may be amended by a two-thirds vote of the members present and voting at any general membership meeting, provided the proposed amendments were made available to the membership in writing at least twenty (20) calendar days prior to the membership meeting.

Adopted 1982, amended 1989, 1990, 1993, 1997, 1999, 2004, 2005, 2006, 2007, 2009, 2010, 2011