

FRIENDS OF THE ADRIAN PUBLIC 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 agency (City of Adrian Commission) to build a permanent endowment 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 Public 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 initial meeting.
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. Each membership shall be entitled to one vote.
5. The Library Director and library staff members shall be considered as ex-officio 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.

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. Personal liability of The Friends officers is limited except in the following circumstances following incorporation of The Friends with the State of Michigan: Breach of the officer'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 the law, a violation of MCL section 551(1), a transaction from which the officer derived an improper personal benefit, an act or omission occurring before the effective date of the provision granting limited liability, and a act or omission that is grossly negligent.
2. Member of The Friends shall be liable only for his or her own unpaid dues.
3. No part of the funds from The Friends shall benefit any member.
4. The fiscal year shall be January 1 through December 31.
5. Upon dissolution of The Friends, after paying or making provisions for the payment of liabilities of The Friends, any remaining assets shall be assigned to the Adrian Public Library.

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.

ARTICLE VIII

PARLIMENTARY PROCEDURE

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

Adopted at the initial meeting on February 4, 2012