

**Friends of the Orion Township Library**  
**A Michigan Non-Profit Corporation**  
**Bylaws**  
**Amended April 17, 2017**

**Article 1.**  
**Name**

Section 1. The name of this organization shall be Friends of the Orion Township Library (referred to herein as "Friends"). Where the word "Library" is used, it shall refer to the Orion Township Public Library. Where the word "Board" is used, it shall refer to the Friends Board of Directors.

**Article 2.**  
**Principal Office**

Section 1. The principal office of the Friends shall be at the Orion Township Public Library.

**Article 3.**  
**Purposes**

Section 1. It is the purpose of the Friends, in cooperation with the Library Director and the Library Board of Trustees, to:

- 1) Raise funds for Library services, programs, projects, and resources not provided for by the general Library budget.
- 2) Promote public support and encourage gifts and donations to the library and/or Friends through community awareness

**Article 4.**  
**Membership**

Section 1. Any person or organization eligible for membership upon the payment of annual dues as established by the Board of Directors.

Section 2. Each active membership shall have voice and one vote for the election of officers and any other business conducted at the annual meeting or general membership meetings. Levels of membership are as follows:

- 1) Individual Membership
- 2) Senior (62 years or older)
- 3) Honorary (awarded at the discretion of the Board of Directors)
- 4) Family
- 5) Business/Patron
- 6) Individual Lifetime\*

\* Individual lifetime memberships shall be granted at the discretion of the Board.

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Section 3. The Board will determine the membership rates on an annual basis and make this information available to the general membership via the Friends' website, article in the Library newsletter, and on printed membership materials. The dues structure may be changed by a majority vote of the Board.

Section 4. Length of membership shall be for one year, from May 1 – April 30. Membership renewal notices are to be sent out one month prior to the membership expiration. Dues paid anytime during the year are good through April of the following year.

**Article 5.**  
**Board of Directors**

Section 1. Members of the Board shall consist of the offices of President, Vice President, Treasurer, Deputy Treasurer, and Secretary, and the chairs and co-chairs of the following committees: Membership, Public Relations/Marketing, Book Sale and Fundraising. The Library Director shall be an ex-officio member of the Board.

Section 2. Members of the Board shall be current members of the Friends.

Section 3. Board members shall serve without compensation.

Section 4. Vacancies on the Board shall be filled by appointment approved by a majority vote at a Board meeting.

Section 5. Any member of the Board who misses three consecutive Board meetings without giving prior notice may, at Board discretion, be considered to have resigned his or her position.

Section 6. All Officers and Committee Chairs shall deliver to their successors, immediately upon relinquishing office, all records, correspondence, and other properties belonging to the organization.

Section 7. No person, including a Board member, shall have the authority to make any contract, or to incur any indebtedness, obligation, or liability in the name of, or on behalf of the organization without the authority and approval of the Board. Any such action may result in personal liability.

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**Article 6.**  
**Election of Officers**

Section 1. All officers shall be nominated and elected at the annual meeting held in odd years from a slate presented by the Nominating Committee chaired by the Vice-President. Nominations are also taken from the floor at the meeting but no one shall be nominated without their prior consent.

Section 2. Any person who wishes to run for President must have a minimum of one year experience on the Board and be a current member of the Friends.

Section 3. The Nominating Committee will present the slate to the general membership thirty days prior to the annual meeting in odd years. Each member will receive a copy of the slate by mail or email.

Section 4. Officers shall be elected by a majority vote of the general membership in attendance at the meeting. They shall serve two year terms or until their successors are chosen. New terms shall begin May 1 following the election, at the beginning of the fiscal year.

Section 5. Should extenuating circumstances result in a delay of the election of new officers, the current slate of officers will govern until the election can take place and new officers are elected.

**Article 7.**  
**Duties of Officers**

Section 1. President

- 1) Call, preside over, and conduct meetings
- 2) Appoint chairs of all standing committees and ad hoc committees, and ex-officio members
- 3) Serve as tie-breaking vote should it be necessary
- 4) Review monthly bank statements, or appoint a board member other than the Treasurer
- 5) May serve as an authorized signator on all Friends accpunts
- 6) Any other duties deemed appropriate to this office by the Board

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Section 2. Vice President

- 1) Act in the absence of the President
- 2) Perform such other functions as may be prescribed by the President
- 3) Maintain bylaws and propose changes as necessary
- 4) Chair Nominating Committee

Section 3. Treasurer

- 1) Keep and maintain the financial records of the Friends including monthly reconciliation
- 2) Deposit funds of the Friends into Board approved financial institutions and investments
- 3) Collect all money due and make disbursements as authorized by the Board
- 4) Prepare and present at each scheduled Board meeting a summary status report of income and expenditures since the last summary status report
- 5) Prepare and present an annual financial statement
- 6) Provide information for a financial review at the Annual Meeting in odd years
- 7) Prepare and submit required state and federal financial forms
- 8) Temporarily assume the duties of the President in the event neither the President nor the Vice-President are able to perform in that capacity

Section 4. Deputy Treasurer

- 1) Assist in keeping and maintaining the financial records of the Friends
- 2) Deposit funds of the Friends into Board approved financial institutions and investments
- 3) Assist in collection of money due and make disbursements as authorized by the Board
- 4) Assist in preparing and presenting at each scheduled meeting, a summary status report of the income and expenditures of the Friends
- 5) Assist in preparing and presenting an annual financial statement

Section 5. Secretary

- 1) Prepare meeting agendas with input from Board officers
- 2) Record attendance at all meetings
- 3) Record the minutes of all meetings
- 4) Notify the members of the time and place of meetings
- 5) Conduct the correspondence of the Friends
- 6) Act as Parliamentarian and make sure meeting protocol and guidelines are followed
- 7) Maintain historical files and information on the organization

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**Article 8.**  
**Board of Director Meetings**

Section 1. The direction of the affairs of the Friends shall rest with the Board, with the President serving as Chair.

Section 2. A quorum of the Board shall consist of a majority of the current committee chairs and officers. At least two officers must be present for a quorum.

Section 3. With the exception of the annual meetings and other general membership meetings, only the members of the Board will have voting privileges at monthly meetings, each having one equal vote.

Section 4. Meetings of the Board shall be held a minimum of six times per year.

Section 5. Special meetings may be called by the President or two other members of the Board.

**Article 9.**  
**Electronic Voting**

Section 1. Any officer of the Board may call for a vote via electronic mail (email) or telephone, if a matter of urgency presents itself between meetings. The vote taken shall be brought up at the next Board meeting and recorded in the meeting minutes.

**Article 10.**  
**Committees**

Section 1. Committee chairs and co-chairs are appointed by the President with approval of the Board. A committee chair/co-chair must be a member of the Friends. Committee chairs may add members to their committees. Committee members do not need to be members of the Friends.

Section 2. The standing committees shall be: Membership, Public Relations/Marketing, Book Sale and Fundraising.

- 1) Purpose of Membership Committee: to increase membership in the Friends, to promote participation in and support of the organization, and to maintain a membership list with contact information.
- 2) Purpose of Public Relations/Marketing Committee: to inform the membership and the general public of the projects, events, and accomplishments of the Board via newsletters, flyers, email, social media, website, etc.; to promote events sponsored by

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the Friends; and to provide promotional material such as brochures, subject to the approval of the Board.

- 3) Purpose of Book Sale Committee: to plan and conduct book sales, and maintain the ongoing book store.
- 4) Purpose of the Fundraising Committee: to plan and conduct fundraising activities with the exception of book sales.

Section 3. The President, with the approval of the Board, may appoint ad hoc committees as needed. Ad hoc committee chairs do not have voting privileges at Board meetings.

Section 4. Ad hoc committees are to be appointed as needed.

- 1) Purpose of Special Events Committee: to initiate and implement projects and/or events to raise funds, with Board approval.
- 2) Purpose of Nominating Committee: to recommend candidates to fill officer vacancies in odd years. The chair of the Nominating Committee shall contact Board members with expiring terms to determine if they desire to serve another two-year term. The chair of the Nominating Committee shall provide a slate of candidates to be presented at the March Board meeting prior to the annual meeting in odd years.

Section 5. No Committee member shall have the authority to make any contract, or to incur any indebtedness, obligation, or liability in the name of, or on behalf of the Friends, without the prior approval of the Board. Any such action may result in personal liability.

Section 6. Budgets for projects and/or events must be approved by the Board.

**Article 11.**

**General Membership Meetings**

Section 1. Friends shall hold its annual meeting in April for the purpose of receiving various reports and to enact any other business. All officers shall be nominated and elected at the annual meeting held in odd years. A written notice shall be sent to each member by either U.S. mail or email at least two weeks prior to the date of the meeting.

Section 2. A quorum of the Friends membership shall consist of a quorum of the Board. Each Friends member in attendance shall have one equal vote for any item on which a vote is taken.

Section 3. A special general membership meeting may be held as directed by the President or two members of the Board, provided the membership is notified by mail or email with the business to be transacted stated, at least two days prior to the proposed date.

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**Article 12.**  
**Finances**

Section 1. Activities of the Friends shall be self-supporting. The organization shall receive its funding from various sources, including annual membership dues and fundraising activities. All dues and funds shall be made payable to and deposited in the account of the FRIENDS OF THE ORION TOWNSHIP LIBRARY at financial institutions determined by the Board.

Section 2. The fiscal year of the Friends shall begin on May 1 of each year and end on April 30 of the following year.

Section 3. Funds shall be disbursed by the Treasurer, Deputy Treasurer, or President as authorized by the Board.

Section 4. Disbursement of all sums over \$250 shall be subject to the prior approval by majority vote at a meeting of the Board.

Section 5. No part of the net earnings of the organization shall inure to the benefit of any member of the Friends, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization); and no member shall be entitled to share in the distribution of any of the assets upon dissolution of the organization.

Section 6. A financial review may be conducted from time to time by a qualified professional at the direction of the Board.

**Article 13.**  
**Amendments**

Section 1. Amendments to these bylaws may be made at any meeting of the general membership by a two-thirds vote of those present. Proposed amendments shall be made available for review at least two weeks before the meeting.

Section 2. The bylaws shall be reviewed every two years.

**Article 14.**  
**Parliamentary Procedure**

Section 1. When not in conflict with these bylaws, governance of the proceedings of Friends meetings will be by consensus, or by majority rule when consensus cannot be reached.

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**Article 15.**  
**Limitation of Personal Liability**

Section 1. No member of the Friends shall be liable, and no personal liability shall in any event attach to any member of the Friends in connection with any of its undertakings.

Section 2. No member of the Board shall be personally liable to the Friends or its members for monetary damages for breach of the Board's fiduciary duty; provided this provision shall not eliminate nor limit the liability of a member for any of the following:

- 1) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law
- 2) A transaction from which the member of the Board derived an improper personal benefit
- 3) An act or omission that is grossly negligent.

**Article 16.**  
**Dissolution**

Section 1. In the event of the dissolution of the Friends organization, and prior to the completion thereof, all liabilities and obligations of the Friends shall be paid, all of the remaining assets shall be expended for the purposes of Friends, and no part of such remaining assets, property, or income shall be distributed to members or to any other person whatsoever. Any remaining assets of the Friends shall be distributed to the Orion Township Public Library, and if the Orion Township Public Library is not in existence or is no longer qualified or is unable to accept the assets, distribution will be made to an organization or organizations 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 at the discretion of the Board.

3/4/14; 4/23/15; 4/25/16; 4/17/17