

Friends of the Romeo District Library

Constitution and By-Laws

Article I

Name

The name of the organization shall be the Friends of the Romeo District Library, hereinafter referred to as the FRDL.

Article II

Purpose

It is the purpose of the FRDL to promote and support the mission of the Romeo District Library through fundraising, public relations, service and activities.

Article III

Membership and Dues

Section 1: Any individual, organization, public or private, with interest in the above purposes may become a member of the FRDL upon payment of annual dues.

Section 2: The Board of Directors shall establish categories of membership, dues and fees.

Section 3: Memberships shall run from January 1 through December 31. Dues will not be prorated.

Article IV

Officers

Section 1: Officers of the organization shall be nominated and elected by members of the organization at the Annual Meeting of the FRDL as hereinafter provided. Such officers shall serve for a period of one (1) year. Officers shall serve no more than two (2) consecutive terms in a specific office unless otherwise approved by the Board.

Section 2: Officers shall include a President, Vice President, Secretary and Treasurer.

Section 3: The President shall

- a) Preside at all meetings of the organization
- b) Appoint committees
- c) Serve as ex-officio member of all committees except the Nominating Committee
- d) Call meetings of the Board at such times as seems advisable
- e) Call special meetings of the Board of the membership on the written request of not less than five (5) members of the Board
- f) Have the authority to sign checks in addition to the Treasurer
- g) Appoint annually an ad-hoc committee to audit the organization's accounts

Section 4: The Vice President shall perform the duties of the President in absence of the President, or in the event of his/her inability to act.

Section 5: The Secretary shall

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

Section 6: The Treasurer shall

- a) Deposit all funds of this organization in such depository and under such conditions as the Board directs
- b) Keep an account of all monies received or expended by, or on behalf of, this organization
- c) Make major disbursements only upon order of the Board
- d) Upon leaving office, deliver all monies, property and records to his/her successor, the President or the Vice President
- e) Present a financial statement at each annual meeting

Article V

Board of Directors

Section 1: The direction of affairs of this organization shall rest with the FRDL Board, the President serving as Chairperson.

Section 2: The Board of Directors shall consist of not less than five (5) nor more than eleven (11) persons (the "Director(s)"), as the membership shall from time to time determine. Directors shall be elected by the membership at its annual meeting and vacancies shall be filled in the manner specified in Section 5 below. Directors (other than those elected to fill vacancies) shall serve for two (2) year terms. Directors shall be eligible for re-election for a second term, after which Directors are not eligible for Board of Director membership for one (1) year. Such ex-Directors may be nominated and elected to serve on the Board of Directors after spending one (1) year off the Board of Directors. The Director or Assistant Director of the Library shall serve as an ex-officio member of the Board of Directors.

Section 3: A majority of the members of the FRDL Board shall constitute a quorum for the transaction of business.

Section 4: Any Director may be removed from office with or without cause at any annual or special meeting of the Board of Directors by the affirmative vote of a majority of the Directors then serving.

Section 5: Vacancies occurring in the Board of Directors by reason of death, resignation, removal or other inability to serve shall be filled by the affirmative vote of a majority of the remaining Directors although less than a quorum of the Board of Directors. A Director elected by the Board of Directors to fill a vacancy shall serve until the next annual meeting of the Directors. At such annual meeting, the Directors shall elect a person to the Board of Directors who shall serve for the remaining portion of the term.

Article VI **Meetings**

Section 1: The Annual Membership Meeting of the FRDL shall be held in January of each year at a time and place to be determined by the President. Such annual meetings shall be held for the conduct of business as herein required.

Section 2: The President may call special meetings. Notice of such meetings must be made to the membership not less than seven (7) days, nor more than twenty-one (21) days prior to the designated date of such meeting. A majority of the Board shall constitute a quorum for the transaction of business.

Section 3: The Board of Directors shall meet a minimum of six (6) times per year; dates to be determined by the Board.

Article VII **Nomination for Office**

At least thirty (30) days prior to the date designated for the annual meeting each year, the President, with the advice and consent of the Board of Directors, shall appoint a Nominating Committee consisting of three (3) board members. The Nominating Committee shall prepare a slate of officers and directors and present same to the Annual Membership Meeting. At the Annual Membership Meeting, additional nominations may be made from the floor. When more than one (1) person is to fill an office or place on the Board of Directors, elections shall be by the largest number of votes cast by members present. The proposed slate shall be included in the Notice of the Annual Membership Meeting.

Article VIII **Contracts and Audits**

Section 1: No officer or member of the FRDL shall have the authority to make or execute any contract; or to incur any indebtedness, obligation or liability, in the name of, or on the behalf of, the FRDL, without prior knowledge and approval of the Board of Directors.

Section 2: An audit of the financial records of the FRDL shall be performed within thirty (30) days of the end of the fiscal year by a committee constituted of the President and two (2) members of the Board of Directors other than the Treasurer.

Section 3: For the purposes of budgeting, the fiscal year of the FRDL shall be January 1 through December 31.

Article IX **Limitation of Personal Liability of Volunteer Directors**

Section 1: No volunteer director of the organization shall be personally liable to the organization 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) A breach of the director's duty of loyalty to the organization or its members
- b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of the law
- c) A violation of Section 551(1) of the Michigan Nonprofit Organization Act
- d) A transaction from which the director derived an improper personal benefit
- e) An act or omission occurring before the date the document is filed
- f) An act or omission that is grossly negligent

Section 2: The term "volunteer director" shall have the same definition as set forth in Section 110(2) of the Michigan Nonprofit Organization Act, as the same presently exists or may hereafter be amended.

Section 3: Any repeal or modification of this Article shall not adversely effect any right or protection of a volunteer director of the organization existing at the time of, or for or respect to, any acts or omissions occurring before the effective date of such repeal or modification.

Section 4: The organization hereby assumes any and all personal liability of a volunteer director to any person other than the organization 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 (upon filing with the Michigan Department of Commerce).

Article X **Amendments**

Amendments to these by-laws ay be made at the annual meeting of the general membership by a two-thirds (2/3) vote of those present; after public notification of the meeting.

Article XI **Parliamentary Procedure**

Robert's Rules of Order Revised, when not in conflict with these by-laws, shall govern the proceedings of this organization.

Article XII **Dissolution**

In the event of dissolution, all assets, real and personal, shall be conveyed to the Romeo District Library; and if, at the time of termination, the Romeo District Library is not in existence, no longer qualified or unable to accept the assets, distribution shall be made to such organizations as are qualified as tax exempt under Section 501(c)(3) of the Internal Revenue Code or the corresponding provisions of a future United States law.

Amended 2/2011

Amended February 18, 2015 – approved by vote of Membership at Annual Meeting