

**Friends of the Salem-South Lyon District Library**

**Constitution and By-Laws**

*Revision 2.0 September 2010*

Article I  
ORGANIZATION NAME

The name of this organization is *Friends of the Salem-South Lyon District Library, Inc.*

Article II  
PURPOSE

Section 1

This organization is a Corporation, with the following purposes:

- 1) To maintain an association of persons interested in supporting the Salem-South Lyon District Library, its collections, services, facilities and needs.
- 2) To receive and administer gifts, endowments and bequests for the promotion of the objectives of the Salem-South Lyon District Library.
- 3) To sponsor programs and public outreach projects to strengthen community ties to the Library.

Section 2

This Corporation is a non-stock, nonprofit Corporation.

Article III  
MEMBERSHIP AND DUES

Section 1

Any individual, organization, business or industry interested in the objectives of this Corporation may become a member upon payment of annual dues in one of the following categories, which constitute the type of membership:

1. Friend: Standard membership for an individual.
2. Senior: A member that is a minimum of 62 years of age.
3. Patron: Elevated level of support for the library, requiring raised membership dues.
4. Family: Household membership with multiple related members.

Additional categories may be created by the board.

Section 2

Each adult member present has one vote at all General Membership meetings concerning election of directors, approval of annual budget and revisions of by-Laws.

Section 3

All membership renewal dues are payable each year in the member's anniversary month.

## Article IV BOARD OF DIRECTORS

### Section 1

General management of the Corporation is vested in a Board of Directors. General management is defined as the corporation's routine business with the exception of approval of budget, annual report, by-law revisions and election of directors.

### Section 2

The Board of Directors is composed of seven (7) members of the Corporation elected as hereinafter provided.

### Section 3

The Board shall elect its own officers at their first meeting following the Annual Meeting of the Corporation. They shall elect a President, Vice-President, Secretary, and Treasurer. Their term of office is one year.

### Section 4

Four (4) members of the Board shall constitute a quorum at any meeting. A simple majority is needed to pass any motion.

### Section 5

The Board of Directors shall meet a minimum of Six (6) times a year upon call of the president. Notice of the time and place to be posted in the library one week prior to the meeting. Posting will be coordinated through the library staff.

### Section 6

The President of the Board of Directors, with the assistance of the Board, shall prepare and approve a prior year annual report and operating budget for the coming fiscal year to be submitted to the Corporation's membership at its first general meeting of the new fiscal year.

### Section 7

In the event of a vacancy on the Board, the Board shall appoint a replacement whose term shall extend to the end of the term of the former member.

## Section 8

Each Director is expected to:

- 1) Attend Board and General Membership meetings.
- 2) Be available to become an Officer.
- 3) Serve on at least one of the Board's Committees.

## Article V DUTIES OF OFFICERS

### Section 1

The President shall preside at all meetings of the Board and General Membership, appoint committees authorized by the Board, prepare an annual report for the annual meeting, update corporation papers with the state yearly and act as the Friends' spokes-person with the library staff and public. The President may delegate an officer to act as spokesperson for specific programs or activities.

### Section 2

The Vice President shall assume the duties of the President in his/her absence.

### Section 3

- 1) The Secretary shall keep minutes of all Board and membership.
- 2) The Secretary is responsible for posting of meeting notices through the library staff.

### Section 4

The Treasurer shall administer all funds of the Corporation and is accountable under the duties described under Article VI.

## Article VI FUNDS

### Section 1

All funds are invested in the name of or deposited to the Friends of the Salem-South Lyon District Library, and are disbursed by the Treasurer or President in compliance with the Budget prepared by the Board of Directors and approved by the membership.

### Section 2

- 1) The Treasurer shall deposit all funds of the corporation to an account established for the Friends of the Salem-South Lyon District Library, a Michigan non-profit corporation, in such depository and under such conditions as the Board of Directors may, from time to time, direct.
- 2) The Treasurer shall collect all monies due to this corporation and shall keep an account of all monies received by and expended by or on behalf of this Corporation and shall make disbursements only upon order of the Board of Directors.
- 3) The Treasurer shall file Federal tax returns yearly as required and pay state sales tax.
- 4) On leaving office for any reason, the Treasurer shall deliver to their successor all monies, books, papers and other property belonging to the Corporation which may be in their possession or under their control. In the absence of a successor, the Treasurer shall deliver the same to the Secretary.
- 5) In case of the absence or the inability of the Treasurer to act, the Board of Directors shall authorize the President or any other director of the Corporation to issue checks or perform such other duties of the Treasurer as may become necessary. All books, papers and other Corporation property in the custody of the Treasurer are kept by the authorized substitute.
- 6) The Treasurer's accounts are audited annually by an audit committee of no less than two (2) people or as often as deemed necessary by the Board of Directors.

### Section 3

The Corporation's financial fiscal year is from September 1 to August 31.

### Section 4

A Surety Bond will be required for all Board members having signature authority.

### Section 5

The president shall have authority to approve expenditures of \$100 or less without board approval.

## Article VII ELECTIONS

### Section 1

The election of Directors is held at the General Membership Meeting of the Corporation. A simple majority of members present and voting in each instance is necessary for election.

### Section 2

Four (4) Directors are elected in even numbered years and three (3) Directors are elected in odd numbered years.

### Section 3

Term of office for an elected Director is two (2) years, commencing with the first board meeting following the annual membership meeting, with no limitation on number of terms served.

### Section 4

Termination of Directors—The Board shall use just discretion in declaring an office vacant based on a conviction of any felony, failure to attend meetings without just cause or any other justifiable reason.

## Article VIII MEETINGS

### Section 1

The General Membership Meeting of the Corporation is held during the month of September at a time and place determined by the Board of Directors. The agenda will include the President's Annual Report, proposed budget for the new fiscal year, and approval of any by-law revisions.

### Section 2

A special meeting of the Corporation Board may only be called at any time by the President.

Article IX  
REVISING/AMENDING THESE BY-LAWS

Section 1

These by-laws will be reviewed annually by the Friends Board of Directors to assure they are consistent with the operations of the corporation.

Section 2

These by-laws may be amended or revised at any regular meeting of the Corporation by a simple majority of the members present.

Section 3

Amended by-laws will be provided to the Library Board of Trustees for informational purposes after final membership approval.

Article X  
RECORD RETENTION

Section 1

Financial records, meeting minutes, articles of incorporation, and by-laws will be retained permanently by the corporation.

Article XI  
DISSOLUTION

Section 1

Upon dissolution of the organization, assets will be distributed to the Salem-South Lyon District Library.

Article XI  
Revision History

<b>Revision Number</b>	<b>Revision Content</b>	<b>Revision Owner (President)</b>	<b>Revision Proposal Date</b>	<b>Revision Approval Date</b>
Original Document	Original	John Poremba	N/A	N/A
2.0	Various Additions and Formatting.	John Poremba	September 2010	