

BY-LAWS OF THE FRIENDS OF THE BALDWIN PUBLIC LIBRARY

ARTICLE I -- NAME

The name of this organization shall be The Friends of the Baldwin Public Library, herein-after known as the Friends. It is a nonprofit corporation, incorporated under the provisions of Act No. 327 of the Public Acts of 1931, as amended, known as the Michigan General Corporation Act.

ARTICLE II -- PURPOSE

The purpose of the Friends of the Baldwin Public Library as stated in the Articles of Incorporation shall be to maintain an association of persons interested in books and libraries in general and in the Baldwin Public Library of Birmingham, Michigan in particular. Additional purposes include: to focus public attention on services, facilities and needs of the Baldwin Public Library (herein-after known as the Library), to enrich both community and Library by helping each draw on the resources of the other, to stimulate gifts, endowments and bequests to the Library, and to assist the citizens of the community of Birmingham and of surrounding areas in every possible way to enjoy and fully utilize the Baldwin Public Library.

ARTICLE III -- CLASSES OF MEMBERSHIP AND DUES

Section 1 - Membership in this corporation shall be open to all individuals and organizations in sympathy with its purposes and shall be of the following classes: Single Membership, Family Membership, Contributing Membership, Sustaining Membership, Patron Membership, Life Membership, and Business And Professional Membership.

Section 2 - Dues for each class of membership shall be set annually by the Executive Board.

Section 3 - Members shall be billed for membership dues at such times as the Executive Board shall determine. Pro-rating of membership dues shall be permissible at the discretion of the Executive Board.

Section 4 - The fiscal year shall start September 1st and end August 31st.

ARTICLE IV -- DIRECTORS AND OFFICERS

Section 1 - The property and business of this corporation shall be held and managed by an Executive Board of fifteen (15) Directors, each of whom shall be a member of the corporation and shall hold office for the term for which he/she is elected and until his/her successor shall have been duly elected and qualified. In addition, thereto, the Director of the Baldwin Public Library shall be a non-voting ex-officio member of the Executive Board. The immediate past president of the Friends shall also be a non-voting ex-officio member of the Executive Board for a period of two (2) years. The Executive Board shall have such power and authority as may be necessary to the complete execution of the purposes of this corporation.

Section 2 - The elected Directors shall be classified with respect to the time for which they shall hold office into three (3) classes, each class consisting of five (5) directors. At each Annual Meeting of Members, the successors of the Class of Directors whose term shall expire

in that year shall be elected to hold office for a term of three (3) years so that the term of office of one (1) Class of Directors shall expire each year. Any vacancy in the Executive Board may be filled by the majority vote of the remaining members of the Executive Board.

Section 3 - The Officers of the corporation shall be a President, a Vice-President, a Secretary, a Treasurer and an Assistant Treasurer and such other Officers as the Executive Board may determine and they shall be elected by the Executive Board from among its members for a term of one year at its first meeting following the Annual Meeting of Members.

Section 4 - The Officers shall have all the usual powers and duties exercised by such Officers including such specific duties as shall be determined by the Executive Board. Any vacancy in any office may be filled for the remainder of the term by a majority vote of a quorum of the Executive Board.

Section 5 - Meetings of the Executive Board shall be held at such times and places and on such notice as the Executive Board may from time to time determine provided that the Executive Board shall meet at least four (4) times a year and that Special Meetings may be called by the President, on twenty-four (24) hours notice, and shall be so called by the President on written request to him/her by three (3) members of the Executive Board.

Section 6 - The Executive Board shall annually appoint a Nominating Committee who shall present to the members at or before each Annual Meeting, the name of at least one (1) nominee for each Directorship to be filled at such Annual Meetings provided that nominations may also be made from the floor by any member.

Section 7 - Eight (8) members shall constitute a quorum of the Executive Board.

Section 8 - Any member of the Friends can bring an issue to the Executive Board after stating it in writing to the President. The President shall schedule presentation of the issue to the Executive Board by the member as soon as practical.

ARTICLE V -- MEETINGS

Section 1 - The Annual Meeting of the Friends shall be held not earlier than March 1st and not later than May 31st, of each year.

Section 2 - Special Meetings of the Friends may be called by the President, and shall be so called by the President upon written request to him/her by three (3) members of the Executive Board, or upon written request to him/her by fifteen (15) members of the Friends.

Section 3 - Written notice of the time, place and purposes (only if there are any special purposes) of each meeting of the members of the corporation shall be given not less than ten (10) days nor more than sixty (60) days before the date of the meeting to each member, either personally or by mailing such notice to each member of record entitled to vote at the meeting. Such notice may be given in and/or as part of any literature mailed by the corporation to all of its members. No notice need be given of an adjourned meeting of the members provided the time and place to which such meeting is adjourned are announced at the meeting at which the adjournment was taken. At an adjourned meeting only such business may be transacted as

might have been transacted at the original meeting unless such adjourned meeting has been re-noticed.

Section 4 - At the will of the President or of the majority of the Executive Board, a special vote of the corporation or of the Executive Board may at any time be taken by mail on any matter except amendments to the By-Laws or the Articles, without the formality of calling or assembling a Special Meeting; PROVIDED, HOWEVER, that no proposition submitted to the corporation in this manner shall carry without a majority vote of the members, and that no proposition submitted to the Executive Board in this manner shall carry without a majority vote of the members of the Executive Board. Prerequisite to taking a vote under this Section, the Secretary shall mail a written ballot to each member or to each Executive Board Member, as the case may be, on each of which ballots shall be clearly stated the proposition or propositions to be voted upon and the date on or before which such ballot must be returned in order to be counted. Any decision made as above provided, either by the Executive Board or by the corporation shall have the same force and effect as if made at a regularly convened meeting.

Section 5- Each member and each member organization shall be entitled to one (1) vote at meetings of the corporation. A family membership shall be entitled to only one (1) vote for the family.

Section 6 - Fifteen (15) voting members shall constitute a quorum at any meeting of the corporation.

Section 7 - Only members in good standing shall be entitled to vote at meetings of the corporation.

Section 8 - Robert's Rules of Order shall be used to resolve any procedural questions arising during meetings of the Friends, the Executive Board, or any associated committees, unless superseded by the Articles of Incorporation or the Bylaws.

ARTICLE VI -- FUNDS

Section 1 - No personal liability shall in any event attach to any member of the corporation in connection with any of its undertakings, and all its liabilities shall be limited to its common funds and assets.

Section 2 - The Treasurer shall deposit all funds of this corporation to the account of The Friends of the Baldwin Public Library, in such depository and under such conditions as the Executive Board may from time to time direct. The Treasurer shall collect all moneys due to this corporation and shall keep an account of all moneys received by and expended by or on behalf of this corporation and shall make disbursements for operating expenses. The Treasurer shall also make disbursements for non-operating expenses up to a maximum limit of \$250.00 in any one instance; PROVIDED, HOWEVER, any disbursement for a non-operating expense in excess of \$250.00 must have the prior approval of the Executive Board. On leaving office, either by limitation of his/her term of office or otherwise, the Treasurer shall deliver to his/her successor all moneys, books, papers and other property belonging to the corporation which may then be in his/her possession or under his/her custody or control, and in the absence of, or for want of such successor, he/she shall deliver the same to the

Secretary. In case of the absence or the inability of the Treasurer to act, the Executive Board may authorize the President or any other one of the Officers of the corporation to issue checks or perform such other duties of the Treasurer as may in the event become necessary. All books, papers, and other property in the custody of the Treasurer shall be kept by him/her in a safe place, to be approved by the Executive Board. The Treasurer may at any time be required to give a bond in such sum as the Executive Board may deem advisable; the cost of such bond to be paid out of the funds of the corporation. The Treasurer's accounts shall be audited as often as deemed necessary by the Executive Board in such manner as may from time to time be determined by the Executive Board.

ARTICLE VII -- COMMITTEES

Section 1 - The Executive Board may appoint committees or authorize establishment of groups which it considers necessary or appropriate to carry out the purposes of this corporation. The President may appoint chairpersons as needed for the efficient functioning of the committees or groups.

Section 2 - Standing Committees shall include; Book Sale, Hospitality, Mailing, Membership, Newsletter, Nominating, Program, and Publicity.

Section 3 - The President and Library Director shall be non-voting ex-officio members of all Committees.

Section 4 - Meetings of Committees shall be at the Library to the greatest possible extent.

ARTICLE VIII -- AMENDMENTS

These By-Laws may be amended at any meeting of this corporation by a two-thirds (2/3) vote of the members present and voting, provided that notice of such proposed Amendment shall have been published at least ten (10) days before the meeting.

ARTICLE IX -- DISSOLUTION

If the corporation, The Friends of the Baldwin Public Library, should be dissolved, either voluntarily or involuntarily, it shall be liquidated in accordance with the provisions of the Michigan General Corporation Act and all other applicable laws of the State of Michigan. After all debts, obligations and liabilities of the corporation shall have been paid, satisfied, and discharged, all money and property constituting the residue of the assets of the corporation shall be paid over and delivered to the Baldwin Public Library if it is then in existence, or otherwise shall be disposed of according to the provisions of the Michigan General Corporation Act.

Amended Version Approved
3/30/03