

# **Friends of the Ferndale Public Library**

Constitution and Bylaws

Draft, May 24, 2010

## **Article I. Name**

Section 1. The name of this organization shall be Friends of the Ferndale Public Library.

## **Article II. Objectives**

Section 1. To promote increased knowledge and understanding of the Library's services and needs.

Section 2. To encourage members to become acquainted with one another and to share their enthusiasm for books, music, arts and culture.

Section 3. To sponsor programs and exhibits to attract and sustain public interest in the library.

Section 4. To stimulate increased financial support for the library.

Section 5. To provide direct support to supplement library services through volunteer assistance.

## **Article III. Membership**

Section 1. Membership is open to all persons who support the objectives of this association.

Section 2. Annual membership dues for the calendar year shall be determined by the board of directors and reviewed annually.

Section 3. Voting privileges in this organization require the payment of annual membership dues.

Section 4. No member shall be liable except for unpaid annual membership dues. No personal liability shall be attached to any member of this organization in connection with any of its activities.

## **Article IV . The Association**

Section 1. Should the organization dissolve, all assets, and real and personal property will revert to the Ferndale Public Library, Ferndale, MI.

Section 2. This organization shall conform to the requirements of a 501(c)3 corporation.

Section 3. This organization's fiscal year will run from July 1 to June 30.

## **Article V. Officers**

Section 1. The Board of directors will consist of a president, vice-president, secretary, treasurer, and up to seven (7) committee chairs.

Section 2. By April 1 of each year, the board of directors shall appoint a nominating committee made up of at least two (2) members who shall inform all voting members about the upcoming annual membership meeting, invite nominations for candidates to fill board offices and confirm the willingness of nominated candidates to serve. At the annual membership meeting a representative of the nominating committee shall invite additional candidates from among those present at the meeting.

Section 3. Each officer of the board of directors shall be selected by majority vote of the membership in attendance at the annual meeting of this organization from a comprehensive list of those nominated, eligible and willing to serve. if no candidate for a board position receives a majority on the first ballot, the membership shall vote again from a list which contains only the two candidates for that position with the highest number of votes on the first ballot. ties shall be resolved by toss of a coin.

Section 4. Officers shall take office in July 1 and serve until June 30 of the following calendar year. if an office becomes vacant or a new office is created the board of directors may fill the vacancy by appointment and the appointee shall serve until the next annual membership meeting.

Section 5. The offices of president, vice president, secretary, and treasurer and the committee chairs are term limited. a member elected to one of these offices may serve in that office for no more than three consecutive one-year terms, but is eligible for election of other offices immediately and for re-election to the term-limited office in following calendar year.

#### **Article VI. Board of Directors,**

Section 1. The board of directors shall consist of the president, vice president, secretary, treasurer and committee chairs.

Section 2. The board of directors shall have the authority to establish committees consistent with the purposes of this organization.

#### **Article VII. Duties of Officers**

Section 1. The president shall preside at all meetings of the organization and of the board. such person shall appoint a bank account co-signer, subject to the approval of the board; and such person shall be an ex-officio member of such committees. it shall be the duty of the president to carry out the will of the board as expressed at its respective meetings and to conduct the affairs of the organization in a manner consistent with the authority and responsibility pertaining to such office.

Section 2. In the absence of the president, or in the event of his or her inability to act, the vice-president shall discharge the duties of the president.

Section 3. The secretary shall attend all meetings and keep a true and accurate record of all proceedings. The secretary or his or her designate shall keep a complete list of the names and addresses of all members of the organization. Such person shall carry on the correspondence of the organization as instructed by the board and/or by the president of the organization.

Section 4. The treasurer shall deposit all funds of this organization to the account of the Friends of the Ferndale Public Library. The treasurer shall collect all monies due to this organization and shall keep an account of all monies received by the expended by or on behalf of the organization and shall make disbursements only upon approval of the board; but no withdrawals of funds shall be made from the duly designated depository except when signed by the treasurer and co-signer. On leaving office, either by limitation of such person's term of office or otherwise, the treasurer shall deliver to his or her successor all monies, books, papers and other property belonging to the organization which then may be in his or her control or custody. In the absence of such successor, the same shall be delivered to the person designated as a co-signer by the board. In case of the absence or the inability of the treasurer to act, the board may authorize the co-signer to perform such 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 such person in a safe place. The treasurer may, at any time, be required to give a bond in such sum as the Board may deem advisable; the cost of such bond shall be paid from the funds of the organization. The treasurer's account shall be audited every two years or as often as it may be deemed necessary by the board or as required by law. The treasurer shall submit a proposed budget at the annual meeting for the coming year to be approved by the membership.

Section 5. Each committee chair shall preside at the meetings of his or her committees and shall appoint a committee vice chair, who shall preside at committee meetings in the absence of the chair, and shall appoint a committee secretary who shall keep a true and accurate record of committee meetings. Committee chairs shall inform the board and the membership of committee activities, as appropriate.

Section 6. All officers shall serve without compensation, but the Board may authorize a disbursement of such necessary incidental expenses as may be properly incurred by officers in the transaction of business for this organization, solely by way of reimbursement, not to exceed fifty dollars (\$50). Any other person incurring expenses for and on behalf of the organization may be reimbursed by appropriate motion of the board. No contract shall be entered into and no obligation shall be incurred beyond the amount on hand or in the bank.

Section 6. A majority of elected officers shall comprise a quorum.

### **Article VIII. Meetings**

Section 1. The annual membership meeting of the organization shall be held between May 1 and June 30 at such place within the city of Ferndale as the board shall determine. Notice of the time and place for holding any annual membership meeting shall be communicated to voting members at least fourteen (14) days prior to such meeting.

Section 2. At the request of a majority of the board or a petition of twenty percent (20%) of voting members, the president of the board of directors shall call a special membership meeting of the organization. Notification of special membership meetings should be given to all members at least seven (7) days prior to such meeting.

Section 3. A twenty percent (20%) share of voting members at any meeting of the organization, regular or special, shall constitute a quorum at an annual membership meeting or special membership meeting.

Section 4. Regular meetings of the board of directors shall be held at least four times a year. At the request of any member of any member the board, the president of the board shall call a special meeting of the board of directors, and schedule such a meeting to provide for maximum participation by board members.

Section 5. A majority of the board shall constitute a quorum at a meeting of the board.

Section 6. All meetings of the organization and its board of directors shall be open to the public and conducted in an orderly fashion according to Robert's Rules of Order. In circumstances which require decisions to be made before a quorum of the board can be assembled in person, the board may conduct discussions and votes electronically, provided the discussions take place in on a publicly available discussion site and that board members receive twenty-four (24) hours notice of the time and site.

Section 7. All expenditures other than the fifty dollars (\$50) specified in Article VI. Section 5, must be approved by membership majority vote or approved by the board.

### **Article IX. Amendment**

Section 1. These bylaws may be amended at any membership meeting of the organization by a sixty percent (60%) vote of the voting members present and voting, provided that notice of the proposed amendment is given in writing to all of the members at least five (5) days before said meeting. Such written notice shall contain the proposed amendments.

Section 2. Until January 1, 2011, these bylaws may be amended at any in-person meeting of the board of directors by a seventy-five (75%) vote of board members, provided that the amendments are in keeping with the spirit of other bylaw provisions.

Section 3. Should good faith efforts to achieve a quorum fail at two successive membership meetings, a seventy-five percent (75%) vote of the board of directors shall be sufficient for amending the rules for determining the presence of quorum (Article VIII Section 3.) until such time as a subsequent membership meeting achieves a quorum.