

Constitution and Bylaws

Article I

ORGANIZATION NAME

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

Article II

PURPOSE

Section 1

This organization shall be a Corporation, with the following purposes:

1. To maintain an association of persons interested in supporting and advocating for the Salem-South Lyon District Library, its collections, services, facilities and needs.
2. To raise money through book sales and other means for the benefit of the Library.
3. To sponsor programs and public outreach projects to strengthen community ties to the Library.

Section 2

This Corporation is a non-stock, non-profit 501(c) 3 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. Individual: Standard membership.
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.
5. Business: Membership for an organization, business, or industry.
6. Lifetime: Lifetime Membership for an individual or a family.

Additional categories may be created by the Board.

Section 2

Each membership present has one vote at all General Membership meetings concerning election of directors, approval of annual budget, and revisions of bylaws. For example, a Family membership has one vote, regardless of how many members of the family are present.

Section 3

All membership renewal dues are payable each year.

Article IV BOARD OF DIRECTORS

Section 1

General management of the Corporation shall be 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, bylaw revisions and election of Directors.

Section 2

The Board of Directors shall be composed of at least five (5) 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. Directors can hold more than one (1) position. They shall elect a President, Vice President, Secretary, and Treasurer. Their term of office is one year.

Section 4

Three (3) members of the Board shall constitute a quorum at any meeting. A simple majority of the Board 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 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 AND LIABILITY 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' spokesperson 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 meetings.
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.

Section 5

The liability of directors and officers is expressly limited to the greatest extent permissible under prior law.

Article VI
FUNDS

Section 1

All funds are to be invested or deposited in the name of the Friends of the Salem-South Lyon District Library, and are to be 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. The Treasurer shall make disbursements for budgeted items, reimbursement of expenses for said budgeted items, and/or upon order of the Board of Directors.
3. The Treasurer or designee shall file federal taxes and pay state sales tax as required.
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 then 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.
7. Receipt of funds with an intended purpose specified shall be disbursed accordingly or returned to the donor.

Section 3

Electronic banking and access to funds by the Treasurer and President are allowed, as is other Friends and third-parties acting on the behalf of the Friends after authorization by the Board. Authorization of debit/credit card transactions by and on the behalf of the Friends is allowed, as authorized by the Board.

Section 4

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

Section 5

A Fidelity Bond will be required for all Board members having signature authority and having access to funds.

Section 6

The President shall have authority to approve expenditures of \$300 or less without Board approval.

Article VII ELECTIONS

Section 1

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

Section 2

Three (3) Directors are elected in even numbered years and the remainder 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 bylaw revisions.

Section 2

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

Article IX REVISING/AMENDING THESE BYLAWS

Section 1

These bylaws will be reviewed annually by the Friends Board of Directors to assure they are consistent with the operations of the Corporation.

Section 2

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

Section 3

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

Article X RECORD RETENTION

The following records are to be permanently retained:

- Articles of Incorporation
- Audit reports, from independent audits
- Corporate resolutions
- Checks
- Determination Letter from the IRS, and correspondence relating to it
- Financial statements (year-end)
- Insurance policies
- Minutes of board meetings and annual meetings of members
- Real estate deeds, mortgages, bills of sale
- Tax returns

All other records will be kept for 3 years.

Article XI
DISSOLUTION

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

Revised September 2019