

BY-LAWS of FRIENDS OF THE WILLIAM P. FAUST PUBLIC LIBRARY OF WESTLAND

ARTICLE I

Name

The name of this organization shall be: "Friends of the William P. Faust Public Library of Westland".

ARTICLE II

Purpose

Sec. 1. This organization shall be a non-profit, non-partisan association (hereafter called Organization), the purpose of which shall be to maintain an association of persons interested in books, libraries and cultural activities; to promote an informed interest in the Westland Public Library, its services, facilities and needs, and to encourage or receive and administer gifts, endowments and bequests for the promotion of the objectives of the library.

ARTICLE III

Resident Office

The office of the Organization shall be 6123 Central City Parkway, Westland, Michigan 48185
c/o Westland Public Library.

ARTICLE IV

Membership

Sec. 1. Any individual, organization, business or industry interested in the objectives of this Organization may become a member upon payment of annual dues.

Sec. 2. Organizational memberships are for civic and fraternal groups as well as business and industrial organizations. Membership entitles the association or firm to designate one representative, who is entitled to all the privileges of membership.

Sec. 3. The holders of all types of memberships and all representatives holding organizational memberships shall be entitled to one vote at all regular and special meetings of the Organization.

Sec. 4. The membership shall be on an annual basis.

ARTICLE V

Board of Trustees

Sec. 1. **General Powers:** The lawful business and affairs of the Organization shall be managed by the Board of Trustees. They shall be trustees of all funds and properties of the Organization and as such shall see to it that said funds and properties are acquired, held and disposed of only for the purposes being served by this Organization. The power to borrow money and issue promissory notes or bonds for payment thereof with interest; the power to mortgage its property as security for its debts; the power to acquire, hold, protect and convey securities personal, real, and other properties, shall not be exercised except as authorized by the majority of members voting at any regular or special membership meeting.

BY-LAWS of FRIENDS OF THE WILLIAM P. FAUST PUBLIC LIBRARY OF WESTLAND

Sec. 2. Number and Qualifications: The Board of Trustees shall be comprised of four executive officers, chairmen of standing committees and three elected Trustees at Large. Past Presidents shall continue as ex-officio Trustees indefinitely.

Sec. 3. Vacancies: Any vacancy on the Board of Trustees shall be filled by appointment by the remaining members of the Board of Trustees and the person so selected shall be a Trustee until confirmed at the next annual meeting.

Sec. 4. Board Meetings: Meetings of the Board of Trustees shall be regularly scheduled, providing that the Board of Trustees meets at least four times a year.

Sec. 5. Quorum: A minimum of four members of the Board of Trustees shall constitute a quorum for transacting business at Board of Trustee meetings. Actions taken by a majority vote at meetings with a quorum present shall be the acts of said Board of Trustees.

Sec. 6. Absences: Four or more unexcused absences by a Trustee in a one year period shall be grounds for dismissal by a majority vote of the Board of Trustees.

Sec. 7. Non-voting participants: The Library staff shall receive notices of all meetings of the Board of Trustees and at such meetings shall enjoy all the rights and privileges of Board of Trustee members except the right to vote.

ARTICLE VI

Officers

Sec. 1. The elective officers shall be **President, Vice-President, Secretary and Treasurer**. They shall serve as members of the **Board of Trustees** during their terms of office.

Sec. 2. The **President** shall preside over and conduct meetings, appoint all committees and be an ex-officio member thereof. He/she may sign with the Secretary or any other proper officer of the Organization authorized by the Board of Trustees, any deeds, bonds, contracts or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these by-laws or by statute, to some other agent of the Organization; and in general he/she shall perform all duties incident to the office of President and such other duties as may from time to time be prescribed by the Board of Trustees.

Sec. 3. The **Vice-President** shall in the absence of the President or in the event of his/her inability to act, perform the duties of President and when so acting, he/she shall have all powers of and be subject to the same restrictions as placed upon the President. The Vice-President also shall perform such other duties as may be assigned to him/her from time to time by the President or the Board of Trustees.

Sec. 4. The Treasurer shall keep the official financial records of the Organization and shall issue payments upon direction of the Board of Trustees. He/she shall receive all moneys due and payable to the Organization and shall deposit all such moneys and funds in the name of the Friends of the William P. Faust Public Library of Westland in a financial institution as directed by the Board of Trustees. He/she shall have charge of and custody of and be responsible for all such funds and the disbursement of such funds as directed by the Board of Trustees. All disbursements of funds shall be by check with signatures of two of the four officers required on each check issued. The Treasurer shall give a written report of income and expenses at each meeting and issue an annual statement in conjunction with the end of the calendar year.

Sec. 5. The **Secretary** shall keep a record of the minutes of all meetings of the Board of Trustees and of the Organization and keep an updated list of members in good standing and entitled to vote at membership meetings, making a copy available to the President. She/he shall conduct the correspondence of the Organization and be responsible for timely notification of meetings to the membership. She/he will be custodian of records and perform such other duties as may be assigned.

BY-LAWS of FRIENDS OF THE WILLIAM P. FAUST PUBLIC LIBRARY OF WESTLAND

ARTICLE VII

Funds

Sec. 1. All funds shall be invested in the name of or deposited to the account of Friends of the William P. Faust Public Library of Westland and shall be disbursed as authorized by the Board of Trustees. All disbursements require signatures of two of the four executive officers.

Sec. 2. No member of this Organization will receive financial remuneration for services rendered the Organization. (All work is voluntary.) Members may receive reimbursement for expenses incurred in accomplishing assigned tasks, following Board of Trustee approval.

Sec. 3. In the event of dissolution of the Organization, all assets, real and personal, shall be given to the William P. Faust Public Library of Westland, after paying or making provisions for payment of all the liabilities of the Organization.

ARTICLE VIII

Elections

Sec. 1. The election of officers and Trustees at Large shall be by ballot at the annual meeting of the Organization. A plurality of members who are present and voting in each instance shall be necessary for an election. Elections shall be by secret ballot unless there is only one nominee for each vacancy, in which case the voting may be by voice.

Sec. 2. Nominations may be made from the floor providing the consent of the nominee has been secured.

Sec. 3. Officers shall be elected for a term of one year.

Sec. 4. Trustees at Large shall be elected for a term of one year.

Sec. 5. Terms of elected officers and Trustees at Large shall begin immediately following the annual meeting at which they were elected.

Sec. 6. Any vacancy occurring during the year among elected officers may be filled by the Board of Trustees in acting capacity until approved by the membership at the next annual meeting.

Sec. 7. The Director of the William P. Faust Public Library of Westland shall be precluded from holding any elective office.

ARTICLE IX

Membership Meeting

Sec. 1. Regular monthly meetings shall be held at the library.

Sec. 2. The annual meeting shall be held each year in **January** coinciding with the regular monthly meeting. Election of officers and Trustees will take place in addition to the regular business.

Sec. 3. A special meeting of the Organization may be called at any time by the President, by four members of the Board of Trustees or by fifteen members of the Organization

Sec. 4. Members attending shall constitute a quorum at any membership meeting of the Organization.

Sec. 5. The time and place of each annual meeting of the Organization shall be provided to every member of the Organization.

BY-LAWS of FRIENDS OF THE WILLIAM P. FAUST PUBLIC LIBRARY OF WESTLAND

ARTICLE X

Committees

Sec. 1. Such committees and standing committees as the Board of Trustees shall determine to be of advantage to the Organization shall be established by the said Board of Trustees and appointments thereto made by the President with the approval of the Board of Trustees.

Sec. 2. No committee or member thereof shall have any authority to make any contract or to incur any indebtedness, obligation or liability in the name of or in behalf of the Organization without the authority and approval of the Board of Trustees.

ARTICLE XI

Limitation of Personal Liability

Sec. 1. No volunteer Trustee of the Organization shall be personally liable to the Organization or its members for monetary damages for breach of the Trustee's fiduciary duty; provided however, this provision shall not eliminate or limit the liability of a Trustee for any of the following:

- a. a breach of the Trustee'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 Corporation Act;
- d. a transaction from which the Trustee derived an improper personal benefit; or
- e. an act or omission that is grossly negligent.

Sec. 2. The term "volunteer Trustee" shall have the same definition as set forth in Section 110 (2) of the Michigan Nonprofit Corporation Act as presently exists or may be amended.

Sec. 3. Any modification or repeal of this article shall adversely affect any right or protection of a volunteer Trustee of the Organization existing at the time of, or with respect to any acts of omission occurring before the effective date of such repeal or modifications.

Sec. 4. Upon filing with the Michigan Department of Commerce, the Organization hereby assumes any and all personal liability of a volunteer Trustee to any person other than the Organization or its members for monetary damages for all act or omissions of the Trustee, occurring on or after the effective date of the adoption of this provision.

Sec. 5. No member of this Organization shall be liable except for personal unpaid dues and no personal liability shall in any event attach to any member of this Organization in connection with any of its undertakings.

BY-LAWS of FRIENDS OF THE WILLIAM P. FAUST PUBLIC LIBRARY OF WESTLAND

ARTICLE XII

Amendments

These by-laws may be amended by a majority vote at the regular or special membership meeting provided notice of the meeting and notice of the proposed amendment or amendments have been provided to all members at least five days prior to the meeting date.

ARTICLE XIII

Parliamentary Procedure

The current edition of Robert's Rules of Order, when not in conflict with these by-laws shall govern the proceedings of the Organization.

Modified and approved April 8, 2014

Original By-Laws approved January 8, 1997