

**FRIENDS OF PICKFORD COMMUNITY LIBRARY BOARD
BY-LAWS**

Article 1 - Name of Organization and Board of Board members

- Section 1. Name: The name of the organization shall be the Friends of the Pickford Community Library.
- Section 2. Board Membership: The Friends of the Pickford Community Library Board shall consist of 5-9 Members.
- Section 3. Term of Office: Board terms are 3 years. Members so elected shall hold office until they are replaced or resign. There shall be no limit as to the number of terms for which a member may be elected. (At no time shall more than one-third of board memberships be up for election.)

Article II - Purpose

- Section 1. Purposes for which formed: The purposes for which the organization is formed are exclusively charitable and educational:
- To maintain an association of persons interested in the welfare of the Pickford Community Library;
 - To focus public attention on the library;
 - To stimulate the use of the library's resources and services;
 - To receive and encourage gifts, endowments and bequests to the library; and
 - To support and cooperate with the library in developing library services and facilities for the community.

Article III - Parliamentary Procedure

- Section 1. Parliamentary Procedure shall govern the proceedings of this organization.

Article IV - General Powers and Responsibilities of the Board members.

- Section 1. General Powers. The Board shall have general management and control of the business and affairs of the corporation, and shall exercise all of the powers that may be exercised or performed by the corporation under the statutes of the State of Michigan, the Articles of Incorporation, or the corporate By-Laws.

- Section 2. Specific Job Description.

A Board member must:

1. Have good communication skills;
2. Must be able to commit sufficient time to the project;
3. Be willing to assume responsibility for specific jobs;
4. Be dedicated to a library/resource building;
5. Be able to recruit people for our cause;
6. Have good leadership qualities;
7. Be community minded and a team player;
8. Serve on at least 2 committees (Each Fundraiser is considered a committee).
9. Must be available to help organize and/or volunteer at fundraising events;
Board members are expected to assist at fundraising events;
10. Board members must maintain an annual membership in FPCL.

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- Section 3. Nomination of a Board member: Board members shall be nominated by a *nominating committee* of not less than three members who are appointed by the Board members.
- Section 4. Election of a Board member: Board members shall be elected by majority vote of those present.
- Section 5. Resignation. A Board member may resign by written notice to the Board President. The resignation is effective upon its receipt by the Board President or a subsequent time as set forth in the notice of resignation.
- Section 6. Removal. A Board member may be removed by vote of the majority of the Board members entitled to vote at an election of the Board.
- Section 7. Vacancies. The right to fill vacancies is reserved exclusively to the Board. A vacancy may be filled by the affirmative vote of a majority of the remaining Board members, with the recommendation of the President.
- Section 8. Compensation. Board members shall not receive any salary, nor any other tangible benefit, from the Corporation.
- Section 9. Powers as to Documents. All material contracts, conveyances, and other instruments may be executed on behalf of the corporation by the President or Vice-President, if attested by the Secretary or the Treasurer.
- Section 10. Basic Responsibilities. There are basic duties that a Friends' Board member should assume.
- A. Attend all Board meetings. Boards conduct their business at meetings. If Board members fail to attend, the Board cannot function effectively. A Board member may be asked to resign or be removed if he/she misses more than one half of the scheduled meetings per year or has 3 or more consecutive, unexcused absences (without an approved excused absence for illness, family emergency, conflict with another meeting, etc.)
 - B. Be an advocate for the Library. Board members should seek opportunities to promote the Library.
 - C. Support the Library Director. Board members should be careful to respect the management function of the Library Director. While the Board establishes policy and makes major decisions, it does not assume the role of the Library Director. To ensure the best library service, the Director must be allowed to manage the Library without inappropriate Board interference.

Article V- Officers

- Section 1. Election of Officers. The Officers shall be a President, Vice-President, Secretary, and a Treasurer elected by the Board members at the annual meeting of the Board.

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- Section 2. Term of Office. Officers shall serve a term of 1 year from the annual meeting from which they are elected and until their successors are duly elected. Officers may serve consecutive terms.
- Section 3. Resignation, Removal and Suspension. An officer elected or appointed by the Board may be removed by the Board with or without cause. The election or appointment of an officer, of itself, does not create contractual rights. An officer may resign by written notice to the Board President. The resignation is effective upon its receipt by the Board President or at a subsequent time specified in the notice of resignation.
- Section 4. Vacancies. Any vacancy occurring in any office of the corporation may be filled for the unexpired term in the manner prescribed in Article IV, Section 4, of the By-Laws for the regular election or appointment to such office, at a regularly scheduled or special meeting of the Board.
- Section 5. Duties of Officers. An officer shall discharge the duties of his/her position in good faith and with that degree of diligence, care, and skill which an ordinarily prudent person would exercise under similar circumstances in a like position.
- Section 6. President. The president shall be the chief executive officer of the corporation and, subject to the direction and under the supervision of the Board, shall have general charge of the business, affairs and property of the corporation, and overseeing its officers, agents, and employees. The president shall preside at all meetings of the Board. In general, the president shall perform all duties and have all powers incident to the office of president and shall perform such other duties and have such others powers as, from time to time, may be assigned by these By-Laws or by the Board.
- Section 7. Vice-President. At the request of the president or in the event of his/her absence or disability, the vice-president shall have all the powers of, and be subject to all the restrictions upon, the president. The vice-president shall perform such other duties and have such other powers as, from time to time, may be assigned by these By-Laws the Board, or the president.
- Section 8. Secretary. The secretary shall keep the minutes of the proceedings of the Board in one or more books to be kept for that purpose. In general, the secretary shall perform all duties and have all powers incident to the office of secretary and shall perform such other duties and have such others powers as may, from time to time, be assigned by the By-Laws, the Board, or the president. The secretary shall have custody of all books, records, and papers of the company, except those in the possession of the treasurer or some other person authorized by the Board.
- Section 9. Treasurer. The treasurer shall have custody of the corporate funds and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation. The treasurer shall cause all moneys and other valuable effects to be deposited in the name and to the credit of the corporation in such depositories as may be designated by the Board. The treasurer shall cause the funds of the corporation to be disbursed when such disbursements have been duly authorized, taking proper vouchers for such disbursements, and shall render to the president and the Board, whenever requested, an account of all transactions as treasurer and of the financial condition of the corporation. The treasurer shall, in general, perform all duties and have all powers incident to the office of treasurer and shall perform such other duties and have such other powers as may, from time to time, be assigned by these By-Laws, the Board, or the president.

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Article VI - Committees and Trustees

- Section 1. Committee of the Whole. In most matters the Board shall act as a committee of the whole, but standing or special committees may be appointed at the discretion of the Board President.
- Section 2. Term. The committee shall be considered discharged upon completion of its assignment and a final report to the Board.
- Section 3. Duties of board members. Each board member must be a member of good standing in at least 2 committees. (Annual Fundraisers are to be considered committees).
a. Definition of member of good standing: The board member must attend said committee meetings and take an active role in the making of the committee's goals come to fruition.
- Section 4. Composition of committees: Committees can be chaired by non-FPCL members. All Committees shall submit reports to monthly FPCL Board meetings.
- Section 5. Trustees: Definition and Scope: Trustees are very active, dedicated members of the Friends of the Pickford Community Library. Trustees are appointed by the board. Trustees may be invited to join in at closed board meetings, but they do not have voting rights.
- Section 6. A Trustee member must:
1. Have good communication skills;
2. Must be able to commit sufficient time to the project;
3. Be willing to assume responsibility for specific jobs;
4. Be dedicated to a library/resource building;
5. Be able to recruit people for our cause;
6. Have good leadership qualities;
7. Be community minded and a team player;
8. Serve on at least 2 committees (Each Fundraiser is considered a committee).
9. Must be available to help organize and/or volunteer at fundraising events;
Trustee members are expected to assist at fundraising events;
10. Trustee members must maintain an annual membership in FPCL.

Article VII - Meetings

- Section 1. Regular. Regular meetings of the Board may be held each month, the date and hour to be set by the Board.
- Section 2. Annual. The annual meeting shall be for the purpose of election of Officers, the adoption of an annual report, and any other business that may come before the Board. It shall be held at the time of the regular meeting in May of each year.
- Section 3. Special. Special meetings may be called by the president or at the request of 3 Board members for the transaction of business as stated in the call for the meeting.
- Section 4. Recess. Any legal meeting of the Board may be recessed to a specific time and place for the purpose of completing items on the regular agenda for the meeting so recessed.

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- Section 5. Quorum. A quorum of affirmative vote of a majority of current Board members is necessary for the transaction of business. A lesser number must adjourn to a future date, unless arrangements have been made for absentee participation by email, phone, or to vote on a resolution if the absentee vote/s have been received in writing prior to the meetings.
- Section 6. Minutes. Minutes of each Board meeting are to be kept by the Secretary or his/her designate. A copy shall be given to each Board member prior to the following meeting and one copy shall be kept on file.
- Section 7. Public Participation. Individuals not serving as Board members may be invited to attend Board meetings, at the Board's discretion. If these individuals are not on the agenda, they must identify themselves and may be limited to ten minute presentation. If a group of 3 or more people wishes to address the Board, advance notice must be given in writing at least 3 business days prior to the meeting to facilitate planning time, format, and room size. The public, although welcome to attend meeting sessions, may speak only during allocated times, and is not to participate in discussions regarding issues on which the board will vote. Only active board members may make motions and vote. However, the public may serve on committees, or as volunteers, at the board's discretion.

Article VIII - Annual Report.

The Board of Directors shall present at the annual meeting of the members a report, verified by the President and Treasurer or by a majority of the Directors, showing at least the following:

1. the assets and liabilities, including the Director funds, of the Corporation as of the end of the fiscal year immediately preceding the annual meeting;
2. the principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report;
3. the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, the year immediately preceding the date of the report;
4. the expenses or disbursements of the Corporation, for both general and restricted purposes, during the year immediately preceding the date of the report;
5. the number of members of the Board of Directors of the Corporation as to the date of the report, a statement of the place where the names and addresses of the current members may be found; and
6. the accomplishments of the previous year and proposed projects for the coming year.

Article IX - General

- Section 1. Voting. An affirmative vote of a majority of all Board members present at official meetings shall be necessary to approve any action by the Board. Absentee voting, telephone and e-mail voting may be permitted, in the absence of a quorum, or an emergency situation needing action by the board. The secretary shall indicate in the record that the decision was reached in this manner, and file paperwork supporting these types of voting: email, or phone.
- Section 2. Amendments to By-Laws. These By-Laws may be amended or repealed by a majority vote of Board members present at an official meeting of the Board, provided that all Board members are previously informed, in writing, of the proposed changes. A By-Laws Committee can be established to effectively maintain the changes needed in By-Laws.

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- Section 3. **Fiscal Year.** The fiscal year shall run from January 1 through December 31.
- Section 4. **Indemnification.** The corporation shall have power to indemnify any person who was or is a party to, or is threatened to be made a party to, an threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that the person is or was a Board member, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise.
- The indemnification shall be against expenses (including attorney's fees,), judgments, fines, and amounts paid in settlement, actually and reasonably incurred in connection with such action, suit, or proceeding. The corporation shall have the power to indemnify the Board member, officer, employee, or agent of the corporation, only if he/she acted (or refrained from acting) in good faith and in a manner he/she reasonably believed to be in and not opposed to the best interests of the corporation or its members, and with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful.
- Section 5. **Right to Continue.** The indemnification provided continues as to a person who has ceased to be a Board member or officer and may continue as to a person who has ceased to be an employee or agent to the extent provided in a resolution of the Board or in any contact between the corporation and such person and shall inure to the benefit of the heirs, executors and administrators of such person.
- Section 6. **Liability Insurance.** The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Board Member, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a board member, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against that person and incurred by that person in any such capacity or arising out of that person's status as such, whether or not the corporation would have power to indemnify that person against liability pursuant to the Michigan Nonprofit Corporation Act Friends of the Pickford Community Library.
- Section 7. **Community Goodwill.** The board shall allot a portion of the annual budget towards community goodwill.

Article X - Dissolution

- Section 1. **Dissolution.** Upon dissolution of this organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of said organization shall be transferred to the Pickford Public School's Library, and/or Bayliss Public Library, or its successor, and none of the assets shall be divided or distributed to the members of this corporation.

Article XI – Prohibition against sharing in corporate earnings

No Director, officer of, employee of, or member of a committee of, or a person connected with the Corporation, or any other private individual shall receive at any time any of the earnings or pecuniary profit from the operations of the Corporation; however, this shall not prevent the payment to any such person of such reasonable compensation or expenses involved in the

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execution of such services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Directors; no such person or persons shall be entitled to share in the distribution of any of the Corporation and its advisories shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Directors may determine by a court of competent jurisdiction upon application of the Board of Directors, exclusively to one or more organizations consistent with the goals of the Corporation under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Article XII – Exempt Activities

Notwithstanding any other provisions of these Bylaws, no director, officer, employee, or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be emended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

- ADOPTED 4/16/09 by FPCL Board at Regular Meeting
- AMMENDED 4/14/10 by By-Laws Committee, Approved at August 26, 2010 Regular Meeting.
- AMMENDED 12/16/10 by Board Vote at December 16, 2010 Regular Meeting.
- AMMENDED 1/3/11 by Board Vote at January 3, 2011 Special Meeting, Approved at January 20, 2011 Regular Meeting
- AMMENDED 5//2011 by Board Vote at April 28, 2011 Special Meeting, Approved at July 21, 2011 Regular Meeting