

CONSTITUTION and BY-LAWS  
of  
THE FRIENDS OF THE ROSEVILLE PUBLIC LIBRARY INC

ARTICLE I  
Name

The name of this organization shall be The Friends of the Roseville Public Library Inc.

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 Roseville 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 Roseville Public Library.

ARTICLE III  
Resident Office and Agent

The office of the Friends shall be 29777 Gratiot, Roseville, MI 48066, c/o Roseville Public Library. The Librarian shall be the resident agent of the Friends.

ARTICLE IV  
Membership and Dues

Sec. 1. Any individual, organization, business or industry interested in the objectives of this Organization may become a member upon payment of annual dues in one of the following categories which constitute the type of membership:

Individual Members	10.00
Organization	20.00
Sponsor	50.00
Patron	100.00

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. Annual membership begins the month dues are received.

ARTICLE V  
Officers

Sec. 1. The elective officers shall be President, Vice President, Secretary and Treasurer, and 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 Friends authorized by the Board of Trustees, any deeds, bonds, contracts or other instruments which the Board of Trustees have 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 officer or agent of the Friends; 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 the President and when so acting he/she shall have all powers of and be subject to the same restrictions 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. He/She shall receive all moneys due and payable to the Organization and shall deposit all such moneys and funds in the name of Friends of the Roseville Public Library in a financial institution as directed by the Board of Trustees. He/She shall have charge and custody of and be responsible for all such funds and the disbursing of such funds as directed by the Board. He/She shall give a verbal or written report of income and expenses at each meeting and issue an annual statement in conjunction with the end of the fiscal year of the Organization.

Sec. 5. The Secretary shall keep a record of the minutes of all meetings of the Board of Trustees and of the Organization making a copy available to the President. He/She shall conduct the correspondence of the Organization and be responsible for timely notification of meetings to the membership. He/She will be custodian of records and perform such other duties as may be assigned.

ARTICLE VI  
Board of Trustees

Sec. 1. General Powers: The lawful business and affairs of the Friends shall be managed by the Board of Trustees. They shall be trustees of all funds and properties of the Friends 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.

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

Sec. 3. Vacancies: Vacancies on the Board of Trustees shall be **appointed** by the remaining members of the Board, and each person **appointed** shall be a Trustee until his successor is elected by the members at the next annual meeting.

Sec. 4. Board meetings may be called when necessary by the President or any two board members at a designated time and place. Notice of such meetings shall be given at least two (2) days previously. Neither the business to be transacted nor the purpose of the meeting need be specified in the notice.

Sec. 5. Quorum: Three members of the Board shall constitute a quorum at an executive Board meeting two of whom shall be executive officers for the transaction of business; and the acts of these directors present at a meeting at which a quorum is present shall be the acts of said board.

Sec. 6. Non-Voting Participants: The Chief Librarian shall receive notices of the meetings of the Board of Trustees and at such meetings shall enjoy all the rights and privileges of board members excepting only the right to vote.

Sec. 7. Librarian: The Librarian may attend all board and committee meetings in an advisory capacity.

ARTICLE VII  
Funds

Sec. 1. All funds shall be invested in the name of or deposited to the account of Friends of the Roseville Public Library, and shall be disbursed by the Treasurer or President as authorized by the Board of Trustees. No part of the net income of the Organization shall be used for any private member or individual with the following exceptions; cards to ill members; library

memorial for deceased member; gifts in lieu of payment for services rendered as determined by vote of membership.

Sec. 2. In the event of dissolution of the Organization, all assets, real and personal, shall be given to the Roseville Public Library, or to organizations as are qualified as tax exempt under Section 501 (c) of the Internal Revenue Code or the corresponding provisions of a future United States Internal Revenue Law.

#### ARTICLE VIII Elections

Sec. 1. The election of officers and Trustees at Large shall be by ballot at the annual meeting of the Organization. Members must be present to vote.

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

Sec. 3. Trustees at Large shall be elected for a term of two years. The initial election shall designate one Trustee at Large to serve for one year, and one to serve for two years.

Sec. 4. Terms of elected officials and Trustees at Large shall begin following the annual meeting of the Organization.

Sec. 5. Vacancies occurring among elected officials may be filled by the Board of Trustees in an acting capacity until approved by the membership at the next general meeting.

Sec. 6. The first Board of Trustees shall be composed of the elected Officers and Trustees at Large elected at the first meeting at which this Constitution is adopted.

Sec. 7 The Librarian of the Roseville Public Library shall be precluded from holding any elective office.

#### ARTICLE IX Membership Meeting

Sec. 1. The Board will have four pre-scheduled meetings each year to which the general membership will be invited. They will be held at 7:00pm on the last Wednesday of February, May, August and November.

Sec. 2. The Annual Meeting shall be held each year on the last Wednesday in May at a time to be determined by the Board of Trustees for the election of Officers and Trustees at Large, and for the transaction of other 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. Notice of the time and place of each annual or special meeting of the Organization shall be mailed to the recorded address of every member of the Organization.

ARTICLE XI  
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 on behalf of the Organization without the authority and approval of the Board of Trustees.

ARTICLE XI  
Limitation of Personal Liability

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

- a. a breach of the director's duty of loyalty to the Corporation or its members;
- b. acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- c. a violation of Section 551 (1) of the Michigan Nonprofit Corporation Act;
- d. a transaction from which the director derived an improper personal benefit;
- e. an act or omission occurring before January 1, 1988; or
- f. an act or omission that is grossly negligent.

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

Sec. 3. Any repeal or modification of this Article shall not adversely affect any right or protection of a volunteer director of the Corporation existing at the time of, or for with respect to any acts or omissions occurring before the effective date of such repeal or modifications.

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

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

#### ARTICLE XII

##### Amendments

This constitution may be amended by a vote of the members present at the regular meeting provided proposed amendment(s) were presented at a previous meeting.

#### ARTICLE XIII

##### Parliamentary Procedure

The current edition of Robert's Rules of Order, when not in conflict with this Constitution shall govern the proceedings of the Organization.

\*Amendments approved November 17, 1993  
Changes approved September 22, 1999  
Changes approved November 28, 2007  
Changes approved November 28, 2018  
Changes approved April 4, 2019