

**BYLAWS
FOR
FRIENDS OF THE CHESTERFIELD TOWNSHIP LIBRARY
A NON-PROFIT CORPORATION**

**ARTICLE I
OFFICES**

1.01 **Principal Office.** The principal office of the Corporation shall be at the Chesterfield Township Library.

**ARTICLE II
MEMBERS**

2.01 **Eligibility for Membership.** To be eligible for membership in the Corporation an individual must be interested in and agreeable with the Mission Statement and the Bylaws of the Corporation.

2.02 **Executive Director of Library.** The Executive Director of the Library will be an Honorary Member and will be exempt from payment of membership dues. The Executive Director of the Library shall receive notices of the meetings of the membership and Board of Directors and at such meetings shall enjoy all the rights and privileges of members or Directors, excepting the right to vote. The Director of the Chesterfield Township Library or designee may act as an advisor to the Corporation and its Board of Directors.

2.03 **Membership Dues.** The Board of Directors shall establish, in its sole discretion, the initial and annual dues for membership in the Corporation. The billing and collection of dues shall be in a manner proscribed by the Board of Directors, in its sole discretion. The current dues and membership categories are as follows:

- | | |
|--------------------------------------|------------------------|
| (a) Individual Membership | \$ 15.00 |
| (b) Family Membership | \$ 25.00 |
| (c) Business/Organization Membership | \$ 50.00 |
| (d) Amicus Circle Membership | \$200.00 |
| (e) Honorary Membership | Nonpaying (non-voting) |

Dues will not be prorated. Dues received of new members from January 1 through June 30 of any calendar year will be applicable to the calendar year in which they were received. Dues received of new members from July 1 through December 31 of any

calendar year will entitle membership for the remainder of the calendar year in which they were received and the calendar year immediately following.

2.04 Definition of Membership Categories.

Individual Membership is for a single person. Membership entitles that person to all the rights and privileges of membership and one vote on each matter submitted to a vote at a meeting of the Corporation.

Family Membership is for persons of a family living together in one residence. Membership entitles that family to all the rights and privileges of membership but only one representative of that family may be designated to vote on each matter submitted to a vote at a meeting of the Corporation.

Business/Organization Membership is for civic or fraternal groups and businesses. Membership entitles the group or business to designate one representative who is entitled to all the rights and privileges of membership. The group or business may designate only one representative of that business/organization to vote on each matter submitted to a vote at a meeting of the Corporation.

Amicus Circle Membership is any individual, family or business/organization that elects to contribute \$200.00 or more annually. The Amicus member is entitled to all the rights and privileges of membership. In the event that a family or business/organization chooses Amicus membership, voting privileges shall be as defined for that category in the preceding paragraphs.

Honorary Membership may be granted to an individual by the Board of Directors, in its sole discretion. That individual is entitled to all the rights and privileges of membership except the right to vote on any matter submitted to a vote at a meeting of the Corporation. The Honorary member is exempt from payment of membership dues.

2.05 Term of Membership. Annual membership shall be from January 1 to December 31, the traditional calendar year.

2.06 Membership Voting Privilege. Each currently paid member as defined in Article II, Sections 2.03 and 2.04 of the Bylaws is entitled to one vote on each matter submitted to a vote at a meeting of the Corporation. Only members paid for the current membership year are entitled to voting privileges.

2.07 List of Members. The Membership Secretary or designee of the Corporation shall make and certify a complete list of the members entitled to a vote at a membership

meeting or any adjournment. The Board of Directors may fix in advance the certification date of the List of Members for the purpose of determining members entitled to notice of and to vote at a membership meeting or an adjournment of the meeting.

The List of Members shall be available at the time and place of a membership meeting, be subject to inspection by any member during the whole time of a membership meeting and be prima facie evidence of the members entitled to examine the list or vote at the meeting.

2.08 **Termination of Membership**. Membership shall be terminated by the Board of Directors on the occurrence of any of the following events:

- (a) Failure to pay renewal membership dues before March 1 of a new membership year. Written notice of membership payment due will be sent by January 31 of each new membership year.
- (b) Any act or omission that the Board of Directors, in its reasonable discretion, deems worthy of termination.

ARTICLE III MEMBERSHIP MEETINGS AND ELECTIONS

3.01 **Place of Meeting**. All membership meetings or its Board of Directors shall be held at the Corporation's principal office or at any other place determined by the Board of Directors and stated in the notice of the meeting.

3.02 **Conduct of Meeting**. Robert's Rules of Order (latest edition), when not in conflict with these Bylaws, shall govern the proceedings of all Corporation meetings. The agenda for Corporation meetings shall consist of the following items, with the addition of any other items deemed appropriate by the President or the Board of Directors:

- (a) Call to Order
- (b) Approval of Agenda
- (c) Approval of Minutes
- (d) President's Report
- (e) Treasurer's Report
- (f) Committee Reports
- (g) Old Business
- (h) New Business

(i) Adjournment

3.03 **Notice of Meetings**. Notice of the time, date, place and purpose of any membership meeting shall be given not less than ten days nor more than 60 days before the date of such meeting. Notice shall be given either in person to each currently paid member of record entitled to vote at the meeting or by postal mailing at the member's last postal address as it appears on the Corporation's List of Members. The Membership Secretary or designee will provide notice.

3.04 **Annual Election Meetings**. An annual meeting of the Corporation shall be held no earlier than April 1 and no later than May 31 of each year for the election of the Board of Directors and any other business to be transacted that may come before the meeting. Nominations to the Board of Directors shall be made one month prior to the annual meeting or may be made from the floor on the date of the annual meeting providing the consent of the nominee has been secured.

3.05 **Regular Meetings**. Regular meetings that include the Board of Directors and general membership shall be scheduled at least monthly by the Board of Directors, in its sole discretion. Written record shall be kept of all such meetings and voting actions taken. Visitors or guests shall be allowed to attend regular membership meetings of the Corporation but will have no voting privileges.

3.06 **Special Meetings**. Special Corporation meetings may be called by any member of the Board of Directors and notice shall be given upon written request of not less than ten percent of the membership.

3.07 **Quorum**. Members present who, as of the current List of Members, represent fifteen percent of the members entitled to vote at a membership meeting shall constitute a quorum at the meeting. Whether or not a quorum is present, the meeting may be adjourned by vote of the members present.

3.08 **Voting**. Each member in good standing as defined in Article II, Sections 2.04 and 2.06, is entitled to one vote on each matter submitted to a vote. When an action is proposed and presented for vote at a meeting where a quorum of the membership is in attendance, the action shall be authorized by a majority of favorable votes cast by the members present who are entitled to vote. A vote may be cast verbally or in writing. The action presented for vote and the results of all voting must be documented in the Corporation's written records.

ARTICLE IV
BOARD OF DIRECTORS AND OFFICERS

4.01 **General Powers.** The business, property and affairs of the Corporation shall be managed by the Board of Directors. All Directors shall also serve as Officers. Election or appointment as a Director does not of itself create contract rights, if any. All Directors serve without compensation.

4.02 **Number.** There shall be at least five Directors and no more than seven Directors on the Board of Directors, also serving as Officers of the Corporation. The officers shall initially be a President, a Vice President, a Secretary, a Membership Secretary and a Treasurer. The Board of Directors may also designate additional Officers, as it deems appropriate to the limit of these Bylaws. Any additional Officer desired by the existing Board of Directors and designated between Annual Meetings must be approved by vote of the Corporation membership. This vote may occur at either a regular or special membership meeting.

4.03 **President.** The President shall:

- (a) be the chief executive officer of the Corporation;
- (b) have authority over the general control and management of the business and affairs of the Corporation;
- (c) carry out the will of the Corporation as expressed at its meetings and conduct the affairs of the Corporation in a manner consistent with the authority and responsibility pertaining to the office;
- (d) prepare an agenda for membership meetings and preside over and conduct all meetings;
- (e) appoint all standing and special committees, subject to the approval of the Board of Directors, and be an ex-officio member of such committees, with the exception of a nominating committee for members of the Board of Directors;
- (f) sign all Corporation legal documents and agreements on behalf of the Corporation with the confirmation of a majority of the Board of Directors and/or membership if required by these Bylaws, unless the Board of Directors and/or membership has designated that the signing be done with or by some other Director, agent or member;

(g) see that all actions taken by the Board of Directors are executed and perform all other duties incident to the office.

This is subject, however, to the President's right and the right of the Board of Directors to delegate any specific power to any other Director or member of the Corporation.

4.04 **Vice President**. The Vice President shall have the power to perform duties that may be assigned by the President or the Board of Directors. If the President is absent or unable to perform his or her duties, the Vice President shall perform the President's duties until the Board of Directors directs otherwise. The Vice President shall perform all duties incident to the office.

4.05 **Recording Secretary**. The Recording Secretary or designee shall:

- (a) record and maintain minutes for all Corporation and Board of Directors meetings;
- (b) be the custodian of Corporation records;
- (c) perform all duties incident to the office and other duties assigned by the President or the Board of Directors.

4.06 **Membership Secretary**. The Membership Secretary or designee shall

- (a) receive and process all applications for membership to the Corporation;
- (b) send notices of Board of Director or membership meetings as required by these Bylaws;
- (c) send notices for dues payable and forward dues received to the Treasurer;
- (d) maintain the List of Members and provide a copy to the Board of Directors and the Recording Secretary for all annual, regular and special meetings of the membership or the Board of Directors;
- (e) perform all duties incident to the office and duties assigned by President or the Board of Directors.

4.07 **Treasurer**. The Treasurer shall:

- (a) have charge and custody over Corporation funds and securities;
- (b) keep accurate books and records of Corporation receipts and disbursements;
- (c) deposit all monies and securities received by the Corporation at such depositories in the Corporation's name that may be designated by the Board of Directors;
- (d) complete all required Corporation filings;
- (e) submit a verbal report of income and expenses at each Corporation meeting and

a written report at least every quarter of the calendar year;

(f) maintain all Corporation financial records at the Corporation's principal office;

(g) obtain approval from the Board of Directors for all expenditures;

(h) obtain check countersignature from one other authorized Director for all disbursements from Corporation funds;

(i) perform all duties incident to the office and other duties assigned by President or the Board of Directors.

4.08 **Term of Office**: Directors shall be elected to hold office at an Annual Election Meeting until a successor is elected at the next Annual Election Meeting, or until said Director's death, resignation or removal. Any other Officer, as designated by the Board of Directors and approved by membership vote between Annual Election Meetings, will hold office until a successor is elected at the next Annual Election Meeting, or until said Officer's death, resignation or removal.

4.09 **Resignation**. A Director may resign at any time by providing written notice to the Corporation. Notice of resignation will be effective on receipt or at a later time designated in the notice. Any Director of the Corporation who is absent for three successive meetings, without reasons acceptable to a majority of the other Directors of the Board, in its sole and absolute discretion, shall be considered to have resigned from the Board. A successor shall be appointed as provided in Sections 4.02 and 4.11 of the Bylaws.

4.10 **Removal**. Any Director or Officer may be removed with or without cause. The removal of a Director or Officer requires a majority vote of a quorum of the members entitled to vote. The removal shall be without prejudice to the person's contract rights, if any.

4.11 **Board of Director Vacancies**. Vacancies shall be filled with a person selected by a majority of the remaining Board Directors. This selection is subject to the approval of the Corporation membership at its next regular meeting or at a special meeting convened for such approval purpose. Any person so approved will complete the term remaining until the next Annual Election Meeting.

4.12 **Conduct and Place of Board Meetings**. All meetings will adhere to Robert's Rules of Order (latest edition). All meetings of the Board of Directors shall be held at the Corporation's principal office or at any other place determined by the Board of Directors

and stated in the notice of the meeting. Written record will be kept of all meetings and voting actions taken by the Board of Directors.

4.13 **Annual Board Transition Meetings**. A newly elected Board of Directors shall schedule a meeting with the previous Board of Directors and provide either verbal or written notice for this meeting. The meeting shall be scheduled not more than ten days following the Annual Election Meeting.

4.14 **Regular Meetings**. The Board of Directors, in its sole discretion, shall schedule monthly meetings that are open to the Corporation membership and provide for meeting notice as proscribed in Bylaws Section 3.03.

4.15 **Special Meetings**. Special meetings of the Board of Directors may be called by the President or any two Directors. Notice of the time and place of special meetings shall be given to each Director in any manner at least three days before the meeting. Neither the business to be transacted nor the purpose of a special meeting needs be specified in the meeting notice.

4.16 **Quorum**. Eighty percent of the Directors then in office constitute a quorum for the transaction of any business at a meeting of the Board of Directors. Actions approved by vote by a majority of Directors at a meeting, where a quorum is physically present, shall constitute authorized actions of the Board. Whether or not a quorum is present, a meeting may be adjourned by vote of the Directors in attendance.

4.17 **Waiver of Notice**: A waiver of notice will be considered in effect when a Director attends a meeting or submits a signed waiver of notice that will constitute a waiver of notice for the meeting. This waiver shall be in effect unless a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

4.18 **Consent to Corporate Actions**. Any action required or permitted to be taken pursuant to Board authorization may be taken by a Director without a meeting if before or after the action, a majority of the Directors consent to the action in writing. Vote of approval by a majority of the Directors and record of this approval in the minutes at the Board's next meeting would constitute written consent of the action.

ARTICLE V COMMITTEES

5.01 **General Powers**. The Board may by majority vote where a quorum is present designate one or more committees. A committee so designated by the Board may exercise any powers of the Board in managing the Corporation's business and affairs, to the extent provided by resolution of the Board.

5.02 **Committee Membership**. Any member in good standing of the Corporation may be appointed by the Board to serve on a committee. The Board may also designate one or more Directors as alternate committee members, as deemed necessary in the Board's sole discretion.

5.03 **Limitation of Committee Authority**. No committee shall have the power to:

- (a) amend the Articles of Incorporation;
- (b) adopt an agreement of merger or consolidation;
- (c) amend the Bylaws of the Corporation;
- (d) fill vacancies on the Board;
- (e) fix compensation of the Directors for serving on the Board or on a Committee;
- (f) recommend to members the sale, lease or exchange of all or substantially all of the Corporation's property and assets;
- (g) recommend to the members a dissolution of the Corporation or a revocation of a dissolution;
- (h) terminate memberships.

5.04 **Meetings**. Committees shall meet as directed by the Board of Directors with consideration for the committee members' convenience. Committee meetings shall be governed by the rules provided in Article IV for meetings of the Board. Minutes shall be recorded at each meeting and shall be presented to the Board.

5.05 **Consent to Committee Actions**. Any action required or permitted to be taken pursuant to committee authorization may be taken by a committee member without a meeting if before or after the action, a majority of the committee members consent to the action in writing. Vote of approval by a majority of the committee members and record of this approval in the minutes at the next committee meeting would constitute written consent of the action.

ARTICLE VI FUNDS

6.01 No part of the monetary funds of, or other compensations to, the Corporation shall be used for or by any private member or individual with the following exceptions:

- (a) cards to ill members;
- (b) library memorials for deceased members;

6.02 Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, transfer and convey all remaining assets to the Chesterfield Township Library.

ARTICLE VII FISCAL YEAR

7.01 The fiscal year of the Corporation will begin on January 1 and end on December 31 of any given year.

ARTICLE VIII AMENDMENTS TO BYLAWS

8.01 **Change Recommendation**. The amendment, change, repeal of these Bylaws or adoption of new Bylaws may be recommended at any regular or special meeting of the Corporation or its Board of Directors.

8.02 **Change Approval**. A change to the Bylaws will be considered approved if it has had two consecutive readings before a quorum of the membership and then receives a majority vote of a quorum present at a Corporation membership meeting.

8.03 **Legal Review of Approved Change**. The Corporation's legal counsel must review any membership-approved change before its incorporation into the Bylaws. Legal counsel will report to the Board of Directors on any conflict between the approved change and current statutes.

8.04 **Change Incorporation**. If the Corporation's legal counsel reports no objections, the Recording Secretary or designee will process the approved change to the Bylaws as required for Corporation records.

Adopted March 11, 2002

Amended October 14, 2002