

# Friends of Michigan Libraries

## Bylaws

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The name of the organization shall be “Friends of Michigan Libraries” and the organization shall be known as “FOML.”

### FOML Mission Statement

*The Mission of the Friends of Michigan Libraries is*

- 1. To support Friends working on behalf of Michigan libraries.*
- 2. To serve as an information resource for Friends' groups.*
- 3. To be advocates for libraries at the state level.*

### FOML Vision Statement

*The Friends of Michigan Libraries is the preeminent organization to provide support, information and advocacy for Michigan Library Friends to meet the demands of the 21<sup>st</sup> century.*

## ARTICLE I: MEMBERSHIP

Membership in FOML is open to anyone interested in supporting libraries in the state of Michigan. Membership fees are reviewed and approved by the FOML Board annually. Membership categories are:

- (a) Friends of Libraries organization;
- (b) Individual;
- (c) Other book/library-related organization, such as publisher, book club, and association;
- (d) Patron;
- (e) Individual Life Member; (f) Corporate.

Selection of members, officers, directors and staff shall not be based on race, color, religion, age, sex, national origin, sexual preference, physical disabilities, marital or family status.

## ARTICLE II: DIRECTORS

Section 1. The FOML shall be governed by a Board of Directors, consisting of at least twelve (12) elected members.

Section 2. Directors are elected at the annual meeting.

Section 3. Directors serve for a term of two years, with renewal of each two-year term at the annual meeting.

Section 4. Any one director retiring from the Board shall deliver to his/her successor, or to the President in the absence of a successor, all moneys, accounts, records, books, papers or other property belonging to the organization.

Section 5. Any vacancy may be filled by a majority vote of the Board at any regularly scheduled meeting, or special meeting called for that purpose. The appointee shall serve until the next annual meeting, at which time the membership shall vote to elect that person, or another candidate, to fill the unexpired term.

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Section 6. The Board of Directors shall devote adequate meeting time to discuss succession planning for the coming year. The president will appoint a nominating committee. The nominating Committee will present its slate of Officers and Directors to the board for approval prior to a vote by membership at the annual membership meeting.

Section 7. The President, with Board approval, may choose to appoint individuals from various constituencies as Board Advisors. Such advisors will serve a one-year term, renewable at the annual meeting, and will be non-voting members of the Board.

Section 8. The Board shall maintain a standard operating procedures document, where procedures for election and succession are detailed.

### ARTICLE III: POWERS AND DUTIES OF BOARD OF DIRECTORS

Section 1. The Board of Directors shall have the following duties and powers:

- (1) To conduct the affairs of FOML and to employ or otherwise engage individuals as deemed necessary to carry out specific functions of the organization;
- (2) To establish major policies governing the affairs of the organization in accordance with the Articles of Incorporation and Bylaws of FOML;
- (3) To receive, hold, and dispose of personal and real property;
- (4) To prepare and approve the budget in November, and to prepare the annual report to be submitted at the annual meeting;
- (5) To establish or dissolve such committees as the Board deems necessary to effectively conduct its affairs;
- (6) To approve the appointment of committee chairs and perform such other functions as the bylaws prescribe, and act on behalf of the FOML for all statutory purposes;
- (7) The Board of Directors can exercise all the powers granted to corporations under Section 261 of the Nonprofit Corporation Act;
- (8) To conduct a biennial financial review performed by the Vice-President and one other person appointed by the President. The other person will be from the FOML Board and shall not be the current FOML Treasurer. This shall occur within 60 days of the close of the financial year (December 31), and a report submitted to the FOML Board. Beginning in 2010 and every three years thereafter, a financial review will be performed by an outside qualified person within 60 days of the close of the fiscal year and a report submitted to the Board ex-officio member of all such committees;
- (9) To nominate officers and Board of Directors members for election to the Board of Directors;
- (10) To accept or reject on behalf of FOML any contribution, gift, service, device, or bequest.

### ARTICLE IV: OFFICERS AND THEIR DUTIES

Section 1. Officers shall be President, Vice-President, Treasurer and Secretary. Officers shall be nominated by the Board of Directors and elected at the annual meeting. FOML

Section 2. The President shall be the Chief Executive Officer of FOML and of Board meetings of FOML and of the organization's Board of Directors. The President shall:

- (1) Preside at all meetings of FOML and of Board meetings of FOML, and ensure that the business of the organization is in accordance with the bylaws;
- (2) Call special meetings of both the organization and the Board.
- (3) With Board approval, name Committees and their chairs, and shall serve as an ex-officio member of all committees;
- (4) Execute whatever documents are necessary for the well-being of the organization, subject to the bylaws;

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- (5) Maintain the FOML membership list.

### Section 3. The Vice-President Shall:

- (1) Provide continuity for FOML by temporarily assuming the powers and duties of the President when he/she is absent or unable to function as President;
- (2) Assist the President in the performance of duties as requested by the President;
- (3) Assist in the annual financial review.

### Section 4. The Treasurer shall be responsible for the funds, and maintains the records of FOML. The Treasurer shall:

- (1) Keep accurate books of accounts of all financial business;
- (2) Collect all monies due FOML, deposit same in such banking institutions as the Board of Directors shall designate, and determine appropriate electronic banking procedures;
- (3) Pay all bills and preserve all receipts and provide a summary of expenses for each FOML activity, Workshop, etc., to the Board of Directors at the next regular Board meeting. Checks of less than \$500.00 shall be approved by either the Treasurer or the President. Checks exceeding \$500.00 shall be approved by both the Treasurer and the President;
- (4) Maintain excess funds separately from routine accounts and invest them with the prior approval of the Board of Directors;
- (5) Make an annual financial review of the financial condition of FOML in writing to the membership and also prepare a financial statement for the Board of Directors at each Board meeting See also III,1,8;
- (6) Work with the President to develop the annual budget for approval by the Board of Directors;
- (7) Comply with written requests for the inspection of FOML books and records submitted to the Treasurer by any FOML member or his/her agent or attorney for any purpose at a mutually agreed upon time and place.

### Section 5. The Secretary shall:

- (1) Keep an accurate record of all Board of Director meetings and an accurate record of attendance at such meetings;
- (2) Provide copies of meeting minutes to the Board within 14 days after a meeting and file approved meeting minutes with the Archivist;
- (3) Prepare and file FOML correspondence between the Board of Directors and other persons and organizations;
- (4) Maintain current correspondence files and send inactive files to the Archivist;
- (5) File all current Committee reports submitted to the Board of Directors and send non-current ones to the Archivist for preservation;
- (6) Work with the Archivist and the Board to ensure proper records retention.
- (7) Conduct the Election of Board Members and Officers at the annual meeting and record the results. Votes and elections at the annual meeting shall be by voice vote.

Section 6. The terms of office for all officers shall be two years. Each officer shall hold office until his/her successor is elected, or until he/she dies, resigns, or is removed by the Board. If the office of any officer becomes vacant, the Board of Directors may elect a successor from the Directors on the Board who shall hold office for the unexpired term, or appoint a successor from the membership. No officer shall hold the same office for more than three successive complete terms, with one exception. The board may nominate that individual for another term in the absence of another qualified candidate for the position.

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### ARTICLE V: OTHER BOARD AFFILIATES

Section 1. The President, with Board of Directors approval, may appoint Board Advisors to assist the Board with specific tasks and duties.

Section 2. The Archivist shall maintain an archival collection of FOML materials worth preserving but no longer necessary for day-to-day operations.

Section 3. Emeritus status. The FOML Board believes that recognition should be given to individuals who have provided exemplary service while serving as a member of the Board and who have decided not to continue actively participating in Board activities.

Section 4. The FOML Board may choose to form or participate in an alliance with other organizations for the improvement of service to Michigan libraries. Such alliances will be formed with a memorandum of understanding which will constitute an operating agreement between FOML and the other organization.

### ARTICLE VI: NOMINATION PROCEDURES

Section 1. Nominations for Board membership shall be made by the Board of Directors and may also be made from the floor at the annual membership meeting.

### ARTICLE VII: MEETINGS

Section 1. There shall be an annual meeting held each year within 120 days of the close of the fiscal year (December 31). The specific date, time and place shall be established by the Board of Directors and will be announced in the FOML newsletter and on the FOML website at least sixty days prior to the meeting. The presence in person or by proxy of 25 members shall determine a quorum. Votes and elections at the annual meeting shall be by voice vote.

Section 2. A special meeting of FOML may be called by the president or by a majority of the Board of Directors. At least fifteen days notice must be given each member.

Section 3. Meetings of the Board of Directors shall be held at least semi-annually at a date, time and place to be determined by the Board. The Board may choose to conduct a meeting through teleconferencing.

Section 4. A special meeting of the Board of Directors may be called by the President or at the written request of three or more members of the Board.

Section 5. All meetings of FOML and the Board of Directors shall be open to all members of FOML. In the case of teleconferenced meetings, the membership shall be notified via the FOML electronic calendar of events at least 15 days in advance along with contact information to arrange for attendance.

Section 6. A majority of FOML Board members shall constitute a quorum. Board actions or resolutions may be approved by telephone or electronically.

Section 7. Robert's Rules, Revised Edition, when not in conflict with these bylaws, will serve as a guide in the execution of the proceedings of the Board of Directors and the annual meeting.

### ARTICLE VIII: AMENDMENTS TO BYLAWS

These bylaws may be amended, altered, or repealed and new bylaws adopted by a two-thirds majority of the members of FOML present at an annual meeting or at a special meeting called for that purpose.

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### ARTICLE IX: INDEMNIFICATION

The Corporation shall indemnify to the fullest extent authorized or permitted by the Michigan Non-Profit Corporation Act any person, and that person's heirs, executors, administrators and legal representatives, who was, is, or is threatened to be made, a party to any threatened, pending or completed action, suit, or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that the person is or was a Director or Officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, and may provide other indemnification to directors, officers, employees and agents by insurance, contract or otherwise as is permitted by law and authorized by the Board of Directors.

### ARTICLE X: PERMITTED ACTIVITIES

Notwithstanding any other provisions of these articles, this Corporation will not engage in activities prohibited to a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding provisions of any future United States Internal Revenue Law.

### ARTICLE XI: DISSOLUTION

In the event that FOML should dissolve, any remaining funds will go directly to the Michigan Library Association. In the event the Michigan Library Association is not in existence, the funds will be dispersed on the recommendation of the President, with the approval of the Board.

Revised: January, 2021

Approved by FOML Board: February 3, 2021

Approved by FOML Membership: April 8, 2021

Approved by FOML Membership April 11, 2024