

**BYLAWS OF THE FRIENDS OF THE SOUTH ROCKWOOD LIBRARY  
A BRANCH OF THE MONROE COUNTY MICHIGAN LIBRARY SYSTEM**

**ARTICLE I  
ORGANIZATION**

**1.01 Name.** This entity is organized as a nonprofit corporation in the State of Michigan as The Friends of the South Rockwood Library.

**1.02 Principal Office.** The principal office of the corporation shall be at such place within the state of Michigan as the board of directors may determine from time to time.

**1.03 Other Offices.** The board of directors may establish other offices in or outside the state of Michigan.

**1.04 Purpose.** The purpose of The Friends of the South Rockwood Library is:

- (a) To support special programming, facility improvements and library resources.
- (b) To stimulate the quality of library services, facilities and resources.
- (c) To develop and implement literary, educational, cultural and scientific programs for the community.
- (d) To promote public interest in and use of the branch library.
- (e) To sponsor programs for the community.

**ARTICLE II  
MEMBERS**

**2.01 Eligibility for Membership.** Membership in the Friends of the South Rockwood Library (hereinafter Friends or FOSR), shall be made available to any interested individual. The membership year of The Friends of the South Rockwood Library is 1 year (3<sup>rd</sup> Wednesday of May). Privileges of making motions, debating, holding office or serving for an event are for any members. To be eligible for membership individual must satisfy the following requirements:

- (a) Must be 18 years of age or older.
- (b) Must be current on membership dues (if any) as established by the Board.

**2.02 Membership Dues.** The board of directors shall establish the initial and annual dues for membership, if any. The billing and collection of dues shall be in a manner prescribed by the board of directors.

**2.03 Termination of Membership.** Membership may be terminated by the board of directors on the occurrence of any of the following events:

- (a) Failure to pay dues within 90 days after written notice of payment due.
- (b) Failure to satisfy the requirements of section 2.01 of this article.

**2.04 Annual Meeting.** The annual meeting of the members shall be held on the second Wednesday of May at 6:00 pm. At each annual meeting, directors shall be elected and any other business shall be transacted that may come before the meeting. Membership and Board will meet on the second Wednesday of February, August and November at 6:00 pm.

**2.05 Special Meetings.** Special meetings of the members may be called by the board of directors or by the president. Such meetings shall also be called by the president or secretary at the written request of not less than 10 percent of the members. Said written request may be by email, test or USPS

**2.06 Place of Meetings.** All membership meetings shall be held at the South Rockwood Library or at any other place determined by the board of directors and stated in the notice of the meeting.

**2.07 Notice of Meetings.** Except as otherwise provided by statute, written notice of the time, place, and purposes of a membership meeting shall be given not less than 10 days nor more than 60 days before the date of the meeting. Notice shall be given either personally, by email or by mail to each member of record entitled to vote at the meeting at their email or address on the books of the corporation.

**2.08 List of Members.** The secretary of the corporation or the agent of the corporation having charge of the membership records of the corporation shall make and certify a complete list of the members entitled to vote at a membership meeting or any adjournment. The list shall be arranged alphabetically with the address and email of each member, be produced at the time and place of the membership meeting, be subject to inspection by any members during the whole time of the meeting, and be prima facie evidence of the members entitled to examine the list or vote at the meeting.

**2.09 Quorum.** Unless a greater or lesser quorum is required by statute, members present in person who, as of the record date, represented 75% 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.

**2.10 Voting.** Each member is entitled to one vote on each matter submitted to a vote. A vote may be cast either orally or in writing. When an action, other than the election of directors, is to be taken by a vote of the members, it shall be authorized by a majority of the votes cast by the members entitled to vote, unless a greater vote is required by statute. Directors shall be elected by a plurality of votes cast at any election.

**2.11 Meeting by Telephone or Similar Equipment.** A member may participate in a membership meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

**2.12 Library Representative.** The head of the South Rockwood Library branch, or his or her delegate shall serve as representative to the organization.

**2.13 Membership Drive.** The Friends of the South Rockwood Library shall conduct an annual enrollment drive for new members.

## **ARTICLE III BOARD**

**3.01 *General Powers.*** The business, property, and affairs of the corporation shall be managed by the board of directors.

**3.02 *Number.*** There shall be not less than three nor more than five directors on the board as shall be fixed from time to time by the board of directors.

**3.03 *Tenure.*** Directors shall be elected at each annual membership meeting to hold office until the next annual membership meeting and until the director's successor is elected and qualified, or until the director's death, resignation, or removal.

**3.04 *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. A successor shall be appointed as provided in section 3.06 of the bylaws.

**3.05 *Removal.*** Any director may be removed with or without cause by a majority vote of the members entitled to vote at an election of directors.

**3.06 *Board Vacancies.*** A vacancy on the board may be filled with a person selected by the remaining directors of the board, though less than a quorum of the board of directors, unless filled by proper action of the members. Each person so elected shall be a director for a term of office continuing until the next election of directors by the members.

**3.07 *Annual Meeting.*** An annual meeting shall be held each year on the second Wednesday of May immediately after the annual membership meeting. Membership and Board will meet on the second Wednesday of February, August and November at 6 pm.

**3.08 *Regular Meetings.*** Regular meetings of the board may be held at the time and place as determined by a board resolution without notice other than the resolution.

**3.09 *Special Meetings.*** Special meetings of the board may be called by the president or any two directors at a time and place as determined by those persons authorized to call special meetings. 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.

**3.10 *Statement of Purpose.*** Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice for that meeting.

**3.11 *Waiver of Notice.*** The attendance of a director at a board meeting shall constitute a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. In addition, the director may submit a signed waiver of notice that shall constitute a waiver of notice of the meeting.

**3.12 Meeting by Telephone or Similar Equipment.** A director may participate in a meeting by conference telephone or any similar communications equipment through which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

**3.13 Quorum.** A majority of the directors then in office constitutes a quorum for the transaction of any business at any meeting of the board. Actions voted on by a majority of directors present at a meeting where a quorum is present shall constitute authorized actions of the board.

**3.14 Consent to Corporate Actions.** Any action required or permitted to be taken pursuant to board authorization may be taken without a meeting if, before or after the action, all directors consent to the action in writing. Written consents shall be filed with the minutes of the board's proceeding.

**3.15 Return of Official Materials.** All official materials, whether held in physical, digital, or any other format, shall be returned to the organization within ten (10) days of any member of the Board vacating their position.

#### **ARTICLE IV COMMITTEES**

**4.01 General Powers.** The board, by resolution adopted by a vote of a majority of its directors, may designate one or more committees, each committee consisting of one or more directors. The board may also designate one or more directors as alternate committee members who may replace an absent or disqualified member at a committee meeting. If a committee member is absent or disqualified from voting, members present at a meeting who are not disqualified from voting may, whether or not they constitute a quorum, unanimously appoint an alternate committee member to act at the committee meeting in place of the absent or disqualified member. All committees designated by the board shall serve at the pleasure of the board.

A committee 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. However, 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; or
  - (e) fix compensation of the directors for serving on the board or on a committee.
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- (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; or
  - (h) terminate memberships.

**4.02 Meetings.** Committees shall meet as directed by the board, and their meetings shall be governed by the rules provided in article III for meetings of the board. Minutes shall be recorded at each committee meeting and shall be presented to the board.

**4.03 Consent to Committee Actions.** Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

## **ARTICLE V OFFICERS**

**5.01 Number.** The officers of the corporation shall be appointed by the board. The officers shall be a president, a secretary, and a treasurer. There may also be a chairperson, vice president, and such other officers as the board deems appropriate. The president shall be a voting member of the board. Two or more offices may be held by the same person, but such person shall not execute, acknowledge, or verify an instrument in more than one capacity if the instrument is required by law or by the president or by the board to be executed, acknowledged, or verified by two or more officers.

**5.02 Term of Office.** Each officer shall hold office for the term appointed and until a successor is appointed. An officer may resign at any time by providing written notice to the corporation. Notice of resignation is effective on receipt or at a later time designated in the notice.

**5.03 Removal.** An officer appointed by the board may be removed with or without cause by vote of a majority of the board. The removal shall be without prejudice to the person's contract rights, if any. Appointment to an office does not of itself create contract rights.

**5.04 Vacancies.** A vacancy in any office for any reason may be filled by the board.

**5.05 President.** The president shall be the chief executive officer of the corporation and shall have authority over the general control and management of the business and affairs of the corporation. The president shall (a) preside over all meetings; (b) be ex-officio for all committees, except any committee on nominations; (c) have power to appoint or discharge employees, agents, or independent contractors, to determine their duties, and to fix their compensation; (d) sign all corporate documents and agreements on behalf of the corporation, unless the president or the board instructs that the signing be done with or by some other officer, agent, or employee; (e) see that all actions taken by the board are executed and shall perform all other duties incident to the office; (f) coordinate the work of the officers and committees; (g) complete all required filings with the State of Michigan; (h) in the event of consolidation, change of name or disbandment, notify the general membership and the Village of South Rockford treasurer.

This is subject, however, to the president's right and the right of the board to delegate any specific power to any other officer of the corporation.

**5.06 Vice President.** The vice president, if any, shall have the power to perform duties that may be assigned by the president or the board. If the president is absent or unable to perform their duties, the

vice president shall perform the president's duties until the board directs otherwise. The vice president shall perform all duties incident to the office.

**5.07 Secretary.** The secretary shall (a) keep minutes of board meetings; (b) be responsible for providing notice to each member or director as required by law, the articles of incorporation, or these bylaws; (c) be the custodian of corporate records; (d) keep a register of the names email, and addresses of each member, officer and director; and (e) perform all duties incident to the office and other duties assigned by the president or the board.

**5.08 Treasurer.** The treasurer shall (a) have custody of all the funds of the Organization; (b) Keep a full and accurate account of receipts and expenditures; (c) make disbursements in accordance with the approved budget as determined at meetings for designated programs and purposes; (d) the treasure may expense funds up to \$100 as authorized by the President (e) present a financial statement at every meeting of the Organization (f) make a yearly report for the annual meeting; (g)The Treasurer's account will be examined annually by the board to confirm the treasurer's report is correct; (h) Work with accountant to provide at tax documents for the Organization

## **ARTICLE VI CORPORATE DOCUMENT PROCEDURE**

No corporate documents (including any agreements, contracts, checks, notes, disbursements) shall be signed by any officer, designated agent, or attorney-in-fact unless authorized by the board or by these bylaws.

## **ARTICLE VII INDEMNIFICATION**

**7.01 Nonderivative Actions.** Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding. This includes any civil, criminal, administrative, or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a director or officer of the corporation, or who was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation or its members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe their conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of *nolo contendere* or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the corporation or its members or (b) with respect to any

criminal action or proceeding, the person had reasonable cause to believe that their conduct was unlawful.

**7.02 *Derivative Actions.*** Subject to all of the provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because (a) the person was or is a director or officer of the corporation or (b) the person was or is serving at the request of the corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with the action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its members. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the corporation unless and only to the extent that the court in which the action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses that the court considers proper.

**7.03 *Expenses of Successful Defense.*** To the extent that a person has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections 7.01 or 7.02 of this article, or in defense of any claim, issue, or matter in the action, suit, or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

**7.04 *Contract Right; Limitation on Indemnity.*** The right to indemnification conferred in this article shall be a contract right and shall apply to services of a director or officer as an employee or agent of the corporation as well as in such person's capacity as a director or officer. Except as provided in section 7.03 of this article, the corporation shall have no obligations under this article to indemnify any person in connection with any proceeding, or part thereof, initiated by such person without authorization by the board.

**7.05 *Determination That Indemnification Is Proper.*** Any indemnification under sections 7.01 or 7.02 of this article (unless ordered by a court) shall be made by the corporation only as authorized in the specific case. The corporation must determine that indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 7.01 or 7.02, whichever is applicable. The determination shall be made in any of the following ways:

(a) By a majority vote of a quorum of the board consisting of directors who were not parties to such action, suit, or proceeding.

(b) If the quorum described in clause (a) above is not obtainable, by a committee of directors who are not parties to the action. The committee shall consist of not less than two disinterested directors.

(c) By independent legal counsel in a written opinion.

(d) By the members.

**7.06 *Proportionate Indemnity.*** If a person is entitled to indemnification under sections 7.01 or 7.02 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

**7.07 *Expense Advance.*** Expenses incurred in defending a civil or criminal action, suit, or proceeding described in sections 7.01 or 7.02 of this article may be paid by the corporation in advance of the final disposition of the action, suit, or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made, but it need not be secured.

**7.08 *Nonexclusivity of Rights.*** The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

**7.10 *Former Directors and Officers.*** The indemnification provided in this article continues for a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

**7.11 *Insurance.*** The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a director, officer, employee, or agent of the corporation or (b) was or is serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise. The insurance may protect against any liability asserted against the person and incurred by them in any such capacity or arising out of their status as such, whether or not the corporation would have power to indemnify against liability under this article or the laws of the state of Michigan.

**7.12 *Changes in Michigan Law.*** If there are any changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this article, the indemnification to which any person shall be entitled shall be determined by the changed provisions, but only to the extent that the change permits the corporation to provide broader indemnification rights than the provisions permitted the corporation to provide before the change.



**ARTICLE VIII  
EXEMPT PURPOSE**

Notwithstanding any other provisions of these articles, this Organization will not engage in activities prohibited to an organization 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. The exempt purposes set forth in section 501(c)(3) are charitable, religious, educational, scientific, literacy, testing for public safety, fostering national or international amateur sports competitions, and preventing cruelty to children or animals. The term charitable is used in its generally accepted legal sense and includes relief of the poor, the distressed, or the underprivileged; advancement of religion; advancement of education or science; erecting or maintaining public buildings, monuments, or works; lessening the burdens of government, lessening neighborhood tensions, eliminating prejudice and discrimination; defending human and civil rights secured by law; and combating community deterioration and juvenile delinquency.

**ARTICLE IX  
FISCAL YEAR**

The fiscal year of the corporation shall end on December 31<sup>st</sup>.

**ARTICLE X  
AMENDMENTS**

The board of directors at any regular or special meeting may amend or repeal these bylaws, or adopt new bylaws by vote of a majority of the directors, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for the meeting of the board.

**ARTICLE XI  
DISSOLUTION**

Approval of dissolution of this organization shall take place by affirmative vote of two thirds of the board provided that notice of dissolution shall be given to all members of record. The corporation must comply with all requirements of the statutes for non profit corporations to dissolve. In the event of the dissolution of this organization, its assets, funds and records shall be turned over to the Monroe County Library System for use by the South Rockwood branch only and shall be released back to the organization if reactivated.

Revised: 12/9/23  
Approved by FOSRL Board:  
Holly Chinavare – President  
Danyel Bucki – Treasure  
Lyann Maniak – Secretary  
Christina Rillston