

FRIENDS OF CLINTON-MACOMB PUBLIC LIBRARY  
CONSTITUTION AND BYLAWS

ARTICLE I

**Name**

The name of the organization shall be the Friends of Clinton-Macomb Public Library, hereinafter referred to as "CMPL-Friends."

ARTICLE II

**Purpose**

The purpose of the CMPL-Friends shall be:

1. To maintain an association of persons interested in libraries and to encourage the interest of other persons in library services.
2. To support and cooperate with the library in developing services and activities for the community.
3. To raise funds to purchase for the library such materials of cultural value in order to advance the purpose of the library.
4. To encourage gifts, endowments, and bequests to support the Clinton-Macomb Public Library.
5. To support the freedom to read as expressed in the American Library Association Bill of Rights.
6. To organize as a non-profit corporation and said corporation is organized and shall be operated exclusively for education, charitable, scientific, religious, and public welfare purposed within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal income tax laws (the Internal Revenue Code)).

ARTICLE III

**Membership and Dues**

- Sec. 1 Any individual, group, organization/business, or association, public or private, with interest in the above purposes, may become a member in good standing of the CMPL-Friends upon payment of annual dues.
- Sec. 2 A volunteer who has logged fifty (50) or more hours of service to the CMPL-Friends in the previous calendar year may submit a one (1)-year membership dues waiver request to the President by January 1 of each year subject to approval by the Board of Directors and shall be considered a member in good standing.

- Sec. 3 Membership dues may be assessed as determined by the membership at the Annual Meeting.
- Sec. 4 With the exception of Lifetime membership, all memberships shall be for a term of one (1) year and shall entitle all members to vote at all regular and special meetings.
- Sec. 5 Lifetime members shall be considered members in good standing.
- Sec. 6 The CMPL-Friends' Membership list shall be maintained by the Membership Chair and will only be used to further CMPL-Friends' or library activities and shall not be made available to other individuals or organizations. The Membership Chair will provide a current list of the members in good standing for each regular meeting.

ARTICLE IV  
**Officers**

- Sec. 1 Officers of the organization shall be nominated from any members in good standing, and elected by members of the organization at the Annual Meeting of the CMPL-Friends as hereinafter provided. Such officers shall serve until the conclusion of the next Annual Meeting.
- Sec. 2 Officers shall include a President, Vice President, Secretary, and Treasurer.
- Sec. 3. The President shall:
- a) Preside at all meetings of the corporation;
  - b) Appoint all standing and special committees, subject to the approval of the Board; and serve as an ex-officio member of all committees;
  - c) Call special meetings of the Board as needed;
  - d) Have the authority to sign checks in the absence of the Treasurer;
  - e) Present an annual report to the membership.
- Sec. 4 The Vice President shall:
- a) Perform the duties of the President in the absence of the President, or in the event of the President's inability to act, the Vice President shall succeed to the office of President;
  - b) Collect the names of members in good standing wanting to be candidates for officer positions on the Board of Directors.
- Sec. 5 The Secretary shall:
- a) Attend all meetings of the Board and the membership and keep a true and accurate record of all proceedings;
  - b) Carry on the correspondence of the corporation as instructed by the Board or the President;
  - c) Maintain bylaws and other records on file and make them available for inspection and/or copying by any member of the Board;

- d) File duplicate copies of all minutes, bylaws, and records at the library;
- e) At the end of the term of office, deliver all past minutes and records of the corporation to the newly elected Secretary.

Sec. 6 The Treasurer shall:

- a) Deposit all funds of this corporation in such depository and under such conditions as the Board directs;
- b) Keep an account of all monies received by and expended by or on behalf of this corporation;
- c) Make disbursements as authorized by Board resolution, for items specifically listed in the annual budget, or for reimbursement up to \$250 upon receiving appropriate documentation;
- d) Deliver to his or her successor on leaving office or otherwise all monies, books, papers, and other property belonging to the corporation;
- e) Present a financial statement at each Board meeting and the Annual Meeting.

#### ARTICLE V

#### **Board of Directors**

Sec. 1 The direction of affairs of this corporation shall rest with the CMPL-Friends' Board of Directors, the President serving as the presiding officer

Sec. 2 The Board of Directors shall consist of the President, Vice President, Secretary, and Treasurer and any three (3) members-at-large in good standing present at a meeting. The Library Director shall serve as a nonvoting, ex-officio member of the Board of Directors.

Sec. 3 If any officer position is unfilled at the time of the election, the remaining members of the Board will make an appointment to fill the position until the term is completed.

Sec. 4 If any officer vacates a position before the expiration of the term, the remaining members of the Board will appoint a replacement to fill that position until the term is completed.

#### ARTICLE VI

#### **Meetings**

Sec. 1 The Annual Meeting of the CMPL-Friends shall be held during the month of September of each year at a time and place to be determined by the President. Such Annual Meeting shall be held for the conduct of business as herein required.

Sec. 2 The President may call special meetings. Notice of such meeting must be made to the membership not less than seven (7) days, nor more than twenty-one (21) days prior to the designated date of such meeting.

- Sec. 3 Meetings of the Board of Directors will be held as needed. A minimum of two officers and three other members in good standing shall constitute a quorum for the conduct of business at Board meetings.
- Sec. 4 Meetings of the Board of Directors may be held electronically so long as notice has been given on the library's events calendar at least forty-eight (48) hours in advance and that the meeting is accessible to members via telephone or online. All members attending an electronic meeting shall be considered present for the purposes of voting.

ARTICLE VII  
**Method of Voting**

- Sec. 1 The business of the corporation is conducted by voice vote or a show of hands by members in good standing. The Board may also provide a ballot for a vote on some resolutions or the election of officers.
- Sec. 2 Members must be present to vote with the exception of the Annual Meeting. At the Annual Meeting a member may authorize another person to act as a proxy by using the form published in the CMPL-Friends' newsletter.

ARTICLE VIII  
**Contracts**

- Sec. 1 No officer or member of the CMPL-Friends shall have authority to make or execute any contract, or to incur any indebtedness, obligation or liability in the name of or on behalf of the CMPL-Friends without prior knowledge and approval of the Board of Directors.
- Sec. 2 For the purpose of budgeting, the fiscal year of the CMPL-Friends corporation shall be January 1 through December 31.

ARTICLE IX  
**Limitation of Personal Liability of Volunteers**

- Sec. 1 No director of the corporation shall be personally liable to the corporation or its members for monetary damages for breach of the volunteer's fiduciary duty; provided however, this provision shall not eliminate or limit the liability of a volunteer for any of the following:
- a) A breach of the volunteer'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) Michigan Nonprofit Corporation Act;
  - d) A transaction from which the volunteer derived an improper personal benefit;
  - e) An act or omission occurring before the date the document is filed; or
  - f) An act or omission that is grossly negligent.

- Sec. 2 The term “volunteer” shall have the same definition as set forth in Section 551 (1) 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 of the Corporation existing at the time of, or for, or with respect to, any acts or omissions occurring before the effective date of such repeal or modification.

ARTICLE X  
**Amendments**

- Sec. 1 Amendments to these bylaws may be made at the annual meeting of the general membership by a two-thirds vote of those present, after public notification of the meeting.

ARTICLE XI  
**Parliamentary Procedure**

- Sec. 1 Robert’s Rules of Order Revised, when not in conflict with these bylaws, shall govern the proceedings of this corporation.

ARTICLE XII  
**Dissolution**

- Sec. 1 In the event of dissolution, all assets, real and personal, shall be conveyed to the Clinton-Macomb Public Library.

Revised:       September 13, 2022  
                  September 9, 2014  
                  October 13, 2009