

BYLAWS OF
THE FRIENDS OF NILES DISTRICT LIBRARY (NDL) AND
HISTORY CENTER (NHC)

ARTICLE I

MEMBERSHIP AND DUES

Sec. 1 Any individual, corporation, business, or industry interested in the purposes of the Friends may become a member upon payment of annual dues in one of the following categories which constitute the types of membership:

- a. Individual Student Membership \$3.00
- b. Individual Regular Membership \$15.00
- c. Two-Person Membership \$20.00
- d. Individual Lifetime Membership \$150
- e. Two-person Lifetime Membership \$200

Sec. 2 Membership shall run for one year from October 1 to September 30 of the following year. Members joining on or after March 1 shall pay regular dues for membership which runs through September 30 of the following year.

Sec. 3 Membership enrollment is open throughout the year, with a membership drive in September of each year.

Sec. 4 Honorary Membership in the Friends may be conferred upon persons by action of the Board of Directors or membership.

Sec. 5 Each individual member shall have one vote in all matters submitted to the membership for vote. (Co-presidents share a single vote in all matters submitted to the membership for vote.)

Sec. 6 Two-person memberships are available to two people residing at the same address.

ARTICLE II

OFFICERS AND MEMBERS-AT-LARGE

Sec. 1 The officers of the Friends are listed below. Co-Presidents may serve instead of a single President.

- a. President
- b. Vice President
- c. Secretary
- d. Treasurer

Sec. 2 All officers and members-at-large must be members in good standing.

Sec. 3 No member of the Board of Trustees of NDL shall hold an office or act as a member at-large in this corporation simultaneously. Neither the Director of NDL nor the Director of the NHC shall hold an office or act as a member at-large in this corporation.

Sec. 3 Election of officers and no more than three members-at-large shall take place every other year (even years) at the annual membership meeting. The Nominating Committee shall present a slate of officers and candidates for members-at-large for vote. Additional nominations may be made from the floor.

Sec. 4 All elected officers and members-at-large serve for a term of two-years beginning with the first day of January following the annual meeting in which they were elected. Officers elected in November shall take office immediately; their term shall expire December 31 the following year. Appointed officers and members-at-large serve until the next regularly scheduled election of officers.

Sec. 5 Elected officers and members-at-large may resign by written notice to the President, which resignation shall be effective upon receipt or at a subsequent time as set forth in the notice. Failure of an officer or member-at-large to attend three consecutive meetings of the Board of Directors may be considered voluntary resignation at the discretion of the Board of Directors.

Sec. 6 The President shall:

- a. Preside at all meetings of the Friends.
- b. Make recommendations for appointments to fill any vacant office or member-at-large position to be approved by the Board of Directors. The President may appoint members-at-large anytime there are fewer than three members-at-large serving.
- c. Makes appointments for committee chairpersons as needed.
- d. Be an ex-officio member of all committees.

- e. Be elected to no more than three consecutive two-year terms. After not holding an office for a period of two years, a past president may again be elected to an office.
- f. Break any tied votes of the Board of Directors or membership.
- g. Co-Presidents must act in unison in all matters.

Sec. 7 The Vice President shall:

- a. Perform all duties of the President or Co-Presidents in the absence or incapacity of the President or both Co-Presidents.
- b. Acts as the Membership Chairperson

Sec. 8 The Secretary shall:

- a. Keep a record of the minutes of all meetings of the corporation.
- b. Conduct the correspondence of the corporation.
- c. Keep a record of the names, contact information and dues status of all members.

Sec. 9 The Treasurer shall:

- a. Maintain a simple bookkeeping journal.
- b. Keep the all official financial records of the corporation.
- c. Issue payments upon the direction of the Board of Directors.
- d. Present a report on all financial matters at each Board of Director's meeting and at the annual membership meeting.
- e. File all papers required by the Internal Revenue Service and the State of Michigan.

Sec. 10 Members-at-large shall:

- a. Represent the membership at all meetings of the Board of Directors.

ARTICLE III

BOARD OF DIRECTORS

Sec. 1 The Board of Directors shall consist of the officers of the corporation, and no more than three members-at-large. The

Director of the NDH or his/her alternate is an ex-officio member of the Board of Directors. The Director of the NHC or his/her alternate is an ex-officio member of the Board of Directors.

Sec. 2 The duties of the Board of Directors shall be:

- a. To transact business of the corporation.
- b. To meet at least quarterly.
- e. To approve Officer appointments, Members-at-large appointments and committee Chairperson appointments as recommended by the President.

Sec. 3 Each member of the Board of Directors, except the Director of the Library and the Director of the Niles History Center, has one vote. (Co-Presidents share a single vote.) The presence of the NDH Director and the NHC Director or his/her alternate(s) and at least two other officers of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. A simple majority of the members of the Board of Directors present at any meeting is required for action on any motion.

Sec. 4 Reasonable effort should be made to notify all members of the Board of Directors if a meeting is held outside the regularly scheduled times.

ARTICLE IV

COMMITTEES

Sec. 1 The Board shall establish committees, either standing or ad hoc as needed to accomplish its goals.

ARTICLE V

MEETINGS OF THE MEMBERSHIP

Sec. 1 The Annual Meeting shall be held during November of each year to conduct appropriate business, with the election of officers held in even years by membership vote.

Sec. 2 A special meeting of the Friends membership may be called at any time by the President or by two members of the Board of Directors or by ten (10) members of the Friends.

ARTICLE VIIRELATIONSHIP WITH THE NILES DISTRICT LIBRARY BOARD
OF TRUSTEES AND THE DIRECTOR OF NILES DISTRICT
LIBRARY AND CITY OF NILES

Sec. 1 The Directors administer all aspects of the day-to-day businesses of NDL and NHC.. Friends should keep the Directors informed of all Friends projects and fundraising appeals.

Sec. 2 The Board of Trustees is the governing body of Niles District Library. They have fiscal responsibility for all NDL funds and provide all guidance to the NDL Director in determining NDL services and programs. The NDL Director should keep the Board informed of all Friends projects and fundraising appeals.

Sec. 3 The City Council of Niles is the governing body of the Niles History Center. They have fiscal responsibility for all NHC funds and provide all guidance to the NHC Director in determining NHC services and programs. The NHC Director should keep the City Council of Niles informed of all Friends projects and fundraising appeals.

Sec. 3 The Friends primary purpose is to raise funds for the support of the services and programs of NDL and NHC as determined by the NDL Director and the Board, and the NHC Director and the City Council of Niles. The secondary purpose is to promote the use of the services and participation in the programs of NDL and NHC. The Friends are not a governing or advisory entity of NDL or NHC, and do not determine the services and programs of either entity. The Friends aim to be responsive to the needs as determined by the NDL Director and the Board , and the NHC Director and the City Council of Niles. The NDL Director should keep the Friends informed of the needs of the Library. The NHC Director should keep the Friends informed of the needs of NHC.

ARTICLE VIII

AMENDMENTS

Sec. 1 These by-laws may be amended at any meeting of the membership.

~~Sec. 3 Ten (10) members, or ten percent of the membership, whichever is less, shall constitute a quorum at any Annual or Special Meeting of the corporation and may conduct all business of the corporation except dissolution.~~

Sec. 3 A simple majority of the members present is required for any motion to pass.

Sec. 4 Notice of the time and place of each Annual or Special Meeting of the corporation shall be posted on the library's website and in the library at least thirty days before the meeting.

ARTICLE VI

FINANCES

Sec. 1 The fiscal year of this corporation shall be October 1 – September 30.

Sec. 2 The Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Friends, and such authority may be general or confined to specific instances.

Sec. 3 All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Friends in such manner as shall from time to time be determined by the Board of Directors.

Sec. 4 All funds of the Friends, not otherwise employed, shall be deposited to the credit of the Friends in such banks, trust companies or other depositories as the Board of Directors may select.