

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

ARTICLE I
NAME

The name of this organization shall be the Friends of the Niles District Library and Niles History Center, Inc., hereinafter referred to as "Friends."

ARTICLE II
PURPOSE

The purpose of the Friends shall be to promote and support services and programs of the Niles District Library (NDL) and Niles History Center (NHC); support may include fundraising through sales, public appeals and grant applications, et al.

ARTICLE III
MEMBERSHIP AND DUES

Section I: Eligibility

- a. The Friends is organized as a non-stock membership organization.
- b. Any individual interested in the purposes of the Friends may become a member in good standing upon payment of annual dues and shall remain a member so long as dues are paid for the current year.

Section II: Dues

- a. Dues shall be set according to the following membership categories.
 1. Individual Regular Membership
 2. Couples Membership
 3. Senior Citizen
 4. Life Member
 5. Corporate/Business
- c. The amount of the annual dues for each category shall be established for the next year by vote of the membership at the annual meeting in October of each year; a life member shall not pay dues other than those already paid to secure life membership.
- d. The privileges of membership shall be the same for all classes of members with each member having one vote, except that, in the case of Couples membership, each person will be entitled to one vote.

- e. 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.
- f. Membership enrollment is open throughout the year.

Section III: Honorary Membership. Honorary Membership in the Friends may be conferred upon persons by action of the membership.

ARTICLE IV MEETINGS

Section I: Annual Meeting. The Annual Meeting shall be held during October of each year to conduct appropriate business, with the election of the Board and officers held in even years by membership vote.

Section II: Special Meetings. 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.

Section III: Board Meetings. There will be at least 4 meetings of the Board each year; the Board may meet more frequently as determined by the Board.

Section IV: Quorum. At any meeting of the Membership, a majority of members present shall constitute a quorum.

Section V: Notice. Notice of the time and place of each Annual Meeting, Board meeting or any Special Meeting of the corporation shall be posted on the library's website and in the library and Niles History Center at least 7 days before the meeting. Additional Notice may also be given digitally by use of email, social media, or any other method that can be reasonably expected to reach members.

Section VI: Virtual meetings. Except as otherwise provided in these Bylaws, regular, special, and annual meetings and voting may be conducted through the use of a virtual meeting service that supports visible and/or voice participation with sufficient identification measures, identifying those seeking recognition to speak, showing (or permitting the retrieval of) the text of pending motions, and assurance of fair and valid voting. These electronic meetings shall be subject to all rules adopted by the organization to govern them.

ARTICLE V ELECTION

Section I: Election to be held. The Board and officers of the Board of Directors of the Friends shall be elected by the membership at the ANNUAL MEETING for a term of two (2) years commencing at the end of the Annual Meeting in even-numbered years.

A Nominating Committee may recommend individuals or a slate of individuals for election to the Board. Nominations will also be accepted from the floor at the annual meeting. Voting shall be by anonymous paper ballots.

Section II-Board Members. The Board shall consist of not more than 8 members in good standing, including the officers, and not less than 4 members.

Section III: Officers: The officers will be elected at Annual Meeting and selected from the elected members of the Board.

Section 1: Officers to be elected. The officers of the Friends shall be President, Vice-President, Secretary and Treasurer. The officers shall first be elected members in good standing of the Board of Directors.

Section 2: Duties of Officers. The officers shall have the following duties:

- a. President—will preside at all meetings and will report on the state of the corporation and its activities at the Annual Meeting.
- b. Vice President –will preside in the absence of the President.
- c. Secretary –will keep the membership roll, send notices of meetings and keep minutes of the annual meeting, Board Meetings and any special meetings.
- d. Treasurer—will be responsible for collecting dues, depositing any funds and making a report of the financial condition of the organization at each meeting of the Board and the Annual Meeting and filing any required reports with the IRS or State of Michigan.

Section 3: Executive Committee. The officers of the Friends shall constitute the Executive Committee of the Board and shall have authority to conduct business of the corporation between meetings of the Board and the membership.

Section III-Vacancy. In the event that an office becomes vacant prior to the expiration of the term as the result of death, resignation or removal, the Board of Directors shall fill the vacancy for the remainder of the term by appointment at the next regular meeting of the Board. The term will commence upon election and terminate at the Annual Meeting.

ARTICLE VI BOARD OF DIRECTORS

Section I. Duties: The duties of the Board of Directors shall be:

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

Section II: Ex-Officio members. The Director of the Niles District Library and the Director of the Niles History Center shall be ex-officio members of the Board.

Section III: Quorum. The presence of the NDL Director and the NHC Director or his/her alternate(s) and at least two other members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section IV: Notice. Reasonable effort should be made to notify all members of the Board of Directors if a meeting is changed or held outside the regularly scheduled times. Notice may be given digitally by use of email, social media, or any other method that can be reasonably expected to reach members.

ARTICLE VII
COMMITTEES

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

ARTICLE VIII
FINANCES

Section I. Fiscal Year. The fiscal year of this corporation shall be October 1 – September 30.

Section II: Authorization

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.

All checks, drafts or other orders for the payment of money, notes or other evidence 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.

Section III: Holding of property/funds. All funds of the Friends shall be deposited to the credit of the Friends in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE IX

RELATIONSHIP WITH THE NILES DISTRICT LIBRARY BOARD OF TRUSTEES AND THE
DIRECTOR OF NILES DISTRICT LIBRARY AND CITY OF NILES

Section I. The Friends. The Friends is an independent non-profit corporation organized under the Michigan Non-Profit Corporation and having tax exempt status under 501(c)(3). The Friends receives financial support from the dues collected from members and its own fundraising efforts. It has no financial or managerial role in either the Niles District Library or the Niles History Center.

Section II. Niles District Library. The Niles District Library is a tax authority established under Michigan Library Establishment of Act of 1989. The governing body of Niles District Library (NDL) is a Board of Trustees. 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 or their designee is an employee of the NDL Board of Trustees and serves as ex officio member of the Friends Board of Director and acts as the liaison between the NDL Board of Trustees and the Friends Board of Director regarding all Friends projects and fundraising appeals.

Section III. Niles History Center. The Niles History Center is owned and operated by the City of Niles. The City Council of Niles is the governing body of the Niles History Center (NHC). 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 or their designee is an employee of the City of Niles and serves as ex officio member of the Friends Board of Directors and acts as the liaison between the NDL Board of Trustees and the Friends Board of Director regarding all Friends projects and fundraising appeals.

Section IV—Collaboration/Roles:

The directors of the NDL and NHC with their respective governing bodies will determine programs, services and needs for support for the NDL and NHC.

The directors of the NDL and NHC will identify those needs for support such as financial or volunteer participation for consideration of the Friends.

The Friends will provide support for those programs and services identified by the directors and provide such support when feasible taking into consideration available resources.

ARTICLE X
DISSOLUTION

In the event of Dissolution, any property or assets of the corporation shall be distributed as set forth in the Articles of Incorporation.

ARTICLE XI
AMENDMENTS

These by-laws may be amended at any meeting of the membership. If written notice of any proposed change is mailed or other published to the membership at least 30 days in advance of the Meeting, it may be adopted by a majority vote of the members present. If no written notice is given, adoption requires 2/3 of those present at the meeting voting in favor of the amendment.

Adopted as Revised November ____, 2023

Secretary