

BYLAWS OF THE FRIENDS OF THE TRAVERSE AREA DISTRICT LIBRARY

SECTION 1: NAME, ADDRESS AND MISSION STATEMENT

1.1 NAME AND ADDRESS. The name of the Corporation shall be “The Friends of Traverse Area District Library” known as Friends of the Library or FTADL. The address for FTADL shall be 610 Woodmere Ave., Traverse City, MI 49686. FTADL is a non-profit, 501 (c) (3) organization as defined by the Internal Revenue Service.

1.2 MISSION. FTADL is dedicated to encouraging awareness, appreciation, use and support of TADL facilities and its role in the cultural and educational development of the district.

SECTION 2: MEMBERS AND MEETINGS

2.1 MEMBERS

2.1.1 FTADL does not discriminate on the basis of sex, race, color, religion, gender identity, national origin, disability or sexual orientation.

2.1.2 Any person interested in the mission and purposes of FTADL may become a member upon payment of dues. Any member who shall fail to pay his/her dues within six (6) months of when they are due shall cease automatically to be a member.

2.1.3 Any organization or business may become a member upon payment of dues in which case it shall designate an individual authorized to vote on its behalf.

2.1.4 A dues schedule shall be established by the Board of Directors; this schedule may be amended from time to time.

2.1.5 The Board of Directors may designate as “Honorary Members,” those persons who have rendered exemplary service to the Corporation. Honorary Members shall not be required to pay dues for a term determined by the Board of Directors.

2.2 MEETINGS

2.2.1 An annual members meeting shall be held at such time and place as shall be set by the Board of Directors, for the purpose of electing directors and for transacting such other business as may properly be brought before the meeting.

2.2.2 Special members meetings may be called at any time by the majority of the Board of Directors or the President, or shall be called by the Secretary upon the written request of not less than 10 percent of the outstanding members.

2.2.3 The members present at a special or annual meeting of the membership shall constitute a quorum.

2.2.4 The members may adjourn any meeting to another time and place. Notice of such adjourned meeting shall be given at the meeting at which the adjournment is taken and posted at the Main branch of the Traverse Area District Library.

2.3 NOTICE OF MEETINGS

2.3.1 Written notice of the time, place and purpose of any meeting of members shall be given to the members and posted at the Main branch of the Traverse Area District Library at least twenty (20) but not more than sixty (60) days prior to the date of the meeting.

2.3.2 Notwithstanding the foregoing, no notice need be given if the member submits a signed waiver of notice before or after a meeting, or attends a meeting without protesting any lack of notice.

2.4 VOTING. Each member is entitled to one vote on each matter submitted to a vote, unless otherwise provided in the Articles of Incorporation. For family memberships, each adult family member is entitled to one vote.

SECTION 3: BOARD OF DIRECTORS

3.1 FUNCTIONS. Except as specifically provided in the Corporation's Articles of Incorporation or these bylaws, all rights, powers, duties and responsibilities related to the management and control of the Corporation's property, activities and affairs are vested in the Board of Directors. In addition to the power and authority expressly conferred upon it by these bylaws and the Articles of Incorporation, the Board of Directors may take any lawful action on behalf of the Corporation which is not by law or by the Articles of Incorporation or by these bylaws required to be taken by some other party.

3.2 NUMBER AND TERM. The Board of Directors shall consist of not less than nine (9) and not more than fourteen (14) directors elected by the members at the annual members meeting, to serve a term of two (2) years, or until their successors have been elected. A director must be a member.

3.3 REMOVAL. At any meeting, a majority of the members may remove any director with or without cause.

3.4 VACANCIES. Any vacancies occurring in the Board of Directors for any reason may be filled by the remaining directors (even though less than a quorum is present) or the members. Any person appointed to fill a vacancy shall serve for the unexpired portion of the term.

3.5 MEETINGS

3.5.1 Annual meetings of the Board of Directors shall be held immediately following the annual meeting of members, for the election of officers and for the transaction of any other business which may come before such meeting.

3.5.2 In addition to the annual meeting, there shall be held regular meetings in accordance with a schedule at such times and places as the Board of Directors shall determine. This schedule shall be posted at the Main branch of the Traverse Area District Library and on the library's website.

3.5.3 Special meetings of the Board of Directors may be called by the Secretary of the Corporation upon the request of the President or not less than twenty percent (20%) of the directors.

3.5.4 One-half of the directors then in office shall constitute a quorum for the purposes of conducting business at any meeting of the Board of Directors, rounding up if needed; for example, if the board comprises nine members, five would be needed for a quorum.

3.5.5 Members of the Board of Directors shall be required to attend a minimum of six scheduled Board meetings per year. Failure to meet this requirement will result in review by the Board, which may vote to remove those who are non-compliant from the Board.

3.5.6 A majority of the directors present, whether or not a quorum, may adjourn any meeting to another time and place. Notice of such adjourned meeting shall be given at the meeting at which the adjournment is taken and posted at the Main branch of the Traverse Area District Library.

3.5.7 Any action required or permitted to be taken pursuant to authorized vote at any meeting of the Board of Directors or a committee thereof, may be taken without a meeting if, before or after the action, all members of the Board of Directors or the committee consent thereto in writing. Written consent shall be filed with the minutes of the proceeds of the Board of Directors or committee. Such consent shall have the same effect as the vote of the Board of Directors or committee for all purposes.

3.5.8 A member of the Board of Directors or of a committee may participate in a meeting by means of conference telephone call or similar communications equipment by 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.

3.6 NOTICE OF MEETINGS

3.6.1 Notice of the annual meeting should follow the same guidelines as specified for the board's regular meetings, as outlined in Section 2.3.1. Special meetings of the Board of Directors shall be held pursuant to notice of the time, place and purpose thereof either delivered personally, communicated by telephone, email, or mail to each director not less than five (5) days prior to the meeting, and if by telephone, confirmed in writing before or after the meeting.

3.6.2 Notwithstanding the foregoing, no notice need be given to any person who submits a signed waiver of notice before or after a meeting, or who attends a meeting without protesting any lack of notice.

3.7 RESIGNATION. A director may resign by giving written notice to the Secretary of the Corporation. Unless otherwise specified in the resignation, the resignation shall take effect upon receipt, and the acceptance of the resignation shall not be necessary to make it effective.

3.8 VOTING. The vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless a greater vote is required by law, by the Articles of Incorporation or by these bylaws. Each director present shall have one vote. No director shall be entitled to vote by proxy.

3.9 COMPENSATION OF DIRECTORS. The directors shall not be compensated for the performance of services for the Corporation; the Board reserves the option of compensating a Treasurer, if such action is needed, to perform financial and/or bookkeeping services. Directors will, by resolution of the Board of Directors, be reimbursed for expenses incurred on behalf of the Corporation.

SECTION 4: OFFICERS: DUTIES AND POWERS

4.1 OFFICERS. The officers of the Corporation shall be President, Vice-President, Secretary, Financial Secretary and Treasurer, each of whom shall be chosen from among the Directors, and who shall be elected by the Board of Directors at the annual meeting of directors. No officer, except the Secretary and the Treasurer, shall be elected to more than two consecutive two-year terms, unless the Board waives such limitation by resolution. The Board of Directors may appoint such other officers as the Board may deem advisable, who need not be directors and who shall have such authority and shall perform such duties as may be prescribed by the Board. Any two or more offices may be held by the same person, but an officer shall not execute, acknowledge or verify a document in more than one capacity. In addition to the powers set forth in these bylaws, the officers shall have such authority and shall perform such duties as may be determined by the Board of Directors.

4.2 TERMS OF OFFICE AND VACANCY. Each officer shall serve for a term of two years or until such officer's successor is elected. A vacancy in any office shall be filled by vote of the Board of Directors. A person elected to fill a vacancy shall serve for the balance of the unexpired term. Terms begin on June 1 and end on May 31 two years later.

4.3 REMOVAL. Any officer may be removed at any time, with or without cause by the vote of a majority of the Board of Directors.

4.4 DUTIES OF OFFICERS. The duties of all officers shall be as set forth in these bylaws and as specifically established by the Board of Directors from time to time.

4.4.1 PRESIDENT. The President shall preside at all meetings of the Board of Directors, shall act as the chief executive officer of the Corporation, and, subject to the direction of the Board of

Directors, shall have general powers of supervision and management of the affairs of the Corporation. The President shall appoint, with the approval of the Board of Directors, the chairman and members of all committees, and shall be an ex-officio member of all committees.

4.4.2 VICE-PRESIDENT. In the absence or disability of the President or in the event of (and during the period of) vacancy in that office, the Vice-President shall have the powers and perform the duties of the President.

4.4.3. SECRETARY AND FINANCIAL SECRETARY. The Secretary shall cause a record to be kept in permanent form of all meetings of the Board of Directors and members and shall send out notices of all Member and Board of Director meetings. The Financial Secretary shall perform such other duties as may be assigned by the Financial Controls Policy, by the Board of Directors or the President.

4.4.4. TREASURER. The Treasurer will have general charge of the finances of the Corporation, as detailed in the Financial Controls Policy. He or she will keep full and accurate account of all receipts and disbursements of the Corporation in books belonging to the Corporation, which will be open at all times to the inspection of the Board of Directors. He or she will make reports to the Board of Directors at its regular meetings, as well as other reports to the Board of Directors as it may require, and will prepare a summary report to present to the Board of Directors at its annual meeting. In addition, the Treasurer shall prepare and file all required reports. The Board of Directors, at its discretion, may appoint or hire a Treasurer who will perform duties and assume responsibilities of the Treasurer as stated above under the general direction of the President.

4.4.5 ADDITIONAL DUTIES. Any officer of the Corporation, in addition to the powers conferred upon him or her by these bylaws, will have such additional powers and perform such additional duties as may be prescribed from time to time by the Board of Directors.

4.5 COMPENSATION. The compensation of any agents, employees, officers, and representatives of the Corporation shall be fixed by the Board of Directors.

SECTION 5: COMMITTEES

5.1 APPOINTMENT OF COMMITTEES. The Board of Directors may establish committees, consisting of at least one person. Committee members may be members of the Board of Directors, members of the Corporation, or from the public at large. The chairperson and members of the committee will be appointed by the Board of Directors. Each such committee may exercise all powers and authority delegated to it in the Board resolution establishing the committee, except as restricted by applicable law. Members may be removed by the Board.

5.2 REPORTS OF COMMITTEES. The studies, findings and recommendations of all committees will be reported to the Board of Directors for consideration and action, except as otherwise ordered by the Board of Directors. Committees may adopt such rules for the conduct of business as are appropriate and as are not inconsistent with these bylaws, the Articles of Incorporation, or state law.

SECTION 6. INDEMNIFICATION OF DIRECTORS, OFFICERS, MEMBERS AND EMPLOYEES

6.1 ACTION IN THE BEST INTEREST OF THE CORPORATION. The Corporation shall have power to 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, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a director, officer, member, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another foundation, corporation, business enterprise, whether for profit or not, against expenses (including attorneys' fees) judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation or its members and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Corporation or its members and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

6.2 ACTIONS BY OR IN RIGHT OF THE CORPORATION. The Corporation shall have the power to indemnify any person who was or is a party 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 by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foundation, corporation, business corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses (including attorneys' fees) and amounts paid in settlement actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation or its members, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been determined to be liable to the Corporation except to the extent that the Court in which such action or suit was brought, or another court of competent jurisdiction, shall determine upon application that indemnification is consistent with applicable law and any restriction which may be contained in the Corporation's Articles of Incorporation or these bylaws and that, despite the adjudication of liability and in view of all relevant circumstance, he or she is fairly and reasonably entitled to indemnification for such reasonable expenses incurred which the Court shall deem proper, whether or not he or she has met the applicable standard of conduct set forth in this Section 7.2.

6.3. EXPENSES. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 7.1 and 7.2, or in defense of any claim, issue or matter therein, he or she shall be

indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

6.4. DETERMINATION OF INDEMNIFICATION. Any indemnification under Sections 6.1 and 6.2 (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 6.1 or 6.2 and upon an evaluation of the reasonableness of expenses and amounts paid in settlement. Such determination shall be made (i) by the Board of Directors by a majority vote of a quorum (as defined in Section 3.5.4 of these bylaws) consisting of directors who are not parties to such action, suit or proceeding; (ii) if such quorum is not obtainable, by a majority vote of a committee duly designated by the Board (in which designation all Board members may participate) and consisting solely of two or more directors not at the time parties or threatened to be made parties to the action; (iii) by independent legal counsel, in a written opinion, selected by the Board or its committee in the manner described in the foregoing clauses (i) or (ii) or, if a quorum under clause (i) cannot be obtained and a committee under clause (ii) cannot be designated, by the Board (in which action all Board members may participate); or (iv) by majority vote of the members other than directors, officers, employees or agents of the Corporation who are parties or threatened to be made parties to the action. Notwithstanding the failure or refusal of the directors or counsel to make provision therefor, such indemnification shall be made if a court of competent jurisdiction has made a determination that the director, officer, employee or agent has a right to indemnification hereunder in any specific case upon the application of such director, officer, employee or agent.

SECTION 7: CONFLICT OF INTEREST

7.1 STATEMENT OF POLICY. It is the policy of the Corporation that all officers, directors, committee members and employees of the Corporation shall scrupulously avoid any conflict and any appearance of conflict between their own respective individual interests and the interests of the Corporation, in any and all actions taken by them on behalf of the Corporation in their respective capacities.

7.2 DEALING WITH THE CORPORATION. A contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and a domestic or foreign corporation, firm or association of any type or kind in which one or more of the Corporation's directors or officers are directors or officers, or are otherwise interested, shall not, because of the interest, or because such directors are present at the meeting of the Board of Directors or committee thereof at which such contract or transaction is acted upon or because their votes are counted for such purpose, be enjoined, set aside or give rise to an award of damages or other sanctions in a proceeding by a member or by or in the right of the Corporation if any of the following conditions is satisfied:

7.2.1 The contract or other transaction is fair and reasonable to the Corporation when it is authorized, approved or ratified; or

7.2.2 The material facts of the contract or transaction and the director's or officer's interest are disclosed or known to the Board of Directors or committee thereof and the Board of Directors or committee thereof authorizes, approves or ratifies the contract or transaction by a vote of a majority of the directors or the committee members who had no interest in the contract or transaction, even though less than a quorum; or

7.2.3 The material facts of the contract or transaction and the director's or officer's interest are disclosed or known to the members, and the members authorize, approve or ratify the contract or transaction by a vote of a majority of the members who had no interest in the contract or transaction. Members holding a majority of votes held by members who had no interest in the contract or transaction shall constitute a quorum for any such vote.

7.3 PROCEDURE IN EVENT OF POTENTIAL CONFLICT OF INTEREST. In the event that any officer, director, committee member or employee of the Corporation shall have any direct or indirect interest in, or relationship with, any individual or Corporation which proposes to enter into any transaction with the Corporation, such officer, director, committee member or employee shall give the Board of Directors written notice of such interest or relationship and shall thereafter refrain from voting or otherwise attempting to exert any influence on the Corporation, its Board of Directors, or its committees, to affect its decision to participate or not to participate in such transaction.

7.4 NOTICE OF POLICY. Every officer, director, committee member or employee shall be advised of the policy set forth in this Section by the President immediately upon election or appointment. Each officer, director, committee member or employee shall be asked to submit a letter outlining any possible area of conflict of interest at the first meeting of the Board of Directors following his or her election or appointment, and the letter shall become a part of the permanent records of the Corporation.

7.5 PUBLICATION OF POLICY. The policy set forth in the Section shall be called to the attention of the Board of Directors and each Committee of the Corporation at a regular meeting thereof, not less than once each year, and such action shall be recorded in the minutes of such meeting. A copy of this policy shall be furnished to each officer, director, committee member and employee who is presently serving the Corporation, or who may hereafter become associated with the Corporation.

SECTION 8: AUDITS AND FISCAL YEAR

8.1 AUDITS. Upon request of the majority of the members of the Board of Directors, there shall be an audit or review of the financial statements of the Corporation by an independent certified public accountant selected by the Board of Directors.

8.2 FISCAL YEAR. The fiscal year of the Corporation is a calendar year starting January 1 and ending December 31. However, the fiscal year can be altered by the Board of Directors should it deem the change necessary.

SECTION 9: MISCELLANEOUS PROVISIONS

9.1 FINANCIAL CONTROLS. Specific provisions regarding expenditures, borrowing of funds, and other financial considerations shall be found in the Financial Controls Policy.

9.2 METHOD OF GIVING NOTICES. Any notice required by statute or by these bylaws to be given to the members, directors, or to any other officers of the Corporation, unless otherwise provided herein or in any statute, shall be given by email or posted mail, to such member, director or officer at such member's, director's or officer's last address as appears on the records of the Corporation. Such notice shall be deemed to have been given at the time of such mailing.

9.3 AMENDMENTS. These bylaws may be altered or amended by the affirmative vote of a majority of the outstanding members or the majority of the members of the Board of Directors then in office. If amended by the Board of Directors, notice of the proposed amendment shall be provided to the members at least ten (10) days prior to the Board of Directors where such action is proposed to be taken.

9.4 ADDITIONAL RULES. The Board of Directors may adopt additional rules and procedures for the conduct of their meetings, and additional rules and regulations for the conduct of the affairs of the Corporation, provided that no such additional rule shall be inconsistent with the Articles of Incorporation or these bylaws.

I certify that these Bylaws were adopted by the affirmative vote of at least two-thirds of the members of the Board of Directors present at the monthly Board Meeting of the Friends of the Traverser Area District Library held on November 20, 2018.

By: _____
Marika BeVier

Secretary

Board of Directors