

ARTICLE I – NAME

The name of the organization is Friends of the University Libraries of Western Michigan University.

ARTICLE II – PURPOSE

The purpose of the Friends of the University Libraries of Western Michigan University is to strengthen and support the activities of the University Libraries; to offer an opportunity for interested individuals to come together with a common interest in the literary and cultural activities of the University Libraries; to encourage gifts and bequests; to assist in special projects; and to aid in the development of special collections.

ARTICLE III – MEMBERSHIP

1. Persons and organizations interested in the PURPOSE of the organization shall be eligible for membership.
2. Admission to membership will be conferred by the Board of Directors on receipt of application for membership in one of the following classes:
 - a. Student Member, on annual payment of \$5
 - b. Associate Member, on annual payment of \$10
 - c. Contributing Member, on annual payment of \$25-\$99
 - d. Donor Member, on annual payment of \$100-\$499
 - e. Patron Member, on annual payment of \$500-\$999
 - f. Benefactor Member, on annual payment of \$1,000 or more
 - g. Life Member, on election by the Board of Directors in recognition of outstanding contributions to the advancement of the organization's PURPOSE.
3. The membership year shall coincide with the calendar year.
4. All members shall be eligible to attend meetings called by the Board of Directors, hold elective office, and fully participate in the programs and activities of the organization.

ARTICLE IV – MEETINGS

1. There shall be an annual meeting of the membership at a time and place to be established by the Board of Directors.
2. Special Meetings of the membership may be held at such times as may be deemed necessary by the President or the Board of Directors.
3. Notice of meetings will be distributed to members at least ten days before the meeting date.
4. The members present shall constitute a quorum at any meeting scheduled by the President or the Board of Directors, provided that at least four of the Board of Directors are present.

ARTICLE V – OFFICERS AND DUTIES

1. The membership shall elect from its members a President and a Vice-President who shall serve one-year terms. The membership shall also elect: a) a Secretary, who shall serve a two-year term, and b) a Treasurer, who shall serve a two-year term. The Treasurer must be a full-time employee of Western Michigan University.
2. The President shall preside at all meetings and appoint all committees with the aid of the Board of Directors.
3. The Vice-President shall assist the President and, in the absence of the President, discharge the duties and responsibilities of the President.
4. The Secretary shall be responsible for maintaining appropriate records and carrying on all correspondence.
5. The Treasurer shall handle the financial matters of the organization, maintaining appropriate records, and making financial reports to the Board of Directors.
6. No officer shall serve more than two consecutive full terms.
7. Each elected officer of the organization shall assume office upon conclusion of the annual meeting at which the officers are elected.
8. If officers or Board members are unable to complete their terms of office, the Board of Directors shall fill such vacancies by appointment from the general membership.

ARTICLE VI – BOARD OF DIRECTORS

1. The Board of Directors shall be composed of the officers, and three to five members-at-large elected from the membership to terms of three years. The president of the University, the dean of libraries, and the editor of *Gatherings* shall be ex-officio members of the Board of Directors. Election of the members-at-large will be staggered, with at least one member elected annually.

The membership at the annual meeting shall elect the officers as provided in Article V and new Board of Directors members from a slate presented by the Nominating Committee after reviewing suggestions from the general membership. Membership on the Board of Directors as an elected Board member shall be limited to two consecutive full terms.

2. A library representative shall be appointed by the Dean of the University Libraries to act as a liaison.
3. The Board of Directors shall determine the policies, programs, activities, and the governing rules of the organization. At all times, the Board of Directors will act in consonance with the role and mission of Western Michigan University.
4. An Executive Committee consisting of the elected officers and one Board of Directors member shall be empowered to act for the Board of Directors between meetings. The designated Board member shall serve on the Executive Committee for one year.
5. When possible an undergraduate or graduate student representative may be elected to the board for a year-to-year term. One individual may serve up to four individual terms.

ARTICLE VII – FUNDS AND LIABILITY

1. All funds received by the organization shall be considered to be contributions to

Western Michigan University, may thus qualify for tax deductibility, and shall be deposited in a special restricted account of the Friends of the University Libraries of Western Michigan University by the Western Michigan University Foundation.

2. All fund-raising efforts conducted by the organization will be coordinated with and in conjunction with the Western Michigan University Foundation.
3. All funds shall be disbursed through Western Michigan University at the direction of the organization's Treasurer, with the approval of the majority of the Board of Directors.
4. All funds shall be disbursed in accordance with University policy.
5. The officers and directors of the organization owe certain duties to the organization and its members. These duties include the duty of good faith and the duty of care. The duty of good faith requires an officer or director to refrain from fraud, bad faith, self-dealing, and the pursuit of his/her own interests to the detriment of the organization. The duty of care requires an officer or a director to exercise his/her business judgment with diligence, care, and skill. Further, neither the Board of Directors, individual directors, nor officers shall have authority to borrow money or incur indebtedness or liability in the name of the organization. Further, no member of the organization shall be liable or responsible for actions done within the scope of their authority, except for non-payment of dues.

ARTICLE VIII – MEETING PROCEDURES

The business of the organization shall be conducted according to Robert's Rules of Order, (latest revised edition).

ARTICLE IX – RATIFICATION AND AMENDMENTS

These By-Laws may be amended by two-thirds of the members present at an Annual or Special Meeting of the Friends of the University Libraries of Western Michigan University.

Revised and amended May 13, 2009