

Dated: November 17, 2009

**RESTATED BYLAWS
OF
REDFORD TOWNSHIP FRIENDS OF THE LIBRARY**

The Bylaws of Redford Township Friends of the Library (the "Corporation") adopted by the Members that were effective upon formation of the Corporation are hereby completely amended and restated this November 17, 2009 as follows:

ARTICLE I - SCOPE, PURPOSES AND OBJECTIVES

1.1 SCOPE. Redford Township Friends of the Library is a Michigan nonprofit, nonstock corporation with a perpetual charter. These Bylaws supplement the Articles of Incorporation and are subject to laws that apply now or later.

1.2 PURPOSES. The purpose or purposes for which the Corporation is organized are as specified in the Articles of Incorporation.

ARTICLE II - MEMBERS

2.1 MEMBERSHIP. Under the Michigan Nonprofit Corporation Act, a corporation organized upon a nonstock basis shall be organized upon either a membership basis or a directorship basis. This Corporation is organized on a membership basis, and pursuant to Section 305 of the Michigan Nonprofit Corporation Act, shall have members.

2.2 CLASS OF MEMBERS. The Corporation shall have four (4) classes of members:

- a. Individual Members;
- b. Organizational Members;
- c. Sustaining Members; and
- d. Patron / Life Members.

2.3 ELIGIBILITY FOR MEMBERSHIP.

a. Individual Members. Any individual supportive of the goals and objectives of the Corporation shall be eligible for membership in the Corporation as an Individual Member if he or she has been accepted as a Individual Member by the Board of Directors (the "Board") and has paid all dues and membership fees required of Individual Members by the Board.

b. Organizational Members. An entity or organization shall be eligible for membership in the Corporation as an Organizational Member if the entity or organization has

been accepted as an Organizational Member by the Board and has paid all dues and membership fees as required of Organizational Members by the Board.

c. Sustaining Members. Any individual supportive of the goals and objectives of the Corporation shall be eligible for membership in the Corporation as Sustaining Member if he or she has been accepted as a Individual Member by the Board and has paid all dues and membership fees required of Sustaining Members by the Board.

d. Patron / Life Members. Any individual who is supportive of the goals and objectives of the Corporation shall be eligible for membership in the Corporation as a Patron / Life Member if he or she is designated as a Patron / Life Member by the Board and has paid all dues and membership fees required of Patron / Life by the Board.

2.4 APPLICATION FOR MEMBERSHIP. Each applicant for membership in the Association shall submit an application for membership to the Board or its designee for consideration, if the Board establishes such an application. The application shall be on such form as the Board shall designate. Any nonprofit corporation, business corporation, partnership, unincorporated association, educational institution, unit of government or subdivision thereof, or individual may apply for membership.

2.5 MEMBER REPRESENTATIVES. Each Member that is an entity or organization shall designate one individual to be its representative for purposes of (i) receiving notices and other information, (ii) communicating with the Association on the Member's behalf, (iii) representing the member at meetings of the Members, and (iv) voting the Member's interest in the Association.

2.6 LIABILITY OF MEMBERS. No member of the Corporation shall be personally liable for any of the Corporation's debts, liabilities, or obligations, unless the member has agreed in writing to be liable for such debt, liability or obligation.

2.7 TRANSFER OF MEMBERSHIP. Membership in the Corporation is not transferable nor assignable.

2.8 VOTING POWER. Each Member shall be entitled to vote in all matters submitted to a vote of the Members. In all matters in which a vote of the Members is taken, each Member shall have one (1) vote, regardless of the amount of membership dues paid or payable by such Member. A vote may be cast either orally or in writing. When an action is to be taken by vote of the members, it shall be authorized by a majority of the votes cast by the Members entitled to vote thereon, unless a greater plurality is required by the Articles of Incorporation or by law.

2.9 ANNUAL MEETING. The annual meeting of the members shall be held at such time and place set by the Board, for the purposes of hearing reports of officers, electing Directors of the Corporation, approving an annual budget, and transacting other pertinent business.

2.10 SPECIAL MEETINGS. Special meetings of the Members may be called upon the written request of the President, the Board or by at least five (5) Members.

2.11 NOTICE OF MEETINGS. Except as otherwise provided by Michigan law, written notice of the time, place and purposes of the meeting of members shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by mail, or by electronic transmission in a manner authorized by the member receiving notice via electronic transmission, to each member of record entitled to vote at the meeting or may be included by being prominently displayed in a newspaper or other periodical regularly published at least semi-annually by or on behalf of the Corporation, and mailed at postage rates complying with the regulations of the United States Postal Service addressed to a member entitled to vote at the meeting not less than ten (10) nor more than sixty (60) days before the meeting.

2.12 NOTICE OF ADJOURNED MEETING. When a meeting is adjourned to another time or place, it is not necessary, unless these Bylaws provide otherwise, to give notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting only such business is transacted as might have been transacted at the original meeting. However, if after the adjournment the Board fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given to each member of record as of the new record date.

2.13 WAIVER OF NOTICE. A member may waive notice of a meeting. Attendance of a member at a meeting constitutes a waiver of notice of the meeting, except where the member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

2.14 ACTION WITHOUT MEETING. Any action required or permitted by law to be taken at any meeting of the members may be taken without a meeting, without prior notice and without a vote, if a consent in writing setting forth the action so taken, is signed by the minimum number of members that would be necessary to authorize or take action at a meeting at which all members were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those members who have not consented in writing.

2.15 QUORUM. Except as hereinafter provided and as otherwise provided by law, at any meeting of the members, a quorum shall be a majority of Members. Action in all matters except as otherwise specified within these Bylaws shall be decided by majority vote of the Members present and voting at a meeting at which there is a quorum. The members present in person or by proxy at such meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Less interest than a quorum may adjourn any meeting.

2.16 MEETINGS BY ELECTRONIC COMMUNICATION. A member may participate in a meeting of members by electronic communications by which all persons participating in the meeting may hear each other, if all participants are advised of the electronic communication in use and the names of the participants in the conference are divulged to all participants. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

2.17 PROXY. Except as otherwise provided in Articles of Incorporation or in these Bylaws, a member entitled to vote at a meeting of members or a member desiring to express consent or dissent without a meeting may authorize other persons to act for the member by proxy. A proxy shall be signed by the member or an authorized agent or representative. A proxy is not valid after the expiration of three (3) years from its date, unless otherwise provided in the proxy. A proxy is revocable at the pleasure of the member executing it, except as otherwise provided by Michigan law.

ARTICLE III - BOARD OF DIRECTORS

3.1 GENERAL POWERS. The Board shall govern and manage the business and affairs of the Corporation.

3.2 NUMBER, TERM, AND QUALIFICATIONS. The Corporation shall have at least three (3) directors and not more than nine (9) directors, including ex-officio members described in Paragraph 3.3. Each director shall hold office for a term of two (2) years, and until his or her successor shall have been appointed and qualified or until his or her resignation or removal. At each annual meeting of the Members the Members shall elect members of the Board to fill vacant positions on the Board.

3.3 EX-OFFICIO DIRECTORS. The Library director of the Redford Township District Library shall be an ex-officio member of the Board of Directors, shall hold his or her position by reason of his or her office and only for so long as he or she holds such position, and shall serve in a voting capacity.

3.4 VACANCIES IN SEATS ON THE BOARD. Vacancies in the Board, including a vacancy resulting from an increase in the number of Directors, may be filled by either the Members or the Directors. Any director appointed by the Board to fill a vacancy on the Board shall serve only until the next annual meeting of the Members. If the Directors remaining in office constitute fewer than a quorum of the Board, the remaining Directors may fill the vacancy by the affirmative vote of a majority of all Directors remaining in office.

3.5 RESIGNATION. A Director may resign at any time by providing written notice to the Board.

3.6 REMOVAL. A Director may be removed at any time, with or without cause, by the affirmative vote of a majority of all Members. Removal as a director also shall constitute removal as an officer and as a member of all committees of the Board.

3.7 ANNUAL MEETING. The annual meeting of the Board shall be held after the annual meeting of the Members at a time and place set by the Board for the purposes of electing officers and transacting other pertinent business.

3.8 REGULAR MEETINGS. Regular meetings of the Board shall be held either with or without notice at such times and such places as the Directors by resolution from time to time determine.

3.9 SPECIAL MEETINGS. Special meetings of the Board may be called by the Chairperson of the Board, the President or by the Secretary upon request of any Director. Special meetings may be held upon two (2) days' notice of the time, place, and purpose of the meeting given in writing, by telephone, or by other electronic media to each Director's place of business or residence.

3.10 WAIVER OF NOTICE. Directors may waive notice of any regular, special or annual meeting of the Board or of a committee of the Board. Attendance of a Director at a meeting constitutes a waiver of notice of the meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

3.11 QUORUM AND VOTING. A majority of the Board shall constitute a quorum. Meetings at which a quorum is not present may be adjourned by majority vote of the Directors present. A vote of a majority of the members present at a meeting at which a quorum is present constitutes the action of the board or of the committee, unless the vote of a larger number is required by this act, the Articles or the Bylaws. A vote of a majority of all Directors is necessary to approve the Corporation's annual operating budget or the Corporation's annual capital budget.

3.12 MEETINGS BY ELECTRONIC COMMUNICATIONS. A member of the Board or of a committee of the Board may participate in a meeting by electronic communication by means of which all persons participating in the meeting can hear with each other. Participation in a meeting by this method constitutes presence in person at the meeting.

3.13 ACTION WITHOUT MEETING. Action may be taken by the Board or a committee of the Board without a meeting if, before or after the action, all members of the Board or committee consent in writing. The written consent shall be filed with the minutes of the Board or committee. The consent shall have the same effect for all purposes as a vote of the Board or committee.

ARTICLE IV - OFFICERS

4.1 OFFICERS. The Board, at each annual meeting, shall elect a President, a Secretary, a Treasurer, and one or more Vice Presidents, and any other officers and agents who shall perform duties designated by the Board of Directors. Officers whose authority and duties are not prescribed in these Bylaws shall have the authority and perform the duties prescribed, from time to time, by the Board. Two or more offices may be held by the same person, but an officer shall not execute, acknowledge or verify an instrument in more than one capacity, if the instrument is required by law, or the Articles of Incorporation, or these Bylaws, to be executed and acknowledged or verified by two or more officers.

4.2 DUTIES OF OFFICERS. The officers of the Corporation shall be charged with such duties and authority as usually appertains to such offices in a Corporation, except that said duties may be varied or added to by the Board.

4.3 TERM. Each officer shall serve until the next annual meeting of the Board, until a successor is elected and/or qualified, or until death, resignation or removal. The Board may fill

a vacancy in an elective or appointive office and, with or without cause, may dismiss an elected or appointed officer or agent.

ARTICLE V - - EXECUTIVE COMMITTEE

5.1 **EXECUTIVE COMMITTEE.** The Board may establish an Executive Committee of the Board. If the Board so establishes an Executive Committee, the Executive Committee shall be authorized to exercise all powers of the Board in the management of the business and affairs of the Association between meetings of the Board, except that the Executive Committee shall not have power or authority to:

- a. amend the Articles of Incorporation of the Association;
- b. to adopt an agreement of merger or consolidation;
- c. to amend the Bylaws of the Association;
- d. to fill vacancies on the Board;
- e. to cancel or terminate the membership of a Member of the Association; or
- f. to recommend to the Members the sale, lease, or exchange of substantially all of the Association's assets, or the dissolution of the Association.

The Executive Committee shall perform such other duties as may from time to time be delegated to it by the Board.

5.2 **REPORTING TO BOARD.** Written minutes of all the Executive Committee meetings shall be delivered to the Board at or before the next regular meeting of the Board.

5.3 **COMPOSITION OF EXECUTIVE COMMITTEE.** The Executive Committee shall consist of the Officers, and such other persons selected by the Board in its discretion.

ARTICLE VI - OTHER COMMITTEES

6.1 **SPECIAL COMMITTEES.** The Board may create, or approve creation of, special committees. The Board shall determine the duties, authority and methods of selecting special committees. Upon completion of the tasks for which created, any special committee shall stand discharged.

6.2 **APPOINTMENT OF COMMITTEE MEMBERS.** The Board, at each annual meeting, shall, or at any special meeting may, appoint or cause to be appointed all members of the committee and each member of a committee shall serve until the next annual meeting of the Board, until a successor is elected or qualified, or until death, resignation or removal.

6.3 **QUORUM.** Except as otherwise provided, a majority of the members of a Committee constitutes a quorum. The vote of a majority of the members present at a meeting at

which a quorum is present constitutes the action of the committee, unless the vote of a larger number is required by these Bylaws.

6.4 WAIVER OF NOTICE. Notice may be waived by any member of a committee by the submission of a written waiver or by his or her attending the meeting.

ARTICLE VII - INDEMNIFICATION

7.1 PERSONS INDEMNIFIED. The Corporation shall indemnify to the fullest extent authorized or permitted by and in accordance with the Michigan Nonprofit Corporation Act (as amended from time to time) or any successor Acts thereto, each director, officer, and non-director volunteer of the Corporation (collectively called "person" in this Article), who have been made or are threatened to be made a party to an action, suit, or proceeding, whether civil, criminal, administrative or investigative, because such person is or was a director, officer, or non-director volunteer of the Corporation.

7.2 ADVANCE PAYMENT OF EXPENSES. Expenses incurred in defending a civil or criminal action, suit or proceeding described in Section 1 of this Article may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the person involved to repay such expenses if it is ultimately determined that the person is not entitled to be indemnified by the Corporation. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.

7.3 NONEXCLUSIVE; CONTINUATION. The indemnification or advances of expenses provided under Sections 1 and 2 of this Article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Articles of Incorporation, Bylaws or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

The indemnification provided in Section 1 of this Article continues as to each person who ceases to be a director, officer, or non-director volunteer of the Corporation and shall inure to the benefit of the person's heirs, executors and administrators.

7.4 INSURANCE. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer or non-director volunteer of the Corporation against any liability asserted against the person and incurred by the person in any such capacity or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under Section 1 of this Article.

ARTICLE VIII - MISCELLANEOUS

8.1 BOOKS AND RECORDS. The Corporation shall keep correct and complete books and records of accounts; shall keep minutes of the proceedings of the Board and committees having any of the authority of the Board; and shall keep, at its principal office, a

record giving the name, address, and telephone number of each member and member of the Board.

8.2 CONTRACTS. The Board may from time to time authorize any officer or agent of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

8.3 LOANS. No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

8.4 CHECKS, DRAFTS, ETC. All checks, drafts or other orders for the payment of money, notes, or other evidences or indebtedness issued in the name of the Corporation shall be signed by the proper officer or officers authorized to do so in accordance with resolutions of the Board then in effect.

8.5 DEPOSITS. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

8.6 GIFTS. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

8.7 FISCAL YEAR. The fiscal year of the Corporation shall end on December 31 of each year.

8.8 LOANS TO DIRECTORS OR OFFICERS. No loans shall be made by the Corporation to its Directors or officers.

ARTICLE IX - REVIEW AND AMENDMENT OF BYLAWS

9.1 REVIEW. These Bylaws shall be periodically reviewed by the Board.

9.2 AMENDMENT. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Members or by the Board; provided, that only the Members of the Corporation may amend Paragraphs 2.1, 2.7, 2.8 , 3.2, 3.3, 3.5, and this Article IX. Any vote to amend the Bylaws of the Corporation by the Board, if permitted, shall only be authorized by a majority of all members of the Board.