

## ARTICLE II

The purposes for which the corporation is organized are as follows:

To serve the informational, educational and literary needs of the people of the City of Williamston, Williamstown Township, Wheatfield Township and such other geographic areas as from time to time may be added,

To provide for and maintain interest in books and other media for the communication of ideas; to promote the library system, its facilities and services; and to fund capital and special projects in furtherance thereof;

To take and hold by devise, gift, purchase or lease, either absolutely or in trust, objects of historical or natural interest to be preserved;

To solicit, collect, receive and administer funds exclusively for such charitable, scientific, literary and educational purposes as permitted for organizations defined in Section 501(c)(3) of the Internal Revenue Code;

To take and to hold by devise, gift, purchase or lease, either absolutely or in trust , for any of the above purposes, any property, real, personal or mixed, without limitation as to amount or value, except such limitations as may be provided in these Articles or imposed by law;

To sell, convey and dispose of any property and to invest and reinvest the property held;

To deal with and distribute the corporation's income and assets in such manner as in the Trustees' judgment will best promote its objectives and purposes; and

To exercise generally any power which is consistent with the purposes described above, and which a nonprofit corporation organized under the provisions of the Michigan Nonprofit Corporation Act may exercise, but no other power.

Notwithstanding any other provision of these Articles the corporation shall not carry on any activities not permitted to be carried on by (i) an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and other related legislation and regulations as they now exist or may hereafter be amended, or (ii) an organization, contributions to which are deductible under the Internal Revenue Code and related legislation and regulations as they now exist or may hereafter be amended.

No substantial part of the corporation's direct or indirect activities shall consist of carrying on propaganda or otherwise attempting to influence legislation. The corporation shall not participate in or intervene in, including publication or distribution of statements, any political campaign on behalf of any candidate for public office.

**ARTICLE III.**

(c) The corporation is to be financed under the following general plan:

Grants, contributions, gifts, bequests of funds and property absolutely or in trust and such other sources as available under law for its purposes as stated in these articles

**ARTICLE VI.**

The names and addresses of the first board of trustees are as follows:

<u>Names</u>	<u>Residence or Business Address</u>
Patricia L. Hogg	401 High Street, Williamston MI 48895
John H. Brazier	575 Linn Road, Williamston MI 48895
Edward T. Noonan	3988 Beeman Road, Williamston MI 48895

**ARTICLE VII.**

**Limitation of Volunteer Trustees' Liability**

A volunteer trustee of the corporation shall not be personally liable to the corporation or its members for monetary damages for a breach of the trustee's fiduciary duty, except that a volunteer trustee's liability is not limited for any of the following:

(1) A breach of the trustee's duty of loyalty to the corporation or its members;

(2) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;

(3) A violation of section 551(l) of the Michigan Nonprofit Corporation Act, which sections relate to the making of unauthorized dividends or distributions;

- (4) A transaction from which the trustee derived an improper personal benefit; and
- (5) An act or omission that is grossly negligent.

The corporation shall assume all liability to any person other than the corporation or its members for all acts or omissions of a volunteer trustee incurred in the good faith performance of the volunteer trustee' s duties, as such.

If, after adoption of this Article, the Michigan Nonprofit Corporation Act is amended to further eliminate or limit the liability of a volunteer director or trustee, then a volunteer trustee of the corporation (in addition to the circumstances in which a trustee is not personally liable as set forth in the preceding paragraph) shall, to the fullest extent permitted by the Michigan Nonprofit Corporation Act, not be liable to the corporation or to its members, as so amended. No amendment to or alteration, modification or repeal of this Article shall increase the liability of any volunteer trustee of the corporation for or with respect to any acts or omissions of such trustee occurring before such amendment, alteration, modification or repeal.

#### **ARTICLE VIII.**

##### **Indemnification of Trustees and Officers**

The corporation shall indemnify its trustees, officers, employees and agents, and such other persons as it shall have the power to indemnify, to the full extent permitted under the laws of the State of Michigan, as they now exist or may hereafter be amended but subject to any limitations provided in the corporation's bylaws.

#### **ARTICLE IX.**

##### **Dedication of Assets**

The corporation shall hold and administer all of its assets and accumulated income to effectuate its tax-exempt purposes. No part of the income or assets of this corporation shall inure to the private benefit of any individual trustee.

#### **ARTICLE X.**

##### **Dissolution**

If the corporation voluntarily or involuntarily dissolves, then all of the corporation's assets and accumulated income shall be distributed to such other organization as

the trustees (or in default of designation by the trustees, the Circuit Court for the County of Ingham, Michigan) shall designate as best accomplishing the purposes for which the corporation was formed; provided that the organization receiving such assets are qualified as tax-exempt under Section 501(c) (3) of the Internal Revenue Code or the corresponding provisions of any subsequent federal tax law. The corporation shall be dissolved after all its property has been so distributed.

## **ARTICLE XI.**

### **Amendments**

The corporation reserves the right, by the action of a majority of the Trustees then in office, to amend or repeal any provision contained in these Articles of Incorporation, and to add additional articles in the manner prescribed by statute.