

THE FRIENDS OF THE SAN DIEGO PUBLIC LIBRARY
RANCHO BERNARDO BRANCH
A California Non-profit Public Benefit Corporation

BYLAWS

Article I NAME AND OFFICE:

Section 1 Name: The name of the corporation shall be The Friends of the San Diego Public Library-Rancho Bernardo Branch. It shall also be known as The Rancho Bernardo Friends of the Library.

Section 2 Office: The address of the office of the Corporation for the transaction of business is Rancho Bernardo Branch Library, 17110 Bernardo Center Drive, San Diego, California, 92128

Article II OBJECTIVES AND PURPOSES: The primary objectives and purposes of this Corporation shall be:

- (a) To focus attention on library services, children's and other programs, facilities; and provide financial support to them;
- (b) To encourage donations of books, desirable collections, endowments and, bequests;
- (c) To provide special educational displays and demonstrations in the Library;
- (d) To conduct fund-raising activities in order to support the objectives of the Rancho Bernardo Friends of the Library.

Article III MEMBERSHIP, DUES, MEETINGS:

Section 1 Membership Eligibility: Membership in this Corporation shall be open to all persons, businesses and organizations sympathetic to the purposes of the Corporation. There is no limit to the number of members this Corporation may admit.

Section 2 Membership rights and obligations:

- (a) Except as expressly provided for or authorized by the Articles of Incorporation or By Laws of this Corporation, all members shall have the same rights, privileges and obligations.
- (b) Applicants shall be admitted to membership on making payments of first annual dues.
- (c) The various categories of membership shall be determined by the Board of Directors, and annual dues shall be in such amount as may be determined from time to time by resolution of the Board of Directors.
- (d) Membership shall extend for a period of one year, which shall be the fiscal year of the Corporation, January 1 through December 31. The initial dues of a member who joins after October 1 shall be credited to the following year.

- (e) Membership shall be non-assessable.
- (f) Each adult person, business, and organization shall be entitled to one vote in any election or on any issue. In the case of a family membership each adult member of the family shall have one vote.

Section 3 Membership meetings:

- (a) An annual meeting shall be held at a time and place designated by the Board of Directors for the purpose of election and seating of officers, to receive various reports, and to transact any other business. A written notice of said meeting shall be sent to each member at least ten (10) days in advance of the proposed meeting.
- (b) Special or additional meetings of the membership may be called by the President with the approval of the Board of Directors, or at the written request of twenty (20) members. The purpose of any such meeting must be stated in advance. The membership must be notified by mail at least ten (10) days prior to the date of the proposed meeting.

ARTICLE IV THE BOARD OF DIRECTORS:

Section 1 Composition, powers, duties:

- (a) The Board of Directors shall consist of the elected officers of the corporation, elected Board members-at-large, chairpersons of standing committees, the Rancho Bernardo Library Branch Manager or a designated alternate (without a vote), Director(s) Emeritus if any, and the immediate past President.
- (b) The Board of Directors shall have the duty to conduct the business of the Corporation subject to the limitations contained in the Articles of Incorporation and in the laws of the State of California.
- (c) The Board of Directors may confer the title of Director Emeritus on a maximum of four (4) persons who have in the Board's judgment made significant and special contributions to the work of the Friends of the Library and are retired from Board positions.

Section 2 Terms of Office:

- (a) The terms of the officers shall be as provided for in Article V, Section 2
- (b) The Board members-at-large shall be elected for two-year terms.
- (c) Standing committee chairpersons shall be appointed by the President for two-year terms, with the approval of the Board of Directors.

Section 3 Meetings of the Board: The Directors shall hold at least four regular meetings during the year at times and places determined by the President with the approval of the Board. Special meetings may be called by the President or by written petition of five (5) of

the members of the Board of Directors filed at any time with the Secretary. Upon the filing of such a petition it shall be the duty of the President to call such a meeting within (10) days.

Section 4 Quorum and voting at Board meetings: A majority of the members of the Board shall constitute a quorum for the transaction of business. If a quorum is not present, business may be transacted but the decisions at such meeting must be confirmed at the next Board meeting by a majority vote of the Board membership. Decisions at all meetings, unless otherwise provided for in these bylaws, shall be by a majority of those present.

Section 5 Electronic Voting: Between meetings, voting by e-mail may take place in accordance with *Robert's Rules of Order*.

Section 6 Vacancies:

- (a) A vacancy, other than that in the position of President, shall be filled by a majority vote of the Board of Directors, for the unexpired term.
- (b) Should any Board member miss three consecutive meetings of the Board without a satisfactory explanation, the position held by that person shall be declared vacant.

Section 7 Removal: Any officer or member-at-large of the Corporation may be removed from office upon affirmative vote of a majority of the members of the Board of Directors and affirmative vote of majority of the general membership voting at a special membership meeting.

ARTICLE V OFFICERS AND COMMITTEES:

Section 1: The officers of this Corporation shall be the President; the Vice President of Operations, the Vice President of Membership and Support, the Secretary, and the Treasurer. Said officers comprise the Executive Committee.

Section 2 Terms of Office:

- (a) The President and Vice Presidents shall be elected for terms of two (2) years. They may not serve more than three (3) consecutive terms.
- (b) The Secretary and Treasurer shall be elected for terms of two (2) years. They may not serve more than two (2) consecutive terms.
- (c) In consideration of good faith attempt to seek candidates and hold an election, in the event an officer, having fulfilled said terms and providing said officer is willing to continue serving, and, if there are no further nominations, that person may continue in office upon a majority vote of the members present and voting.

Section 3 Duties of the President: The president shall be the chief executive officer of this Corporation and shall preside at all meetings of the Board, the Executive Committee and the general membership. The President shall be an ex-officio member of all committees except the nomination committee, shall have acting management of all business of the Corporation, shall see that all orders and resolutions of the Board are carried into effect, and shall exercise such other powers as shall be determined from time to time by the Board of Directors.

Section 4 Duties of the Vice President of Operations: The Vice President of Operations shall oversee and coordinate the operations of committees involved with the donation and sale of books and other media. The Vice President of Operations shall perform the duties of the President when the President is temporarily unable to serve, or if the President is permanently unable to serve, the Vice President of Operations shall fill the remainder of the President's term. This Vice President shall perform other supportive duties that the Board recommends.

Section 5 Duties of the Vice President of Membership and Support: The Vice President for Membership and Support shall be responsible for overseeing and coordinating the committees involved in increasing the membership in the Friends of the Library and in providing current members and the general public with information concerning Library/Friends activities. This Vice President shall perform other supportive duties that the Board recommends.

Section 6 Duties of the Secretary: The Secretary shall record and keep in custody the minutes of the Board, the Executive Committee and the membership meetings. The Secretary shall keep non-financial records of the Corporation. The Secretary shall send to the membership all notices required by law or by the Bylaws of the Corporation. If the Secretary is absent or unable to serve, the President may appoint another Board member to assume the office temporarily.

Section 7 Duties of the Treasurer: The Treasurer shall be responsible for the accounting, fiscal and budgetary functions required in the operation of this organization. The Treasurer shall make regular reports to the Board and to the membership at the general membership meeting. The Treasurer shall also prepare and file such financial statements as may be required by the State of California.

Section 8 Committees:

- (a) The Standing Committees shall be as deemed necessary.
- (b) The Executive Committee shall have the emergency power to act for the Board of Directors between meetings of the Board of Directors. A majority of the committee shall constitute a quorum.
- (c) Such ad hoc or advisory committees as may be deemed necessary or advisable from time to time may be appointed by the President with the approval of the Board of Directors.

ARTICLE VI NOMINATIONS AND ELECTIONS:

Section 1 Appointment of Nomination Committee: At least sixty (60) days prior to the Annual Meeting the President shall recommend and the Board appoint a Nomination Committee of three (3) members chosen as follows: two (2) from the Board of Directors and one (1) from the general membership. The committee shall submit a slate of nominees at the annual meeting. The nominating Committee shall receive and consider suggestions for nominations by any member.

Section 2 Presentation of Nominations: At the annual meeting the nominating committee shall present its nominations and nominations from the floor shall be invited. No one shall be nominated without the consent of the nominee.

Section 3 Voting for nominees: Each member attending the annual meeting shall vote for one (1) candidate for each position to be filled.

Section 4 Election Results:

(a) If there is a contest for an officer's position, the candidate receiving the greatest number of votes for such position shall be declared elected. The vacancies among Board members-at-large shall be filled by those candidates receiving the largest number of votes. Ties shall be decided by a second vote.

(b) The newly-elected members of the Board of Directors shall take office at the close of the annual meeting.

Article VII MISCELLANEOUS PROVISIONS:

Section 1 The President may authorize expenditures in amounts up to \$250.00 without Board approval.

Section 2 The Treasurer may sign checks in amounts up to \$3000.00 without a co-signer. Checks in amounts greater than \$3000.00 must be signed by the Treasurer or President and one other member of the Executive Committee who has been authorized by the Bank.

Section 3 The Board of Directors shall appoint an auditor other than an officer of the Corporation, to audit the Treasurer's books prior to July 31st of each year.

ARTICLE VII AMENDMENTS: These Bylaws may be amended at the annual meeting of the Corporation by affirmative vote of a majority of the members present.

ARTICLE IX PARLIMENTARY AUTHORITY: All meetings shall be governed by *Robert's Rules of Order, Newly Revised*, except when the Rules are in conflict with these Bylaws or with the Articles of Incorporation.

Approved by Board action: November 6, 2015

Approved by the Membership: November 21, 2015

Revision Committee:

Judy Levine
President

John Dean
Secretary