

# **FRIENDS OF THE LAKEWOOD LIBRARIES**

## **BYLAWS**

**Article I:** NAME - The name of this association shall be Friends of the Lakewood Libraries, Inc.

**Article II:** PURPOSE – The Friends of the Lakewood Libraries (FoLL) is a non-profit, membership Corporation established in 1972. The purpose of the Corporation is to enhance the programs, services and materials of the Angelo M. Iacoboni and George Nye, Jr. Libraries through public awareness, cultural programs, and private funding.

### **Article III:** MEMBERSHIP and DUES

Section 3.1: Membership in this Corporation shall be open to all individuals and organizations which embrace its purposes, and shall be obtained by the payment of annual dues, as set by the Board of Directors.

Section 3.2: Members in good standing and over 18 years of age can vote on issues presented to the membership at the General Meeting or any special meeting. Organizations may have one vote. Individual members are eligible to hold any elected or appointed office.

Section 3.3: To avoid any conflict of interest and in keeping with the Los Angeles County Board of Supervisors' Guidelines, County Library employees may join FoLL, but may not hold any elected office.

### **Article IV:** PROCEEDINGS

Section 4.1: All proceedings of the Corporation shall be conducted according to Robert's Rules of Order Revised except when in conflict with the Bylaws of the Corporation or with the laws of the State of California.

Section 4.2: The General Membership Meeting and Election of Officers shall be held in November at a location and time to be determined by the Board of Directors. A written notice shall be sent to members at least two weeks prior to the meeting.

Section 4.3: Special General Membership Meetings may be held as directed by the President or request of three (3) or more members. A written notice shall be sent to members at least two (2) weeks before such meetings.

Section 4.4: The regular business of the Corporation shall be conducted by the Board of Directors.

## **Article V: BOARD OF DIRECTORS**

Section 5.1: The Executive Officers of the Corporation, all of whom will be elected to serve one year terms, shall be the President, the Vice President, the Secretary, and the Treasurer.

Section 5.2: The Board of Directors shall consist of the Officers, Chairmen and all others nominated by the President and ratified by the Executive Officers. There shall not be more than twenty (20), nor less than seven (7), members on the Board of Directors.

Section 5.3: Members of the Board of Directors shall perform their assigned duties as described in the Standing Rules and such additional duties as may, from time to time, be assigned by the Board of Directors or the President. The Standing Committees may include Membership, Scholarship, Publicity/Newsletter, Hospitality, Book Sale, Bookstore, Fundraising and Volunteer. Other positions may include Parliamentarian, Historian, Student Representative and Directors-at-Large.

Section 5.4: **BOARD of DIRECTORS' MEETINGS** – The Board shall schedule regular meetings (no fewer than four (4) each fiscal year). Special meetings of the Board can be held at the call of the President or by request of three (3) or more Board Members. Meetings shall be presided over by the President or in his/her absence, by (in order of precedence) the Vice President, the Secretary, or the Treasurer. A simple majority of the voting members of the Board shall constitute a quorum for the transaction of business.

### Section 5.5: **NOMINATIONS and ELECTIONS**

Section 5.5.1: The Board of Directors shall appoint a Nominating Committee at least forty-five (45) days prior to the elections of Officers at the General Membership Meeting, consisting of five (5) FoLL Members. The composition of this Committee shall be three (3) members from the Board and two (2) from the general membership.

Section 5.5.2: The Nominating Committee, using that Committee's Standing Rules for guidance, shall present a slate of candidates for the offices of President, Vice President, Secretary, Treasurer, and may make recommendations of suitable candidates for other incoming Board of Directors' positions.

Section 5.5.3: The Committee's report, including summaries of qualifications of the nominees, shall be presented to the Board of Directors at least four (4) weeks prior to the election so that notification can be communicated in writing to the membership no less than fifteen (15) days prior to the election.

Section 5.5.4: Additional nominations (with qualifying information for each) may be made by members in good standing at the Annual General Meeting. Those nominated must also be members in good standing and must consent to their nomination.

## **Article VI: LIMITATIONS**

Section 6.1: All monetary profits, or items of value, which belong to the Corporation, shall be used for the described purposes. Furthermore, no individual shall, at any time, receive benefits from the accounts or properties of the Corporation.

Section 6.2: No member or members of this organization shall present or pledge the credit, sponsorship or cooperation of this organization for any purpose unless authorized to do so by the Board of Directors.

Section 6.3: **LIMIT OF INDEBTEDNESS** – All Officers of the Corporation shall be limited in incurring debts or obligations on behalf of the Corporation to those expenditures or obligations which have been approved in the adopted budget for that year. Additionally, no Officer of the Corporation may expend funds or incur an obligation on behalf of the Corporation for any non-budgeted item in excess of five hundred dollars (\$500.00) without prior approval from the Board of Directors.

Section 6.4: The Corporation shall not be voluntarily dissolved except by affirmative vote of two-thirds (2/3) of the voting members.

Section 6.5: In the event of dissolution of the Corporation, and after all outstanding debts have been paid, all of the remaining assets shall be distributed to the Lakewood Libraries as specified in 23701D of the California Revenue and Taxation Code or Section 501(c)(3) of the Internal Revenue Code using the established distribution proportions as referenced under the duties of the Treasurer (currently, Iacoboni – 75%, Nye – 25%).

**Article VII: AMENDMENTS** – The Bylaws may be amended, repealed or new Bylaws adopted at an Annual or a Special Meeting of the Corporation by an affirmative vote of a two-thirds (2/3) majority of the members present, as long as no change is in conflict with the Articles of Incorporation, the Los Angeles County Board of Supervisors' Guidelines or Robert's Rules of Order. All changes to the Bylaws shall be approved by the Board prior to submission to the membership. The intention to amend Bylaws must be given to members by written notice at least one week prior to that meeting.

## **Article VIII: FUNDS**

Section 8.1: No funds or properties shall be distributed without the written authority of two (2) Officers.

Section 8.2: The Board shall appoint an auditor who is not a member of the Board to audit the Corporation's books annually.

Section 8.3: Adequate books of accounts (as required and recommended by the auditor appointed by the Board of Directors) shall be maintained by the Treasurer.

Section 8.4: The fiscal year shall start January 1 and end December 31.

Section 8.5: Officers and Board of Directors' members shall serve without compensation.

Section 8.6: .In order to comply with the Los Angeles County Board of Supervisors' Guidelines, funds may not be used for purchases that personally benefit members of the Library staff.

**Article IX: STANDING RULES** – The Standing Rules are separate from the Bylaws, and can be approved and amended by a two-thirds (2/3) majority of a quorum during a meeting of the Board of Directors.