

FRIENDS OF THE ROSSMOOR-LOS ALAMITOS PUBLIC LIBRARY

BYLAWS

A NON-PROFIT ORGANIZATION

ARTICLE I. GENERAL PROVISIONS

Section 1. Name

This organization shall be known as Friends of the Los Alamitos-Rossmoor Public Library (FOL)

Section 2. Purpose

The Corporation is a Nonprofit Public Benefit Corporation, organized under California law. It is recognized by the IRS as a 501©3 exempt organization. The Corporation is organized for the following purposes:

- a. To support the Los Alamitos-Rossmoor Library in the furtherance of literacy throughout our community.
- b. To provide volunteer opportunities for community members to contribute their talents and experiences toward the enhancement of the Los Alamitos-Rossmoor Library.

ARTICLE II. GOVERNANCE

The bylaws of the FOL shall govern FOL practices. Every amendment to the bylaws of FOL shall become effective and binding when enacted.

ARTICLE III. USE OF NAME

The name and logo of FOL may be used only by individuals and groups acting in a lawful and ethical manner, consistent with FOL policies and procedures. The freedom of speech of the individual member to speak in the member's own name is not abridged.

ARTICLE IV: MEMBERSHIP AND DUES

Section 1. Eligibility

Membership in this organization shall be open to all individuals and organizations. Upon payment of annual dues, the member shall be deemed a "member in good standing" for the membership year for which such annual dues were paid. Each individual or organization shall be allowed one vote at the annual meeting.

Section 2. Dues

Dues shall be payable annually. Membership year is July 1 to June 30. The Board shall set dues and annual rates at its April Meeting to be approved by the membership at the Annual Meeting.

Section 3 Classes of Members

There shall be four classifications of members. Classification determines the amount of dues. The classifications are

- a. Individual
- b. Family
- c. Sponsor
- d. Business
- e. Life

Section 4. Termination of Membership.

FOL membership may be terminated if the member resigns, fails to pay dues within the period of time fixed by the Board, or is found to have violated Article III, Use of Name, of these bylaws.

Section 5. Liability of Members.

Except as provided by law, no member is personally liable for all or any part of the debts, liabilities, or obligations of the FOL.

ARTICLE V. FINANCIAL ADMINISTRATION

Section 1. Fiscal Year.

The FOL year is July 1 to June 30.

Section 2. Annual Budget

The annual budget shall be presented to the membership at the Annual Meeting in May.

Section 3. Policies and Procedures

FOL shall set policies and procedures to create financial records which are consistent with Generally Accepted Accounting Principles (GAAP) and federal, state, and local laws.

Section 4. Signature Authority

The Treasurer shall be the only signature authorized on checks drawn on FOL bank accounts. In the absence of the Treasurer, the President shall become the authorized signature.

Section 5. Expenses

Any payment budgeted or non- budgeted of more than \$200 requires Board approval.

Section 5. Insurance

The FOL shall obtain and keep in effect a General Liability Policy

ARTICLE VI. Officers

Section 1. Purpose

FOL shall elect officers and directors to fulfill the functions of administration, program, membership, fundraising, finance, public relations, and any other activity necessary to fulfill the purpose and operation of FOL.

Section 2. Elected Officers and Directors

The Board of the Friends of the Los Alamitos-Rossmoor Public Library (Board) shall consist of 8 Officers and 9 Directors-at-Large. All Officers and Directors must be FOL members in good standing.

Section 3. Appointed Officer

The President, with the consent of the Board, may appoint members to serve on the Board as needed. These appointments are non- voting positions.

Section 4. Term of Office

Officers and Directors shall serve a term of one year or until their successors have been elected or appointed and assumes office. The term of office shall be from July 1 through June 30.

Section 5. Immediate Past President

The immediate Past President shall serve as a Director-at-Large and advisor to the Board.

Section 6. Duties

Officers and Directors-at-Large shall perform duties prescribed by these bylaws and by the most recent edition of Roberts Rules of Order. These duties are described in the FOL Policies and Procedures.

Section 7. Compensation of Officers

The elected and appointed officers and directors of the corporation shall not receive monetary compensation for their services.

Section 8. Resignation/Removal

Except as provided below, any officer/director may resign by giving notice to the president. The resignation shall be effective upon the terms of the notice. Any elected officer/director may be removed from the Board by a two-third vote of the general membership present at any general or special meeting of the membership. Appointed Board members may be removed by a two-thirds vote of the Board at a duly noticed meeting where a quorum is present.

Section 9. Vacancies

The President, with the approval of the Board, may fill the vacancy for the unexpired term of an Officer or Director-at-Large. A vacancy for the unexpired term of President shall be filled by the 1st Vice President.

Section 10. Ex -Officio Member

The Los Alamitos-Rossmoor Librarian is the ex-officio member of the Board. The Librarian may appoint a designee to act on his/her behalf.

ARTICLE VII, NOMINATIONS

The Nominating Committee consisting of 5 members :2 Board Members and 3 members at large shall be approved by the Board at the February meeting. The president shall not be a member of the nominating committee. The nominating committee will provide candidates for the 8 Officer and 8 Director-at-Large positions. The 9th Director-at-Large position is automatically filled by the Immediate Past President. The slate of nominated Officers and Directors shall be posted in a notice to the FOL members no later than April.

ARTICLE VIII. ELECTIONS

Elections shall be held at the FOL Annual Meeting in May. Nominations for each Office shall be open and made from the floor. If there is more than one candidate for an office, elections shall be by written ballot. If there is only one candidate for the office, nominations are “closed and vote shall be by raised hands.

The Immediate Past President shall preside at the installation of the newly elected Officers and Directors at the close of the Annual Meeting. The newly elected Board shall assume the affairs of the FOL as of July 1.

ARTICLE IX. BOARD OF DIRECTORS

The Officers are: President, 1st Vice President/Programs, 2nd Vice President/Membership, 3rd Vice President/Book Sales, 4th Vice President/Indoor Book Store, Secretary, Treasurer, Assistant Treasurer.

The 9 Directors shall have individual assignments per the FOL Policies and Procedures. Student Director(s) shall serve as a liaison between their high school and the FOL. If the position of Student Director is shared there shall a total of 1 vote for the position.

Section 1. Powers of the Board of Directors.

The Board (subject to restrictions of law, the Articles of Incorporation, these bylaws, and FOL Policies and Procedures) shall exercise all powers of the corporation. Without limitation on the general power, except as specified herein, the Board may do the following:

- a. Policies. Adopt policies, rules, and procedures for the management and operation of the corporation.
- b. Contracts. Enter into contracts and agreements with individuals and with public and private entities for the advancement of the purposes for which the corporation is organized.
- c. Bank Accounts. Establish one or more bank accounts and/or special funds in order to accomplish and further the purposes of the corporation.
- d. Committees. Appoint committees as necessary for the operation of the corporation.

- e. Ex-Officio members of the Board. The President may appoint any number of non-voting ex-officio officers who the Board believes will make contributions to the activities and operations of the corporation. Ex-officio officers shall serve at the pleasure of the Board in an advisory capacity only and shall not have any of the rights or obligations applicable to voting officers under the law or these bylaws.
- f. Other. Do and perform all acts and exercise all powers incidental to, or in connection with, or deemed reasonably necessary for the proper implementation of the purposes of the corporation.

Section 2. Number/Qualifications.

- a. The Board of Directors shall consist of all elected officers and directors and appointed positions. The titles “officer” and “director” may be used interchangeably for elected positions.
- b. Every Board member shall be a club member in good standing.

Section 3. Notice of Board Meetings.

Notice of Board meetings, specifying the time and place of the meetings, shall be given to each director at least 24 hours prior to the meeting.

Section 4. Special Board Meetings.

The president or 3 Board Members shall have the authority to call special meetings, including electronic meetings via email.

Section 5. Quorum.

A majority of voting Officers and Directors shall constitute a quorum of the Board for the transaction of business.

Section 6. Act of the Board.

Unless otherwise restricted by law or these bylaws, every act or decision made by majority of Officers and Directors present at a Board meeting duly held at which a quorum is present shall be an act of the Board. A meeting of which a quorum is initially present may continue to transact business, until there is no longer a quorum present.

Section 7. Adjournment.

A majority of the Officers and Directors present at a Board meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given to the officers who were not present at the time of the adjournment prior to the time of the resuming meeting. Any business that might have been transacted at a meeting as originally noted may be transacted at a resumed meeting.

Section 8. Board Action Without Meetings

Any action required or permitted to be taken by the Board may be taken without a meeting. If all officers on the Board individually or collectively consent in writing, including email, to that action written consent or consents shall be filed with the Board minutes. Any action by written consent shall have the same force and effect as in a vote of officers and directors.

Section 9. Property Rights

No officer shall have any property rights in any asset of the club.

Article X. MEETINGS

Section 1. Regular Board Meetings

The FOL shall schedule and hold not less than (8) eight regular Board Meetings per year for the purpose of conducting the business of the organization. Time and place of meetings shall be determined by the FOL Board.

Section 2. Annual Meeting. The annual meeting shall take place in May of each year. at a location determined by the Board. Public notification of this meeting shall be made no less than 14 days prior to the Annual meeting. Purpose of this meeting shall be to elect the Officers & Directors for the upcoming year and approve the Annual Budget

Section 3. Quorum at Annual Meeting

A quorum of the Board is required to conduct the Annual Meeting.

ARTICLE XI. LIABILITY AND INDEMNIFICATION

Section 1. Liability.

Subject to any limitations contained in the California Corporation Code, there is no monetary liability on the part of, and no cause of action for damages shall arise against, any volunteer, director or officer of the corporation based on any alleged failure to discharge the person's duties as a volunteer director or officer, if the duties are performed in accordance with the standards of conduct provided for in the applicable law.

Section 2. Indemnification.

- a. Right to Indemnity. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as the term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses" as used in this bylaw shall have the same meaning as in the California Corporations Code.
- b. Approval of Indemnity. On written request to the Board by any person seeking indemnification, the Board shall promptly determine whether the applicable standard of conduct has been met, and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of directors who are party to the proceeding with respect to which indemnification is sought presents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of club members. At that meeting, the club members shall determine whether the applicable standard of conduct has been met and, if so, the club members present at the meeting shall authorize the indemnification. All such proceedings shall be controlled by the applicable California law.

ARTICLE XII. MISCELLANEOUS

Section 1. Inspection of Records.

The members and directors of the corporation shall have the right to inspect the records of the corporation to the extent and under the circumstances provided by the California Nonprofit Public Benefit Law.

Section 2. Annual Report.

In lieu of an annual report, the FOL shall contain the following information in appropriate detail:

- a. A balance sheet as of the end of the annual year on December 31 and an income statement and statement of changes in financial position.
- b. The names and addresses of the current members.
- c. A statement of any transaction of indemnification if required by applicable law.

Section 3. Conflicts of Interest.

Board members and committee members must actively seek to avoid situations and activities that create an actual or potential conflict between the individual personal interest and the interest of FOL. If a Board member or committee member believes that a conflict exists relative to a particular issue being considered by the Board or any committee, the member shall disclose the conflict to the Board or committee, as appropriate. The Board member who is the subject of the conflict must abstain from voting on the issue.

For purposes of this section and these bylaws, a “conflict of interest” means a situation in which a Board or committee member is part of a discussion or decision by the Board or a committee that has potential to financially benefit that Board or committee member or a member of the Board or committee member’s immediate family. “Immediate family” means spouse or same sex domestic partner, children, parents, siblings, parents-in-law, or siblings-in-law.

Both the fact and the appearance of a conflict of interest should be avoided. Board members or committee members who are unsure as to whether a certain transaction, activity, or relationship constitutes a conflict of interest should discuss it with the president, who will determine whether disclosure to the Board or the assistance of legal counsel is required.

Section 4. Intellectual Property.

All intellectual property prepared or purchased by or on behalf of the corporation, including but not limited to FOL name, promotional materials, newsletter, contract(s), membership lists, and contributor lists shall be the exclusive property of the corporation and Board members agree to deal with it as such. Board members agree that they will not sell, transfer, publish, modify, distribute, or use for their own purposes, the intellectual property belonging to the corporation without prior approval of the Board, memorialized in writing and signed by the president.

Section 5. Required Disclosures.

The organization shall comply with the disclosure requirements of federal and state agencies to which it is subject.

Section 6. Robert’s Rules of Order.

The rules contained in the most recent edition of Robert’s Rules of Order shall govern the meetings of the club in all cases to which they are applicable and in which they are not in conflict with the articles of incorporation, the bylaws, or the California Nonprofit Public Benefit Corporation law.

ARTICLE XIII. AMENDMENTS

Amendment to Bylaws.

These bylaws may be amended, or repealed and new bylaws adopted, by a two-thirds vote of the Board. However, approval of two-thirds of the members in attendance at an Annual Meeting is also required for any new bylaw or any amendment to the bylaws that would:

- Materially and adversely affect the members’ rights as to voting or dissolution
- Effect an exchange, reclassification, or cancellation of all or part of its membership
- Change the number of officers/directors
- Change from a fixed number of officers/directors to a variable number of directors or vice versa
- Increase or extend the terms of the officers/directors
- Allow any officer/director to hold an office by designation or selection rather than by election of the members
- Increase the quorum for general membership meetings or
- Repeal, restrict, create, expand, or otherwise change proxy rights.

All proposed bylaw amendments or new bylaws must be provided to the officers and/or members eligible to vote at least ten days before the vote.

ARTICLE XIV. DISSOLUTION

Section 1. Voluntary Dissolution.

The organization may be voluntarily dissolved at any time by a two-thirds vote of the voting members of the organization voting at a properly called and noticed general membership meeting where a quorum is present.

Section 2. Remaining Assets.

Upon dissolution of the club, all debts thereof shall be paid and its affairs settled. All remaining assets shall be distributed to nonprofit organizations, organized and operating exclusively for charitable purposes and which qualify as a nonprofit organization under the provisions of Internal Revenue Code Section 501(c)(3) as agreed upon by the majority vote of the Board.

POLICIES AND PROCEDURES

These policies and procedures of the FOL shall be amended or revised by a majority vote of the Board when a quorum is present. However, approval of the members by a two-thirds vote is also required for any new bylaw or any amendment to the bylaws that would:

- Materially and adversely affect the members' rights as to voting or dissolution
- Effect an exchange, reclassification, or cancellation of all or part of its membership
- Change the number of directors
- Change from a fixed number of directors to a variable number of directors or vice versa
- Increase or extend the terms of the directors
- Allow any director to hold an office by designation or selection rather than by election of the members
- Increase quorum for members' meetings or
- Repeal, restrict, create, expand, or otherwise change proxy rights.

Section 1. FOL Political/Non-Sectarian Policy.

FOL is an exempt organization under section 501(c)(3) of the Internal Revenue Code. FOL must be organized and operated exclusively for exempt purposes set forth in section 501(c)(3), and none of its earnings may inure to any member.

- a. As such, it may not attempt to influence legislation as a substantial part of its activities and it may not participate in any campaign activity for or against political candidates.
- b. FOL shall operate as a non-sectarian organization.

Section 2. FOL Records.

Officers, Directors, & Committee Chairs shall prepare and maintain a procedure document and distribute to their successors with a copy to the president.

Section 3. Finance.

- a. Financial policies shall be set by the Board of Directors in consultation with the financial officers : Treasurer and Assistant Treasurer.
- b. All fundraising activities must have the approval of the Board of Directors. All fundraising publicity must state clearly for what purpose the money is being raised.
- c. The Treasurer shall pay for and keep records of all insurances held by FOL.

Section 4. Board of Directors.

- a. Elected and appointed officers should attend monthly Board Meetings September-June
- b. All meetings of the FOL Board shall be notified by electronic media, newsletter, or all other public notice forms and shall be open to any member wishing to attend.

- c. Any member may bring a proposal to the Board for discussion and action at its next regular meeting by requesting the president to include the proposal as an agenda item at least seven days before the agenda is published. If the member wishes to appear at the Board meeting to speak to the proposal, that request should be included.
- d. The Board shall approve all FOL fund raising projects.

Section 5. Duties of Elected Officers.

- a. President.
 - Perform duties usually pertaining to the office.
 - Create an Agenda and preside at all meetings.
 - Appoint, with the approval of the Board, the appointed officers and the chairs of standing committees.
 - Shall sign FOL checks in lieu of Treasurer.
 - Call special meetings of the club in accordance with the bylaws.
 - Serve as ex-officio member of all committees except the nominating committee.
 - May call a meeting of the newly elected Board prior to the September Board meeting for the purpose of approving appointments and planning for the coming year.
- b. First Vice President/Programs
 - Preside at meetings in the absence of the president.
 - Succeed to the presidency for the unexpired term should there be a vacancy in the office of the president.
 - Serve as chair of the program committee.
 - Present programs to the Board for approval.
 - Coordinate dates & times of planned programs with librarian.
- c. Second Vice President/ Membership
 - Serve as chair of the committee on membership.
 - Recruit new members for the FOL.
 - Receive applications for membership and collect dues from applicants and give to Assistant Treasurer for deposit
 - Maintain a current membership list and make available to entities requesting information including newsletter, g-mail, eblasts, etc.
 - Send annual renewal requests.
 - Update and maintain membership communication including brochures, membership envelopes, flyers, etc.
- d. Third Vice-President/Book Sales/ Outside
 - Coordinate with 4th VP who manages Book Store
 - Receive and sort donations to the Book Store
 - Conduct periodic book sales/ 6 per year
 - Create and maintain a sorting and pricing system for book sales
 - Train, schedule, and supervise sorting and book sale volunteers
 - Provide volunteer hour forms when requested
 - Manage and maintain book storage area and equipment for book soring area.
 - Donate excess books to organizations: Operation Gratitude (US oversees troops) & Rising Tide (childrens' books) Long Beach, etc.
- e. Fourth Vice President/ Inside
 - Recruit, train and schedule volunteers for book store
 - Maintain contact list of volunteers
 - Maintain updated written procedures and guidelines
 - Oversee appearance of book store/ window display, price & shelf labels and sales flyers
 - Maintain book request bulletin board

- Oversee purchase of office supplies
 - Manage cash box
 - Manage outside sales cashiers
- f. Recording Secretary
- Perform such other duties as requested by the president.
 - Record all motions passed at Board and Annual meetings, and retain minutes of both Board and Annual meetings for a permanent record.
 - Provide a draft copy of the Board meeting minutes in a timely manner to all Board members. Board minutes shall be approved by all voting members of the Board at the next Board meeting. Changes to the draft copy shall be made with the final copy prepared for the Board meeting
 - Provide a bound copy of the current year's Board and Annual Meeting minutes.
- g. Treasurer
- Maintain accurate records of accounts held electronically.
 - Collect all invoices and statements
 - Write checks for all payments authorized by the FOL approved budget. Pay approved online purchases requested by librarian.
 - Supervise Library Aide's maintenance of magazine subscriptions.
 - Update signature information on the FOL bank account.
 - Prepare an income & expense report to be presented at each Board meeting.
 - Maintain an annual Excel Spreadsheet, including deposit data from Assistant Treasurer.
 - Prepare an annual budget with input from the Board and Librarian.
 - Prepare and file annual income taxes and required documents with the Attorney General's Office of Charitable Registry.
 - Maintain & act as primary contact for insurance policies.
- h. Assistant Treasurer
- Assist Treasurer by collecting and classifying all receipts, checks and cash
 - Maintain classification sheet and deposit receipts
 - Deposit all monies into FOL account.
 - Send monthly Deposit report to treasurer

Section 6. Duties and Composition of Standing Committees.

Standing Committees shall be: Newsletter, Publicity, Hospitality, and Website

- a. Newsletter
- Compose, edit, & distribute FOL newsletter
 - Publish newsletter 4 times per year: Winter, Fall, Spring, Summer
 - Receive articles from board for publication; deadlines posted in Calendar
- b. Publicity
- Promote FOL by publishing articles in local papers, online publications, social media, etc.
 - Participate in local Chamber of Commerce events promoting organization
- c. Hospitality
- Oversee all events requiring refreshments
 - Plan hospitality for Annual Meeting & Volunteer Recognition Event
 - Coordinate with Program chair to plan events

- d. Website
 - Maintain website by updating FOL information
 - Publicize programs, scholarships, membership, and all other important activities of FOL
 - Coordinate with all standing committees to maximize FOL community presence.

STANDING RULES

1. FOL Records and Archives

- a. The FOL files shall include all minutes, financial records, and membership lists
- b. The FOL permanent address shall be the same address as the Los Al/Rossmoor Library
- c. All Articles Of Incorporation, mailing permits, OCPL contract, insurance policies shall be placed in a permanent record box located in the library
- f. The Board of Directors, committee chairs, each shall maintain current procedure records to be passed to incoming members.

2. Financial Administration

- a. The treasurer is authorized to pay all items in the approved budget. Any budgeted or non-budgeted amount of \$200 or more requires Board approval.
- b. Reimbursement for budgeted or approved expenses shall be made upon presentation of a payment request form accompanied by a bill or receipt.
- c. Dues shall be approved by the Board in April and approved by the members at the Annual Meeting
- d. Budgeted funds shall not be used for gifts to members or the Board unless otherwise authorized by the Board.
- e. No member shall use the name of or facilities of the FOL to promote the member's business or to sell merchandise of any kind without authorization of the Board.

3. Meeting

- a. The Board shall meet at least 8 times per year; Sept-Nov and Jan.-June.
- b. Board Meetings shall be held in the Library Community Room
- c. The May meeting shall be designated the Annual Meeting and Volunteer Appreciation Dinner at which time Board elections, By-law approvals and other Board business shall be conducted.