

# Friends of the El Cerrito Library

## BYLAWS

as Amended May 2009

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## **Article I: Name**

The name of this association shall be “Friends of the El Cerrito Library”.

## **Article II: Purpose**

The purposes of this association shall be:

- (1) to support the programs of the El Cerrito Library;
- (2) to maintain an association of persons interested in books and libraries;
- (3) to focus attention on the Library’s services, facilities, and needs;
- (4) to stimulate gifts of books, services, money, endowments, and bequests to benefit the Library.

## **Article III: Membership**

### **Section 1. Eligibility**

- a. Membership in the Friends of the El Cerrito Library shall be open to all persons and organizations in sympathy with its purposes.

### **Section 2. Classes of membership**

- a. Classes of membership and dues shall be determined by the Board of Directors.
- b. Payment of dues shall determine “membership in good standing”.

### **Section 3. Membership year**

- a. The membership year shall be the same as the Friends’ fiscal year (January 1 - December 31).

## **Article IV: Meetings**

### **Section 1. Annual Meeting**

- a. There shall be an Annual Meeting of the membership held in May or June of each year.

- b. Notice of the meeting shall be mailed to all members not less than 21 days before the date set for the meeting.

## **Section 2. Special meetings**

- a. Special meetings of the membership in addition to the Annual Meeting may be called.

## **Section 3. Parliamentary procedure**

- a. All meetings shall be conducted according to Robert's Rules of Order Revised, except when in conflict with these Bylaws or with the laws of the State of California.

## **Section 4. Voting**

- a. Each member in good standing shall be entitled to vote at the annual meeting of the Friends.
- b. Each Family membership and each Group membership shall be considered to be a single membership for purposes of voting at meetings of the Friends.
- c. A majority of those members in good standing present and voting at a meeting of the Friends shall be sufficient to transact such general business as may be presented at the meeting, except for amending these Bylaws.

# **Article V: Officers**

## **Section 1. Officers and their terms**

- a. The officers of the Friends of the El Cerrito Library shall be: Chair, Vice Chair, Recording Secretary, Corresponding Secretary, and Treasurer.
- b. The terms of office for all officers shall be two years, or until a successor is duly elected.
- c. Duly elected replacements for officers resigning before the end of their terms shall serve until the next Annual Meeting.
- d. An officer may succeed himself/herself.

## **Section 2. Duties of officers**

- a. The **Chair**:
  - (1) shall conduct all meetings of the Board of Directors and the Annual Meeting of the membership;
  - (2) may call special meetings;
  - (3) shall act as liaison with the library staff;
  - (4) may suggest ad hoc (or special) committees, and propose members for standing or ad hoc committees for the Board's approval;
  - (5) may propose new or replacement members of the Board of Directors for the Board's approval.
- b. The **Vice Chair** shall perform as a backup any of the duties of the Chair at the latter's request when he/she cannot be available.
- c. The **Recording Secretary** shall keep the minutes of the Annual Meeting and of meetings of the Board.
- d. The **Corresponding Secretary** shall handle correspondence as directed by the Board.
- e. The **Treasurer** shall:
  - (1) be responsible for keeping records of income, expenditures, and account balances;
  - (2) make deposits and payments as directed by the Board;
  - (3) give a report at the Annual Meetings and at meetings of the Board.

## **Article VI: Board of Directors**

### **Section 1. Purpose**

- a. The Board of Directors shall serve as the governing body of the Friends of the El Cerrito Library.

### **Section 2. Membership**

- a. The Board shall consist of no fewer than 9, nor more than 15, members.

- b. The members of the Board shall be members in good standing of the Friends.
- c. The five elected officers of the Friends shall be members of the Board and the Chair of the Friends shall be the Chair of the Board.
- d. The immediate past Chair of the Board shall be a member of the Board.
- e. The Librarian of the El Cerrito Library (or his/her designate) shall be an ex officio member of the Board.
- f. All other members of the Board shall be known as “members-at-large”.

### **Section 3. Elections**

- a. Members-at-large of the Board shall be elected to two-year terms by the members of the Friends at an Annual Meeting of the Friends.
- b. The Board may elect members to the Board to fill vacancies to serve until the next Annual Meeting.

### **Section 4. Meetings**

- a. The Board shall hold at least ten monthly meetings a year.
- b. The Board meetings shall be open to any member in good standing of the Friends or to others invited by members of the Board.
- c. A majority of members of the Board shall be considered a quorum and may conduct any business of the Board.

### **Section 5. Operations**

- a. The Board shall establish standing committees, ad hoc committees, and task forces as it deems necessary to accomplish the purposes of the Friends.
- b. The fiscal year shall be January 1 to December 31.

## **Article VII: Elections**

### **Section 1. Nominations**

- a. The Chair shall appoint (subject to approval by the Board of Directors) two or three members in good standing of the Friends to serve as the Nominating Committee to seek nominees for officers of the Friends and members-at-large of the Board of Directors.
- b. Nominating Committee members need not be members of the Board.
- c. Officers and Board members may also be nominated by a petition of five members in good standing submitted to the Chair at least two weeks before the Annual Meeting.

### **Section 2. Elections**

- a. A majority of members in good standing present and voting at the Annual Meeting is sufficient to elect officers and Board members.
- b. Vacancies that may occur in any office may be filled by a majority vote of the Directors present at any regular monthly meeting of the Board. The term of any officer so appointed shall expire at the next Annual Meeting, at which time a successor shall be elected.

## **Article VIII: Committees**

### **Section 1. Standing committees**

- a. Standing committees (except the Nominating Committee) shall be established as needed by the Board of Directors to perform the tasks necessary to accomplish the purposes of the Friends.
- b. Members of the standing committees need not be members of the Board.

### **Section 2. Committee Chair**

- a. The Chair of the Friends may seek and select chairs of standing and ad hoc committees for approval by the Board of Directors.

- b. Chairs of the committees, if not members of the Board, may be invited to Board meetings to give reports, and must submit reports on request.

### **Section 3. Committee members**

- a. Either the Chair of the Friends or the chair of a committee may select members of the committee.

## **Article IX: Assets**

### **Section 1. Disbursements**

- a. No funds or property shall be disbursed without the approval of the Board of Directors.
- b. All checks for less than \$500 shall be signed by the Treasurer, or the Chair, or the Vice Chair.
- c. All checks for \$500 or more shall require the signatures of two of the following officers: Treasurer, Chair, Vice Chair.

### **Section 2. Records**

- a. Adequate financial records shall be maintained by the Treasurer.
- b. The fiscal year shall be the same as the Friends' membership year (January 1 - December 31).
- c. The Board shall appoint an auditor who is not a member of the Board to audit the financial records of the Friends annually.

### **Section 3. Limitations**

- a. Any property, monies, or other items of value belonging to this association or hereafter acquired is and shall be irrevocably dedicated to the herein described purposes, and no individual shall be entitled at any time, including dissolution, to receive any benefits from the property or accounts of the association. In the event of dissolution or the impossibility of performing the purposes herein described, the assets will be distributed to an organization which is exempt under Section 23701D of the

California Revenue and Taxation Code, or Section 501(c)(3) of the Internal Revenue Code.

## **Article X: Amendments to the Bylaws**

The Bylaws may be amended at any regular or special meeting of the association by a two-thirds majority of the members present if the intention to amend the Bylaws is given by written notice to the members at least two weeks prior to the meeting at which they are to be presented for consideration.