

# **Friends of the El Cerrito Library Bylaws**

## **Proposed Revision January 2022**

### **Article I: Name**

The name of this association shall be “Friends of the El Cerrito Library.” As used in these bylaws, the term “El Cerrito Library” refers to the branch of the Contra Costa County Library whose building is provided by the City of El Cerrito or the branch or branches then present in the City of El Cerrito.

### **Article II: Purpose**

The purposes of this association shall be to:

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

### **Article III: Membership**

#### **Section 1. Eligibility**

Membership in the Friends of the El Cerrito Library shall be open to all persons and organizations supporting its purposes.

#### **Section 2. “Member in Good Standing”**

A “member in good standing” is any member who has paid the applicable membership dues for the membership year.

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

The membership year shall be the same as the fiscal year.

## **Article IV: Membership Meetings**

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

There shall be an Annual Meeting of the membership held each year at a time and location to be determined by the Board.

### **Section 2. Special meetings**

The Board may call special meetings of the membership in addition to the Annual Meeting.

### **Section 3. Notice of Membership Meeting**

Notice of membership meetings shall be mailed to all members not less than 21 days before the date set for the meeting. Matters to be discussed at the membership meeting shall either be listed in the notice or posted on the Friend's website not less than 7 days before the date set for the meeting. The term "mailed" includes "emailed" provided the member has provided an email address.

### **Section 4. Parliamentary procedure**

All meetings shall be conducted according to Rosenberg's Rules of Order Revised, except when in conflict with these Bylaws or applicable law. The determination of whether an action at a meeting has been made in compliance with this section shall be conclusively determined by a vote of a majority of the Board.

### **Section 5. Voting**

- a. Each member in good standing shall be entitled to vote at any membership meeting.

- b. Each Family membership and each Group membership shall be considered to be a single membership for purposes of voting.
- c. A majority of those members in good standing present and voting at a membership meeting 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 are Chair, Vice Chair, Secretary, and Treasurer.
- b. The term of office for all officers is until the next annual meeting and until a successor is duly elected.
- c. An officer may succeed themselves.

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

- a. The **Chair**: (1) shall conduct all meetings of the Board and the membership; (2) may call special meetings of the Board; and (3) shall act as liaison with the library staff;
- b. The **Vice Chair** shall perform any of the duties of the Chair when the Chair is not available.
- c. The **Secretary** shall keep the minutes of Membership and Board meetings and shall handle correspondence as directed by the Board.
- d. The **Treasurer** shall:

- (1) keep records of income, expenditures, and account balances;
- (2) make deposits and payments as appropriate;
- (3) report on the income, expenditures, and account balances at the Annual Meetings and at meetings of the Board.

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

### **Section 1. Purpose**

The Board of Directors shall serve as the governing body of the Friends of the El Cerrito Library. As used in these bylaws, the term "Board" refers to the "Board of Directors."

### **Section 2. Membership**

- a. The Board shall consist of 9-members unless the Board designates a greater number.
- b. Each member of the Board shall be a member in good standing.
- c. The four officers shall be members of the Board and the Chair shall serve as the Chair of the Board.
- d. The immediate past Chair shall be a member of the Board if they desire to so serve.
- e. The Manager of the El Cerrito Library shall be a non-voting member of the Board. The Manager may designate another member of the library staff to attend a Board meeting.
- f. All other members of the Board shall be known as "board members-at- large".

### **Section 3. Elections**

A board member-at-large shall be elected to serve until the next Annual Meeting.

### **Section 4. Meetings**

- a. The Board shall meet at least quarterly.
- b. The Board meetings shall be open to any member in good standing and to others invited by members of the Board.
- c. A majority of then-existing voting members of the Board shall be considered a quorum and may conduct any business of the Board.

### **Section 5. Operations**

The Board shall have all the operational and policy-making powers, duties and responsibilities as is typical of boards of non-profit organizations except as expressly limited by law or otherwise in these bylaws.

### **Section 6. Vacancies**

The Board may, at any regular meeting of the Board, fill a vacancy in any Board position, including member-at-large, by a majority vote of the Directors present. The term of any person so appointed shall expire at the next annual meeting.

## **Article VII: Elections**

### **Section 1. Nominations**

- a. The Chair shall appoint (subject to approval by the Board) two or three members in good standing to serve as the Nominating Committee to seek nominees for officers of the

Friends and members-at-large of the Board of Directors. The Nominating Committee may nominate more than one person for any position.

- 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.

## **Article VIII: Assets**

### **Section 1. Disbursements**

- a. All disbursement of funds shall be presented to the Board on a monthly basis.
- b. The Board shall designate the signers on the Friends' bank accounts. Signers must be directors.
- c. All checks for less than \$500 shall require one signature.
- d. All checks for \$500 or more shall require two the signatures.

### **Section 2. Records**

- a. Appropriate financial records shall be maintained by the Treasurer.

- b. The Board may appoint a person who is not a member of the Board to review the financial records of the Friends when appropriate.

### **Section 3. Use of Assets**

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. If possible the organization shall be one that supports the El Cerrito Library.

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

The Bylaws may be amended at any Membership Meeting by a two-thirds majority of the members present. Notice of the intention to amend the Bylaws shall be given as provided in Article IV, section 3 of these Bylaws.