

January 1, 2016

Friends of the Davis Public Library

Bylaws

ARTICLE I NAME

The name of this corporation shall be THE FRIENDS OF THE DAVIS PUBLIC LIBRARY, henceforth referred to as The Friends.

ARTICLE II PURPOSE

The Friends is a 501(c)(3) nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes. The mission of The Friends is to assist the Davis Public Library in efforts to raise funds, plan for expansion of physical facilities, develop the Library's book collection, to encourage reading programs for children, and to promote the Library as a cultural center for the city of Davis. These efforts are not meant to conflict with the administration of the Davis Public Library.

ARTICLE III MEMBERSHIP

Section 1

Any person, family, or organization interested in the purpose of The Friends may become a member upon payment of dues as determined by the Board of Directors.

Section 2

Categories of membership shall be determined by the Board of Directors.

Section 3

Members and the Board of Directors shall not be personally liable for debts, liabilities, or obligations of The Friends.

ARTICLE IV DUES

Section 1

The annual dues shall be determined by the Board of Directors.

Section 2

The Fiscal year is July 1 to June 30 (Amended January 16, 2014).

Section 3

Members whose dues are in arrears for two months after due date shall be dropped from membership and shall cease to be members.

ARTICLE V BOARD OF DIRECTORS

Section 1

The Board of Directors shall consist of the five (5) elected officers and a minimum of four (4) additional Directors appointed by the elected officers. All members of the Board of Directors shall have equal voting rights. Appointed Directors may be removed from the Board by a vote of the majority of all five (5) elected officers. All Board members shall be members in good standing of The Friends at the time of their election or appointment and shall serve without compensation.

Section 2

The Board of Directors shall manage the affairs of The Friends with the power and authority to establish policy as delegated to the Board by the membership, excluding power to amend the Bylaws or dissolve The Friends.

Section 3

Local and County librarians shall serve as advisors to the Board of Directors.

Section 4

The term of office as a member of the Board of Directors shall be until the next annual meeting.

Section 5

Interim vacancies on the Board shall be filled from the general membership by a majority vote of the remaining Board members at any regular Board Meeting.

Section 6

No committee, officer, or member of The Friends shall have the authority to make any contract or incur any indebtedness, obligations, or liabilities in the name of, or in behalf of the association without the authority of the Board of Directors.

ARTICLE VI MEETINGS

Section 1

Board Meeting:

Meetings of the Board of Directors are routinely scheduled. A majority of Board members in good standing shall constitute a quorum. Approval of any business brought before the Board shall be by a majority vote when a quorum is present.

Section 2

Annual Meeting:

All members shall be notified of the time, date, and place of the Annual Meeting, at least fourteen (14) days in advance. The annual meeting of the members of The Friends shall be held during the first 45 days of the calendar year for the election of the officers, for financial reports, and for other business that should come before the membership.

Section 3

Special Meeting:

Special meetings of the members may be called at any time by the President, by a majority of the Board of Directors, or by a petition of twenty percent (20%) of members in good standing of The Friends upon a minimum of 24 hours notification of members.

ARTICLE VII DUTIES OF ELECTED BOARD MEMBERS

Section 1

The President shall be the directing officer of The Friends and shall preside at all meetings of the Board and general membership meetings. The President shall appoint standing and ad hoc committees.

Section 2

The first Vice-President shall assume all duties of the President in his/her absence. He/she shall also be responsible for all duties relating to membership, including maintaining a current membership roster and other duties designated by the elected officers.

Section 3

The Second Vice-President shall assume all duties of the President in the absence of the President and First Vice President. He/she shall be responsible for all duties relating to scheduled book sales, and other duties designated by elected officers.

Section 4

The Secretary shall be responsible for preparing the agenda for Board, Annual, and Special meetings, taking minutes for these meetings, distributing the minutes to the Board of Directors and other interested parties, and maintaining past and current files in good order.

Section 5

The Treasurer shall deposit all monies of The Friends, shall collect dues, pay bills, and keep account of all disbursements and monies received. The Treasurer shall sign checks with a joint signature of the President or designee when check amounts exceed \$500. The Treasurer shall present a financial report at the annual meeting. The Treasurer shall deliver to his/her successor all monies, books, papers, and other properties belonging to the Board that might be under his/her

custody. The treasurer shall be responsible for filing all required State and Federal forms by their due date.

Section 6

A standing finance committee shall be established to advise the Board generally on financial matters and to make decisions regarding the investment of funds designated as so available. The Committee shall consist of no less than three and no more than five members of the Board, and will include the President and the Treasurer. Additional members to complete the Committee shall be appointed by the President. The Treasurer will chair and preside over Committee meetings. In the absence of the Treasurer at any scheduled meeting, the President will assume the duties of the chair. Reports shall be issued by the Treasurer not less than three times per year, one of which shall be at the Annual Meeting. Policy decisions regarding investment strategies and goals are vested in the Finance Committee, which may decide by majority vote, and which shall advise the Board of the establishment of goals and strategies and any changes thereafter as soon as possible and no later than the next regular or special meeting thereof. Approved strategies shall be executed by the Treasurer, or by the President in the Treasurer's absence, and the entire Finance Committee shall be advised immediately by email or similar means of communication.

ARTICLE VIII ELECTIONS

Section 1

All officers (President, First Vice-President, Second Vice-President, Secretary, and Treasurer) shall be elected by the membership at the annual meeting and shall be referred to as "the elected officers."

Section 2

The President, First and Second Vice-Presidents, Secretary, and Treasurer shall be elected from a slate of nominees prepared by the Nominating Committee and submitted to the membership in the notice for Annual Meeting. Additional nominations may be made from the floor at the Annual Meeting. Directors shall assume their offices after election at the Annual Meeting.

ARTICLE IX FUNDS

All dues, donations, or other monies of The Friends shall be deposited to the account(s) of The Friends of the Davis Public Library. Disbursements are authorized by the Board of Directors or, if requested, specified by the terms of the donation gift.

ARTICLE X AMENDMENTS

The Bylaws may be amended at the annual meeting or a special meeting of The Friends by two-thirds (2/3) of the members present provided notice of the proposed amendment is made available to all members at least fourteen (14) days prior to the meeting and a good faith effort has been made to notify the general membership.

ARTICLE XI CIVIL RIGHTS

No person shall be denied participation in The Friends for reason of sex, race, color, creed, disability, religion, sexual orientation, or national origin, nor shall any program sponsored or developed by The Friends contain any provisions denying to any person full participation therein because of above reasons.

ARTICLE XII PARLIAMENTARY AUTHORITY

Roberts Rules of Order (latest revised edition) shall be the authority for proceedings.

ARTICLE XIII NOTIFICATION

At a minimum, any notice required by these by-laws may be given by email, verbally, or by post. If given by post, an additional business day shall be added to the notice time.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of The Friends named in the title thereto and that such Bylaws were duly adopted by the membership of said Friends on the date set forth above.

Dated _____
Secretary