

This revision of The Friends of the Davis Library Bylaws has numerous additions, mandated by recent state and federal law governing all non-profit organizations. Other cosmetic and non-substantive modifications included adopting a more modern writing style resulting in a document that has greater clarity, compactness, and ease of reading.

October, 2019 Revision

Prepared by President Rory  
Osborne

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# THE FRIENDS OF THE DAVIS PUBLIC LIBRARY BYLAWS

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Rev. October, 2019

## ARTICLE I NAME, LEGAL STATUS, AND PRINCIPAL OFFICE

### Section 1

The official name of this corporation is THE FRIENDS OF THE DAVIS PUBLIC LIBRARY, henceforth referred to as “Friends” or “FOL.”

The Board of Directors is identified in these bylaws as “Board.”

### Section 2

The principal office of the Friends is P.O. Box 91, Davis, California, 95617

## ARTICLE II PURPOSE

The Friends is a 501(c)(3) nonprofit public benefit corporation and 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 FOL is to assist the Davis Public Library to raise funds, plan for expansion of physical facilities, develop the Library’s book collection, encourage reading programs for children, and 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.

This corporation is organized exclusively for the charitable, religious, educational, and scientific purposes, including, for such purposes. the making of distribution to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

## 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.

### Section 2

Categories of membership are determined by the Board.

### Section 3

The Board of Directors and members will not be personally liable for debts, liabilities, or obligations of FOL.

## ARTICLE IV DUES

### Section 1

Annual dues are determined by the Board.

### Section 2

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

### Section 3

Members with dues in arrears for two months after due date will be dropped from membership and cease to be members.

### Section 4

Political Advocacy. The Friends shall not support or oppose any political election candidate nor will the Board support or oppose any ballot measure.

## ARTICLE V BOARD OF DIRECTORS

### Section 1

The Board consists of the five elected officers and a minimum of four Directors appointed by the elected officers. All members of the Board have equal voting rights. Appointed Directors may be removed from the Board by a majority vote of the five elected officers. All Board members must be members in good standing at the time of their election or appointment, must remain so throughout their term, and shall serve without compensation.

### Section 2

**Board Authority.** The Board manages 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 these Bylaws or dissolve FOL.

### Section 3

Local and County librarians will serve as advisors to the Board.

### Section 4

**Term of Office.** A member of the Board remains in office until the next annual meeting.

### Section 5

**Vacancies.** Interim vacancies on the Board are filled from the general membership by a majority vote of the remaining Board members during any scheduled Board Meeting.

### Section 6

No committee, officer, or member of FOL 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 approval of the Board.

## ARTICLE VI MEETINGS

### Section 1

**Board Meetings.** Official meetings of Board members shall follow a prescribed schedule and are open to the public. A majority of Board members in good standing constitutes a quorum. Approval of any business brought before the Board is by majority vote with a quorum.

### Section 2

**Annual Meeting.** All members must be notified of the time and location of the annual meeting, at least fourteen days prior to the meeting. The annual meeting is held during the month of May each calendar year for the election of the officers, presentation of financial reports, and other business that should come before the membership. (Amended December 14, 2017)

### Section 3

**Special Meeting.** Special meetings may be called at any time by the President, by a majority of the Board of Directors, or by a petition of twenty percent of Friends members in good standing. Special Meetings require 24 hours advance notification to the membership.

## ARTICLE VII DUTIES OF ELECTED BOARD MEMBERS

### Section 1

**President.** The President is the directing officer of the Friends and presides at Board, Special, and Annual Meetings. The President has the authority to appoint standing and ad hoc committees.

### Section 2

**First Vice President.** The First Vice President shall assume all duties of the President in his/her absence. This person is also responsible for all matters relating to membership, including maintaining a current membership roster and other duties designated by the elected officers.

### Section 3

**Second Vice President.** In the absence of the President and First Vice President, the Second Vice President assumes the role of President. The Second Vice President is also responsible for all scheduled book sales. Other duties may be assigned by the President or Board majority.

### Section 4

**Secretary.** The Secretary prepares the agenda for Board, Annual, and Special meetings. Additional duties including documenting, publishing, and storing minutes for all such meetings.

### Section 5

**Treasurer.** The Treasurer deposits all monies of the Friends, receives and processes membership dues, reconciles all bank accounts monthly, and pays all authorized bills. The Treasurer presents 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 under his/her custody. The Treasurer is responsible for filing, by their due-date, all required State and Federal forms required of a non-profit entity.

### Section 6

**Finance Committee.** The role of a standing Finance Committee is to advise the Board generally on financial matters and to specifically determine by majority vote the investment choices of funds designated for this purpose.

1. The Committee meets at least once annually and reports investment strategies and goals to the Board as soon as possible and no later than the next regular or special meeting thereof. Approved investments are executed by the Treasurer, or the President in the Treasurer's absence. The Finance Committee is notified immediately by email once an approved investment is made.
2. The Committee will comprise 3-5 persons and include the President and Treasurer. Additional members are appointed by the President.

3. The Treasurer presides over Committee meetings, with the President presiding in the absence of the Treasurer. Financial Reports are prepared and distributed by the Treasurer a minimum of three times yearly, one of which must be the Annual Meeting.

4. Policy decisions regarding investment strategies and goals are vested in the Finance Committee, which decide by majority vote. The Board is to be advised by email or similar immediately when these decisions determine investment of Board funds.

5. The Treasurer, or the President in the Treasurer's absence, is responsible for funding the investments ruled by the Finance Committee.

## ARTICLE VIII ELECTIONS

### Section 1

The membership elects all officers annually and are described as "elected officers."

### Section 2

Nominating Committee. Prior to March yearly, the President appoints a Nominating Committee comprising 3 members, one of whom is Committee Chair.

1. The Committee solicits candidates from the membership, then compiles a slate of potential officers for the following year.
2. The Chair submits the slate in writing to the Board at the April Board meeting. The slate is then published on the FOL website and Facebook page. After submission of the slate to the Board, the Nominating Committee is terminated.

### Section 3

Election. At least 14 days prior to the Annual Meeting, the Membership Vice President administers a Board Election by electronic vote of the membership. Write-in votes of other members are accepted and counted.

1. Elected officers are announced and introduced at the Annual Meeting.

2. Following the Annual Meeting, the Membership Vice President is responsible for publishing the new Board of Directors on the FOL website and Facebook Page.

## ARTICLE IX FUNDS

All dues, donations, or other monies of FOL are deposited in the account(s) designated for this purpose. Disbursements are authorized by the Board of Directors or, if stipulated, as specified by the terms of the donation gift.

## ARTICLE X EXPENSE REIMBURSEMENT POLICY

### Section 1

**Authority.** The President has oversight responsibility for reimbursement of expenses for the organization. In this capacity the President may give authority and permission for select managers and staff to make purchases essential to their specific duties.

### Section 2

**Reimbursement Procedure.** Persons authorized by the President to purchase and receive reimbursement shall request payment from the Treasurer. Receipts must accompany reimbursement requests. The Treasurer will record an entry into the appropriate account and make requested payment.

## ARTICLE XI CONFLICT OF INTEREST POLICY

### Section 1

**Purpose.** This policy statement protects FOL interests in any transaction that could benefit the personal financial interest of any officer, board member, appointee, or any Friends member having funding or policy authority.

### Section 2

**Duty to Disclose.** All members must disclose actual or potential conflict of interest where financial benefit could be gained. A member may have a financial interest but no conflict of interest. The Board will determine if a conflict does exist and take appropriate action.



### Section 3

**Failure to Disclose.** Failure to make a timely disclosure to the Board of a potential conflict of interest as required above is a violation of this policy. Appropriate action, up to expulsion from the organization, is a Board judgment.

### Section 4

**Board Responsibility.** Upon receiving a report of a potential conflict of interest the Board shall review all available circumstances and render a ruling by majority vote of the Board. Board members who are the subject of the conflict of interest are excluded from Board review and deliberations.

## ARTICLE XII WHISTLEBLOWER POLICY

### Section 1

**Purpose.** Suspected violations of FOL rules and bylaws, improper use of funds or property, or questionable accounting practices, must have a means to be reported to protect the organization's integrity, and to deter possible retaliation for such reporting. Similarly, deliberately false or malicious allegations under this policy will be cause for censure, up to expulsion from the Friends membership.

### Section 2

**Reporting Procedure.** Allegations of any impropriety as described in Section 1, can be made to any Board member. A Board member receiving a report must deliver the complaint to the President. The President determines how to proceed with the complaint and advise the Board of his/her action in a timely fashion. The President must document all action taken, in anticipation of potential future litigation. If the President is the subject of the report, the Vice President assumes this responsibility.

### Section 3

Persons making any reports under this policy must not suffer retaliation from anybody who is under the authority of the FOL hierarchy. Substantiated retaliatory actions by offenders will receive censure or expulsion from the organization.

#### Section 4

Officers, Board members, and appointees are similarly protected from knowingly false or malicious assertions under the same authority in this Article. Members making such reports are subject to similar sanction.

### ARTICLE XIII. DOCUMENT RETENTION POLICY

#### Section 1

**Definition.** Club documents are defined as written records produced by members in the context of the Friends' affairs. The documents can be either paper or electronic.

#### Section 2

**Purpose.** Documents identified under this policy must be retained for the specified time in Section 3, below. Document retention is essential for historical reference, as well as source material for potential future litigation.

#### Section 3

**Categories of Documents and Retention Period.** Tax returns are retained for six years. Financial records are retained for three years. Board minutes are retained for ten years.

#### Section 4

**Responsibility for Compliance.** Specified Board members are responsible for the safe and secure maintenance of current and past records, and for the transfer of those records to their replacements. Tax returns and financial records become the responsibility of the Treasurer. The Secretary is responsible for retention of Board Minutes.

## ARTICLE XXIV. JOINT VENTURE POLICY

### Section 1

**Definition.** For purposes of this policy, a Joint Venture is a contractual arrangement or joint ownership between The Friends of the Davis Library and a business enterprise, investment, or exempt-purpose activity.

### Section 2

**Compliance.** The FOL non-profit status is preserved when it meets the following provisions:

1. A minimum of 95% of the venture's income for the organization's calendar year is excluded from unrelated business income taxation, described in Internal Revenue Code, Section 512(b)(1) -(5), including unrelated debt financed income.
2. The primary purpose of the Friends contribution to--or investment or participation in--the venture must not be for the generation of income or appreciation of real property.

## ARTICLE XV. NON-STANDARD GIFT ACCEPTANCE POLICY

### Section 1

**General Policy.** No member can accept a gift if it benefits only that member without a substantial greater benefit to the Friend's programs or objectives.

### Section 2

**Authority and Responsibility.** The Board must give approval prior to acceptance of any tangible gift to the Friends or member, received while in the operation of any organizational activity.

### Section 3

**Documentation and Inventory.** Any non-standard gift received under the conditions described above, shall be memorialized in the Board minutes. The gift

and its approximate value are inventoried, along with other Friends material assets under the control of the President.

#### ARTICLE XVI AMENDMENTS

The Bylaws may be amended at the annual meeting or a special meeting of the FOL 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 XVII CIVIL RIGHTS

No person shall be denied participation in the Friends for reason of gender, 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 XVIII PARLIAMENTARY AUTHORITY

The latest revised edition of Roberts Rules of Order is the authority for all FOL proceedings.

#### ARTICLE XVIII NOTIFICATION

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