Friends of the Davis Public Library

(PROPOSED AMENDED) BYLAWS

ARTICLE I. ORGANIZATIONAL STRUCTURE

Section 1.
The official name of this corporation is the “Friends of the Davis Public Library,” henceforth referred to as “Friends” or “FDPL.”

Section 2.
The principal office of the Friends shall be designated as P.O Box 91, Davis, California 95617.

Section 3.
The Friends is a 501(c)(3) nonprofit public benefit corporation and is not organized for the private gain of any person, but is organized exclusively for charitable and educational purposes.

Section 4.
The Fiscal Year is July 1 to June 30.

ARTICLE II. PURPOSE

The purpose of the FDPL is to raise funds for the Davis Public Library, a part of the Yolo County Library, for development of the Library’s collections and programs, and the use of 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. BOARD OF DIRECTORS

Section 1. Composition
The Board of Directors (the “Board”) shall consist of five (5) elected officers and a minimum of four (4) Directors appointed by a majority of the elected officers. All members of the Board shall 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 and must remain so throughout their term. Board members 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 the FDPL.

Section 3. Librarians.
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 conclusion of the open session of the Annual Meeting where elections results are announced. At that time any newly elected officers will officially begin serving.

Section 5. Vacancies.
Interim vacancies of elected officers are filled from the general membership by a majority vote of the remaining elected officers during any scheduled or special Board Meeting.

Section 6. Monies Received
All dues, donations, or other monies of the FDPL 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.

Section 7. Authority and Liability.
No committee, officer, or member of FDPL shall have the authority to make any contract or incur any indebtedness, obligations, or liabilities in the name of, or on behalf of, the association without the approval of the Board. Minor expenses as defined by the Board from time to time may be authorized by the President.

ARTICLE IV. MEMBERSHIP

Section 1. Eligibility
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
Categories of membership with benefits and privileges are determined by the Board.

Section 3. Dues
Annual dues are determined by the Board.

ARTICLE V. MEETINGS

Section 1. Board Meetings.
Official meetings of the Board will occur at least on a bi-monthly basis 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 (14) days prior to the meeting. The Annual Meeting is held during the last quarter of the fiscal year to announce election results of officers, present financial reports, approve the following fiscal year budget, and manage other business that should come before the membership.

Section 3. Special Meetings.
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 (20) percent of Friends members in good standing. Special Meetings require five (5) days advance notification to the membership.

ARTICLE VI. 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 their 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 include 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 is responsible for filing, by their due date, all required State and Federal forms required of a nonprofit entity.

Section 6. Finance Committee.
The role of a standing Finance Committee is to advise the Board generally on financial matters.

a. The Committee will comprise 3 to 5 persons and include the President and Treasurer. Additional members are appointed by the President.

b. The Treasurer will preside over Committee meetings, with the President presiding in the absence of the Treasurer.

c. The Committee will meet at least once annually, and report on investment strategies and goals to the Board as soon as possible, but no later than the next regular or special meeting thereof.

d. Policy decisions regarding investment strategies and goals are vested in the Finance Committee, which decides any course of action by majority vote.

Section 7: Succession of Board Officers
The Board is authorized to establish, maintain, and execute a Board Officer Succession Policy outside these Bylaws that detail the steps, activities, and outcomes needed for succession of all

Board positions. The policy is to cover all elected and at-large positions, as well as the Finance Committee.

ARTICLE VII. ELECTIONS

Section 1. Officers.
The membership elects all officers annually who are designated as “elected officers.”

Section 2. Nominating Committee.
Annually prior to March 1, the President appoints a Nominating Committee comprising three (3) members, one of whom is Committee Chair.

a. The Committee solicits candidates from the membership, then compiles a slate of potential officers for the following year.

b. The Chair submits the slate to the Board at the Board Meeting occurring directly before the Annual Meeting. After submission of the slate to the Board, the Nominating Committee is terminated.

Section 3. Election.
At least fourteen (14) days prior to the Annual Meeting, the First Vice President administers a Board Election by electronic vote of the membership. Write-in votes of other members are accepted and counted.

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

b. Following the Annual Meeting, the First Vice President publishes the names of the new Board of Directors on the FDPL website.

ARTICLE VIII. 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 individuals, including themself, 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 the requested payment.

ARTICLE IX. CONFLICT OF INTEREST POLICY

Section 1. Purpose.
This policy statement addresses FDPL 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. Failure to make a

timely disclosure to the Board of a potential conflict of interest as required above is a violation of this policy.

Section 3. Board Review.
Upon receiving a report of a potential conflict of interest the Board shall review all related and available information, and render a ruling by majority vote of the Board. Board members who are the subject of the conflict of interest are excluded from the Board's review and deliberations. Appropriate action, up to expulsion from the organization, is determined by the Board.

ARTICLE X. WHISTLEBLOWER POLICY

Section 1. Purpose.
Suspected violations of FDPL 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.

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 advises 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 First Vice President assumes this responsibility.

Section 3. Retaliation.
Persons making any reports under this policy must not suffer retaliation from anybody who is under the authority of the FDPL hierarchy. In the case of substantiated retaliatory actions, the offenders will be censured or expelled from the organization.

ARTICLE XI. DOCUMENT RETENTION POLICY

Section 1. Definition.
Documents are defined as written records produced by members in the context of the Friends' affairs. The documents may be either paper and/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 a minimum of six years. Financial records are retained for a minimum of three years. Board minutes are retained for a minimum of 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 are the responsibility of the Treasurer. The Secretary is responsible for retention of Board Minutes.

ARTICLE XII. JOINT VENTURE POLICY

Section 1. Definition.
For purposes of this policy, a Joint Venture is a contractual arrangement or joint ownership between the FDPL and a business enterprise, investment, or exempt-purpose activity.

Section 2. Compliance.
The primary purpose of the Friends' contribution to--or investment or participation in--the venture must not to be for the generation of personal income or appreciation of real property. Failure to follow this criteria jeopardizes the exempt status of the Friends.

ARTICLE XIII. AUTHORITY TO ACCEPT GIFTS

The Board is authorized to establish, maintain, and execute a Gift Acceptance Policy outside these Bylaws.

ARTICLE XVI. AMENDMENTS

The Bylaws may be amended at a Board Meeting, Annual Meeting or Special Meeting of the FDPL. At least fourteen (14) days prior to the designated Meeting, the First Vice President administers a vote of the membership by electronic means through a good faith effort has been made to notify the general membership. The amended Bylaws shall be adopted with a vote in favor by two-thirds (2/3) of the members voting.

a. The results are announced at the Meeting.

b. Following the Meeting, the First Vice President publishes the results on the FDPL website as well as the newly adopted Bylaws.

ARTICLE XV. NON-DISCRIMINATION

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

ARTICLE XVI. PARLIAMENTARY AUTHORITY

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

ARTICLE XVII. 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.

ARTICLE XVIII. POLITICAL ADVOCACY

As a 501(c)(3) organization, The Friends shall not support or oppose any political candidate. Consistent with IRS regulations, the Friends may, upon approval of the Board, choose to advocate for or against specific policies, ballot measures, and legislation.

ARTICLE XIX. DISSOLUTION

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code to another nonprofit 501(c)(3) organization or to the federal, state or local government for a public purpose.