

**BYLAWS**  
**OF**  
**Mariposa County Friends of the Library, Inc.**

A California Nonprofit Public Benefit Corporation

1 July 2011

**PREAMBLE**

The primary purposes and objectives of this corporation shall be:

- To maintain an association of persons interested in developing and supporting the Mariposa County Library System.
- To focus public attention on library services and needs.
- To encourage and assist in the development of adequate physical facilities.
- To formulate procedures by which gifts, endowments, valuable records, documents and desirable material may be acquired and maintained to benefit the Library.
- To interpret to the citizens of the County, needs and service of the Library system.
- To encourage and stimulate use of the Library System to the fullest extent.

**ARTICLE I**

PRINCIPAL OFFICE

Section 1: Principal Office

The Principal Office of the Corporation for the transaction of its business is located in Mariposa County, California

**ARTICLE II**

MEMBERSHIP

Section 1: Qualification and number of members

- (a) Any person interested in the objectives and purposes for which the Mariposa County Friends of the Library has been incorporated, and expressing a desire to support the programs of the Friends of the Library, and any agency, organization or business, may upon payment of dues become a member of the Mariposa County Friends of the Library, Inc.
- (b) An Honorary Life Member shall be any person nominated and elected to a complimentary membership in the Mariposa County Friends of the Library, Inc. by the Board of Directors. Honorary members shall not be entitled to vote, nor shall they be eligible to hold any office within the chapter. Honorary members shall not be required to pay dues, unless they choose to become regular members.
- (c) A Special Member shall be any person nominated and elected by the Board of Directors of the Friends of the Library. This membership is intended to provide the Board of Directors the ability to extend privileges of regular membership without any requirement that such person pay any dues to the Mariposa County Friends of the Library, Inc.
- (d) There shall be no limit on the number of members this Corporation shall have.

Section 2: Dues

Dues shall be reviewed and set annually by the Board of Directors.

Section 3: Eligibility, Rights, and Limitations

- (a) Membership in this Corporation is and at all times shall be considered to be a privilege and not a right
- (b) Members entitled to vote shall have the right to vote either in person or by a written proxy executed by such member and filed with an officer of the Corporation.
- (c) Each family or organization shall be entitled to one vote.
- (d) The privilege of the floor shall be extended to any members entitled to vote.

Section 4: Termination of membership

The Board of Directors may terminate any member for cause at any time and shall have full discretionary powers in doing so. Cause may be in the interest of the welfare of the Friends of the Library. Cause may be failure to pay dues.

Section 5: Non-liability of members

A member of the Corporation is not, as such, personally liable for the debts, liabilities or obligations of the Corporation.

**ARTICLE III**  
**MEETINGS**

Section 1: Conduct of Meetings

- (a) Meetings of the members shall be presided over by the President of the Board. The Secretary of the Board shall act as Secretary at all meetings of the members.
- (b) The Current edition of Robert's Rules of Order shall govern meetings when such rules are consistent with the Articles of Incorporation and these Bylaws.

Section 2: Board Meetings

Meetings of the Board of Directors shall be held in the Mariposa County Library, or at such other place within the County of Mariposa as may be designated by the Board, at 9:30 a.m. on the first Monday of each month; however, if that is a legal holiday, then the meeting shall be held on the next Monday which is not a legal holiday.

Section 3: Annual Meeting

The annual membership meeting, held for the purpose of election of Board Members, election of officers, receiving various reports, and to transact any other necessary business, will be held in conjunction with the June meeting of the Board of Directors.

Section 4: Special Meetings

(a) Members

Special meetings of the members may be held as directed by the President. A written notice shall be sent to members two weeks before the meeting.

(b) Board of Directors

- (1) Special meeting of the Board of Directors, for any purpose, may be called at any time by the President or the Vice President of the Corporation, or by one-third (1/3) of the Directors.
- (2) Transactions of any special meeting of the Board of Directors however called and noticed or wherever held, shall be valid as though transacted at a regular meeting provided a quorum is present. Minutes of such meetings shall be filed with the Corporation records.

Section 5: Notices of Meetings

(a) Members

Written notice of meetings of the members, whether regular or special, specifying the place, day and hours of the meeting and the general nature of the business to be transacted, shall be given to each member not less than ten (10) nor more than thirty (30) days before the meetings, either personally or by sending such notices by:

- (1) First class mail to his/her address appearing on the books of the Corporation, or
- (2) Through an announcement in a newspaper of general circulation.
- (3) By posting to an e-mail address of record.

(b) Board of Directors

Regular meetings of the Board of Directors will be held without notice. Special meetings of the Board shall be held upon four (4) days notice by first class mail or by forty-eight (48) hours notice delivered or by telephone or e-mail.

Section 6: Quorum

(a) Members

The members of this Corporation present at annual or special meeting held after proper notice, represented in person or by proxy, shall constitute a quorum.

(b) Board of Directors

A quorum shall consist of five (5) Directors, at least two (2) of which are officers.

Section 7: Adjournment of Meetings

In the absence of a quorum at any meeting of the Board of Directors, the majority present may adjourn. Notice of the time and place for holding a postponed meeting shall be given to those who were absent from the meeting adjourned.

Section 8: Voting Rights

Each individual, family, or organization is entitled to one (1) vote.

**ARTICLE IV**  
**DIRECTORS**

Section 1: Number of Directors

The Corporation shall have a minimum of eleven (11) and a maximum of twenty-one (21) Directors who shall be known collectively as the Board of Directors. Representatives of Mariposa County's other branch Library Friends groups, not otherwise elected to membership, are encouraged to attend Board meetings

as non-voting members. Such representation shall not count toward the Board's minimum nor maximum requirements.

Section 2: Selection of Directors

Directors shall be selected from amongst the existing members of the Corporation.

Section 3: Term of Office

The term of each Director shall be three (3) years, which may be renewed.

Section 4: Vacancies

- (a) The Directors may, by majority vote, fill vacancies, which occur in the Board of Directors at a regular meeting of the Directors. A Director may be removed from office by a vote of at least two-thirds (2/3) of the remaining Directors, voting in person by secret ballot, if, within the sole judgment of the Board of Directors, the best interests of the Corporation would be served thereby.
- (b) The Board may declare vacant the office of a Director who has been absent from three (3) consecutive meetings of who has not attended a minimum of eight (8) in the fiscal year.
- (c) Any Director may resign effective upon giving written notice to the Board of Directors.

Section 5: Non-liability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 6: Duties

It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws.
- (b) Appoint and remove, except as otherwise provided in these Bylaws, prescribe and supervise the duties, and fix the compensation, if any, of all officers and agents of the Corporation.
- (c) Meet at such times and places as required by these Bylaws.
- (d) Be responsible for seeing that adequate procedural safeguards are established for the receipt and disbursement of all Corporate funds and property.

**ARTICLE V**  
**OFFICERS**

Section 1: Number of officers

The officers of this Corporation shall be a President, a Vice President, A Secretary, and a Treasurer. No person may hold more than one (1) office concurrently.

Section 2: Qualification, election, and terms of office

- (a) Any member may serve as a director of this Corporation.
- (b) Officers shall be elected at the Annual Membership Meeting from the elected Board Members.
- (c) The term shall be for one (1) year commencing at the next regular meeting of the Board.

Section 3: Removal and Resignation

- (a) Any officer may be removed, with cause, by a vote of at least two-thirds (2/3) of the Board of Directors voting in person by a secret written ballot if, within the sole judgment of the Board of Directors, the best interests of the organization would be served thereby.
- (b) Any officer may resign at any time by giving written notice to the Board of Directors.

#### Section 4: Vacancies

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, or any officer shall be filled by the Board of Directors within sixty (60) days of such vacancy.

#### Section 5: Duties

##### (a) President

The President shall be the chief executive officer of the Corporation, and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers. He/She shall perform all duties incident to the office and such other duties as may be required by law or by these Bylaws of which the Board of Directors may prescribe from time-to-time.

##### (b) Vice-President

In the absence of the President, or in the event of the President's inability or refusal to act, the Vice-President shall perform all the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions of the President. The Vice-President shall have other duties as may be prescribed by the Board of Directors.

##### (c) Secretary

The Secretary shall keep full complete records of all proceedings of the Corporation, shall be responsible for the safekeeping of the Seal of the Corporation and affix the same to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, and shall discharge such other duties as pertain to the office or as prescribed by the Board of Directors.

##### (d) Treasurer

The Treasurer shall have the care and custody of all funds, money, property of the Corporation.

The Treasurer shall:

- Deposit all funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors;
- Receive and give receipt for monies due and payable to the Corporation from any source whatsoever;
- Disburse funds of the Corporation as may be directed by the Board of Directors;
- Keep and maintain adequate and correct financial accounts of the Corporation and render to the Board of Directors an account of any or all financial transactions;
- Perform all duties incident to the office of Treasurer and such other duties as may be required by law, the Articles of Incorporation or Bylaws of the Corporation, or which the Board of Directors may assign from time-to-time.
- Sit as ex-officio member of the finance committee.

## **ARTICLE VI**

## COMMITTEES

### Section 1: Standing Committees

Chairmen of the Standing Committees shall be appointed by the President of the Corporation and shall be members of the Board of Directors. Such appointments shall be for a term of one (1) fiscal year, but may be renewed for successive one (1) year terms by the President. Members of the committees shall be appointed by the Chairman of the Standing Committee from the membership of the Corporation.

#### (a) Membership Committee

The Membership Committee is responsible for on-going membership development and the annual membership drive. The committee shall maintain the membership roll (containing the name and address of each member) to be kept at the principal office of the Corporation.

#### (b) Book Sale Committee

The committee is responsible for the planning and execution of the semi-annual book sales.

#### (c) Home Tour Committee

The committee is responsible for the planning and execution of the annual Christmas Home Tour.

#### (d) Ahwahnee Concert

The committee is responsible for the planning and execution of the bi-annual Ahwahnee Concert.

#### (e) Finance Committee

The committee is responsible for the on-going monitoring of the corporation's financial health and the performance of the annual fiscal review. The corporation's treasurer shall sit as ex-office member of the Finance Committee.

### Section 2: Other Committees

The Corporation shall have such other committees as may from time-to-time be designated by resolution of the Board of Directors. Such other committees shall act in an advisory capacity only to the Board and shall clearly be titled as "advisory committees."

## **ARTICLE VII**

### FINANCIAL MATTERS

#### Section 1: Fiscal year of the Corporation

The fiscal year of the Corporation shall begin on the first day of April and end on the last day of March.

#### Section 2: Deposits

All funds of the Corporation shall be deposited in a timely manner to the credit of the Corporation and countersigned by the President or the Vice-President except as otherwise specifically determined by resolution of the Board of Directors.

#### Section 3: Withdrawals

Withdrawals from all Corporation accounts shall require the signature of the Treasurer of the Corporation and countersigned by the President or the Vice-President except as otherwise specifically determined by resolution of the Board of Directors.

#### Section 4: Audit

There shall be an annual fiscal review of the fiscal affairs of the Corporation by the Finance Committee. Such committee shall furnish a written report to the Directors within ninety (90) days following the close of the fiscal year. The treasurer shall present the Finance Committee's report at the July Board of Directors' meeting.

#### Section 5: Limitations

Any property, monies or other items of value belonging to this Corporation 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 Corporation. 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.

#### Section 6: Execution of Instruments

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer or agent shall have the power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose in any amount.

### **ARTICLE VIII**

#### **CORPORATE RECORDS AND REPORTS**

#### Section 1: Maintenance of Corporate Records

The Corporation shall keep at its principal offices, or in a place designated by the Board of Directors, in the State of California, County of Mariposa:

- (a) Minutes of all meetings of the Directors and all meetings of members indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
- (b) Adequate and correct books and records or accounts, including accounts of its properties and business transactions, and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (c) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date shall be open to inspection by the members of the Corporation at all reasonable times during office hours.

#### Section 2: Director's Inspection Rights

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of the Corporation, and to inspect the physical properties of the Corporation.

### Section 3: Member's Inspection Rights

Each and every member shall have the right to:

- (a) Inspect the record of all member names upon five (5) business day's prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights are required.
- (b) Inspect at any reasonable time the books, records, or minutes of the proceedings of the members of the Board upon written demand on the Corporation by the member, for a purpose reasonably related to such person's interests as a member.

### Section 4: Annual Report

The Board shall cause an annual report to be furnished not later than one hundred twenty (120) days after the close of the Corporations fiscal year to all Directors of the Corporation and to any member who requests it in writing, which report shall contain the following information:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
- (b) The Principal changes in assets/liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the Corporation both unrestricted and restricted to particular purposes, during the fiscal year.
- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.
- (e) The annual report shall be accompanied by the fiscal review.

## **ARTICLE IX**

### **BYLAWS**

These Bylaws may be amended subject to any provision of the law applicable to the amendment of Bylaws of non-profit public benefit corporations, at any regular or special meeting of the Corporation by a two-thirds (2/3) majority of the members present, or by written notice/response requested to members. The intention to amend the Bylaws must be given to members two (2) weeks prior to the meeting at which they are to be presented for consideration.



We, the undersigned, are the current Board of Directors of the Mariposa County Friends of the Library, Inc. a California non-profit corporation, and pursuant to the authority granted to the directors by these Bylaws taking action by unanimous consent, hereby do adopt the foregoing Bylaws, consisting of eight (8) pages, as the Bylaws of this corporation.

Date: \_\_\_\_\_