

BYLAWS  
OF  
Mariposa County Friends of the Library, Inc.  
A California Nonprofit Public Benefit Corporation  
4 August 2025

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 and to interpret to the citizens of the County, needs and services of the Library system.
- To encourage and assist in the support and maintenance 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 encourage and stimulate use of the Library System to the fullest extent.
- To respect the Vision and Mission of the organization and refer to them as operating guidelines.

VISION

The Friends envision a robust organization of dedicated volunteers passionately advancing the mission and the boldest aspirations of the Mariposa County Library System.

MISSION

The Mission of the Friends of the Mariposa County Library is to support the library in promoting the use and enjoyment of the library as a community destination for cultural enrichment. We strive to accomplish our goals through fundraising, volunteering, and advocacy on behalf of the library.

ARTICLE I  
PRINCIPAL OFFICE

Section 1: Principal Office

- (a) The Principal Office of the Corporation for the transaction of its business is located at the Mariposa County Library at 4978 10<sup>th</sup> Street in Mariposa, Mariposa County, California
- (b) Ancillary branch FOL groups are allowed to support their local Mariposa County library branches but remain under the control of the Mariposa County Friends of the Library located at the principal office.

ARTICLE II  
MEMBERSHIP

## Section 1: Qualification and number of members

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- (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) There shall be no limit on the number of members this Corporation shall have.

## Section 2: Dues

Dues shall be reviewed and set annually each February by the Membership Committee and voted on by the Board of Directors at the March Board of Directors meeting.

## 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. Cause may be in the interest of the welfare of the Mariposa County Library.

## 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. A Recording Secretary may be appointed by the President in the absence of the Secretary.
- (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.
- (c) Members shall properly conduct themselves at all meetings showing patience and respect for others.

## 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 9:00 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. This meeting will be held both in person and on-line.

### Section 4: Special Meetings

#### (a) Members

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

#### (b) Board of Directors

- (1) Special meetings 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.
- (3) The annual strategic planning meeting will be held after the November board meeting.

### 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:

- (1) By posting to an e-mail address of record.
- (2) By posting to the FOL website and through other social media outlets.
- (3) By calling the phone number of record.
- (4) Through an announcement in a newspaper of general circulation.

#### (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.

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### 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 ten (10) and a maximum of twenty (20) 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. All ancillary branch FOL groups are required to have a least one representative on the Board.

### 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 two (2) years, which may be renewed. The renewal would occur at the June annual membership meeting. Board members who are elected at other meetings can have their membership renewed in June so as to align their renewal date with that annual meeting.

### 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. The Secretary will send a registered letter to any director who has not met this requirement before a Board decision.
- (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.

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- (e) To serve on at least one working committee at a minimum in an advisory capacity.

## 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. In the case of a vacancy, the President may appoint a Board member to fill this position.

### 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.

- The role of Compliance Officer shall be considered a duty of the Vice-President. It is expected that they should have a strong working knowledge of these Bylaws and during meetings address all

areas where members of this corporation including the Board of Directors may attempt or engage in activities that are procedurally incorrect.

(c) Secretary

The Secretary shall keep full complete records of all proceedings of the Corporation and shall discharge such other duties as pertain to the office or as prescribed by the Board of Directors.

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(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.
- Shall be organized and prepared to present the previous months financial statements. • 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.
- Each committee will have a minimum of three (3) members.
- Each committee will meet at a minimum two (2) times per year
- Each committee chairman shall provide the Board President agenda items for the monthly board meeting specific to the committee and either requiring board input or providing a board update. • Each committee chairman shall create a job description for their role along with a list of tasks and responsibilities and update that annually.
- All committees have the responsibility for setting goals and creating a strategic committee plan to be updated annually. These plans would reflect the vision and mission of the organization and be incorporated into the annual FOL strategic plan. Committee strategic plans would be presented to the Board at the annual strategic planning meeting in November.

(a) Membership Committee

The Membership Committee shall:

- Be responsible for on-going membership development and the annual membership drive. •
- The committee shall maintain the membership roll (containing the name, address, phone number and email of each member) to be kept at the principal office of the Corporation. •
- Support and promote membership in the Junior FOL.
- Be responsible for recruiting and contacting event volunteers – working with other committees as required.

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- Contacting members for the Annual Meeting.
- Proposing the annual dues structure to the Board of Directors.

(b) Book Committee

The Book Committee shall

- Be responsible for the planning and execution of the semi-annual book sales. •
- Oversee and support the activities of Books Galore.
- Manage the book donation process.
- Manage the book sorting process.
- Be responsible for Operation Book Support and other online book sales.

(c) Finance Committee

The Finance Committee shall:

- Be responsible for the on-going monitoring of the corporation's financial health and the performance of the annual fiscal review.
- Manage the time and activities of the Bookkeeper.
- Set the procedures and rules for how the FOL collects monies including but not limited to the Book Sale, Book Store, dues, and cash donations. This should be a 2-person rule. • Must have three (3) members at all times.
- Provide access to all the financials to all officers of the corporation.
- The corporation's treasurer shall be chairman of the Finance Committee.

(d) Community Outreach Committee:

The Community Outreach Committee shall:

- Have two sub-committees, Library Advocacy and Fundraising
  - Library Advocacy would be responsible for the following: public relations, marketing, social media, website, newspaper articles, advertising, branding, merchandising, Giving Tree, and community outreach or support of library programs within the community.
  - Fundraising would be responsible for all fundraising events outside of the Book Sale, Book store, and other book related fundraising.

(e) Strategic Plan Committee:

The Strategic Plan Committee shall:

- Consist of the FOL officers and the committee chairmen.
- Meet on the first Monday in November after the November Board meeting.

- Create a strategic plan for the corporation to be presented to the Board of Directors.

## 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.”
- Governance Committee shall be responsible for overseeing board recruitment, orientation, and evaluation and be led by the Board President. This committee will meet only in event of increasing Board membership.

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## 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.

### 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 or other organization 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.



#### Section 7: Jurisdiction

All monies collected or funds dispersed by ancillary FOL groups are under the control of the Mariposa County FOL and its Treasurer. This also includes any investment vehicles and all bank accounts.

#### Section 8: Online Accounts

Each online account including account access at the bank, shall have at least two (2) board members with access, One will be the Treasurer and at least one (1) other board member. In the event of resignation or dismissal of one of these members, their access will be revoked through a change of credentials.

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#### 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. This would include all records held by ancillary branch FOL groups.

#### 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

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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.

These Bylaws will be reviewed every three (3) years for relevancy and they will either be changed and amended or left as is with a new signature page and new date.

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 ten (10) pages, as the Bylaws of this corporation.

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

\_ Dinah Oppenheim

\_\_\_\_\_  
Gina Thatcher

\_\_\_\_\_  
Oralee Phillips

\_\_\_\_\_  
Peter Berg

\_\_\_\_\_  
Thomas Esser

\_\_\_\_\_  
Joan McCamman

\_\_\_\_\_  
Julie Richard

\_\_\_\_\_  
Pat Sischo

\_\_\_\_\_  
\_ Jon Wurl

\_\_\_\_\_  
\_ Jessica Ciulla

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\_ Martha Pratt

\_\_\_\_\_  
\_ Caroline Korn

\_\_\_\_\_  
\_ Dave Clayton

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\_ Margarete Schuler

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\_ Trent Williams

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