

FRIENDS OF THE YOLO BRANCH LIBRARY of YOLO BYLAWS

ARTICLE 1 NAME

The name of this Corporation shall be FRIENDS OF THE YOLO BRANCH LIBRARY OF YOLO, henceforth referred to as the Corporation.

ARTICLE 2 OFFICES

SECTION 1. PRINCIPLE OFFICE

The principle office of the Corporation for the transaction of its business is located in Yolo County, California.

SECTION 2. CHANGE OF ADDRESS

The County of the Corporation’s principle office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principle office from one location to another within the named County by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these Bylaws.

_____ Dated: _____
_____ Dated: _____

SECTION 3. OTHER OFFICES

The Corporation may also have offices as such in other places, within or without the State of California, where it is qualified to do business, as its business may require, and as the Board of Directors may, from time to time, designate.

ARTICLE 3 PURPOSE

The purpose of this Corporation shall be to establish closer relations between the Yolo Branch Library and the people served, including the communities of Yolo, Dunnigan, Zamora, Woodland and surrounding service areas of Yolo County; to promote civic engagement and informed community interest in its functions, resources, services and needs; to confer with the staff of the Library on matters relating to the welfare of the institution; to stimulate endowments and bequests to the Library; to support the development of a program for extension and enhancement of the Library’s resources and services; and to raise funds to support these purposes.

SECTION 1.

This Corporation is organized and operated exclusively for the purposes set forth in the Articles of Incorporation of the Friends of the Yolo Branch Library of Yolo within the meaning of Internal Revenue Code section 501(c)(3).

SECTION 2.

No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

SECTION 3.

The property of this Corporation is irrevocably dedicated to the purposes in the Articles of Incorporation of the Friends of the Yolo Branch Library of Yolo and no part of the net income or assets of this Corporation shall ever inure to the benefit of any Director, Officer or Member thereof, or to the benefit of any private person.

SECTION 4.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code, or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code.

ARTICLE 4 MEMBERSHIP

SECTION 1.

Any person, family, firm or organization interested in the purpose of this Corporation may become a member upon payment of dues.

SECTION 2.

Categories of membership are Student, Senior, Individual, Benefactor, and Life. The categories of Benefactor and Life may be divided into multiple levels as needed.

SECTION 3.

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

ARTICLE 5 DUES

SECTION 1.

The annual dues shall be established by two-thirds (2/3) vote of the Board of Directors at a regularly called meeting.

SECTION 2.

The fiscal year is July 1-June 30.

SECTION 3.

Annual dues are due and payable at the beginning of each fiscal year. Members joining after January 1 will be considered paid for the following year.

SECTION 4.

Members whose dues are in arrears for sixty days after the due date shall be dropped from Membership and shall cease to be Members or entitled to the privileges of Membership.

ARTICLE 6 MEMBERSHIP MEETINGS

SECTION 1.

The Annual Meeting of the Members of the Corporation shall be held during the first quarter of each fiscal year for the election of Directors, presentation of financial reports, and other business that shall come before the Membership.

SECTION 2.

Notices stating time, date and place of the Annual Meeting shall be postmarked and mailed at least fourteen (14) days prior to the date of the meeting. Notices can and shall be distributed electronically as well.

SECTION 3.

In the event the Board of Directors fails to call the Annual Meeting, any five (5) members may make demand that such meeting be held within fourteen (14) days. Written notification must be made to the Membership stating time, date, place of the Annual Meeting and must be postmarked and mailed, or electronically distributed, to all members at least fourteen (14) days prior to the date of the meeting.

SECTION 4.

Special meetings of the Members may be called at any time by the President, majority of the Board of Directors, or by petition of twenty percent (20%) of Members of the Corporation, upon minimum of 24 hours notification of Members.

SECTION 5. QUORUM

Twenty percent (20%) or at least fifteen (15) Members in good standing shall constitute a quorum at an Annual Meeting. A majority, at any meeting at which a quorum is present, may take action, except as required by these Bylaws.

SECTION 6. PROXY VOTING

Members entitled to vote shall be permitted to vote or act by proxy. Members entitled to vote shall have the right to vote either in person or by a written proxy executed by such person or by his or her duly authorized agent and filed with the Secretary of the Corporation, provided, however that no proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy. In any case, however, the maximum term of any proxy shall be three (3) years from the date of its execution. No proxy shall be irrevocable and may be revoked following the procedures given in Section 5613 of the California Nonprofit Public Benefit Corporation Law.

All proxies shall state the general nature of the matter to be voted on and, in the case of a proxy given to vote for the election of Directors, shall list those persons who were nominees at the time the notice of the vote for election of Directors was given to the Members. In any election of Directors, any proxy which is marked by a Member "withhold" or otherwise marked in a manner indicating that the authority to vote for the election of Directors is withheld shall not be voted either for or against the election of a Director.

Proxies shall afford an opportunity for the Member to specify a choice between approval and disapproval for each matter or group of related matters intended, at the time the proxy is distributed, to be acted upon at the meeting for which the proxy is solicited. The proxy shall also provide that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance therewith.

ARTICLE 7 ELECTIONS

SECTION 1.

The membership of the Corporation shall elect the Directors at the Annual Meeting by secret ballot or by voice vote if by acclamation. Each Member in good standing has one vote regardless of membership category.

SECTION 2.

The two (2) year terms of Directors shall overlap such that at least two (2) Directors shall be elected annually.

SECTION 3.

The Directors shall be elected from a slate of nominees prepared by the Nominating Committee and submitted to the Membership in the notice for the Annual Meeting. Additional nominations

may be made from the floor at the Annual Meeting. Directors shall assume their office after election at the Annual Meeting.

ARTICLE 8 BOARD OF DIRECTORS

SECTION 1.

The Board of Directors shall consist of nine (9) Directors elected by the Membership. Directors must be Members of the Corporation.

SECTION 2.

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and any limitations of the Articles of Incorporation and of these Bylaws, the activities and affairs of the Corporation, other than the powers to amend the Bylaws and to dissolve the Corporation, shall be managed, and all corporate powers shall be exercised, by or under the direction of, the Board of Directors.

SECTION 3.

Directors shall serve without compensation. Directors may be reimbursed for authorized Board related expenses.

SECTION 4.

A President, Vice President, Secretary, and Treasurer shall be chosen annually by the majority of the elected Directors. This election shall take place at the next regular or special meeting following the Annual Membership Meeting. The Officers shall be elected Members of the Board of Directors. Should a vacancy occur in any office, The Board of Directors shall fill that office by majority vote.

SECTION 5.

The County Librarian, other Library staff, and a member of the Yolo County Library Advisory Board shall serve as advisors to the Board of Directors.

SECTION 6.

There shall be at least four (4) regular meetings of the Board annually.

SECTION 7.

Special meetings of the Board of Directors may be called at any time by the President, Secretary, or by any two Members of the Board, by giving four (4) days' notice by first-class mail, or by 48 hours' notice delivered personally by telephone, including a voice messaging system, or by electronic transmission by the Corporation, to each member of the Board. The notice shall list the time, place, and purpose of the meeting. (Corporation Code Sections 20 and 9211)

- (a) Electronic transmission by the Corporation means a communication (a) delivered by (1) facsimile telecommunication (fax) or electronic mail (e-mail) when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the Corporation, (2) posting on an electronic message board or network which the Corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmissions shall be validly delivered upon the later of the posting or delivery of the separate notice thereof, or (3) other means of electronic communication, (b) to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications under or pursuant to this code, and (c) that creates a record that is capable of retention, retrieval and review, and that may thereafter be rendered into clearly legible tangible form (Corporations Code Section 20).
- (b) Notice of a meeting need not be given to a Director who provided a waiver of notice or consent to holding the meeting or an approval of the minutes thereof in writing, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to that Director. These waivers, consents, and approvals shall be filed with the Corporation records or made a part of the minutes of the meetings. (Corporations Code Section 9211)
- (c) Any action other than one adopting, amending, or modifying the Articles of Incorporation or Bylaws of this Corporation but required or permitted to be taken by the Board may be taken without a meeting, if all Members of the Board of Directors consent in writing to that action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board.

SECTION 8.

The term of office as a Director shall be two (2) years.

SECTION 9.

An elected Director may serve only three (3) successive full terms but may be nominated and elected after being off the Board for one (1) year or more. The initial Directors who were selected to serve only a one-year term shall be eligible to serve an additional term without being off the Board for one year.

SECTION 10.

Interim vacancies on the Board may be filled from the general Membership by a majority vote of the remaining Directors at any regular Board Meeting. The Interim Director shall serve out the remainder of the term. Such term shall not constitute a full term for the purpose of eligibility for re-election.

SECTION 11.

No Committee, Officer, or Member of the Board of Directors shall have the authority to make any contract or incur any indebtedness, obligations, or liabilities in the name of, or on behalf of, the Corporation without the authority of the Board of Directors.

SECTION 12.

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

SECTION 13.

An unexcused absence of a Member of the Board of Directors for three consecutive meetings of the Board shall constitute a resignation.

SECTION 14.

The presence of the majority of the elected Directors shall constitute a quorum for the purpose of taking official action at any Regular or Special Meeting of the Board of Directors.

ARTICLE 9 DUTIES OF OFFICERS

SECTION 1.

The President shall be the directing Officer of the Corporation and shall preside at all meetings of the Board and general Membership Meetings. The President shall perform other such duties as designated by the Board.

SECTION 2.

The Vice-President shall assume all duties of the President in his/her absence and any duties assigned by the President and/or the Board. The Vice-President is not a President-elect position.

SECTION 3.

The Secretary shall keep all records of proceedings, maintain current files, maintain the Corporation Membership Directory with the assistance of the Treasurer, carry on correspondence and read communications. The Secretary shall keep attendance records and notify members of time and place of meetings. . The Secretary shall deliver to his/her successor all files, records, correspondence and communication belonging to the Board of Directors.

SECTION 4.

The Treasurer shall deposit all monies of the Corporation, shall collect dues, pay bills, and keep account of all disbursements and account of monies received. The Treasurer or the President or President's designated alternate are authorized to sign checks up to an amount approved by the Board of Directors Checks over the approved amount must be authorized by a second officer and

shall include documentation of such authorization. The Treasurer shall deliver to his/her successor all monies, books, papers, and other properties belonging to the Board of Directors which may be under his/her custody. The financial records shall be audited annually in advance of the Annual Membership Meeting, or as deemed necessary by the Board of Directors.

SECTION 5. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided by the President of the Board, or, if no such person has been designated or in his or her absence, the Vice-President of the Board, or, in the absence of each of these persons, by a Chair chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the Presiding Officer shall appoint another person to act as Secretary of the meeting.

ARTICLE 10 COMMITTEES

SECTION 1.

The Executive Committee shall consist of the four (4) Officers of the Board, and shall have all the powers and duties of a Committee of the Board, subject to the limitations specified in Section 5212 of the Nonprofit Corporation Law. All action by the Committee shall be reported to the Board of Directors at the next meeting thereof. The Executive Committee shall have no authority with respect to filling of vacancies on the Board of Directors or on any other committee.

SECTION 2.

The Board of Directors shall appoint Advisory Committees to the Board as needed from time to time, including a Nominating Committee and an Audit Committee. Advisory Committees may not exercise the authority of the Board to make decisions on behalf of the Corporation. Advisory Committees shall make recommendations to the Board or Board Committees and implement Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

ARTICLE 11 RECALL OF DIRECTORS

A Director may be removed from the Board at any time with or without cause by a vote of at least two-thirds (2/3) majority of the Directors then in office.

ARTICLE 12 FUNDS

SECTION 1.

All monies of this Corporation shall be deposited to the account of The Friends of the Yolo Branch Library of Yolo and shall be disbursed only as authorized by the Board of Directors in accordance

with the approved budget. No disbursements shall be made which exceed the approved budget amount until the Treasurer has received authorization from the Board of Directors.

SECTION 2.

Restricted monies shall be disbursed as specified by the terms of the donation, grant, or other contribution received.

ARTICLE 13 AMENDMENTS

The Bylaws may be amended at any regularly called meeting of the Corporation by two-thirds (2/3) of the Members present provided notice of the proposed amendment shall be mailed and postmarked, and/or distributed electronically, to all Members fourteen (14) days before the said meeting.

ARTICLE 14 CIVIL RIGHTS

No person shall be denied participation in or employment by The Friends for reason of gender, sexual orientation, race, color, creed, disability 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 gender, sexual orientation, race, color, creed or national origin.

ARTICLE 15 PARLIAMENTARY AUTHORITY

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

ARTICLE 16 DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable or educational purposes and which has established its tax-exempt status under Internal Revenue Code section 501(c)(3) or shall be distributed to the County of Yolo. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the County in which the principle office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Corporation named in the title thereto and that such Bylaws were duly approved by the Members of said Corporation at the annual Membership meeting on September 26, 2019.



Lynnel Pollock
Lynnel Pollock , Secretary

9/26/2019

Date