

Friends of the Livermore Public Library Bylaws

Approved at the June 2015 Annual Membership Meeting

ARTICLE I: Name

The name of this Association shall be Friends of the Livermore Public Library. The Association shall also be known as "Friends of the Livermore Library" or "FOLL".

ARTICLE II: Mission and Purposes

Section 1. It is recognized that the administration of the Livermore Public Library is vested in the Library Trustees and the Livermore City Council.

Section 2. The mission of the Friends of the Livermore Public Library is to support the Library, its services and programs by advocating for public support and use of the Library, by generating current and long-term funding, and by developing volunteer involvement.

Section 3. The purposes of the Friends of the Livermore Public Library shall be:

- a. To maintain an Association of persons interested in books and the Library;
- b. To foster closer relations between the Library and the citizens of Livermore;
- c. To educate the public concerning library services, facilities, and needs;
- d. To sponsor events and develop programs open to the public which support the Library and help extend and improve Library services and resources; and
- e. To stimulate gifts of books, magazines, desirable collections, funds, endowments, and bequests.

Section 4. The purposes of the organization include conducting it as a nonprofit, tax-exempt corporation in accordance with the Federal Internal Revenue Code 501(C)(3) and the State of California Revenue and Taxation Code 237020.

ARTICLE III: Membership and Dues

Section 1. Membership in this organization shall be open to all individuals in sympathy with its purposes, and to representatives of organizations, businesses and clubs when such representation is desired, in which case dues shall be paid by that organization.

Section 2. Voting at the Annual Meeting and at special membership meetings shall be by members present, or, in the case of votes by mail, of all eligible members. Each paid membership shall be entitled to one vote, except that in the case of family memberships, all members 18 and over in such families shall each be entitled to one vote. In the matter of organizational and business memberships, each organization or business shall be entitled to one vote, provided no member may vote as both an individual and as an organization or business representative without prior approval of the board of the organization he/she represents.

Section 3. Only members who have paid their dues for the calendar year in which an election is held may vote in that election. Members who have a lifetime membership are eligible to vote in any and all elections.

Section 4. Memberships shall be valid for a period of one calendar year. Annual dues shall be payable in January each year.

Section 5. Categories of membership and annual dues shall be determined by the Board.

ARTICLE IV: Board of Directors, Officers and Committees

Section 1. All persons who serve on the Board of Directors must be current dues-paying members of FOLL.

Section 2. The Officers shall be the President, Vice-President, Secretary, and Treasurer. Each term of office shall be for one fiscal year. An elected officer may serve up to five (5) consecutive terms in the same office. After five (5) consecutive terms served, if there is no new candidate available to serve in that office, the current officer, if willing, may be elected by a majority of voting FOLL members to continue to serve in that office for additional terms. [If no candidate is available for election, see Section 12 re filling vacancies] With the exception heretofore stated, an officer may be re-elected to the same office after one (1) term beyond the last date of board service has elapsed. An officer shall be eligible for election to a different office immediately after the last date of Board service.

Section 3. Board Committees

- a. The Officers shall serve as the Executive Committee.
- b. There shall be Standing Committees for Finance, Membership, Bookstore, Book Sales, Newsletter, Website, and Publicity.
- c. The Book Sales Committee oversees all sales except those which occur in the main Bookstore and/or at Special Sales organized or sponsored by the Bookstore Manager and/or Bookstore Committee.
- d. The Finance Committee shall consist of the Treasurer as its Chair, the President and one other Board member, appointed by the Board.

- e. All other Standing Committee Chairpersons shall be appointed by the President, subject to approval by a majority vote of the Officers.
- f. Board sub-committees as may be necessary shall be appointed by the President, subject to majority approval of the Officers. As per California state law, only Board members may serve on sub-committees.
- g. Advisory committees may be appointed, as needed, by a majority vote of the Officers. Advisory committees are comprised of non-Board members, have no voting power and may not take actions that are binding on the Board of Directors.

Section 4. A Board member may fill more than one position (e.g. Treasurer who is Chair of the Finance Committee), but each Board member shall have one vote only.

Section 5. The Officers and Standing Committee Chairpersons shall be known as the Board of Directors and shall serve as governing body of this organization, having full power to implement all regular business and to set policies and procedures between Annual Meetings. The Board shall meet four (4) or more times a year, at times and places as determined by the President or by a majority of the Officers. All Board members must be informed of the time and place of such meetings.

Section 6. The Board may approve the hire of employees to perform specific duties within the organization. The Board grants to the Executive Committee full power to implement all business related to employee personnel and to set personnel policies and procedures. Personnel policies and procedures shall be provided in written form to any and all employees and to the Board. The Executive Committee shall also submit reports to the Board as needed.

Section 7. The Executive Committee shall be the supervisory body for each employee and will assign one Officer to serve as the designated spokesperson. An employee may address any matter to any individual Officer or to the Committee as a whole.

Section 8. The Executive Committee shall provide each employee with a detailed job description and shall conduct an annual performance evaluation within 30 days of each anniversary of the employee's hire date.

Section 9. Meetings of the FOLL Board of Directors are open to all members and the general public for information and discussion. Only Board members may vote at meetings of the Board of Directors.

Section 10. A majority of the total members of the Board shall constitute a quorum for the transaction of business. With the exception of approval of appointments of Committee Chairpersons and matters related to paid employees, all business will require a majority vote of the Board members present.

Section 11. Any Board member may be removed by a majority vote of the entire Board whenever, in their judgment, the best interests of the Library and the Board will be served. Examples of cause for removal include non-performance of duties and frequent absence from Board meetings.

Section 12. Vacancies on the Board for any Officer or Director position shall be filled by appointment made by the remaining Board members.

Section 13. The President is an ex-officio member, of all Standing committees. Per California law, ex-officio members have the same rights (including the right to vote) as any other director. The President shall also serve, or appoint another Board member, as liaison to the Library Board of Trustees.

Section 14. The President shall insure that all meetings are conducted according to Robert's Rules of Order, Revised except when in conflict with these By-laws or the laws of the State of California.

Section 15. The Library Director, or an appointee, shall be a non-voting liaison to the FOLL Board.

ARTICLE V: Nominations and Elections

Section 1. Nominations for Officers shall be presented by a Nomination Committee of three, to be appointed by the Board. No one shall be nominated without his/her consent. Nominations may be submitted by FOLL members to the Committee no later than thirty days prior to the Annual Meeting. The Committee shall announce to FOLL members all candidates no later than two weeks prior to the Annual Meeting.

Section 2. At the Board's discretion, elections may be done by mail-in voting, by ballots left in ballot box at the Bookstore, by members voting at the Annual Meeting, or by all of these methods.

Section 3. The Officers shall be elected by a majority of voting members, shall be announced at the Annual Meeting, and shall take office at the Annual Meeting or on July 1, whichever is later.

Section 4. Newly elected Board Officers will be given an orientation by the outgoing Board Officers no later than the first two-week period of the new fiscal year. Board Officers appointed mid-term and other new Board Directors will be given an orientation no later than thirty (30) days of their approved appointments as Officers or Chairpersons of the Standing Committees.

ARTICLE VI: Funds and Liabilities

Section 1. Any member, director, officer or committee member of this organization may inspect all books and records of the organization required to be kept by the By-Laws.

Section 2. All proceeds from the sale of books or other sources are to be used solely to benefit the Livermore Public Library.

Section 3. The fiscal year of this organization shall begin on July 1 of each year and end on June 30 of the following year.

Section 4. All dues, monetary donations, proceeds from the sale of books and other inventories, or other monies of this organization shall be deposited to the bank accounts of Friends of the Livermore Library, as specified by the Board, and shall be disbursed only as authorized by the Board, or as specified by the terms of the donation.

Section 5. The Treasurer shall have supervision over the funds, securities, receipts and disbursements of the organization, and shall keep full and accurate accounts of the organization's finances. He/she shall present a financial report as the Board requests, and shall present a full report at the Annual Meeting. The Finance Committee shall present project and/or annual budgets, when requested, to the Board of Directors for approval. The Treasurer shall prepare and file all financial reports required by the State and Federal governments.

Section 6. The Treasurer shall administer a Petty Cash Fund; the maximum amount of this fund to be established by a majority of the Board of Directors. The President shall initial all petty cash receipts which are reimbursable to the Treasurer. All expenditures in excess of the Petty Cash Fund and not allocated in an approved budget must be approved by a majority of the Officers if five hundred dollars (\$500.00) or less or by a majority of the entire Board if the amount exceeds five hundred dollars (\$500.00).

Section 7. The Board of Directors shall appoint an Audit Committee of two, none to be Officers, to audit the Treasurer's books. The Audit Committee will submit its report to the Board no later than ninety (90) days after the end of each fiscal year.

Section 8. All contracts for the organization must be signed by the President and the Treasurer.

Section 9:

- a. Neither the Board of Directors nor the Officers shall have any authority to borrow money or to incur any indebtedness in the name, or on behalf of this organization, except with the approval of a majority of the entire Board of Directors for the specific purpose.
- b. No member of the Board of Directors, and no Officer of this organization shall act as, or be deemed to be, an agent of the members of this organization, or have authority to incur any obligation whatsoever, except with the approval of a majority of the entire Board of Directors for the specific purpose.

- c. No contract shall, in any event, be entered into, and no obligation shall be incurred beyond the amount on hand, or in the bank after deducting therefrom, or providing for, the total of all unpaid accounts and unpaid obligations and liabilities.

ARTICLE VII: Meetings of the Membership

Section 1. The Annual Meeting shall be held in the period May 1 to June 30 to elect officers, receive various reports, and enact any other business. Notice of the Annual Meeting may be given by public notice in the Library and by mail or email, or both. Notice must be given to members two (2) weeks prior to the Annual Meeting.

Section 2. Special meetings of the membership may be held as directed by the Board, or upon a verbal or written request of at least ten (10) FOLL members. Members will be notified in the same manner as for the Annual Meeting.

Section 3. Ten (10) FOLL members shall constitute a quorum at any FOLL membership meeting.

ARTICLE VIII: Dissolution

In the event of dissolution of the organization, all assets of the Friends of the Livermore Public Library will be liquidated and donated to the Livermore Public Library. In case the Livermore Public Library is no longer in existence, the proceeds will be donated to the City of Livermore.

ARTICLE IX: Amendments

Amendments and revisions concerning the By-laws must be approved by Board action and ratified at any meeting of the membership of this organization by two-thirds of the members present, or, if voting by mail, by two-thirds of the total number of voting members, provided that written notice of the proposed amendment shall have been given to all members two (2) weeks before said meeting.

Amended/Ratified May 1984, July 1993, October 1997, May/June 2006, May/June 2011, May/June 2012, May/June 2013, May/June 2015