

FRIENDS OF THE ATASCADERO LIBRARY BYLAWS

ARTICLE 1 NAME

The name of this Corporation is Friends of the Atascadero Library.

ARTICLE 2 PURPOSE

The purposes of this corporation are: to maintain an association of persons interested in securing and maintaining an adequate facility for the Atascadero Library; to stimulate increased awareness and appreciation of the resources and services of the library; to coordinate the efforts of all groups and individuals interested in the library; to promote the greatest possible use of the library; to sponsor and stimulate volunteer services for the library; to sponsor cultural and related programs for the community of Atascadero; to provide a means by which library friends may join to share their enthusiasm for books and libraries; to promote the growth and development of the library's resources through monetary contributions; and to promote gifts of books, magazines, and other library materials consistent with the library's collecting interest.

ARTICLE 3 NONPROFIT, NON-PARTISAN PUBLIC BENEFIT ACTIVITIES

This corporation has been formed under California Non-Profit Public Benefit Corporation law for the purposes described in Article 2 above, and it shall function as a nonprofit, non-partisan organization pursuant to the laws of the State of California and the United States Internal Revenue Code Section 501(c)(3) governing nonprofit corporations. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE 4 DEDICATION OF ASSETS

The properties and assets of this non-profit corporation are irrevocably dedicated to non-profit, charitable purposes. No part of the net earnings, properties or assets of this corporation shall inure to the benefit of any private person or individual, including any member or director of this corporation. Upon liquidation or dissolution, all properties and assets and obligations of this corporation shall be distributed and paid over to an organization dedicated to charitable, non-profit purposes, provided that the organization continues to be dedicated to the exempt purposes specified in the Internal Revenue Code 501 (c) (3).

ARTICLE 5 MEMBERSHIP

Section 1 Qualifications. There shall be six (6) voting classifications of membership in this Corporation:

- A. Individual membership with one (1) vote;
- B. Family membership with one (1) vote;
- C. Business membership with one (1) vote;
- D. Sustaining membership with one (1) vote;
- E. Benefactor membership with one (1) vote; and
- F. Life membership with one (1) vote.

Section 2 Fees, dues and assessments. Each member in good standing must pay, within the time and on the conditions set by the Board of Directors, the annual dues in amounts to be fixed from time to time by the Board of Directors.

Section 3 Honorary membership. Any person may be elected to be a non-voting Honorary Member upon vote by the Board of Directors.

Section 4 Termination of membership. Membership of any member shall terminate upon the member's resignation or failure to pay annual dues within the time set forth by the Board of Directors

ARTICLE 6 MEMBERSHIP MEETINGS AND TRANSACTION OF BUSINESS

Section 1 Place of meeting. Meetings of the membership shall be held at any location within the State of California designated by the Board of Directors.

Section 2 Annual Meeting. An annual meeting of members shall be held each year on a date set by the Board of Directors. The members shall be notified as provided in Section 4 of this Article 6.

Section 3 Special Meetings. Special meetings of the members may be called at any time by the Board of Directors or the President. The President must call a special meeting of the members upon written request of ten (10) members specifically stating the purpose of such meeting. A notice of such special meeting, stating the purpose for which it was called, shall be distributed to the members in accordance with the provisions of Section 4 of this Article 6.

Section 4 Notice of Membership Meetings. Notices of meetings of members shall be sent or otherwise given not less than ten (10) days before a Special Meeting and not less than twenty-one (21) days before the Annual Meeting. The notice shall specify the place, date and hour of the meeting and indicate for a special meeting the general nature of the business to be transacted, or indicate for the annual meeting those matters which the Board of Directors, at the time of giving notice, intends to present for action by the members. Notice shall be given by announcement in the Corporation's periodic newsletter, or by flyer or letter, electronic mail or any other means, addressed to each member either at the address of that member appearing on the books of the Corporation or the address given by the member of the Corporation for the purpose of notice.

Section 5 Quorum for General Business. A majority of the members present shall constitute a quorum for the transaction of business at a membership meeting, except as provided in Section 6 of this Article 6.

Section 6 Quorum for Amending ByLaws or Electing Officers and Directors.

A. To amend the ByLaws at least ten percent of the members must vote in an election (i) at the annual membership meeting, (ii) at a special meeting of the membership duly noticed, (iii) by mail ballot, (iv) by electronic mail ballot, or (v) by ballot at the website of the Corporation. A majority of those voting is required to approve an amendment.

B. Except as otherwise provided in these ByLaws, to elect officers and/or directors of the Corporation at least ten percent of the members must vote in an election (i) at the annual membership meeting, (ii) at a special meeting of the membership duly noticed, (iii) by mail ballot, (iv) by electronic mail ballot, or (v) by ballot at the website of the Corporation. A majority of those voting is required to elect an officer or director.

C. The Board of Directors may take emergency action to amend the ByLaws, subject to ratification or reversal by vote of the membership as described in subparagraph A of this Section 6. Such vote must be called for within 45 days of any such emergency action.

Section 7 Voting.

A. Only members in good standing are entitled to vote at any meeting or in any election. A member in good standing shall be defined as one whose dues are paid in full as of the time of the casting of any ballots.

B. Voting at any meeting may be by voice or ballot, provided that any election of directors must be by ballot if demanded by any member before the voting begins.

C. Proxy votes may be submitted in writing or by electronic mail, must be received prior to the beginning of the meeting, and are counted in the determination of a quorum.

Section 8 Rules of Procedure. Meetings of the members may be conducted informally. In the event of need for formal rules of procedure not otherwise provided herein or adopted by the Board of Directors, *Robert's Rules of Order* (revised) shall apply.

ARTICLE 7 DIRECTORS

Section 1 Powers. The business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors, subject to the provisions of the California Non-Profit Public Benefit Corporation Code, the Articles of Incorporation and these ByLaws.

Without prejudice to these general powers and subject to the same limitations, the Directors shall have the power to select and remove all agents and employees of the corporation; prescribe any powers and duties for them which are consistent with law, with the Articles of Incorporation, with these ByLaws; and fix their compensation, if any.

Section 2 Membership. The Board of Directors shall be composed of no fewer than nine and no more than twenty-one members, including the elected officers, chairs of standing committees, and such other directors at large as are deemed necessary.

Section 3 Qualification of Directors. Candidates for election as Directors must be voting members of the Corporation in good standing at the time of election or appointment.

Section 4 Nomination and Election. Nominations for directors shall be presented to the general membership at the annual meeting or duly noticed election held in accordance with Section 6 of Article 6. Nominations from the floor may be accepted if the election is held at a membership meeting.

Section 5 Election and Terms of Office of Directors. Directors shall be elected in accordance with the provisions of Article 6, to hold office until the next election. A director appointed by the Board of Directors to fill a vacancy shall hold office until the next election.

Section 6 Interim Appointment of Directors. The Board of Directors shall have the right to fill any vacancy or vacancies and to appoint additional directors at its discretion. A vacancy or vacancies on the Board of Directors shall be deemed to exist on the occurrence of the death, resignation, or removal of any director herein. Any resignation of a director shall be presented by written notice to the President or recording secretary of the Corporation,

Section 7 Quorum. A quorum for any meeting of the directors shall be a simple majority of the existing Board of Directors.

Section 8 Compensation. No directors or members of the Corporation shall be entitled to compensation for any duties performed on behalf of the Corporation.

ARTICLE 8 COMMITTEES

The Board of Directors may, by resolution adopted by a majority of the directors then in office, designate one or more committees, to serve at the pleasure of the Board and to operate within the authority and budget approved by the Board for each committee. No committee, regardless of Board resolution, may:

- A. Take any final action on matters, which, under the non-profit public benefit corporation law of California, also requires members' approval, or
- B. Fill vacancies on the Board of Directors, or
- C. Amend or repeal ByLaws or adopt new ByLaws, or
- D. Approve any transaction to which the Corporation is a party and in which one or more directors has a material financial interest.

ARTICLE 9 OFFICERS

Section 1 Officers. The Officers of the Corporation shall be a President, a Vice President, a Recording Secretary, a Corresponding Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors, such other officers as may be appointed in accordance with provisions of these ByLaws.

Section 2 Election of Officers. The Officers of the Corporation shall be elected by vote in accordance with the provisions of Article 6.

Section 3 Vacancies in Office. A vacancy in any office shall be filled by the Board of Directors at a regular meeting or at a duly noticed special meeting called for that purpose. An officer appointed by the Board of Directors to fill a vacancy shall hold office until the next election.

Section 4 Responsibilities of Officers.

A. President. The President shall preside at meetings of the Board of Directors and at all other meetings, and exercise and perform such other powers and duties as may be from time to time assigned by the Board of Directors or prescribed by the ByLaws. The President shall be the chief executive officer of the Corporation and shall have the powers and duties of a chief executive officer to generally supervise and direct the business and the officers of the Corporation, subject to approval of the Board of Directors.

B. Vice President. In the absence or disability of the President, the Vice President shall perform all the duties of the President, and in so acting shall have all the powers of, and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for that person by the Board of Directors or the President.

C. Recording Secretary. The Recording Secretary shall record attendance at all meetings, record minutes of the proceedings of all meetings and post the minutes at the library; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or By-Laws.

D. Corresponding Secretary. The Corresponding Secretary shall conduct correspondence and distribute information as required; shall maintain official files of correspondence; and shall keep a record of all the corporation members, showing the names of all members, their addresses and the class of membership held by each; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or By-Laws.

E. Treasurer. The Treasurer shall keep and maintain adequate and correct books and records of accounts of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses and all other matters included in financial statements. Books of accounts shall be open to inspection by any director at all reasonable times. The Treasurer shall further deposit all money and any other valuables into the name and credit of the Corporation with such depositories as may be designated by the Board of Directors; shall disburse funds of the Corporation as may be ordered by the Board of Directors; shall render to the President and Directors, whenever requested, an account of all the transactions as Treasurer and of the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or By-Laws.

ARTICLE 10 MISCELLANEOUS

Section 1 Maintenance and Inspection of Documents. The Corporation shall keep at the library a copy of the Articles of Incorporation, ByLaws as amended to date, annual report, and such other documents as may be required by law or best practice for nonprofit public benefit corporations. Such documents shall be open to inspection by the members whenever the library is open to the public.

Section 2 Annual Report to Members. An annual report to members shall be made at the annual membership meeting and shall contain the following information and reasonable detail:

- A. The assets and liabilities of the Corporation as of the end of the fiscal year;
- B. The revenue and expenses of the Corporation for the fiscal year;
- C. Any information required by California Corporations Code or other applicable provisions of state or federal regulations.

Section 3 Amendment by Members. New ByLaws may be adopted or these ByLaws may be amended or repealed by approval of the members in accordance with the provisions of Article 6, Section 6 hereinabove.

Previous ByLaws adopted: May 13, 2010

This revision proposed August 20, 2014

Adopted by the Board of Directors September 10, 2014