

# **BY-LAWS OF THE FRIENDS OF THE ENCINITAS LIBRARY**

(Revised and Adopted by the Board of Directors June 26, 2003)

## **I**

### **PURPOSE**

The purpose for which this corporation is formed is to aid and support the Encinitas branch of the San Diego County Library, and to receive contributions and make donations to the aforesaid Library.

#### **Mission Statement:**

To support the Encinitas Library as it strives to encourage literacy, lifelong learning, and the love of reading throughout our diverse community. To enhance the library's resources, increase the community's access to information and knowledge, and provide a vibrant cultural gathering place.

## **II**

### **PRINCIPAL OFFICE**

The principal office of The Friends of the Encinitas Library is located at Encinitas, in San Diego County, California. Any changes shall be noted by the Secretary opposite this Paragraph II but shall not be considered an amendment to these By-Laws.

## **III**

### **MEMBERSHIP**

#### Section 1: **Members**

There shall be one class of members of this corporation. The membership shall consist of those individuals who pay such annual membership dues as may be set by the Board of Directors from time to time. The Secretary and Treasurer of the corporation shall maintain a membership list of the corporation. Failure to pay the annual membership dues established by the Board of Directors shall result in termination of membership.

Section 2: **Voting Rights**

Each member of the corporation shall be entitled to one vote.

Section 3: **Annual Meeting**

The annual meeting of this corporation shall be held during the month of February of each year, at a time and place to be designated by a resolution of the Board of Directors. The annual meeting of the corporation held during the month of February of each year shall commence the corporate administrative year.

Written notice of the time and place of the annual meeting shall be sent to each member by mail, electronic, or other written communication, charges prepaid, addressed to them at their address as it is shown on the records of the corporation, or if it is not shown on the records, or is not readily ascertainable, at the office of the corporation. All notices shall be mailed or delivered at least seven (7) days before the date of the meeting.

Section 4: **Special Meetings**

Special meetings of the members of the corporation for any purpose or purposes may be called at any time by the President of the corporation or by one-third of the Directors, or by 25% of the members.

Written notice of the time and place and specifying the purpose of the special meeting of the members shall be given in the same manner as for the annual meeting of the members.

Section 5: **Quorum**

A quorum for any meeting of the members shall consist of ten (10) persons, or one-half the membership, whichever is less.

Section 6: **Liabilities of Members**

No person who is now or who later becomes a member of this corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this corporation shall look only to the assets of this corporation for payments.

## IV

### **BOARD OF DIRECTORS**

#### Section 1: **Number and Qualifications of Directors**

The Board of Directors shall consist of fifteen (15) members (as amended) or until the number of Directors is changed by further amendment to these By-Laws.

Every Director must be a member of the Friends of the Library.

#### Section 2: **Quorum**

Five (5) or more members of the Board of Directors shall constitute a quorum.

#### Section 3: **Powers of Directors**

Subject to limitations of the Articles of Incorporation, other sections of the By-Laws, and of California law, all corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors. Without limiting the general powers, the Board of Directors shall have the following powers:

(a) To select and remove all the other officers, agents and employees of the corporation, and prescribe such powers and duties for them as may not be inconsistent with the law, the Articles of Incorporation, or the By-Laws.

(b) To conduct, manage, and control the affairs and business of the corporation and to make rules and regulations not inconsistent with law, the Articles of Incorporation, or the By-Laws.

(c) To borrow money and incur indebtedness for the purpose of the corporation, and for that purpose to cause to be executed and delivered, in the name of the corporation, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, or other evidence of debt and securities.

Section 4: **Responsibilities of Directors**

(a) Attend monthly Board meetings. Any Board member who does not attend three consecutive meetings and fails to notify in advance of inability to attend the meeting, may be requested to resign or removed as a Board member at the discretion of the majority of the Board present at a meeting.

- (b) Make a commitment to participate in Board sponsored activities as assigned.
- (c) Provide support for the Library through advocacy and professional expertise.
- (d) When feasible, introduce potential donors to our library expansion plan.
- (e) Serve on at least one standing committee.
- (f) Represent the Friends at fund raising or community events, as appropriate.
- (g) Recruit committee members, volunteers, and Board members who have the time, interest, and willingness to assist the Friends assist the Library.

Section 5: **Election and Terms of Office**

The term of office of each Director of this corporation shall be three (3) years or until a successor is elected. Successors for Directors whose terms of office are then expiring shall be elected at the annual meeting of the members held in February of the year in which such term of office expires. The newly elected Director shall assume office at the next Board meeting after the election.

Nominations for membership on the Board of Directors shall be submitted at the annual meeting by a nominating committee of three (3) members to be selected annually by the President of the corporation.

If the number of the Board of Directors changes, one third will be elected to office annually in order to stagger Director rotations.

Section 6: **Vacancies**

A vacancy in the Board of Directors shall be filled by a majority of the remaining Directors then in office even though less than a quorum, or by the sole remaining Director. A successor Director shall serve for the unexpired term of his predecessor.

Section 7: **Place of Meeting**

Regular meetings of the Board of Directors shall be held at any place, within or without the State, that has been designated from time to time by a Resolution of the Board or by written consent of all the members of the Board. In the absence of this designation, regular meetings shall be held at the principal office of the corporation. Special meetings of the Board may be held at a place designated or at the principal office.

Section 8: **Regular Meetings**

Regular Meetings of the Board of Directors shall be held at such time and place as designated by the President of the Board of Directors.

Section 9: **Special Meetings**

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or the Secretary or any five (5) Directors.

Special meetings of the Board may be held upon 24 hours notice delivered personally or electronically.

Section 10: **Notice**

Regular meetings of the Board may be held without notice if the time and place of such meetings are fixed by the Board. Otherwise, written notice of the time and place of both regular and special meetings shall be sent to each Director by mail or by other form of written or electronic communication, charges prepaid, addressed to them at their address as it is shown on the records of the corporation, or if it is not so shown on the records, or is not readily ascertainable, at the principal office of the corporation. The notice shall be mailed at least four days before the time of the holding of the meeting.

The transactions of any meeting of the Board of Directors, however called and noticed, wherever held, shall be as valid as a meeting held after regular call and notice, if a quorum is present. If either before or after the meeting each Director not present signs a written waiver of notice or a consent to hold the meeting or an approval of the Minutes. all such waivers, consents or approvals shall be filed with the corporate records or made a part of the Minutes of the meeting.

Section 11: **Action Without a Meeting**

Any action by the Board of Directors may be taken without a meeting if all members of the Board individually or collectively consent in writing to this action. Such written consent, or electronically transmitted consent, shall be filed with the Board Meeting Minutes.

Section 12: **Removal**

A Director may be removed from office, for cause, by the vote of a majority of the Directors.

Section 13: **Compensation**

The Directors shall receive no compensation for their services as Directors.

V

**OFFICERS**

Section 1: **Officers**

The officers of this corporation shall be a President, two Vice Presidents, a Secretary, and a Treasurer, and such other officers as the Board of Directors may appoint. One person, other than the President, may hold more than one of these offices.

Section 2: **Election**

The Board of Directors shall elect all officers of the corporation for terms of one year or until their successors are elected and qualified.

Section 3: **Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors.

Section 4: **President**

The President is the general manager and chief executive officer of the corporation. Subject to the control of the Board of Directors, the President shall have general supervision, direction and control of the business and affairs of the corporation.

The President shall preside at all meetings of the members and Directors, and shall have such other powers as may be prescribed from time to time by the Board of Directors. The President or the Board appointed designee, shall speak for the Board and must reflect the Board's position or direction.

Section 5: **Vice President(s)**

There shall be a Vice President of Administration and a Vice President in charge of Fund Raising. In the absence or disability of the President, the Administrative Vice President shall perform all the duties of the President and in so acting shall have all the powers of the President. In the absence of the Administrative Vice President, the Vice President in charge of Fund Raising shall perform all the duties of the President. The Vice President(s) shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 6: **Secretary**

The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, and of the meetings of the membership; shall send out such notices as may be necessary or proper; shall supervise the keeping of the records of the corporation; and shall discharge such other duties of the office as prescribed by the Board of Directors.

Section 7: **Treasurer**

The Treasurer is the chief financial officer of the corporation. The Treasurer shall receive and safely keep all funds of the corporation and deposit them in the bank or banks that may be designated by the Board of Directors. Those funds shall be paid out only on the checks of the corporation signed by any two of the following: President, Vice Presidents, Treasurer or Secretary, or by such officers as may be designated by the Board of Directors as authorized to sign them. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 8: **Compensation**

The officers shall receive no compensation for their services as officers.

**VI**

**EXECUTIVE DIRECTOR**

Section 1: **Duties**

The Board of Directors may appoint an Executive director who shall:

- (a) Administer the activities and operations of the corporate business office and the maintenance of its records.
- (b) Carry out plans and policies authorized by the Board of Directors.
- (c) Assist and advise Committees in all matters.
- (d) Act as custodian of all property and records of the corporation.

Section 2: **Responsibility**

The Executive Director shall be responsible to the Board of Directors for performance of duties.

Section 3: **Ex-Officio Member**

The Executive Director shall be an ex-officio member, without vote, of all Committees.

## VII

### COMMITTEES

The Board may, by resolution adopted by a majority of the number of Directors then in office, provided that a quorum is present, create one or more executive committees, each consisting of two or more directors, to serve at the pleasure of the Board.

Appointments to such executive committees shall be by a majority vote of the Directors in office.

Non-executive committees may be designated by the President. The chair and membership shall be appointed by the president. Non-executive or ad hoc committees may exist with or without Directors as members or chairpersons.

## VIII

### AMENDMENT OF BY-LAWS

These By-Laws may be amended or repealed and new By-Laws adopted by a vote of 2/3 majority of the members of the Board of Directors at any Directors' meeting, except that a By-Law fixing or changing the number of Directors must be adopted, amended or repealed only with the vote or written consent of the majority of a quorum at a meeting of the members called for that purpose and which is the vote of the majority of those present and voting.