

Friends of the Salida Regional Library Bylaws (Adopted November 6, 2003)

ARTICLE I - NAME

The name of this organization shall be "Friends of the Salida Regional Library", hereinafter know as the Friends. It is a nonprofit corporation, incorporated under the California Non-Profit Corporation Act.

ARTICLE II - PURPOSE

The purpose of the Friends as stated in Articles of Incorporation shall be for education and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954.

In this connection, its purpose shall be:

1. To promote awareness of the services and resources available through the **Salida Regional Library**.
2. To cultivate a close relationship between the regional residents and the **Salida Regional Library**.
3. To encourage improvement of library services.
4. To provide financial assistance and present programs which are of benefit to the **Salida Regional Library** community.
5. To promote partnerships with the various community organization.

ARTICLES III - MEMBERSHIP

Section 3.1:

Any person or organization interested in supporting eht purpose of the Friends may become a member upon completion of a membership application and payment of dues.

Section 3.2:

Each individual member, upon payment of dues, shall be entitled to one vote. Families shall be entitled to a maximum of two votes. Member organizations shall be entitled to one vote.

Section 3.3:

Dues shall be set annually be the Board of Directors. Dues for renewal of membership shall be due on July 1. Dues not received by September 15, shall be considered delinquent. Dues of members joining after April 1 will be valid for the remainder of the current year and all the following fiscal year.

Section 3.4:

Honorary (non-voting) memberships may be awarded at the discretion of the Board.

ARTICLE IV - MEETINGS

Section 4.1:

Regular meetings of the Friends shall be held a minimum of twice a year.

Section 4.2:

The Annual Meeting shall be the May regular meeting. Notice shall be posted at least fourteen days prior to the Annual Meeting. Annual reports of the Officers and Committees shall be received; the election of Officers and Director (s) shall be held; and any other necessary business shall be transacted. The newly-elected Officers and Director (s) shall assume office on July 1 following their election.

Section 4.3:

Special meetings may be called by the President, or at the request of a majority of the Board, or upon the written request of twenty members of the Friends. In the event that the President does not call the meeting within five days after being requested any elected officer may call for the meeting. The purpose of the special meeting shall be stated and posted at least seven days prior to the meeting.

Section 4.4:

A majority of the Board of Directors shall constitute a quorum at any meeting.

ARTICLE V - BOARD OF DIRECTORS

Section 5.1:

The Friends shall be governed by a Board of Directors. All members of the Board shall be elected by the membership of the Friends except for those appointed according to provisions of these **Bylaws**.

The Board is primarily responsible for all affairs and management of the Friends in accordance with these **Bylaws**. All Officers are responsible to the Board.

Section 5.2:

The Board shall consist of a minimum of President, Vice-President, Treasurer, Secretary, one director at large, the immediate Past President and the representative of the

Section 5.3:

The Board shall have regular meetings at such times and places as the Board may select, provided, however, that the Board shall meet at least four times a year. Notice will be posted at least seven days prior to any meeting.

Section 5.4:

Any member of the Board who has failed to attend three consecutive Board meetings without just cause shall no longer be a member of the Board unless the Board votes to allow this member to remain. No dues-delinquent member shall be a member of the

Board. The Board will have the option of filling the vacancy for the remainder of the term.

Section 5.5:

Any member of the Friends can bring an issue to the Board after stating it in writing to the President. The President shall schedule presentation of the issue to the Board by the member as soon as is practical.

Section 5.6:

It shall be the duty of the Board to care for the property and interests of the Friends and to determine policies for the conduct of its affairs. The Board shall have the power to raise and expend funds to promote the welfare of the **Salida Regional Library**, and to employ any and all lawful means it may deem proper and expedient to secure the object for which the Friends is organized.

Section 5.7:

The President, Vice President, Secretary, Treasurer, and one to three directors at large shall be elected from the membership. Each shall serve as avoting member of the Board. The term of office shall be for one calendar year, except that any officer shall serve until his successor has been duly elected. No officer shall serve more than two terms in succession in any one position except in the position of Treasurer. No employee of the Stansilaus County Library may serve as an officer or director on the Board.

Section 5.8:

The Nominating Committee shall have three members. It shall be the duty of the Nominating Committee to submit at least one nominee for each office to be filled. A report in writing, including a list of the nominees, shall be given to the Board and then posted by the Nominating Committee no later than 14 days prior to the Annual Meeting in May.

Members may contact the Nominating Committee to offer themselves for nomination. Nominations may be made from the floor at the Annual Meeting. No name shall be placed in nomination without the consent of the nominee. The election of the Officers and Directors shall be by ballot; however, if there is but one nominee for any office, then election for that office may be by voice vote. A majority vote of the members present and voting shall be required to elect.

Section 5.9:

The Board is authorized and empowered to fill any vacancy which may occur on the Board for the remainder of the fiscal year in which the vacancy occurs, and is hereby authorized and empowered to fill any vacancy in office, except President, for the balance of the unexpired term so filled. In case of a vacancy in the office of President, the Vice President shall become President.

ARTICLE VI - LIMITATION ON LIABILITY AND AUTHORITY TO INCUR INDEBTEDNESS

No member shall be liable except for unpaid dues, and no personal liability shall in any event be attached to any member, including Officers and Directors, in connection with any undertakings of the Friends, but all its liabilities shall be limited to its common funds and assets. Neither the Board nor the Officers shall have any authority to borrow money. No member of the Board and no Officer shall act as, or be deemed to be, an agent of the members or have authority to incur any obligation beyond the scope of the approved budget.

ARTICLE VII - AMENDMENTS

Section 7.1:

Amendments to the **Bylaws** may be submitted in writing to the Board of Directors by any five members in good standing, and may be voted on at any member meeting, by a two-thirds vote of the members present and voting, provided that notice of the proposed amendment is posted at least 14 days before the meeting.

Section 7.2:

The **Bylaws** shall be reviewed every four years.

ARTICLE VIII - RULES OF ORDER

All parliamentary procedures not covered by these **Bylaws** or by special Rules of Order adopted by the Board shall be governed by the current edition of *Robert's Rules of Order*, Newly Revised.

ARTICLE IX - DISSOLUTION

In the event of dissolution of this corporation, Friends of the **Salida Regional Library**, for any reason whatsoever, the plan providing for the distribution of assets during the process of such dissolution shall be as follows:

a) All liabilities and obligations of this corporation shall be paid, satisfied and discharged. In case its property and assets are not sufficient to satisfy or discharge all the corporation's liabilities and obligations, the corporation shall apply them so far as they will go to the just and equitable payment of liabilities and obligations.

b) Any and all other assets of this corporation, upon its dissolution for any reason, which shall remain on hand after a final audit of the books, shall be given to the Stanislaus County Library for the exclusive use of the **Salida Regional Library**.

[Return to Friends of the Salida Library](#)