

FRIENDS OF THE RANCHO BERNARDO LIBRARY,  
INC. A California Non-profit Public Benefit Corporation  
**BYLAWS**  
**Approved November 16, 2019**

**Article I NAME AND OFFICE**

Section 1 Name: The name of the Corporation shall be Friends of the Rancho Bernardo Library, Inc. It shall also be known as Friends of the Rancho Bernardo Library.

Section 2 Office: The address of the office of the Corporation for the transaction of business is Rancho Bernardo Branch Library, 17110 Bernardo Center Drive, San Diego, California, 92128.

**Article II MISSION AND OBJECTIVES**

Section 1 Mission: The Mission of Friends of the Rancho Bernardo Library, Inc., hereafter referred to as the Friends, is to support the Rancho Bernardo Branch Library, hereafter referred to as the Library, in fulfilling its role as an essential institution dedicated to meeting the literary, information, technological, educational, and cultural needs of the members of the community.

Section 2 Objectives:

- (a) To conduct a broad range of fund-raising activities in order to carry out the Mission.
- (b) To provide monetary support for the Library's collection, services, and facilities.
- (c) To advocate on behalf of the Library.
- (d) To encourage in-kind and financial donations that support the Mission.
- (e) To focus public attention on the Library's services, facilities, and resources.
- (f) To provide educational and cultural programs as needed.

**Article III MEMBERSHIP, DUES, AND MEETINGS**

Section 1 Eligibility: Membership in the Friends shall be open to all persons, businesses, and organizations that support the Mission. There is no limit to the number of members. Applicants shall be admitted to membership on making payment of the first annual dues. The membership shall consist of those who have paid the current year's dues.

Section 2 Membership Dues:

- (a) The various categories of membership shall be determined by the Board of Directors, and annual dues shall be in such amounts as may be determined from time to time by resolution of the Board of Directors.

(b) Membership shall extend for a period of one year, which shall be the calendar year, January 1 through December 31. The dues of a member who joins on or after October 1 shall extend through the following year.

(c) Membership shall be non-assessable.

Section 3 Membership Rights and Obligations: Except as expressly provided for or authorized by the Articles of Incorporation or Bylaws of this Corporation, all members shall have the same rights, privileges and obligations.

Section 4 Membership Meetings:

(a) An annual meeting shall be held at a time and place designated by the Board of Directors for the purpose of electing and seating officers and directors, to receive reports, and to transact any other business stated in the meeting notice. A written notice of the meeting shall be sent to each member at least ten (10) days in advance of the meeting.

(b) Special meetings of the membership may be called by the President with the approval of the Board of Directors, or at the written request of twenty (20) or more members. The membership shall be notified of the time, place, and agenda for the meeting in writing at least ten (10) days prior to the date of the meeting.

(c) Each adult person, business, or organization shall be entitled to one (1) vote in any election or on any issue, except that in the case of Couple or Family memberships, each adult member of the family shall have one (1) vote.

(d) The quorum for membership meetings shall be those present.

## **Article V THE BOARD OF DIRECTORS**

Section 1 Composition, powers, and duties:

(a) The Board of Directors shall consist of the officers of the Corporation, Directors *ex officio*, Directors-at-Large, Chairpersons of Standing Committees, Director(s) Emeritus if any, and the Immediate Past President. The Branch Manager of the Library (or a designated representative) shall be provided all Board materials and invited to attend and participate in all meetings of the Board.

(b) The Board of Directors shall conduct the business of the Corporation subject to the limitations contained in the Articles of Incorporation and in the laws of the State of California.

(c) The Board of Directors may confer the title of Director Emeritus on a maximum of four (4) persons who have in the Board's judgment made significant and special contributions to the work of the Friends and are retired from Board positions.

- (d) Directors *ex officio* positions may be created from time to time by resolution of the Board that specifies such creation. The initial holder of such a directorship shall be named by resolution of the Board; thereafter, the position shall be filled by election as specified below.
- (e) Directors-at-large positions may be created from time to time by resolution of the Board that specifies such creation. The initial holder of such a directorship shall be named by resolution of the Board; thereafter, the position shall be filled by election as specified below.

Section 2 Terms of Office of Board Members:

- (a) The terms of the officers shall be as provided in Article V, Section 2
- (b) The Directors *ex officio*, *Directors at Large*, and Standing Committee chairs shall be elected for two-year terms. In so far as possible, half of these positions shall expire in alternate years.

Section 3 Meetings of the Board: The Directors shall hold at least four regular meetings during the year at times and places determined by the Board. Special meetings may be called by the President or by written petition of five (5) or more members of the Board of Directors filed at any time with the Secretary. Upon the filing of such a petition, the President shall call such a meeting within (10) days. Written notice of the time, place, and agenda for each meeting shall be sent to each Board Member by the Secretary at least five (5) days prior to the meeting and shall be posted on the Friends website. Meetings of the Board shall be open to all Friends members.

Section 4 Quorum and Voting at Board Meetings: A majority of the members of the Board shall constitute a quorum for the transaction of business. If a quorum is not present, business may be transacted, but the decisions at such a meeting shall be confirmed at the next Board meeting at which a quorum is present by a majority vote of the Board members. Decisions at all meetings, unless otherwise provided for in these bylaws, shall be by a majority of those present.

Section 5 Vacancies:

- (a) A vacancy, other than that in the position of President, shall be filled by a majority vote of the Board of Directors for the unexpired term.
- (b) Should any Board member miss three consecutive meetings of the Board without submitting to the Secretary a written excuse for such absence(s), the position held by that member shall automatically become vacant.

Section 6 Removal:

Any officer or other member of the Board may be removed upon affirmative vote of a majority of the members of the Board of Directors.

## Section 7 Conduct:

Each member of the Board owes a duty of fiduciary good faith, due care, and loyalty to the Corporation. Board members perceiving a conflict of interest for themselves or another Board Member shall describe the issue openly in a Board Meeting and act according to the decision of the Board.

## **Article V OFFICERS AND COMMITTEES:**

Section 1 The Officers: The officers of the Friends shall be: President; Vice President of Operations, Vice President of Development, Secretary, and Treasurer. Said officers comprise the Executive Committee.

### Section 2 Terms of Office:

- (a) The President and Vice Presidents shall be elected for terms of two (2) years. They may not serve more than two (2) consecutive terms. The terms of the Vice Presidents shall expire in alternate years.
- (b) The Secretary and Treasurer shall be elected for terms of two (2) years. They may not serve more than two (2) consecutive terms. The terms of the Secretary and Treasurer shall expire in alternate years.
- (c) Following a good-faith attempt to find candidates, an officer who has served the maximum number of terms may be nominated for one or more additional terms by the Board of Directors upon the recommendation of the Nominating Committee and with the agreement of the candidate.

Section 3 Duties of the President: The president shall preside at all meetings of the Board, the Executive Committee, and the general membership. The President shall be an *ex-officio* member of all committees except the nominations committee, shall be responsible for seeing that all business of the Friends and all orders and resolutions of the Board are carried out, and shall exercise such other powers as shall be determined from time to time by the Board of Directors.

Section 4 Duties of the Vice President of Operations: The Vice President of Operations shall oversee and coordinate the operations of those involved with the donation and sale of books and other media, and shall inform the President of decisions and actions. The Vice President of Operations shall perform the duties of the President when the President is temporarily unable to serve, or if the President is permanently unable to serve, the Vice President of Operations shall serve as President until the next election whether at an Annual or Special Meeting. This Vice President shall perform other supportive duties that the Board directs.

Section 5 Duties of the Vice President of Development: The Vice President of Development shall be responsible for overseeing and coordinating those involved in increasing the membership in the Friends, fundraising, and in providing current members and the general public with information concerning Library and Friends activities. The Vice President of

Development shall inform the President of decisions and actions. This Vice President shall perform other supportive duties that the Board directs.

Section 6 Duties of the Secretary: The Secretary shall record and keep in custody the minutes of the Board, the Executive Committee, and the membership meetings. The Secretary shall keep the Friends calendar and all other non-financial records of the Friends. The Secretary shall send to the membership all notices required by law or by these Bylaws, and shall file such reports as are required by law. If the Secretary is absent or temporarily unable to serve, the President may appoint another Board member to assume the office while the Secretary is unable to serve.

Section 7 Duties of the Treasurer: The Treasurer shall be responsible for the accounting, fiscal, and budgetary functions of the Friends. The Treasurer shall make regular reports to the Board, and shall report to the membership at the Annual Meeting. The Treasurer shall prepare and file such financial statements as may be required by law. The Treasurer shall chair the Finance Committee, which shall participate in developing budgets and selecting investments. The Finance Committee may include a minority of members from outside the Board and/or the Friends.

Section 8 Committees:

- (a) The Board of Directors may create and disband standing committees as deemed necessary . Their Chairs shall be nominated by the President for the approval of the Board.
- (b) The Executive Committee shall have the emergency power to act for the Board of Directors between meetings of the Board of Directors. The time, place and agenda for each Executive Committee meeting shall be sent in writing by the Secretary to each Executive Committee member at least five days in advance and shall be posted on the Friends website. Minutes of Executive Committee meetings shall be sent to the Board of Directors promptly. A majority of the Committee shall constitute a quorum. Motions shall be adopted by a minimum of three (3) votes. Executive Committee meetings shall be open to other board members and other members of the Friends.
- (c) Such ad hoc or advisory committees as may be deemed necessary or advisable from time to time may be appointed by the President with the approval of the Board of Directors. Committee members may be board members, members of the Friends who are not Board members, or interested persons who are not members of the Friends.

**Article VI NOMINATIONS AND ELECTIONS:**

Section 1 Appointment of Nominating Committee: At least sixty (60) days prior to the Annual Meeting the President shall recommend and the Board appoint a Nominating Committee of three (3) members chosen as follows: two (2) from the Board of Directors and one (1) from the general membership. The Nominating Committee shall choose its own chair. The committee shall seek candidates for all expired and open Board positions and shall receive and consider suggestions for nominations by any member. The committee shall ascertain the willingness of each candidate to serve.

Section 2 Presentation of Nominations: The Nominating Committee shall present its nominations at the Annual Meeting. Nominations from the floor shall then be invited, but no one shall be voted into office without his or her consent.

Section 3 Voting for nominees: Each member attending the Annual Meeting shall vote for one (1) candidate for each position to be filled.

Section 4 Election Results:

- (a) If there is a contest for any position, the candidate receiving the greatest number of votes for such position shall be declared elected. Ties shall be decided by a second vote.
- (b) The newly-elected members of the Board of Directors shall take office at the close of the Annual Meeting.

#### **Article VII FIDUCIARY RESPONSIBILITY:**

Section 1: The Board shall adopt a budget for the upcoming calendar year that specifies expected receipts and expenditures. Each member of the Board may submit proposed budget amounts to the Treasurer prior to the approval of the upcoming year's budget. Such requests shall specify the purposes for the expenditure. During the year, a Board Member may propose amendments to the budget for adoption by the Board.

Section 2: The Treasurer may issue checks for amounts within an unexpended budget category. The Treasurer may issue checks for documented, non-budgeted expenditures of \$250 or less.

Section 3: The Treasurer or President and one additional member of the Executive Committee authorized by the Bank may issue checks for documented, non-budgeted expenditures of \$500.00 or less. Larger non-budgeted expenditures shall require Board approval.

Section 4: The Board of Directors shall appoint a qualified nonmember of the Friends to review the Treasurer's records, including records of investments, prior to July 31st of each year. A written report shall be provided to the Board.

#### **Article VIII AMENDMENTS:**

These Bylaws may be amended at any membership meeting of the Friends by affirmative vote of a majority of the members present if the proposed amendment(s) have been included in the public agenda of the meeting.

Section 1 The Bylaws shall be reviewed at least every three years and amended as needed.

#### **Article IX PARLIMENTARY AUTHORITY:**

All meetings shall be governed by *Robert's Rules of Order, Newly Revised*, except when the *Rules* are in conflict with these Bylaws or the Articles of Incorporation.

**Article X INDEMNIFICATION:**

No Director or Officer of the Friends shall be personally liable for any contract entered into by the Friends or because of any act or thing done or omitted to be done on behalf or in the name of the Friends.

**Article XI ELECTRONIC COMMUNICATION:**

Section 1 Terms including "mail," "writing," "written," "report," "notice," "notified," etc., used in these Bylaws shall include communications by suitable electronic means by which a recipient can retain a record but not by mere notice on the Friends' website unless specifically permitted by these bylaws.

Section 2 The Board and any committee may conduct special meetings without all being present in one place by providing telephonic connections that allow each attendee to hear and be heard so long as all other requirements for a face-to-face meeting are followed.

**Article XII DISSOLUTION:**

Upon dissolution of the Corporation, the assets remaining after all legal obligations have been met shall be distributed to the San Diego Public Library Foundation, a 501(c)(3) corporation, with the proviso that the funds be allocated to the Rancho Bernardo Branch. Should the Foundation no longer exist, the assets shall go to another 501(c)(3) corporation which supports culture or information.

Approved by Board action: November 16, 2019 or January 18, 2020

Approved by the Membership: February 8, 2020

Revision Committee: Judy Levine, Acting President  
Ollie Smoot, Webmaster  
Mary Ann Roberts, member  
Cara Geils, member

President (Acting): Judy Levine  
Secretary: Elisabeth Koenig