

## **BYLAWS OF THE FRIENDS OF THE ENCINITAS LIBRARY**

(Revised and adopted by the Board of Directors October 25, 2012)

### **I. PURPOSE**

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

#### **Mission Statement:**

To support the 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 the Encinitas branch of the San Diego County Library in Encinitas, California. Any changes shall be noted by the Secretary opposite this Article II but shall not be considered an amendment to these bylaws.

### **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. Bylaws, Rev. June 30, 2003

#### **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 once a year at a time and place to be designated by a resolution of the Board of Directors. The annual meeting 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. All notices shall be mailed or delivered at least seven (7) days before the date of the meeting.

Bylaws, Rev. July 27, 2017

#### **Section 4: Special Meetings**

Special meetings of the members of the corporation for any purpose 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 all creditors of this corporation shall look only to the assets of this corporation for payments.

Bylaws, Rev. June 30, 2003

### **IV. BOARD OF DIRECTORS**

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

The Board of Directors shall consist of nine (9) to fifteen (15) members or until the number of directors is changed by further amendment to these bylaws.

Every director must be a member of the Friends of the Encinitas Library.

Bylaws, Rev. June 28, 2018

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

More than 50 percent of the members of the Board of Directors then in office will constitute a quorum.

Bylaws, Rev. June 28, 2018

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

Subject to limitations of the Articles of Incorporation, other sections of the bylaws, and 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 bylaws.
- (b) To conduct, manage, and control the affairs and business of the corporation and to make rules and regulations not inconsistent with the law, the Articles of Incorporation, or the bylaws.
- (c) To borrow money and incur indebtedness for the purpose of the corporation, and for that purpose, to execute and deliver, in the name of the corporation, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, or other evidence of debt and securities.

By-Laws, Rev. June 30, 2003

#### **Section 4: Responsibilities of Directors**

- (a) Attend regular board meetings. Any director who does not attend three

consecutive meetings and fails to notify the president or vice president in advance of inability to attend the meeting may be requested to resign or may be removed as a director in accordance with Article IV, Section 12. Removal.

(b) Make a commitment to participate in board sponsored activities.

(c) Serve as an officer, committee chair, committee member, or in some other capacity supportive of the mission of the Friends of the Encinitas Library.

Bylaws Rev. September 22, 2022

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

The term of office of each director of this corporation shall be two years or until a successor is elected. Directors shall not serve for more than three consecutive terms. A director who has served three consecutive terms may be eligible to serve as a director after one year has passed since that person was last a director. Successors for directors whose terms of office are then expiring shall be elected at the annual meeting of the members held in the year in which such term of office expires. The newly elected director shall assume office at the next January 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.

Bylaws, Rev. July 26, 2018

#### **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 or her predecessor.

Bylaws, Rev. June 30, 2003

#### **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 corporation.

#### **Section 9: Special Meetings**

Special meetings of the Board of Directors for any purpose 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 not less than 24 hours' notice stating the date, time, and place of the meeting. The notice must be delivered personally or communicated by telephone or other electronic means.

Bylaws Rev. October 25, 2012

#### **Section 10: Notice**

Regular meetings of the board may be held without notice if the time and place of the meetings are fixed by the board. Otherwise, not less than four days' written notice of the date, time, and place of regular meetings shall be sent to each director by mail or by other form of written or electronic communication. Notice by mail will be prepaid, addressed to directors at their address of record. If a quorum is present, the transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as a meeting held after regular call and notice. Unless approved by a majority of the elected officers of this corporation because of an emergency, prior to voting on any proposal to spend \$1,000 or more the directors must receive at least 30 days' notice, by mail or other electronic communication, of the proposal.

Bylaws, Rev. October 25, 2012

#### **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 without cause by the vote of a majority of the directors then in office at any regular or special meeting provided a quorum is present.

Bylaws, Rev. October 25, 2012

#### **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, Vice President, Secretary, and Treasurer, along with such other officers as the Board of Directors may appoint. One person, other than the President, may hold more than one of these offices. All officers must also be directors.

Bylaws, Rev. October 25, 2012

#### **Section 2: Election**

The Board of Directors shall elect all officers of the corporation. Each officer will serve a one-year term and may not serve in the same officer's position for more than three consecutive terms except by approval of a majority of the directors then in office. The person would again be eligible to serve in the same officer's position after one year has passed since that person last served in the same officer's position. Terms run from January 1 through December 31.

Bylaws, Rev. July 26, 2018

#### **Section 3: Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification, or

otherwise shall be filled by the Board of Directors.  
Bylaws, Rev. June 30, 2003

#### 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**

There shall be a Vice President of the corporation. In the absence or disability of the President, the Vice President shall (a) perform all the duties of the President and in so acting shall have all the powers of the President; (b) keep a list of all board members and their contact information; and (c) keep a list of all committees, their chairs, and members. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.  
Bylaws, Rev. October 25, 2012

#### Section 6: **Secretary**

The Secretary of the corporation 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 supported by invoices, receipts, or other documentation and signed, if over \$100, by any two of the following: President, Vice President, Treasurer, Secretary, or by such officers or directors as the Board of Directors may designate 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.  
Bylaws, Rev. June 30, 2003

#### Section 8: **Compensation**

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

#### Section 9: **Removal**

Officers may be removed from office without cause by a vote of the majority of the directors then in office at any regular or special meeting provided a quorum is present.  
Bylaws, Rev. October 25, 2012

## **VI. COMMITTEES**

### **Section 1. Formation**

The board may, by resolution adopted by a majority of the directors then in office, provided a quorum is present, create one or more committees, each consisting of one or more directors, to serve at the pleasure of the board. The resolution creating a committee must state the purpose of the committee, extent of the committee's authority, committee chair, and committee members. The term of office for committee chairs will be two years. Committee chairs may not serve for more than three consecutive terms. A committee chair who has served three consecutive terms may be eligible to serve as chair after one year has passed since that person was last the committee chair. A committee chair whose terms have expired may remain as a committee member. Committee chairs and members may be removed from office without cause by a vote of a majority of the directors then in office at any regular or special meeting provided a quorum is present.

Bylaws, Rev. April 22, 2021

## **VII. AMENDMENT OF BYLAWS**

Except for a bylaw changing the number of directors, these bylaws may be amended or repealed, and new bylaws adopted, by a two-thirds majority of the directors then in office at any regular or special meeting at which a quorum is present. Notice setting forth the proposed revisions must be given in accordance with these bylaws. A bylaw fixing or changing the number of directors must be adopted, amended, or repealed only with the written consent or vote of a majority of the members present at a meeting called for that purpose at which a quorum is present,

Bylaws, Rev. October 25, 2012