

**BYLAWS**  
**Morro Bay Friends of the Library**

ARTICLE I: NAME

The name of the organization shall be Morro Bay Friends of the Library (MBFOL).

ARTICLE II: PURPOSE

The purpose of the organization is to stimulate public support of the Morro Bay Branch of the San Luis Obispo County Library by fostering and establishing closer relations between the library and the citizens and organizations of Morro Bay, by focusing public attention on library services, facilities and needs and by soliciting gifts, endowments and bequests; and, to provide financial aid for adequate services, facilities and needs.

ARTICLE III: LIMITATIONS/PARLIAMENTARY AUTHORITY

SECTION 1. The assets of the MBFOL are irrevocably dedicated to public benefit purposes. Upon dissolution or liquidation of the corporation, no part of the net earnings or assets of the corporation shall inure to the benefit of any private person or individual but shall be distributed, after the satisfaction of all debts and liabilities, as required by the Articles of Incorporation of this corporation and not otherwise.

SECTION 2. No officer or member shall be personally liable to the MBFOL or its members for monetary damages for breach of duty, acts or omissions, and/or transactions as an officer or member. Likewise, the MBFOL shall not be liable to any member for monetary damages for breach of duty, acts or omissions and/or any transactions as an organization.

SECTION 3. All meetings shall be conducted according to Robert's Rules of Order except when in conflict with the bylaws of this organization or with the laws of the State of California.

ARTICLE IV: MEMBERSHIP AND DUES

SECTION 1. Membership in this organization shall be open to all individuals in sympathy with its purposes and to organizations when representation in the association is desired, in which case dues shall be paid by the joining organization.

SECTION 2. The Board of Directors shall determine annual dues.

SECTION 3. Those persons whose dues are current shall be considered active members.

SECTION 4. Each active member shall be entitled to one vote.

SECTION 5. The fiscal year shall begin January 1 and end December 31.

ARTICLE V: OFFICERS AND COMMITTEES

SECTION 1. The Board of Directors shall consist of the Officers and Members-at-Large and shall serve as the governing body of this organization.

SECTION 2. The Officers shall be President, Vice President, Secretary, and Treasurer. They shall be elected by the general membership at the annual general membership elections meeting. The terms of office shall be one year. The Immediate Past President may attend board meetings as a non-voting member and serve in an advisory capacity to the organization, if needed.

SECTION 3. The Board of Directors shall meet at the call of the President or by petition of three or more Board members. The Board shall meet not fewer than four times each fiscal year. A majority of the members of the board shall constitute a quorum

for the transaction of business.

SECTION 4. The President shall appoint special committees from time to time as necessary subject to the approval of the Board.

SECTION 5. The President shall be an ex-officio member of all committees with the exception of the Nominating Committee.

SECTION 6. The President shall appoint the chair of the Nominating Committee. The chair may appoint additional committee members. The Committee shall solicit and propose candidates to the Board to fill vacancies to complete unexpired terms as they may occur and shall solicit and present to the membership nominations for Officers and Members-at-Large at the annual meeting. The Nominating Committee may hold an open meeting not less than 30 or more than 90 days prior to the annual general membership elections meeting for the purpose of soliciting Board candidates from among the membership.

SECTION 7. All active members present will have the opportunity to vote for the officers at the annual membership meeting.

SECTION 8. Active members may apply for any Officer and Member-At-Large position for consideration for election at the annual membership meeting.

SECTION 9. Members-at-large shall each serve as Chair of one of the following Standing Committees: Programs, Membership, Fundraising, Volunteers, Newsletter and Book Sales. The Treasurer shall chair the Finance Committee. One Member-at-large may serve as a representative of this organization on the Board of Directors of the Foundation for San Luis Obispo County Public Libraries.

#### ARTICLE VI: MEETINGS

SECTION 1. The organization shall hold its annual meeting in November of each year for the purpose of electing Officers, and Members-at-Large; to receive various reports and to transact any other business. A written or email notice shall be sent to members no later than two weeks prior to the meeting.

SECTION 2. Special meetings may be held as directed by the President and/or two or more current Board members. A written or email notice shall be sent to members no later than two weeks prior to the meeting.

SECTION 3. Quorum for general membership, annual election and special meetings shall be those active members present, provided proper notice is given, as defined in the bylaws. Three percent (3%) of active members shall constitute a quorum for the transaction of business.

#### ARTICLE VII: FUNDS

SECTION 1. The Treasurer shall maintain adequate books of accounts for which he or she shall be responsible.

SECTION 2. No funds or properties shall be disbursed without written authority of the President and the Treasurer. The Secretary shall be authorized to sign in the absence of either the President or Treasurer.

SECTION 3. The board shall appoint a qualified person, not an Officer, to review the Treasurer's books prior to the annual meeting.

#### ARTICLE VIII: AMENDMENTS

The bylaws may be amended at any regular or special meeting of the organization by two-thirds majority of the members present, provided a quorum is present. The intention to amend bylaws must be given by written notice to the members no later than two weeks prior to the meeting at which they are to be presented for consideration.

**STANDING RULES**  
**Morro Bay Friends of the Library**

1. The organization shall include a number of Standing Committees which may include, but are not limited to:
  - a. Finance which will
    - i. Create the annual budget
    - ii. Oversee financial operations
  - b. Programs which will
    - i. Arrange programs for Board and general meetings and special events
  - c. Membership which will
    - i. Establish and implement a membership program
    - ii. Collect and record membership dues for submission to the Treasurer
    - iii. Maintain a current roster of all members
  - d. Fundraising which will
    - i. Raise funds for the organization as well as solicits gifts and donations.
  - e. Newsletter which will
    - i. Edit and circulate a Friends newsletter at least three times a year, which includes being responsible for mailing the newsletters to members.
  - f. Book Sales which will
    - i. Be responsible for organizing book sales that raise funds for the organization through: quarterly sales, lobby sales, Farmers' Market and/or online sales.
  - g. Volunteers which will
    - i. recruit volunteers to assist with Book Sales and Friends-initiated events, programs and needs.
2. The Treasurer shall chair the Finance Committee. Programs, Membership, Fundraising, Volunteers, Newsletter and Book Sales shall each be chaired by the respective Member-at-Large.
3. Directors and Officers shall assume their duties immediately following their election at the General Membership Elections meeting in November.
4. Committee Chairs who are not Board members are entitled to an advisory vote at Board meetings, but are not considered as part of quorum at Board meetings. Those Committee Chairs are not required to attend Board meetings.
5. Other volunteer leadership positions may be appointed annually by the President and may participate actively by being entitled to an advisory vote at Board meetings, but are not considered as part of quorum at Board meetings. These positions can include: Media Relations Coordinator, Farmers' Market Coordinator, Website Coordinator, etc. Members in these positions are not required to attend Board meetings.

6. The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of its officers. The President shall preside at all meetings of the Board of Directors and shall, in the name of the corporation, execute all contracts or other instruments which the Board of Directors may from time to time authorize, as well as appoint Chairs to Committees and any volunteer leadership positions that will help serve the organization.
7. The duties of the Vice-President shall be to assist the President in the fulfillment of the latter's duties and to act on behalf of the President in the event of the latter's absence. The Vice President may also be assigned responsibilities by the President associated with oversight of special projects on behalf of the organization.
8. The Secretary shall
  - a. Keep at the principal office of the corporation the original, or a copy, of the Articles of Incorporation and of the bylaws, as amended or otherwise altered to date
  - b. Keep at the principal office of the corporation a book of the minutes of all meetings of the directors and of committees of the board, recording therein the time and place of the meeting, whether regular or special, how called, how notice was given, the names of those present at the meeting, and the proceedings thereof.
  - c. See that all notices are duly given in accordance with the provisions of the bylaws or as required by law, as well as mail and/or email all official notices to members when appropriate.
  - d. Give prior notice of all general meetings, and Board meetings.
  - e. Conduct correspondence and information distribution as required.
  - f. Be custodian of the records of the corporation and maintain official file of correspondence.
9. The Treasurer shall
  - a. Have custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
  - b. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
  - c. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
  - d. Keep and maintain adequate and correct accounts of the corporation's business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.
  - e. Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.

- f. Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
  - g. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements of the corporation.
- 10. In addition to chairing committees, Members-At-Large shall represent the membership in conducting the organization's business, ensure compliance with the Bylaws of the organization, and represent the organization in activities related to the Friends and/or library services. They shall also maintain liaison with the President and other officers of the organization and shall bring to the attention of the Board the various concerns of the members of the organization.
- 11. The Branch Manager of the Morro Bay Library may serve in an advisory capacity to the Friends organization.
- 12. Board of Directors meets each January, March, May, July and September at a day and time designated at the annual General membership elections meeting (i.e., the third Friday from 11:30 a.m.-1:30 p.m.).
- 13. If a Board member fails to attend two consecutive meetings within any twelve months, the member shall automatically be considered for replacement.
- 14. All officers shall serve until the expiration of their terms except in cases of incapacity, resignation or removal from office. An affirmative vote of two-thirds of all current members of the Board shall be required to remove an officer from office for cause.
- 15. Regularly scheduled meetings are open to the public.
- 16. The General membership elections meeting meets on the third Friday of November, unless otherwise designated on a different day at least thirty (30) days in advance.
- 17. Each September the Board of Directors will evaluate the annual dues structure and provide recommendations for approval of the general membership.
  - a. Other than Life membership, dues are good for membership for 12 months from the date paid.
- 18. Past Presidents shall be entitled to receive a copy of the Newsletter upon request.
- 19. Any funding requests that have not been approved through the annual budget process shall require a Project Funding Request to be submitted to the Treasurer and approved by the Board of Directors.
- 20. Any dealers or scouts will not be allowed access to the books **prior** to the 9 a.m. Book Sale opening for Morro Bay Friends of the Library members. If a dealer or scout would like to volunteer at the sale, they can volunteer after the beginning of the sale, but not at set-up or prior to opening on the day of the sale. The Morro

Bay Friends of the Library believe that this makes for a level playing field for all those who buy and sell books as a business, and gives the regular members the same opening time as the dealers and/or scouts. We would not want to lose any longtime book sale attendees because one or more of their colleagues got in before they did. We want all our dealers to feel welcome, and appreciate your understanding and support of our Book Sales.

21. Any payments for services or reimbursements made to an officer, board member, or a relative of either, shall require that the checks be signed by a third party.
22. The Morro Bay Friends of the Library Board of Directors will be responsible each year to purchase liability insurance for Directors and Officers of the Friends of the Library.

*Updated 11/18/11.*