

8 August 2013

BY-LAWS OF FRIENDS OF THE DANA POINT LIBRARY
A California Non-Profit Public Benefit Corporation

Approved and adopted by the board of directors on 8th August, 2013.

These By-laws supersede all previous by-laws of the Association except where prohibited by law. The number of Directors on the Board has been restored to Seven as per the By-laws dated 12/09/2004.

ARTICLE I ORGANIZATION

1. The name of the organization shall be: Friends of the Dana Point Library. The non-profit is an "Exempt Organization" under section 501(c)(3) of the Internal Revenue Code.
2. The organization may at its pleasure by a vote of the membership body change its name.

ARTICLE II PURPOSES

The purposes of the organization are as follows:

- [a] To create public awareness and support for the library facilities and programs.
- [b] To further understanding and communication between the library and the community.
- [c] To establish a means to receive economic gifts, services, and endowments for the sole benefit of the Dana Point library.

ARTICLE III MEMBERSHIP

1. Membership in this Association shall be open to all individuals or organizations in agreement with its purposes.
2. Classes of membership and dues shall be determined and changed by the Board providing that the rights of existing members are not reduced.
3. The membership year shall begin on January 1 and end on December 31 of each year.

ARTICLE IV MEETINGS

1. The annual membership meeting of this organization shall be held on the second Wednesday of February each and every year except if such day be a legal holiday, then and in that event, the Board of Directors shall fix the day but it shall not be more than two weeks from the date fixed by these By-Laws.
2. The Secretary shall ensure that a notice telling the time and place of such annual meeting is mailed to every member in good standing as of the 31st December of the preceding year.
3. The final agenda of general meetings shall be posted at least 3 business days before the meeting on the website and at the entrance to the Association's book store, and matters not on the agenda shall not be raised at the meeting. Off-agenda issues may be presented at the open comments section but will not be considered at that meeting.
4. Regular general meetings of this organization shall be held in the community hall of the Dana Point Library, or failing availability of this venue, in an appropriate place in Dana Point open and accessible to the public.

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5. The actual presence of not less than 25 of the members shall constitute a quorum at each general meeting but a lesser number may adjourn the meeting for a period of not more than two weeks from the date scheduled by these By-Laws and the secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. The required quorum at each adjourned meeting shall be reduced by five for each adjournment.
6. Special meetings of this organization may be called by the President when she/he deems it for the best interest of the organization. Notices of such meeting shall be mailed to all members at their addresses as they appear in the membership roll book at least ten (10) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom it was called.
7. At the request of four members of the Board of Directors or 10 percent of the members of the organization, the President shall cause a special meeting to be called but such request must be made in writing at least ten (10) days before the requested scheduled date.
8. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.
9. Minutes shall be kept of all meetings of all committees, and after approval by the committee members the minutes must be signed by the chair and the Secretary. All minutes will be stored with the Secretary and open to membership viewing, except those records that refer to personnel, and pending litigation.
10. All meetings shall be conducted according to Robert's Rules of Order, Revised, except when in conflict with these bylaws or with the laws of the State of California.

ARTICLE V VOTING

1. Voting other than by voice shall be used by those present at all meetings. Proxy voting may be used at all meetings; for election of officers ballots shall be provided; there shall not appear any place on such ballot that might tend to identify the person who cast such ballot.
2. At any regular or special meeting, if a majority so requires, any question may be voted upon by ballot.
3. At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the Chair the results and the certified copy shall be physically affixed in the minute book to the minutes of that meeting.
4. No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.
5. Robert's Rules shall determine the vote required to carry a motion on which the membership may vote, provided that the quorum requirement where applicable is met.

ARTICLE VII FUNDS

1. The fiscal year shall be from January 1 to December 31 each year.
2. Books of accounts shall be kept of all financial matters.
3. No change in banking accounts or investments shall be undertaken without the approval of the

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Board.

4. No funds over \$300 shall be distributed without approval of the Board.
5. All checks must be signed by two Officers, one of whom must be the Treasurer.
6. The Board shall appoint an independent auditor, who shall not be an Officer, to review annually the financial statements. The books will be closed on December 31 and the auditor's report will be presented to the Annual General meeting.
7. All claimed expenses and reimbursements must be verified by receipts or invoices.
8. For purposes of transparency of operations, the monthly and annual summary reports of financial transactions shall be available for public viewing on the Association's website.

ARTICLE VIII BOARD OF DIRECTORS

1. The business of this organization shall be managed by a Board of Directors consisting of seven members out of whom four shall act as the Officers of the Association.
2. An Election committee shall manage the nomination and election of Directors each year. The election committees members shall be appointed by the President in December of each year, and shall consist of one retiring Board member and two non-Board members. The chair shall be a non-Board member. This committee shall follow the applicable Board-approved operating procedures.
3. The terms of directors shall be staggered. Three directors will be elected on the odd numbered years, and four directors on the even numbered years. Each director will serve for a period of two years, except that in 2014 seven directors will be elected and the three directors amongst those elected with the lowest number of votes shall serve for only one year.
4. The Directors of the organization shall be chosen at the Annual General meeting of the Association in February each year, and shall serve from the first of March through to the end of the February of the relevant year of the duration of each directorship. Each member shall have one vote for each open position. In the event that the number of candidates are as many or fewer than the open positions, a ballot shall still be held and the number of votes per member shall be one less than the number of candidates. The votes of members present at the meeting, those voting by proxy, shall determine the outcome of the election. The candidates receiving the greatest number of votes shall be declared the winners, in the order of the two-year open positions then the one-year open positions.
5. The Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting.
6. At least four of the members of the Board of Directors shall constitute a quorum except where otherwise stated.
7. The meetings of the Board of Directors shall be held regularly, and at least 11 times in the year.
8. Board meetings shall be open for attendance by all Association members, except that motions and voting shall be limited to the directors.
9. The agenda for Board meetings shall be published on the website and at the entrance to the Association's book store at least three days before the meeting, and matters not thereupon shall not be discussed. Issues not on the agenda may be presented at open comments section but will not be discussed or considered at that meeting.

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10. Each director shall have one vote and such voting may not be done by proxy.
11. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.
12. Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year. The appointed Board members must stand for reelection to the remainder of the term at the next annual meeting.
13. The President of the organization by virtue of her/his office shall be Chairman of the Board of Directors.
14. The Board will assign responsibilities to the non-Officer members of the Board.
15. Officers shall serve no more than three years within a five year period.
16. The Board may only make decisions on major expenses of over \$5,000.00, or proceeding with litigation at a formally called meeting at which at least five directors are present and with at least two-thirds of the directors voting in favor of the motion.
17. A director may be removed for flagrant or repeated breaches of the bylaws.
18. The Board of Directors may entertain charges against any director. A director may be represented by counsel upon any removal hearing at which at least five of the remaining directors must be present. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization.
19. The Board may remove any Director who has three consecutive absences, or four absences within a six month period, from regular Board meetings without leave of absence.
20. The Board will appoint the Bookstore Manager who shall be responsible for the efficient day-to-day management of the Bookstore. The Board shall evaluate her/his performance annually before the annual General meeting. The Board is empowered to dismiss the Bookstore manager for failure of performance.
21. The Senior Administrative Librarian of the Library, or her/his nominee is encouraged to attend meetings of the Board to provide liaison between the Association and the Library.
22. The Board shall ensure that Errors and Omissions insurance is taken out to protect the Association against business liability, and to protect the Officers and Directors in their capacities.

ARTICLE IX OFFICERS

1. At the first meeting after the election each year, the Board of Directors shall chose from amongst the directors the Officers of the Association for the year.
2. The officers of the organization shall be as follows:
President, Vice President, Secretary, Treasurer.
3. The Officers shall set the policies, establish goals and strategies, and create the tone of behavior for the Association. . Also, to lead by example and create a culture of trust, collaboration, openness and results.
4. All officers must be members of Friends of the Dana Point Library association.
5. No officer shall for reason of her/his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the organization for duties other than as a director or officer.

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The President:

1. Shall preside at all membership meetings.
2. She/he shall by virtue of his office be Chairman of the Board of Directors.
3. She/he shall be responsible for setting each meetings agenda.
4. She/he shall present at each annual meeting of the organization an annual report of the work of the organization.
5. She/he shall oversee all books, reports and certificates required by law are properly kept or filed, and are available for review by members.
6. She/he shall be one of the officers who may sign the checks or drafts of the organization.
7. She/he shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The Vice President:

1. She/he, in the event of the absence or inability of the President to exercise her/his office, shall assume all the rights, privileges and powers as if she/he had been the duly elected president.
2. She/he shall be responsible for the oversight and for the direction of the Bookstore, and will be an ex officio member of the Bookstore Committee.
3. She/he shall be one of the officers who may sign the checks or drafts of the organization.
4. She/he shall be chair of the Communications committee, and shall oversee the content and integrity of the website.

The Secretary:

1. Shall keep the minutes and records of the organization in appropriate books.
2. It shall be her/his duty to file any certificate required by any statute, federal or state.
3. She/he shall give and serve all notices to members of this organization.
4. She/he shall be the official custodian of the records and seal of this organization.
5. She/he shall be one of the officers who may sign the checks or drafts of the organization.
6. She/he shall attend to all correspondence of the organization and present at members and Board meetings relevant communication addressed to her/him as Secretary of the organization.
7. She/he shall be responsible for the integrity of the membership roll.

The Treasurer:

1. Shall be accountable for all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. She/he shall cause to be deposited in a regular bank or trust company the funds of the organization which shall be deposited as a checking account except that the Board of Directors may cause some funds to be invested in such investment accounts as shall be legal for a non-profit corporation in this state.
2. She/he must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the

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checks issued upon it.

3. She/he shall render at stated periods as the Board of Directors shall determine a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.

ARTICLE X COMMITTEES

1. All committees of this organization shall be appointed by the Board of Directors and their term of office shall be for a period of one year(s) or less if sooner terminated by the action of the Board of Directors.
2. The chairman of a standing committee shall report to the Board.
3. Special committees shall be appointed by the President with approval of the Board.
4. The standing committees shall be:
 1. The Bookstore Committee.

This committee consist of at least five members, and shall be chaired by the Bookstore Manager who shall appoint to it, at her/his discretion, shift managers or other Bookstore volunteers.

The committee shall establish and maintain procedures and operating practices in the Bookstore.

The Vice President shall be accountable that a report is made at the monthly Board meeting on Bookstore activities and decisions of the Bookstore Committee.
 2. Membership and Development Committee.

This committee consist of at least five members.

The committee shall grow membership numbers, recommend changes to membership classes and dues, and submit and execute Board approved plans of development.

The responsible director shall be accountable that a report is made at the monthly Board meeting on the activity of the committee.
 3. Communications Committee.

This committee consist of at least three members.

The committee shall be responsible for the content and integrity of the website, newsletters, and public announcements, and shall advise the Board on the development of other forms of communications.

The Vice President shall be accountable that a report is made at the monthly Board meeting on the activities of the committee.

ARTICLE XI AMENDMENTS

1. Any member may initiate a proposed amendment to the Board. Such a proposal must be submitted to the Board four weeks prior to the meeting at which it will be considered.
2. These By-Laws may be amended at any meeting of the Board by a simple majority vote of directors attending.
3. All amendments shall become effective upon adoption by the Board.

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ARTICLE XII INDEMNIFICATION

To the fullest extent permitted by law, this corporation may indemnify its directors, officers, employees, and other persons described in Corporations Code section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section.

"Expenses," as used in this bylaw, shall have the same meaning as in that section of the Corporation Code. On written request to the board by any person seeking indemnification under the Corporation Code section 5238(b) or section 5238(c), the board shall promptly decide under Corporation Code section 5238(e) whether the applicable standard of conduct set forth in Corporation Code section 5238(b) or section 5238(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification, because the numbers of directors who are parties to the proceedings with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to the proceeding, the board shall promptly call a meeting of the members. At that meeting, the members shall determine under Corporation Code section 5238(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or proxy shall authorize indemnification.

ARTICLE XIII DISSOLUTION AND TERMINATION OF ASSOCIATION

In event of dissolution of the organization, all assets of The Friends of the Dana Point Library will be liquidated and the proceeds turned over to the Orange County Public Library for use in the Dana Point Library.

Adopted by the directors of Friends of the Dana Point Library on: 8th August 2013

Signed

President: Carol Wassmann

Signed

Vice-president: Barbara Anderson

Signed

Treasurer: Mary Mashoof

Signed

Secretary: Paul Strauss