

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, p. 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 during the month of October of each 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, p. Rev. October 27, 2011

Section 4: Special Meetings

Special meetings of the members of the corporation for any purpose or purposes 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 any 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 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.

Section 2: Quorum

Five (5) or more members of the Board of Directors then in office shall constitute a quorum.

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, p. Rev. June 30, 2003

Section 4: Responsibilities of Directors

(a) Attend monthly board meetings. Any director who does not attend three consecutive meetings and fails to notify in advance of inability to attend the meeting may be requested to resign or removed as a director in accordance with Article IV, Section 12. Removal.

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

- (c) Provide support for the library through advocacy and professional expertise.
- (d) Serve on at least one board committee.
- (e) Represent the Friends at fund raising or community events, as appropriate.
- (f) Recruit committee members, volunteers, and board members who have the time, interest, and willingness to assist the Friends in supporting the library.

Section 5: Election and Terms of Office

The term of office of each director of this corporation shall be three (3) years or until a successor is elected. Successors for directors whose terms of office are then expiring shall be elected at the annual meeting of the members held in October of 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. If the number of the Board of Directors changes, one third will be elected to office annually in orders to stagger director rotations.

Bylaws, p. Rev. October 27, 2011

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, p. 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 Board of Directors.

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 p. 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, p. 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, p. 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, p. Rev. October 25, 2012

Section 2: Election

The Board of Directors shall elect all officers of the corporation for terms of one year or until their successors are elected and qualified. Terms run from January 1 through December 31.

By-Laws, p. Rev. October 27, 2011

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, p. 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 Administration. In the absence or disability of the President, the Vice President of Administration 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 of Administration shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Bylaws, p. Rev. October 25, 2012

Section 6: Secretary

The Secretary 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 signed 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, p. 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, p. Rev. October 25, 2012

VI. COMMITTEES

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 two 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. Committee chairs and members

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. At least one member of the Bookstore Management Team must be a director of this corporation.
Bylaws, p. Rev. October 25, 2012

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 vote of 2/3 majority of the members of the Board of Directors at any directors' meeting for which notice has been given in accordance with these bylaws, setting forth the proposed bylaw revisions. A bylaw fixing or changing the number of directors must be adopted, amended or repealed only with the vote or written consent of the majority of a quorum at a meeting of the members called for that purpose and which is the vote of the majority of those present and voting.

Bylaws, p. Rev. October 25, 2012