

FRIENDS OF THE MERCED COUNTY PUBLIC LIBRARY BYLAWS

ARTICLE I—NAME

The name of the organization shall be The Friends of the Merced County Public Library. The organization is commonly known as The Friends of the Merced County Library.

ARTICLE II—PURPOSE

Section 1. The mission of the Friends of the Merced County Public Library is to enhance, focus public attention on, and generate community support for Library services, facilities, and other needs in Merced County.

Section 2. The Friends of the Merced County Public Library shall work in conjunction with the administration and staff of the Merced County Library and with other community organizations to achieve these ends.

Section 3. As a non-profit organization, the Friends of the Merced County Public Library shall operate in compliance with Section 501(c)(3) of the Internal Revenue Code. It shall maintain a working relationship with Library administration and staff as detailed in the Memorandum of Understanding between the Friends of the Merced County Library and the Merced County Library. It recognizes that the administration of the Merced County Library is vested in the Merced County Board of Supervisors.

ARTICLE III—MEMBERSHIP

Section 1. Any individual or non-corporate organization that supports the purposes of the Friends of the Merced County Public Library may become a member by completing a membership form and paying the dues then in effect. Members are known as Friends. Lifetime memberships do not expire, but all others must renew their membership annually to retain their status as Friends.

Section 2. At official and special meetings of the Friends of the Merced County Public Library, the Friends in attendance, both individual members and one representative of each organizational member, are entitled to vote on business.

Section 3. Corporations that support the purposes of the Friends of the Merced County Public Library are encouraged to become donors. Such donors are not subject to the payment of dues, nor do they have voting privileges at meetings.

Section 4. Dues or membership levels for the Friends of the Merced County Public Library, as well as membership benefits, may be changed by a majority vote of the Board of Directors.

Section 5. Current member data is confidential. It is available to the Board of Directors and to their designees, including work groups, committees, and Friends assigned mailing responsibilities. The Board may vote to allow outside individuals or groups access to member data only when the

outside request provides full assurance of maintaining individual confidentiality. For publicity purposes, the names, photos, videos, and other data of Friends may be released with permission.

ARTICLE IV—ORGANIZATIONAL STRUCTURE AND GOVERNANCE

Section 1. The governing body of the Friends of the Merced County Public Library is the Board of Directors. The Board includes four Officers (President, Vice President, Secretary, and Treasurer) and at least four, but not more than seven, other Directors. An immediate past president continues to serve on the Board an additional year. The Board shall meet at the call of the President. The President and four other Directors shall constitute a quorum for conducting business at Board meetings.

Section 2. The President, with the advice and consent of the Board, shall appoint such standing committees as are necessary to fulfill the purpose of the Friends of the Merced County Public Library.

Section 2a. The Investment Committee is a standing committee that reviews investment policy, assesses investment performance, and makes recommendations to the Board. Committee members are the Treasurer, who serves as Committee Chair, and up to five Presidential appointees with two-year terms. The Committee meets at least twice a year, and it submits an annual report to the Board. It undertakes revision of the Investment Policy when so assigned by the Board.

Section 3. The President may also appoint work groups, which are not standing committees, as needed to accomplish specific tasks. The President is an ex-officio member of all committees and work groups with the exception of the nominating work group.

ARTICLE V—OFFICERS, DIRECTORS, AND ELECTIONS

Section 1. The Officers of the Friends of the Merced County Public Library are President, Vice President, Secretary, and Treasurer, each being a member of the Board of Directors. These Officers are elected to serve a one-year term without compensation. The term begins after the elections at the annual organizational meeting and extends to the next elections. If re-elected, Officers may continue to serve additional terms.

Section 2. The duties of the Officers shall be as follows:

Section 2a. The President shall preside at all meetings of the Friends and of the Board of Directors and also carry out all other responsibilities assigned to the President in these bylaws.

Section 2b. The Vice President shall preside at meetings when the President is absent.

Section 2c. The Secretary shall keep a record of all Board and Membership meetings. The Secretary shall distribute a draft of the minutes prior to each meeting and record for the permanent official record any corrections made at the time of acceptance. These records shall be stored in a manner or location as directed by the Board.

Section 2d. The Treasurer shall maintain financial records for the Friends of the Merced County Public Library and provide regular financial reports at meetings of the Friends and of the Investment Committee. The Treasurer is the Chair of the Investment Committee. The Treasurer or her/his designee may collect and deposit income and disperse funds when appropriate. When so directed by the Board of Directors, the Treasurer, in collaboration with the President, may open new investment accounts. Working with the President, the Treasurer helps develop and update the annual budget. The Treasurer files tax reports and completes all other required financial documentation.

Section 3. From four to seven Directors shall be elected to the Board of Directors for a one-year term without compensation. The term begins after the elections at the annual organizational meeting and extends to the next elections. If re-elected, Directors may continue to serve additional terms.

Section 4. The governance of the Friends is separate from the day-to-day responsibilities and work of the organization.

Section 4a. Directors may, but are not expected to, take on volunteer work assignments for the Friends during their service as Directors.

Section 4b. The President, working with the Friends' membership, is responsible for identifying, defining, and filling the non-governance volunteer work assignments (*e.g.*, fundraising chair, mailing chair, or bookstore manager) needed for the organization to carry out its day-to-day work.

Section 5. Prior to the annual organizational meeting, a nominating work group of three Friends shall be appointed by the Board of Directors to put together a slate of candidates for the Officer and Director positions for the next fiscal year. At the organizational meeting, the President will present the slate of candidates and invite nominations from the floor. Election requires a simple majority vote of the Friends present at the meeting.

Section 6. Interim vacancies arising on the Board of Directors, including Officer vacancies, shall be filled by appointment made by the remaining Board members.

Section 7. A Director or an Officer may be removed from office for cause by vote of two-thirds of the Directors.

ARTICLE VI—MEETINGS

Section 1. Official meetings of the Friends of the Merced County Public Library are open to both members and the public. The annual schedule of official meetings is set by the President with the approval of the Board of Directors, and the schedule shall be publicized to members prior to the first meeting. Each official meeting shall be publicized at least one week in advance. At an official meeting, a quorum shall consist of those members present and at least three Board members physically present, provided proper notice has been given.

Section 2. The President, with approval of the Board of Directors, will select one of the official meetings in the months preceding or following the start of a new fiscal year to be the annual organizational meeting. Elections and the setting of an annual budget take place at the organizational meeting.

Section 3. Under advisement of the Board of Directors, the President may call a special meeting to discuss and/or resolve a specific issue. Whenever possible, members should receive a week's advance notice of the special meeting.

Section 4. A Board of Directors' meeting may be called at the direction of the President.

Section 5. In general, the conduct of all meetings shall follow the most recent version of Rosenberg's Rules of Order. At the start of a President's term, however, s/he may choose, for that term, another commonly known set of meeting rules unless the chosen rules are opposed by the membership or in conflict with the bylaws or the laws of the state of California.

ARTICLE VII—FINANCIAL RESPONSIBILITIES

Section 1. The fiscal year shall start on July 1 and end on June 30.

Section 2. All funds shall be deposited into the accounts of, or invested for, the Friends of the Merced County Public Library. The signatures of the President and the Treasurer are required to open and close financial accounts. The signatures of the Treasurer and at least one other Officer are required to disperse funds through checks.

Section 3. No part of the funds or investments belonging to the Friends of the Merced County Public Library shall be used to benefit Directors, other Friends, Library staff, Library trustees, or the families of aforementioned individuals except as payment for approved services or goods. Upon approval of the President and the Treasurer, these individuals may also be reimbursed for direct payment of approved services or goods. The Board of Directors is responsible for investigating possible conflicts of interest in accordance with these bylaws and the laws of the state of California.

Section 4. At the close of each fiscal year, the President shall appoint an audit work group to review the financial records of the previous year. The work group shall consist of the current Treasurer and/or the Treasurer for the previous fiscal year, and at least two Friends who are not Directors. The chair of the work group will be one of the non-Director Friends. The audit shall take place between August and November. Following the audit, the chair will prepare a report, which will be presented for approval of the Friends at the next official meeting.

Section 5. To the extent permitted by law, the Officers, other Directors, and Friends shall be exempt from personal liability for consequences resulting from the undertakings or actions of the Friends of the Merced County Public Library.

Section 6. In the event of dissolution, the funds and assets of the Friends of the Merced County

Public Library will be dispersed as specified in the *Memorandum of Understanding between The Friends of the Merced County Library and The Merced County Library*.

ARTICLE VIII—AMENDMENT OF BYLAWS

Provided that the President or his/her designee provides a minimum of one week's notice of bylaws revision on the meeting agenda, these bylaws may be amended, in whole or in part, by two-thirds vote of the Friends present at an official meeting.

LAST AMENDED SEPTEMBER 3, 2020