

# **FRIENDS OF THE LINCOLN PUBLIC LIBRARY**

## **BYLAWS**

### **ARTICLE I NAME**

The name of this organization will be Friends of the Lincoln Public Library (FOLL/Friends).

### **ARTICLE II MISSION STATEMENT**

The mission of FOLL is to support and promote the Lincoln Public Library.

### **ARTICLE III PURPOSE**

The purpose of this organization is to:

- promote literacy,
- focus public attention on library services, facilities, and needs,
- raise monies for the benefit of library programs and collections,
- stimulate gifts of service, books, magazines, desirable collections, endowments, and bequests, and
- provide community enrichment and outreach programs,
- maintain an association of persons interested in books and libraries.

### **ARTICLE IV MEMBERSHIP**

The membership will consist of all individuals and families paying annual dues and subscribing to FOLL's mission statement and purpose as set forth in ARTICLES II and III. Family memberships are considered one member and are entitled to one vote.

### **ARTICLE V OFFICERS AND BOARD OF DIRECTORS**

**SECTION 1. Officers** The Officers of FOLL shall consist of a President, Vice President, Treasurer and Secretary.

(a) Officers shall be current members of FOLL.

(b) Duties of Officers are described in the FOLL Standing Rules.

- (c) Officers will be elected by the FOLL membership for a term of two (2) years, beginning in January of the next year, to coincide with FOLL's calendar year.
- (d) In the case of a vacancy of the President, the Vice President automatically becomes President for the remainder of the term. If the position of Vice President is also vacant, the Board may appoint a current Director to fill the unexpired term of office as President.
- (e) The Board may appoint current Directors to fill the unexpired term of other vacant Officer positions.

**SECTION 2. Board of Directors** The Officers and the Directors of FOLL will be known as the "Board of Directors." Director titles are as listed in the FOLL Standing Rules.

- (a) The Board of Directors shall have a minimum of three (3) Board members and a maximum of 15 Board members.
- (b) Directors shall be current members of FOLL.
- (c) Duties of Directors are described in the FOLL Standing Rules.
- (d) Directors will be elected by the FOLL membership for a term of two (2) years, beginning in January of the next year, to coincide with FOLL's calendar year.
- (e) In the case of a Director vacancy (except for Officer positions covered by Article V, Section 1(e)), the President, with the approval of the Board of Directors, shall appoint Directors. Appointed Directors shall fill the unexpired term of the vacant position.
- (f) The Board of Directors shall meet at least monthly. Other meetings will be called at the discretion of the President, or other Board member, as needed.
- (g) A majority of the Board of Directors will constitute a quorum for the transaction of business.
- (h) All proposed actions must be approved by a majority vote of the Board quorum present. Proxy voting is not allowed.
- (i) Any member of FOLL may attend Board of Directors' meetings and share their views on issues under discussion.
- (j) In between Board of Directors meetings, the President may conduct business by person, telephone, or email, and with a majority of the Board of Directors, can transact business.

(k) The President, with the approval of the Board of Directors, may appoint any ad hoc committee as needed.

(l) The President is an ex-officio member of all committees.

## **ARTICLE VI MEETINGS — Membership**

**SECTION 1. Meeting Frequency** FOLL membership meetings will be held at least once a year with date(s) for such meeting(s) set by the Board of Directors. A written notice of the meeting shall be given by email or postal mail no less than 10 days and no more than 90 days before the date of the meeting, as required by California Corporation Code Section 5511.

### **SECTION 2. Voting**

- a) All members have voting privileges as outlined in these Bylaws. Proxy voting is not allowed.
- b) 10% of the membership physically present or responding via electronic transmission will constitute a quorum for the transaction of business.
- c) All proposed actions presented to the membership must be approved by a majority vote of the quorum of members physically present or responding via electronic ballot.

## **ARTICLE VII DUES**

**SECTION 1.** The annual dues will be determined by the Board of Directors.

**SECTION 2.** Dues paid in July through December are applicable for the remainder of the year paid and for the following year.

**SECTION 3.** The membership year of FOLL is January 1 through December 31.

## **ARTICLE VIII FUNDS**

**SECTION 1.** All monies received, except for FOLL's operating and fundraising expenses, are to be spent to support and promote the Lincoln Public Library.

**SECTION 2.** The Treasurer will be responsible for maintaining correct books of accounts. The books will be open to all members.

**SECTION 3.** The books will be reviewed yearly.

**SECTION 4.** The accumulation and distribution of funds will follow the Internal Revenue Service guidelines for non-profit organizations.

**SECTION 5.** The fiscal year of this organization will begin on January 1 of each year and end on December 31.

**SECTION 6.** FOLL funds for use by the Lincoln Public Library will be made in coordination with the Library Director and the approval of the FOLL Board as needed and/or requested.

**SECTION 7.** FOLL will develop an annual budget to receive and disburse funds in accordance with the stated purpose of FOLL in Article III.

**SECTION 8.** FOLL is not deemed to be the employer of any staff.

## **ARTICLE IX ENDORSEMENTS**

**SECTION 1.** FOLL will not participate in any Political Action Committee (PAC) nor endorse any ballot measure or candidate for office.

**SECTION 2.** FOLL will not endorse any commercial product that is not directly related to fulfilling Article II and Article III.

## **ARTICLE X AMENDMENTS**

**SECTION 1.** The Bylaws may be amended by the Board of Directors without a vote of the membership except for a) election of the Board of Directors by the membership; b) increasing the term for Directors; c) specifying or changing a fixed number of Directors, or the maximum or minimum number, or changing from a fixed to a variable Board or vice versa; d) adding or eliminating a class of membership.

**SECTION 2.** When a membership vote is required for proposed amendments, the membership shall be given a written notice as required by California Corporation Code Section 5511.

## **ARTICLE XI DISSOLUTION**

**SECTION 1.** The Friends may elect to wind up and dissolve (1) by approval of a majority of all members (California Corporation Code Section 5033) or (2) by approval of the Board and approval of the members (California Corporation Code Section 5034).

**SECTION 2.** In the event of the dissolution of the Friends of the Lincoln Public Library, after the payment or adequate provision for the payment of all its debts and liabilities, all remaining funds, assets and properties of the Friends shall be distributed to the City of Lincoln to be used solely for the Lincoln Public Library.

**Bylaws Reviewed and Adopted on May 10, 2011**

**Bylaws Adopted at the Annual General Membership meeting November 1, 2016.**

**Bylaws Changes Proposed by the Bylaws and Standing Rules Committee March 8, 2019.**

**Committee Proposed Bylaws Approved with Additional Changes by the Board of Directors March 8, 2019 and March 21, 2019.**

**Bylaws Adopted by the Membership on May 2, 2019.**

**Bylaws Changes Proposed by the Strategic Planning Committee on December 12, 2023.**

**Bylaws Adopted by Board on December 12, 2023**