

BYLAWS OF THE FRIENDS OF THE HALF MOON BAY LIBRARY

ARTICLE I

Name

The name of this organization is the FRIENDS OF THE HALF MOON BAY LIBRARY

ARTICLE II

Purpose

Section 1. The purposes of this organization are to engage in the receiving of contributions and in turn the making of donations to foster closer relationships between the Half Moon Bay branch of the San Mateo County Library System and the citizens of Half Moon Bay and greater Coastsides, to promote knowledge of the functions, resources, services, and needs of the library system, to lead in the development of programs for the expansion and improvement of the library services and resources, and to aid in the provision of adequate housing and other facilities for the library.

Section 2. This organization is a nonprofit public benefit organization and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

Section 3. This organization is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, EIN 94-2939460.

Section 4. This organization operates within the criteria established by the Memorandum of Understanding (MOU) with the San Mateo County Library Joint Powers Authority dated May 2019.

Section 5. Under this MOU if funds are available beyond what the Library is allowed to receive, and/or during a time of crisis such as a pandemic or earthquake, then those resources can be shared with other community organizations meeting educational or culturally related goals, with the approval of the majority of the Board of Directors.

ARTICLE III

Location of offices

The name and address of this organization is:
Friends of the Half Moon Bay Library, 620 Correas Street,
Half Moon Bay, California 94019.

Article IV

Membership and Dues

Section 1. Membership in this organization shall be open only to individuals, firms, and organizations sympathetic to its purpose.

Section 2. Levels of membership and annual dues shall be determined by the Board of Directors. Updates to these levels and dues will be reported in meeting minutes and posted on the organization's website.

Section 3. A membership may be revoked, for cause, by a majority vote of the Board of Directors. Cause will be determined by actions deemed unsympathetic to the purposes of the organization. If a membership is revoked, dues will be returned on a pro-rated basis.

ARTICLE V

Officers and Board of Directors

Section 1. The officers of this organization shall be: President; optional Co-President, Vice President/Membership Director, Secretary, and Treasurer. Other members may serve in an at-large capacity and include the immediate past president as an optional ex-officio member.

Section 2. The Board of Directors shall consist of the officers and members at-large.

Section 3. The Board of Directors shall be the governing body and shall conduct the business of the organization. A quorum consisting of a majority of the Board of Directors will be required for in-person votes during regular meetings. A simple majority of the Board is required to approve orders of business at the monthly meeting. Additionally, issues can be voted upon by email with all

Board members participating. A simple majority of the Board is required to approve orders of business electronically.

Section 4. All meetings of the Board of Directors shall be open to the general membership and shall be held no fewer than four (4) times each fiscal year. The Board meets each month on the 4th Monday at 7:00 PM, unless that day is a holiday or it is otherwise announced to general membership.

Section 5: The number of directors of this organization shall be not less than four (4) and not more than nine (9). The number of directors may be fixed or changed from time to time by amendment of the Bylaws of this organization as hereinafter provided, and a majority of the Board shall constitute a quorum for the transaction of business. Board members may attend by phone or video conference if necessary.

Section 6: The directors shall receive no compensation for their services.

Section 7: The Board of Directors shall have the authority to appoint committees consistent with the purposes of this organization.

Article VI

Annual Meeting

The Board will hold an annual meeting for the membership to share the financial status and program results of the year prior. Officers will be nominated and elected at this meeting every 2 years. Members will be notified at least two weeks prior to the annual meeting, by email and a posting on the Friends website.

Article VII

Nominations and elections

Section 1. The officers, in addition to the at-large members, shall constitute the Board of Directors with a term of two years. Board members may serve more than one term.

Section 2. Nominations for officers and Board members at-large shall be presented to the full membership in writing

at least two weeks before the annual meeting. Nominations from the floor will be accepted at the annual meeting providing a candidate has indicated that they are willing to serve.

Section 3. The officers and directors at-large shall be elected by a majority of members present at the annual meeting. Voting shall be done by written ballot unless there are no nominations from the floor, in which case a voice vote will suffice.

Section 4: Vacancies. Any Director may resign upon giving written notice to the President or Secretary of the Board. Vacancies in the Board shall be filled by a vote of the Board. Members approved in this fashion will serve for the balance of the original term.

Section 5: A director may be removed from office, for cause, by a vote of a majority of the directors.

Section 6: If a director misses more than three (3) consecutive meetings, they may be considered to have resigned their post at the discretion of a simple majority vote of the Board.

Article VIII

Duties of the Board of Directors

Section 1. The officers shall have the usual duties and authority exercised by officers of non-profit social organizations.

Section 2. Specific duties of the officers of the Board of Directors will be as follows:

President: shall prepare all agendas and preside over all Board of Directors meetings; act as spokesperson for the organization with other entities; delegate jobs and duties as the need arises including making certain that state and federal documents are filed, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. The President shall be an ex-officio member of all committees.

Vice President/Membership Director: shall chair Board meetings during the absence of the President, and assist

the President as directed. As Membership Director, keep master database of all active members; send renewal reminders to the membership and add new members including welcoming messages.

Secretary: shall keep a full and complete record of the proceedings of the Board of Directors, send minutes to the President to be distributed to the Board prior to the next meeting, and shall discharge such other duties as pertain to the office or as prescribed by the Board of Directors.

Treasurer: shall keep track of all monies in bank accounts; file state and federal reports as required; provide a detailed written report of the organization's financial accounts at each Board meeting, showing income and expenses; provide annual financial report for the annual meeting and to the Library Joint Powers Authority, as agreed to in Section III, B.3 of the MOU dated May 2019.

Article IX Committees

Standing Committees and responsibility areas may be appointed by the Board of Directors.

The Board has the authority to create new committees as needed. Committee chairs will be nominated by the President, seconded by another Board member, and confirmed by a majority vote of the Board.

Article X Parliamentary Procedure

All meetings will be conducted by Roberts Rules of Order, Revised except when in conflict with the Bylaws of this organization or with the laws of the State of California

Article XI Funds

Section 1. The Treasurer shall be responsible for all accounting necessary to meet our financial and reporting obligations.

Section 2. Bank account signatories and authority for signing checks over \$2500 will be the responsibilities of two officers from the President, Vice President/Membership Chair, Treasurer and Secretary as designated by a majority vote of the Board.

Section 3. The fiscal year shall be from July 1 to June 30 of the following year, in line with San Mateo County and State of California.

Section 4. Any disbursements over \$200 must be approved by the Board.

Article XII Dissolution

The property of this organization is irrevocably dedicated to charitable purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the organization, its assets remaining after payment, or provision for payment, of all debts and liabilities of this organization shall be distributed to a nonprofit fund, foundation or organization which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501 [c][3] of the Internal Revenue Code.

Article XIII

Indemnification of Agents of the Organization

Details of insurance coverage for the Friends, directors and officers are listed in Section IV, subsection B of the Memorandum of Understanding with the San Mateo County Library Joint Powers Authority dated May 2019.

The Directors and Officers of the Friends shall be indemnified by the Friends to the fullest extent permissible under the laws of this state.

No member of the organization now or hereafter shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors shall look only to its assets for payment.

Article XIV
By-Laws Review and Amendment

These by-laws will be reviewed, discussed, and updated every 2 years.

These bylaws may be amended or repealed and new bylaws adopted by the vote of the majority of the members of the Board of Directors at a regular meeting.

Date Adopted December 7th, 2020

President Melba Kessler Secretary [Signature]
VICE-PRESIDENT