

Menlo Park Friends of the Library

BYLAWS

Article XI approved 6/8/2020
Article IV, Section 7 amended 04/11/2016
Comprehensive update adopted 01/07/2013

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this corporation is Menlo Park Friends of the Library. The Menlo Park Friends of the Library is also called 'Friends of the Menlo Park Library' and 'MPFOL'. The principal office of the Menlo Park Friends of the Library is located in San Mateo County at 800 Alma St., Menlo Park, CA.

ARTICLE II

PURPOSE

The purposes of the Menlo Park Friends of the Library are:

- (a) To maintain an association of people interested in enriching the resources of the Menlo Park Library as a constantly growing source of education and culture;
- (b) To raise funds to support the Menlo Park Library and its projects through the sale and recirculation of donated books and other related items;
- (c) To act as a conduit for donations and memorial gifts that provide materials for the library and support a program of activities open to the community; and
- (d) To foster community awareness of Menlo Park Library activities and of the needs and activities of this organization.

All activities of the MPFOL shall be subject to the policies established by the Menlo Park Library.

ARTICLE III

MEMBERS

Section 1. Membership

Membership shall be open to all persons interested in the purposes of this corporation. Membership is obtained upon written application, including name and address, to the corporation and upon payment of annual dues, or payment of lifetime membership if offered, or other criteria as set by the Board of Directors. There is no limit to the number of members the corporation may admit. An individual may only have one membership in this corporation.

The corporation shall keep a list of the members containing the names and addresses of each member. This membership list shall be available for inspection upon request at a reasonable time by any director or member of the corporation. The record of the names and addresses of the members shall not be used in whole or in part by any person for any purpose not reasonably related to a member's interest as a member.

Section 2. Membership Categories and Dues

Membership categories shall be determined by the Board of Directors.

Dues shall be determined by the Board of Directors. Dues are due and payable upon written application for membership. The annual membership year shall be from July 1 to June 30 in accordance with the fiscal year of the corporation. Renewal dues for annual members are payable by July 1.

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Membership is not transferrable and shall cease upon the death or resignation of the member or failure of an annual member to pay their dues by July 1 after notice of same.

Section 3. Voting

A member, regardless of membership category, is entitled to one (1) vote.

Record of payment of dues shall be evidence of the right to vote. There shall be no voting by proxy or otherwise by mail, phone, or any electronic or other media.

Section 4. Annual Meeting and Special Meetings

The Annual Meeting of the Members, held for the purpose of electing the Board of Directors, beginning in 2014, shall be held the second Monday in June at 1:15PM. Notice of the meeting shall be sent by the Secretary to all current voting members via first class mail to each member's address of record no less than twenty (20) days and no more than sixty (60) days preceding the meeting. Such notice shall be deemed delivered on its deposit in the mails. The annual meeting notice will contain the date, time, and location of the meeting and a description of the nature of the business to be transacted. It will also contain the names of all those who are nominees for the Board of Directors at the time notice is given to members.

The meeting will be held at the Menlo Park Library in the room specified in the meeting notice. At least fifteen (15) members must be present for voting to proceed. Votes for the Board of Directors must be by ballot. Members shall be allowed to nominate additional candidates from the floor before the voting proceeds. Any candidate nominated from the floor must be present at the meeting and agree to be nominated. Any such nominees shall have their name(s) added to the ballot. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected.

A Special Meeting of the Members can be called by the Board of Directors, by the President, or by five percent (5%) or more of the members for any lawful purpose as would require the presence of members. Once a Special Meeting of the Members has been called, the President shall schedule the meeting within thirty (30) days. Notice of such a meeting will contain the date, time, and location of the meeting and a description of the nature of the business to be transacted. No other business shall be transacted. Written notice for such a Special Meeting of the Members shall be mailed to all members not less than fifteen (15) days prior to the date of the Special Meeting. Such notice shall be deemed delivered on its deposit in the mails.

Section 5. Liability of Members

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

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ARTICLE IV DIRECTORS

Section 1. Membership and Number

A director must be a current member of the corporation throughout his or her term of office.

The number of directors shall be no greater than fifteen (15) and no less than five (5). The number of directors to be elected for the coming year can be increased or reduced by a unanimous vote of the current Board of Directors up to the maximum and down to the minimum as allowed by these bylaws. In addition, there may be ex officio non-voting directors.

Section 2. Powers

Subject to the Non-Profit Corporation Laws of the State of California, all corporate powers shall be exercised by, or under authority of, and the business and affairs of MPFOL shall be controlled by, its Board of Directors.

Section 3. Duties

Duties of all the directors shall include:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of this corporation, or by these bylaws;
- (b) Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;
- (c) Meet at times and places as required by these bylaws;
- (d) Register their addresses with the Secretary of the corporation. Notices of meetings mailed to them at such address shall be valid notices thereof.

A director may not act as an individual representing the Board of Directors or the corporation in any capacity unless instructed to do so by the President or a majority vote of the Board of Directors. Such action without prior approval of the President or the Board of Directors may result in the dismissal of the director.

Although the roles of directors vary, they all have some responsibilities in common as directed by the Board, these bylaws, and the laws of the State of California, such as, but not limited to: setting organizational goals and objectives, setting policies, participating in fund-raising and other organization projects, attending meetings, following through on assignments.

Section 4. Terms of Office

Each director shall hold office until the next annual meeting for the election of the Board of Directors as specified in these bylaws and until his or her successor is elected and qualifies.

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Section 5. Compensation

Directors shall receive no compensation. A director cannot serve the corporation in any capacity for which there is compensation. Directors may be reimbursed for reasonable expense incurred in performance of duties only if such reimbursement is approved by the Board of Directors in advance of commencing that duty and incurring the expense.

Section 6. Place of Meetings

Meetings of the Board of Directors shall be held at the Menlo Park Library. Any meeting of the Board of Directors not held at the Menlo Park Library will be valid only after all board members have been given written notice of the meeting as hereinafter provided for special meetings of the board. See Section 8.

Section 7. Regular Meetings (Section amended 04/11/2016)

Regular meetings of the Board of Directors shall be held quarterly, July, October, January and April on the second (2nd) Monday of each month at 1:00PM, unless such day falls on a legal holiday or on a day the Menlo Park Library is closed, in which event the regular meeting shall be held at the same hour and place on the third (3rd) Monday of the month.

Section 8. Special Meetings

Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, or by any two (2) directors. Such meetings will be held at the Menlo Park Library.

Section 9. Notice of Meetings

Regular meetings of the Board of Directors may be held without notice. Special meetings of the Board of Directors shall be held upon four (4) days' notice by first class mail addressed to each director at his or her address as shown in the books of the corporation or forty-eight (48) hours' notice delivered personally or by telephone or email. If sent by mail, the notice shall be deemed delivered on its deposit in the mails. If by telephone, a message left on an answering machine or voicemail shall be deemed delivered. Notice of a special meeting shall specify the place, day, and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

Section 10. Quorum for Meetings

A quorum shall be a majority of the current number of directors. No business shall be considered by the board at any meeting at which a quorum is not present, and the only motion which the chair shall consider at such meeting is a motion to adjourn. If a quorum is present at the commencement of a meeting, a quorum shall be deemed present throughout such proceedings. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

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Section 11. Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting at which a quorum is present is the act of the Board of Directors except as limited by the articles of incorporation or bylaws of the corporation or by provisions of the California Nonprofit Public Benefit Corporation Law. Voting occurs only when the director attends the meeting in person. There is no voting by proxy or otherwise by mail, phone, or any electronic or other media.

Section 12. Conduct of Meetings

Meetings of the Board of Directors shall be presided over by the President or, in his or her absence, by the Vice President or, in the absence of each of these persons, by a chairperson chosen by a majority of directors present at the meeting. The Secretary of the corporation shall act as Secretary at all of the board meetings or, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting. Meetings shall be governed by the latest edition of Democratic Rules of Order as such rules may be revised from time to time insofar as such rules are not inconsistent or in conflict with these bylaws, the articles of incorporation, or with provisions of the California Nonprofit Public Benefit Corporation law.

Section 13. Vacancies

Vacancies on the Board of Directors shall exist on the death, inability to serve, written resignation, or removal of a director. A Board vacancy can be filled by any member in good standing, nominated by the President and approved by the board. A board member will be removed after missing three (3) consecutive unexcused meetings or four (4) meetings in a fiscal year. A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, inability to serve, resignation, or removal from office, if such act precedes the annual election.

ARTICLE V OFFICERS

Section 1. Number of Officers

The officers of the corporation shall be a President (who is also chairman of the board), a Vice President, a Secretary, and a Treasurer. The corporation may also have, as determined by the Board of Directors, assistant secretaries, assistant treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President.

Section 2. Qualification, Election, and Term of Office

Officers of the corporation shall be elected at the meeting of the Board of Directors immediately following the Annual Meeting of Members. Officers shall be elected by the Board of Directors from among the directors elected at that Annual Meeting of Members. Each officer shall hold office until

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he or she resigns, is removed, or is otherwise unqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

Section 3. Subordinate Officers

The Board of Directors may appoint such other officers or agents as it may deem desirable and such officers shall serve such terms, and have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

Section 4. Removal and Resignation

Any officer may be removed, either with or without cause, by a majority of the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or to the Secretary of the corporation. Such resignation shall take effect at the date of receipt or at any later date specified therein. Acceptance of the resignation by the board is not necessary to make it effective.

Section 5. Vacancies

Any vacancy of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the board shall fill the vacancy. In the event of a vacancy of the President, the Vice President shall finish the President's term.

Section 6. Duties of the President

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these bylaws, or which may be prescribed from time to time by the Board of Directors. He or she shall preside at all meetings of the Board of Directors and at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she shall, in the name of the corporation, execute such contracts or other instruments which may from time to time be authorized by the Board of Directors.

Section 7. Duties of the Vice President

In the absence of the President, or in the event of his or her inability to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation, or by these bylaws, or as may be prescribed by the Board of Directors.

Section 8. Duties of the Secretary

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The duties of the Secretary shall include:

- (a) Certify and keep at the principal office of the corporation the original bylaws or a copy of the same as amended or otherwise altered to date;
- (b) Keep at the principal office or at such other place as the board may determine, a book of minutes of all meetings of the directors and, if applicable, meetings of committees of directors and members, recording therein the time and place of such meetings, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof;
- (c) Record or cause to be recorded the minutes of all meetings of the Board of Directors;
- (d) Ensure that the minutes of the corporation and any supporting documents pertaining to meetings and minutes shall be recorded in the corporate records of this corporation by (1) the next meeting of the board, committee, membership, or other body for which the minutes and supporting documents are being recorded or (2) sixty (60) days after the date of the meeting, whichever occurs first.
- (e) See that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
- (f) Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents as authorized by law or these bylaws;
- (g) Keep or cause to be kept at the principal office of the corporation membership records containing the name and address of each member, and, in the case where any membership has been terminated, the Secretary shall record such fact in the membership records together with the date on which the membership ceased;
- (h) Exhibit at a reasonable time to any director or member of the corporation on request the bylaws, the membership list, and the minutes of the proceedings of the directors of the corporation;
- (i) Using information provided by the Treasurer of the corporation, send, or cause to be sent, letters acknowledging donations to the corporation;
- (j) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, the articles of incorporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 9. Duties of the Treasurer

The duties of the Treasurer shall include:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;
- (b) Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever;
- (c) Provide information regarding donations to the corporation to the Secretary for the purpose of sending a letter of acknowledgement to the donor;
- (d) Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements;
- (e) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- (f) Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, upon their request;

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- (g) Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation;
- (h) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports;
- (i) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the articles of incorporation of the corporation, or by these bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Section 10. Compensation

Officers shall receive no compensation. An officer cannot serve the corporation in any capacity for which there is compensation.

Officers may be reimbursed for reasonable expense incurred in performance of duties only if such reimbursement is approved by the Board of Directors in advance of commencing that duty and incurring the expense.

ARTICLE VI COMMITTEES

Section 1. Executive Committee

The Board of Directors may, by a majority vote of directors, designate two (2) or more of its members (who may also be serving as officers of this corporation) to constitute an executive committee of the board and delegate to such committee any of the powers and authority of the board in the management of the business and affairs of the corporation, **except with respect to:**

- (a) The approval of any action which, under law or the provisions of these bylaws, requires the approval of the members or of a majority of all of the members;
- (b) The filling of vacancies on the board or on any committee that has the authority of the board;
- (c) The amendment or repeal of bylaws or the adoption of new bylaws;
- (d) The amendment or repeal of any resolution of the board which by its express terms cannot be amended or repealed;
- (e) The appointment of committees of the board or the members thereof;
- (f) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected;
- (g) The approval of any transaction to which this corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the Board of Directors may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the board. The Executive

Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

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Section 2. Nomination Committee

No more than ninety (90) and no less than sixty (60) days prior to the annual meeting of the members, the President shall appoint a Nomination Committee for the purpose of nomination of the directors for the coming year. The committee shall consist of three (3) members of the Board of Directors or two (2) members of the Board of Directors and a member of the corporation who is not currently a director. The President may not be on the Nomination Committee. The committee shall appoint a chairperson at the first meeting who shall report back to the President their nominations thirty (30) days prior to the annual meeting. The President shall insure that the membership is notified of those nominated at least twenty (20) days prior to the meeting, after first ascertaining the nominees' willingness to serve.

Section 3. Other Committees

The corporation shall have other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the board. These additional committees shall act in an advisory capacity only to the board and shall be clearly titled as advisory committees.

ARTICLE VII CORPORATE RECORDS

The corporation shall keep at its principal office:

- (a) The minutes of all meetings of directors, committees of the board that are required to keep minutes, and of all meetings of the members, indicating time, place, whether regular or special, how called, the notice given, if any, and the names of those present and the proceedings thereof;
- (b) Adequate and correct books and records of account, including all accounts of business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- (c) A record of its members indicating their names and addresses, type of membership, and the termination date of the membership;
- (d) A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members of the corporation at all reasonable times.

ARTICLE VIII FISCAL YEAR

The fiscal year of the corporation shall begin on the first (1st) day of July and end on the last day of June in each year.

ARTICLE IX CONFLICT OF INTEREST

Members of the Board of Directors must sign the MPFOL conflict of interest form at the first meeting of the Board of Directors immediately following the Annual Meeting of the Members. The signed forms will be kept by the Secretary with other records of the corporation.

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ARTICLE X AMENDMENT OF BYLAWS

Subject to any provision of law applicable to the amendment of bylaws of public benefit nonprofit corporations in the State of California, these bylaws, or any part of them, may be altered, amended, or repealed and new bylaws adopted by a majority vote of the Board of Directors except with respect to the following which must be voted upon by the members of the corporation either at the Annual Meeting of the Members or a Special Meeting of the Members:

- (a) if the change or amendment would materially and adversely affect the rights of its members as to voting or
- (b) if the bylaw would change the specified fixed number of directors or the maximum or minimum number of directors, or change from a fixed to variable board or vice versa.

ARTICLE XI (Approved 6/8/2020) SPECIAL CIRCUMSTANCES

In the event of special circumstances certain provisions of the bylaws may be suspended. Examples of special circumstances include but are not limited to orders from government bodies such as the State of California and San Mateo County, the closure of the Menlo Park Library to the public, construction, or any other temporary circumstance that impedes the Menlo Park Friends from normal operations.

The President may declare special circumstances by email, voice communication, text, US mail, or in person notification to FOMPL board members. The reason for declaring special circumstances must be clear in the communication, and an effective date with a time period must be stated. The initial time period cannot exceed 180 calendar days. Additional time periods may be declared if warranted.

Under this article, the suspension of certain provisions of the bylaws pertains only to meetings. All references in the bylaws to a meeting location, time and date are suspended. Requirements for voting only in person are suspended.

Under special circumstances, the annual meeting may need to be postponed to a later date. If possible, written notice will be given to the membership that a postponement is in effect. When the meeting is rescheduled, an alternate location and time may be necessary. A virtual meeting is also permissible. The rescheduled meeting will be communicated to all members by US mail. Notice periods will be as close to the regular bylaws as practical. If a virtual meeting is convened and a vote of the membership is required, voting will be by mail ballot prior to the meeting.

Regular meetings of the directors may not be suspended indefinitely. Meetings may be held on an alternate date, location or time. Virtual meetings are permissible. Voting during virtual meetings will be by roll call vote.

Special meetings may be held virtually or at a location other than the Menlo Park Main Library. Voting during virtual meetings will also be by roll call vote.