



## **BYLAWS OF THE FRIENDS OF THE ROSEVILLE PUBLIC LIBRARY**

### ARTICLE 1. OFFICES

#### Principal Office

Section 1.01. The principal office of the corporation for the transaction of its business is located in the County of Placer, California. The Board of Directors may change the principal office from one location to another within the named county by resolution.

### ARTICLE 2. MEMBERS

#### Classes of Membership and Rights

Section 2.01. With respect to voting, the corporation shall have one (1) class of members only, and the rights, interests, and privileges of each member shall be equal. No member shall hold more than one membership in the corporation.

#### Qualifications

Section 2.02. Any person and the designated representative of any organization or club who pays the dues as herein required and agrees to be bound by the Articles of Incorporation of this corporation, by these Bylaws, and by the rules and regulations adopted by the Directors is eligible for membership in the corporation.

#### Transfer and Termination of Membership

Section 2.03. Membership shall be personal and no member may transfer his/her membership or any right arising therefrom. Membership shall terminate on the resignation or death of a member, or on his/her failure to pay dues as herein required within ninety (90) days after the date they become payable, whichever occurs first.

#### Dues

Section 2.04. Members shall be required to pay dues as determined by the Board of Directors.

#### Assessments

Section 2.05. Membership in this corporation shall be nonassessable.

#### Property Rights

Section 2.06. No member shall have any right or interest in any of the property or assets of this corporation.



### Nonliability of Members

Section 2.07. No member of this corporation shall be personally liable for the debts, liabilities, or obligations of the corporation.

## ARTICLE 3. MEETINGS OF MEMBERS

### Place

Section 3.01. All meetings of the members shall be held at such place in the County of Placer, or elsewhere, as may be designated by the Board of Directors. At the discretion of the Board of Directors, meetings may be conducted using audio and/or video conference technology provided all members participating in the meeting can hear one another.

### Regular and Annual Meeting

Section 3.02. A regular meeting, held in June or July as determined by the Board of Directors each year, shall be known as the annual meeting. At such annual meetings, the officers shall be elected and reports of the affairs of the corporation shall be considered and any other business may be transacted which is within the powers of the members.

### Special Meetings

Section 3.03. Special meetings of members for any purpose may be called at any time by a majority of the Board of Directors or by not less than ten (10) percent of the members of the corporation.

### Notice

Section 3.04. Notice of all meetings of members shall be given by the Secretary of the corporation at least ten (10) days prior to the date of the meeting.

### Contents of Notice

Section 3.05. Notice of meetings of members shall specify the place, the day, and the hour of the meeting and, in the case of special meetings, the general nature of the business to be transacted.

### Consent of Absentees

Section 3.06. The transactions of any meeting of members, however called and noticed, are as valid as though had at a meeting duly held after regular call and notice, if a quorum, as hereinafter, defined, is present in person and if, either before or after the meeting, each of the persons entitled to vote but not present in person signs a written waiver of notice, or a consent to the holding of the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed



with the corporate records or made a part of the minutes of the meeting.

#### Quorum

Section 3.07. A minimum of 1 member in addition to a majority of the Board of Directors shall constitute a quorum at all regular or special meetings for the transaction of business.

#### Adjournment for Lack of Quorum

Section 3.08. In the absence of a quorum, any meeting of members may be adjourned from time to time by a vote of a majority of the members present, but no other business shall be transacted.

#### Notice of Adjourned Meeting

Section 3.09. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. When a meeting is adjourned for less than thirty (30) days, it is not necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which the adjournment is taken.

#### Loss of Quorum

Section 3.10. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

#### Voting Rights

Section 3.11. The voting rights of each member are equal. Each member shall be entitled to one vote on all matters.

#### Conduct of Meetings

Section 3.12. (a) Meetings of members shall be presided over by the President of the corporation or, in the President's absence, by the Vice President or, in the absence of both, by a chairperson chosen by a majority of the members present. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that in the Secretary's absence the presiding officer shall appoint another person to act as Secretary of the meeting.

(b) Meetings shall be guided by Robert's 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, with the Articles of Incorporation of this corporation, or with law.



### Written Consents

Section. 3.13. Any action which under any provision of these Bylaws may be taken at a meeting of members may be taken without a meeting if authorized by a writing signed by a majority of the members and filed with the Secretary.

## ARTICLE 4. DIRECTORS

### Number

Section 4.01. The corporation shall have no less than five (5) and no more than fifteen (15) Directors, and collectively they shall be known as the Board of Directors.

### Use of Terms "Directors" and "Board"

Section 4.02. The words "Directors" and "Board," as used in the Articles of Incorporation of this corporation, or in these Bylaws in relation to any power or duty requiring collective action, mean "Board of Directors."

### Election, Terms, Qualifications and Vacancies

Section 4.03. The four officers of the corporation, up to ten (10) members at large as determined by the Board, and, ex- officio, the Librarian of the Roseville Public Library, or designee thereof, shall be the Directors.

Section 4.04. Directors shall serve one (1) year terms and shall serve until the election or selection of their successors. The officers shall be elected for such terms at the annual meeting as provided in Section 5.02.

Section 4.05. No person shall serve as an officer in the same position for more than five (5) consecutive terms unless required by statute, by the Articles of Incorporation of this corporation or by these bylaws.

Section 4.06. Vacancies on the Board shall be filled by the remaining Directors or Director, though less than a quorum, and persons so appointed shall serve the unexpired term.

### Powers

Section 4.07. The Directors shall exercise the powers of the corporation, control its property, and conduct its affairs, except as otherwise provided by law, by the Articles of Incorporation, or by these Bylaws.



#### Compensation

Section 4.08. Directors shall serve without compensation.

#### Place

Section 4.09. Meetings of the Directors shall be held at such place in the County of Placer, or elsewhere, as may be designated from time to time by the Board of Directors. At the discretion of the Board of Directors, meetings may be conducted using audio and/or video conference technology provided all members participating in the meeting can hear one another.

#### Regular Meetings

Section 4.10. Regular meetings of the Board of Directors shall be held at such time and place as shall be prescribed from time to time by the Board.

#### Special Meetings

Section 4.11. A special meeting of the Board of Directors shall be held whenever called by the President, or if absent or unable to act, by the Vice President, or by any two (2) Directors.

#### Notice

Section 4.12. Notice of meetings of Directors shall be given in writing by an officer of the corporation to each Director personally or by mail or e-mail at least five (5) days before the date of the meeting. Notice of the time and place of holding an adjourned meeting of a meeting need not be given to absent Directors if the time and place are fixed at the meeting adjourned.

#### Validation of Meeting Defectively Called or Noticed

Section 4.13. The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though had at a meeting duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each of the Directors not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

#### Action by unanimous Written Consent Without Meeting

Section 4.14. Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the



minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

#### Quorum

Section 4.15. A quorum shall consist of a majority of sitting Directors and, unless a greater number is expressly required by statute, by the Articles of Incorporation of this corporation, or by these Bylaws, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors.

#### Conduct of Meetings

Section 4.16. The President, or in the President's absence the Vice President, or in the absence of both a Chairperson chosen by a majority of the Directors present, shall preside at all meetings of the Board of Directors, and such meetings shall be guided by Robert's 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, with the Articles of Incorporation of this corporation, or with law.

#### Resignation

Section 4.17. Any Director of this corporation may resign at any time by giving written notice to the President or to the Board of Directors. Such resignation shall take effect at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Vacancies created due to resignation(s) shall be filled as provided in Section 4.06 of these Bylaws.

#### Nonliability of Directors

Section 4.18. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.



Indemnity by Corporation for Litigation Expenses of  
Officer, Director, or Employee

Section 4.19. Should any Director, officer, or employee of this corporation be sued, either alone or with others, because he or she is or was a Director, officer, or employee of the corporation, in any proceeding arising out of his or her alleged misfeasance or nonfeasance in the performance of his or her duties or out of any alleged wrongful act against the corporation or by the corporation, indemnity for his or her reasonable expenses, including attorney's fees incurred in the defense of the proceeding, may be assessed against the corporation, its receiver, or its trustee, by the court in the same or a separate proceeding if (1) the person sued is successful in whole or in part, or the proceeding against him or her is settled with the approval of the court; and (2) the court finds that his or her conduct fairly and equitably merits such indemnity. The amount of such indemnity shall be so much of the expenses, including attorney's fees, incurred in the defense of the proceeding, as the court determines and finds to be reasonable.

Section 4.20. The Board shall maintain Director and Officers Insurance at amounts deemed appropriate by the Board.

ARTICLE 5. OFFICERS

Number and Titles

Section 5.01. The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. One person may hold two or more offices, except those of President and Secretary.

Qualification, Election, Term of Office and Vacancies

Section 5.02. Officers of the corporation shall be elected by a majority vote the members present at the annual meeting provided for in Section 3.02. All officers shall be elected from among the members. Officers shall serve for one-year terms or until their successors are elected, their resignations, or their removal at the pleasure of the members. No person shall serve as an officer more than five consecutive years. Vacancies shall be filled by the Board, except that if the presidency becomes vacant, the Vice President shall succeed to that office.

Duties of President

Section 5.03. The President shall preside at all meetings of the Board of Directors and the members, appoint all committees and committee chairpersons and perform all duties incident to this office and such other duties as provided in these Bylaws or as may be prescribed from time to time by the Board of Directors.



#### Duties of Vice President

Section 5.04. The Vice President shall perform all duties, and exercise all powers, of the President when the President is absent or is otherwise unable to act. The Vice President shall perform such other duties as may be prescribed from time to time by the Board of Directors.

#### Duties of Secretary

Section 5.05. The Secretary shall keep minutes of all meetings of members and of the Directors, shall be the custodian of the corporate records, shall give all notices as are required by law or by these Bylaws, and, generally, shall perform all duties incident to the office of Secretary and such other duties as may be required by law, by 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.

#### Duties of Treasurer

Section 5.06. The Treasurer shall have charge and custody of all funds of the corporation, shall deposit such funds as required by the Board of Directors, shall keep and maintain adequate and correct accounts of the corporation's properties and business transactions, shall render reports and accountings to the Directors and to the members as required by the Board of Directors or members, and shall 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, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### Compensation

Section 5.07. Officers of the corporation shall serve without compensation.

### ARTICLE 6. COMMITTEES

#### Standing Committees

Section 6.01. The Board of Directors, by resolution, may form committees, from time to time designate Ad Hoc or advisory Committees for specific purposes. The resolution designating the committee shall provide for the appointment of its chairperson, state its purposes, and provide for its termination.

Section 6.02. The number of members and the duties of the committees shall be as specified by the President.





#### Fiscal Year

Section 7.01. The fiscal year of the corporation shall be from July 1 to June 30, inclusive.

Section 7.02. The corporation shall have a seal which shall be in such form and contain such matter as shall be specified by resolution of the Board of Directors. The seal shall be affixed to all corporate instruments, but failure to affix it shall not affect the validity of any such instrument.

#### Execution of Checks, Notes, Contracts

Section 7.03. Except as otherwise provided by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the corporation shall be signed by the Treasurer and countersigned by an officer of the corporation; any contract, lease, or other instrument executed in the name of and on behalf of the corporation shall be signed by the Secretary and countersigned by the President, and shall have attached to it a copy of the resolution of the Board of Directors certified by the Secretary authorizing its execution.

#### Construction

Section 7.04. As used in these Bylaws:

- a. The present tense includes the past and the future tenses, and the future tense includes the present.
- b. The singular number includes the plural, and the plural number includes the Singular.
- c. The word "shall" is mandatory and the word "may" is permissive.

### ARTICLE 8. BYLAWS

#### Effective Date of Bylaws

Section 8.01. These Bylaws shall become effective immediately on their adoption. Amendments to these Bylaws shall become effective immediately on their adoption unless the members in adopting them as hereinafter provided that they are to become effective at a later date.

#### Amendment

Section 8.02. Subject to any provisions of law applicable to the amendment of Bylaws of nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by a majority vote of the members present at a meeting at which a quorum is present provided that notice of the proposed amendment shall have been mailed to all members at least two (2) weeks prior to such meeting.

#### Certification and Inspection



Section 8.03. The original, or a copy, of the Bylaws as amended or otherwise altered to date, certified by the secretary of the corporation, shall be recorded and posted on the Friends of the Roseville Public Library website.