

BYLAWS OF THE FRIENDS OF THE PLEASANT HILL LIBRARY

ARTICLE I: NAME

The name of this organization shall be “Friends of the Pleasant Hill Library” (“Friends” or “FOPHL”).

ARTICLE II: MISSION AND PURPOSE

Section 1: Our Mission is to assist the Pleasant Hill Library in serving the needs of our Community.

Section 2: The purpose of this organization shall be:

- a) To raise funds through book sales and other means to benefit the library
- b) To promote the library’s programs, resources, services and needs to the residents of Pleasant Hill and surrounding communities
- c) To support efforts toward a new Pleasant Hill Library facility.

ARTICLE III: MEMBERSHIP

Section 1: Membership in this organization shall be open to any individual in sympathy with its purpose, and to representatives of organizations and clubs when such representation is desired.

Section 2: Membership categories and dues shall be set and amended by a majority vote of the Board. Membership dues shall be for one year (12 months).

Section 3: Dues are not necessarily a condition of membership. Dues may be waived in certain instances by the majority vote of the Board.

Section 4: Member voting rights can be exercised by all current members.

Section 5: Each membership shall be entitled to one vote.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: The Board of Directors (Board) of this organization shall consist of:

- a. Eight elected officers including: President, five (5) Vice Presidents, Secretary and Treasurer,
- b. Six elected at-large Directors, and
- c. Up to ten (10) Committee Chairs or coordinators for critical tasks may be appointed to the Board and shall be voting members of the Board during their tenure.
- d. Additionally, two non-Board advisors shall be invited to each Board meeting: the Senior Community Library Manager for Pleasant Hill Library and a representative from the Library’s Teen Advisory Group (TAG).

Section 2: The Board shall:

- a. Transact only that business that supports the purposes of this organization
- b. Create committees needed to promote the goals of this organization

BYLAWS OF THE FRIENDS OF THE PLEASANT HILL LIBRARY

- c. Fill vacancies until such time as the membership shall vote at the Annual General Membership Meeting
- d. Approve the Annual Budget and Statements of Financial Condition
- e. Meet at least quarterly.

Section 3: The Board shall set the time and place for regular and special meetings at the first Board Meeting of each calendar year. In case of pressing business, advance notice may be waived and information may be circulated, discussed and votes taken by electronic means. No electronic vote shall be taken with less than a 48 hour deadline.

Section 4: A majority of the current Board shall constitute a quorum for execution of the business of this organization. If there is no quorum, the Board members may conduct business but any actions taken must be approved by a quorum of electronic votes after attempting to contact all absent Board members.

Section 5: When a Board member fails to attend three consecutive meetings without excuse, or is not fulfilling the responsibilities of his/her position as prescribed in the bylaws, the Board may, by a 2/3 affirmative vote of those present, declare the position vacant.

Section 6: When a member of the Board retires, resigns or is terminated, he or she shall turn over to the remaining officers all records, books, materials, and funds at the expiration, termination, or resignation of office. Board resignations will be delivered in writing to the President.

Section 7: All Board meetings shall be open to the public.

Section 8: No Board member shall use his or her position, or the knowledge gained, in such a manner that a conflict arises between the interest of the organization and his or her interests. Each Board member has a duty to place the interest of the organization foremost in any dealings with the organization and has a responsibility to notify the Board when a conflict arises. Board members shall scrupulously avoid potential and actual conflicts of interest, as well as perceptions of conflicts of interest.

Section 9: The Board is responsible for meeting the goals of the Annual Budget. Authorization for any expense overages less than \$250 are automatically granted. Authorization for any expense overages greater than \$250 but less than \$500, is subject to pre-approval by the President and Treasurer. Any amounts exceeding \$500 shall require pre-approval by a majority of the Board of Directors and can be handled through e-mail.

ARTICLE V: ELECTION OF OFFICERS AND DIRECTORS

Section 1: Half of the Officers and half of the Directors shall be elected each year. In even years the President, 1st, 3rd and 5th Vice Presidents and three Directors are elected and in odd years the 2nd and 4th Vice President, Secretary, Treasurer and the other three Directors are elected.

Section 2: A Nominating Committee shall be appointed at the first meeting of the year and shall consist of any three members of the Friends, including at least one Board

BYLAWS OF THE FRIENDS OF THE PLEASANT HILL LIBRARY

member. The Nominating Committee shall select its chair. The Nominating Committee shall nominate candidates for each Board officer and director whose term is expiring and for any vacant officer or director positions. The report of the Nominating Committee shall be presented to the Board for approval. The approved slate shall be sent electronically to current members at least four days prior to the Annual General Membership Meeting. Additional nominations can be made from the floor by current members and with the consent of the nominee.

Section 3: Each Officer and Director shall be a current member, be willing to serve and shall not be compensated for service.

Section 4: The Annual General Membership meeting shall have at least 6 members present to conduct the elections. Officers and Directors shall be elected by a majority vote of those present at the Annual General Membership Meeting.

Section 5: Election shall be held by ballot. If there is only one candidate for any office, the ballot may be dispensed with for that office and a voice vote held.

Section 6: The term of Officers and Directors shall be for two years, and shall begin immediately following the Annual General Membership Meeting. No officer or director, unless appointed to fill a vacancy, shall be eligible for the same office for more than two consecutive terms.

Section 7: A Board vacancy occurring during the year shall be filled by a majority vote of the Board and the term shall be until the next Annual General Meeting.

ARTICLE VI: DUTIES OF ELECTED BOARD MEMBERS

Section 1: The President shall:

- a. Preside at all meetings of the organization and Board
- b. Coordinate the work of Officers, Directors and committees of the organization
- c. May be a member of all committees except the nominating committee
- d. Give a report to the membership of the activities of the organization at the Annual General Membership Meeting
- e. Represent the Friends and the Board at public events and activities.

Section 2: The First Vice-President for Communications shall:

- a. Act as aide to the President
- b. Perform the duties of the President in the absence or inability of the President to act
- c. Coordinate all communications, public relations and outreach activities including
 - i. Oversee or act as the Public Relations Chair including development of outreach strategies, marketing campaigns, press releases, and school liaison
 - ii. Oversee or act as the Communication Chair including oversight of e-mails, newsletters to members and bulk mailing efforts
 - iii. Oversee Webmaster and/or On Line committee including Website development, Facebook and Twitter accounts, and other electronic outreach.

BYLAWS OF THE FRIENDS OF THE PLEASANT HILL LIBRARY

Section 3: Second Vice President for Events shall

- a. Act as aide to the President
- b. Perform the duties of the President in the absence or inability of the President and First Vice President to act
- c. Recruit and oversee a Volunteer Coordinator who will recruit new volunteers, insure adequate volunteer training, maintain volunteer training and time card records, and ensure volunteer recognition
- d. Recruit and oversee a Hospitality Chair who will be in charge of organizing hospitality for Friends sponsored meetings and events
- e. Work with Library staff on program development and/or recruit and oversee a committee to assist in event planning and program development.

Section 4: Third Vice President for Book Sales shall:

- a. Coordinate and oversee book donations and sale of book donations
- b. Recruit Chairs or Coordinators for specific sub areas of sales such as Quarterly book sales, In Library sales, On Line sales or others as deemed appropriate
- c. Oversee consistent policies and procedures for handling of book donations, sales and, when necessary, recycling
- d. Work with the First Vice President to obtain appropriate advertising for all sales activities
- e. Work with the Second Vice President on recruiting and training of appropriate volunteers for each type of activity.

Section 5: Fourth Vice President for Fundraising shall:

- a. Coordinate or oversee Chairs in charge of all non book-sale fundraising activities
- b. Coordinate, initiate and/or oversee all grant writing activities
- c. Coordinate or oversee annual giving and legacy giving campaigns
- d. Work with the Treasurer on development of the annual budget and long term budget planning.

Section 6: Fifth Vice President for Membership shall:

- a. Maintain a current and accurate database of members
- b. Provide membership information for use by the Board as needed
- c. Work to increase membership and rate of membership renewal.

Section 7: The Treasurer shall:

- a. Keep a permanent and accurate record of all receipts, funds, and expenditures, with such records being at all reasonable times open to inspection by members and the Board
- b. Develop a proposed annual budget by the end of January each year. Present the proposed budget to the Secretary for timely distribution to the Board. The proposed budget must be reviewed and revised or approved by the Board
- c. Receive all money, provide receipts as appropriate, and deposit funds in accounts in the organization's name in banks or other institutions as approved by the Board
- d. Pay bills upon submission of a valid receipt and within the parameters set by the Board.
- e. Secure two signatures on all checks over \$200 by any two members who have signatory authority on that account.

BYLAWS OF THE FRIENDS OF THE PLEASANT HILL LIBRARY

- f. Present a financial report at each meeting of the Board, and a year-to-date treasurer's report for review at the Annual General Meeting. Provide Income/Expense Statements and Balance Sheet for the prior fiscal year at the Annual Meeting.
- g. Be responsible for filing financial forms required by the IRS, State of California or other governmental agencies.

Section 8: The Secretary shall:

- a. Keep accurate records of all meetings of the organization and Board
- b. Keep a current copy of the bylaws and minutes of previous meetings
- c. Keep a current list of the members of the Board
- d. Conduct necessary correspondence upon authorization of the President or Board
- e. Give timely notice of all Board and General membership meetings
- f. Notify officers of their election and committee chairs of their appointments.

Section 9: The Directors shall perform duties assigned by the Board.

ARTICLE VII: COMMITTEES

Section 1: The Board shall create committees to work for the goals of the organization.

Section 2: The chairs of committees shall be current members of the organization, and if appointed to the Board, shall be voting members of the Board during their tenure.

Section 3: Committee chairs shall serve for one year, or until the committee has completed its mission,.

Section 4: No members of any committee shall be compensated for their services.

Section 5: Committees having control of special financial accounts must maintain permanent, accurate records for all receipts, funds and expenditures. Such records must be open to inspection by members and the Board, and detailed financial reports must be submitted to the Treasurer.

ARTICLE VIII: PLEASANT HILL LIBRARY FOUNDATION

Section 1: The Pleasant Hill Library Fund was renamed the Pleasant Hill Library Foundation (PHLF) in November 2017. PHLF shall be constituted as a committee within the Friends and shall be referred to as the "Pleasant Hill Library Foundation Committee." This Committee shall consist of at least three Board members appointed by the Board.

Section 2: The Pleasant Hill Library Foundation Committee exercises the Board's full power and authority to manage all aspects of the fundraising efforts to supplement Measure K's funding for the new Pleasant Hill Library.

Section 3: PHLF is empowered to form an Advisory Council consisting of community members as appropriate. The Advisory Council can make its recommendations to the Committee but it will ultimately be up to the Committee to approve them and give them legal authority.

BYLAWS OF THE FRIENDS OF THE PLEASANT HILL LIBRARY

Section 4: Any funds assigned to the PHLF shall be maintained separately from all other FOPHL funds. Accounts belonging to the PHL Foundation shall be managed by the PHL Foundation Committee. One member of the Committee shall be charged with maintaining financial records and communicating financial reports to the Treasurer. All financial transactions in excess of \$200 shall require two (2) signatures.

Section 5: The PHL Foundation Committee shall prepare an annual report for presentation to the FOPHL Board during the first quarter of each calendar year. All funds in the PHL Foundation are solely designated to support efforts towards a new Pleasant Hill Library.

ARTICLE IX: VOLUNTEERS

Section 1: Volunteers shall be persons who assist the Friends of the Pleasant Hill Library on a regular basis and shall not include persons who may volunteer for an occasional event.

Section 2: All volunteers must:

- a) be current members of the Friends of the Pleasant Hill Library,
- b) support the purposes of the organization
- c) abide by all instructions and guidelines for their position, and
- d) not receive payment for their volunteer work.

ARTICLE X: GENERAL MEMBERSHIP MEETINGS

Section 1: This organization shall hold at least one general membership meeting a year.

Section 2: The Annual General Membership meeting shall be held on a date in the month of May to be determined by the Board and is designated as the meeting at which elections shall be held and a full report of the year's activities will be given. All current members shall be notified electronically or in writing at least four days prior to the date of the meeting.

Section 3. The Board may call a special meeting of this organization at any time as long as four days prior notice is given to the general membership, electronically or in writing.

Section 4. The privilege of making motions and voting shall be limited to members. Motions shall pass by a simple majority vote, unless otherwise stipulated.

ARTICLE XI: DISSOLUTION

Section 1: Should the Friends of the Pleasant Hill Library disband, all remaining funds and assets of the organization must be transferred to a new or successor non-profit organization. In the event that a new or successor organization is not created, all funds and assets will be given to a non-profit organization that supports the Pleasant Hill Library.

BYLAWS OF THE FRIENDS OF THE PLEASANT HILL LIBRARY

ARTICLE XII: AMENDMENTS TO THE BYLAWS

Section 1: The members of the organization or the Board may propose amendments to these bylaws.

Section 2: Electronic or written notice of proposed changes and the reasons for the change must be submitted to the current membership at least ten (10) days prior to a meeting at which a vote is to be taken.

Section 3: These bylaws may be amended only by a two-thirds (2/3) majority of the members present at any regular or special meeting.

ARTICLE XIII: PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised (latest edition) shall govern this organization in all cases in which they are applicable and not in conflict with these bylaws.

As proposed January 20, 2018 and amended February 10, 2018