

**BYLAWS OF  
THE FRIENDS OF THE PLEASANT HILL LIBRARY  
A California Nonprofit Public Benefit Corporation**

**ARTICLE I: NAME**

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

**ARTICLE II: MISSION AND PURPOSE**

The Friends has been formed for charitable purposes, to support the programs, collections and services of the Pleasant Hill Library. The Friends may perform all things incidental to this purpose, including:

- a) raising funds through book sales and other means to benefit the library;
- b) promoting the library’s programs, resources, services and needs to the residents of Pleasant Hill and surrounding communities; and,
- c) supporting efforts toward the new Pleasant Hill Library facility opening in 2022.

**ARTICLE III: MEMBERSHIP**

The Friends shall not have any members within the meaning of section 5056 (or any successor provision) of the California Corporations Code. The Friends may from time to time use the term “members” to refer to persons associated with it, but such persons shall not be members within the meaning of section 5056 (or any successor provision) of the California Corporations Code.

**ARTICLE IV: BOARD OF DIRECTORS**

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

- a. Five (5) elected Officers, including the President, First Vice President for Book Sales, Second Vice President for Communications, Secretary and Treasurer;
- b. A maximum of six (6) elected at-large Directors; and,
- d. Up to ten (10) Committee Chairs or coordinators for critical tasks who may be appointed by the Board and who shall be voting members of the Board during their tenure.

Additionally, the Senior Community Library Manager for the Pleasant Hill Library, or an individual in a comparable role or that individual’s designated representative, shall be invited to attend all Board meetings.

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.
- c. Fill temporary vacancies until such time as successors may be selected.
- 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 contacting all absent Board members.

Section 5: If 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. The Board meeting calendar shall be posted on the Friends' website.

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 \$1,000 is automatically granted. Authorization for any expense overages greater than \$1,000 but less than \$2,500, is subject to pre-approval by the President and Treasurer. Any amounts exceeding \$2,500 shall require pre-approval by a majority of the Board of Directors and may be handled through email.

## **ARTICLE V: ELECTION OF OFFICERS AND DIRECTORS**

Section 1: Elections of Officers and Directors shall be staggered so that approximately half of the Officers and half of the Directors shall be elected each year. In even-numbered years the President, 1st and 2nd Vice Presidents, and up to three at-large Directors shall be elected; and in odd-numbered years the Secretary, Treasurer and up to three other at-large Directors shall be elected.

Section 2: A Nominating Committee shall be appointed at the first Board meeting of the year and shall consist of any three members of the Board. The Nominating Committee shall select its chair. The Nominating Committee shall nominate candidates for each 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.

Section 3: Officers and Directors shall not be compensated for their service.

Section 4: The Board shall hold an annual meeting at which Officers and Directors are selected. Officers and Directors shall be elected by a majority vote of the Board. The Board's annual meeting shall be generally held in May, but if circumstances require the Board may hold its annual meeting in a different month, but in all events in a month as close to the month of May as circumstances permit.

Section 5: The term of Officers and Directors shall be for two years, and shall begin the first day of the month immediately following the Board's annual meeting. Terms shall end on the last day of the month of the second subsequent year in which the Board holds its annual meeting. Officers and Directors may serve any number of consecutive or non-consecutive terms in any position.

Section 6: A Board vacancy occurring during the year shall be filled by a majority vote of the Board, and the individual elected shall serve the remaining term of the previously vacant position.

## **ARTICLE VI: DUTIES OF ELECTED BOARD MEMBERS**

Section 1: The President shall:

- a. Preside at all meetings of the Board.
- b. Coordinate the work of Officers, Directors and committees of the organization.
- c. If desired, be a member of any committee.
- d. Represent the Friends and the Board at public events and activities.
- e. Coordinate and oversee all fundraising activities.

Section 2: The First Vice-President for Book Sales 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 and oversee book store operations, including the handling of donated books and other items.
- d. Recruit Chairs or Coordinators for specific sub areas of sales.
- e. Work with the Second Vice President for Communications to obtain appropriate advertising for all sales activities.
- f. Oversee the recruiting and training of appropriate volunteers for each type of activity.

Section 3: The Second 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 and First Vice 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 emails, newsletters and bulk mailing efforts;
  - iii. Oversee internet and social media activities including website development, Facebook and Twitter accounts, and other electronic outreach.

Section 4: 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 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 \$400 by any two members who have signatory authority on that account.
- f. Present a financial report at each meeting of the Board, and a year-to-date Treasurer's report for review at the Board's annual meeting. Provide Income/Expense Statements and Balance Sheet for the prior fiscal year at the Board's annual meeting.
- g. File all tax returns and any other financial forms required by the IRS, State of California or other governmental agencies.

Section 5: 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 meetings.

f. Notify Officers of their election and committee chairs of their appointments.

Section 6: The Directors shall perform duties assigned by the Board.

#### **ARTICLE VII: COMMITTEES**

Section 1: The Board may from time to time create committees to work for the goals of the organization. Members of such committees may be current or former Board members, volunteers, or others with an interest in furthering the goals of the Friends.

Section 2: The chairs of such committees 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 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 (the "Foundation") in November 2017. The Foundation shall be constituted as a committee within the Friends and shall be referred to as the "Pleasant Hill Library Foundation Committee" (the "Foundation Committee"). The Foundation Committee shall consist of at least three Board members appointed by the Board.

Section 2: The 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 opening in 2022.

Section 3: The Foundation may create an endowment fund to support any and all aspects of the plant, program or operations of the Pleasant Hill Library as determined by the Foundation Committee. The Foundation shall be responsible for fundraising and management of such an endowment fund.

Section 4: The Foundation is empowered to form an Advisory Council consisting of community members as appropriate. The Advisory Council may make recommendations to the Foundation Committee, but such recommendations may be put into effect only with the approval of the Foundation Committee.

Section 5: Any funds assigned to the Foundation shall be maintained separately from all other FOPHL funds. Accounts belonging to the Foundation shall be managed by the Foundation Committee. One member of the Foundation Committee shall be charged with maintaining financial records and communicating financial reports to the Treasurer.

Section 6: The Foundation Committee shall prepare an annual report for presentation to the FOPHL Board during the first quarter of each calendar year.

#### **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) support the purposes of the organization;
- b) abide by all instructions and guidelines for their position; and
- c) not receive payment for their volunteer work.

#### **ARTICLE X: RELEASE OF INFORMATION**

Section 1: On request, any interested person shall be provided copies of any written board meeting materials, such as meeting minutes, financial statements, or other materials.

Section 2: Beginning in 2023, the Friends shall publish an annual report during the first quarter of each year, which shall include financial statements for the prior calendar year for both the Friends and the Foundation, as well as a description of the major activities for the Friends and the Foundation during the prior calendar year. The annual report shall be published on the websites of the Friends and the Foundation, distributed to all email subscribers, and provided to any other interested persons on request.

#### **ARTICLE XI: AUDIT OF FINANCIAL STATEMENTS**

Section 1: The board may at its discretion, and if approved by a majority of the board, engage a certified public accountant or other financial professional to conduct an audit of the financial statements of the Friends or the Foundation.

Section 2: Any interested person may propose that an audit of the financial statements be conducted. The board shall not be obligated to act on such proposals, but shall consider them in good faith. In doing so, the board may consider whether the request is based on specific and reasonable concerns regarding the financial statements. The board may, in its discretion, permit the party requesting the audit to serve as the auditor, or alternatively, to engage an auditor of their choice at their own expense. Furthermore, the board may require that any such audit be subject to conditions in order to avoid cost to the Friends and burdens on volunteer time, such as by: (1) limiting the scope of the audit; (2) limiting the level of detail and materials produced for the audit; or (3) requiring that the party

proposing the audit bear any costs incurred by the Friends to produce materials or otherwise participate in the audit.

Section 3: The financial statements for any given year shall not be subject to audit more than once. Nor shall the Friends be obligated to respond to an audit proposal from a party that has previously subjected the Friends to an audit.

#### **ARTICLE XII: DISSOLUTION**

Should the Friends of the Pleasant Hill Library dissolve, all remaining funds and assets of the organization shall 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 shall be transferred to a non-profit organization that supports the Pleasant Hill Library, or, if no such entity then exists, to the City of Pleasant Hill.

#### **ARTICLE XIII: AMENDMENTS TO THE BYLAWS**

Any member of the Board may propose amendments to these bylaws. Any such amendments may go into effect if approved by a majority vote of the Board at a meeting where a quorum is present.

As approved November 19, 2022.