

## **By-Laws**

### **Friends of the Ripon Memorial Library**

#### **Article I**

##### **Name**

The name of this Organization shall be Friends of the Ripon Memorial Library, and shall hereafter be referred to as the Friends.

#### **Article II**

##### **Purpose**

To achieve our mission, the Friends have set the following goals:

- \* Support, promote, and advocate for quality library services in our community
- \* Raise funds for materials and programs not paid for by City, County, or State funding
- \* Actively develop strategic partnerships with other Community Groups to work toward making the Ripon Memorial Library the recognized public information hub for our Community
- \* Promote community awareness and volunteerism for the Ripon Memorial Library
- \* Encourage Gifts, Endowments, and Memorials for the benefit of the Ripon Memorial Library

#### **Article III**

##### **Principal Office**

The principal office of the Organization is located at 333 W. Main Street, Ripon, CA, 95366. The Executive Board may change the location of the principal office at any time. Any such change shall be noted by the Secretary in these By-Laws, but shall not be considered an amendment of these By-Laws.

#### **Article IV**

##### **Membership**

1. Any individual, having one or more of the objectives of this organization, shall be eligible for Membership.

2. Various membership levels shall be determined by the Board of Directors upon recommendation of the Membership Committee.
3. With the exception of Group Organizations, each membership level will exercise one (1) vote.
4. The Friends will not share any information with third parties without the expressed written consent of all individuals involved (with the exception of established legal requirements). Nor shall any roster of membership be given to any Commercial, Fraternal, Enterprise, Group, or Agency.

#### **Article V** Meetings

1. All meetings shall be conducted according to Robert's Rules of Order, newly revised, except when in conflict with these By-Laws or with the laws of the State of California.
2. There shall be an Annual Meeting of the Organization on the fourth Monday in January. The purpose of the Annual Meeting is to discuss the state of the Organization, as well as electing and installing new Board Members. Notification of the Annual Meeting will go out two weeks prior via USPS mail.
3. Votes at the Annual Meeting will be by ballot. A written ballot will be included in the Annual Meeting mailer. In the event a member wishes to vote but cannot attend the meeting, ballots can be returned by mail, to the attention of the Secretary, prior to the specified date of the meeting. The Secretary will count and report the results of the vote at the Annual Meeting.
4. There shall be a monthly meeting of the Organization on the 1st Monday of the month for the purpose of conducting on-going business. Notification will be via e-mail seven (7) days prior to the meeting.
5. A special meeting may be held as requested by the President provided the membership is notified by e- mail of the business to be transacted at least seven (7) days prior to the proposed date.
6. Major transactions shall require a majority vote of the Board of Directors.

#### **Article VI** Officers, Terms, and Duties

1. The Officers of the Executive Board shall be a President, a Vice President, Secretary, and a Chief Financial Officer. (The Director of Library Services shall be an ex-officio member of the Executive Board.) The terms of office shall be for one (1) year. No Board Member shall serve in the same board office for more than two (2) consecutive one-year terms. If, however, a candidate

is not available, the retiring Officer may remain in the position until a successor is found. Any Board Member, having served two (2) consecutive terms, may serve again after vacating that office for at least two (2) terms. Newly elected Officers will assume their new duties at the close of the Annual Meeting. Official duties are as follows:

President: The President shall appoint all Chairs of Standing Committees and Special Committee Chairs as deemed necessary to carry out the objectives of this organization; shall have the power to appoint interim Officers in the event that vacancies occur to the Executive Board; shall perform all other duties pertaining to the Office; is an ex-officio member of all committees, with the exception of the Nominating Committee.

Vice President: The Vice-President shall perform the duties of the President in the absence of or at the request of the President.

Secretary: The Secretary is responsible for ensuring that accurate and sufficient documentation exists to meet legal requirements, and to enable authorized persons to determine when, how, and by whom the Board's business was conducted. In order to fulfill these responsibilities, and subject to the organization's By-laws, the Secretary records minutes of the meetings, ensures their accuracy and availability, proposes policies and practices, submits various reports to the Board, maintains membership records, fulfills any other requirements of a Director and Officer, and performs other duties as the need arises and/or as defined in the By-laws.

Treasurer: The Treasurer is responsible for the preparation of all Financial Statements and Annual Tax Returns. Additionally, the Treasurer will receive all bills, write all checks, deposit all monies (except the book sale money), reconcile all bank accounts, prepare the Annual Budget, and shall perform all other duties pertaining to the Office as established by the Board of Directors.

2. The Executive Board and three Directors at Large will constitute the Board of Directors.
3. The Board of Directors will also include a Director Emeritus position. The Emeritus designation is a non-voting, honorary position given in recognition of long-term, dedicated service to the Friends. These positions are not bound to the standard Board of Director requirements. Candidates to these positions will be selected by and voted on by the Board of Directors.
4. The Executive Board shall meet as necessary at the call of the President to transact the business of the Organization. The Executive Board will also be called to meet for the purpose of appointing an auditor (Article VIII, Section 5).
5. All members of the Board of Directors will be expected to make every effort to attend all annual, monthly, and special meetings. If a Board Member misses more than three consecutive meetings, and does not notify the President with a reason for their absence, the Friends will respectfully consider this as their notification of resignation.

6. All Officers and Directors are expected to maintain their Membership with the Friends.

### **Article VII**

#### Committees and Chairs

1. Chair holders of Standing Committees shall be appointed by the President and approved by the Executive Board. The Committees are to be as follows: Membership, Technology, Publicity, Hospitality, Fundraising (other than Book Sale and Membership), Community Programs, Book Sale, and Nomination.

2. Interim Committee Chairs and Interim Officers appointed by the President must be approved by the Executive Board.

3. Special Committees shall be appointed by the President whenever needed. Chair holders to be appointed by the President and approved by the Executive Board.

4. A Nominating Committee of three (3) members, either from the Board of Directors or the general Membership, shall be appointed by the President to select, screen, and recommend a suitable candidate(s) for ratification by the Board of Directors. The term of service shall be for one (1) year.

### **Article VIII**

#### Fiscal Matters

1. The fiscal year shall be from January 1st, through December 31<sup>st</sup>.

2. The Treasurer and Membership Committee Chairperson shall maintain a current file of up-to-date members. It is the primary responsibility of the Membership Committee Chairperson to insure that both the Treasurer and the President are in possession of the most current up-to-date membership list.

3. No indebtedness shall be incurred on behalf of the Organization by any organization member without authorization by the Executive Board. All authorized bills shall be presented, itemized and in writing, to the Treasurer for the issuance of payment.

4. The Executive Board shall appoint an auditor, not an Officer, to audit the Treasurer's books prior to end of the fiscal year (December 31<sup>st</sup>).

### **Article IX**

#### Amendments

1. These By-laws may be amended at any Annual Meeting by a two-thirds vote of current, up-to-date members present and voting, provided that members are notified, in writing, of the proposed By-law changes prior to the meeting.

2. All proposed By-Law changes must be submitted to the Executive Board by October 1<sup>st</sup> preceding the Annual Meeting in January.

**Article X**

Dissolution of Organization

1. In the event of dissolution, all assets shall be transferred to a non-profit, charitable/educational organization to be selected by a majority of the Executive Board at the time of such dissolution, the funds to be used in the field of literature, other arts, and allied subjects.

Standing Rules REVISED and ADOPTED: January 28, 2008 by approval of the Membership.

**Executive Board:**

Brigitte Long	President
Peggy Morgan	Vice President
Mary Ortel	Treasurer
Jeanne Rohles	Secretary

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**Amendment I**

**Article VI – Officers, Terms, and Duties, is amended as follows:**

**Section 1., Paragraph 1, add (highlighted):**

1. The Officers of the Executive Board shall be a President, a Vice President, Secretary, and a Chief Financial Officer. (The Director of Library Services shall be an ex-officio member of the Executive Board.) The terms of office shall be for one (1) year. No Board Member shall serve in the same board office for more than two (2) consecutive one-year terms. If, however, a candidate is not available, the retiring Officer may remain in the position until a successor is found.

Any Board Member, having served two (2) consecutive terms, may serve again after vacating that office for at least two (2) terms. **Retiring Officers will be invited to continue on in the position of Director-at-Large to help maintain the continuity of information in the organization.** Newly elected Officers will assume their new duties at the close of the Annual Meeting. Official duties are as follows:.....

**Section 2., Paragraph 1, change to read:**

2. The Executive Board will consist of four officers (President, Vice President, Treasurer and Secretary) and a sufficient number of Directors-at-Large as deemed necessary to maintain a strong and thriving organization. The Executive Board and Directors-at-Large will constitute the Board of Directors.