

WORKING DRAFT #5 – 8/20/26 version

SAN BUENAVENTURA FRIENDS OF THE LIBRARY **A Non-Profit, 501(c)(3) Association, Founded in 1969**

BYLAWS

ARTICLE I – NAME

The name of this Association shall be *San Buenaventura Friends of the Library* (hereafter referred to as the Association.)

ARTICLE II – PURPOSE

The purpose of the Association is to advance and protect the interests of the public libraries in the City of Ventura and its sphere of influence by:

- Focusing public attention and interest on the resources, services, facilities and needs of the libraries;
- Supporting building programs;
- Supporting special library programs;
- **Supporting acquisition of** ~~Supplying~~ library materials and equipment;
- Educating the public, businesses and government officials about library matters;
- Promoting the growth, development and use of the libraries.

ARTICLE III – MEMBERSHIP

Section 1. Qualification. Membership shall be open to all individuals and groups who support the purposes of the Association, upon payment of appropriate dues.

Section 2. Membership Year. The membership year shall be the same as the fiscal year, which shall be January 1 - December 31. Dues paid in the last three months of the current fiscal year shall apply through the end of the following fiscal year.

Section 3. Categories. Membership categories shall be:

- Student
- Individual
- Family
- Patron
- Business
- Benefactor
- Lifetime
- Honorary
- Ex Officio

Section 4. Rights. All members, other than Honorary and Ex Officio members, shall have the right to be counted in the quorum, vote, and serve in office, on committees and on the Board.

a. Family/Business. A Family or Business membership constitutes one membership and has one vote. No more than one person in a Family or Business membership may hold office at the same time.

b. Honorary and Ex Officio Members. An Honorary or Ex Officio member has

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the right to attend meetings and to speak, but not to make motions, vote, hold office or serve on the Board. Officials of the Ventura County Library shall be Ex Officio members.

c. Voting.

- 1) No member of the Association, Board of Directors (hereinafter referred to as the Board), or Executive Committee (hereinafter referred to as the EC) shall have more than one vote.
- 2) No voting by proxy shall be allowed.

Section 5. Dues.

- a. **Amounts.** Dues amounts shall be determined by the Board.
- b. **Payment.** Dues are due the first day of the fiscal year, and delinquent if not paid by the first day of the third month of the fiscal year. Membership shall be forfeited if dues are not paid by the fourth month of the fiscal year.

ARTICLE IV – OFFICERS

Section 1. Composition.

- a. **Elected.** A President, Vice President, Recording Secretary, Corresponding Secretary, and Treasurer shall be elected at the annual meeting.
- b. **Appointed.** A Parliamentarian may be appointed by the President.

Section 2. Eligibility. To be eligible to serve as an officer, a member must be in good standing, having paid dues in a timely fashion and adhering to all governing documents.

Section 3. Term.

- a. The term of office shall be one year.
- b. Officers shall assume their duties January 1st and shall serve for one year or until their successors are elected.
- c. No member shall hold more than one office at one time.

Section 4. Duties.

All Officers shall deliver to their successors, immediately upon retiring from office, all accounts, records, books, papers, and other property belonging to the Association.

a. President. The President shall:

- 1) Preside at meetings of the Association, the Board, and the Executive Committee.
- 2) Serve as the principal officer of the Association.
- 3) Appoint, with the approval of the EC, all standing committee chairmen, except the nominating committee; and may appoint a parliamentarian.
- 4) Serve as an ex-officio member of all committees, except the nominating and financial review committees.

b. Vice President. The Vice President shall:

- 1) Preside at meetings in the absence of the President.
- 2) Succeed the President if the Board declares the presidency vacant.
- 3) Chair ~~a~~ **the Governing Documents** standing committee.

c. Recording Secretary. The Recording Secretary shall:

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- 1) Record the proceedings of all meetings of the Association, Board and EC; send the agenda, and minutes of the prior meetings to the EC and Board members; and send the meeting call to the ~~Board members~~ **General Membership**.
- 2) Preserve in a permanent file all official records of the Association.
- 3) Provide supplies for ballot votes.
- d. **Corresponding Secretary.** The Corresponding Secretary shall:
 - 1) Conduct correspondence.
 - 2) Acknowledge gifts, donations, memorials, and bequests.
- e. **Treasurer.** The Treasurer shall;
 - 1) Have charge of all monies of the Association; maintain an itemized record, as required by law, of all receipts and expenditures, and report thereon at all Association and Board meetings.
 - 2) Receive all funds of the Association and provide receipts as appropriate.
 - 3) Pay all bills upon authorization of the Board or as authorized in the Standing Rules.
 - 4) Deliver all books, records and related papers for the annual review to the Financial Reviewer immediately following his or her appointment.
 - 5) ~~Assure the preparation and submission of~~ **Assure the preparation and submission of** Prepare and submit all tax returns required by law for the Association.
- f. **Parliamentarian.** The Parliamentarian shall:
 - 1) Serve as a non-voting member of the Board and the EC, with all membership rights other than the vote.
 - 2) Advise the President, officers, committee chairs and members when requested.
 - 3) Serve as an ex-officio member of the governing documents committee.

ARTICLE V – NOMINATIONS, ELECTIONS and VACANCIES

Section 1. Nominations.

- a. **Nominating Committee.** A nominating committee of three (3) members shall:
 - 1) Be elected at the annual meeting.
 - 2) Choose its own chairman.
 - 3) Nominate one or more candidates for each office to be filled.
 - 4) Report the names of the nominees to the Board at its regular meeting in the tenth month of the fiscal year and to the membership in the call to the next annual meeting, and present the slate at the annual meeting.
- b. **Nominations from the Floor.**
 - 1) Additional officer nominations may be made from the floor at the annual meeting.
 - 2) Nominating committee members shall be nominated from the floor at the annual meeting.

Section 2. Elections.

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- a. Election of officers and nominating committee shall be held at the annual meeting.
- b. Election shall be by majority vote of the members present and voting.
- c. If there is more than one candidate for an office, election for that office shall be by ballot.
- d. If there are more than three (3) candidates for the nominating committee, election shall be by ballot.

Section 3. Vacancies. Vacancies in office shall be declared, and filled, in accordance with Article VI, Section 2, c and d.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. Composition. The Board shall consist of:

- a. The officers.
- b. The chairs of the following standing committees: Book Sales/~~Volunteer Coordinator~~, Communications, ~~Marketing, Technology~~, Education, Fund Development, ~~and Membership, Volunteer Coordinator~~.
- c. The Manager of the Friends of the Library Bookstore, appointed by the President.
- d. Up to five (5) members-at-large, appointed by the President.

Section 2. Duties: The Board shall:

- a. Develop plans that fulfill the Association purposes.
- b. Administer the affairs of the Association.
- c. Declare an office vacant if the officer ceases to fulfill his/her duties.
- d. Fill vacancies in office other than that of the President.

ARTICLE VII – MEETINGS

Section 1. General Membership.

- a. **Regular Meetings.**
 - 1) Regular general membership meetings shall be held, at a frequency specified in the Standing Rules, for the conduct of business and programs.
 - 2) Calls to the meetings shall be sent to all members **at least** two (2) weeks prior to meetings.
- b. **Annual Meeting.** The annual general membership meeting shall be held in the tenth month of the fiscal year. Call to general meeting shall be sent to all members two (2) weeks prior to the meeting.
- c. **Special Meetings.** Special general membership meetings may be called by the President, a majority of the Board, or by petition of ten percent (10%) of the members upon one (1) week notice sent to the members stating the purpose of the meeting.
- d. **Quorum.** The general membership meeting quorum shall be the number of members present provided that they include at least three (3) elected officers.

Section 2. Board of Directors.

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a. Regular Meetings.

- 1) The Board shall hold regular meetings on a day, time and place specified in the Standing Rules.
- 2) The Board shall meet within the two (2) weeks prior to the annual general membership meeting.
- 3) The agenda, and minutes of the prior Board meeting, shall be sent to Board members as specified in the Standing Rules.

b. Special Meetings.

- 1) The Board shall hold special meetings at the call of the President or by petition of one-third (1/3) of the Board members upon five (5) days' notice to each Board member stating the purpose of the meeting.
- 2) Electronic meetings which shall have a debate period and a balloting period may be held.

c. Quorum. A majority of members filling Board positions, including at least two (2) elected officers shall constitute a quorum.

Section 3. Executive Committee

a. Meetings. The EC shall meet as necessary on call of the President or any two (2) EC members. Electronic meetings may be held.

b. Quorum. A majority of members filling EC positions shall constitute a quorum.

ARTICLE VIII – COMMITTEES

Section 1. Executive Committee.

a. Composition. The officers shall constitute the EC.

b. Duties. The EC shall:

- 1) Be authorized, in emergencies, to act for the Board between meetings and shall report to the Board at its next meeting.
- 2) Ratify the President's committee chair appointments.
- 3) Declare a committee chairmanship vacant if the chairman ceases to fulfill his/her duties.

Section 2. Standing Committees.

a. The President shall appoint the committee chairs, subject to ~~Board~~ EC approval.

b. *The President shall be kept informed of all Standing Committee activities.*

c. The ~~committee chairs~~ chairmen shall select the committee members.

d. The standing committees of the Association shall be:

- 1) **Book Sales/Volunteer Coordinator.** Plan, promote, and coordinate book ~~sale inventory collection~~, warehouse management, and sale activities. *Oversee and support managers of Warehouse, Foster Bookstore, Hill Road and Saticoy Library sale inventory, and online sales. Develop and coordinate the activities of the volunteer workforce.*
- 2) **Communications.** *Serves to focus public interest on the resources, services, facilities, and needs of the libraries. In collaboration with Marketing,* publicize the activities and accomplishments of the

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Association through promotional materials such as a newsletter, press releases, brochures, **emails**, and website, etc.

- 3) **Marketing.** *In collaboration with Communications, responsible for logo, promotional materials, book sale flyers, signage, brochures, and materials to be posted to online sites by Marketing Chair or designees.*
- 4) **Technology.** *Collaborate with and support Board members and standing committee chairs in all technological matters.* ~~Databases. Manage the Association's databases, coordinating with the Treasurer, and the Membership and Communications Chairs.~~
- 5) **Education.** Monitor, and inform the Board, about legislation and other affairs affecting public libraries; and educate, as directed by the Board, the public, business, and government officials. *Support President at public meetings and public speaking engagements.*
- 6) **Finance.**
 - aa) **Duties.** Develop budgets, monitor expenditures, and make recommendations to the Board about financial matters, including recommending a Financial Reviewer to the Board at its March meeting.
 - bb) **Composition.** The Treasurer and two (2) additional members.
- 7) **Fund Development.** Encourage memorial gifts, endowments, bequests, and other projects which will enrich the resources of the library.
 - aa) All members of the Fund Development Committee shall be members in good standing of the Association.
 - bb) The Fund Development Committee shall maintain minutes of their meetings and make those minutes available to the Board of Directors.
 - cc) Grant proposals developed by the Committee shall be submitted to the Executive Committee for approval before submission to the potential grantor.
- 8) **Governing Documents.** Propose amendments to the Association's Bylaws, Standing Rules, and policies and procedures.
- 9) **History.** Collect and maintain the scrapbooks, press clippings and other mementoes of the Association.
- 10) **Membership.** Increase membership in the Association, promote participation in its activities, collect membership dues and maintain a membership roster. *Send, or arrange to send, call to annual meeting to membership. Arrange and host annual membership meeting.*
- 11) **Nominations.** Nominate candidates for election as stated in Article V.
- 12) ~~**Volunteer Coordinator.** Develop and coordinate the activities of the volunteer workforce.~~

Section 3. Special Committees. Special committees may be created by the Board to carry out tasks that are not the province of a standing committee. The President shall name the committee's chair and members.

ARTICLE IX – FISCAL RESPONSIBILITY

Section 1. Fiscal Year. The fiscal year shall be January 1 through December 31, concurrent

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with the administrative year.

Section 2. Checks.

- a. The bank signature card shall bear the signatures of the President, Vice President, Recording Secretary and Treasurer and any such other individuals appointed by the Board.
- b. Checks over \$500 shall require two (2) signatures.
 - 1) The Treasurer and President shall be the primary signers.
 - 2) The Vice President and Recording Secretary shall be alternate signers, in that order.

Section 3. Expenditures. Funds shall only be expended under the direction of the Board.

Section 4. Compensation. Funds shall not be used to compensate a Board member for services to the Association.

Section 5. Contracts. No member, officer, or committee shall have the authority to make any contract or to incur any indebtedness, obligation, or liability in the name of or in behalf of the Association without the authority of the Board.

Section 6. Endowments. Endowments shall be administered by the Ventura County Community Foundation, as contracted.

Section 7. Financial Review. A financial reviewer shall be appointed by the Board, at its meeting in the third month of the fiscal year, to review the Treasurer's records and report to the Board at a subsequent regular meeting, but no later than the sixth meeting of the new fiscal year. Financial review details are documented in the Standing Rules.

ARTICLE X – CONFLICT OF INTEREST

Section 1. Members. No member shall participate in debate nor vote on any issue in which the member has a direct financial or personal interest not common to other members of the Association.

Section 2. Board Members. When deliberation about potential vendors begins, Board members having a direct financial or personal relationship with the potential vendor, not common to other members of the Association, shall declare the relationship and shall not participate in debate nor vote on the issue.

ARTICLE XI – INDEMNIFICATION

Section 1. To the fullest extent permitted by law, this Association shall indemnify its directors, officers, employees, and other persons described in Corporations Code sections 5238 (a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceedings", as that term is used in that section, and including an action by or in the right of the Association, by reason of the fact that the person is or was a person described in that section. "Expenses", as used in this bylaw shall be the same meaning as in that section of the Corporations Code.

Section 2. On written request to the Board by any person seeking indemnification under Corporations Code section 5238(b) or section 5238(c), the Board shall promptly

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decide under Corporations Code sections 5238(e) whether the applicable standard of conduct set forth in Corporations Code 5238(b) or section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification, because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of Members. At that meeting, the Members shall determine under Corporations Code section 5238(e) whether the applicable standard of conduct has been met and, if so, the Members present at the meeting shall authorize indemnification by majority vote, with the applicant for indemnification abstaining from debate and vote.

Section 3. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Article XI of these bylaws in defending any proceeding covered by Article XI shall be advanced by the Association before final disposition of the proceeding, on receipt by the Association of any undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Association for those expenses.

ARTICLE XII – IRREVOCABLE DEDICATION

The property owned by this organization is irrevocably dedicated to charitable purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code.

ARTICLE XIII – DISSOLUTION

Section 1. Upon the dissolution of this Association, and after adequate payment of the debts and obligations of the Association, the remaining assets shall be distributed to the Ventura County Library, a department of the Ventura County government, which has established its tax-exempt status under Section 170(c)(1) of the Internal Revenue Code.

Section 2. No part of the net earnings of the Association shall ever inure to or for the benefit of or be distributed to its members, trustees, officers, or other private persons, except that the Association shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which it was formed.

Section 3. Notwithstanding any other provisions of these articles, the Association shall not carry on any other activities not permitted by an association exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954.

ARTICLE XIV - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall

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govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rule of order the Association shall adopt.

ARTICLE XV – AMENDMENTS

Section 1. Board Review. Proposed amendments or revision to these bylaws shall be submitted to the Board for review prior to being sent to members. When the proposal is sent to the members it shall state whether the Board supports or opposes it.

Section 2. Member Consideration. These bylaws may be amended or revised at a general membership meeting of this Association by a two-thirds (2/3) vote of those present and voting, provided notice and a copy of the proposal have been sent to all members two (2) weeks prior to the meeting at which the proposal shall be considered.

Adopted March 22, 2015

Amended October 23, 2016

Amended October 29, 2017

Amended October 21, 2018

Amended October 24, 2021

Amended October 30, 2022

Amended November 5, 2023

Amended October 20, 2024