

BY LAWS
Morro Bay Friends of the Library

ARTICLE ONE: NAME

The name of the organization shall be Morro Bay Friends of the Library (MBFOL).

ARTICLE TWO: PURPOSE

The purpose of the organization is to stimulate public support of the Morro Bay Branch of the San Luis Obispo County Library, by fostering and establishing closer relations between the library and the citizens and organizations of Morro Bay, by focusing public attention on library services, facilities and needs and by soliciting gifts, endowments and bequests; and to provide financial aid for adequate services, facilities and needs.

ARTICLE THREE: LIMITATIONS/PARLIAMENTARY AUTHORITY

SECTION 1. The assets of the MBFOL are irrevocably dedicated to public benefit purposes. Upon dissolution or liquidation of the corporation, no part of net earnings or assets of the corporation shall inure to the benefit of any private person or individual, but shall be distributed, after the satisfaction of all debts and liabilities, as required by the Articles of Incorporation of this corporation and not otherwise.

SECTION 2. No officer or member of the Board of Directors shall be personally liable to the MBFOL or its members for monetary damages from breach of duty, acts or omissions, and/or transactions as an officer or member of the Board. Likewise, the MBFOL shall not be liable to any member of the Board of Directors for monetary damages for breach of duty, acts or omissions and/or any transactions as an organization.

SECTION 3. All meetings may be conducted according to Robert's Rules of Order, or according to the President's direction.

ARTICLE IV: MEMBERSHIP AND DUES

SECTION 1. Membership in this organization shall be open to all interested individuals and organizations.

SECTION 2. The Board of Directors shall determine annual dues.

SECTION 3. Those members whose dues are current shall be considered active members.

SECTION 4. Each active member shall be entitled to one vote. Each organization which is a member shall designate one individual to vote on behalf of the organization.

SECTION 5. The fiscal year shall begin January 1 and end December 31.

ARTICLE FIVE: BOARD OF DIRECTORS

SECTION 1. The Board of Directors shall consist of four Officers, three or more Members-at-Large, and a representative to the Foundation for San Luis Obispo County Public Libraries. The Board shall serve as the governing body of this organization.

SECTION 2. The Officers shall be President, Vice-President, Secretary, and Treasurer. They shall be elected by the general membership at the Annual General Membership Meeting. The term of office shall be one year. Vacancies may be filled for remainder of any term by a majority vote of the Board of Directors. The Immediate past President may attend board meetings as a non-voting member and may serve in an advisory capacity to the organization.

SECTION 3. The Board shall meet five (5) times per fiscal year, for regular meetings of the Board, in January, March, May, July, and September, on the 2d Friday of those months, unless otherwise determined by the Board. The Board will also meet in November, in conjunction with the Annual General Membership Meeting. In addition, the Board shall meet at the call of the President, or by petition of three or more Board members. A majority of the members of the board shall constitute a quorum for the transaction of business. The Board may take any action by email, upon a duly made and seconded motion, by vote of all Board members, within a time limit set in the subject motion.

SECTION 4. The President shall appoint special committees from time to time as necessary, subject to the approval of the Board.

SECTION 5. The President shall be an ex-officio member of all committees, with the exception of the Nominating Committee.

SECTION 6. The President shall appoint the chair of the Nominating Committee. The Chair may appoint additional committee members. The Committee shall solicit and present to the membership nominations for Officers and Members-at-Large at the annual meeting. The Nominating committee may hold an open meeting not less than 30, nor more than 90, days prior to the Annual General Membership Meeting for the purpose of soliciting Board candidates from among the membership.

SECTION 7. All active members present will have the opportunity to vote for the officers and members-at-large at the Annual General Membership Meeting.

SECTION 8. Active members present at the Annual General Membership Meeting may apply for any Office or Member-at-Large position for consideration for election at that meeting.

SECTION 9. Members-at-large, Officers, and the representative to the Library Foundation may serve as Chair of special and standing committees, as designated by the President. The Treasurer shall chair the Finance Committee.

ARTICLE VI: MEETINGS

SECTION 1. The organization shall hold its Annual General Membership Meeting in November of each year for the purpose of electing the Board of Directors; to receive various reports; and to transact any other business. A written or email notice shall be sent to members no later than two weeks prior to the meeting.

SECTION 2. Special meetings of the membership may be held as directed by the President or three or more current Board members. A written or email notice shall be sent to members no later than two weeks prior to the meeting.

SECTION 3. Quorum for the Annual General Membership Meeting, annual elections, and special membership meetings shall be those active members present, provided proper notice has been given, as defined in the bylaws.

ARTICLE VII: FUNDS

SECTION 1. The Treasurer shall maintain adequate books of accounts for which he or she shall be responsible.

SECTION 2. No funds or properties shall be disbursed without written authority of the President and the Treasurer. The Secretary shall be authorized to sign in the absence of either the President or Treasurer.

SECTION 3. The Treasurer will present the current Treasurer's Report at the Annual General Membership Meeting.

SECTION 4. The Board shall appoint a Financial Review Committee to review the Treasurer's books annually, in January of each year, and shall report to the Board of Directors at the following regularly scheduled meeting.

ARTICLE VIII: MISCELLANEOUS

SECTION 1. The bylaws may be amended at any regular or special meeting of the organization by two-thirds majority of the members present. The intention to amend bylaws must be given by written or email notice to the members no later than two weeks prior to the meeting at which they are to be presented for consideration.

SECTION 2. This organization is an all-volunteer organization. No member of the Board of Directors is entitled to receive compensation from the organization. Reimbursement of approved expenses is permitted.

SECTION 3. This organization shall be non-sectarian, non-profit, and shall not discriminate on the basis of race, gender, color, religion, national origin, gender orientation, or physical disability.

SECTION 4. Unless the context requires otherwise, the general provisions, rules of construction, and definitions in California law shall govern the construction of these bylaws. Without limiting the generality of this provision, the singular number includes the plural; the plural number includes the singular; the female gender includes the male; and the male gender includes the female. The term "person" includes both a corporation and a natural person.