



## BYLAWS OF THE FRIENDS OF THE MODESTO LIBRARY

### Article I. NAME

The name of the organization shall be FRIENDS OF THE MODESTO LIBRARY.

### Article II. PURPOSE

Section A. GENERAL PURPOSE – This corporation is a non-profit benefit corporation and is not organized for the private gain of any person. It is organized under the Non-profit Public Benefit Corporation Law for public and charitable purposes. Such purposes for which this corporation is organized are exclusively charitable and educational, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future law). This corporation shall have and may exercise all powers now or hereafter conferred upon non-profit public benefit corporations under the laws of the State of California (or the corresponding provision of any future United States Internal Revenue Law).

Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code or (b) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

Section B SPECIFIC PURPOSES – The purpose of the organization shall be to maintain an association of persons interested in facilities and to support the freedom to read as expressed in the American Library Association's Bill of Rights.

1. To create public support for an expanding library program.
2. To intensify community awareness of the library.
3. To encourage gifts for the library.
4. To sponsor programs designed to add to the cultural life of the community.

5. To provide financial assistance by purchasing items which are of great benefit to the library program, but cannot be purchased from public funds.

Article III. MEMBERSHIP

- Section A. Membership shall be open to all individuals/families, businesses, and organizations who support the purposes of the organization.
- Section B. Members in this organization believe that libraries should provide books and other materials presenting all points of view concerning the problems and issues of our times; members must also believe that no library materials should be proscribed or removed from libraries because of partisan or doctrinal disapproval.
- Section C. Each membership shall be entitled to one vote.
- Section D. Dues shall be payable annually on the first of *January*. Delinquent members shall be dropped from membership two (2) months from the date dues are due.
- Section E. Members whose dues are not delinquent shall be considered members in good standing.

Article IV. THE BOARD OF DIRECTORS

- Section A. The governing board shall be a Board of Directors consisting of the following officers: President, Vice-President, Treasurer, Secretary, and such other directors as shall be appointed by the Board of Directors.
- Section B. The Board of Directors is empowered to make decisions for the Friends of the Modesto Library.
- Section C. The Board of Directors shall be elected at the Annual General Meeting by a majority of votes of those present at this meeting.
- Section D. A majority of the Board of Directors shall constitute a quorum at Board Meetings.
- Section E. Board Meetings are open to all members in good standing.
- Section F. All non-elected members in attendance at Board meetings shall be considered a member-at-large. Members-at-large shall have advisory voting privileges.

Section G. Board vacancies shall be filled by appointments made by remaining members of the Board. Any person considered for an appointment will be voted on by the Board members with a majority vote rule.

Section H. The manager of the Modesto Library shall be ex-officio (non-voting) member of the Board of Directors.

#### ARTICLE V. DUTIES OF OFFICERS

Section A. The President shall preside over all meetings of the membership and the Board of Directors and appoint all committees. The President shall be an ex-officio member of all committees.

Section B. The Vice-President shall perform the duties of the President in his/her absence.

Section C. The Treasurer shall keep the financial records.

Section D. The Secretary shall take the minutes of all meetings and conduct correspondence. In the Secretary's absence, a Director will take the minutes of the meeting.

#### Article VI. RIGHT OF INDEMNITY

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

On written request to the Board by any person seeking indemnification under Section 5238 (b) or Section 5238 (c) of the California Corporations Code, the Board shall promptly determine under Section 5238 (e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 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 Section 5238 (e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238 (b) or Section 5238 (c) has been met and, if so, the members present at the meeting in person may authorize indemnification.

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 of these bylaws in defending any proceeding shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, or agent's status as such.

## ARTICLE VII. NOMINATIONS AND ELECTIONS

Section A. The Nominating Committee shall be appointed by December by the President and shall consist of no less than three (3) Board members.

Section B. The Nominating Committee shall submit a slate of candidates to the Board at the March Annual General membership meeting.

Section C. Nominations shall be open from the floor at the March Annual General Membership meeting.

## ARTICLE VIII. MEETINGS

Section A. Board meetings shall be held at least three times a year. Special meetings may be called by the President or the Vice-President.

Section B. The Annual General Membership Meeting shall be held in March. The Board and the general membership shall be advised thereof at least two weeks in advance. A quorum of the membership must be in attendance in order to conduct the meeting. A quorum for this

purpose will be ten (10) members in good standing (this quorum may include Board members). Proxies are prohibited.

Section C. Special meetings of the membership may be called by the President or any ten members in good standing upon submitting a written request to the President. All members must be notified at least fifteen (15) days prior to such meeting.

#### ARTICLE IX. DUES

Dues shall be paid annually. The amount of dues will be set by the Board of Directors.

#### ARTICLE X. AMENDMENTS TO BYLAWS

The bylaws may be amended at any meeting of the general membership by a two-thirds vote of members in good standing present, providing that members are notified, in writing, of the proposed by-laws changes at least thirty (30) days prior to the meeting.

Copies of the proposed bylaws changes will be made available at the main branch of the library or from any Board member.

#### ARTICLE XI. DISSOLUTION OF ORGANIZATION

The assets of the FRIENDS OF THE MODESTO LIBRARY shall, on dissolution of the organization, be turned over to the Stanislaus County Library for the benefit of said Stanislaus County Library.

#### ARTICLE XII. RULES OF ORDER

Robert's Rules of Order Revised, when not in conflict with these bylaws, shall govern the conduct of all meetings.