

# BYLAWS

## FSDPL, SAN CARLOS BRANCH CHAPTER

These Bylaws supersede all previous Bylaws of the Friends of the San Diego Public Library, San Carlos Branch Chapter; AKA, San Carlos Friends of the Library, or SCFOL. These Bylaws take effect upon approval of the SCFOL Chapter on **May 19, 2021**, and approval by the Friends of the San Diego Public Library on **May 15, 2021**.

### ARTICLE 1 NAME AND PURPOSE

- 1.1 **Name: The formal name of the Chapter shall be the Friends of the San Diego Public Library, San Carlos Branch Chapter. This Chapter shall also be known as: San Carlos Friends of the Library or SCFOL.**
- 1.2 **Relationship to the Friends of the San Diego Public Library: The San Carlos Branch Chapter (SCFOL) is an Affiliate Chapter of the Friends of the San Diego Public Library (FSDPL).**
- 1.3 Purpose: The Purpose of the SCFOL Chapter is to enhance the San Carlos Branch Library and the San Diego Public Library System so that they may fulfill their literary, educational, technological, community, and cultural purposes.

### ARTICLE 2 OFFICES

- 2.1 Principal Office: The principal office of the SCFOL Chapter for the transaction of its business shall be located at the San Carlos Branch Library.

### ARTICLE 3 FISCAL YEAR

- 3.1 **Fiscal Year: The fiscal year of the Chapter shall commence on July 1 and end on June 30.**

ARTICLE 4  
MEMBERSHIP

- 4.1 **Membership Eligibility:** Membership shall be open to all persons, businesses, and organizations supportive of the purposes of the SCFOL Chapter and FSDPL. Membership is conferred by the payment of dues as found in 4.4.
- 4.2 **Membership Categories:** **Categories of membership shall be determined by the Board of Directors of the Friends of the San Diego Public Library (FSDPL Board).** The privileges, rights, and duties of such categories of members shall be as provided by the FSDPL, subject to the terms of the FSDPL Bylaws. The San Carlos Branch Chapter may add privileges, rights, and duties in its Standing rules that do not conflict with those of the FSDPL. Within the Chapter, members will be divided into voting and non-voting members.
- a. **VOTING MEMBERS:** Voting members of the Chapter are those individuals who from time to time comprise the Board of Directors of the Chapter (Board). Death, resignation, or removal of any Director as provided in these Bylaws shall automatically terminate the voting membership of such person in the Chapter.
- b. **NON-VOTING MEMBERS:** All Chapter Members who are not members of the Board are non-voting Members. Results of Non-voting Member “votes or surveys” taken at annual or other SCFOL meetings shall only be advisory to the Board’s decision-making process.
- 4.3. **Membership Lists:** **The city-wide FSDPL membership list(s) and Chapter membership list are FSDPL assets. Without the consent of the FSDPL Board, no membership list, or any part thereof, may be used by any person, business, or organization for any purpose not reasonably related to the goals and purposes of the FSDPL and the SCFOL Chapter.**
- a. **The Chapter shall keep an up-to-date list of its members in each category of membership.**
- b. **The Chapter will inform the FSDPL of changes in the Chapter’s membership list at the end of the fiscal year.**
- 4.4. **Dues:** **Dues for the various categories of membership shall be set by the FSDPL Board. Memberships, except for Life Memberships, shall extend for a period of one (1) year, which shall be the calendar year of the FSDPL.**
- a. Those joining after October 1<sup>st</sup> shall be credited to the following year.
- b. Family Memberships include 2 adults.
- c. Annual Membership cards, available from the FSDL office, shall be sent to annual members.
- d. Life Membership cards shall be sent to new Life Members by the FSDPL, or its designee.

- 4.5. Meetings of the Chapter Membership: The Chapter shall conduct at least one annual meeting open to the entire membership at a date and time to be determined by its Board.

ARTICLE 5  
BOARD OF DIRECTORS (BOARD)

- 5.1 **Power of Chapter:** The FSDPL Board has delegated the management of the Chapter to the Chapter's Board of Directors, subject to the ultimate authority of the FSDPL. Under the authority of the FSDPL, the Chapter's Board of Directors shall have full power and authority over the affairs of the Chapter, in accordance with the laws and regulations of the United States and State of California, the FSDPL Articles of Incorporation, the FSDPL Bylaws and the Chapter Bylaws and Standing Rules. Each Chapter and each member of its Board shall exercise such powers and otherwise perform such duties in good faith, in the manner such Directors believe to be in the best interest of the Chapter and FSDPL, and with such care, including reasonable inquiry, using ordinary prudence, as persons in a like position would use under similar circumstances, in accordance with Section 5231 of the California Nonprofit Public Benefit Corporation Law.
- 5.2 Number of Board Members (Directors): The number of Directors of the Chapter shall be no fewer than three (3), and shall include the Officer positions of President, Secretary, and Treasurer (see section 5.10). The number of Directors shall be fixed in the Standing Rules, within the limits of this section, by a resolution by the SCFOL Board.
- 5.3 Eligibility: To be eligible to be a Director, an individual must be a member of the SCFOL Chapter as defined in Article 4.2. Employees of the FSDPL, any FSDPL chapter, or the San Diego Public Library (SDPL) are not eligible to be Directors.
- 5.4 Election of Directors:
- a. Candidates for the Board of Directors shall be selected by a Nominating Committee, the members of which shall be selected by the Officers of the Board. The Nominating Committee may include both Chapter Voting and Non-Voting Members as defined in Section 4.2.
  - b. The Board may establish different terms of office for Directors in order to provide that no more than one-half of the Directors shall be elected in a given year.
  - c. Any Board member may be removed from the Board **upon the vote of two thirds (2/3) of the Members of the Board.**
- 5.5 Vacancies: A vacancy on the Board shall be filled by a majority vote of the Board members present when a quorum exists.
- a. Each Director so chosen will serve until the next annual meeting at which time the position shall be filled according to Section 5.4.
  - b. Any changes to the Board shall be submitted to the FSDPL at the time they take effect.

**5.6. Compensation : Board members shall not receive compensation for their services ; however, reimbursement of expenses may be paid, as determined by resolution of the Chapter to be just and reasonable.**

**5.7. Meetings:**

- a. Board meetings may be held at the discretion of the Board as defined in the Standing Rules. The time and place of meetings shall be determined by the Board.
- b. The Board shall annually schedule one General Membership meeting.
- c. Any Board meeting, regular or special, may be held in person, by conference telephone, electronic video screen or similar communication equipment, or email correspondence, so long as all Directors participating can see all written communication or hear one another.
- d. **A majority of the currently seated Directors constitutes a quorum. No business shall be considered by the Board at any meeting at which a quorum is not present and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. At a meeting at which a quorum is initially present, the Board may continue to do business regardless of a loss of that quorum due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum.**
- e. Meetings of the Board shall be presided over by the President, or in his/her absence, by a Chairperson chosen by a majority of the Board members present at the meeting. The Secretary of the Chapter shall act as secretary of all meetings of the Board, provided that, in his/her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

**5.8. Majority Action as Board Action: Every act or decision done or made by a majority of the Board present is the action of the Chapter. The Board may not act in conflict with the FSDPL Articles of Incorporation, the FSDPL Bylaws, the Chapter Bylaws, or any law or regulation of the United States or the State of California.**

**5.9. Action by Unanimous Written Consent without Meeting: Any action required or permitted to be taken by the Directors under any provision of law may be taken without a meeting if all Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a majority vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board without a meeting and that the Bylaws of the Chapter authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.**

5.10. Officers of the Board:

- a. Officers must be members of the Chapter. Officers are Directors. If a Chapter member who is not a Director is elected to an office, they shall automatically become a Director for as long as they hold office.
- b. **The Officers of the Board shall minimally include the positions of President, Secretary, and Treasurer. One person may serve concurrently in the two positions of Secretary and Treasurer. One person may not concurrently hold the office of President, and either Secretary or Treasurer. Officers shall not be related by blood or marriage.**
- c. Additional Officers may be designated by the Board as needed. Officer positions designated by the Board may also be abolished by the Board.
- d. Offices may be shared with other Directors (i.e., Co-President).
- e. The election of Officers shall be held at the annual meeting of the General Membership in a manner determined by the Board.
- f. Election results shall be submitted to the FSDPL within one month. Any changes to the Board shall be submitted to the FSDPL at the time they take effect.
- g. **Any Officer of the Board may be removed from an office of the Board upon the vote of two-thirds (2/3) of the members of the Board.**
- h. A vacancy in an office shall be filled by seeking a candidate approved by majority vote of the Board members present when a quorum is present. Each officer so chosen will serve until the next annual meeting at which time the position will be filled according to Section 5.10.

5.11 Duties of the Board Officers:

- a. Duties of the President.
  1. Shall have general supervision, direction, and control of the business affairs of the Chapter and shall see that all orders and resolutions of the Board are carried into effect.
  2. Shall preside at and prepare the agenda for all meetings of the Chapter and the Board.
  3. **Shall serve as the representative to the FSDPL President's Advisory Council (PAC) monthly meeting. This responsibility may be delegated to another member of the Chapter.**
  4. **Shall respond (or delegate responsibility to respond) to all requests for information from the FSDPL.**
- b. Duties of the Secretary.
  1. Shall record the minutes of the Chapter and Board meetings to include all actions and votes of each action.
  2. Shall see that record management is appropriately maintained in the Chapter files.
  3. Shall handle all Chapter related correspondence.

- c. Duties of the Treasurer.
  1. Shall be responsible for the fiscal accounting and budgetary functions required in the operation of the Chapter.
  2. Shall promptly cause to be deposited all funds into the checking account and is authorized to pay all bills.
  3. **Shall incorporate Chapter financial reports into the Annual Chapter Financial Report, to be submitted to the FSDPL by the date requested.**
  4. **Shall notify the FSDPL Treasurer of individual donors who give a cumulative donation of \$5,000 or more within that Fiscal Year.**

## ARTICLE 6

### CHAPTER RECORDS, RESPONSIBILITIES, AND REPORTS

- 6.1 **Records: The Chapter shall maintain adequate and correct accounts, books and records of its business and shall maintain minutes of the proceedings of its Board. Copies of the Annual Chapter Financial report and the Chapter's final bank statement(s) for the fiscal year shall be forwarded to the FSDPL office at the time specified by the FSDPL and will be maintained by the FSDPL office. All other financial books, records and accounts shall be kept at the Branch or another equally accessible location.**
- 6.2 Checks, Drafts, Notes, Etc.: All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Chapter, shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the Board.
- 6.3 **Authority to Execute Contracts: The Board may authorize any Officer or Officers, agent or agents, to enter into any contract or execute, subject to its fiduciary duties, any instrument in the name of and on behalf of the Chapter, except that contracts or instruments which will cause a financial obligation beyond the current financial security of the Chapter may not be entered into without prior FSDPL approval. The FSDPL considers a chapter to have the financial security to enter into a contract if it has available in its accounts the amount to cover the contract plus an amount that will cover a year's worth of operating expenses.**
- 6.4 Donations: After exercising due diligence and subject to its fiduciary duties, the Chapter may accept gifts, legacies, donations, and/or contributions in any amount and any form upon such terms and conditions as may be decided from time to time by its Board members.
  - a. All donors, donating an amount exceeding the amount required for a Life Membership, may be given a Life Membership and/or an additional Life Membership, should they already have one. All Life Memberships shall be recorded with the FSDPL office.

- b. All donations of \$5,000 or more, regardless of the donor's stated desire to remain anonymous, must be reported to the FSDPL Treasurer in the manner required by the FSDPL, per IRS ruling. {See Bylaws Best Practices 23}

6.5 **Political Activities:** The Chapter, its Officers and Directors in their official capacity, and/or Board shall refrain from any involvement in any political campaign on behalf of, or in opposition to, a candidate.

- a. The Chapter shall not make any political or lobbying expenditure, or undertake fund raising activity, which will result in the loss of, or otherwise adversely affect the status as a tax-exempt organization under the current Internal Revenue Code.
- b. Lobbying expenditures for library-related issues are permissible within specific limitations as set forth in the Standing Rules in accordance with guidelines set forth by the FSDPL.

#### ARTICLE 7 PROPERTY OF THE CHAPTER

7.1 **Property Used Exclusively for Charitable Purposes:** During the existence of this Chapter, the assets and property of this Chapter, including all personal property and all real property wherever situated, shall be irrevocably dedicated, held, used and applied exclusively to promote and further the general charitable purposes and objective of the Chapter and the FSDPL, as set forth in FSDPL Articles of Incorporation.

7.2 **Distribution of Assets upon Dissolution:** The assets and property of this Chapter are irrevocably dedicated to charitable purposes, and no part of the net income or assets shall ever inure to the benefit of any private person. Upon the dissolution and winding up of the Chapter, its assets remaining after payment or provision for payment of all debts and liabilities shall be relinquished to the FSDPL.

#### ARTICLE 8 AMENDMENT OF BYLAWS

8.1 **Amendments:** The Board may, by a vote of two-thirds (2/3) of the Members of the Board attending its annual meeting or a special meeting held for that purpose, amend any of these Bylaws, or may adopt additional Bylaws, except that these Bylaws may not be altered, amended, or modified in any manner which would alter the general charitable purposes of the Chapter or the FSDPL or which would jeopardize the tax exempt status of the Chapter or the FSDPL as a charitable organization under Section 501(c)(3) of the Internal Revenue Code and Section 23701(d) of the California Revenue and Taxation Code.

Furthermore, notwithstanding any other provisions of these Bylaws to the contrary, amendments of the Bylaws may only be considered at the Board's annual meeting or a special meeting held for that purpose by notice to all members of the Board not less than ten (10) days in advance, and the substance or the proposed amendment must be set forth in such notice. Any changes to these Bylaws must be approved by the FSDPL Board.

## ARTICLE 9 CONFLICT OF INTEREST

- 9.1 The Chapter adopts by reference the Conflict-of-Interest policy found in the Bylaws of the FSDPL.

## ARTICLE 10 NONDISCRIMINATION

- 10.1 Non-Discrimination: The Chapter prohibits discrimination against current or prospective volunteers, members, and employees on the basis of race, color, sex, religion, national origin, age, disability, sexual orientation, or any other legally protected characteristic.

## ARTICLE 11 ENVIRONMENTAL COMMITMENT

- 11.1 Environmental Concerns: FSDPL and its Chapters recognize that the policies and practices we adopt today will shape not only our lives but also those of future generations. We therefore have an opportunity to make a positive contribution to environmental and social concerns by enacting policies designed so that our business operations do not degrade the environment or cause social harm.