

**BYLAWS OF  
FRIENDS OF THE LA MESA LIBRARY, INC.  
(REVISED AND ADOPTED NOVEMBER 27, 2012)**

**PREAMBLE**

These Bylaws shall fully replace and supersede all Bylaws of the Friends of the La Mesa Library, Inc., a California non-profit corporation (herein the "Corporation"), and are adopted by the General Membership effective November 27, 2012, and shall be effective until amended further.

**ARTICLE I: PURPOSE**

The Friends of the La Mesa Library, Inc. shall promote activities which will foster full community awareness and appreciation of the library as a community center of learning, education, and pleasure, offering information, services and programs in addition to book dispersal.

The Friends will encourage:

- Ongoing community input to the library staff on community needs,
- Lead in the development of programs for the extension and improvement of the library and resources,
- Promote knowledge of the functions, resources, services and needs of the library and assist the library with tangible gifts, and
- Continuously foster a closer relationship between the community and the library, to the end that the library shall become one of the major focal points of communication for the City of La Mesa.

**ARTICLE II: OFFICES**

Section 2.01 The principal office of the Corporation for its transaction of business shall be the bookstore within the La Mesa branch library of the County of San Diego Library system at 8120 Allison Ave., La Mesa CA 91941, and its mailing address shall be P.O. Box 1073, La Mesa, CA 91944.

Section 2.02 The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in La Mesa, California. Any such change shall be noted by the Secretary in these Bylaws but shall not be considered an amendment of these Bylaws.

**ARTICLE III: MEMBERSHIP**

Section 3.01 Membership in the Corporation shall be open to all individuals, families and organizations who are concerned with its purpose (taken together, the "General Membership"). Membership units may be designated by classes by the Board of Directors including individuals, families and organizations. Each member unit that has been a member for at least six (6) months shall be entitled to one vote on matters before the General Membership. All members of record on the date of the adoption of these Bylaws shall be eligible to vote, including the vote to adopt these Bylaws. The Board of Directors may terminate any membership if the Board, by at least seventy-five percent (75%) vote, determines that the actions of such member are inconsistent with the mission of the Corporation.

Section 3.02 Classes of membership and dues for all classes of membership shall be established by the Board of Directors.

Section 3.03 General Membership Meetings

- A. The General Membership shall meet at least once annually during the last quarter of the fiscal year. The Board or the President may call a special meeting of the General Membership at any time. All General Membership meetings shall be on not less than ten (10) days written notice to the members. The notice shall include the slate of nominations for Board Members and Officers proposed by the nominating committee, if any, as well as a preliminary agenda, although the General Membership may act on any matter brought before the General Membership at such meeting, whether included in the notice or not, except that amendments to these Bylaws must be on notice.
- B. A quorum for action by the General Membership shall be those in attendance at the meeting without a minimum number. Unless otherwise specified herein or by California law, action may be taken by majority vote of those in attendance and voting.
- C. Meetings of the General Membership shall be held in the La Mesa Branch of the County Library or such other location within the city limits of La Mesa, California, as may be designated in the notice of meeting.
- D. Within one month of any General Membership meeting, minutes of such meeting shall be circulated by the Board to the members by any means adopted by the Board. Such minutes shall be brought before the General Membership for approval and acted upon at the next meeting of the General Membership.

Section 3.04 The following actions are reserved to the General Membership only:

- A. Election of members to the Board of Directors, although the Board may fill a vacancy for the remainder of that term,
- B. Amendment of the Articles of Incorporation or these Bylaws,
- C. Merger or dissolution of the Corporation, and
- D. Sale or other transfer of all or substantially all of the assets of the Corporation but excepting a change in banking relations and transfer of cash accounts for such purpose.

ARTICLE IV: BOARD OF DIRECTORS

Section 4.01 The Corporation Board of Directors shall consist of not less than five nor more than nine members to be elected at the annual General Membership meeting. The Board shall include the four Officer positions and such other Board Members as are elected as provided herein.

Section 4.02 Director Qualifications: To qualify for the Board of Directors and prior to selection to the Board of Directors of the Corporation, each nominee shall agree to all of the following:

- A. To maintain an active membership in the Corporation,

- B. To submit to and pass a background check by the County of San Diego as required of all volunteers who work in the library system,
- C. To devote sufficient time and energy (i) to attend at least seventy-five percent (75%) of the Board meetings and committee meetings of the committee commitment of such member; (ii) if elected as an Officer, to perform the duties of such Officer position; and (iii) to perform the tasks that the Director and the Board have agreed upon.

- Section 4.03 Term of Office: The terms of office for all Directors shall be two years, commencing July 1 and ending June 30. All Directors shall serve simultaneous two-year terms. Directors elections as set forth below shall be effective immediately upon satisfaction of all qualifications and shall continue until resignation of the Director or election of a new director for such position.
- Section 4.04 Nomination: Any person qualified to be a Director under these Bylaws may be nominated by the Board, by any member of the Board, or by any member in good standing of the Corporation at a General Membership meeting. The President may appoint an ad hoc committee to bring to the General Membership meeting a slate of nominees for the Board and Officer positions, and which slate shall be included in the notice of such meeting together with information regarding the right to offer other nominations at such meeting.
- Section 4.05 Election: The General Membership shall act to elect Directors and Officers for the next term at a General Membership annual meeting. The balloting shall be first for the Board position of President with a tie to be resolved by subsequent balloting until resolved; the next balloting shall be for Vice President, followed by Secretary and then for Treasurer with the same rule applied to tie ballots. The final balloting shall be to fill the remainder of the Board positions by a single ballot with the election to be those persons receiving the highest number of votes up to the number of Directors to be elected. Directors shall be eligible for reelection, provided they continue to meet the qualification required by Section 4.02 of these Bylaws. In the event of a Board vacancy prior to the end of a term, whether by resignation or otherwise, the Board of Directors shall have the power to elect new Directors to fill such vacancies for the remainder of that term.
- Section 4.06 Ex-officio Members: So long as the City of La Mesa provides the facilities for the La Mesa library and County of San Diego provides library services for the La Mesa branch of the County Library and allows the operation of the bookstore in that facility, each jurisdiction shall be entitled to one ex-officio member on the Board of Directors. The City of La Mesa's member shall be the City Manager of the City of La Mesa or his/her designee. The County of San Diego's member shall be the Director of the County of San Diego Library system or his/her designee. Such members shall not have the right to vote.
- Section 4.07 Compensation: The Directors shall serve without compensation. Special expenses incurred in the conduct of Corporation business shall be reimbursed subject to approval of the Board.
- Section 4.08 Action Without Meeting: Except for an action pursuant to Article VII, below, any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if a two-thirds (2/3) majority of the members of the Board of Directors individually or collectively consent in writing and/or by e-mail to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors. Such

action by written consent shall have the same force and effect as the vote of such Directors at a duly called meeting of the Board.

Section 4.09 Means for Notice: Notice of meetings of the General Membership and of the Board of Directors shall be by first class mail; provided however that such notice may be given by alternative means if (i) the Board adopts such alternate means by resolution, and (ii) the person to receive notice has agreed in writing to accept notice in such fashion.

#### ARTICLE V: OFFICERS & COMMITTEES

Section 5.01 Officer Positions: The Board of Directors shall include the following officers as elected by the General Membership: President, Vice-President, Secretary, and Treasurer. The Board of Directors shall be vested with the authority to carry out the business of the Corporation between Board meetings. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer shall serve concurrently as the President. All officers shall also be members of at least one Standing Committee and may chair such Committee(s).

Section 5.02 Resignation/Removal of Officers: Officers may resign or be removed in the same manner as any Director as provided in Article VII.

Section 5.03 Duties of Officers: The officers of the Corporation, as specified in Section 5.02 above, shall have the following duties in addition to those duties required of all Board members:

- A. The President shall preside at the meetings and generally manage the business of the Board of Directors, subject to the control of the Board of Directors. The President shall perform all duties incident to the office of President and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, by these Bylaws, or which may be prescribed from time to time by the Board of Directors. The President is hereby authorized to execute any and all documents for the business of the Corporation, including the right to vote or give proxy votes for any stocks, bonds, debentures, or other evidence of indebtedness of any other corporation or entity owned or possessed by the Corporation.
- B. In the absence of the President, or in the event of his/her inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions on the President. The Vice-President shall have such other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, by these Bylaws, or as may be prescribed by the Board of Directors.
- C. The Secretary shall keep or cause to be kept at the principal office of the Corporation, or such other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors. The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors.
- D. The Treasurer of the Corporation shall keep and maintain in written form or in any other form capable of being converted into written form, adequate and correct books and

records of account of the properties and business transactions of the Corporation, including accounts of its assets including investments, liabilities, receipts, disbursements, gains and losses. The books and records of account shall at all times be open to inspection by any Director of the Corporation. The Treasurer shall deposit all monies and other valuables in the name of and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as ordered by the Board of Directors, and shall render to the President and the Directors, upon request, an account of all such officer's transactions as Treasurer, and of the financial condition of the Corporation. The Treasurer shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or these Bylaws.

Section 5.04 Standing Committees: The Standing Committees of the Board of Directors shall be, but are not limited to, the following: Bookstore Operations, Gift Development, Membership, and Publicity. The chairs of each Standing Committee shall either be a member of the Board of Directors or shall report to a designated member of the Board.

Section 5.05 Ad Hoc and other Committees. The President or the Board by vote shall be authorized to create, set to task and dissolve any ad hoc or other temporary committee and may appoint willing Board Members and Corporation Members and, as may be deemed appropriate, other members of the public to serve on such committees.

Section 5.06 Advisory Council: The Board may, from time to time, invite and elect members of the community to serve on an Advisory Council. Such Council shall have no authority to act for the Corporation but shall serve in a capacity of advising and assisting the Board of Directors. The members of the Advisory Council need not be members of the Corporation or of the Board of Directors but shall be members of the community having professional skills or experience in areas of interest to or service to the Corporation. Service on the Advisory Council shall be for no set term but shall be at the pleasure of the Board of Directors and the Advisory Council member. There shall be no minimum or maximum number of members of the Advisory Council. The President shall serve as the Chair of the Advisory Council.

## ARTICLE VI: BOARD MEETINGS

Section 6.01 All meetings of the Board shall be held at the principal office of the Corporation as specified in Section 2.01 of these Bylaws or at any other meeting place noticed to the Directors by the President or the Board of Directors.

Section 6.02 Date and Time of Meetings:

- A. Regular Board Meetings: The Board shall normally meet monthly to conduct the business of the Board of Directors. The meeting time and date shall be set by the President and may be noticed by an annual schedule in advance. At the regular meetings, the Board shall conduct its business: Election of Directors or Officers to fill Board vacancies; review and acceptance of financial reports, budget for the upcoming year, and investment summaries; and review and acceptance of reports of the Standing Committees. At such Regular and Special meetings, the Board of Directors shall approve the minutes of prior meetings and may consider and act upon any other

business brought before it by the President or business brought before it by any other Board Member or member of the Corporation, provided advanced notice thereof has been given to the Directors.

- B. Special meetings of the Board may be called by the President or the Secretary or any three (3) Directors. Special meetings and regular meetings not previously scheduled shall be held on ten (10) day notice by first-class mail, postage prepaid, or on forty-eight (48) hours notice delivered personally or by telephone, fax or e-mail. Such notice may be reduced as reasonably determined by the Directors calling the meeting in cases of emergencies. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting the lack of such notice to such Director, prior to such meeting or at its commencement. All such waivers, consents, and approvals shall be filed in the Corporate records.

Section 6.03 Quorums for Board Meetings: Fifty percent (50%) of the authorized number of Directors shall constitute a quorum of the Board of Directors for the transaction of business, except as hereinafter provided.

Section 6.04 Transactions by Board: Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors. Any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors.

Section 6.05 Conduct of Meetings: The President, or Vice President in his or her absence, or any Director selected by the Directors present shall preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board of Directors may participate in a meeting through use of conference by telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

Section 6.06 Adjournment: A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than seventy-two (72) hours, notice of the adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of adjournment.

## ARTICLE VII: REMOVAL OR RESIGNATION OF DIRECTORS

Section 7.01 Removal: The Board of Directors may remove a Director and declare vacant the office of such Director on the occurrence of any of the following events:

- A. The Director has been declared to be incompetent by a final order of Court;
- B. The Director has been convicted or pled to commission of a felony; or

- C. The Director has failed to comply with the obligations of a Director as set forth above or by the Agreement executed by the Director, following reasonable notice and opportunity to comply.
- D. After notice and opportunity to be heard, any Director may be removed with or without cause if such removal is approved by the vote of the Board of Directors in compliance with Sections 302, 303 or 304 of the Corporations Code, or successor provisions.

Section 7.02 Resignation: Any Director may resign effective upon giving written notice to the President of the Board of Directors, the Secretary, or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. Upon receipt of such resignation, the Board seat shall be deemed vacant on the effective date of the resignation and the Board may fill the vacancy for the remainder of the term to be effective when the resignation becomes effective or any time thereafter.

#### ARTICLE VIII: GIFT DESIGNATIONS

Section 8.01 Upon receipt and acceptance of a cash gift, the Board shall determine, to the extent reasonably possible, the donor's intent so that each gift shall be designated to one of the following categories:

- A. Special Funds, Principal: The intent of the donor is that the principal (or corpus) of the gift shall be used only for a defined and specific purpose while the income is unrestricted;
- B. Special Funds, Principal and Interest: The intent of the donor is that both the principal and the income of the gift shall be used only for a defined and specific purpose;
- C. Restricted Endowment Fund: The intent of the donor is that the principal is to be held in perpetuity while the income is unrestricted; or
- D. Unrestricted Funds: There is no clear intent of the donor that the funds are to be restricted or intended for specific uses, in which case such funds may be used in any manner the Board deems appropriate for Corporation purposes.

Section 8.02 Use of Gifts: The principal and income of each gift shall be used only in conformance with the gift classification. Restriction on the use of income shall not be presumed but shall be only upon a showing of clear intent. The assets may be commingled and administered without segregation except that accounts shall be maintained to reflect any gift upon which restrictions exist.

#### ARTICLE IX: FINANCIAL MANAGEMENT

Section 9.01 Fiscal Year: The Fiscal Year of the Corporation shall commence July 1 and end at the close of business on June 30 each year.

Section 9.02 Budget: Each year it shall be the duty of the Treasurer to submit a budget to the Board of Directors for approval for the next Fiscal Year. The Board shall approve an operating budget

for the next Fiscal Year normally prior to the commencement of the new Fiscal Year but, in any event, no later than sixty (60) days into such Fiscal Year.

Section 9.03 **Compilation:** Consistent with the provisions of Section 4.07 of these Bylaws, the Board of Directors shall appoint a compilation committee to review the books of the Corporation (i) within the first sixty (60) days following the end of each Fiscal Year, (ii) upon the resignation of the Treasurer, or (iii) upon written request of three (3) Directors. The annual compilation report shall be made available to all members of the Board not later than 120 days after the close of the Fiscal Year. The report shall conform to Section 6321 (a) of the California Corporation Code.

Section 9.04 **Disbursement of Funds:** Funds of the Corporation shall be disbursed only as prescribed by the Board by draft bearing signatures of two of the following officers who shall be authorized to sign such drafts: President, Vice-President and/or Treasurer; provided, however, the Board may authorize any such officers to make payment of recurring expenses on a single signature of that officer so long as such authorization specifically limits the amount of any such disbursement.

#### ARTICLE X: AMENDMENTS

These Bylaws may be amended at any meeting of the General Membership by approval of not less than seventy-five percent (75%) of those members present and voting, provided written notice of such intended action has been provided the entire General Membership not less than ten (10) days prior to such meeting.

CERTIFICATE OF SECRETARY OF  
FRIENDS OF THE LA MESA LIBRARY, INC.  
A CALIFORNIA NONPROFIT CORPORATION

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the foregoing Bylaws, comprising of (8) pages, constitute the Bylaws of said Corporation as duly adopted at a meeting of the General Membership thereof held on November 27, 2012.

Dated: November 27, 2012

Eileen M. Schmitz  
Secretary