

FRIENDS OF THE ALAMEDA FREE LIBRARY BYLAWS

ARTICLE 1 NAME AND PURPOSE

Section 1. Name. The name of this Corporation shall be Friends of the Alameda Free Library. It shall be a non-profit 501(c)(3) corporation incorporated under the laws of the State of California.

Section 2. Purpose. The Mission of the Friends of the Alameda Free Library is to:
Provide a variety of ways to contribute to the ongoing services and growth of the Alameda Free Library for the enjoyment and benefit of the entire community;

Steward the Library and its many services and programs through fundraising to supplement public funding, advocacy and volunteerism.

Section 3. Principal Office. The principal office of the Friends of the Alameda Free Library shall be located in Alameda, California.

ARTICLE 2 DIRECTORS

Section 1. Number. The number of Directors shall be at least ten (10) but no more than twenty (20). These numbers may be changed by amendment of the Bylaws, or by the repeal of this Bylaw and adoption of a new Bylaw. The Library Director, or her designee, serves as an ex officio member of the Board.

Section 2. Selection of Directors and Term of Office. Directors may be approved by a majority vote at any scheduled meeting of the Board at which there is a quorum. Each Director shall serve for a term of three years plus any days remaining in the calendar year in which the member first joined. (Revision approved by the Board April 26 2021) No member of the Board of Directors shall serve more than two full consecutive terms unless extended by the Board.

Section 3. Powers. Subject to these Bylaws, the Articles of Incorporation of the Friends of the Alameda Free Library, and the California non-profit corporation laws, the activities and affairs of the Friends shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.

Section 4. Resignation. Any Director may resign, effective immediately, or at a later time specified by the Director, by a written notice to the Board.

Section 5. Vacancies. Vacancies shall be filled by a majority vote of the Board.

Section 6. Compensation. Directors shall serve without compensation. However, the

Friends shall reimburse Directors for costs incurred by them for Friends business.

Section 7. Regular and Annual Meetings. Regular Board meetings shall be held at least four (4) times per calendar year. The date and time of regular meetings shall be determined by a majority vote of the Board. The annual meeting of the Board shall be held at one of the regular meetings.

Section 8. Special Meetings. Special meetings of the Board may be called by the President, by the Vice-President, or by any two Directors.

Section 9. Quorum and Board Action. A quorum shall consist of a majority of the Directors, one of whom shall be an officer. If the President determines that it is necessary for the Board to take action other than at a scheduled meeting such action can be taken by electronic communication.

Section 10. Conduct of Meetings. Robert's Rules of Order shall govern meetings. The Board may also provide its own guidelines for the governance of meetings.

Section 11. Attendance. Board members are expected to regularly attend all meetings of the Board.

Section 12. Nonliability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 13. Indemnification by Friends of Directors and Officers

The Directors and Officers of the Friends shall be indemnified by the Friends to the fullest extent permissible under the laws of this state.

Section 14. Insurance for Corporate Agents

The Board shall purchase and maintain Directors and Officers insurance to indemnify Directors against any such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

**ARTICLE 3
OFFICERS**

Section 1. Officers. The officers of the Board shall consist of a President, Vice President, Secretary and Treasurer. The Board may also have one or more additional officers.

Section 2. Election and Term of Office. The Board of Directors shall elect the President, Vice-President, Secretary, and Treasurer of the Corporation at its annual meeting. Each officer shall hold office until the next annual meeting unless removed or is otherwise disqualified to serve, or until his or her successor shall be elected, whichever occurs first.

Section 3. Removal. Any Officer may be removed, either with or without cause, by a majority of the Board of Directors, at any time.

Section 4. Vacancies. The Board shall fill any vacancy of any officer.

Section 5. Duties of the Officers. The duties of the Officers shall include:

President: To preside over all general and special meetings; to appoint all committee chairs subject to the approval of the Board; and to be an ex-officio member of all committees except the nomination committee.

Vice-President: To perform the duties of the President in the absence of the President, and other duties as assigned by the President.

Secretary: To take minutes of all meetings and to maintain attendance records; to conduct the correspondence of the organization.

Treasurer: To keep and maintain the financial records of the organization.

**ARTICLE 4
MEMBERS**

Section 1. Members. The Friends shall have no general members. All donors to the Friends will be designated as “Friends.”

Section 2: Advisory Council The Friends of the Alameda Free Library (FAL) Board may establish an Advisory Council whose tasks and powers are delegated by and subject to the direction of the Friends’ Board of Directors. The purpose of the Advisory Council is to advise the Board and to provide knowledge and expertise that will support the operations and programs of FAL. The Advisory Council shall not have any decision-making authority (Revision approved by the Board November 28, 2022).

**ARTICLE 5
ORGANIZATION**

Section 1. Fiscal Year. The fiscal year shall be the calendar year.

Section 2. Reports. Each Director shall be entitled to receive the annual financial report of the Corporation.

Section 3. Records. The Board will ensure that minutes of meetings and finance records will be accurately kept and available for inspection.

**ARTICLE 6
COMMITTEES**

Section 1. Executive Committee. The Executive Committee shall consist of the officers of the Board and one at-large member of the Board.

Section 2. Standing and Ad Hoc Committees. The Board may establish standing and ad hoc committees as needed. The President shall appoint all committee chairs subject to the approval of the Board.

President

ARTICLE 7
CORPORATE FUNDS AND HOLDINGS

Section 1. Checks and Notes. The President, Secretary and Treasurer shall be signatories on bank and financial institution accounts.

Section 2. Funds. The Board shall adopt appropriate policies to establish and administer accounts that are necessary and proper to fund operations, endowments, and special projects as approved by the Board.

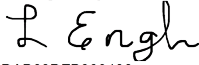
ARTICLE 8
AMENDMENTS

Section 1. Amendments. These bylaws may be amended by the Board through either a majority vote at a duly constituted meeting or a written consent of a majority of the board members, provided any such amendments, alterations, additions, or deletions are within the guidelines specified in Section 5150 of the Corporation Code of the State of California.

Passed and Adopted this 22nd day of August, 2016.

BOARD OF DIRECTORS

FRIENDS OF THE ALAMEDA FREE LIBRARY

DocuSigned by:

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Secretary

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