

BY-LAWS OF
FRIENDS OF THE CORONADO PUBLIC LIBRARY
A Public Benefit Non-Profit Corporation

The Friends of the Coronado Public Library (FOL) is a group of community volunteers dedicated to supporting and expanding the services and programs of the Library through fundraising, volunteer support and community outreach. Our mission is to promote the library as an educational, community and cultural center that provides learning and engagement opportunities for our community.

ARTICLE I

PRINCIPAL OFFICE

The principal office for the transaction of the business of the corporation is hereby fixed and located in the City of Coronado, County of San Diego, State of California. The location may be changed by approval of a majority of the authorized Trustees to another location within said County.

ARTICLE II

ADOPTED SEAL 04/2023

The corporation shall have a common seal, consisting of two concentric circles with the words "FRIENDS OF THE CORONADO PUBLIC LIBRARY, CALIFORNIA," together with the date of its filing of Articles of Incorporation.

ARTICLE III

MEMBERSHIP

Section 1. Members

Membership in the corporation shall be open to individuals, families, organizations and businesses that support the corporation's Mission Statement and each member, whatever its category, shall be entitled to only one vote. No member shall have any interest or property right in the assets of the corporation; nor shall any member of the corporation now or hereafter be personally liable to the corporation's creditors for any indebtedness or liability.

Section 2. Qualifications

Any individual, family, organization or business which pays the required dues is qualified for membership in the corporation regardless of race, color, religion, sexual orientation, or national origin.

Section 3. Meetings

An annual meeting of the members of the corporation shall be held on a date and at a time determined by the Board of Trustees. Notice of the date, time, and place of the annual meeting of the members shall be given not less than ten (10) nor more than thirty (30) calendar days prior to the meeting. Notices may be written or electronic, and action items may be voted on in person or electronically. Special meetings of the members may be called in the same manner as special meetings of the Trustees or by a written request of ten percent (10%) of the active membership. Only voting members on the records of the corporation on the day of any meeting of Members shall be entitled to vote at such meetings.

Section 4. Dues

Dues shall be required of each member, in an amount determined by the Trustees from time to time, and such dues shall be payable annually.

Section 5. Transferability of Membership

Membership is non-transferable and non-assignable.

Section 6. Termination of Membership

Membership shall terminate (1) upon receipt by the Trustees of the written resignation of a member; (2) upon the death of a member; (3) upon the failure of a member to pay annual dues on or before their due date; or (4) upon the unanimous vote of the Trustees in the manner permitted by law.

ARTICLE IV

BOARD OF TRUSTEES

Section 1. Number of Trustees

The authorized number of Trustees shall be a minimum of seven (7) and a maximum of fifteen (15), until changed by a duly adopted amendment to the Articles of Incorporation or by an amendment to this by-law adopted by the vote or written consent of holders of a majority of the Members entitled to vote.

Section 2. Trustee Requirements

Trustees shall be members of the Friends of the Coronado Library in good standing and shall complete and submit an application for consideration by the Nominating Committee and the Board of Trustees. Trustees shall assume full responsibilities of serving as an active and engaged member of the Board within two months of taking office.

Section 3. Powers of the Trustees

Subject to the powers of the members as provided by law or as herein set forth, the Trustees shall have the power to conduct, manage, and control the affairs and business of the corporation, and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation, or the By-Laws.

Section 4. Election and Term of Office

A quorum of voting members at the annual meeting of the membership shall elect Trustees for a term of office of three (3) years.

Section 5. Standard of Care

Each Trustee shall perform the duties of a Trustee in good faith, in a manner such Trustee believes to be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinary, prudent person in a like position would use under similar circumstances. No trustee shall be compensated for his or her service upon the Board of Trustees.

Section 6. Indebtedness

No Trustee or Officer of the FOL shall incur indebtedness in the name of the FOL without authorization of the Board of Trustees. The President and/or Vice President may authorize expenditure of sums necessary to the administration of the FOL.

Section 7. Vacancies

When a vacancy or vacancies in the Board of Trustees occurs resulting from death, incapacity, resignation or removal, any remaining Trustee may nominate an individual who meets the Trustee requirements to fill the remainder of the vacated term. The individual shall be elected by a majority vote of the remaining Trustees then in office, at a regularly scheduled meeting even if less than a quorum. Newly appointed Trustees shall be voted upon by the membership at the annual meeting that follows their appointment to the board.

Section 8. Other Regular Meetings

Regular meeting of the Board of Trustees shall be held at a time and in a place as determined by the Board of Trustees. There shall be no written notice requirement for such regular meetings of the Board of Trustees; provided, however, that a meeting agenda be posted in a prominent place in the Coronado Public Library at least five (5) calendar days prior thereto, should members or the general public choose to attend.

Section 9. Special Meetings

Special meetings of the Trustees, for any purpose, may be called at any time by the President or by any two (2) Trustees. Written notice of the date, time, and place of any special meeting shall be sent to each Trustee at least three (3) days prior to any such special meeting.

Section 10. Waiver of Notice

Any business conducted at a Board meeting held without written notice having been given shall be valid and binding if a quorum of the Trustees attending the meeting signs a written Waiver of Notice. Any such Waiver of Notice shall be made a part of the minutes of the meeting.

Section 11. Adjournment and Rescheduling

In the absence of a quorum at any meeting of the Trustees, the majority of the Trustees present may adjourn and reschedule the meeting if necessary. Notice of the time and place of the rescheduled meeting shall be given to all Trustees.

Section 12. Removal

The entire Board of Trustees may be removed, without cause, by a majority vote of members entitled to vote. One or more Trustees may be removed, with cause, by a majority vote of either the members entitled to vote or by a majority of the then existing Board of Trustees.

Section 13. Parliamentary Authority

Meetings of the FOL shall be governed by *Robert's Rules of Order: Newly Revised* in all instances not covered by these bylaws.

Section 14. Attendance

If a board member is absent for three successive regular meetings without cause, the term of such member may be vacated by a majority of the board.

ARTICLE V

OFFICERS

Section 1. Officers

The officers of the corporation shall be a President, Vice-President, Secretary, Treasurer, Past President and Community Engagement Coordinator and such other officers as the Trustees may appoint. When the duties do not conflict, one person, other than the President, may hold more than one of these offices.

Section 2. Election

The Trustees shall elect all officers of the corporation by ballot vote unless there is only one candidate for each office, in which case a voice vote may be taken. Officers shall serve a term of one (1) year or until their successors are elected. Officers shall not serve more than three (3) consecutive terms but may be eligible for re-election to the same office after a lapse of one (1) year.

Section 3. Vacancies

A vacancy in any office because of resignation, removal, disqualification or otherwise shall be filled by the Trustees.

Section 4. President

The President shall, subject to the control of the Board of Trustees, have general supervision, direction and control of the business of the corporation. He or she shall preside at all meetings of the Members and at all meetings of the Board of Trustees. He or she shall be an ex officio member of all of the corporation's committees, and shall have such other powers and duties as may be prescribed by the Board of Directors or By-Laws.

Section 5. Vice-President

In the absence or disability of the President, the Vice-President shall perform all of the duties of the President. He or she shall, in addition, have such other powers and perform such other duties as from time to time may be prescribed by the Board of Trustees, and shall serve as Parliamentarian. The Vice President shall serve as Nominating Committee Chair.

Section 6. Secretary

The Secretary shall keep a book of minutes of all meetings of Trustees and Members. The Secretary shall give, or cause to be given, notice of all meetings of the Members and of the Board of Trustees required by the By-Laws to be given. He or she shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees.

Section 7. Treasurer

The Treasurer shall keep and maintain adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and earnings. The Treasurer shall oversee the deposit all moneys and other valuables in the name and to the credit of the corporation with such depositaries as may be designated by the Board of Trustees. He or she shall disburse the funds of the corporation as may be ordered by the Board of Trustees, and shall render to the Board of Trustees at least quarterly and whenever requested, an accounting of the transactions and of the

financial conditional of the corporation. He or she shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees.

Section 8. Past President

The immediately previous president will serve for one year following the completion of their three-year term of office as the Past President. The Past President will serve as a resource for the president, executive officers and other board members providing continuity of institutional memory for the corporation. He or she shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees.

Section 9. Community Engagement Coordinator

The Community Engagement Coordinator will be responsible for developing, implementing and maintaining the community outreach strategies and programs of the corporation and the Board of Trustees. Such duties will include establishing and maintaining media communications for the corporation (including but not limited to press releases, corporate website and social media platforms). The Community Engagement Coordinator will be chair of the Outreach Committee. He or she shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees.

Section 10. Youth Coordinator

The Youth Coordinator will be responsible for developing, implementing and maintaining the youth outreach strategies and programs of the corporation and the Board of Trustees. Such duties will include establishing and maintaining programs to bring younger community members (under 18) into contact with and participation in the community activities and programs of the corporation. He or she shall have such other powers and perform such other duties as may be prescribed by the Board of Trustees.

Section & 11 . Compensation

No officer shall be compensated for his or her service to the corporation.

ARTICLE VI

Committees

The Trustees may, at their discretion, designate an Executive Committee and such other committees as the Trustees deem necessary and appropriate. The Trustees may delegate to any such committee any of the powers and authority of the trustees to manage the business and affairs of the corporation except the power to adopt, amend, to repeal the By-Laws of the corporation. Members of such committees shall be members of the corporation and the President shall appoint the members thereof.

Section 1. Standing Committees

Standing Committees shall include, but not be limited to: Executive, Finance, Membership, Book Fair, Nominating, Endowment, Scholarship, Book Shop, Outreach, Special Events, and Little Free Libraries. Standing Committee Chairpersons must be appointed from the voting members of the Board of Trustees.

Section 2. Executive Committee

The Executive Committee will include the President, Vice President, Secretary, Treasurer, Community Engagement Coordinator and Past President (during their term of office).

ARTICLE VII

Quorum

Ten (10) voting members shall constitute a quorum for transaction of business at any meeting of the Members; a majority of the Trustees shall constitute a quorum for the transaction of business at any meeting of the Trustees.

ARTICLE VIII

Financial Review

The Finance committee shall annually review the corporation's financial records for the previous fiscal year.

ARTICLE IX

Compliance

The corporation shall not support, either directly or indirectly, any candidate for political office. It may, however, provide information or support regarding any initiative or proposed legislation to the extent allowed by federal and state law. This corporation may accept from any person or organization gifts deductible to the donor to the extent provided by law; provided, however, that upon its dissolution this corporation shall contribute its remaining assets to a 501 (c)(3) corporation whose purposes and provisions fall within the Mission Statement of this corporation.

ARTICLE X

Scholarships

The Board of Trustees may choose to offer scholarships to deserving students. The students should show signs of character, integrity and honesty, be a positive role model, and be engaged in community service work with the FOL and/or Library. The Scholarship Committee shall

determine the scholarship criteria, review standardized applications submitted by the students, publicize the scholarships, and recommend recipients to the Board of Trustees.

ARTICLE XI

Miscellaneous

Section 1. Amendments

The By-Laws of this corporation may be amended, repealed or added to, or new By-Laws may be adopted by the vote or written assent of a majority of the members entitled to vote at a meeting duly called for that purpose.

Section 2. Fiscal Year

The fiscal year of this corporation is from July 1 of each year through the following June 30th.

CERTIFICATION

The above By-Laws were unanimously ratified and adopted at the April 4, 2023, meeting of the Board of Trustees and were approved at the April 15, 2023, Annual Meeting of the Members of the Friends of the Coronado Public Library, a California Public Benefit Non-Profit Corporation.

ADOPTED 04/2023

Dated: _____

Secretary of the Corporation