

Friends of the Saratoga Libraries

BYLAWS

ARTICLE I

Name

The name of this organization shall be *Friends of the Saratoga Libraries*, hereinafter referred to as the "*Friends*" or FSL.

ARTICLE II

Purpose

Section 1. The purpose of the *Friends* shall be to maintain a broad based community organization of persons interested in high quality library services, to focus public attention on library services and needs, to encourage and assist in providing adequate physical facilities for the Saratoga Library, a community library, which is part of the Santa Clara County Library System, and serves the communities of Saratoga, Monte Sereno and portions of the County's unincorporated areas.

Section 2. The *Friends* shall serve as a nonpolitical supplementary financial support group for the Saratoga Library by providing materials, systems, and personnel support which are beyond the regular library budget; encouraging gifts, endowments and benefits to the library, performing services deemed helpful to the library and encouraging library use to the fullest extent. The activities of the organization shall include operation of a used bookstore and other special fundraising projects, and informing the community of resources and services of the Saratoga Library and of the Santa Clara County Library.

Section 3. As an exception to the "non-political" support provision in Section 2, the *Friends* may provide financial support to and participate in election measures that benefit only the Saratoga Library or the Santa Clara County Library. The board is responsible to insure that such support is within the lobbying activities guidelines described in Internal Revenue Code Section 501 (h) and does not jeopardize our IRC Section 501(c)(3) tax-exempt status.

ARTICLE III

Membership

Section 1. Any interested person or organization may become a member of the *Friends*. Payment of dues is required for membership.

Section 2. There shall be the following categories of members:

- a. General: Individual, Family, and Senior (Sixty-five years & older)
- b. Patron

- c. Sustaining
- d. Benefactor

Section 3. Dues shall be reviewed annually by the Board of Directors and the membership shall approve any changes to membership dues. Each individual, family or organization shall be entitled one vote.

ARTICLE IV

Meetings of the Organization

Section 1. The *Friends* shall hold an annual membership meeting in June on the date set by the Board of Directors for the purpose of electing Board Members and transacting other business.

Section 2. A special meeting of the organization may be called at any time by the President or by two members of the Board of Directors.

Section 3. The members attending any membership meeting shall constitute a quorum for the transaction of business at that meeting.

Section 4. A written notice of meetings shall be distributed: at least two weeks prior to a membership meeting, at least one week prior to a Board of Directors meeting.

Section 5. Board of Directors meetings shall be held a minimum of nine times a year. A majority of the Board of Directors eligible to vote shall constitute a quorum. Each Board position shall be entitled one vote even if two or more are job sharing.

Section 6. Voting by electronic mail (e-mail) is permitted only for issues requiring a Board of Directors decision that could not be completed at a scheduled meeting or that requires resolution before the next scheduled meeting. In such cases, all on the Board of Directors eligible to vote have the right to submit a vote within a time period specified by the President (no less than 48 hours, no more than 7 calendar days). Vote by e-mail will be conducted in the following manner:

- a. Any officer or director eligible to vote can make the motion. The motion should be worded properly and sent to the President. The President will moderate the vote, sending out the motion to the Board of Directors with a subject line clearly identifying it as a motion. After the motion has been seconded, all on the Board of Directors eligible to vote shall have 3 options: vote to pass, vote to reject, or object on the grounds that the motion is not amenable to an electronic vote.
- b. If there is any objection to the electronic vote, the motion will be tabled until the Board of Directors holds a Board meeting. If no objections are received, a simple majority of the Board of Directors eligible to vote is required to pass the vote.
- c. The result of the vote will be read into the minutes of the next Board of Directors meeting.
- d. All on the Board of Directors must have access to electronic mail, and it is their responsibility to inform the President of their correct e-mail address for purposes of correspondence and e-mail voting.

ARTICLE V
Board of Directors: Officers and Directors

Section 1. The Board of Directors shall be comprised of Officers and Directors. The elected Officers of this organization shall be: President, Vice President, Treasurer, and Secretary. The elected Directors shall be: Assistant Treasurer, Membership, Communications, Newsletter, and may include up to 3 Directors-At-Large. The Board of Directors shall also include the non-elected Immediate Past President, the Manager of Retail Operations who is appointed by the Board, and the Saratoga Librarian who serves as a non-voting, ex-officio Board Member.

Section 2. The Officers and Directors shall be nominated by a three-member committee appointed by the President at least two months before the annual membership meeting. The nominations shall be submitted in writing to the membership with consent of the respective nominees, at least two weeks prior to the annual membership meeting. Additional nominations may be made from the floor with the consent of the nominee. The Officers and Directors shall be elected for a term of one year by a majority vote of those present at the annual membership meeting. All on the Board of Directors shall be paid members in good standing during their time on the Board.

Section 3. The Officers shall not serve more than three consecutive years in the same office. An Officer who has served in any office for three consecutive years may be nominated for a different office and, if elected, may serve in that office not more than three additional consecutive years. A person who has been an Officer for six years can serve an additional three years as a Director, for a total of nine years on the Board of Directors. The Directors shall not serve more than nine years on the Board of Directors. The Manager of Retail Operations serves at the will of the Board of Directors.

Section 4. The Board of Directors shall consist of a minimum of eight and a maximum of fourteen, as described in Section 1 above.

Section 5. The Board of Directors shall have the authority to select the Manager of Retail Operations as prescribed in Section 1, and appoint committees consistent with the purposes of this organization.

Section 6. The terms of the Board of Directors, who serve without compensation, shall begin on the first day of July after the annual membership meeting at which they are elected. The Board of Directors may appoint a successor to fill any Board position that becomes vacant.

ARTICLE VI
Duties of Board of Directors

Section 1. President: Presides over and conducts meetings for the organization and the Board of Directors; may serve as an ex-officio member of all committees, except the Nominating Committee; and performs such other duties as are usually incumbent upon the president of an

organization. The President shall also provide strategic and directional leadership for the organization.

Section 2. Vice President: In the absence of the President, or in the event of an inability to serve, the Vice President shall assume the duties of the President. The Vice President assists the President when requested.

Section 3. Treasurer: Keeps and maintains the financial records of the organization; provides financial leadership for the organization; provides an Annual Financial Report; prepares tax returns and other reports required by government agencies, and maintains the FSL Financial Manual.

Section 4. Secretary: Records the minutes of all meetings and is responsible for all historical records, including keeping online files of FSL Bylaws starting with the June 2018 version, FSL Support and Facility Use Agreement (Oct 1, 2017 – Sep 30, 2027), and FSL Articles of Incorporation.

Section 5. Assistant Treasurer: Performs such duties as requested by the Treasurer. Trains to become the next Treasurer.

Section 6. Membership chair: Manages and directs all membership solicitation, maintains a database of members, supervises member renewal, and supports all mailings to membership.

Section 7. Communications: Promotes the organization and its activities through press releases, the FSL website, other social media outlets, etc. and publicizes the Book-Go-Round, Paperback Sales, and other events as needed.

Section 8. Newsletter: Manages all activities related to the newsletter.

Section 9. Immediate Past President: Acts as Parliamentarian and performs such other duties as may be requested by the Board.

Section 10. Manager of Retail Operations: Manages and directs all retail activities of the organization and represents the organization in the business community.

ARTICLE VII

Fiduciary

Section 1. All funds shall be deposited to the accounts of the *Friends* and shall be disbursed by the Treasurer as authorized by the Board of Directors.

Section 2. No personal liability shall be attached to any member of this organization in connection with any of its undertakings.

Section 3. The *Friends* shall operate on a fiscal year from July 1 through June 30. The Board of Directors shall appoint an auditor to audit the financial books for each fiscal year.

Section 4. Finance Committee. There shall be a Finance Committee consisting of: the Treasurer who shall be chairman, the Immediate Past Treasurer, the President, the Manager of Retail Operations, the Assistant Treasurer and one member appointed by the Board of Directors. The Finance Committee shall prepare and present the proposed annual budget and an evaluation of the library requests received to the Board of Directors.

Section 5. The Board of Directors shall maintain policies on Gift Acceptance and Whistleblowers/Complaint Resolution. These policies are attached as appendices to these Bylaws and may be amended by a vote of the majority at any meeting of the Board of Directors.

Section 6. Conflict of Interest. Whenever an Officer or Director has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested Officers/Directors determine that it is in the best interest of the *Friends* to do so. The minutes of meetings at which such votes are taken shall record such disclosures, abstention and rationale for approval.

While serving on the *Friends* Board of Directors, an Officer/Director cannot also serve on the board of directors of any other entity with a mission or purpose that conflicts with the purpose of the *Friends*, including (but not limited to) the City of Saratoga Library Commission and the Santa Clara County Library District Foundation.

ARTICLE VIII **Dissolution**

The property of this organization is irrevocably dedicated to charitable purposes and no part of its net income or assets shall ever inure to the benefit of any Officer, Director, or member thereof or to the benefit of any private person. Upon dissolution of this organization, any assets remaining after all payments of debts and liabilities shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code, or to the Saratoga Library.

ARTICLE IX **Parliamentary Authority**

All meetings shall be conducted according to Robert's Rule of Order, Newly Revised, except when in conflict with these Bylaws or with the laws of the State of California.

ARTICLE X
Amendments

These Bylaws may be amended at any membership meeting of this organization and/or by a ballot distributed through the Newsletter. A two-thirds vote of the members voting is required for approval. Members shall be notified of the proposed changes at least two weeks prior to the vote. The Board of Directors will determine the method of voting.

Revisions: Dorothy Skow and Gladys Armstrong – March 1989
Martha Beverett and Barbara Simner – March 1990
Board of Directors – April 1995
Board of Directors & Members - February 1997
Board of Directors & Members - March 1999
Board of Directors & Members - April & May 2000
Board of Directors & Members - October 2000
Board of Directors & Members - May 2004
Board of Directors & Members - June 2006
Board of Directors & Members - May 2009
Board of Directors & Members – May 2013
Board of Directors – August 2015
Board of Directors and Members – June 2018
This revision to be reviewed by Board of Directors & Members in June 2020

Appendix A

Gift Acceptance Policy

Acceptance of any contribution, gift or grant is at the discretion of the *Friends*. The *Friends* will not accept any gift unless it can be used or expended consistently with the purpose and mission of the *Friends*.

No irrevocable gift, whether outright or life-income in character, will be accepted if under any reasonable set of circumstances the gift would jeopardize the donor's financial security.

The *Friends* will refrain from providing advice about the tax or other treatment of gifts and will encourage donors to seek guidance from their own professional advisors to assist them in the process of making their gift.

The *Friends* will accept donations of cash or publicly traded securities. Gifts of in-kind services will be accepted at the discretion of the *Friends*.

Certain other gifts, real property, personal property, in-kind gifts, non-liquid securities, and contributions whose sources are not transparent or whose use is restricted in some manner, must be reviewed prior to acceptance due to the special obligations raised or liabilities they may post for the *Friends*.

The *Friends* will provide acknowledgements to donors meeting IRS substantiation requirements for property received by the charity as a gift. However, except for gifts of cash and publicly traded securities, no value shall be ascribed to any receipt or other form of substantiation of a gift received by the *Friends*.

The *Friends* will respect the intent of the donor relating to gifts for restricted purposes and those relating to the desire to remain anonymous. With respect to anonymous gifts, the *Friends* will restrict information about the donor to only those board/staff members with a need to know.

The *Friends* will not compensate, whether through commissions, finders' fees, or other means, any third party for directing a gift or donor to the *Friends*.

Appendix B

Whistleblower/Complaint Resolution Policy

In keeping with the policy of maintaining the highest standards of conduct and ethics, the *Friends* will investigate complaints of suspected fraudulent or dishonest use or misuse of its resources or property by staff, board members, consultants, volunteers, or clients. To maintain the highest standards of service, the *Friends* will also investigate complaints concerning its programs and services.

Staff, board members, consultants, volunteers, clients, and community members are encouraged to report suspected fraudulent or dishonest conduct or problems with services provided, pursuant to the procedures set forth below. This policy supplements, and does not replace, any procedures required by law, regulation, or funding source requirements.

Reporting: A person's concerns about possible fraudulent or dishonest use or misuse of resources or property, or program operation, should be reported to the *Friends* President. If, for any reason, a person finds it difficult to report his or her concerns to such person, s/he may report the concerns to the *Friends* Vice President. Alternately, to facilitate reporting of suspected violations where the reporter wishes to remain anonymous, a written statement may be submitted to one of the individuals listed above.

Investigation: All relevant matters, including suspected but unproved matters, will be promptly reviewed and analyzed, with documentation of the receipt, retention, investigation, and treatment of the complaint. Appropriate corrective action will be taken, if necessary, and findings may be communicated to the reporting person and his or her supervisor, if appropriate. Investigations may be conducted by independent persons such as auditors and/or attorneys. Investigators will endeavor to maintain appropriate confidentiality, but confidentiality is not guaranteed.

No Retaliation: No director, officer, employee, volunteer, or client who in good faith reports suspected fraudulent or dishonest use or misuse of its resources or property or complaints concerning the services it provides and programs the *Friends* run shall suffer harassment, retaliation, or adverse employment or other consequence. This protection from retaliation is not intended to prohibit supervisors from taking action, including disciplinary action, in the usual scope of their duties and based on valid performance-related factors. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment.

This Whistleblower/Complaint Resolution Policy is intended to encourage and enable employees and others to raise serious concerns within the organization prior to seeking resolution outside the organization. The Policy is in addition to any non-retaliation requirements contained in the *Friends* Bylaws or required by law.