

FRIENDS OF THE MORGAN HILL LIBRARY

BYLAWS

ARTICLE I: NAME AND ADDRESS

The name of this public benefit corporation shall be Friends of the Morgan Hill Library (FMHL). The principal place of business is within the Morgan Hill Library building at 660 West Main Avenue, Morgan Hill, California 95037.

ARTICLE II: PURPOSE

Section 1. The purpose of FMHL shall be to maintain a volunteer organization of persons interested in books and libraries and to increase public awareness of the services, facilities and needs of the Morgan Hill Library.

Section 2. FMHL shall serve as a non-political supplemental support group for the Morgan Hill Library by providing materials, programs and personnel support that are beyond the regular library budget, stimulating gifts to the library, performing services deemed helpful to the library and encouraging library use. Activities of the organization include raising funds through book sales and bookstore and other special fundraising projects.

Section 3. An exception to the "non-political" support provision in Section 2, FMHL may provide financial support to and participate in election measures that benefit the Morgan Hill Library or the Santa Clara County Library District. Any contribution must remain within Federal guidelines for 501 (c)(3) non-profit organizations.

ARTICLE IV: LIMITATIONS

Any property, monies or other items of value belonging to this corporation or hereafter acquired is and shall be irrevocably dedicated to the herein described purposes, and no individual shall be entitled at any time, including dissolution, to receive any benefit from the property or accounts of the organization. FMHL shall not perform any activities or make any expenditures not permitted by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law or by any other Federal, State or Local law. In the event of dissolution or the impossibility of performing the purposes herein described, the assets will be distributed to the Morgan Hill Library. In the event that the Morgan Hill Library no longer exists, the beneficiary shall be a public library serving the same community and exempt under both Section 23701D of the California Revenue and Taxation Code and Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV: MEMBERSHIP

Membership Qualifications and Dues. Membership is open to any person or organization interested in furthering the aims of FMHL. The membership shall approve any changes to membership dues. Payment of such dues is required for membership. Each membership shall be entitled one vote.

ARTICLE V: MEETINGS

Section 1 – Membership Meetings. An annual membership meeting shall be held once a year in the fourth quarter on a date established by the Board of Directors. Additional membership meetings shall be held as needed.

Section 2 – Special Meetings. Special meetings may be called by the President, by a majority of the Board of Directors or by five (5) members. Written notice shall be sent to all members at least ten (10) business days before the meeting, and the purpose of the meeting shall be stated in the notice.

Section 3 – Membership Meetings Quorum. The presence of at least seven (7) members, including a majority of the Board of Directors, constitutes a quorum for the transaction of business at all membership meetings.

Section 4 – Board of Directors Meetings. Board of Directors meetings shall be held at least quarterly. Additional Board of Directors meetings may be called at the request of the President or two other Directors as needed to manage the affairs of FMHL. The quorum for Board of Directors meetings shall be a majority of Directors who are eligible to vote. A quorum of the Board of Directors may also make a decision by mail or email.

ARTICLE VI: OFFICERS AND BOARD OF DIRECTORS

Section 1 – Officers. The Officers shall be President, Vice President, Secretary, and Treasurer. Terms of office shall be one year, commencing on January 1. The Officers shall serve without compensation. All Officers must be members of FMHL. Only one representative of a membership can serve as an Officer at a time, and no person may hold more than one office at a time.

Section 2 – Nomination of Officers. Nomination of Officers shall be made by a committee appointed by the President and also may be made from the floor at the annual membership meeting. The President shall not be a member of the nominating committee.

Section 3 – Elections. Election of Officers will be by the general membership at the annual membership meeting and terms shall begin with the next fiscal year. Members will be notified of the nominations at least 10 days before the annual meeting.

Section 4 – Board of Directors. The Board of Directors shall consist of the current Officers (4), Book Sales and Bookstore Coordinators, Publicity Coordinator, Membership Coordinator, Program Coordinator, Volunteer Coordinator and Newsletter Editor. A maximum of three (3) additional Directors may be appointed by the president as needed. The Morgan Hill Librarian shall be a non-voting, ex-officio member of the Board.

Section 5 – Board of Directors Authority. The Board of Directors shall have authority to conduct or have conducted the affairs of FMHL in accordance with the Bylaws and approved motions of the members and to determine policies for the conduct of the FMHL affairs. No committee, officer or member of FMHL shall have the authority to make any contract or incur any indebtedness, obligation or liability in the name of or on behalf of FMHL without the approval of the Board of Directors.

Section 6 – Removal of Directors. Any Board member may be removed for absence from three consecutive Board meetings or for cause upon the presentation of a recall petition to the Board signed by a majority of the Board of Directors.

Section 7 – Vacancies. The Board shall appoint a successor to complete the term of any office that becomes vacant.

Section 8 – Committees. The Board may appoint standing committees, as needed. The President shall be an ex-officio member of all committees, with the exception of the nominating committee.

ARTICLE VII: DUTIES OF THE BOARD OF DIRECTORS

Section 1 – President. The President shall preside at all Membership and Board of Directors meetings, shall be an ex-officio member of all standing committees except the nominating committee and shall provide leadership for the organization. The President shall appoint, with approval of other Officers, additional Board Members as listed in Article VI, Section 4, and committees as needed.

Section 2 – Vice President. The Vice President shall assume all the duties of the President in the absence or inability of the President to serve and perform other such duties as the President or Board of Directors may assign.

Section 3 – Secretary. The Secretary is responsible for recording minutes of all meetings and handling FMHL correspondence except for the distribution of quarterly newsletters. The book of minutes shall be available for inspection by any member within a reasonable time.

Section 4 – Treasurer. The Treasurer shall keep financial records of the properties and business transactions of FMHL in accordance with sound accounting practices, including accounts of all income, assets, liabilities and expenses. The accounts shall be open for inspection by any

member within a reasonable time. All funds shall be deposited in a timely manner by the Treasurer in bank account(s) established in the name of FMHL. Disbursements shall be in accordance with the approved annual budget. Any payment of \$500 or more shall require the signatures of any two officers with priority given to the President and Treasurer.

The treasurer shall submit financial reports for review to the Board of Directors quarterly and at the annual membership meeting. A budget for the coming year shall be prepared, with the additional input from the Morgan Hill librarian and the incoming President.

The Treasurer shall prepare or have prepared all FMHL tax and other returns and reports required by government agencies.

Section 5 – Book Sale and Bookstore Coordinators. The Coordinators are responsible for supervising bookstore sales, periodic book sales and online sales, including promotion, preparation and selling of books. In conjunction with the Treasurer, they shall monitor the recording of sales results and securing the sales proceeds.

Section 6 – Publicity Coordinator. The Publicity Coordinator is responsible for promoting the organization and its activities and programs to the community and members through press releases, brochures and flyers.

Section 7 – Membership Coordinator. The Membership Coordinator is responsible for recruiting new members, maintaining a database of members, supervising member renewal and ensuring distribution of quarterly newsletters and membership meeting notices.

Section 8 – Program Coordinator. The Program Coordinator is responsible for planning and implementing speakers forums, author events, membership meetings, social events, and other special events, such as Taste of Morgan Hill participation.

Section 9 – Volunteer Coordinator. The Volunteer Coordinator is responsible for recruiting and managing volunteers, including maintaining a volunteer database, leadership development and volunteer appreciation efforts.

Section 10 – Newsletter Editor. The Newsletter Editor is responsible for collecting materials, preparing and getting quarterly newsletter printed.

ARTICLE VIII: FINANCE

Section 1 – Financial Report and Approval of Budget. A financial report shall be presented to the Board of Directors at each quarterly meeting and to the Membership at the annual Membership meeting. The first quarter meeting of the Board of Directors shall include the prior year's financial report. The budget for the year shall be approved by the Board and be published in the first quarter newsletter. The Board of Directors may amend the approved budget as needed.

Section 2 – Annual Financial Review. A Financial Review Committee shall be appointed by the President at the first quarter Board of Directors meeting, with the approval of all the Officers. This Committee shall consist of at least one non-Board member and the incoming Treasurer, if a new Treasurer is elected. The preceding year's Treasurer is ineligible to serve on the Financial Review Committee.

The Financial Review Committee shall review all financial records of the prior year and report their findings to the Board of Directors at the second quarter meeting.

Section 3 – Fiscal Year. The Fiscal Year shall start January 1 and end December 31.

ARTICLE IX: PARLIAMENTARY AUTHORITY

All meetings shall be conducted according to the current edition of Robert's Rules of Order Newly Revised, except when in conflict with the bylaws of this corporation or with the laws of the State of California.

ARTICLE X: AMENDMENTS

The Bylaws may be amended at any regular or special meeting of the organization by a two-thirds vote of those attending, provided that a quorum is present and that the members have been notified at least two months prior of the intention to amend the bylaws and in writing of the specific changes proposed at least ten (10) days prior to the relevant meeting.

Adopted May 21, 1999
Amended July 17, 2002
Adopted September 14, 2005
Amended April 19, 2007
Amended April 10, 2008
Amended December 6, 2008
Amended December 15, 2011