

**BYLAWS OF THE
CULVER CITY FRIENDS OF THE LIBRARY**

ARTICLE 1 – NAME

Section 1. The name of this organization is “Culver City Friends of the Library” (hereinafter sometimes referred to as the “Friends”). When the word “Library” is used in these Bylaws, it refers to the Culver City Julian Dixon Library.

ARTICLE II – PURPOSES

Section 1. The Friends were created and shall exist for the following purposes:

- a. To maintain an association of people interested in supporting the Library.
- b. To heighten public awareness of the Library’s resources, services and needs.
- c. To enrich the Library’s resources through funds derived from memberships and special projects; to stimulate gifts to the Library of books and other publications and materials that will be compatible with the objectives of the Library; and to encourage endowments and bequests.
- d. To enable the Library to enhance services, expand programs and add new dimensions that maximize the Library’s role and usefulness in the community.
- e. To develop support among legislators and other elected officials to enable the Library to better serve the community.

ARTICLE III – MEMBERSHIP AND DUES

Section 1. Any individual, business or organization interested in promoting the purposes of the Friends may become a member upon the payment of dues. The following categories constitute the current types of membership and the dues structure:

- a. Student Membership (under 18 years of age): \$5.00 per year
- b. Individual Membership: \$10.00 per year
- c. Senior Membership (over 60 years of age): \$5.00 per year
- e. Sustaining Senior Membership (over 60 years of age): \$15.00 per year
- d. Family Membership: \$20.00 per year
- e. Supporting Membership (Individual, Senior or Family): \$50.00 per year
- e. Business and Organization Membership: \$100.00 per year
- f. Lifetime Membership: a one-time payment of \$200.00 (for an individual) or \$300.00 (for a couple)

Section 2. Members may be admitted at any time. The membership year shall run from the first day of January through the 31st day of December.

Section 3. The dues structure set forth in Section 1 of this Article III may be changed from time to time by the Executive Board. The Executive Board may also, from time to time, adopt policies under which new members joining the Friends late in a calendar year may receive a full or partial credit toward their dues for the next full calendar year.

Section 4. Members shall have the following voting and membership privileges:

- a. Student Members, Individual Members, Senior Members, Sustaining Senior Members, and Supporting Individual or Senior Members shall each be entitled to one vote and to all the privileges of membership.
- b. Family Memberships and Supporting Family Memberships are available for two or more people. Membership entitles the family to designate two representatives, each of whom shall be entitled to one vote and all the privileges of membership.
- c. Business and Organization Memberships are for civic and fraternal groups and commercial organizations. Membership entitles the business or organization to designate two representatives, each of whom shall be entitled to one vote and all the privileges of membership.
- d. Lifetime Members shall be entitled to one vote and to all the privileges of membership. Both members of a couple who join as Lifetime Members shall each be entitled to one vote and to all the privileges of membership. Existing Lifetime Members will not be affected by any subsequent changes in dues structure.
- e. Honorary Membership may be conferred by action of the Executive Board. Honorary Membership shall not confer the right to vote.

Section 5. Only members of the Friends whose current dues are paid, and who are otherwise in good standing, may serve as officers, members of the Executive Board, or chairpersons or members of standing or ad hoc committees.

ARTICLE IV – OFFICERS

Section 1. The officers of the Friends shall be President, Vice President, Secretary and Treasurer.

Section 2. Officers shall be nominated and elected in the manner described in Sections 2 and 5 of Article VI hereof.

ARTICLE V – DUTIES OF OFFICERS

Section 1. The President shall preside at all meetings of the Executive Board and at all membership meetings, and shall perform such other duties as may be prescribed in these Bylaws or assigned by the Executive Board.

Section 2. The Vice President shall act as an assistant to the President and shall assume the latter's duties in the event of an absence or incapacity of the President.

Section 3. The Secretary shall take minutes at all meetings of the Executive Board and all meetings of the members; shall maintain a file of such minutes; and shall conduct the correspondence delegated to him/her by the Executive Board.

Section 4. The Treasurer shall be the Chief Financial Officer of the Friends; shall have custody of all the funds and financial records of the Friends; shall present monthly financial reports at each Executive Board meeting and at such other times as requested by the Executive Board; shall present an annual report at the annual meeting of the members; shall keep an accurate account of all money received by the Friends and deposit the same in the bank designated by the Executive Board; and shall make disbursements as approved by the Executive Board and shall keep an accurate account of such disbursements.

Section 5. All officers shall perform such additional duties as may be assigned to them from time to time by the Executive Board. They shall deliver to their successor all official material relating to their office not later than ten days following the expiration of their term of office.

ARTICLE VI – EXECUTIVE BOARD

Section 1. The Executive Board shall consist of (i) the four officers named in Section 1 of Article IV hereof, (ii) the chairpersons of the four standing committees identified in Section 5 of Article VIII, hereof, and (iii) up to three additional at-large members. (The exact number of at-large members shall be set from time to time by the Executive Board.) The Library’s Community Library Manager shall be an ex-officio member of the Executive Board, without a vote.

Section 2. Nominations for members of the Executive Board (as well as the related positions of officers and standing committee chairpersons) shall be solicited in the newsletter or by a separate letter which shall be sent to the members by mail or electronic mail at least two weeks prior to the November Executive Board meeting. Any individual interested in serving as a member of the Executive Board shall make it known to the Board by the close of their November meeting.

Section 3. Only those individuals who have given their consent to serve may be nominated for or elected as an officer, standing committee chairperson or member of the Executive Board

Section 4. Only those persons who are members in good standing and who are current in the payment of dues both (i) as of the date of the upcoming annual membership meeting and (ii) thirty days prior to such date, shall be eligible for nomination as an officer or member of the Executive Board .

Section 5. If more than one candidate is nominated for a position as officer, chairperson, or Executive Board member, a vote shall be taken at the annual membership meeting.

Section 6. Officers, chairpersons and members of the Executive Board shall assume their official duties at the first Board meeting following the close of the annual meeting at which they were elected and installed, shall serve for a term of one year, and shall remain in office until their successor assumes office.

Section 7. A person shall not be eligible to serve more than two consecutive terms in the same position as an officer or committee chairperson, unless this term limitation is waived (as to a specific individual and position) by a majority vote of the Executive Board.

Section 8. The duties of the Executive Board shall be to transact the business of the Friends; to approve bills; to create standing and ad hoc committees and define their powers and duties; to approve plans of work of the standing and ad hoc committees; and to present a report at the annual membership meetings.

Section 9. Vacancies arising on the Executive Board (including any of the affiliated officers and chairpersons) shall be filled for the unexpired term by persons elected by the remaining Executive Board members.

Section 10. Should any member of the Executive Board be absent without reasonable cause or without notification to any of the officers for three consecutive regular meetings, such absences shall be understood as an implied resignation from the Executive Board.

ARTICLE VII – MEETINGS

Section 1. An annual meeting of the members shall be held in January of each year to elect and install officers and members of the Executive Board and to conduct any other business. The meeting shall be held in or near Culver City at a date, time and place set by the Executive Board. Notice of the time and place of the annual meeting shall be published in the newsletter or in a separate letter which shall be sent to the members by mail or electronic mail at least two weeks prior to the meeting.

Section 2. A special meeting of the members may be called at any time by the President, or by two members of the Executive Board, or by ten members of the Friends. The meeting shall be held in or near Culver City at a date, time and place set by the person or persons calling the meeting. Notice of the time and place of the special meeting, with a description of the business to be transacted, shall be sent to the members by mail or electronic mail at least two weeks prior to the meeting.

Section 3. The right to introduce motions, debate or vote at meetings of the members shall be limited to persons who are members in good standing and who are current in the payment of dues both (i) as of the date of the meeting and (ii) thirty days prior to such date.

Section 3. Regular meetings of the Executive Board shall be held monthly, or at the discretion of the Executive Board. The date, time and place of the meetings shall be determined by the new Executive Board at its first meeting after each annual membership meeting.

Section 4. A majority of the Executive Board shall constitute a quorum for the transaction of business in any annual or special meeting or the members or in any meeting of the Executive Board.

ARTICLE VIII – STANDING AND AD HOC COMMITTEES

Section 1. The Executive Board may create such standing or ad hoc committees as it may deem necessary or desirable to promote the purpose and carry on the work of the Friends.

Section 2. With the exception of the chairpersons of the four standing committees identified in Section 5 of this Article VIII, all committee members shall be appointed by, and serve at the pleasure of, the Executive Board.

Section 3. The President shall be an ex-officio member of all committees.

Section 4. The chairperson of each committee shall present a plan of work to the Executive Board. No committee work shall be undertaken without the approval of the Board.

Section 5. The standing committees and their duties shall include the following:

- a. Membership Committee: This committee shall be responsible for increasing membership in the Friends and promoting participation in and support for the Friends. The chairperson shall keep an accurate and up-to-date list of the members, their contact information, and their type of membership.
- b. Program Committee: This committee shall be responsible for planning and implementing programs for the Friends.
- c. Publication Committee: This committee shall be responsible for preparing a newsletter to be sent out periodically to inform the membership of the goals and accomplishments of the Friends and to promote events sponsored by the Friends. This committee shall also be responsible for preparing promotional material, such as brochures and flyers.
- d. Book Sale Committee: This committee shall be responsible for planing, promoting, and conducting book sales. The book sale chairperson is exempt from term limitations.

Section 6. No committee or member thereof shall have any authority to make any contract, or to incur any indebtedness, obligation, or liability in the name of, or on behalf of, the Friends without the authority and approval of the Executive Board.

ARTICLE IX – MEETING PROCEDURES

Section 1. Meetings of the members and of the Executive Board shall held in accordance with procedures established by the President (or other meeting chair); provided that such procedures are fair and evenhanded and do not conflict with these Bylaws.

ARTICLE X – PROPERTY, EXPENDITURES, AND DISSOLUTION

Section 1. The Friend’s property and funds are irrevocably dedicated to the Library.

Section 2. The Friends may accept donations, contributions, gifts and legacies in any amount and in any form approved by the Executive Board.

Section 3. Checks issued by the Friends shall be signed by the Treasurer, the President or the Vice President. All checks for more than \$1,000.00 shall be signed by two of such officers.

Section 4. This organization may be dissolved in the following manner:

- a. The dissolution shall require the affirmative vote of at least two-thirds of the members present at membership meeting held pursuant to a notice which specifically mentions that the proposed dissolution will be voted upon.
- b. Upon dissolution, any assets remaining after payment, or provision for payment, of debts

and liabilities shall be distributed to the Library or a nonprofit fund organized and operated exclusively for charitable purposes related to the Library whose tax-exempt status is established under Internal Revenue Code Section 501(c)(3).

ARTICLE XI – ADDITIONAL PROVISIONS

Section 1. The Friends are organized exclusively for the above stated purposes, including for the making of distributions to the Library under Section 501(c)(3) of the Internal Revenue Code.

Section 2. No part of the net earnings of the Friends shall inure to the benefit of, or be distributable to its members. The Friends shall be authorized and empowered to compensate individuals for expenses incurred, to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes.

Section 3. Notwithstanding any other provision of these Bylaws, the Friends shall not carry on any activities that are not permitted to be carried on by an organization exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII – LIABILITY OF MEMBERS

Section 1. No member, officer or Executive Board member shall be personally or otherwise liable for any of the Friend's debts, liabilities or obligations.

ARTICLE XIII – EFFECTIVE DATE, AMENDMENTS

Section 1. These Bylaws shall become effective immediately upon their adoption by at least a two-thirds vote of the members present at an annual membership meeting . Upon such adoption, these Bylaws shall supercede and replace all previous versions of the Bylaws.

Section 2. These Bylaws may be amended by the affirmative vote of at least two-thirds of the members present at any membership meeting held pursuant to a notice which specifically mentions that the proposed amendment will be voted upon.

The foregoing By-Laws of the Culver City Friends of the Library were adopted by the vote of more than two-thirds of the members present at the annual membership meeting held on the _____ day of January, 2015.

Nancy Kuechle, Co-President

Elaine Hirohama, Co-President