

By-Laws  
Friends of the Brentwood Library  
March 2018

**ARTICLE 1 - Name**

**Section 1** The name of this organization shall be *Friends of the Brentwood Library*, herein after referred to as *Friends* in this document.

**ARTICLE II - Purpose**

**Section 1** The *Friends'* purpose shall be to promote and financially support the resources, services and needs of the Brentwood Library; to serve as *advocates for the value of the Library*; to draw people in the community together and unite in a common effort to enrich the quality of the Brentwood Library.

**Section 2** *The Friends* shall organize in accordance with the Nonprofit Corporation Act of California. The assets and income shall only be used to promote the purpose as described above. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to volunteers and independent contractors for services and resources provided for the benefit of the *Friends*.

**ARTICLE III - Membership**

**Section 1** Membership shall be open to individuals and organizations supporting the *Friends'* purpose and upon payment of annual dues.

**Section 2** Membership options and annual dues shall be determined by the Board of Directors based upon recommendations by the Membership Committee.

**ARTICLE IV - Finances**

**Section 1** Money collected by the *Friends* shall be used for the services, resources, and needs of the Brentwood Library.

**Section 2** The *Friends* shall not carry on any other activities as an organization and shall not endorse, contribute, work for or otherwise support or oppose a candidate for public office. The *Friends* is organized and governed by the Federal Income Section 501 (c) (3) of the Internal Revenue Code.

By-Laws  
Friends of the Brentwood Library  
March 2018

**ARTICLE IV - Finances (cont'd)**

**Section 3** Finances shall be raised by all legal, necessary, and proper means. No money shall be spent except by authorized payment methods. All checks shall be signed by the Treasurer and one other Board member if amount exceeds \$500. In the absence of the Treasurer, two (2) other Board members shall sign the check.

**Section 4** A non-budgeted request shall be presented, discussed, and approved/denied by the presiding majority of the Board of Directors.

**Section 5** The fiscal year shall start January 1st and end December 31st.

**Section 6** Budget Process

The Treasurer will develop a proposed annual budget.

The proposed annual budget must be approved by the Board of Directors at the annual meeting.

**Section 7** A CPA, enrolled agent, or qualified reviewer shall be appointed by the Board of Directors to review the financial records. The financial records shall be reviewed at the end of each fiscal year.

**Section 8** An attorney may be appointed by the Board in situations such as: disbandment/dissolution of the Friends, unresolved breach in privileged information, risk of potential loss of 501(c) (3) status, etc.

**Section 9** In case of disbandment/dissolution, all bank accounts shall be closed. The remaining assets (after payment of all outstanding debt) shall be distributed to the Brentwood Library. The distribution shall be under the direction of the Board of Directors of *Friends* and in accordance with Federal Income Section 501 (c) (3) of the Internal Revenue Code.

**ARTICLE V - Board of Directors**

**Section 1** The Board of Directors may consist of the following nine voting (9) elected officers:

1. President - presides at Board of Directors and Membership meetings.
2. 1st Vice President - performs the duties of the President in his or her absence. Performs other duties as requested by the president.
3. 2nd Vice President - responsible for the Membership and serves as chairman of the Membership Committee.
4. 3rd Vice President - Book sales (Amazon & Shop)-oversees book donations and sales
5. 4th Vice President of Communication -Newsletter, membership database and social media.
6. Treasurer - shall maintain financial records of the business transactions
7. Recording Secretary - records minutes at the Board meetings, Membership Committee and special meetings.
8. Corresponding Secretary- distributing documents as requested.
9. Member at Large - to be determined by the Board of Directors

**Section 2** Non-board advisors shall be invited to each Board meeting as an ex-officio, non-voting members. They may be:

1. Past President of Friends of the Brentwood Library
2. Brentwood Library Staff representative(s)
3. Brentwood's representative to the Contra Costa County Library Commission

**ARTICLE V - Board of Directors (cont'd)**

**Section 3** The Board of Directors shall be the governing body of the *Friends'* having full power to vote on and implement all regular business: such as, but not limited to, accepting and approving reports by officers and committee chairperson(s) and approving expenditures for the City Read, Community programs and workshops. No one Director shall make a Board of Directors decision that impacts Friends without discussion with the other Board members-either in person, or via group email with a majority vote of the Board of Directors deciding on the matter in question.

**Section 4** The Board may also call a special meeting to set policies and procedures and/or respond to special requests that are beyond the scope of regular business and cannot be postponed until a regularly scheduled meeting. Directors shall be notified at least seven (7) days in advance for special meetings.

**Section 5** The term of office for the elected Board of Directors shall be at least two (2) years.

Five (5) Directors shall be elected in even years  
Four (4) Directors shall be elected in odd years.

Directors elected in even numbered years:

President, 2nd Vice President, Treasurer,  
4th Vice President and Corresponding Secretary

Directors elected in odd numbered years:

1st Vice President, 3rd Vice President, Recording  
Secretary, Member at Large

Their term shall begin in May at the conclusion of the annual meeting. Outgoing officers shall within 30 days after their term of office, deliver to the incoming corresponding officers all materials in their custody belonging to the Friends.

**Section 6** Any Board member may resign at any time by delivering a written letter of resignation to the President or Recording Secretary.

**ARTICLE V - Board of Directors (cont'd)**

To complete the remainder of the term, the vacancy shall be filled by an interim appointment by the President. The appointment requires approval by a majority of the Board of Directors

- Section 7** Conflict of Interest - No Board member shall use his or her position, or the knowledge gained, in such a manner that a conflict arises between the interest of the organization and his or her interests. Each Board member has a duty to place the interest of the organization foremost in any dealing with the organization and has a responsibility to notify the Board when a conflict arises. Board members shall scrupulously avoid potential and actual conflicts of interest, as well as perceptions of conflicts of interest.

**ARTICLE VI - Meetings**

- Section 1** The Board of Directors shall meet monthly. The time and place shall be designated by the President. All members shall be given ten days advance notice, and shall be invited to attend these meetings.
- Section 2** Special meetings of the membership may be called by the President or at the written request of three (3) members to the President.
- Section 3** The Friends annual meeting shall be held in May for the purpose of electing Board Members. A summary of the year's activities shall be presented at that time. Annual reports of the Board of Directors and Committees shall be submitted in writing, reported and filed with the minutes. The annual budget will be approved at this meeting.
- Section 4** For regular meetings, where the Board of Directors is the voting body, a quorum shall be a simple majority of the full Board.
- For special and or annual meetings a quorum is a simple majority of members in attendance, whose dues are current.
- Section 5** All members must be notified via email, mail, or phone at least ten days prior to all meetings. Specials meetings, require at least seven days notice.

By-Laws  
Friends of the Brentwood Library  
March 2018

**ARTICLE VII - Committees**

**Section 1** Standing Committees are formed for the purpose of the ongoing needs of the *Friends*. Standing Committee Chairs shall be appointed by the Board of Directors based on the recommendations of the *Friends'* members.

**Section 2** Unless terminated by the Board of Directors, are, but not limited to the following: Book Sales, Membership, and Finance. As the need arises, an ad hoc or special committee shall be appointed by the Board of Directors. An example would be special events such as luncheons and fund raisers.

**Section 3** Election Process Calendar

January A Nominating Committee of three (3) members shall be appointed by the Board of Directors in February.

January A "Call for Candidates" letter shall be sent to the membership.

March A slate of candidates shall be presented to the Board.

March A slate of candidates shall be provided to the membership.

April A "Meet the Candidate" event shall be scheduled. Additional nominations from the floor shall be accepted at that time.

May Election shall be held at the May meeting.

May The Nomination Committee Chair shall present the tallied ballots to the Board of Directors and members present. The President shall present the slate of newly elected officers.

By-Laws  
Friends of the Brentwood Library  
March 2018

**ARTICLE VIII - Amendments**

- Section 1** The Board of Directors and the Friends' membership may propose amendment(s) to the By-laws by referring proposed amendment(s) to the By-laws committee. An amendment(s) requires a vote of two-thirds (2/3) majority vote of the voting members. A copy of the proposed amendments(s) shall be included in the 30 day notice of the meeting.
- Section 2** The President shall appoint a committee of the Board to review the Friends' By-laws at least every five (5) years.

**ARTICLE IX - Parliamentary Procedure**

- Section 1** Robert's Rules of Order, newly revised, when not in conflict with these By-laws, shall govern the proceedings of the organization.

**ARTICLE X - Privileged Information**

- Section 1** *Friends* does not provide contact information of it's members to any outside entities. All personal information and the website addresses contained herein are provided for the exclusive and restricted use of Friends' members only. It is a violation of *Friends'* policy and the privacy rights of members to release names, addresses, phone numbers, and email addresses the *Friends'* members, except for official use within the organization.

**References:**

1. Federal Income Section 501 (c) (3) of the Internal Revenue Code
2. Nonprofit Corporation Act of California
3. Robert's Rules of Order, latest revised edition

**By-Laws History**

By-Laws adopted, January 1990

Revised September, 1996