

**FRIENDS OF THE SAN DIEGO PUBLIC LIBRARY
A CALIFORNIA NON-PROFIT PUBLIC BENEFIT CORPORATION**

SKYLINE HILLS CHAPTER BYLAWS

ARTICLE 1
NAME AND PURPOSE

- 1.1 Name: The name of the Chapter shall be the “Friends of the San Diego Public Library, Skyline Hills Chapter.”
- 1.2 Purpose: The purpose of this Chapter shall be to assist in the development of the San Diego Public Library Branch and System so that it may fulfill its literary, social and educational purposes; to encourage and arrange for gifts of books, materials, and other property to the Libraries; to promote public use and support of the Library, and appreciation of its value to the community; and to advocate for the Library in order to further the aforementioned objectives.

ARTICLE 2
OFFICES

- 2.1 Principal Office: The principal office of the Chapter for the transaction of its business shall be the address of the local library.

ARTICLE 3
FISCAL YEAR

- 3.1 **Fiscal Year**. The fiscal year of the Chapter shall commence on the first of July and end on June 30th.

ARTICLE 4
MEMBERSHIP

- 4.1 Membership Eligibility: Membership shall be open to all persons, businesses, and organizations supportive to the purposes of the Friends of the San Diego Public Library.
- 4.2 **Categories of Membership**: The various categories of membership shall be determined by the Corporate Board of Directors of the Friends of the San Diego Public Library.
- 4.3 **Voting Rights**:
- a. Each general member shall be entitled to one vote at the annual election of officers and on issues raised therein.
 - b. All members are entitled to one vote at the meetings of the Chapter.

- 4.4 **Dues:** Dues for the various categories of membership shall be set by the Corporate Board of Directors of the Friends of the San Diego Public Library (FSDPL).
- a. Membership shall extend for a period of one (1) year, which shall be the calendar year of the Corporation, from January 1 through December 31, except for Life-Members.
 - b. The initial dues of a member who joins after October 1st shall be credited to the following year.
- 4.5 Meetings:
- a. Chapters may hold meetings at will. However, there must be at least two meetings per year; one to hold election of officers and one additional meeting to conduct business. It is advised to hold monthly or bimonthly meetings.
 - b. Meeting times, day of the week and rate of occurrence shall be set by the Chapter.
 - c. Chapters will send a representative or a report to the corporate Presidents Advisory Council monthly meeting.
- 4.6 **Membership Lists:** The city-wide FSDPL membership list and chapter list is a corporate asset. Without consent of the Corporate Board of Directors of the FSDPL, no membership list, or any part thereof, may be used by any person or organization for any purpose not reasonably related to the goals and purposes of the FSDPL.
- a. The Chapter will inform the city-wide membership Chair of changes in the Chapters membership list on an annual periodic basis.
 - b. Life-Memberships shall be submitted within one month to the Corporation Executive Director

ARTICLE 5
BOARD OF DIRECTORS

- 5.1 **Power of Chapter:** Subject to any limitations in the Articles of Incorporation, the Corporate and these Bylaws, actions and policies authorized by the membership, and the laws of the State of California, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors of the Corporate Friends of the San Diego Public Library. The board delegates the management of the activities of the Chapter to any Chapter person or persons, or committee or committees however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the board. Each Chapter board member shall exercise such powers and otherwise perform such duties in good faith, in the manner such director believes to be in the best interest of the Chapter and Corporation, and with

such care, including reasonable inquiry, using ordinary prudence, as a person in a like position would use under similar circumstances, in accordance with Section 5231 of the California Nonprofit Public Benefit Corporation Law.

- 5.2 Number of Board members: The number of Board members of the Chapter shall consist of a minimum of three (3) elected officers, and up to eight (8) elected board members.
- a. Members shall be elected yearly at a meeting determined by the Chapter. The month of the election shall be recorded at Corporate. As the Corporate has its election in September it is advised the Chapters should do likewise.
 - b. Election results and any subsequent changes shall be submitted to Corporate within one month.**
 - c. At all times, the number of elected board members must be greater than the number of appointed board members.**
- 5.3 Officers of the Board: The officers of this Chapter shall include at the minimum, the President, Secretary and Treasurer. One person may serve in two positions. The position of President may be shared with one other board member to allow for co-Presidents.
- 5.4 **Compensation: Chapter members shall not receive compensation for their services and may not be employees of the corporation; however, reimbursement of expenses may be paid, as determined by resolution of the chapter to be just and reasonable.**
- 5.5 Place of meetings: Meetings of the Chapters shall be held at the local library. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, or email correspondence so long as all board members participating can see all written communication or hear one another.
- 5.6 Quorum for meetings: A 51% majority of the currently seated elected members of the Board constitutes a quorum.

No business shall be considered by the board at any meeting at which a quorum, is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn.

The board at a meeting at which a quorum is initially present, may continue to do business regardless of a loss of that quorum due to a withdrawal of

board members from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum.

5.7 Majority action as board action: Every act or decision done or made by a majority of the board present is the action of the Chapter. The Board may not act if in conflict with the Articles of Incorporation or Bylaws of the Corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a board member has a material financial interest (Section 5233) and indemnification of the board (Section 5238e).

5.8 Conduct of meetings: Meetings of the Board of Directors shall be presided by the President, or in his or her absence, by a board member chosen by a majority of the board members present at the meeting. The Secretary of the chapter shall act as secretary of all meetings of the board, provided that, in their absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Deliberations of the Board shall be governed by the current edition of Roberts Rules of Order, when not in conflict with these bylaws.

5.9 Action by unanimous written consent without meeting: Any action required or permitted to be taken by the Board members under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of the Corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

5.10 Vacancies: A vacancy shall be filled by seeking a candidate approved by majority vote of the Board members present when a quorum is present. Each board member chosen will serve until the next annual meeting at which time the position will be filled according to Article Seven (7). Dismissal, resignations or abandoned positions shall be filled per Corporate Bylaws.

5.11 Terms of Office:
The Officers and Board members shall be elected yearly.

5.15 Duties of the Chapter Officers and Board:

- a. Duties of the President.
 - 1. Shall preside at all meetings of the Chapter.
 - 2. Shall be an ex-officio member of all committees (should there be any, except the Nominating Committee.)
 - 3. Shall have active management of all business of the Chapter.
 - 4. Shall see all orders and resolutions of the Board are carried into effect.
 - 5. Shall exercise such other powers and perform other duties as shall be determined from time to time by the Board members.

- b. Duties of the Secretary.
 - 1. Shall record the minutes of the Chapter meetings to include all actions and votes of each action.
 - 2. Shall see record management is appropriately maintained in the Chapter files.

- e. Duties of the Treasurer.
 - 1. Shall be responsible for the fiscal accounting and budgetary functions required in the operation of the Chapter.
 - 2. Shall recommend to the Board members the time and amounts of contributions to be made by the Friends to the San Diego Public Library.
 - 3. Shall promptly cause to be deposited all funds into the checking account and be authorized to pay all bills up to a \$500.00 limit. Payments over \$500 must be approved in advance by a majority vote of the Board members, with the exception of funding that fulfills requirements of restricted grants/gifts.
 - 4. **Shall review Chapter financial reports, and incorporate these reports into the final chapter report, to be submitted to the Corporation by August 15.**
 - 5. **Shall notify Corporate Treasurer of individual donors, who give a cumulative donation of \$5000 or more, within a Fiscal Year.**

- f. Additional Officers may be added as needed per Chapter action.

ARTICLE 6
COMMITTEES

6.1 Committees. The Chapter may appoint committees which may include or consist of persons who may or may not be members of the board. These additional committees shall act in an advisory capacity only to the Board.

ARTICLE 7
ELECTIONS AND ANNUAL MEETING

- 7.1 **Each Chapter shall conduct an annual meeting, date and time to be determined by the Chapter.** It is suggested to hold this meeting in September.
- 7.2 **All members of the Chapter shall have a vote to elect board members and officers.**
- 7.3 A quorum of the Chapter will exist for the annual meeting with 51% of the previously elected Chapter board in attendance.

ARTICLE 8
INDEMNIFICATION BY CORPORATION
OF DIRECTORS, OFFICERS, EMPLOYEES
AND OTHER AGENTS

- 8.1 **Right of Indemnity: To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Nonprofit Public Benefit Corporation Law, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Nonprofit Public Benefit Corporation Law.**
- 8.2 **Approval of Indemnity: On written request to the board of directors by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Nonprofit Public Benefit Corporation Law, the board shall promptly determine under Section 5238(e) of the California Nonprofit Public Benefit Corporation Law whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met, and, if so, the board shall authorize indemnification.**
- 8.3 **Advancement of Expenses: To the fullest extent permitted by law and except as otherwise determined by the board of directors, expenses incurred by a person seeking indemnification under Section 8.1 and 8.2 above of these Bylaws in defending any proceeding covered by those Sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses.**

- 8.4 Insurance for Corporate Agents: The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 or the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.
- 8.5 Insurance for Corporation: In order to obtain the full benefit of the limitation of liability set forth in subsections mentioned above, the Corporation shall make all reasonable efforts in good faith to obtain and maintain liability insurance in the form of general liability policy for the corporation. Additionally, Chapter events may require notification to the Corporation of such events, to extend coverage over these events.

ARTICLE 9
CORPORATE RECORDS, RESPONSIBILITY AND REPORTS

- 9.1 **Records**: The Chapter shall maintain adequate and correct accounts, books and records of its business and shall maintain minutes of the proceedings of the board of directors. Accounting records shall be forwarded to and maintained at the corporate offices 4193 Park Blvd, San Diego, CA 92103-2501. All other such books, records and accounts shall be kept at the Branch or another equally accessible location.
- 9.2 Checks, Drafts, Notes, Etc. All checks, drafts or other order for payment of money, notes or other evidences of indebtedness, issued in the name of the payable to the Chapter, shall be signed or endorsed by such person or persons and in such manner as shall be determined from time to time by resolution of the board of directors.
- 9.4 Authority to Execute Contracts: The board members, except as otherwise provided in the Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Chapter with approval of the Corporation of the Friends of the San Diego Public Library. All contracts which will not cause a financial obligation beyond the current financial security of the Chapter may be entered into without corporate approval.
- 9.5 **Financial Statements**. A copy of the annual financial statements and supporting material of the Chapter shall be kept on file at the corporate office.

- 9.6 **Donations:** The Chapter may accept gifts, legacies, donations, and/or contributions in any amount and any form upon such terms and conditions as may be decided from time to time by the Chapter Board members.
- a. All donations over the amount of Life Membership amounts may be given a Life Membership and/or an additional Life Membership, should they already have one. All Life Memberships shall be recorded with the corporate office within one month.
 - b. All donations over the \$250 shall be recorded with the corporate office via form FOL-M-3.
 - c. **All donations over \$5000, regardless if the donor wants to remain anonymous or not, must be reported to the Corporate Treasurer, per IRS ruling. Information required for this report is included on form FOL-M-3.**
- 9.7 **Political Activities:** The Chapters, their officers and/or board shall refrain from any intervention in any political campaign on behalf of, or in opposition to, a candidate.
- a. The Chapter shall not make any political or lobbying expenditure, or undertake fund raising activity, which will result in the loss of, or otherwise adversely affect the status as a tax-exempt organization under the current Internal Revenue Code.
 - b. Lobbying expenditures for library-related issues are permissible within specific limitations.
 - c. No political or lobbying activities can take place on City owned property.

ARTICLE 10 PROPERTY OF CORPORATION

- 10.1 **Property used Exclusively for Charitable Purposes.** During the existence of this Chapter, the assets and property of this Chapter, including all personal property and all real property wherever situated, shall be irrevocably dedicated, held, used and applied exclusively to promote and further the general charitable purposes and objective of the Corporation, as set forth in the Articles of Incorporation.
- 10.2 **Distribution of Assets upon Dissolution.** The assets and property of this Chapter are irrevocably dedicated to charitable purposes, and no part of the net income or assets shall ever inure to the benefit of any private person. Upon the dissolution and winding up of the Chapter, its assets remaining after payment or provision for payment, of all debts and liabilities shall be relinquished to the Corporate Friends of the San Diego Public Library.

ARTICLE 11 AMENDMENT OF BYLAWS

- 11.1 Amendments. To amend or alter any of these bylaws, the members may, by a vote of two-thirds (2/3) of those attending an annual meeting, amend any of these Bylaws, or may adopt additional Bylaws; except that these Bylaws may not be altered, amended, or modified in any manner which would alter the general charitable purposes of this Corporation or which would jeopardize the tax exempt status of this Corporation as a charitable organization under Section 501(c)(3) of the Internal Revenue Code and Section 23701(d) of the California Revenue and Taxation Code.**

Furthermore, any changes to these bylaws must be approved by the Corporate Friends of the San Diego Public Library.

ARTICLE 12 CONFLICT OF INTEREST

- 12.1 Purpose The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations. The Conflict of Interest policy shall be governed by the Corporate Bylaws.**

ARTICLE 13 NONDISCRIMINATION

- 13.1 Discrimination: The Corporation prohibits discrimination against current or prospective volunteers, members, and employees on the basis of race, color, sex, religion, national origin, age, disability, sexual orientation, or any other legally protected characteristic.**

ARTICLE 14 ENVIRONMENTAL COMMITMENT

- 14.1 The Corporation recognizes that the policies and practices we adopt today will shape not only our lives but also those of future generations. We therefore have an opportunity to make a positive contribution to environmental and social concerns by enacting policies designed so that our business operations do not degrade the environment or cause social harm.**