

BYLAWS OF THE
BRIDGEPORT FRIENDS OF THE LIBRARY FOUNDATION
A CALIFORNIA PUBLIC BENEFIT CORPORATION

ARTICLE I – NAME

Section 1.1 – The name of this Corporation is Bridgeport Friends of the Library Foundation. ("BFOLF" or the "Corporation"). The Corporation was formed February 8, 2017 with the filing of its articles of incorporation with the California Secretary of State, (Corporation #C3964804).

ARTICLE II – PURPOSE AND FISCAL YEAR

Section 2.1 – Purpose. BFOLF is organized under the Nonprofit Public Benefit Corporation law exclusively for public benefit and charitable purposes within the meaning of section 501(c) (3) of the Internal Revenue Code. The specific purpose of the Corporation is to insure that library services, staff, and facilities are adequate for the needs of Bridgeport, CA and to carry on other charitable activities associated with that goal as allowed by law.

Section 2.2 – Fiscal Year. The fiscal year of this Corporation shall be July 1st to June 30th of the following year.

ARTICLE III – PRINCIPAL OFFICE OF THE CORPORATION

Section 3.1 – The principal office for the transaction of the activities and affairs of this Corporation is located at 94 North School Street, Bridgeport, CA, in Mono County, California, 93517. The Board of Directors may change the location of the principal office. The Board may at any time establish branch or subordinate offices at any place or places where BFOLF is qualified to conduct its activities. Any such change of location must be noted by the Secretary on these bylaws opposite this section; alternatively, this section may be amended to state the new location.

ARTICLE IV – IRREVOCABLE DEDICATION OF ASSETS

Section 4.1 – The assets of the Corporation are irrevocably dedicated to public and charitable purposes and no part of the net earnings, properties, or assets of this Corporation shall inure to the benefit of any Director, Officer, or member thereof, or to the benefit of any private person.

Section 4.2 – Upon the liquidation or dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for public and charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3). All assets of BFOLF, whether held in trust or otherwise, shall be disposed of in such a manner as may be directed by decree of the Superior Court of Mono County, upon petition therefore by the Attorney General or by any person concerned in the liquidation, in a proceeding in which the Attorney General is a party.

ARTICLE V – MEMBERSHIP

Section 5.1 – Membership of this Corporation shall be a non-formal class of members.

Section 5.2 – Non formal members make up the general membership and are those who pay their annual dues to support the organization and shall receive privileges, mailings, or discounts to events, but are not members as the term is legally defined. They do not participate in legal affairs.

Section 5.3 – Non-transferability of Membership. Memberships are non-transferable, whether by voluntary or involuntary transfer or conveyance or otherwise.

Section 5.4 – Termination of Membership. A membership shall terminate on occurrence of any of the following events: (1) Resignation of the member; (2) Expiration of the period of membership, unless the membership is renewed on such renewal terms and conditions as may be fixed by the Board; (3) The failure to pay dues, fees, or assessments as set by the Board; (4) Death of a member; (5) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or (6) Termination of membership based on a good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of BFOLF, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of BFOLF.

Section 5.5 -Lifetime Membership. Those Lifetime Members who paid their dues in the Bridgeport Friends of the Library are grandfathered in for lifetime membership in the Bridgeport Friends of the Library Foundation (BFOLF). No more dues are required.

ARTICLE VI – OFFICERS AND DIRECTORS

Section 6.1 – Officers. The Officers of this Corporation shall be President, Vice-President, Secretary, and Treasurer. Board members shall serve without compensation; however, reasonable expenses incurred for carrying out duties, including travel, shall be subject to reimbursement by the Corporation.

Section 6.2 – Board of Directors. The authorized number of Directors shall be seven unless changed by an amendment to these bylaws. The Directors shall be the four Officers of this Corporation and three Members-at-Large. The Board of Directors, hereinafter are referred to as the Board.

Section 6.3 – The Board shall establish Committees and Subcommittees to carry out the functions of the organization. The structure of such Committees and Subcommittees is outlined in Section VII of the Standing Rules.

Section 6.4 – Duties. The Corporation’s activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

The President shall serve as Chair of the Board. The Treasurer shall act as the Corporation’s Chief Financial Officer. More specific duties of Officers, Directors and Committee/Subcommittee Chairs shall be defined in the Standing Rules.

Section 6.5 - Nomination of Board of Directors. Officers and Directors for the ensuing year shall be nominated from among the general members.

Section 6.6 - Election of Officers and Members-at-Large. Officers and Members-at-Large shall be elected by the members at the first meeting of the fiscal year to serve a two-year term commencing on the first annual meeting. The President and Secretary shall be elected on odd years and the Vice-President and Treasurer shall be elected on even years. Election may be by voice vote, unless voting by ballot is demanded before the voting begins by any member at the meeting. If there are more than two candidates for an office, the candidate with the most votes shall be elected.

Section 6.7 – Resignation of Directors. Except as provided herein, any Director may resign by giving written notice to the Secretary of the Board. The resignation shall be effective when the notice is given, unless it specifies a later time for the resignation to become effective. Three unexcused absences during a fiscal year shall constitute a constructive resignation.

Section 6.8 – Removal of Directors. The Board may by resolution declare vacant the office of a Director who has been declared of unsound mind by a final court order; felony conviction; failure to meet qualifications for service that was in effect when the member took office; or a finding by a court of breach of statutory duty. If cause for removal cannot be demonstrated, then Directors elected by members can only be removed by members through a majority of the members present.

Section 6.9 – Vacancies. A vacancy shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased. The President shall make nominations during the year to fill any vacancies in Board positions that occur, except vacancies resulting from the removal of a Director as described above, which shall be filled by a vote of the members. Nominations by the President shall be approved or rejected by the Board at the next meeting. If the number of Directors then in office is less than a quorum, then the nomination may be approved or rejected by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held according to notice or waivers of notice complying with Corporations Code section 5211 and these bylaws, or (3) a sole remaining Director. Directors appointed to fill vacancies shall serve for the period remaining in the vacant term, and the position shall subsequently be filled by election in accordance with Section 6.6 above. If an Officer vacancy results from the removal of a Director by the members, the remaining Directors shall designate an individual to serve as that Officer until such time as the vacancy is filled in accordance with this section.

Section 6.10 – Presiding at Meetings. The President presides over Board and Member meetings. The Vice President conducts meetings in the absence of the President. In the absence of the President and Vice-President, the Secretary shall call the meeting to order per the Standing Rules. In the absence of the President, Vice-President, and Secretary, the Treasurer shall call the meeting to order per the Standing Rules

ARTICLE VII – COMMITTEES

Section 7.1 – Board Committees. The Board, by resolution adopted by a majority of the Directors then in office, may create one or more committees. Each committee established under these bylaws may contain subcommittees of directors and/or members to carry out particular functions of the organization. The organizational structure for committees is outlined in the Standing Rules.

ARTICLE VIII – MEETINGS

Section 8.1 – Annual Meetings. The first regular meeting of each fiscal year shall be known as “the Annual Meeting.” The agenda of the Annual Meeting shall include the following: Call to order; presentation of annual Committee and Subcommittee reports and year-end reports of Officers; election of officers as required; approval of budget, transaction of other business that may be properly brought before the meeting; and adjournment. Notice of meetings shall be provided to all members.

Section 8.2 –Regular Membership Meetings. Regular membership meetings shall include the board and any attending BFOLF non-formal members. BFOLF non-formal members can vote on motions presented at the meeting, except for actions involving legal affairs per Section 5.2. BFOLF shall hold regular membership meetings when there are items requiring a vote of the members as noted in these bylaws. Whenever action by the members will be required or permitted at the meeting, a written or email notice shall be sent to each member.

Section 8.3 - Special Board Meetings. Special Board Meetings may be called by the President, Vice President, Secretary, or by any three Directors. Meetings may be conducted in person or by telephone/teleconference. Notice of special board meetings shall be provided to all Directors at least 24 hours in advance and notice shall be made personally, by telephone, voicemail, electronic mail (email) or facsimile. The notice must include the date, time, and location of the meeting.

Section 8.4 – Quorum for Meetings. A quorum shall consist of 4 members for all meetings.

Section 8.5 – Voting. Each board member and other members present shall have one vote on matters required by the California Nonprofit Public Benefit Corporation Law, the Articles of Incorporation, or these bylaws to be submitted to the members for approval. Voting may be by voice or by ballot, except that any election of Directors must be by ballot if demanded before the voting begins by any member at the meeting. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number is required by the California Nonprofit Public Benefit Corporation Law, by these bylaws or by the Articles of Incorporation.

Section 8.6 – Minutes. Minutes shall be taken at all meetings regardless of the meeting type.

Section 8.7 – Location of Meetings. The time and place of any meeting shall be determined by the Board. The Board may authorize members who are not present in person to participate remotely by electronic methods.

Section 8.8 – Electronic Notice. Notice may be given by electronic transmission by the Corporation and shall be as valid as a written notice.

Section 8.9 – Action by Unanimous Written Consent of the Board and Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent to the action.

ARTICLE IX – GOVERNANCE

Section 9.1 – Bylaws. The bylaws may be amended at any meeting by a majority of the Board. The latest amended bylaws will be available in the Corporate Record Book.

Section 9.2 – Standing Rules. Operational guidelines, known as Standing Rules, shall be adopted and amended by resolution approved by a majority vote of the Board.

Section 9.3 – Legal Requirements Handbook. Guidelines for meeting local, state, and federal legal requirements shall be adopted and amended by resolution approved by a majority vote of the Board.

Section 9.4 – Governance Handbook. Guidelines for member actions and conduct shall be adopted and amended by resolution approved by a majority vote of the Board.

Section 9.5 – The Articles of Incorporation, Bylaws, and Standing Rules are posted on the BFOLF link under the Friends of the Library link on the Mono County Libraries website (monocolibraries.org). These governance documents are available in paper form to members upon request.

ARTICLE X – PARLIAMENTARY AUTHORITY

Section 10.1 – All meetings shall be conducted according to Robert's Rules of Order, revised, except when in conflict with these bylaws, or with the laws of the State of California.

ARTICLE XI – LIMITATIONS

Section 11.1 – Political Activities. The Corporation has been formed under California Nonprofit Corporation Law for the charitable purposes described in Article I, and it shall be nonprofit and nonpartisan. No activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

Section 11.2 – Prohibited Activities. The Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article II. The Corporation may not carry on any activity for the profit of its Officers, Directors or other persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such. Furthermore, nothing in these bylaws shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

CERTIFICATE OF SECRETARY

I, the undersigned, being the Secretary of the Bridgeport Friends of the Library Foundation, hereby certify that the above bylaws consisting of 7 pages were adopted as the bylaws of the Bridgeport Friends of the Library Foundation pursuant to the majority vote of the members in a regularly called meeting, effective September 14, 2021. These bylaws are, as of the date of this certification, the duly adopted and existing bylaws of this corporation.

IN WITNESS WHEREOF, I have set my hand this 14th day of September, 2021.

Diane Wilson
Secretary

(Signed copy on file)