

**AMENDED AND RESTATED BYLAWS  
FRIENDS OF THE MONTECITO LIBRARY  
BOARD OF DIRECTORS RECOMMENDATION TO FOML MEMBERSHIP  
NOVEMBER 9, 2023 FINAL**

**ARTICLE I: NAME & OFFICES**

- 1.1 NAME.** The name of this Corporation as set forth in the Articles of Incorporation is the Montecito Friends of the Library. Over time and by common usage, this Corporation has also been referred to as the Friends of the Montecito Library (FOML). Any use of the name Friends of the Montecito Library shall be considered as the same reference to the Montecito Friends of the Library.
- 1.2 OFFICES.** The principal office of the Corporation for the transaction of its business shall be fixed and located at the Montecito Library, 1469 East Valley Road in Montecito, California. The Board of Directors of the Corporation (“the Board”) is granted full power and authority to change the principal office from one location to another.

**ARTICLE II: PURPOSES**

- 2.1 GENERAL STATEMENT.** The specific and general purposes of the Friends of the Montecito Library are set forth in the Articles of Incorporation and are controlling.
- A. To foster community awareness, support, and use of the facilities and programs of the Montecito Library and the library system in general.
  - B. To sponsor programs designed to add to the cultural life of the community, supporting active library children’s program in coordination with existing school and library programs.
  - C. To raise funds to support the Montecito Library and specifically to encourage gifts, endowments, and memorials to the Friends of the Montecito Library.
  - D. Based on Board approval, financially supplement available funds for library staff, purchases, and related items deemed necessary to sustain a desired level of service and satisfactory hours of operation at the Montecito Library.
  - E. To encourage the introduction and use of developing library technology.
  - F. To represent the interest of the Montecito Library in its relations with the various governmental agencies, including the City and County library systems.
  - G. To engage in such activities related to the specific and general purposes of the Corporation as may be lawfully authorized by the Board or the members thereof, including but not limited to the adoption of rules and procedures governing the operation of the Corporation that are not in conflict with these Bylaws, the Articles of Incorporation, or governing law.

**ARTICLE III: NONPARTISAN ACTIVITIES  
AND AVOIDANCE OF CONFLICT OF INTEREST**

- 3.1 NONPROFIT ACTIVITIES.** The Corporation is governed by the California Nonprofit Public Benefit corporation law for the purposes described above. The Corporation shall be nonprofit and nonpartisan. No substantial

part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office. The Corporation shall not be involved in any activity that results or supports the private gain of an individual.

#### **ARTICLE IV: MEMBERS**

- 4.1 QUALIFICATIONS FOR MEMBERSHIP.** Each membership in the Corporation shall be open to individuals, households and business organizations, acting through their designated representatives, that support the purposes of the Corporation. Businesses may also be corporate sponsors. Any donation to the Friends that equals or exceeds the annual membership fee shall entitle the donor to membership.
- 4.2 DUES.** Annual dues shall be established by the Board and shall qualify each household or business for membership for that calendar year. Dues are payable no later than March 30<sup>th</sup> of each year.

#### **ARTICLE V: MEETINGS OF MEMBERS**

- 5.1 ANNUAL MEETING.** The Annual Meeting of Members shall be held during the first half of each calendar year at the Montecito Library at a date and time specified by the Board.
- 5.2 ADDITIONAL MEETINGS.** Additional meetings of the Members may be called by the Board or by written request of no less than ten percent (10%) of the membership.
- 5.3 NOTICE.** Notice of the Annual Meeting and any additional member meetings shall be provided at least twenty-one (21) days prior to the meeting date by posting the notice and agenda on the Corporation's website.
- 5.4 QUORUM.** Ten percent (10%) of the paid membership shall constitute a quorum of Members for the transaction of business at any meeting of Members. A quorum may be attained via written proxy from any Member provided to the Board prior to the commencement of the meeting.
- 5.5 PROXIES.** Any Member of the Corporation may give his or her proxy to another Member of the Corporation if he or she is unable to attend a meeting. The proxy may be used to meet quorum requirements and may direct the proxy holder in voting on specific issues and/or any specific issue before the Board. If no such direction is contained in the proxy, the proxy holder may exercise his or her discretion in voting on any matter presented for action. Proxies will automatically be voided by a Member's attendance at a specific meeting, but will remain valid for all other meetings until revoked by the Member, the Member's membership has expired, or the one year term of the proxy expires.
- 5.6 VOTING.** Any matter requiring a vote of the membership shall be conducted by written ballot, unless the requirement is waived by those present. One vote per paid membership, whether an individual, a household or a business. The affirmative vote of the majority of the voting power represented at the meeting, in person or by proxy, shall be required for any measure to pass, unless a greater percentage is required by the California Nonprofit Public Benefit Corporation Code or by the Articles of this Corporation.

#### **ARTICLE VI: DIRECTORS**

- 6.1 NUMBERS.** The Corporation shall have no less than five (5) nor more than fifteen (15) Directors. A majority of the current Board membership shall constitute a quorum for conducting business. The number of

Directors approved by the membership at the Annual Meeting shall be the maximum number of Directors for the next year.

- 6.2 POWERS.** Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in these Bylaws and the Articles of Incorporation relating to action required or permitted to be taken or approved by its Members, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board.
- 6.3 DUTIES.** It shall be the duty of the Directors to:
- A. Perform any and all duties imposed on them collectively or individually by law and by these Bylaws.
  - B. Meet at such times and places as required by the Bylaws.
  - C. Register their addresses with the Secretary of the Corporation, and notices of meetings mailed, emailed, texted, or faxed to them at such addresses shall be valid notices thereof.
  - D. Promote the general wellbeing of the Montecito Library.
- 6.4 ELECTION, TERMS AND VACANCIES OF OFFICE.** Directors shall be nominated by the Nominating Committee appointed by the President of the Corporation and consisting of two (2) members of the Board. Election to the Board shall be by majority approval of the members at the membership's Annual Meeting. Directors may serve three (3) year terms, unless the membership votes to extend the number of terms for a Director. If a Director fails to attend three consecutive meetings, he or she shall be asked to step down, absent a compelling reason for the absence. Vacancies on the Board may be filled by a majority vote of the Board. A person elected to fill a vacancy as provided in this section shall hold office until the end of the term to which he/she is appointed.
- 6.5 COMPENSATION.** Directors shall serve without compensation except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties.
- 6.6 PLACE AND NOTICE OF OPEN BOARD MEETINGS.** Meetings of Directors shall be held at a place designated by the Board and included in the notice of the meeting that will be posted on the website at least four (4) days prior to any meeting. The agenda includes when and where the meeting is to be held. Virtual or in person meetings are permitted as long as they are duly noticed.
- 6.7 MEETINGS.** Regular meetings of the Directors shall be held a minimum of four times per year at a day and time to be determined by the majority of the Board and set for the year at the December or January Board meeting. At least four (4) days' notice via email, text, or facsimile shall be provided, unless, in the opinion of the President, the circumstances require urgent action of the Board, in which case notice shall be waived. Copies of the agenda for the Board meeting shall be posted on the Corporation's website.
- 6.8 SPECIAL MEETINGS.** Special meetings of the Board may be called by the President or any three (3) Directors, and such meetings shall be held at the place designated by the person or persons calling the meeting. The same notice requirements shall apply to Special meetings.
- 6.9 MAJORITY ACTION AS BOARD ACTION.** Every action or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board.
- 6.10 PROXIES.** Any member of the Board may give his or her proxy to the President or another Board Member (in writing) if he or she is unable to attend a Board meeting. The proxy may be used to meet quorum requirements, and may direct the proxy holder in voting on specific issues. If no such direction is contained in the proxy, the proxy holder may exercise his or her discretion in voting on any matter presented to the Board for action. A proxy will automatically be voided by a Board Member's attendance at a specific meeting, but will remain valid for all other meetings until revoked by the Board Member or the up to three-year term of the proxy expires.

- 6.11 CONDUCT OF MEETINGS.** Meetings of the Board shall be presided over by the President or by the Vice-President in the absence of the President. If both are absent, a Director shall be chosen to preside by a majority of the Directors present at the meeting. The Secretary shall act as secretary of all meetings of the Board, or in his/her absence, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by Robert's Rules of Order insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Corporation, or with provisions of law.
- 6.12 ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETINGS.** Any action required or permitted to be taken by the Board under any provision of law may be taken without an in person or virtual meeting if there is unanimous written consent in to such actions. Such action by written consent shall have the same force and effect as the majority vote of the Directors at a regular or special meeting.
- 6.13 NON-LIABILITY OF DIRECTORS.** The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation or the Montecito Library.
- 6.14 INSURANCE.** The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, Officer, other agent) against any liability other than for violating the provisions of relating to self-dealing or financially benefiting a Board member.

## ARTICLE VII: OFFICERS

- 7.1 POSITIONS.** The Officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, each of whom must be a member of the Board. No person may hold more than one office. The Board may appoint assistants to the Officers, who need not be members of the Board, but must be members of the Corporation.
- 7.2 DUTIES.** The Officers shall have the duties and powers normally accorded to officers of a nonprofit public benefit corporation and as described more fully in the Corporation's operating rules, if written and adopted by the Directors.
- 7.3 TERM.** Each Officer shall serve a one (1) year term. No Officer shall be elected for more than three (3) consecutive terms unless approved by the Board of Directors.
- 7.4 ELECTION.** Following the election of Directors at the Annual Meeting of Members, the Board shall elect Officers from among the Directors, both current and newly elected.
- 7.5 VACANCIES.** Any vacancy among the Officers shall be filled for the remainder of the term by the President with the concurrence of the Board. If the presidency is vacant, the Vice President shall fill this role.

## ARTICLE VIII: COMMITTEES

- 8.1 COMMITTEES.** The Corporation may create committees from time to time by a resolution of the Board of Directors. Committee membership and responsibilities will be as designated in such resolutions. The Board shall appoint a committee, if needed, to ensure management of the Corporation's assets in accord with the Investment Policy Statement.

## ARTICLE IX: FINANCES

- 9.1 FISCAL YEAR.** The fiscal year of the corporation shall begin on the first day of July and end on the last day of June in each year.
- 9.2 SOLICITATION OF FUNDS.** The Board may solicit and accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purposes of the Corporation.
- 9.3 ACCOUNTING.** All monies collected and distributed by the Corporation will be maintained in a separate account by the Treasurer in an accredited and FDIC insured banking institution or invested in a manner consistent with nonprofit public benefit corporations and permitted by California law. The Treasurer will present a quarterly accounting of monies received and distributed by the Corporation. Any contractor employed by the Corporation, e.g., a CPA, who signs checks on behalf of the Corporation shall not also have access to the Corporation's investment account.
- 9.4 DEPOSITS.** Deposits of funds collected by the Corporation will be deposited into the Corporation's bank account within five business days of collection.
- 9.5 WITHDRAWALS.** Any withdrawals, payments, or fund transfers in excess of fifteen thousand dollars (\$15,000) shall require written authorization of two Officers of the Corporation. Transfers from the Corporation's checking account to its investment account may be initiated by any officer of the Corporation.

## ARTICLE X: AMENDMENTS

- 10.1 EFFECTIVENESS OF BYLAWS.** These Bylaws and any subsequent amendments thereto become effective immediately upon their approval by a majority vote of the Membership at a duly noticed meeting of Members. Copies of the proposed Bylaws and any subsequent amendments shall be provided to the membership at least thirty (30) days prior to any vote thereon and shall be posted on the Corporation's website.

## ARTICLE XI: DISSOLUTION

- 11.1** Upon the dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities shall be distributed in accordance with the Articles of Incorporation.

Recommended for approval by the Board of Directors on November 9, 2023.

Approved by the Membership on \_\_\_\_\_

\_\_\_\_\_  
Name of Secretary

\_\_\_\_\_  
Signature of Secretary

\_\_\_\_\_  
Date