

BY-LAWS of FRIENDS of the PALM SPRINGS LIBRARY, Inc.

Article I NAME

The name of the organization shall be FRIENDS OF THE PALM SPRINGS LIBRARY, INC., (hereafter referred to as the FRIENDS).

Article II PURPOSES

Section 1. The Friends are committed to:

- Assisting the library as it works to fulfill the community's cultural needs
- Contributing to library-wide projects and goals through careful administration of vested funds
- Supporting the creative efforts of the library staff to enrich the lives of the community
- Focusing attention on the resources and services that the library offers
- Continuing the growth of the Friends by cultivating an active membership
- Advocating for the library and its interests

Section 2. It is the responsibility of the Friends to administer and invest funds raised, donated, granted or endowed for the benefit of the library and the public interest.

Section 3. Friends funding is supplementary in nature. Friends' funds should not be used to supplant or replace expenses that are the responsibility of the city.

Section 4. Upon the dissolution of the Friends, assets shall be paid to the Palm Springs Library Foundation within the meaning of section 501 (c) (3) of the Internal Revenue Code.

Article III MEMBERSHIP

Section 1. *Members*

Membership in the Friends shall consist of all those who pay dues and fees as are decided upon by the Board of Directors from time to time. All memberships are for a period of twelve (12) months beginning with the month payment of dues is made.

Section 2. *Voting Rights*

Each member of the corporation shall be entitled to one vote.

Section 3. *Annual Meeting*

The annual meeting of this corporation shall be held during the month of January of each year, or at such other date in the year and at such time and place as may be designated by a duly approved motion of the Board of Directors. Notwithstanding when

the annual meeting may be held, the administrative and financial year of the corporation shall be from January 1 to December 31 of each calendar year.

Written notice of the time and place of the annual meeting shall be delivered personally to each member of the corporation, or sent by U.S. Mail or other written communications (including but without limitation to, electronic means), charges prepaid, addressed to such member at such member's mail or electronic address as it is shown on the records of the corporation (or, if not shown on such records or not readily ascertainable, then to such member at the principal office of the corporation).

All notices shall be sent, mailed or delivered at least ten days prior to the date of the meeting of the corporation.

Section 4. *Special Meetings*

Special meetings by the members of the corporation for any purpose or purposes may be called at any time by the President of the corporation or by one-third (1/3) of the Directors. Written notice of the time and place of special meetings of the members shall be given in the same manner as for the annual meeting of the members.

Section 5. *Quorum*

A quorum for the annual meeting of the FOPSL members shall consist of ten (10) persons.

Section 6. *Liabilities of Members*

No person who is now or who later becomes a member of this corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this corporation shall look only to the assets of this corporation for payments.

Article IV BOARD OF DIRECTORS

Section 1. *Number of Directors*

The Board of Directors shall consist of fifteen (15) members until the number of Directors is changed by amendment to these By-laws.

The Executive Board Officers of this organization shall be a President, Vice-President, Treasurer and Secretary, and such other officers as the Board of Directors may appoint. One person, other than the President, may hold more than one of these offices.

The Library Director is an ex-officio member of the Friends' Board.

Section 2. *Quorum*

A quorum for any meeting of the FOPSL Board of Directors shall consist of the presence of one-half (1/2) + one (1) of the total number of Directors on the current Board.

Section 3. *Powers of Directors*

Subject to limitations of the Articles of Incorporation, other sections of the By-laws, and of California law, all corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be

controlled by, the Board of Directors. Without limiting the general powers, the Board of Directors shall have the following powers:

(a) To select and remove all the other officers, agents and employees of the corporation and prescribe such powers and duties for them as may not be inconsistent with the law, the Articles of Incorporation or the By-laws.

(b) To conduct, manage and control the affairs and business of the corporation, and to make rules and regulations not inconsistent with law, the Articles of Incorporation or the By-laws.

Section 4. *Election and Term of Office*

Except as provided below for the initial terms of the first Directors, the term of office of each Director of this corporation shall be three (3) years or until his successor is elected. Successors for Directors whose terms of office are then expiring shall be elected at the Annual meeting of the members held in the year in which such term of office expires. The newly elected Director shall assume office immediately upon his election. A Director may succeed himself in office.

Nominations for membership on the Board of Directors shall be submitted at the Annual Meeting by a nominating committee of three (3) members, to be selected annually by the President of the corporation. At the organizational meeting of the first Directors of this corporation the Directors shall, by law, classify themselves into three groups. The first group shall consist of three (3) Directors whose term of office shall be one (1) year. The second group shall consist of three (3) Directors whose term of office shall be two (2) years. The third group shall consist of three (3) Directors whose term of office shall be three (3) years. This classification and the short initial terms are for the purpose of providing, as nearly numerically as possible, for the election of one-third of the Board of Directors in each year.

Section 5. *Vacancies*

A vacancy on the Board of Directors shall be filled by a vote of the majority of the remaining Directors then in office even though less than a quorum, or by the sole remaining Director. A Successor Director shall serve for the unexpired term of his predecessor.

In the event of a vacancy, the remaining officers shall select a replacement to complete the term, and will ask members to ratify, in person or via electronic mail, the selection before or during the next meeting.

Section 6. *Place of Meeting*

Regular meetings of the Board of Directors shall be held in any place within or without the state that has been designated from time to time by resolution of the Board or by written consent of all the members of the Board. In the absence of this designation, regular meetings shall be held at the principal office of the corporation. Special meetings of the Board may be held at a place designated or at the principal office.

Section 7. *Regular Meetings*

Regular meetings of the Board of Directors shall be held on the second Tuesday of each month, unless an alternate date is fixed by the corporation.

Section 8. *Special Meetings*

Special meetings of the Board of Directors, for any purpose or purposes, may be called at any time by the President or by any three (3) Directors.

Section 9. *Notice*

Written notice of the time and place of both regular and special meetings shall be delivered personally to each Director or sent to each Director by mail or other form of written or electronic communication, charges pre-paid, addressed to him or her at his or her address as it is shown on the records of the corporation or, if it is not so shown on the records or is not readily ascertainable, at the principal office of the corporation. The notice shall be mailed at least seven (7) days before the time of the holding of the meeting.

The transactions of any meeting of the Board of Directors, however called and noticed, wherever held, shall be valid as though done at a meeting held after regular call and notice, if a quorum is present and if either before or after the meeting each Director not present signs a written Waiver of Notice of Consent to hold the meeting or an approval of the Minutes. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the Minutes of the meeting.

Section 10. *Action Without a Meeting*

Any action by the Board of Directors may be taken without a meeting if a majority of all members of the Board individually or collectively consent in writing and/or any electronic means to this action. Such written consent or consents shall be filed with the Minutes of the proceedings of the Board.

Section 11. *Removal*

A Director may be removed from office for cause by the vote of a majority of the Directors.

Section 12. *Compensation*

The Directors shall receive no compensation for their services as Directors.

Section 13. *Unexplained Absence*

Any Director missing three (3) consecutive regular meetings without satisfactory explanation may be removed from office.

Article V
DUTIES OF OFFICERS

Section 1. *President*: To preside over and conduct meetings and to appoint all committees and be an ex-officio member thereof.

Section 2. *Vice President*: To perform the duties of the President in the absence of the President.

Section 3. *Treasurer*: To keep and maintain the financial records of the organization.

Section 4. Secretary: To record and subsequently distribute the minutes of all meetings; to notify the membership of the place and time of all meetings at least one week prior to the date of the meetings; and to conduct the correspondence of the organization.

Article VI MEETINGS

Section 1. Meetings shall be held at whatever schedule the officers may decide. Special meetings may be called by any officer with the concurrence of the President.

Section 2. Newly elected officers shall be installed during the Annual meeting.

Article VII AMENDMENTS OF BY-LAWS

Section 1. These By-laws may be amended or repealed and new By-laws adopted by the Board of Directors at any Directors' meeting, except that a By-law fixing or changing the number of Directors must be adopted, amended or repealed only by the vote or written consent of the majority of a quorum at a meeting of the members called for that purpose and which is the vote of the majority of those present and voting.

Article VIII PARLIAMENTARY PROCEDURES

Robert's Rules of Order Revised, when not in conflict with these By-laws, shall govern the proceedings of this organization.

Adopted June 8, 1989
Amended March 2005
Amended March 2, 2013
Amended January 2017