

Friends of the Saratoga Libraries

BY-LAWS

ARTICLE I

Name

The name of this organization shall be *Friends of the Saratoga Libraries*, hereinafter referred to as the "*Friends*".

ARTICLE II

Purpose

Section 1. The purpose of the *Friends* shall be to maintain a broad based community organization of persons interested in high quality library services, to focus public attention on library services and needs, to encourage and assist in providing adequate physical facilities for the Saratoga Library, a community library, which is part of the Santa Clara County Library System, and serves the communities of Saratoga, Monte Sereno and portions of the County's unincorporated areas.

Section 2. The *Friends* shall serve as a nonpolitical supplementary financial support group for the Saratoga Library by providing materials, systems, and personnel support which are beyond the regular library budget; encouraging gifts, endowments and benefits to the library, performing services deemed helpful to the library and encouraging library use to the fullest extent. The activities of the organization shall include operation of a used bookstore and other special fundraising projects, and informing the community of resources and services of the Saratoga Library and of the Santa Clara County Library.

Section 3. As an exception to the "non-political" support provision in Section 2, the *Friends* may provide financial support to and participate in election measures that benefit only the Saratoga Library or the Santa Clara County Library. The board is responsible to insure that such support is within the lobbying activities guidelines described in Internal Revenue Code Section 501 (h) and does not jeopardize our IRC Section 501(c)(3) tax-exempt status.

ARTICLE III

Officers

Section 1. The elected officers of this organization shall be: a president, a vice president, a program chair, a publicity chair, a newsletter chair, a membership chair, a community events

chair, a finance chair, an assistant finance chair, and a secretary. Other officers shall be the immediate past president and manager/retail operations, appointed by the board.

Section 2. The elected officers shall be nominated by a three-member committee appointed by the president at least two months before the annual meeting. The nominations shall be submitted in writing to the membership with consent of the respective nominees, at least two weeks prior to the annual meeting. Additional nominations may be made from the floor with the consent of the nominee.

Section 3. Officers shall be elected for a term of one year by a majority vote of those present at the annual meeting. They shall not serve more than three consecutive years in the same office with the exception of the manager/retail operations who serves at the will of the board.

Section 4. An officer that has served in any office for three consecutive years may be nominated for a different office and, if elected, may serve for not more than an additional three consecutive years.

Section 5. Voting by electronic mail (e-mail) is permitted under these by-laws only for issues requiring a board decision that could not be completed at a scheduled meeting or that requires resolution before the next scheduled meeting. In such cases, all board directors have the right to submit a vote within a time period specified by the president (no less than 48 hours, no more than 7 calendar days). Vote by e-mail will be conducted in the following manner:

- a. Any officer with voting rights can make the motion. The motion should be worded properly and sent to the president. The president will moderate the vote, sending out the motion to the board members with a subject line clearly identifying it as a motion. Directors shall have 3 options regarding their vote:
 - i. Vote to pass the motion
 - ii. Vote to reject the motion
 - iii. Object on the grounds that the motion is not amenable to an electronic vote.
- b. If any member objects to the electronic vote, the motion will be tabled until the board meets in person. If no objections are received, a simple majority of all Board Directors is required to pass the vote.
- c. The result of the vote will be read into the minutes of the next regular board meeting.
- d. All directors must have access to electronic mail, and it is the responsibility of each director to inform the President of his correct e-mail address for purposes of correspondence and e-mail voting.

ARTICLE IV **Funds and Liability**

Section 1. All funds shall be deposited to the accounts of the *Friends* and shall be disbursed by the finance chair as authorized by the board of directors.

Section 2. No personal liability shall be attached to any member of this organization in connection with any of its undertakings.

ARTICLE V
Board of Directors

Section 1. The board of directors shall consist of a minimum of eight and a maximum of twelve officers, the immediate past president, and the manager/retail operations, as prescribed in Article III, Section 1. The librarian shall serve as an ex-officio member of the board.

Section 2. The board of directors shall have the authority to select manager/retail operations as prescribed in Article III, Section 1, and appoint committees consistent with the purposes of this organization.

Section 3. Meetings of the board of directors shall be held monthly.

Section 4. A majority of the board shall constitute a quorum.

ARTICLE VI
Meetings of the Organization

Section 1. The *Friends* shall hold an annual meeting in the spring on the date set by the board for the purpose of electing officers and transacting other business.

Section 2. A special meeting of the organization may be called at any time by the president or by two members of the board of directors.

Section 3. The members attending any meeting shall constitute a quorum for the transaction of business at that meeting.

Section 4. A written notice of all meetings shall be distributed to the membership at least one week prior to the meeting.

ARTICLE VII
Terms of Officers

The terms of the officers, who serve without compensation, shall begin on the first day of July after the annual meeting at which they are elected. A vacancy in any office shall be filled through appointment for the remainder of the term by the board.

ARTICLE VIII
Duties of Officers

Section 1. President: to preside over and conduct meetings for the organization and the board of directors; to serve as an ex-officio member of all committees, except the nominating committee; and to perform such other duties as are usually incumbent upon the president of an organization. The president shall also provide strategic and directional leadership for the organization.

Section 2. Vice President: In the absence of the president, or in the event of an inability to serve, the vice president shall assume the duties of the president. The vice president will assist the president when requested.

Section 3. Program chair: to oversee programs and services for the members; and to perform such other duties as may be required.

Section 4. Publicity chair: To manage all internal and external communications of the organization, except the newsletter.

Section 5. Newsletter chair: To manage all activities related to the newsletter.

Section 6. Membership chair: To manage and direct all membership solicitation for the organization.

Section 7. Community events chair: To manage and direct all activities in community events in which the organization participates.

Section 8. Secretary: To record the minutes of all meetings of the organization and of the board of directors; to conduct the correspondence of the organization; and to be responsible for all historical records.

Section 9. Finance chair: To keep and maintain the financial records of the organization; and to provide financial leadership for the organization.

Section 10. Assistant finance chair: To perform such duties as requested by the finance chair.

Section 11. Immediate past president: To act as parliamentarian and to perform such other duties as may be requested by the board.

Section 12. Manager/retail operations: To manage and direct all retail activities of the organization and represent the organization in the business community.

ARTICLE IX
Membership

Section 1. Any interested person may become a member of the *Friends*.

Section 2. There shall be the following categories of members:

- a. General
 Individual, Family and Senior (Sixty-five years & older)
- b. Patron
- c. Sustaining
- d. Benefactor

ARTICLE X
Fiduciary

Section 1. Dues shall be reviewed annually by the board and approved by the membership.

Section 2. The *Friends* shall operate on a fiscal year from July 1 through June 30.

Section 3. Finance Committee. There shall be a finance committee consisting of: the finance chair who shall be chairman, the immediate past finance chair, the president, the manager/retail operations, the assistant finance chair and one member appointed by the board. The finance committee shall prepare and present the board with the proposed annual budget and an evaluation of the library requests received.

Section 4. Conflict of Interest. Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the Friends to do so. The minutes of meetings at which such votes are taken shall record such disclosures, abstention and rationale for approval.

While serving on the Friends' board of directors, a director cannot also serve on the board of directors of any other entity with a mission or purpose that conflicts with the purpose of the Friends, including (but not limited to) the City of Saratoga Library Commission and the Santa Clara County Library District Foundation.

Section 5. The Friend shall maintain policies on Gift Acceptance and Whistleblowers/Complaint Resolution. These policies are attached as appendices to these by-laws and may be amended by a vote of the majority of the directors at any regular meeting of the board of directors.

ARTICLE XI
Charitable Purpose

The property of this organization is irrevocably dedicated to charitable purposes and no part of its net income or assets shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon dissolution of this organization, any assets remaining after all payments of debts and liabilities shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE XII
Amendments

These by-laws may be amended at any regular meeting of this organization and/or by a ballot distributed through the Newsletter. A two-thirds vote of the members voting is required for approval. Members shall be notified of the proposed changes at least two weeks prior to the vote. The board will determine the method of voting.

ARTICLE XIII
Parliamentary Procedure

Robert's Rules of Order, Newly Revised, shall govern the proceedings of this organization.

Revisions: Dorothy Skow and Gladys Armstrong – March 1989
Martha Beverett and Barbara Simner – March 1990
Board of Directors – April 1995
Board of Directors & Members - February 1997
Board of Directors & Members - March 1999
Board of Directors & Members - April & May 2000
Board of Directors & Members - October 2000
Board of Directors & Members - May 2004
Board of Directors & Members - June 2006
Board of Directors & Members - May 2009
Board of Directors & Members – May 2013
Board of Directors – August 2015

Appendix A

Gift Acceptance Policy

Acceptance of any contribution, gift or grant is at the discretion of the Friends. The Friends will not accept any gift unless it can be used or expended consistently with the purpose and mission of the Friends.

No irrevocable gift, whether outright or life-income in character, will be accepted if under any reasonable set of circumstances the gift would jeopardize the donor's financial security.

The Friends will refrain from providing advice about the tax or other treatment of gifts and will encourage donors to seek guidance from their own professional advisors to assist them in the process of making their gift.

The Friends will accept donations of cash or publicly traded securities. Gifts of in-kind services will be accepted at the discretion of the Friends.

Certain other gifts, real property, personal property, in-kind gifts, non-liquid securities, and contributions whose sources are not transparent or whose use is restricted in some manner, must be reviewed prior to acceptance due to the special obligations raised or liabilities they may post for the Friends.

The Friends will provide acknowledgements to donors meeting IRS substantiation requirements for property received by the charity as a gift. However, except for gifts of cash and publicly traded securities, no value shall be ascribed to any receipt or other form of substantiation of a gift received by the Friends.

The Friends will respect the intent of the donor relating to gifts for restricted purposes and those relating to the desire to remain anonymous. With respect to anonymous gifts, the Friends will restrict information about the donor to only those board/staff members with a need to know.

The Friends will not compensate, whether through commissions, finders' fees, or other means, any third party for directing a gift or donor to the Friends.

As approved by the Friends Board of Directors on _____

Appendix B

Whistleblower/Complaint Resolution Policy

In keeping with the policy of maintaining the highest standards of conduct and ethics, the Friends will investigate complaints of suspected fraudulent or dishonest use or misuse of its resources or property by staff, board members, consultants, volunteers, or clients. To maintain the highest standards of service, the Friends will also investigate complaints concerning its programs and services.

Staff, board members, consultants, volunteers, clients, and community members are encouraged to report suspected fraudulent or dishonest conduct or problems with services provided, pursuant to the procedures set forth below. This policy supplements, and does not replace, any procedures required by law, regulation, or funding source requirements.

Reporting. A person's concerns about possible fraudulent or dishonest use or misuse of resources or property, or program operation, should be reported to the Friends President. If, for any reason, a person finds it difficult to report his or her concerns to such person, s/he may report the concerns to the Friends Vice President. Alternately, to facilitate reporting of suspected violations where the reporter wishes to remain anonymous, a written statement may be submitted to one of the individuals listed above.

Investigation. All relevant matters, including suspected but unproved matters, will be promptly reviewed and analyzed, with documentation of the receipt, retention, investigation, and treatment of the complaint. Appropriate corrective action will be taken, if necessary, and findings may be communicated to the reporting person and his or her supervisor, if appropriate. Investigations may be conducted by independent persons such as auditors and/or attorneys. Investigators will endeavor to maintain appropriate confidentiality, but confidentiality is not guaranteed.

No Retaliation. No director, officer, employee, volunteer, or client who in good faith reports suspected fraudulent or dishonest use or misuse of its resources or property or complaints concerning the services it provides and programs the Friends run shall suffer harassment, retaliation, or adverse employment or other consequence. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. This Whistleblower/Complaint Resolution Policy is intended to encourage and enable employees and others to raise serious concerns within the organization

prior to seeking resolution outside the organization. The Policy is in addition to any non-retaliation requirements contained in the Friends' Bylaws or required by law.

This protection from retaliation is not intended to prohibit supervisors from taking action, including disciplinary action, in the usual scope of their duties and based on valid performance-related factors. Individuals making complaints must be cautious to avoid baseless allegations.

As approved by the Friends Board of Directors on _____