

# Chico Friends of the Library Governing Documents

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# These Three Documents Govern Chico Friends of the Butte County Library

III

## I ARTICLES of INCORPORATION

The Articles state the terms that the Chico Friends must (and do) meet to qualify as a nonprofit organization.

III

## I BYLAWS

This is the statement of general policies and rules that govern the Chico Friends.

III

## I STANDING RULES (and Accompanying Endowment Resolution)

This list of Rules contains current, specific procedures that have been developed by the Chico Friends to implement both the policies and intent of the Bylaws and Articles of Incorporation.

ARTICLES OF INCORPORATION  
OF  
CHICO FRIENDS OF THE BUTTE COUNTY LIBRARY

*Amended July 12, 1993*

I

The name of this corporation shall be CHICO FRIENDS OF THE BUTTE COUNTY LIBRARY.

II

This Corporation elects to be governed by all of the provisions of the Non-Profit Corporation Law of 1980 not otherwise applicable to it under Part 5 thereof.

III

This Corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Non-Profit Public Benefit Corporation Law for charitable purposes:

A. The specific purpose of this corporation is to maintain an association of persons interested in books and libraries.

B. The general purpose shall be to focus public attention on library services, facilities and needs and to stimulate gifts of books, magazines, desirable collections, endowments and bequests and to facilitate the use of the library.

C. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

IV

The county in this state where the principal office for the transaction of business of this corporation is located is Butte County.

V

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

VI

The number of directors of this corporation shall be not less than seven (7) nor more than nine (9), the exact number of which shall be fixed by a by-law adopted by the Board of Directors.

VII

The authorized number and qualifications of members of the corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as set forth in the by-laws.

VIII

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private persons. Upon dissolution or winding up of the corporation, its assets, remaining after payment, or provision for payment, of all debts and liabilities of this corporation 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 U.S.C.S. Section 501 (c) (3).

If this corporation holds any assets in trust, or if the corporation is formed for charitable purposes, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the county in which the corporation has its principal office, 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.

IX

The name of the unincorporated association which is being incorporated is CHICO FRIENDS OF THE BUTTE COUNTY LIBRARY.

+++ +++ +++ +++ +++

The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Directors.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: June 28, 1993

John L. Burghardt, President  
Elaine Peterson, Secretary

# BYLAWS OF THE

# CHICO FRIENDS OF THE BUTTE COUNTY LIBRARY

A California Nonprofit Public Benefit Corporation

## ARTICLE I NAME AND OFFICE

The name of this corporation shall be CHICO FRIENDS OF THE BUTTE COUNTY LIBRARY. The principal office for transaction of the business of the corporation shall be PO Box 6952, Chico, California 95927.

## ARTICLE II PURPOSES

The Chico Friends of the Butte County Library, an association of persons interested in books and libraries, has as its purposes:

- A. To make and to stimulate others to make endowments or bequests to the Chico Branch Library as well as to make gifts of money, books, and library-related materials.
- B. To focus public attention on the services and needs of the Chico Branch Library.

## ARTICLE III LIMITATIONS

*Section 1. Relation to Code.* No part of these Bylaws is valid if it conflicts with the Articles of Incorporation, as amended June 28, 1993, or with provisions of the Non-Profit Corporation Law (especially California Corporations Code Sections 5010-6815).

*Section 2. Personal Benefit.*

- A. Any property, money, or other items of value belonging to the Chico Friends of the Butte County Library shall be irrevocably dedicated to the purposes described in Article II.
- B. No individual shall be entitled at any time, including during dissolution, to receive any benefits from the property or accounts of this organization.

*Section 3. Dissolution.* In the event of dissolution or the impossibility of performing the purposes described in Article II, all the assets of the Chico Friends of the Butte County Library shall be distributed to a library-related government agency or to an organization that is exempt under Section 23701(d) of the California Revenue and Taxation Code, or Section 501(c) (3) of the Internal Revenue Code.

*Section 4. Nonpartisan character.*

- A. No substantial part of the activities of the Chico Friends of the Butte County Library shall consist of attempts to influence legislation.
- B. This organization shall not participate in any political campaign on behalf of any candidate for public office.

## ARTICLE IV MEMBERSHIP, DUES, AND FISCAL YEAR.

*Section 1. Membership.*

- A. Membership in the Chico Friends of the Butte County Library shall be open to all individuals and organizations wishing to support its purposes.
- B. Organizations so belonging shall be entitled to only one vote.
- C. All members in good standing (having paid annual dues) are voting members of the organization.

*Section 2. Dues.*

- A. Membership may be initiated by payment of dues, in an amount set annually by the Board of Directors, and shall expire on the last day of February each year.
- B. Failure to renew annual dues shall result in termination of membership.
- C. The Board of Directors may also award honorary memberships to people who provide significant service to the Chico Friends of the Butte County Library or to the Chico Branch Library.

*Section 3. Fiscal Year.* The fiscal year of the organization shall start July 1 and end June 30.

**ARTICLE V  
OFFICERS AND DUTIES**

*Section 1. Officers.* The officers of the Chico Friends of the Butte County Library shall consist of a president, vice president, treasurer and secretary.

- A. Officers shall be elected by vote of the members present at the Annual Meeting.
- B. Officers elected at the Annual Meeting shall assume office on July 1 for two-year, staggered terms: the president and secretary in even numbered years; the vice president and treasurer in odd-numbered years.
- C. Neither the secretary nor treasurer of the organization may serve concurrently as president.

*Section 2. President .* The president shall:

- A. Act as chair of the Board of Directors
- B. Supervise and direct the business and officers of the organization, subject to the control of the Board of Directors,
- C. Preside at meetings of the Board of Directors.

The president may have other powers and duties prescribed by the Board of Directors.

*Section 3. Vice president.* The vice president shall act in place of the president in the event of the president's absence or disability. The vice president may have other powers and duties prescribed by the Board of Directors.

*Section 4. Treasurer.* The treasurer shall:

- A. Keep and maintain records of accounts of the organization and make them available for inspection by any director
- B. Disburse funds, as directed by the Board.
- C. Present a statement of financial activity at meetings of the Board of Directors
- D. Prepare an annual financial report for Board approval and make the report available to the full membership.

The treasurer may have other powers and duties prescribed by the Board of Directors.

*Section 5. Secretary.* The secretary shall:

- A. Keep minutes of monthly meetings
- B. Keep minutes of the Annual and Special meetings.

The secretary may have other powers and duties prescribed by the Board of Directors

*Section 6. Removal of Officer.* Any officer may be removed without cause by majority vote at a general meeting of the membership.

*Section 7. Resignation of Office.* An officer may resign a position by submitting a letter of resignation to the president, who presents it to the Board. A president's letter of resignation would be submitted to the vice president.

## ARTICLE VI BOARD OF DIRECTORS

*Section 1. Duties and Powers.* The business and affairs of the Chico Friends of the Butte County Library shall be managed and all corporate powers exercised by the Board of Directors.

- A. The Board shall have the power to apportion its tasks among its members, e.g. publicity, membership, book sale, newsletter, and volunteers.
- B. The Board may also create ad hoc committees that may include people who are not members of the Board of Directors.
- C. The Board shall direct preparation of an annual financial report.
  - A. The report may be presented in the first issue of the *Chico Carrel* to be published after the close of the fiscal year (as noted above in Article V, Section 4).
  - B. The report shall include, the income and expenses of the organization and the principal changes in assets and liabilities.
  - C. The annual report shall be accompanied by either a report of an independent accountant, or by a statement of the treasurer that the report was prepared without audit from the books and records of the corporation.

*Section 2. Organization.* The Board of Directors shall consist of no fewer than seven nor more than nine members.

*Section 3. Officers and Ex-officio Members.*

- A. In addition to ordinary directors, membership on the Board of Directors shall include the president, vice president, treasurer, and secretary.
- B. The Librarian of the Chico Branch Library and the immediate past president of Chico Friends of the Butte County Library shall be ex-officio members. They shall not be counted toward the presence of a quorum nor have a vote.

*Section 4. Election or Appointment, Term of Office, Removal.*

- A. **Election.** Members of the Board of Directors shall be elected each year at the Annual Meeting by a majority of the members in attendance.
  - 1) Directors, including officers, may be nominated:
    - a. By the Board of Directors
    - b. By petition presented to an officer and signed by at least 2 percent of the voting power of the organization.
    - c. By any member present at the Annual Meeting.
  - 2) If there are more nominees than there are positions to fill, positions shall be filled in descending order of number of votes received by nominees, until all positions are filled.
- B. **Appointment.**
  - 1) The Board may appoint up to one-third of the number of directors.
  - 2) The Board may fill by appointment a vacancy on the Board for the unexpired portion of the term.
- C. **Term of members.**

Directors elected at the Annual Meeting shall assume office on July 1 for two-year, staggered terms. Three directors shall be elected in even-numbered years and two in odd-numbered years.
- D. **Removal from the Board.** Any director may be removed without cause by majority vote at a general meeting of the membership.

*Section 5. Meetings.* Regular meetings of the Board of Directors shall be held monthly at a time fixed at least annually by resolution of the Board. One, but not two successive regular meetings may be cancelled if there is insufficient business before the Board. Special Board meetings may be called by the president or one-third of the current membership of the Board. Meetings of the Board shall be open to members of the organization and the public at large.

*Section 6. Quorum, Proxies.* A quorum of the Board of Directors of the Chico Friends of the Butte County Library shall be necessary for the conduct of business.

- A. A quorum shall consist of a majority of the voting Board members.
- B. Proxies, which shall be in writing, may be used for the purpose of opening a meeting.
- C. If a quorum is present to start a meeting, members present may continue to transact authorized business even after the quorum is no longer present, if actions are approved by at least a majority of the members present at that meeting.

## ARTICLE VII ANNUAL AND SPECIAL MEETINGS

*Section 1. Purpose.* An Annual Meeting of the Chico Friends of the Butte County Library shall be held in the spring at the Chico Library, in order to:

- A. Elect officers and other directors, and
- B. Transact any other business identified in the meeting notice.

*Section 2. Dates.* The Annual Meeting shall be held in May, or at another time during the spring if the Board of Directors finds there is good cause to do so.

*Section 3. Special Meeting.* A Special Meeting of the membership shall be held if called by resolution of the Board of Directors or by the president or by petition signed by a least five percent of the members of the organization. Notice of a Special Meeting shall include at least the general nature of the business to be transacted. No matters other than those identified in the meeting notice may be voted on.

*Section 4. Notification.* Notice of any meeting of the general membership shall be sent to members no fewer than 10 or more than 90 days before the meeting. Such notice shall include the time and place of the meeting. The notice may be in the form of an article in the issue of the *Chico Carrel* that precedes the meeting.

The notice of the Annual Meeting shall include those matters that the Board intends to bring forth; no matters other than those may be voted on. The names of all nominees for Board of Directors to be voted on at the Annual Meeting shall be included in the notice.

*Section 5. Quorum.* Ten or more members, including any written proxies, shall constitute a quorum at any Annual or Special Meeting. If a quorum is present to start a meeting, members present may continue to transact authorized business even after the quorum is no longer present.

*Section 6. Voting.*

- A. Only members shall be entitled to vote at the Annual or Special meetings; the record date of membership is the day before notice of the meeting is mailed. Organizations that belong to the Chico Friends of the Library shall be entitled to only one vote.
- B. The president or designee may conduct voting by voice or written ballot, except that election of officers and directors shall be by secret written ballot if so requested by any member before voting begins. Written proxies may be used to establish the presence of a quorum, but may not be used to vote. In order to elect any individual or act on any other matter of business, the affirmative vote of a majority of the members present at the meeting shall be required.

*Section 7. Bringing Matters Before a Meeting.*

- A. Names to be considered at the Annual Meeting for election as officers or other directors of the Chico Friends of the Butte County Library shall be proposed as described in Article VI, Section 4.
- B. Other matters listed in the notice of meeting shall be proposed by the Board of Directors.
- C. Any topic may be brought up for discussion at a general meeting by any member in attendance, but voting shall be limited to matters identified in the meeting notice. Only members in attendance may vote at Annual and Special meetings.

## ARTICLE VIII RECORDS

*Section 1. Record.* The Chico Friends of the Library shall keep:

- A. Financial records
- B. Written minutes of Board, Annual, and Special meetings
- C. A membership list
- D. Originals or copies of its Articles of Incorporation and current Bylaws. A copy of the Articles and Bylaws shall be furnished to any member upon written request.

*Section 2. **Inspecting Records.*** Financial records and minutes of Board, Annual, and Special meetings shall be open to any member for inspection.

*Section 3. **Use of Membership Lists.*** Any member may inspect or copy the membership list upon a written request that states the member's purpose. The membership list may not be used by any person for any purpose not reasonably related to the person's interests as a member. If the Board reasonably believes that information from the list will be used for another purpose, it may deny access to the list. In general, the membership list may not be used without Board consent for any commercial purpose, sale to any third party, or solicitation of money.

## **ARTICLE IX AMENDING THE BYLAWS**

These Bylaws may be adopted, amended, or repealed by the Board of Directions, except as follows:

- A. No such action may adversely affect a member's voting rights.
- B. A Bylaws provision requiring more than a majority vote of the Board (or of the membership) cannot be changed without receiving the same proportion of vote from the board (or from the membership).
- C. A majority vote at an Annual Meeting of the membership is required to:
  - 1. change the maximum or minimum number of directors
  - 2. change the lengths of terms of directors
  - 3. expand or restrict proxy rights.

## CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am currently elected and acting as secretary of the Chico Friends of the Library, a California nonprofit public benefit corporation, and that the above Bylaws, consisting of six pages, are the Bylaws of the corporation as adopted by the Board of Directors on July 18, 2007.

Ann Elliott, Secretary

**Chico Friends of the Library**  
**Standing Rules**  
**Revised August 13, 2018**

*According to Robert's Rules of Order, Standing Rules are details of the administration of an organization, and they may be adopted or changed in the same way as any ordinary act of the organization.*

**General**

1. The *Articles of Incorporation* can be changed by the unanimous vote of the board with the proper legal requirements fulfilled to do so.
2. CFOL will purchase a gift for the library of an unspecified amount in honor of the speaker at the annual meeting.
3. Names on community room plaques honor donors who contribute \$1,000.
3. The Friends shall honor all donors who contribute \$1,000 or more by adding their names to the community room plaques.
4. The Chico Friends board shall be bolstered by a strong committee chair system. Everyone who heads an ad hoc committee or performs a special assignment for the board will be on the board's mailing list, will receive board minutes, will attend board meetings, and will take part in all discussion at those meetings.

**Book Sale**

The CFOL Board will pledge annually the amount of book sale earnings it will donate every month to the library book fund. *Note: The book fund includes books, media, and materials*

**Chico Carrel**

1. As a reporting mechanism to the membership of the CFOL and other library supporters, the *Chico Carrel* will contain reviews and commentaries from the Chico Branch Library staff, CFOL board and *Chico Carrel* staff.
2. Final selection of subject matter to appear in the *Chico Carrel* is left to the discretion of the *Chico Carrel* editor and CFOL board.
3. All volunteers at the Chico branch of the Butte County Library will receive a copy of the *Chico Carrel* regardless of membership in the CFOL.
4. Personal phone numbers, fax numbers or e-mail addresses are not to be published in the *Chico Carrel* without the express permission of the Board member whose name appears in any issue of the *Chico Carrel*.
5. The *Chico Carrel* shall be published quarterly in summer, fall, winter, and spring.

## Events

The events [program] chair or anyone organizing a CFOL event or program has the following responsibilities:

- Room reservation
- Room set-up and clean up
- Refreshments
- Background material for the publicity chair
- Acknowledgements

## Finance

1. In accordance with the Endowment Policy attached to these Standing Rules, the CFOL board will decide on the disposition of the prior year's interest—whether interest should go into the current general budget, or into an endowment. This policy is to be reviewed annually at the July board meeting.
2. The treasurer will make endowment reports to CFOL board in July and at other times as requested.
3. The Board voted to limit checking account to \$20,000, with additional monies moved into the USB investment account.
4. The treasurer is responsible for writing and sending thank you notes for memorials, bequests, and donations.
5. CFOL shall use an outside professional to manage its investment.

## Membership

Renewal notice and envelope shall be sent with the winter issue of the *Chico Carrel*.

## Secretary

The secretary will:

1. Give amended minutes to the historian [archivist].
2. Handle CFOL correspondence for the officers when asked to do so.
3. Maintain a supply of such materials as CFOL letterhead stationery, note cards and envelopes.

## Volunteer Recognition

1. CFOL will purchase a memorial gift for the library upon death of anyone with at least 1,000 hours of volunteer work.
2. ~~CFOL will give \$25 to the library book fund for every 100 hours of work by a volunteer.~~ *CFOL will report in the Chico Carrel the names of volunteers with 100 hour increments quarterly. (July 17, 2018)*

3. ~~CFOL will report in the Chico Carrel the names of volunteers with 500-hour increments.~~ *CFOL will report in the Chico Carrel the names of volunteers with 500 hour increments annually. (July 17, 2018)*

*(See July, 2018, minutes for board vote on change in volunteer recognition.)*

### **Fundraising**

1. Any fundraising effort that proposes to use the CFOL name (as, for example, in stating that some of the proceeds will be donated to the Friends), and that wishes the CFOL to agree to or cooperate in such usage, should be submitted in advance, in writing, to the CFOL Board of Directors for approval.
2. CFOL will endeavor to see that competing fundraisers do not overlap with one another.
3. It is understood that the CFOL does not commit itself to participation in a fundraiser merely by authorizing the use of its name.
4. Organizations wishing to use the name of the CFOL in solicitation appeals should supply this information:
  - a. Name of organization, officers, and contact person
  - b. Advance copies of advertising and public service announcements (where CFOL name is used).
5. Announcements, advertising, and solicitations would not imply that the fundraising is an activity of CFOL.
6. Percentage distribution of dollar goal to be raised for CFOL (or, through them, for the library) should be stated clearly in advertising, announcements, and solicitations. Vague claims, such as “Part of the proceeds will be donated to CFOL,” should be avoided.
7. Chico Friends of the Library may make a monetary donation to another organization only if the cause relates to the mission of our organization.

### **Archives/History**

The CFOL historian [archivist] maintains all CFOL archives, such as:

- Revised minutes of board meetings, both regular and extraordinary, as well as minutes of the annual meeting.
- Copies of the *Carrel*, which should be attached to the minutes of the board meeting closest to the date of issue.

### **Website**

CFOL will fund the annual registration fee for the CFOL website.

# Chico Friends of the Butte County Library Endowment Resolution

The Board of Directors of the Chico Friends of the Butte County Library hereto establish a permanent endowment policy as follows:

1. Any funds received, managed and accounted for as endowment funds shall have the principal balance of such funds retained by the Board of Directors of the Chico Friends of the Butte County Library on a permanent basis, without invasion of such principal, unless the endowment characteristics shall be appropriately terminated, in whole or in part, as provided for herein.

2. The income earned on such endowment funds shall be available not less often than annually to be expended on appropriate approved expenditures by the Chico Friends of the Butte County Library in pursuit of their charitable purpose.

3. Funds may be classified as endowments in either of the following situations:

A. Funds that have been received from an outside donor and identified by such donor as endowment funds provided the Board of Directors of the Chico Friends of the Butte County Library have agreed to accept such funds with the endowment characteristic attached.

B. Any funds that may be held by the Board of Directors without specific prohibition may be characterized as endowment and may be set aside as endowed funds by a majority vote of the Board of Directors.

4. Any funds that have been characterized by outside gift or by action by the Board of Directors as endowed funds shall be maintained, administered and accounted for separately from the operating funds of the Chico Friends of the Butte County Library, with the accounting and review of such funds being undertaken by the Board of Directors not less often than annually.

5. The endowed characterization of any funds may be amended or removed only as follows:

A. As to any funds that have been endowed by direction of an outside donor the Board of Directors shall have no power to amend or remove the endowment characteristic unless the Board of Directors shall, by unanimous vote of all those Directors voting, declare a true emergency and redesignate the funds to such emergency use, or unless the outside donor or its successor shall remove the endowment characteristic.

B. As to any funds that have been endowed by a vote of the Board of Directors such endowment characteristics shall be removed only by a vote of not less than seventy-five percent (75%) of the members of the Board of Directors eligible to vote on such motion and only upon the

finding by such voting members that there is a substantial and urgent situation requiring the removal of such endowment characteristic.

C. Any funds from which the endowment characteristic has been appropriately removed shall be returned to the general operating budget and accounted for with the operating funds for the current year.

6. The investment of any funds held as endowment shall be made by the Board of Directors acting as a Board or acting through an appropriately appointed investment committee. The investment guidelines for such funds shall strive to maximize the rate of return but, only to the extent a rate of return can be achieved consistent with safety and preservation of the principal portion of the funds.

7. The terms of this endowment policy may be amended or revoked by a vote of not less than seventy-five percent (75%) of the members of the Board of Directors eligible to vote.