

## Friends of the Palo Alto Library By-Laws

### ARTICLE I. NAME OF ORGANIZATION

Section 1. The name of this Corporation shall be Friends of the Palo Alto Public Library. The Friends of the Palo Alto Public Library shall also be known as “The Friends of the Palo Alto Library” or “FOPAL.”

### ARTICLE II. PURPOSES

Section 1. The purposes for which this Corporation is formed are:

- a) The specific and primary purposes are to maintain an association of people interested in enriching and publicizing the resources of the library, and to support library activities in the interest of the community.
- b) The general purposes and powers are to secure cooperative action in advancing the common purposes of its members, foster enjoyment of books within the community, to support and promote activities aimed to develop the Palo Alto Public Library as a constantly growing source of education and culture.

### ARTICLE III. MEMBERSHIP

Section 1. Membership shall be open to all persons, businesses and organizations sharing in the objectives of the Corporation as set forth in its Articles of Incorporation.

Section 2. Membership is obtained by the payment of annual dues, or lifetime membership, or other criteria, as set by the Board of Directors.

Section 3. Voting rights: Members in good standing can vote on issues presented to the membership at the General Meeting or special meetings as hereinafter set forth.

### ARTICLE IV. MEETINGS

Section 1. General and special meetings shall be open to the public.

Section 2. There shall be at least one General Meeting of the membership per year. The Annual General Meeting shall be held before the end of October at a time and place designated by the Board of Directors.

Section 3. Special meetings of the membership may be called by the President or by written petition of ten percent of the membership filed with the Secretary. Upon filing of said petition, it will be the duty of the President to call such a meeting within 30 days.

Section 4. Notice of General and Special Meetings shall be given in writing to the membership at least fifteen (15) days before such meetings. If an election is to be held, the proposed slate shall be included in the notice. In the case of Special Meetings, the general nature of the business to be transacted shall be included.

Section 5. A quorum at a general meeting of the membership shall be the number of members present.

Section 6. Meetings may be held at a place convenient to Board members and specified by the President. Meetings may also be held by conference telephone or similar communications equipment, so long as all members participating can hear one another. Action may be taken by the Corporation by the unanimous written consent of all members of the Board, individually or collectively. Such consents shall be filed with the minutes of the Board.

## ARTICLE V. BOARD OF DIRECTORS

Section 1. Nomination and Election:

- a) Nominating Committee: The Nominating Committee is elected by the Board and includes at least two Directors (not including the President) and one member-at-large. The nominating committee shall elect its own chair at their first meeting.
- b) Nomination: The nominating committee shall compile a slate of nominees for all the Directors' positions which are or will become vacant, and present it to the membership at the Annual General Meeting. Nominations from the floor are permitted.
- c) Election: Directors shall be elected by a majority vote of the members present at the Annual General Meeting.

Section 2. Number: The number of Directors shall not exceed 18. The Director of Libraries for the City of Palo Alto and/or a regular alternate named by the Director shall be an invited guest with voice at meetings.

Section 3. Powers: Subject to the Non-Profit Corporation Law of the State of California, all corporate powers shall be exercised by, or under authority of, and the business and affairs of FOPAL shall be controlled by, its Board of Directors.

Section 4. Terms of Office: Directors shall hold office for two years, with one-half of the Directors elected in alternate years. The term of office shall begin on January 1st.

Section 5. Quorum: For purposes of corporate action at Board Meetings, a quorum shall be one half of the occupied Directors' positions plus one.

Section 6. Vacancies: If any Director's or officer's position becomes vacant, the unexpired term may be filled by any member in good standing who has been nominated by the President and approved by the Board of Directors.

- a) If a Director fails to attend any three Board and/or General meetings within a twelve month period, his or her resignation is deemed to have been tendered. Such resignation may be accepted or rejected at the discretion of the President.
- b) Any Officer or Director may be removed from the Board with or without cause, by a two-thirds majority of votes cast by the Board at a meeting at which a quorum is present.

## ARTICLE VI. OFFICERS

Section 1. The officers of FOPAL, chosen from the Board of Directors, shall be President, Vice-President, Secretary, Treasurer, and Assistant Treasurer. FOPAL may have, at the discretion of the Board of Directors, such other officers as may be deemed necessary for FOPAL's operation.

Section 2. Election of Officers. Officers shall be elected by the membership at the Annual General Meeting. The Nominating Committee shall present a slate of candidates, and other candidates may be

nominated from the floor.

Section 3. Terms: Officers shall hold office for one year beginning on the first of January. No person shall serve more than three full consecutive terms in the same office.

Section 4. Duties of Officers: The duties and responsibilities of each officer shall be as defined in the Parliamentary Authority and Standing Rules.

Section 5. Vacancies.

a) President. If the office of President becomes vacant, the Vice President shall finish the President's term. If the Office of Vice President is also vacant, then the Board of Directors shall elect a new President.

b) Other vacancies. The President shall nominate candidate(s) to the Board of Directors for the Vacancies. The Board of Directors shall ratify the appointment(s).

c) Except on an interim basis, no person shall occupy more than one office at a time.

## ARTICLE VII - COMMITTEES

Section 1. Standing Committees. The Board shall appoint the following standing committees: Membership, Finance, Nominating, Book Sales, and Publicity/Public Relations.

Section 2. Other Committees. Committees may be created and dissolved by the Board as needed.

## ARTICLE VIII. CONFLICT OF INTEREST POLICY

Every director, officer and employee shall sign annually a conflict of interest policy as such is adopted by the Board.

## ARTICLE IX. INDEMNIFICATION

Section 1. For the purposes of this Article IX "agent" means any person who is or was a director or officer, employee, or other agent of the Corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" include without limitation reasonable attorneys' fees and expenses of establishing a right to indemnification.

Section 2. The Corporation shall have the power through its Board of Directors to indemnify any person who was or is a party or is threatened to be made a party to any action or proceeding by reason of the fact that such person is or was an Agent, to the maximum extent permitted by the California Nonprofit Public Benefit Corporation Law, against reasonable expenses, judgments, fines, settlements and other amounts incurred in connection with such proceeding.

Section 3. Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized by this Article IX.

Section 4. No provision made by the Corporation to indemnify its directors or officers for the defense of any proceeding whether contained in the Articles, Bylaws, a resolution of directors, an agreement, or otherwise shall be valid unless consistent with this Article IX.

Section 5. The indemnification granted to an Agent in Section 2 is conditioned on the findings being made by: (a) the Board by a majority vote of a quorum consisting of Directors who are not parties to the proceeding; or (b) the court in which the proceeding is or was pending to the effect that the Agent seeking reimbursement acted in good faith, in a manner he or she reasonably believed to be in the best interest of the Corporation, and, in the case of a criminal proceeding, he or she must have had no reasonable cause to believe that his or her conduct was unlawful.. Such determination may be made on application brought by the Corporation or the Agent or the attorney or other person rendering a defense to the Agent, whether or not the application by the Agent, attorney, or other person is opposed by the Corporation.

Section 6. The Corporation shall have power to purchase and maintain insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Article; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

#### ARTICLE X. AMENDMENT OF BY-LAWS

Section 1. These by-laws may be amended by the affirmative vote of a majority of the Board of Directors.

Amended 10/14/1980;  
Amended 01/13/1986;  
Amended & Revised 11/01/1986;  
Amended & Revised 02/14/1994;  
Amended & Revised 10/16/1995;  
Amended & Revised 12/06/1995;  
Amended & Revised 11/03/1998;  
Amended & Revised 07/10/2002;  
Amended & Revised 10/01/2003;  
Amended & Revised 02/11/2009;  
Amended & Revised 10/30/2013;  
Amended & Revised 2/19/2016