

FRIENDS OF THE PALO ALTO  
LIBRARY  
BY-LAWS

**1. NAME OF ORGANIZATION**

- 1.1. The name of this Corporation shall be Friends of the Palo Alto Library. The Friends of the Palo Alto Library shall also be known as "FOPAL."

**2. PURPOSES**

- 2.1. The purposes for which this Corporation is formed are:
- 2.1.1. 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.
- 2.1.2. 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 City Library as a constantly growing source of education and culture.

**3. MEMBERSHIP**

- 3.1. 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.
- 3.2. Membership is obtained by the payment of annual dues, or lifetime membership, or other criteria, as set by the Board of Directors.
- 3.3. 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.

**4. MEETINGS**

- 4.1. General and special meetings shall be open to the public.
- 4.2. 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
- 4.3. 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.
- 4.4. 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.

- 4.5. A quorum at a general meeting of the membership shall be the number of members present.
- 4.6. 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.

## **5. BOARD OF DIRECTORS**

### **5.1. Nomination and Election:**

- 5.1.1. Nominating Committee: The Nominating Committee is elected by the Board and includes at least two Directors and one member-at-large. The nominating committee shall elect its own chair at their first meeting.
- 5.1.2. 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.
- 5.1.3. Election: Directors shall be elected by a majority vote of the members present at the Annual General Meeting.

### **5.2. Number:** The number of Directors shall be between 9 and 15. The Board shall determine the precise number for the following year by July 31 of each year. If beginning January 1, 2026, there are more than 15 directors, the Board shall invite resignations to reach no more than 15. In the absence of sufficient resignations, the Board shall not nominate a slate that will cause the Board to exceed 15 for the year beginning January 1, 2027, unless that would cause directors in place on January 1, 2025, who have chosen not to resign to serve less than six years. By January 1, 2029, all directors will be subject to the maximum six years. The Director of Libraries for the City of Palo Alto and/or an alternate named by the Director shall be an invited guest with voice at meetings.

### **5.3. 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.

### **5.4. Terms of Office.** Directors shall hold office for a term of two years. No director shall be elected for more than three consecutive terms, after which they may not be reelected until a full calendar year has passed. Directors in office beginning January 1, 2025, shall have their number of terms begin on January 1, 2025. For directors elected for terms beginning January 1, 2026, half shall have terms of one year and the other half shall have two-year terms. Thereafter terms shall be for two years. Any director serving a minimum of 425 days of a two-year term shall be considered to have served a full term for purposes of reelection. The term of office shall begin on January 1st. The office of Treasurer shall be exempt from these term limits.



- 5.5. Quorum: For purposes of corporate action at Board Meetings, a quorum shall be one half of the occupied Directors' positions plus one.
- 5.6. 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.
  - 5.6.1. 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.
  - 5.6.2. 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.
- 5.7. Meetings
  - 5.7.1. Board meetings will be held at a time and place usually determined by the Board at its first meeting in the calendar year and as noticed monthly.

## **6. OFFICERS**

6.1. 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.

6.2 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.

6.3 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. If an officer starts a term beginning on or after July 1 due to a vacancy, the partial year does not apply towards the three-year limit. The office of Treasurer shall be exempt from term limits.

6.4 Duties of Officers:

6.4.1 President The President of Friends of the Palo Alto Library shall be the chief executive officer and shall preside at all meetings of the membership and Board of Directors, be ex-officio member of all committees, shall direct and administer the business of the Corporation, shall see that all orders and resolutions of the Board of Directors are implemented, and shall exercise such other powers and perform such other duties and acts as shall be approved by the Board of Directors.

6.4.2 Vice President The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President shall perform other duties as needed at the direction of the President.



As agreed among the officers from time to time, the Vice President may be chair of the Book Sale Committee and may head the Personnel Committee.

6.4.3 Secretary The Secretary shall be responsible for:

6.4.3.1 issuing meeting agendas and other notices;

6.4.3.2 taking minutes of all meetings of the membership and Board of Directors and depositing them in the Repository and with the Webmaster;

6.4.3.3 ensuring that copies of the Articles of Incorporation, By-laws, and the latest edition of Robert's Rules of Order are available physically or electronically at all meetings;

6.4.3.4 keeping the By-laws up-to-date on the FOPAL website;

6.4.3.5 depositing pertinent documents such as policies, in addition to the Board minutes, in the FOPAL Board repository;

6.4.3.6 other tasks as directed by the President and the Board of Directors

6.4.4 Treasurer The Treasurer is responsible for safeguarding the Corporation's financial assets. He or she is in charge of all fiduciary and financial matters with all of the attendant powers and responsibilities, and shall keep the membership and the Board of Directors informed of the financial condition of the Corporation. The Treasurer shall manage the work of the Assistant Treasurer and bookkeeper.

6.4.5 Assistant Treasurer The Assistant Treasurer shall perform such duties as assigned by the Treasurer. The Assistant Treasurer shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer. The Assistant Treasurer usually is responsible for cash preparation prior to the sale and for overseeing counting, recording, depositing funds, and reporting book sale results to the Treasurer.

6.4.6 Individual Directors have no authority to speak publicly on behalf of the Board of Directors on any matter without the expressed consent of the Board of Directors

6.5 Vacancies.

6.5.1 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.

6.5.2 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).

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

## 7. COMMITTEES

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



**7.1.1 Book Sale Committee:** Responsible for liaison between the Director of Volunteer & Community Engagement and the Board and for bringing to the Board any book sale issues that need Board attention.

**7.1.2 Personnel Committee:** Responsible for complying with personnel laws and regulations and for conducting the annual reviews of employees.

**7.1.3 Nominating Committee:** The Nominating Committee consists of at least two sitting Directors, the President as an ex-officio member and at least one non-Board member. Committee members should be selected at the Board's first meeting of the calendar year. The Committee's charge is to recruit nominees to fill vacant positions on the Board of Directors and nominate candidates to serve as Officers of the Corporation. A draft slate of candidates must be submitted to the Board by its July meeting and to the membership along with the announcement of the date of the Annual Meeting. The officers shall be responsible for transitioning new officers to their positions.

**7.1.4 Finance Committee:** The Finance Committee includes the Treasurer as Chair, Assistant Treasurer, and as many other Directors as wish to participate. The Committee shall meet as needed, but no less frequently than annually, to review and discuss matters related to the Corporation's financial affairs. Recommendations shall be made by the Treasurer to the Board on an annual operating budget (to be approved by the Board at the May meeting), Palo Alto City Library grant requests, any usage of funds from the Endowment Fund or The Fund for the Future, along with any changes to the management of financial assets.

**7.1.5 Membership/Monetary/Donations Committee:** The Membership/Monetary Donations Committee meets as considered necessary by the Membership/Monetary Donations Chair to consider methods for maintaining and increasing the Corporation's membership. In connection with this general goal, this committee coordinates membership drives and plans membership-related activities and events, reviews changes in the dues schedule, and considers how to enhance benefits to members. The Chair, appointed by the Board, is responsible for maintaining the membership/monetary donations database. The Membership/Donations chair works closely with the President in thanking certain donors.

**7.1.6 Publicity/Public Relations Committee:** The Publicity/Public Relations Committee meets as needed to organize publicity for FOPAL, both to the membership and the general public. The committee includes the Public Relations Chair chosen by the Board who organizes publicity, prepares and distributes press releases, provides information to news media as necessary and as requested by the Board. Any other



interested Director or member may assist the Committee. A Foreword editor is responsible for all tasks involved in the timely publication of that newsletter. The electronic newsletter editor is responsible for all aspects of the regular appearance of the email newsletter.

**7.1.7 Technology Committee:** The Technology Committee meets as needed to oversee FOPAL's hardware and software assets and resolve technology-related issues. Its responsibilities include ensuring the documentation of key technical processes and evaluating, recommending, and implementing new and/or replacement technology assets as needed. The committee shall consist of at least one board member and include other volunteers as needed.

**7.2 Other Committees.** Committees may be created and dissolved by the Board as needed.

## **8 FISCAL MATTERS**

- 8.1** Directors are authorized to spend up to \$150.00 per month to meet unbudgeted expenses necessarily incurred in the ordinary conduct of their activities on behalf of the Corporation. A signed expense report, including original receipts, must be submitted to the Treasurer to obtain reimbursement.
- 8.2** The President has discretion to spend or grant approval for expenditures of up to \$500 without the prior approval of the Board of Directors. Expenditures of over \$500 need Board approval, unless such expenditures are approved as a part of the annual budget approval process.
- 8.3** Two signatures or check approvals are required on checks written over \$1,000 unless they are being issued for previously Board approved contracts or grants or any budgeted payments.
- 8.4** A qualified individual or organization shall be engaged to make a review of the Corporation's financial statements at least every three years.
- 8.5** Fiscal Year: The fiscal year of the Corporation shall begin on July 1<sup>st</sup> and end on June 30<sup>th</sup>.
- 8.6** Financial Commitments: No member, Director, Committee, or Officer shall have the power to make financial commitments or decisions affecting the Corporation as a whole over and above the powers specifically granted by the By-laws, or policies approved by the Board or the Membership.
- 8.7** Library Grants
  - 8.7.1** The Library shall provide annually grant requests for specific projects, which shall be reviewed by the Finance Committee and considered for approval by the Board.
  - 8.7.2** All awarded grant funds must be spent in the fiscal year for which awarded.



- 8.8** The Corporation shall not fund on a continuing basis expenditures that go outside the community
- 8.9** Marketable Securities: The Corporation shall sell all donated securities as soon as they are received.

## **9 FUNDS**

### **9.1 ENDOWMENT FUND POLICY**

- 9.1.1** Purpose: The Endowment Fund is established to accumulate funds to be used for extraordinary projects benefiting Palo Alto's Libraries that cannot be financed by other FOPAL resources. The Endowment Fund is to be invested in a portfolio of marketable securities and/or financial instruments that will preserve and increase its principal.
- 9.1.2** Management: The Treasurer, with the assistance of the Finance Committee, is responsible for monitoring the Fund and its investments, considering suggested applications for use of the Fund, and making recommendations concerning the Fund to the Board of Directors. The Endowment Fund financial status will be included in the monthly Treasurer's Report to the Board.
- 9.1.3** Contributions to the Fund: The Endowment Fund may be added to from any of the following sources:
  - 9.1.3.1** Designated contributions for the Endowment Fund;
  - 9.1.3.2** Transfers from the General Fund as approved by the Board
- 9.1.4** Disbursements: The Director of the Palo Alto City Library or any member of FOPAL may propose to the Board a suitable purpose for disbursements from the Endowment Fund. Disbursements from the Fund must be approved by a majority vote of the Board of Directors.

### **9.2 Fund for the Future**

- 9.2.1** Purpose: The FOPAL Fund for the Future is established to accumulate a reserve to be used for ensuring the continuity and growth of the Friends of the Palo Alto Library's activities. It is essential to make sure that FOPAL will always have adequate resources to hold a monthly book sale and maintain its other day to day activities, even in the case of an emergency or other significant event. The Fund can provide capital for improvements and other major expenses that cannot be financed from any other source.
- 9.2.2** Sources of Funding: The FOPAL Fund for the Future is funded as directed by the Board from time to time. Gifts and donations can also be



accepted.

- 9.2.3** Fund Management: The Fund is invested in financial instruments selected by the Treasurer with the approval of the Finance Committee. The Treasurer is responsible for reporting and tracking the Fund's assets.

### **9.3 Special Gifts and Restricted Funds**

- 9.3.1** Special gifts are donations for specific Library acquisitions or programs that are held by FOPAL for the Library until the acquisitions or programs have been completed. These gifts are considered "temporarily restricted" under non-profit accounting rules, which means that the gift can only be used for the purpose for which the money is given to the Friends.
- 9.3.2** Each special gift is maintained and tracked separately by the Treasurer of FOPAL. Donations are tax deductible to the donor to the extent allowed by law. Fund-raising and administrative expenses for special gifts will be paid out of FOPAL's general funds and no deduction for these expenses will be made from the original amount of the donation.

## **10 CONFLICT OF INTEREST**

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

## **11 INDEMNIFICATION**

- 11.1** For the purposes of this Section 12 "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.
- 11.2** 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.
- 11.3** 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.

**11.4** 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.

**11.5** The indemnification granted to an Agent in Section 12.2 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.

**11.6** 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.

## **12 AMENDMENT OF BY-LAWS**

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;  
Amended & Revised 3/14/2018;  
Amended & Revised 4/12/2023  
Amended & Revised 1/8/2025