Bylaws for Citizens for a Library, Inc.

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1. Name and Office

The name of the organization is Citizens for a Library, Inc. (CFAL). The principal office of CFAL is the mailing address of its President.

2. Purpose

Citizens for a Library, Inc. (CFAL) is a non-profit foundation, established in Boise, Idaho, with the following goals:

a. Advocate with community leaders, including City Council and Library Trustees to construct a West Boise library branch.
b. Raise money for a public library branch on the west side of Boise, Idaho.
c. Promote literacy and the value of libraries in the community.

3. Membership

3.1 Types of Members

i. Member: anyone who has signed our petition for a library in West Boise.
ii. Contributing Member: anyone who has contributed time or money to CFAL, as recorded by the Secretary, see below.
iii. Active Member: anyone who has attended a board meeting in the last year.
iv. Board Member: member of the Board of Directors. Only board members have voting rights at meetings. A board member is also known as a “director”.

3.2 Revocation

i. Membership may be revoked at the request of the member.
ii. Membership may be revoked by a majority vote of the Board of Directors, with cause recorded in meeting notes.

3.3 Voting

Only Board Members vote. Each Board Member has one vote, and voting by proxy is not permitted.

3.4 Nondiscrimination

CFAL will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of its policies, recommendations, or actions.

4. Board of Directors

4.1 Board roles

President

Director of the organization. Leads the organization in pursuit of the purpose named above. Works with other board members to carry out the purposes named above as a team.

Vice President

In the absence of the President, or if the President is unable or unwilling to act, the Vice President performs the duties of the President with the same powers and restrictions. The Vice President also performs other duties usual to the office.

Secretary

1. Secretary shall take attendance at meetings.
2. Meeting agendas. The secretary:
    a. Shall prepare an agenda for the meetings, including old business and new agenda topics requested by board members. Agendas will be published alongside meeting announcements at citizensforalibrary.org.
3. Meeting notes. The secretary:
    a. Shall record any motions, whether they pass or fail.

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b. Shall record authorization of expenditures in meeting notes.
c. Shall request approval of prior meeting minutes and maintain these records.

4. Shall maintain all records at a location accessible to board members.
5. Shall keep the membership and contact list.
6. Shall maintain a record of which membership categories (Member, Contributing Member, Active Member, Board Member) each person falls into, and keep it current.
7. Shall see that notices are provided as required by these Bylaws.
8. Shall publish meeting minutes to board members within seven days of each meeting, marked as draft until approved.

Treasurer

1. The Treasurer shall keep full and accurate account of accounts, receipts and disbursements in financial records belonging to CFAL.
2. Shall present current financial records at each board meeting.
3. Shall ensure that funds are used properly and only in pursuit of the purposes mentioned above.
    a. Expenditures shall typically be approved during board meetings in advance.
    b. Expenditures not approved in advance must be approved by the board of directors during a meeting, otherwise the member who incurred the expense is responsible to reimburse CFAL.
4. Shall deposit all funds in an account in the name of CFAL.
5. Shall present an annual financial report at the annual meeting.
6. Shall prepare required filings:
    a. Once non-profit status is obtained from the IRS, Form 990 shall be filed by May 15th each year.
    b. Form 990 shall be reviewed and approved by all Board Members.

Member at Large

A full voting director on the board, but not one of the roles named above.

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Future roles

A future role may be created by majority vote of the Board.

4.2 Term

Board members shall serve for 1-year terms.

4.3 Resignation

A board member may resign before the completion of their term by notifying other board members in writing.

4.4 Size

The board shall have a minimum of 3 members and be limited to 7 members.

4.5 Qualifications

Directors must be members of CFAL, must live in the City of Boise, and must be at least 18 years old.

4.6 Appointments

An appointment to an open board position may be made at any meeting with the majority vote of the Board.

4.7 Elections

At the annual meeting of members, all members who are willing to serve as Board Members shall be elected by board approval. In the event more than 7 members are interested in serving, elections will be held to determine Board Members. Members of the Board will convene and vote amongst themselves to determine roles on the board. Any member may nominate another member or themselves. The Board shall choose officers within one week of the annual meeting.

4.8 Representation of CFAL

No director, member, or volunteer may state to any public agency, the media, or any other person or organization that they represent the views of CFAL unless the Board has authorized the statement by majority vote and the authorization is recorded in the meeting notes.

The Board speaks for CFAL. If the Board cannot reach consensus on a position, no position shall be stated on behalf of CFAL. A summary of dissenting views shall accompany any statement, indicating there is no position, which CFAL presents to the City or another agency.

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4.9 Removal and Attendance

A director may be removed by a two-thirds vote of the other directors then in office, at a meeting called and noticed for that purpose.
A director who has more than three consecutive unexcused absences from Board meetings is automatically removed from the Board. A director who falsely represents CFAL, contrary to the Representation of CFAL section, is also automatically removed.

4.10 Compensation

No director receives income from service on the Board or from activities authorized by the Board. Directors may be reimbursed for expenses authorized by the Board.

4.11 Conflict of Interest

A director who has, or may have, a direct or indirect conflict of interest in a matter before the Board must disclose all relevant facts to the Board.

i. The director must abstain from voting on the matter.
ii. The Board may approve the matter only after the director's interest and all material facts have been disclosed, and only by the affirmative vote of a majority of the directors who have no direct or indirect interest in it, with a quorum present.
iii. A matter in which a director has a conflict of interest may not be authorized by a single director.
iv. Failure to disclose a conflict of interest, or to abstain from voting, is grounds for removal.

4.12 Indemnification

To the fullest extent permitted by law, CFAL will indemnify any person who is made, or threatened to be made, a party to an action, suit, or other proceeding because they are or were a director, officer, volunteer, or agent of CFAL.

5. Committees

Notwithstanding the board size limitation of 7 voting members, committees may be established with no restriction on size.
A committee may be established by the Board, or considered by the Board at the request of any five members. Committees make recommendations to the Board

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and may act for CFAL only if the Board delegates that authority. Examples include fundraising, outreach, and advocacy committees.

6. Meetings

6.1 Cadence

Regular meetings shall be held monthly. An annual meeting will be held in November.

i. The Board may vary this meeting frequency as deemed necessary, meeting more or less frequently.
ii. The annual meeting is mandatory, it may not be cancelled, though if scheduling is problematic, it may be moved to December.

6.2 Special Meetings

Special meetings of the Board may be called by the President, the Vice President, or any two directors. A special meeting of the members may be called by the Board, or at the written request of ten members. Written notice of a special meeting shall be given at least 72 hours in advance.

6.3 Agendas

Members will discuss how to best pursue the goals of CFAL and progress in reaching those goals.

i. Previous meeting minutes shall be approved.
ii. Financial records will be reviewed.
iii. New business (agenda items submitted previously) shall be discussed.
iv. Old business shall be discussed.
v. The meeting shall be adjourned by consensus.

6.4 Notifications

The meeting schedule will be published at citizensforalibrary.org, including date, time, and location of each meeting. Members who have subscribed to the meetings mailing list will receive notices about meetings.
Notice of each meeting, including its agenda, shall be published at least 72 hours in advance (at least seven days for the annual meeting) through at least two channels, such as the website, the meetings mailing list, or social media. The Board shall use the same channels consistently so members know where to find notices.

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Any member may add an item to the agenda by submitting it in writing to any director at least 24 hours before the meeting.
Members shall be notified of proposed changes to these Bylaws at least seven days before the meeting at which they will be considered.

6.5 Open Meetings

CFAL will conduct its meetings in the spirit of Idaho's open meeting law: Board meetings are open to any member, agendas are published in advance, and minutes are made available to members.

6.6 Quorum and Voting

A quorum of the Board is a majority of the directors then in office.
Actions of the Board require the affirmative vote of a majority of the directors then in office, unless these Bylaws state otherwise. Wherever these Bylaws refer to approval by a majority of the Board or of the Board of Directors, this standard applies.
If a quorum is not present, the directors present may take informal action only if the minutes state that a quorum was not present and the action is ratified at a later meeting at which a quorum is present.
A director who abstains because of a conflict of interest counts toward the quorum, but the required majority is calculated excluding that director.

6.7 Rules of Order

Meetings of the Board and of the members follow Robert's Rules of Order (Newly Revised), in the simplified form used by small boards, except where these Bylaws say otherwise. These Bylaws, including the quorum and voting rules above, take precedence over Robert's Rules. The key points are:

i. Business is conducted by motion: a member makes a motion, another member seconds it (not required in groups of twelve or fewer), the chair states it, the group discusses it, and the chair then calls for a vote.
ii. Only one main motion is considered at a time. A proposed change to a pending motion (an amendment) is voted on before the motion itself.
iii. Votes are taken by voice or show of hands. Any director may ask for a count or a recorded vote.
iv. Any director may call a point of order if the rules are not being followed, and the chair rules on it.

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v. The Secretary records each motion and whether it passes or fails.

7. Donations

7.1 Donation records

Donations by members will be recorded by the Treasurer. The name, email address, phone number, and address of all donors will be recorded with the donation.
The donor shall indicate if their donation shall remain anonymous outside of CFAL.

7.2 Acknowledgement

CFAL will send each donor a written acknowledgement of all monetary donations received during the calendar year. Acknowledgements will be sent in January, after the close of each calendar year, and the Treasurer is responsible for seeing that this is done.
Each acknowledgement will state the date and amount of each donation and whether any goods or services were provided in exchange.

7.3 Gift Acceptance

Gifts other than cash or check require advance approval by a majority of the Board.

8. Maintenance of Funds

8.1 Financial Institution

Funds shall be held only at a financial institution approved by a majority of the Board of Directors.

8.2 Investment Restrictions

Funds may only be held in a checking or low-risk investment account (CD, Savings).

8.3 Audit

An annual audit of all expenditures shall be conducted by the Treasurer with at least one other board member. This will be done in advance of or in conjunction with preparation of the IRS Form 990.

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9. Disbursement of Funds

9.1 Authorization

Spending of funds shall generally be authorized in advance by majority vote of the board; expenditures in arrears shall be approved through a majority vote of board members. See responsibilities of Treasurer.

9.2 Check Signatures

Checks shall require signatures of two board members. Electronic payments shall require approval by two board members before they are made.

9.3 Use of Funds

As the primary goal of CFAL is to promote literacy and help bring a library branch to the City of Boise, disbursement to the City of Boise (City) or the Boise Public Library Foundation (BPLF) shall only be made after a written explanation is received from the City or BPLF explaining how the funds will be used. This explanation is to be approved by the Board of Directors.

10. Communication

10.1 Outgoing

Mailing lists (e-mail) will be maintained for:

i. General announcements
ii. Meetings

Members may subscribe to a mailing list through citizensforalibrary.org, or by contacting the secretary.

10.2 Incoming Email

A mailing list (e-mail) allowing anyone to communicate with Board Members will be published at citizensforalibrary.org, under “Contact Us”. This email address will be visible only after passing a CAPTCHA.
Any board member may respond and will cc the same mailing list to provide visibility of their response to all Board Members.

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11. Privacy

The names of members or their contact information shall not be shared outside of board members without permission by the member.
Note that when an individual signs the petition, they grant permission to share their name and address with the City Council, Library Staff, and Library Board of Trustees, of Boise, to whom the petition, establishing membership, is directed.

12. Grievances

A member adversely affected by an action of the Board may submit a written complaint to any director within 14 days of the Board meeting at which the action was taken.
The Board will consider the complaint at its next meeting, or at a special meeting called for that purpose, and will respond to the member in writing within 14 days of considering it. A director with a personal interest in the complaint shall not vote on it.

13. Whistleblower Policy

CFAL expects its directors, officers, and volunteers to act honestly and to follow the law and these Bylaws. Anyone who reasonably believes that CFAL, or a person acting for it, has violated the law, these Bylaws, or CFAL's financial controls (including any misuse of funds) should report it promptly.
A report may be made orally or in writing to any director. A report that involves a director shall be made to a director who is not involved.
The Board shall review each report promptly, using directors who are not involved in the matter, and shall take appropriate action. Reports and their outcomes shall be kept in confidential records, and the identity of the person reporting shall be kept confidential to the extent possible.
No one shall be retaliated against, including by removal from membership or from the Board, for making a report in good faith or for helping with a review. A director who retaliates is subject to removal under these Bylaws.

14. Records Retention

All financial records shall be preserved for the duration of CFAL. All other records shall be preserved for a minimum of three years.
No record shall be destroyed while it relates to a pending or anticipated legal matter, audit, or government inquiry.

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15. Amendments and Visibility

15.1 Visibility

These Bylaws will be published at citizensforalibrary.org.

15.2 Amendments

Amendments to these Bylaws may be made by a two-thirds vote of the directors then in office. Proposed changes will be discussed in a meeting; the Board must approve new Bylaws in the next meeting in their ready-to-publish form by the same vote.

15.3 Severability

If any provision of these Bylaws is found to be invalid or unenforceable, the remaining provisions stay in effect.

16. Dissolution

If the goals of CFAL are met, or if there is insufficient leadership to continue operating, CFAL will be dissolved. Upon dissolution, debts and obligations shall be paid first. Any remaining assets shall be distributed to the Boise Public Library Foundation, a 501(c)(3) organization under the Internal Revenue Code, or to the City of Boise, for public purposes, as decided by the Board.

17. Document History

The Secretary shall keep a record of each adoption and amendment of these Bylaws, with its date and a summary of the change.

Name	Position	Date
_____	_____	_____
_____	_____	_____
_____	_____	_____
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Date	Change	Reason
Nov 12, 2026	Initial Version	

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