

**RESTATED BYLAWS**  
**OF**  
**FRIENDS OF THE PACIFIC GROVE PUBLIC LIBRARY, INC.**

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## **ARTICLE I OFFICES**

**Section 1.1 Principal Office.** The principal office of this corporation shall be located at 550 Central Avenue, Pacific Grove, California 93950, or at such other address as the board of directors shall from time to time determine. The board of directors is granted full power and authority to change the principal office from one location to another. The corporation may establish or maintain additional offices at such other places as the board of directors may determine.

## **ARTICLE II PURPOSES**

**Section 2.1 General and Specific Purposes; Limitations.** This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. This corporation is organized under the California Nonprofit Public Benefit Corporation Law exclusively for charitable and educational purposes within the meaning of Internal Revenue Code §501(c)(3) or the corresponding section of any future United States internal revenue law. Specifically, this corporation is organized for purposes of (i) maintaining an association of persons interested in the Pacific Grove Public Library, (ii) focusing public attention on the Pacific Grove Public Library, (iii) stimulating the use of the Pacific Grove Public Library's resources and services, (iv) soliciting and encouraging gifts, endowments and bequests for the benefit of the Pacific Grove Public Library, (v) supporting and cooperating with the Pacific Grove Public Library in developing library services and facilities for the community; and (vi) supporting the freedom to read as expressed in the American Library Association Library Bill of Rights.

Notwithstanding any other provision of these bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise and powers that are not in furtherance of the purposes of this corporation, and this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Internal Revenue Code §501(c)(3) or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Internal Revenue Code §170(c)(2) or the corresponding provision of any future United States internal revenue law.

**Section 2.2 Dedication of Assets.** The corporation's assets are irrevocably dedicated to charitable and educational purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall enure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed (i) Pacific Grove Public Library Foundation, a California nonprofit public benefit corporation, provided such corporation is and remains organized and operated exclusively for charitable and/or educational purposes and remains tax exempt under Internal Revenue Code section 501(c)(3) (or the corresponding provisions of any future United States internal revenue law), (ii) any other charitable organization (or organizations) formed for purposes of providing financial support to the Pacific Grove Public Library, provided such organization (or organizations) are organized and operated exclusively for charitable and/or

educational purposes and are tax exempt under Internal Revenue Code section 501(c)(3) (or the corresponding provisions of any future United States internal revenue law), (iii) the Pacific Grove Library Trust Fund established by the City of Pacific Grove, or (iv) the City of Pacific Grove for use in its public library system. In the event none of the above named organizations remain in existence, upon the dissolution or winding up of this corporation, its assets remaining after paying or adequately providing for the debts, obligations and liabilities of the corporation, shall be distributed to such organization (or organizations) organized and operated exclusively for charitable or educational purposes which has (or have) established its (or their) tax exempt status under Internal Revenue Code section 501(c)(3) or the corresponding provisions of any future United States internal revenue law.

**Section 2.3. Governing Law.** The provisions of the California Nonprofit Public Benefit Corporation Law (sometimes referred to herein as the “Law”) shall govern the conduct of the affairs of the Corporation, except as otherwise provided or modified herein or in the articles of incorporation to the extent permitted by the Law.

### **ARTICLE III MEMBERSHIP**

**Section 3.1 Members.** This corporation shall have two (2) classes of members designated as follows.

(a) Regular Members. Any person of the age of 18 years or older, any family with a family member of the age of 18 years or older, and any business, firm or organization, including, without limitation, any proprietorship, corporation (whether for profit or nonprofit), partnership, limited liability company or unincorporated association, is eligible for membership as a “Regular Member” upon approval by the Corporation of the membership application submitted and on timely payment of such dues as the board of directors may fix from time to time for Regular Members.

(b) Life Members. Any person of the age of 18 years or older shall be eligible for membership as a “Life Member” upon approval by the Corporation of the membership application submitted and on timely payment of such dues as the board of directors may fix from time to time for Life Members.

**Section 3.2 Membership Rights.** Regular Members and Life Members in good standing shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially of the corporation’s assets, on any merger, consolidation or other corporate transaction requiring the approval of the members under the California Nonprofit Benefit Corporation Law and on any election to dissolve the corporation. Charter Members and Regular Members shall have such other rights as are afforded to members under the California Nonprofit Benefit Corporation Law.

**Section 3.3 Membership Dues.** Each Regular Member must pay, within the time established by the board of directors, the dues fixed from time to time by the board of directors and such fees as may be established from time to time for participation in the corporation’s activities.

Life Members must pay, within the time frame established by the board of directors, the fees fixed from time to time by the board of directors for participation in the corporation's activities.

**Section 3.4 Members in Good Standing.** Members who have paid all required dues and fees and have not otherwise been suspended or had their membership terminated by the board of directors shall be members in good standing.

**Section 3.5 Termination of Membership.** A membership shall terminate on the occurrence of any of the following events:

- (a) Resignation of the member;
- (b) Expiration of the period for membership, unless the membership is renewed on the renewal terms fixed by the board of directors;
- (c) The member's failure to pay any dues or fees within the time period established for payment by the board of directors;
- (d) At the election of the board of directors if any other event renders the member ineligible for membership; or
- (e) Termination of the member under Section 3.6 below based on a good faith determination by the board of directors that a member has failed to observe any rules established by the board of directors from time to time or has engaged in any other conduct the board of directors determines is seriously prejudicial to the corporation's reputation, purposes or interests.

**Section 3.6 Termination or Suspension of Membership.** A member may be suspended or his or her membership terminate based on a good faith determination by the board of directors that he or she has failed to observe any rules established by the board of directors from time to time or has engaged in any other conduct the board of directors determines is seriously prejudicial to the corporation's reputation, purposes or interests. A person whose membership is suspended shall not be a "member" and shall have no voting rights during the period of suspension. The board of directors shall give the member at least 15 days' prior notice of suspension or termination and the reason for the proposed suspension or termination. Notice may be given by first class or registered mail sent to the last address of the member in the corporation's records or by electronic mail to the last email address provided by the member. The member shall be given the opportunity to be heard, either orally or in writing, at least 5 days before the effective date of the suspension or termination. Any action challenging a suspension or termination, including an action based upon defective notice, shall be commenced within one year after the date of suspension or termination.

**Section 3.7 Memberships Not Transferable.** No membership or right arising from membership shall be transferred, except as provided herein. The membership rights of all individual members shall cease on the death of a member. The membership rights of any member that is a business, firm or organization shall inure to the benefit of any successor in interest to such business, firm or organization by merger, reorganization or operation of law.

**Section 3.8 Annual Meeting.** A general meeting of members shall be held in January of each year at such time and place as the board of directors may determine. Unless elected by written ballot, directors shall be elected at the annual meeting of the members. Subject to Sections 3.12 and 3.13 of these bylaws, any other proper business may be transacted at the annual meeting of the members.

**Section 3.9 Special Meetings.** The board of directors, the Chair of the Board, if any, or the President, the Vice President, the Chief Financial Officer, two (2) or more directors, or five percent (5%) or more of the members may call a special meeting of the members for any lawful purpose at any time.

**Section 3.10 Procedure for Calling Special Meeting.** A special meeting called by any person entitled to call a special meeting of the members shall be called by written request specifying the general nature of the business proposed to be transacted and addressed to the attention of and submitted to the Chair of the Board, if any, or the President, the Vice President or the Secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote stating that a meeting will be held at a specified time and date fixed by the board. However, the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the board or directors.

**Section 3.11 Purpose of Special Meeting.** No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

**Section 3.12 Written Notice Required.** Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting. For the annual meeting, the notice shall state the matters that the board of directors, at the time notice is given, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given. Except as provided in Sections 3.11 and 3.13 of these bylaws, any proper matter may be presented at the meeting.

**Section 3.13 Required Notice of Certain Agenda Items.** Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice of the meeting or a written waiver of notice states the general nature of the proposal or proposals:

- (a) Removing a director without cause;
- (b) Filling vacancies on the board;
- (c) Amending the articles of incorporation; or



- (d) Electing to wind up and dissolve the corporation.

**Section 3.14 Notice Requirements.** Notice of any meeting of members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication (e.g. facsimile or electronic mail) as authorized by the Nonprofit Public Benefit Corporation Law, charges prepaid, and shall be addressed to each member entitled to vote, at the address (or facsimile number or email address) of that member as it appears on the books of the corporation or at the address (or facsimile number or email address) given by the member to the corporation for purposes of notice. If no address appears on the corporation's books and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail or other written communication (e.g. facsimile or electronic mail) to the corporation's principal office, or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located. As a quorum for any meeting of the members is less than one-third of members pursuant to Section 3.15 below, the notice of the meeting shall state the general nature of all matters to be acted upon at the meeting of the members.

**Section 3.15 Quorum.** One-sixth (1/6th) of the members, present in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of the members.

**Section 3.16 Voting.** Subject to the California Nonprofit Public Benefit Corporation Law, each Regular Member and Life Member in good standing on the record date as determined under Section 3.18 of these bylaws shall be entitled to vote at any meeting of members. Voting may be by voice or by ballot, except that any election of directors must be by ballot if demanded before the voting begins by any member at the meeting. Each Regular Member and Life Member entitled to vote may cast one vote on each matter submitted to a vote of the members. If a quorum is present, the affirmative vote of a majority of the members represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Public Benefit Corporation Law or by the articles of incorporation. As quorum for any meeting of the members is less than one-third, the only matters that may be voted upon at any meeting of the members attended by less than one-third of the members are matters notice of the general nature of which was given pursuant to Section 3.14 above.

**Section 3.17 Waiver of Notice or Consent.** The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (a) a quorum is present either in person or by proxy, and (b) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval shall state the general nature of the actions to be taken or taken at the meeting of the members. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting. A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is

not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

**Section 3.18 Record Date.** For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the board of directors may, in advance, fix a record date. The record date so fixed for

- (a) Sending notice of a meeting shall be no more than 90 nor less than 10 days before the date of the meeting;
- (b) Voting at a meeting shall be no more than 60 days before the date of the meeting;
- (c) Voting by written ballot shall be no more than 60 days before the day on which the first written ballot is mailed or solicited; and
- (d) Taking any other action shall be no more than 60 days before that action.

If not otherwise fixed by the board, the record date for determining members entitled to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. If not otherwise fixed by the board, the record date for determining members entitled to vote at the meeting shall be the day on which the meeting is held. If not otherwise fixed by the board, the record date for determining members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited. If not otherwise fixed by the board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

**Section 3.19 Proxies.** Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the member and filed with the Secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy by the member or the member's attorney-in-fact, whether by manual signature, typewriting, facsimile transmission, or otherwise.

No proxy shall be valid after the expiration of 11 months from the date of the proxy, unless provided otherwise in the proxy, except that the maximum term of a proxy shall be 3 years after the date of execution. A validly executed proxy shall continue in full force and effect until either

- (1) It is revoked by the member executing it, before the vote is cast under that proxy, (a) by a writing delivered to the corporation stating that the proxy is revoked, or (b) by a subsequent proxy executed by that member and presented to the meeting, or (c) as to any meeting, by that member's personal attendance and voting at the meeting; or

(2) Written notice of the death or incapacity of the maker of the proxy is received by the corporation before the vote under that proxy is counted. A proxy may not be irrevocable.

**Section 3.20 Adjournment; Notice.** Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned (or the means of electronic transmission by and to the corporation or electronic video screen communication, if any, by which members may participate) are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

**Section 3.21 Action by Unanimous Written Consent.** Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the members.

**Section 3.22 Action by Written Ballot.** Any action that members may take at any meeting of members may also be taken without a meeting by complying with this Section 3.22.

(a) Solicitation of Ballots. This corporation shall distribute one written ballot to each member entitled to vote on the matter. The ballot and any related material may be sent by any means permitted by the California Nonprofit Public Benefit Corporation Law. All solicitations of votes by written ballot shall (1) state the number of responses needed to meet the quorum requirement; (2) state, with respect to ballots other than for election of directors, the percentage of approvals necessary to pass the measure or measures; and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (i) set forth the proposed action; (ii) give the members an opportunity to specify approval or disapproval of each proposal; and (iii) provide a reasonable time in which to return the ballot to the corporation. In any election of directors, a written ballot that a member marks "withhold," or otherwise marks in a manner indicating that authority to vote is withheld, shall not be voted either for or against the election of a director.

(b) Approval Requirements. Approval by written ballot shall be valid only when (i) the number of votes cast by ballot (including ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (ii) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

(c) Written Ballots Irrevocable. A written ballot may not be revoked.

(d) Filing Ballots. All written ballots shall be filed by the Secretary of the corporation and maintained in the corporate records of the corporation.

## **ARTICLE IV BOARD OF DIRECTORS**

**Section 4.1 Power of Board.** Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors. The board of directors may delegate the management of the activities of the corporation to any person or persons, or committee or committees, however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the board of directors.

**Section 4.2 Number of Directors.** The number of directors of the Corporation shall be no less than seven (7) and no more than fifteen (15), unless and until changed by amendment to these bylaws duly adopted by the board of directors and the members. The exact number of authorized directors within such range shall be fixed by resolution duly adopted by the board of directors. The City Librarian of the City of Pacific Grove and a member of the Pacific Grove Public Library Advisory Board shall be invited to attend meetings of the board of directors at the discretion of the board of directors.

**Section 4.3 Restriction on Interested Persons.** No more than forty-nine percent (49%) of the persons serving on the board of directors may be “interested persons.” An interested person is (a) any person compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor or otherwise, excluding any reasonable compensation paid to a director as a director, and (b) any brother, sister, ancestor or descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any such person. However, any violation of this paragraph shall not affect the validity or enforceability of any contract or transaction entered into by the corporation.

### **Section 4.4 Nominations, Election and Term of Office.**

(a) Nomination. At least ninety (90) days before the date of any election of a director or directors, a nominating committee (the “Nominating Committee”) comprised of not less than two (2) or more than five (5) persons shall be appointed by the board or directors to nominate qualified candidates for election to the board. The Nominating Committee shall make its report at least thirty (30) days before the date of election, or at such other time as the board of directors may set, and the Secretary of the corporation shall forward to the members, with the notice of the annual or other meeting at which directors are to be elected, a list of all candidates nominated by the Nominating Committee. When a meeting is held for the election of directors, any member present at the meeting in person or by proxy may also place names in nomination from the floor.

(b) Election. At the meeting of the members at which directors are to be elected, each member shall be entitled to vote to either accept or reject a candidate. The candidates

receiving the highest number of affirmative votes shall be elected. Votes cast against any candidate and votes withheld shall have no effect.

(c) **Term of Office.** The directors shall hold office for a term of one (1) year commencing on February 1 and expiring on January 31 of each year. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she (or his or her predecessor) was elected and until his or her successor is elected and qualified. In the event a successor is not elected, each director shall continue to hold office beyond the expiration of his or her term of office unless he or she resigns, dies or is removed from office.

**Section 4.5 Removal Without Cause.** Any director may be removed from office without cause by the affirmative vote of a majority of all members provided the corporation has fewer than 50 members. In the event the corporation has 50 or more members, any director may be removed without cause by vote of a majority of the members present at a duly called meeting of the members at which a quorum is present (with the affirmative votes constituting a majority of quorum), provided notice is given of the meeting in accordance with Sections 3.12 and 3.13 of these bylaws. A director may also be removed for cause in accordance with the provisions of Section 4.7 below.

**Section 4.6 Resignation.** Any director may resign effective upon giving written notice to the Chair of the Board (if appointed), the President, the Secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected by the members to take office when the resignation becomes effective. Except upon notice to the California Attorney General, no director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs.

**Section 4.7 Removal for Cause.** The board of directors may by resolution declare vacant the office of any director who (a) has been declared of unsound mind by a final order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under the California Nonprofit Corporation Law, (b) or fails to attend five (5) consecutive meetings of the board of directors, or (c) fails to meet all of the required qualifications to be director in effect at the beginning of a director's current term of office. A director may also be removed by the Superior Court of the County of Monterey in the case of fraudulent or dishonest acts, gross abuse of authority or discretion or breach of fiduciary duty in accordance with the provisions of §5223 of the Nonprofit Public Benefit Corporation Law.

**Section 4.8 Vacancies on Board of Directors.** A vacancy on the board of directors shall occur in the event of the death, resignation or removal of any director, or if the authorized number of directors is increased. Except for vacancies on the board of directors created by the removal of a director by the members, vacancies on the board of directors may be filled by approval of the board of directors or, if the number of directors then in office is less than a quorum, by (i) the unanimous written consent of the directors then in office, (ii) the affirmative vote of a majority of directors then in office as a meeting of the directors held according to notice or waiver of notice complying with §5211 of the Nonprofit Public Benefit Corporation Law, or (iii) the sole remaining directors. The board of directors shall exercise its best efforts to fill vacancies as they

occur. The members may, at any time, elect a director to fill any vacancy on the board of directors not filled by the directors and shall fill any vacancy created by the removal of a director by the members. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of that director's term of office unless the resolution approving the reduction or the amendment to these bylaws which provides for such reduction also provides for the removal of one or more specified directors. A director elected to fill a vacancy on the board of directors shall hold office until the expiration of the term of office of the director whose departure created the vacancy filled, unless the board of directors or members shall otherwise determine.

**Section 4.9 Place of Meetings.** Meetings of the board of directors may be held at any place within or without the State of California which has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, at the principal office of the corporation.

**Section 4.10 Annual Meetings.** The board of directors shall hold an annual meeting for the purpose of electing the officers of the corporation, and all other business as may properly come before the board of directors. Annual meetings of the board of directors shall be held on such other date and time as shall be designated by the board of directors.

**Section 4.11 Regular Meetings.** Regular meetings of the board of directors shall be held on such regular dates as the board of directors shall determine. Any member of the board of directors who is unable to attend any regular meeting of the board of directors shall notify the Secretary of the corporation of his or her unavailability prior to the meeting.

**Section 4.12 Special Meetings.** Special meetings of the board of directors for any purpose or purposes may be called at any time by the Chair of the Board (if any), the President, the Secretary or any two (2) directors. Notice of the time and place of special meetings shall be delivered personally or by telephone (including a voice messaging or other system designed to record and communicate messages) or sent by first-class mail, telegraph, charges prepaid, or by facsimile, email or other electronic means addressed to each director at that director's address as it is shown on the records of the corporation. If the notice is mailed, it shall be deposited in the United States mail at least four (4) days before the time of the holding of the meeting. If the notice is delivered personally or by telephone or by facsimile, telegram, email or other electronic means it shall be delivered at least forty-eight (48) hours before the time of the holding of the meeting. In the oral notice given personally or by telephone may be communicated either to the director or to a person at the office of the director who the person giving the notice has reason to believe will promptly communicate it to the director. If notice is not given in a timely fashion as provided herein, notice may be waived as provided in Section 4.15 below. The notice, or waiver of notice, need not specify the purpose of the meeting.

**Section 4.13 Quorum and Action of the Board.** A majority of directors authorized in Section 4.2 of these bylaws constitutes a quorum of the board of directors for the transaction of business, except for purposes of adjournment as provided in Section 4.16 of these bylaws. Unless a greater number is required by law, the articles of incorporation or these bylaws, every action taken or decision made by a majority of directors present at a duly held meeting at which a quorum is present shall be an act of the board of directors, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those

provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the board, and (d) indemnification of directors. Except as otherwise provided in this bylaws or under the Law, a meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

**Section 4.14 Participation in Meetings by Conference Telephone.** Members of the board of directors may participate in a meeting through the use of conference telephone, electronic video screen communication, or other communications equipment if all of the following apply: (a) each member participating in the meeting can communicate with all of the other members concurrently, (b) each member is provided the means of participating in all matters before the board of directors, including the capacity to propose or to interpose an objection to a specific action to be taken by the corporation, and (c) the corporation adopts and implements some means of verifying both that (i) a person communicating by telephone, electronic video screen, or other communications equipment is a director or other person entitled to participate in the board meeting, and (ii) all actions of, or votes by, the board of directors are taken or cast only by the director and not by any other person not permitted to participate as a director. Participation in a meeting pursuant to this Section 4.14 constitutes presence in person at such meeting.

**Section 4.15 Waiver of Notice.** Notice of a meeting need not be given to any director who signed a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

**Section 4.16 Adjournment.** A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

**Section 4.17 Action Without Meeting.** Any action required or permitted to be taken by the board of directors may be taken without a meeting, if all members of the board of directors consent in writing to such action. Such action by written consent shall have the same force and effect as any other action taken by the board at a duly called meeting at which a quorum is present. Such written consent or consents shall be filed with the minutes of the proceedings of the board of directors.

**Section 4.18 Committees.** The board of directors may, by resolution adopted by a majority of the number of directors then in office, provided that a quorum is present, create one or more committees, each consisting of two or more directors, to serve at the pleasure of the board of directors. Appointments to such committees shall be by a majority vote of the number of directors then in office, provided a quorum is present. The board of directors may appoint one or more

directors as alternate members of any such committee, who may replace any absent member at any meeting of the committee. Any such committee shall have all the authority of the board to the extent provided in the board resolution or resolutions creating and empowering the committee; provided that, no committee may do any of the following:

(a) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law requires the approval of the members or approval of a majority of members of a nonprofit public benefit corporation (notwithstanding that this corporation has no members);

(b) Elect directors or fill vacancies on the board;

(c) Fix any compensation for the directors serving on the board or any committee of the board;

(d) Amend or repeal bylaws or adopt new bylaws;

(e) Amend or repeal any resolution or action taken by the board that by its express terms is not so amendable or repealable;

(f) Create any other committees of the board or appoint the members of committees of the board, including any appointments to fill vacancies on committees of the board;

(g) Expend corporate funds to support a nominee for director; or,

(h) Approve any contract or transaction in which one or more directors has a direct or indirect material financial interest, except as special approval is provided for in Section 5233(d)(3).

**Section 4.19 Meetings and Actions of Committees.** Meetings and actions of committees of the board of directors shall be governed by, held and taken under the provisions of this Article IV applicable to meetings and actions of the board of directors; except that the time and place for meetings of such committees and the calling of special meetings of committee can be set either by board resolution or the resolution of the committee. The board may adopt rules for the governance of any committee as are consistent with these bylaws. If the board had not adopted rules, the committee may do so.

**Section 4.20 Fees and Compensation.** The corporation shall not pay any compensation to directors for services rendered to the corporation as a director, except that directors may be reimbursed for expenses incurred in the performance of their duties to the corporation in reasonable amounts as approved by the board of directors.



## **ARTICLE V OFFICERS**

**Section 5.1 Officers.** The officers of the corporation shall be a Chair of the Board (if appointed), a President, a Vice President, a Secretary, and a Chief Financial Officer. The corporation also may have, at the discretion of the board of directors, one or more Assistant Secretaries, one or more Assistant Chief Financial Officers, and such other officers as may be elected or appointed in accordance with the provisions of Section 5.3 of this Article V. Any number of offices may be held by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as President or Chair of the Board.

**Section 5.2 Election.** The officers of the corporation (except such officers as may be elected or appointed in accordance with the provisions of Section 5.3 or Section 5.5 of this Article V), shall be chosen annually by, and shall serve at the pleasure of the board of directors, and shall hold their respective offices until their resignation, removal, or other disqualification from service and until their respective successors are elected and qualify.

**Section 5.3 Subordinate Officers.** The board of directors may elect, and may empower the President to appoint, such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these bylaws or as the board of directors from time to time may determine.

**Section 5.4 Removal and Resignation.** Officers serve at the pleasure of the board of directors. Any officer may be removed with or without cause by the board of directors at any time or, in the case of an officer not chosen by the board of directors, by any officer upon whom such power of removal may be conferred by the board of directors. Any such removal shall be without prejudice to the rights, if any, of the officer under any contract of employment. Any officer may resign at any time by giving written notice to the corporation without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

**Section 5.5 Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

**Section 5.6 Chair of the Board.** The Chair the Board, if any, shall preside at all meetings of the board of directors and exercise and perform such other powers and duties as may be assigned from time to time by the board of directors. If a Chair of the Board is not elected or appointed, the President shall serve as Chair of the Board.

**Section 5.7 President.** The President shall act as the general manager and chief executive officer of the corporation and, subject to the control of the board of directors, shall be

responsible for the general supervision, direction, and control of the business and officers of the corporation. In the absence of a Chair of the Board or if there is none, the President shall preside at all meetings of the board of directors.

**Section 5.8 Vice President.** In the absence or disability of the President, the Vice Presidents shall perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for him or her by the board of directors.

**Section 5.9 Secretary.** The Secretary shall keep, or cause to be kept, at the principal office of the corporation or such other place as the board of directors may order, a book of minutes of all meetings of the board of directors and its committees. The minutes shall include the time and place of meetings, whether regular or special, and if special, how authorized, the notice thereof given, and the names of those present and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's articles of incorporation and bylaws, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the board of directors and its committees required by law or by these bylaws to be given, shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the board of directors.

**Section 5.10 Chief Financial Officer.** The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the properties and business transactions of the corporation. The Chief Financial Officer shall cause to be given to the directors such financial statements and reports as are required to be given by law, these bylaws or by the board. The books of account shall be open at all reasonable times to inspection by any director. The Chief Financial Officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors. The Chief Financial Officer shall disburse the funds of the corporation as may be ordered by the board of directors, shall render to the Chair of the Board (if any), President and the board, whenever requested, an account of all transactions as Chief Financial Officer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the board of directors.

**Section 5.11 Contracts with Directors.** No director of this corporation, nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with this corporation, unless (a) the material facts regarding that director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith, or are known to all members of the board of directors prior to the board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the vote(s) of the interested directors; (c) before authorizing or approving the transaction, the board considers and in good faith decides, after reasonable investigation, that the corporation could not obtain a more advantageous arrangement with

reasonable effort under the circumstances; and (d) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into.

This Section does not apply to a transaction that is part of a public or charitable program of this corporation if it (a) is approved or authorized by the corporation in good faith and without unjustified favoritism, and (b) results in a benefit to one or more directors or their families because they are in the class of persons intended to be benefited by the public or charitable program of this corporation.

**Section 5.12 Loans to Directors and Officers.** This corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General; provided, however, that the corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses by the corporation.

## **ARTICLE VI INDEMNIFICATION, INSURANCE AND DIRECTOR LIABILITY**

**Section 6.1 Definitions.** For the purposes of this Article VI, “agent” means any person who is or was a director, officer, employee, or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and “expenses” includes without limitation attorneys’ fees and any expenses of establishing a right to indemnification under Sections 6.4 or 6.5(b) of these bylaws.

**Section 6.2 Indemnification in Actions by Third Parties.** The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in its favor, an action brought under §5233 of the Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person’s conduct was unlawful.

**Section 6.3 Indemnification in Actions by or in the Right of the Corporation.** The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation, or brought under §5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances; provided that no indemnification shall be made under this Section 6.3 if otherwise prohibited by §5238 of the Law or any other provision of the Law.

**Section 6.4 Indemnification Against Expenses.** To the extent that an agent of the Corporation has been successful on the merits in defense of any proceeding referred to in Sections 6.2 or 6.3 of these bylaws or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

**Section 6.5 Required Determinations.** Except as provided in Section 6.4 of these bylaws, any indemnification under this Article VI shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 6.2 or 6.3 of these bylaws, by:

- (a) A majority vote of a quorum consisting of directors who are not parties to such proceeding; or
- (b) The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the corporation.

**Section 6.6 Advance of Expenses.** 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 in this Article VI.

**Section 6.7 Other Indemnification.** No provision made by the corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the articles of incorporation, bylaws, a resolution of directors, an agreement or otherwise, shall be valid unless consistent with this Article VI. Nothing contained in this Article VI shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

**Section 6.8 Forms of Indemnification Not Permitted.** No indemnification or advance shall be made under this Article VI, except as provided in Sections 6.4 or 6.5(b), in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the articles of incorporation, these bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

**Section 6.9 Personal Liability of Volunteer Directors or Executive Officers.** To the fullest extent permitted by the California Nonprofit Public Benefit Corporation Law, as now in effect or as may hereafter be amended, there shall be no personal liability to a third party for monetary damages on the part of a volunteer director or volunteer executive officer of the Corporation, caused by the director's or executive officer's negligent act or omission in the performance of that person's duties as a director or executive officer, provided that the person's act or omission was (a) within the scope of the director's or executive officer's duties, performed in good faith and was not reckless, wanton, intentional or grossly negligent, and (b) the damages are covered pursuant to a liability insurance policy issued to the corporation (either in the form of general liability policy or a director's and officer's liability policy) or personally to the director or executive officer. In the event the damages are not covered by insurance, the volunteer director or volunteer executive officer shall not be personally liable for the damages if the board of directors and the person have made all reasonable efforts in good faith to obtain available liability insurance. "Volunteer" means the rendering of services without compensation. "Compensation" means remuneration whether by way of salary, fee, or other consideration for services rendered. However, the payment of per diem, mileage, or other reimbursement expenses to a director or executive officer does not affect that person's status as a volunteer within the meaning of this Section. "Executive Officer" means the Chair of the Board (if any), the President, Vice President, Secretary, or Chief Financial Officer of the corporation, or other individuals serving in like capacity, who assist in establishing the policy of the corporation. As long as this corporation has an annual budget of less than \$25,000, the corporation shall be deemed to have made "all reasonable efforts in good faith to obtain general liability insurance" if the corporation makes at least one inquiry per year to purchase general liability insurance with coverage in the amount of no less than \$500,000 and that insurance is not available at a cost of less than 5% of the previous year's annual budget. Nothing in this paragraph shall limit the liability of the corporation for any damages caused by acts or omissions of the volunteer director or volunteer executive officer.

**Section 6.10 Insurance.** 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 VI, 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 §5233 of the California Nonprofit Public Benefit Corporation Law (or any successor provision thereto ).

If any part of this Article VI shall be found in any action, suit or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

**ARTICLE VII  
MAINTENANCE AND INSPECTION OF BOOKS AND RECORDS;  
ANNUAL REPORTS**

**Section 7.1 Maintenance of Corporate Records.** The corporation shall keep the following:

- (a) Adequate and correct books and records of account: and
- (b) Written minutes of the proceedings of its board and committees of the board.

Minutes shall be kept in written form. Other books and records shall be kept in either written or in any other form capable of being converted into written form.

**Section 7.2 Members' Inspection of Membership List.** Unless the corporation provides a reasonable alternative as provided below, any member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

- (1) Inspect and copy the records containing members' names, addresses, and voting rights during usual business hours on 5 days' prior written demand on the corporation, which must state the purpose for which the inspection rights are requested; or
- (2) Obtain from the Secretary of the corporation, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the member on or before the later of 10 days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

The corporation may, within 10 business days after receiving a demand under this Section, 7.2 make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.

If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

Any inspection and copying under this Section 7.2 may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. This right of inspection extends to the records of any subsidiary of the corporation.

**Section 7.3 Members' Inspection of Accounting Records and Minutes.** On written demand on the corporation, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the board of directors, and committees of the board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney.

**Section 7.4 Members' Inspection of Articles and Bylaws.** This corporation shall keep at its principal California office the original or a copy of the articles of incorporation and bylaws, as amended to the current date, which shall be open to inspection by the members at all reasonable times during office hours. If the corporation has no business office in California, the Secretary shall, on the written request of any member, furnish to that member a copy of the articles of incorporation and bylaws, as amended to the current date.

**Section 7.5 Director's Right of Inspection.** Every director shall have the right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and the records of each subsidiary. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

**Section 7.6 Annual Report.** The board of directors shall cause an annual report to be sent to the members and directors within one hundred twenty (120) days after the end of the corporation's fiscal year. That report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds;
- (c) The corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- (d) The corporation's expenses or disbursements for both general and restricted purposes;
- (e) Any information required by Section 7.4 of these bylaws; and
- (f) An independent accountants' report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

This requirement of an annual report shall not apply if the corporation receives less than Twenty-Five Thousand Dollars (\$25,000) in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all directors and to any member who requests it in writing.

**Section 7.7 Annual Statement of Certain Transactions and Indemnifications.** As part of the annual report to all directors and members, or as a separate document if no annual report is issued, the corporation shall, within one hundred twenty (120) days after the end of the corporation's fiscal year, annually prepare and furnish to each director and member a statement of any transaction or indemnification of the following kind:

(a) Any transaction (i) in which the corporation or any subsidiary was a party, (ii) in which an "interested person" had a direct or indirect material financial interest, and (c) which involved more than Fifty Thousand Dollars (\$50,000) or was one of several transactions with the same interested person involving, in the aggregate, more than Fifty Thousand Dollars (\$50,000). For this purpose, an "interested person" is any director or officer of the corporation or any or subsidiary of it (but mere common directorship shall not be considered such an interest). The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

(b) Any indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the fiscal year to any officer or director of the corporation under Sections 6.2 and 6.3 of these bylaws unless the indemnification has already been approved by the members under Corporations Code §5238(e)(2).

## **ARTICLE VIII MISCELLANEOUS**

**Section 8.1 Fiscal Year.** The fiscal year of the corporation shall be the twelve (12) month period ending on December 31 of each year, or such other period as may be fixed by the Board of Directors.

**Section 8.2 Corporate Seal.** The corporate seal shall be circular in form, shall have the name of the Corporation inscribed thereon and shall contain the words "Corporate Seal" and "California" and the year the corporation was formed in the center, or shall be in such form as may be approved from time to time by the board of directors.

**Section 8.3 Checks, Notes and Contracts.** The board of directors shall determine who shall be authorized from time to time on the corporation's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.



**Section 8.4 Amendment of Articles of Incorporation.** The Articles of Incorporation of the corporation may be adopted, amended or repealed in whole or in part upon the approval of the board of directors and the members.

**Section 8.5 Amendment of Bylaws.**

(a) Board Amendment of Bylaws. Subject to the members' rights and the limitations set forth in this Section 8.5, the board may adopt, amend, or repeal bylaws unless doing so would materially and adversely affect the members' rights as to voting or transfer. The board may not extend a director's term beyond that for which the director was elected.

(b) Member Approval Required. The board of directors may not, without the approval of the members, adopt, amend or repeal any bylaw that would:

- (1) Fix or change the authorized number of directors; fix or change the minimum or maximum number of directors; or change from a variable range of directors to a fixed number of directors or vice versa;
- (2) Increase or extend the term of office provided for directors;
- (3) Allow any director to hold office by designation or selection rather than by election by the members;
- (4) Increase the quorum for members' meetings;
- (5) Repeal, restrict, create, expand, or otherwise change proxy rights; or
- (6) Authorize cumulative voting.

(c) Members May Adopt, Amend, or Repeal Bylaws. New bylaws may be adopted, or these bylaws may be amended or repealed, by approval of the members, provided, however, that if the corporation has more than one class of voting members, any amendment that would materially and adversely affect the rights of a class as to voting or transfer, in a manner different from how the action affects another class, must be approved by the members of that adversely affected class. Any provision of these bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by the vote of that greater number. No amendment may extend the term of a director beyond that for which the director was elected.

**CERTIFICATE OF SECRETARY**

**OF**

**FRIENDS OF THE PACIFIC GROVE PUBLIC LIBRARY, INC.**

The undersigned hereby certifies as follows:

1. I am the duly elected, qualified and acting Secretary of FRIENDS OF THE PACIFIC GROVE PUBLIC LIBRARY, INC., a California nonprofit public benefit corporation (the "Corporation"); and,

2. The foregoing Restated Bylaws, consisting of twenty-one (21) pages, were adopted as the bylaws of the Corporation by the board of directors of the Corporation at a duly called meeting of the board of directors at which a quorum was present held on May 17, 2011, and by the members of the Corporation at a duly called meeting of the members at which a quorum was present held on June 18, 2011.

Dated: June 1, 2011

Camille Liscinsky  
Camille Liscinsky

STATEMENT OF WORK

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THE WORK TO BE PERFORMED UNDER THIS STATEMENT OF WORK

shall be as follows:

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Name of the person

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