ARTICLE I
ORGANIZATIONAL PURPOSE

The purpose for which this organization is formed is to procure private funds to improve and maintain the facilities, programs and equipment of the San Bernardino Public Library so as to make certain that the people of San Bernardino have the best public library possible.

ARTICLE II
PRINCIPAL OFFICE

The principal office for the transaction of the business of the Corporation is hereby fixed and located at the San Bernardino Public Library, 555 West Sixth Street, San Bernardino, California. The Board of Directors may at any time, or from time to time, change the location of the principal office from one location to another in said City of San Bernardino.

ARTICLE III
SEAL

The seal of the Corporation shall be inscribed with the name, SAN BERNARDINO CITY LIBRARY FOUNDATION, INC., and it shall further contain the date of incorporation.

ARTICLE IV
MEMBERSHIP

Section 4.01 Members. There shall be one class of membership. All of the rights of a member in the Corporation or its property shall cease on his or her death, resignation or other termination of his or her membership, and no other member may transfer his or her membership or any rights arising therefrom. There shall be no limit to the number of members. A member in good standing shall be those who have timely paid their annual dues.
Section 4.02  New Membership. New membership is granted on the receipt of dues together with written notification of the new member’s name, address, phone number and e-mail address, if any.

Section 4.03  Membership Dues. Membership dues shall be in the amount as may from time to time be fixed by the Board of Directors. Dues for the calendar year shall be invoiced to all existing members no sooner than January 2nd nor later than January 15th of each year. Any existing member who fails to pay such dues on or before February 15th shall be given written notice that membership privileges, including voting and notice rights, shall be canceled if such dues are not paid on or before March 15th. Notwithstanding any prior provision of this Section 4.03, any donor who is an individual (rather than an entity) and whose aggregate contributions total at least Five Thousand Dollars ($5,000) shall, in the absence of request otherwise, become a lifetime member subject to no further requirement to pay dues. Membership dues paid for the first year of a new membership may, but need not be, prorated to reflect the number of months of actual membership in the first such membership year.

Section 4.04  Meetings of Membership. Unless otherwise determined by the Board of Directors, the annual meeting of members will be held during the month of April at such time and place as shall be determined by the Board of Directors. Not less than fifteen (15) calendar days before such meeting, written notice of the time and place of such annual meeting shall be given to all members of record as of thirty (30) days prior to such meeting. Such written notice shall be sent to each such member by e-mail if the member has provided an e-mail address or, if no e-mail address has been given, by first class mail postage paid to the member’s address of record in the membership ledger maintained by the Corporation. Notice given by e-mail shall be effective when sent and notice given by first class mail shall be effective three (3) days after deposited with the postal service. Special meetings of members may be called from time to time by the Board, at least two officers of the Corporation, or such members as constitute at least twenty-five percent (25%) of the current members of the Corporation. Written notice of any such special meeting shall be given not less than 15 days prior to any such meeting and in the same manner as written notice is given for the annual meeting of members.

Section 4.05  Quorum. Twenty-five percent (25%) of the members in good standing as of the date of the member’s meeting in question shall constitute quorum for such meeting, whether present in person or by proxy, but only as to such matters the general nature of which was explained in the notice of such meeting. As to any matters not referenced in the written notice, the minimum required quorum shall be one-third (1/3) of the members in good standing as of the date of the meeting.
ARTICLE V
BOARD OF DIRECTORS

Section 5.01 Number of Directors. The Board shall consist of an odd number of directors not less than nine (9) nor more than twenty-one (21) Directors. The actual number of directors to serve in the service year commencing in 2010 shall be determined by majority vote of the Board no later than June 30, 2010. The actual number of directors for all subsequent service terms shall be determined no later than March 1 of each year.

Section 5.02 Duties and Powers of Directors. Except as otherwise required by law, the Board of Directors shall have general supervisory responsibility to:

(i) Establish rules for governing Board operations through bylaws, written policies and procedures, and specific resolutions;
(ii) Establish the policies of the Corporation including its mission statement, goals, objectives, service priorities including types of service and delivery systems, and performance timetables;
(iii) Approve an annual budget and authorize material transactions including investments, acquisitions in excess of Five Hundred Dollars ($500) and other major expenditures;
(iv) Select and remove corporate officers;
(v) Select and hire an executive director, if any, and monitor such director’s performance with power to remove any such director and establish personnel policies when appropriate;
(vi) Monitor corporate finances, both income and expenditures; and
(vii) Monitor and evaluate the implementation of Board policies and decisions.
(viii) Except as otherwise specifically provided in these Bylaws, all the powers and duties normally possessed by the Board of Directors of a non-profit organization.

Additionally, the Board shall have the power to change the principal office for the transaction of the business of the Corporation from one location to another within the City of San Bernardino; to fix and locate from time to time one or more subsidiary offices of the Corporation within such city; to designate any place for the holding of any Directors’ or members’ meeting; to adopt, make and use a Corporate Seal and to alter the form thereof from time to time as in their judgment they deem best, provided such Seal shall at all times comply with the provisions of law; to delegate specific powers and authority of the Board of Directors to its committees, except as prohibited by law; and to generally take all actions allowed under the Corporations Code of the State of California within the powers of a corporation organized for charitable, literary, or educational
purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986 or any corresponding provision of any future federal law governing such charitable organizations.

**Section 5.03  Election, Term, Removal, Vacancies.**

**A.  Election of Directors.**  As soon as the number of directors to be elected has been determined by the Board, the Chair of the Board shall appoint an ad hoc nominating committee to develop a sufficient number of nominations to fill the director positions available for election for such year. The slate of nominations developed by such committee shall be presented in writing to the members together with the written notice of the annual meeting of members. Additionally, nominations may be submitted from the floor at such meeting. If no such nominations are submitted from the floor, the slate of nominated directors shall be elected if approved by a majority of the members present at such meeting, whether in person or by proxy. If any nominations are made from the floor, then each member shall have as many votes as there are director positions to be filled, each member may cast as many of his or her votes as desired for any one or more director nominees, and the nominees getting the most votes shall be elected to the open positions. Each director shall at all times while serving as a director also be a paid member of the Corporation.

**B.  Term of Office.**  Each elected director shall serve a term of two (2) years commencing on such director's election and continuing until replaced by duly noticed election by the members or, in the case of removed, resigned or deceased directors, then until replaced by selection by the Board as hereafter provided. No director may serve more than three (3) consecutive terms as a director, but any director having previously served may again be elected for up to three (3) consecutive terms once such director has been off of the Board for at least one (1) year.

**C.  Removal of Director.**  Any director who either fails to attend three (3) consecutive meetings of the Board or who fails to attend a majority of the Board meetings in any given service year shall automatically be removed as a director unless such absences have been approved by the Chair of the Board. Additionally, any director may be removed for cause as provided by law or by two-thirds (2/3) vote of the directors present at a meeting noticed (as to date, time, location and specific purpose of the meeting) not less than fifteen (15) calendar says prior to such meeting and provided that the director to be removed has, not less than fifteen (15) days prior to such meeting, been given written notice of the intention to ask for such director's removal, the grounds for such removal, and the date, time and place of the meeting at which a resolution for such removal will be presented and the director whose removal is sought
is given the opportunity to present at such meeting opposition, whether written, oral or both, to the resolution for such director's removal.

D. **Filling Vacancies on the Board.** The removal, death, or resignation of any director whose current term has not been completed shall constitute a vacancy on the Board. Any vacancy on the Board may be filled by appointment by the Chair of the Board and approved by a majority of the Board. If there are three (3) or fewer months until the next upcoming election of directors, then the Board may allow any number of vacancies on the Board as long as there are at least five (5) directors. If there are four (4) or more months remaining before the next upcoming election, then the Board shall not allow more than twenty percent (20%) of its director positions to remain vacant.

**Section 5.04 Meetings of Directors.**

A. **Place and Frequency of Meetings.** All meetings of the Board shall be held at the principal office of the Foundation or at such other place as may be designated from time to time by the Board. Regular meetings of the Board of Directors shall be held not less frequently than once each three (3) months. Special meetings of the Board may be called at any time by the Chairman of the Board, the President or twenty-five percent (25%) of the Board, for any purpose.

B. **Quorum.** Thirty-three and one-third percent (33 1/3%) of the then serving Directors of the Corporation shall constitute a quorum but in no event shall quorum consist of less then five (5) directors. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board unless a greater number may be required by applicable law, the Articles of Incorporation or the bylaws of the Corporation. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting. A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. If a meeting is adjourned for more than 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. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all persons participating in such meeting can hear one another.

C. **Notice, Waiver, etc.** Notice of meetings shall be given, when required, not less than three (3) days before a meeting by e-mail, first class mail postage prepaid, telephone, or in person to each director. Notice given by e-mail, by
telephone, or in person shall be effective when received; notice given by first class mail shall be effective three (3) business days after mailing. Notice of a regular meeting need not be given to any director who served in such capacity in the month prior to such meeting unless the date, time or location of such meeting has changed from that of the prior regular meeting. When notice of a meeting is required, such notice need not be given to any director who (a) signs a waiver of notice, (b) a written consent to holding the meeting or (c) an approval of the minutes thereof, whether before or after the meeting, or (d) attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals which are attributable to a particular meeting shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 5.05 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board within thirty (30) days after such action is taken.

Section 5.06 Address for Notices. All notices which are to be given under these bylaws shall be addressed or delivered to each director at the address, e-mail address, and/or telephone number provided to the Corporation by such director for contact.

Section 5.07 Compensation. The Directors shall serve without compensation for their services to the Corporation, provided, however, that they may be reimbursed from time to time for expenses incurred on behalf of the Corporation and authorized by the Board of Directors. No Director may be involved, for profit, in any endeavor in which the Foundation participates.

Section 5.08 Honorary Directors. The Board of Directors may from time to time designate certain persons as "Honorary Directors". Honorary Directors shall have no obligations or rights relative to the Corporation.
ARTICLE VI
OFFICERS OF THE CORPORATION

Section 6.01 Officers. The Corporation shall have a President, at least one Vice President, a Secretary and a Chief Financial Officer/Treasurer. Additionally, the corporation may have such other officers as desired including, but not limited to, an Immediate Past President, a First Vice President, one or more Assistant Secretaries, and one or more Assistant Treasurers.

A. President. The President shall have the general supervision, direction and control of the business and affairs of the Corporation, subject to oversight by the Board. In the event there is an Executive Director of the Corporation, then the Board shall, by written resolution, prescribe the duties and powers of the President and the Executive Director.

B. Vice President. In the absence or disability of the President, the Vice President, or First Vice President if there is one, shall perform the duties of the President, and in so acting shall have the powers of the President. Such Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

C. Secretary. The Secretary shall be responsible for ensuring that full and complete records of the proceedings of the Board and its committees, if any, are maintained; shall be responsible for the Seal of the Corporation and shall affix the same on such papers and instruments as may be required in the regular course of business; shall ensure appropriate service of such notices as may be necessary or proper; shall supervise the keeping of any and all books and records of the Corporation and shall discharge such other duties as pertain to the office or as prescribed by the Board.

D. Chief Financial Officer/Treasurer. The Chief Financial Officer or Treasurer shall direct the development of the annual budget; cause to be prepared for Board review and acceptance all appropriate annual financial reports and necessary or appropriate tax returns; and have such other powers and perform such other duties as may be prescribed by the Board.

Section 6.02 Appointment and Term. Officers shall be appointed by majority vote of the Board and serve at the pleasure of the Board. Each term of appointment shall be for two (2) years, unless earlier removed or replaced by the Board, with or without cause. Any officer may be, but is not required to be, a director as well as an
officer. If any officer is a director, then removal of such person from his or her position as an officer does not constitute removal from his or her position as a director.

Section 6.03 Vacancies. If at any time other than the usual biennial appointment of officers, there exists a vacancy in the office of President, Vice President, Secretary or Chief Financial Officer/Treasurer, such vacancy shall be forthwith filled by majority approval of the Board.

ARTICLE VII
COMMITTEES

Section 7.01 Standing Board Committees. The Board shall have the following standing committees: (i) Executive, (ii) Legal Compliance, (iii) Investment and Finance, and (iv) Resource and Fund Development. Except as may hereafter be specified in sub-section A and/or B relative to, respectively, the Executive Committee and/or the Investment and Finance Committee, the chairperson of each standing committee shall be appointed by the Chair of the Board, ratified by majority vote of the Board and shall be a current director on the Board. The appointment of each such committee chair shall be for the term of two (2) years but may be renewed for further terms by the Board if approved by a majority of the directors. All standing committees shall have at least three (3) members. Except as specifically provided otherwise in sub-section A below relative to the Executive Committee, members of each standing committee shall be appointed by the Chair of the Board after consultation with the chairperson of that committee and at least one (1) member of each standing committee, in addition to the chairperson of that committee, shall be a current director on the Board but the remaining member(s) of the committees shall be chosen in, among other things, an effort to involve the community at large in the Corporation through membership in committees so as to increase the diversity of the Corporation and create a pool of potential future directors.

A. Executive Committee. All members of the Executive Committee must be current directors on the Board. If the President, Immediate Past President, Vice President, Secretary, and Chief Financial Officer/Treasurer are also currently serving directors on the Board, then each shall serve as a member of the Executive Committee and the President shall be its chairperson; otherwise the chairperson and members of the committee shall be appointed as specified in the preceding paragraph. The Executive Committee shall oversee the administration of the Corporation in the times occurring between meetings of the entire Board.

B. Legal Compliance Committee. The Legal Compliance Committee shall review existing and known future laws and procedures applicable to charitable organizations and report and make recommendations to the Board to ensure that the Corporation at all times operates in compliance with all applicable laws and standards. In the event the Corporation is obtaining an audit in any given year, the Legal Compliance Committee shall also serve as the audit committee.
C. **Investment and Finance Committee.** The Chief Financial Officer/Treasurer shall serve as the chair of the Investment and Finance Committee, provided he or she is a current director on the Board. Such committee has the duty of primary management of the Corporation’s investment portfolio, as well as oversight of all Corporation assets in a prudent manner in light of the purposes and goals of the Corporation, both subject to the supervision of the Board.

D. **Resource and Fund Development Committee.** The Resource and Fund Development Committee shall have primary responsibility, subject to the supervision of the Board, for all matters related to fundraising.

**Section 7.02 Ad-Hoc Committees.** In addition to the standing committees, both the Chair of the Board and the President may create ad-hoc committees as desired to facilitate the operations of the Corporation.

**Section 7.03 General Provisions Applicable to Committees.**

All committees shall maintain minutes of regular and special meetings of such committee and shall generally report to the Board. All committees shall have the right and power to establish their own meeting schedules and procedural rules. All committees may appoint sub-committees as may be necessary or desirable, provided at least one member of the main committee serves on each such sub-committee and each such sub-committee reports to the main committee as a whole.

**ARTICLE VIII**

**FINANCIAL MATTERS**

**Section 8.01 Acceptance of Donations.** The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes of the Corporation or for any specific purpose of the Corporation.

**Section 8.02 Deposit of Donations.** Subject to any restrictions imposed on any donation by the donor, all donations received by the Corporation shall be initially deposited to the credit of the Corporation in federally insured institutions such as banks, trust companies, or any other federal depositories or instruments as the Board may select. Donations so deposited may thereafter be transferred or invested as determined by the Corporation pursuant to these bylaws.

**Section 8.03 Withdrawals.** Withdrawals from all Corporation bank or investment accounts shall require two signatures unless otherwise designated in a corporate resolution adopted by the Board. Individuals shall retain authorization to sign for withdrawals until that authorization is removed by a subsequent corporate resolution, or until the individual is no longer a member of the Executive Committee, whichever comes first.
ARTICLE IX
REQUIRED RECORDS AND REPORTS

The Corporation shall at all times comply with the record-keeping and reporting requirements of California Corporations Code sections 6320 and 6321 and any subsequent replacement or successor provisions. Such provisions require the Corporation to:

(i) Keep, in written or other tangible form, adequate and correct books and records of account; minutes of meetings of the Board, the members and/or the Corporation’s committees; and a record of members, if any, including names and contact information; and

(ii) Cause an Annual Report to be sent, by mail or electronically, to each director and to all members, if any, not later than April 30th of each year unless in the year to be covered by the Annual Report the Corporation received less than Twenty-Five Thousand Dollars ($25,000) in gross receipts in which case such report need not be sent to the members. Such report shall contain (1) a statement of assets and liabilities as of the end of the fiscal year, (2) a statement of changes in principal assets and liabilities during the fiscal year, (3) details of the receipts of the Corporation, both restricted and unrestricted, for the fiscal year, (4) details of the expenses and distributions of the Corporation, for both general and restricted purposes, during the fiscal year; and (5) details of an indemnification transaction made during the fiscal year. The report must either (a) be certified by the President or Chief Financial Officer/Treasurer as having been prepared without audit from the books and records of the Corporation or (b) be accompanied by any report thereon of the independent accountant/auditor.

ARTICLE X
AMENDMENTS

Except as otherwise specified hereafter, the Bylaws of the Corporation may be amended by the affirmative vote of a majority of the Board after notice of the proposed amendment given to each director not less than ten (10) days before any meeting at which the amendment is considered. If written notice of the proposed amendment is not given at least ten (10) days before the meeting at which such amendment is considered, then no such amendment may be approved at such meeting unless a majority of the directors are present at the meeting and at least ninety percent (90%) of the directors present approve such amendment. Once members have been admitted to the Corporation, any bylaw specifying or changing a fixed number of directors or the maximum or minimum number or changing from a fixed to a variable board or vice versa may only be adopted by approval of the members. Additionally, any bylaw amendment to increase the required quorum for votes by members must be approved by the members.
SECRETARY'S CERTIFICATE OF ADOPTION OF AMENDED BYLAWS

I hereby certify that I am the duly elected and acting secretary of SAN BERNARDINO CITY LIBRARY FOUNDATION, INC., a nonprofit public benefit corporation, and that the foregoing Bylaws, comprising of eleven (11) pages, this page included, constitute the Bylaws of said corporation adopted at the regularly scheduled meeting on May 4, 2010.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this ___ day of ___, 2010.

Blythe Anderson,
Secretary