

**AMENDED AND RESTATED BYLAWS**

**OF**

**THE FRIENDS OF THE LA JOLLA BRANCH LIBRARY**  
**(a California nonprofit public benefit corporation)**

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(a California nonprofit public benefit corporation)**

The Bylaws of The Friends of the La Jolla Branch Library are hereby amended and restated in their entirety, as of November 14, 2018 (the “Effective Date”), and as of the Effective Date, supersede and replace all prior Bylaws and standing rules of The Friends of the La Jolla Branch Library as follows:

**ARTICLE 1  
NAME AND OFFICE**

1.1 Name. The name of this corporation is The Friends of the La Jolla Branch Library (the “Organization”) as set forth in the Articles of Incorporation.

1.2 Principal Office. The principal administrative office for the transaction of the business of the Organization shall be the La Jolla-Riford Library in La Jolla, California (the “Library”).

1.3 Other Offices. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the Organization is qualified to do business.

**ARTICLE 2  
PURPOSE**

2.1 Purpose. The Organization is a California nonprofit public benefit corporation governed by the Nonprofit Public Benefit Corporation Law of the State of California, California Corporations Code Section 5110, *et. seq.* and is not organized for the private gain of any person. The specific purpose of this Organization is to assist and support the Library.

2.2 Mission. To assist and provide support to the Library, including without limitation, by (a) aiding in the provision of adequate housing and other facilities for the Library, (b) acting as a focal point for community support of the Library, (c) raising money for improved services at the Library, (d) mobilizing volunteers for the purpose of providing improved Library service and (e) sponsoring special programs and activities of interest to Library users.

2.3 Limitations. The Organization is hereby organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (“Code”). No part of the net earnings of the Organization shall inure to the benefit of any private person or individual, and the Organization shall not attempt to influence legislation, and/or participate, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

2.4 Distribution of Assets Upon Dissolution. Upon the winding up and dissolution of the Organization, its assets remaining after payment or adequate provision for payment of all debts and obligations of the Organization shall be distributed in accordance with a plan of dissolution approved by the Board of Directors to one or more nonprofit corporations that are organized and operated exclusively for charitable purposes and recognized by the Internal Revenue Service as exempt from federal income tax pursuant to Section 501(c)(3) of the Code.

### **ARTICLE 3 MEMBERS**

3.1 Voting Class of Members. There shall be one class of voting members of the Organization, consisting of the individuals who from time to time comprise the Board of Directors of the Organization. Election of a successor Director as provided in these Bylaws shall operate to elect such Director to the membership of the Organization. Death, resignation, or removal of any Director as provided in these Bylaws shall automatically terminate the voting membership of such person in the Organization.

3.2 Other Classes of Membership. The Board of Directors may, by appropriate resolution from time to time, establish another class or other classes of members for the Organization. None of such other class or classes of members, nor the constituents thereof, shall be or have the rights and privileges of voting for statutory members as defined in Section 5056 of the Nonprofit Public Benefit Corporation Law of the State of California. The privileges, rights and duties of such other class or classes of members shall be as provided by the Board of Directors, subject to the terms of these Bylaws, as amended from time to time. The Board may determine from time to time an initial membership fee, and set such fees, dues and assessments for membership in the Organization as the Board, in its discretion, may determine. The Board of Directors may thereby confer specified rights on the members except as otherwise specified in the Organization's Articles of Incorporation or Bylaws.

### **ARTICLE 4 BOARD OF DIRECTORS**

4.1 Powers. Subject to the limitations of the Articles of Incorporation, of the Bylaws, and of the Nonprofit Public Benefit Corporation Law of the State of California, and subject to the duties of Directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Organization shall be controlled by, the Board of Directors. Because under these bylaws, the Board of Directors is the sole class of voting members of the Organization, any action which requires approval of the members or approval of a majority of the members pursuant to the Nonprofit Public Benefit Corporation Law of the State of California shall require only approval of the Board. Without limiting the foregoing, the Board of Directors shall have the power to levy dues and assessments, to select and remove all officers, agents, employees and contractors, and to fix reasonable compensation therefor, to authorize and empower officers or agents to enter into contracts and other commitments on behalf of the Organization, and to appoint and delegate responsibilities and authority to committees, officers and agents.

4.2 Number of Directors. The number of Directors of the Organization shall be not less than three (3) and not more than twenty-two (22) Directors until changed by a duly adopted amendment to this Bylaw section. The exact number of Directors shall be fixed from time to time, within the limits of this section, by a resolution of the Board of Directors.

4.3 Eligibility. The Directors shall consist of persons interested in promoting the purposes of the Organization.

4.4 Election; Term of Office. A Director shall serve for a three-year term. Approximately one-third (1/3) of the Directors shall be elected at each annual meeting of the Directors. The Directors shall be elected annually by the Board of Directors at the organizational meeting of the Board from the slate of candidates presented by the Nominating Committee pursuant to Section 6.3 of these Bylaws. The Board of Directors shall select by majority vote the persons to serve on the Board of Directors. No Director may serve more than two consecutive three-year terms on the board. A former Director is eligible to be re-elected to the board again after a period of at least one year has elapsed since such individual last served on the Board.

4.5 Vacancies. Vacancies in the Board of Directors may be filled by a majority vote of the then remaining Directors then in office, whether or not less than a quorum, and each Director so elected shall hold office until the next annual meeting of the Board. A vacancy or vacancies shall be deemed to exist in the case of the death, resignation or removal of any Director, or if the authorized number of Directors be increased without election of the additional Directors so provided for, or in case of the failure at any time to elect the full number of authorized Directors, pursuant to Section 5221 of the Nonprofit Public Benefit Corporation Law of the State of California. Provided, however, that except upon notice to the Attorney General, no Director may resign if the Organization would be left without a duly elected Director in charge of its affairs, pursuant to Section 5226 of the Nonprofit Public Benefit Corporation Law of the State of California. If any Director tenders his or her resignation to the Board of Directors, the Board shall have the power to elect a successor to take office at such time as the resignation shall become effective. No reduction in the number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office, unless such action of the Board of Directors specifically removes such Director.

4.6 Place of Meeting. All meetings of the Board of Directors may be held at any place within or out of the State, which has been designated from time to time by resolution of the Board or by the written consent of a majority of the Directors.

4.7 Organizational Meetings. On an approximately annual basis, the Directors shall hold a regular meeting for the purpose of electing Directors, the election of officers and the transaction of such business as may come before the meeting. Pending such organizational meeting, each officer of the Organization shall continue to hold that officer position.

4.8 Other Regular Meetings. Other regular meetings of the Board of Directors shall be held monthly or on such other periodic basis with no fewer than ten (10) meetings per year as may be specified and noticed by the Board of Directors or the President of the Organization.

4.9 Special Meetings. Special meetings of the Board of Directors for any purpose may be called at any time by the President or at the request of one third or more of the Board of Directors. A special meeting shall consider only the business for which the meeting was called.

4.10 Notice of Meetings. Pursuant to Section 5211 of the Nonprofit Public Benefit Corporation Law of the State of California, notice of the time and place of each meeting of the Board of Directors not fixed by an express provision of the Bylaws or by a standing resolution of the Board of Directors shall be given to each Director not less than forty-eight (48) hours before the date of the meeting if given personally or by telephone, including a voice messaging system or other system of technology designed to record and if the recipient has consented to notice in this manner, communicate messages, telegraph, facsimile, electronic mail or other electronic means, and not less than four (4) days before the date of the meeting if given by first-class mail.

4.11 Consent to Meetings. Pursuant to Section 5211 of the Nonprofit Public Benefit Corporation Law of the State of California, the transactions of the Board of Directors at any meeting however called and noticed or wherever held, shall be as valid as though done at a meeting duly held after call and notice if a quorum be present and if either before or after the meeting each Director not present signs a written waiver of notice, or a consent to the holding of such meeting or approval of the minutes thereof, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

4.12 Action Without Meeting. Pursuant to Section 5211(b) of the Nonprofit Public Benefit Corporation Law of the State of California, an action required or permitted to be taken by the Board of Directors under any provision of the Nonprofit Public Benefit Corporation Law of the State of California may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to that action. The written consent or consents shall be filed with the minutes of the proceedings of the Board. The action by written consent shall have the same force and effect as a unanimous vote of the Directors. Any certificate or other document filed under any provision of the Nonprofit Public Benefit Corporation Law of the State of California which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Bylaws authorize the Directors to so act. For the purposes of this Section only, "all members of the Board" shall not include an "Interested Director" as defined in Section 4.21 of these Bylaws.

4.13 Telephonic Meetings. Pursuant to Section 5211(a)(6) of the Nonprofit Public Benefit Corporation Law of the State of California, members of the Board may participate in a meeting through use of conference telephone, electronic video screen communication or electronic transmission by and to the Organization. Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this subdivision constitutes presence in person at that meeting as long as all members of the Board participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the Organization, other than conference telephone and electronic video screen communication, pursuant to this subdivision constitutes presence in person at that meeting if both of the following apply: (i) Each Board member participating in the meeting can communicate with all of the other Board members concurrently, and (ii) Each Board member is

provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Organization.

4.14 Quorum. Pursuant to Section 5211(a)(7) of the Nonprofit Public Benefit Corporation Law of the State of California, at least a majority of the members of the Board of Directors in office from time to time shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Each Director shall have one vote. 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 of Directors. Directors shall not vote by proxy.

4.15 Adjournment. Pursuant to Section 5211(a)(4) of the Nonprofit Public Benefit Corporation Law of the State of California, a majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to meet again at another time or place. In the event a meeting of the Board of Directors is adjourned for more than twenty-four (24) hours, notice of an 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.

4.16 Fees and Compensation. Directors shall not be compensated for serving on the Board of Directors. Directors shall be entitled to reimbursement of expenses incurred on behalf of the Organization. Nothing herein shall be considered to preclude any Director from serving the Organization in any other capacity, including as an officer, agent, employee or otherwise, and receiving compensation therefor.

4.17 Nonliability of Directors and Certain Officers.

(a) Volunteer Directors. Pursuant to Section 5239 of the Nonprofit Public Benefit Corporation Law of the State of California, there shall be no personal liability to a third party on the part of a volunteer Director or volunteer President, Vice-President, Secretary, Chief Financial Officer, or other officer of this Organization caused by the Director's or officer's negligent act or omission in the performance of that person's duties as a Director or officer, if all the following conditions are met:

- (i) The act or omission was within the scope of the Director's or officer's duties;
- (ii) The act or omission was performed in good faith;
- (iii) The act or omission was not reckless, wanton, intentional, or grossly negligent;
- (iv) The Organization has complied with the requirements of subsection (b) below.

This limitation on the personal liability of a volunteer Director or officer does not limit the liability of the Organization for any damages caused by acts or omissions of a volunteer Director or volunteer officer, nor does it eliminate the liability of a director or officer provided in

Section 5233 or 5237 of the Nonprofit Public Benefit Corporation Law of the State of California in any action or proceeding brought by the Attorney General.

(b) Requirement to Obtain Liability Insurance. In order to obtain the full benefit of the limitation of liability set forth in subsection (a) above, the Organization and the Directors shall obtain liability insurance in the form of a general liability policy for the Organization or a director's and officer's liability policy as required by Section 5239 of the Nonprofit Public Benefit Corporation Law of the State of California.

(c) Paid Directors and Officers. Any Director or officer who receives compensation by the Organization for acting in his or her capacity as a Director or an officer, as the case may be, shall have no liability based upon any alleged failure to discharge such person's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the Organization, or assets held by it, are dedicated, (i) so long as such compensated Director or officer complies with provisions of Section 4.20 of these Bylaws, and (ii) except as provided in Section 5233 of the Nonprofit Public Benefit Corporation Law of the State of California.

4.18 Indemnity for Litigation. The Organization hereby agrees to exercise the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Director, officer, employee or other agent (as defined in Section 5238 of the Nonprofit Public Benefit Corporation Law of the State of California) of the corporation, to the full extent allowed under the provisions of said Section 5238 relating to the power of a corporation to indemnify any such person. The amount of such indemnity shall be so much as the Board of Directors determines and finds to be reasonable, or, if required by said Section 5238, the amount of such indemnity shall be so much as the court determines and finds to be reasonable.

4.19 Interested Persons. Pursuant to Section 5227 of the Nonprofit Public Benefit Corporation Law of the State of California, no more than forty-nine percent (49%) of the Directors serving on the Board may be "interested persons." For the purposes of this section, "interested persons" means either (i) any person currently being compensated by the Organization 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 Director; or (ii) any brother, sister, ancestor, 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. The provisions of this Section 4.19 shall not affect the validity or enforceability of any transaction entered into by the Organization.

4.20 Standard of Conduct. Pursuant to Section 5231 of the Nonprofit Public Benefit Corporation Law of the State of California, a Director shall perform the duties of a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interests of the Organization and with such care, including reasonable inquiry, as an ordinary prudent person in a like position would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements including financial statements and other financial data, in each case prepared or presented by:



(a) One or more officers or employees of the Organization whom the Director believes to be reliable and competent in the matters presented;

(b) Counsel, independent accountants or other persons as to matters which the Director believes to be within such person's professional or expert competence; or

(c) A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence. Provided, that in any such case, the Director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

4.21 Self-Dealing Transactions. Pursuant to Section 5233 and except as provided in Section 5233 of the Nonprofit Public Benefit Corporation Law of the State of California, the Organization shall not be a party to a transaction in which one or more of its Directors has a material financial interest ("Interested Director") unless:

(a) Approval by Attorney General. The Attorney General, or the court in an action in which the Attorney General is an indispensable party, has approved the transaction before or after it was consummated; or

(b) Approval by Board. Prior to entering into the transaction, after full disclosure to the Board of all material facts as to the proposed transaction and the Interested Director's interest and investigation and report to the Board as to alternative arrangements for the proposed transaction, if any, the Board in good faith and by a vote of a majority of the Directors then in office (without including the vote of the Interested Director):

(i) Resolves and finds that (1) the transaction is in the Organization's best interests and for the Organization's own benefit, (2) the transaction is fair and reasonable as to the Organization, and (3) after reasonable investigation under the circumstances as to alternatives, the Organization could not have obtained a more advantageous arrangement with reasonable efforts under the circumstances; and

(ii) Approves the entire transaction; or

(c) Interim Approval by Authorized Committee or Person. If it is not reasonably practicable to obtain approval of the Board prior to entering into such transaction, and, prior to entering into said transaction, a committee or person authorized by the Board approves the transaction in a manner consistent with the procedure set forth in subsection (b) of this section; and the Board, after determining in good faith that the Organization entered into the transaction for its own benefit and that the transaction was fair and reasonable as to the Organization at the time it was entered into, ratifies the transaction at its next meeting by a vote of the majority of the Directors then in office, without counting the vote of the Interested Director.

4.22 Advisory Board. The Board of Directors may appoint individuals to serve on a board of advisors (the "Advisory Board"). The Board of Directors may consult with the Advisory Board on matters relating to the Organization, but shall not be bound by the advice or



recommendations of the Advisory Board. Members of the Advisory Board shall not have any of the rights or privileges of “Directors” as defined in Section 5047 of the Nonprofit Public Benefit Corporation Law of the State of California.

## **ARTICLE 5 OFFICERS**

5.1 Officers. Pursuant to Section 5213 of the Nonprofit Public Benefit Corporation Law of the State of California, the officers of the Organization shall be a President, one or more Vice-President, if elected, a recording Secretary, a corresponding Secretary, Treasurer and an assistant Treasurer and such other officers as the Board of Directors may appoint. One person may hold two or more offices, except that neither the Secretary nor Treasurer may serve concurrently as the President.

5.2 Election. The officers of the Organization, except such officers as may be appointed in accordance with the provisions of Section 5.4, shall be chosen annually by the Board of Directors, and each shall hold his or her office for one (1) year or until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified.

5.3 Removal and Resignation. Any officer may be removed, either with or without cause, by the Board of Directors at any regular or special meeting thereof. Any officer may resign at any time by giving written notice to the Board of Directors, or to the President, or to the Secretary of the Organization. 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 therein, the acceptance of such resignation shall not be necessary to make it effective.

5.4 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled in the manner prescribed in the Bylaws for regular appointments to such office.

5.5 President. Subject to the control of the Board of Directors, the President shall be the chief executive officer of the Organization and shall have general supervision, direction and control of the business and affairs of the Organization. He or she shall preside and set the agenda at all meetings of the Board of Directors and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

5.6 Vice President. In the absence or disability of the President, the Vice President shall discharge the duties of the President and perform such duties and shall have such authority and powers as the Board of Directors may assign or as the President may delegate.

5.7 Recording Secretary. The Recording Secretary shall keep or cause to be kept a book of minutes of all meeting of the Board of Directors. The minutes shall record the time and place of the meetings, whether regular or special, and if special, how authorized and how notice was given. The minutes shall record the names of those present and the proceedings of such meetings and preserve in a permanent file all the approved minutes to be transferred to their successor at the close of their term of office. Permanent files shall be kept in the Friend’s Room at the Library or such other place as approved by the Board of Directors. The Recording

Secretary shall also sign all certified copies of the acts of the Organization and amendments as required, keep a file on all committee reports, maintain all record books(s) in which the Bylaws, Articles of Incorporation and Minutes are entered and have all amendments and revisions of these documents properly recorded. The Recording Secretary shall distribute or cause to be distributed to each member of the Board at the beginning of the term of office a copy of the Articles of Incorporation and Bylaws.

5.8 Corresponding Secretary. He or she shall keep or cause to be kept a record of the Organization's Board of Directors and non-statutory members and their addresses. The Corresponding Secretary shall give, or cause to be given, notice of the organizational meeting or any special meeting of the Board of Directors.

5.9 Treasurer. The Treasurer shall keep and maintain or cause to be kept and maintained adequate and correct accounts of the properties and business transactions of the Organization, including accounts of its assets, liabilities, receipts and disbursements and shall deposit all monies and other valuables in the name and to the credit of the Organization with such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Organization as may be ordered by the Board of Directors, and shall be responsible to insure all checks or payments over the amount of One Thousand Dollars (\$1,000) have the written approval of two (2) authorized officers. He or she will prepare a financial report to the Board of Directors at each meeting or at other times when requested by the President or Board of Directors. The Treasurer shall have such powers and perform such other duties as may be prescribed by the Board of Directors and shall make a full financial report annually. The annual financial report shall be compiled and dated as of the last day of the fiscal year. The annual report shall be audited by a person or persons designated by the Board of Directors to perform the audit.

5.10 Assistant Treasurer. He or she shall assist the Treasurer and act as Treasurer when required.

5.11 Parliamentarian. The Parliamentarian shall give advice on parliamentary procedure as requested by the President or Board of Directors. He or she shall serve on and convene the Nominating Committee and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

## **ARTICLE 6 COMMITTEES**

6.1 Appointment of Committees. Pursuant to Section 5212 of the Nonprofit Public Benefit Corporation Law of the State of California, the Board of Directors may appoint an Executive Committee and such other standing or special ad hoc committees as the Board from time to time deems necessary or appropriate to conduct the business and further the objectives of the Organization. The appointment by the Board of an Executive Committee and any other committee having the authority of the Board shall be by resolution adopted by a majority of Directors then in office, provided that a quorum is present. The Executive Committee and any other committee having authority of the Board shall be comprised of two (2) or more Directors, and shall not have as members any person who is not a Director.

6.2 Powers and Authority of Committees. The Board of Directors may delegate to the Executive Committee or any other committee having the authority of the Board, any of the powers and authority of the Board of Directors in the management of the business and affairs of the Organization, except the following:

- (a) The approval of any action for which the Nonprofit Public Benefit Corporation Law of the State of California also requires the approval of Board members of an Organization, in which event the approval of the Board of Directors shall be required.
- (b) The filling of vacancies on the Board or in any committee which has the authority of the Board.
- (c) The fixing of compensation of the Directors for serving on the Board or on any committee.
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.
- (f) The appointment of committees of the Board having the authority of the Board, or the members thereof.
- (g) The approval of any self-dealing transaction, except as permitted in Section 4.21 of these Bylaws.

6.3 Nominating Committee.

- (a) Five months prior to the date of election of members of the Board of Directors shall appoint three (3) to five (5) Board members to serve as the Nominating Committee to prepare a slate of officers and directors to be elected for the coming term. The slate shall include only one nominee for each office. The Parliamentarian shall serve on the committee and convene the Nominating Committee to prepare a slate of officers and directors to be elected for the coming term.
- (b) It shall be the duty of the Nominating Committee to determine the number of vacancies on the board and nominate candidates to fill each vacancy. The Nominating Committee shall nominate a President, one or more Vice Presidents, a Recording Secretary, a Corresponding Secretary, Treasurer, Assistant Treasurer and Parliamentarian.
- (c) The Nominating Committee shall be responsible for contacting each prospective nominee to ask him/her to accept the nomination and obtain a written consent to serve if elected.
- (d) The nominating committee shall make its report at the regular board meeting preceding the date of the annual organizational meeting.

6.4 Standing Committee. A Standing Committee is a body of persons elected or appointed by the Board to consider or investigate specific subjects or issues. Standing Committees shall have only the power to study or investigate specific subjects or ideas, make recommendations to the Board, and implement the decisions of the Board. The Standing Committees may include: (a) Finance, (b) Book Sales, (c) Membership/Development/PR, (d) Newsletter, (e) Events/Arts, (f) Strategic Planning/Board Education, (g) Board Policies/Parliamentarian, (h) Communications/Website, (i) Investment, as well as any other Standing Committee as established from time-to-time by the Board of Directors.

## **ARTICLE 7 MISCELLANEOUS**

7.1 Fiscal Year. The fiscal year of the Organization shall end on the 31<sup>st</sup> day of December of each year.

7.2 Inspection of Corporate Records. The books of account and minutes of the proceedings of Directors, and of any Executive Committee or other committees of the Directors, shall be open to inspection at any reasonable time upon the written demand of any Director. Such inspection may be made in person or by an agent or attorney, and shall include the right to make photocopies and extracts.

7.3 Representation of Shares of Other Corporations. Any officer of the Organization is authorized to vote, represent and exercise on behalf of the Organization all rights incident to any and all shares of any other Organization or Organization's standing in the name of the Organization. The authority herein granted to said officers may be exercised by such officers in person or by other persons authorized to do so by proxy duly executed by such officers.

7.4 Checks, Drafts, Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of or payable to the Organization and any and all securities owned by or held by the Organization requiring signature for transfer shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by the Board of Directors.

7.5 Execution of Contracts. The Board of Directors may authorize any officer, or officers, agent, or agents, to enter into any contract or execute any contract or execute any instrument in the name of and on behalf of the Organization; and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Organization by any contract or engagement or to pledge its credit or render it liable for any purpose or in any amount. Provided, that pursuant to Section 5214 of the Nonprofit Public Benefit Corporation Law of the State of California, any such contract or instrument between the Organization and any third person, when signed by any one of the President or any Vice-President and by any one of the Secretary, any assistant secretary, the Chief Financial Officer or any assistant Treasurer of the Organization, shall be valid and binding upon the Organization in the absence of actual knowledge on the part of said third person that the signing officers had no authority to execute the same.

7.6 Annual Statement of Certain Transactions and Indemnifications. Pursuant to Section 6322 of the Nonprofit Public Benefit Corporation Law of the State of California, the Board of Directors shall cause an annual statement of the transactions and indemnifications specified in Section 6322 to be delivered not later than one hundred twenty (120) days after the close of the fiscal year. If the Organization issues an annual report, this requirement shall be satisfied by including the required information in said annual report.

7.7 Corporate Loans, Guarantees and Advances. The Organization shall not make any loan of money or property to or guarantee the obligation of any Director or officer, except as is expressly allowed under Section 5236 of the Nonprofit Public Benefit Corporation Law of the State of California.

7.8 Disclosure. In the event that the Organization provides services or information to the public for a fee, and such services or information are available from the federal government free of charge or for a nominal cost, such availability shall be conspicuously disclosed in an easily recognizable format in any solicitation or offer by the Organization.

7.9 Political Activities. The Organization shall refrain from any intervention in any political campaign on behalf of, or in opposition to, a candidate. The Organization shall not make any political expenditure or lobbying expenditure which will result in the loss of, or otherwise adversely affect, its status as a tax-exempt organization under the Internal Revenue Code of 1986, as amended.

7.10 Delivery of Notices and Writings. When any notice or other communication is required to be provided in writing under these bylaws, such writing may include a facsimile, telegraphic, and other electronic communication as authorized under the Nonprofit Public Benefit Corporation Law of the State of California, including an electronic transmission by an Organization that satisfies the requirements of Section 20 of the Nonprofit Public Benefit Corporation Law of the State of California.

7.11 Time of Notice. Any reference in these bylaws to the time a notice is given or sent means, unless otherwise expressly provided, (a) the time a written notice by mail is deposited in the United States mails, postage prepaid; or (b) the time any other written notice, including facsimile, telegram, or other electronic mail message, is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient; or (c) the time any oral notice is communicated, in person or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or wireless, to the recipient, including the recipient's designated voice mailbox or address on such a system, or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

**ARTICLE 8**  
**EFFECTIVE DATE AND AMENDMENTS**

8.1 Effective Date. These Bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective immediately upon the adoption of the amendment, unless the amendment provides that it is to become effective at a later date.

8.2 Amendments. These Bylaws may be (i) amended or (ii) repealed and new Bylaws adopted by the vote of a majority of the Board of Directors.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Recording Secretary of THE FRIENDS OF THE LA JOLLA BRANCH LIBRARY; and
2. That the foregoing fourteen (14) pages constitute the Amended and Restated Bylaws of such Organization as duly adopted by Board of Directors on the 14<sup>th</sup> day of November, 2018, at La Jolla, California.

*Sally Corson*  
\_\_\_\_\_  
Sally Corson, Recording Secretary