
**AMENDED AND RESTATED BYLAWS OF
FRIENDS OF THE FRESNO COUNTY PUBLIC LIBRARY
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

ARTICLE I
NAME AND PURPOSE

Section 1. Name. The name of this corporation is Friends of the Fresno County Public Library.

Section 2. Purpose and Mission. The specific purpose of this corporation is to foster interest in the Fresno County Public Library, to promote its welfare, and to address those of its needs that are not being met through normal government funding channels. Consistent with the foregoing purposes the activities of this Corporation shall include, but are not limited to, emergency fundraising, the provision of volunteer assistance to the Fresno County Library staff, the solicitation of funds for special Fresno County Public Library projects, and the provision of a receptacle for those individuals and organizations wishing to help the Fresno County Public Library through donations, endowments, and bequests.

Additionally, it is the mission of the corporation to support the Fresno County Public Library (the “Library”) through advocacy, public awareness, and fundraising to promote literacy and lifelong learning. The corporation shall carry out this mission through acts in furtherance of its purpose, including but not limited to, the following:

- (a) To work, in cooperation with the County Librarian and staff, in support of the Library.
- (b) To assist in the development, promotion, and completion of library services, facilities, and programs.
- (c) To act as a liaison between the community and the Library.
- (d) To increase public awareness and stimulate the use of the Library’s resources.
- (e) Working with the County Librarian and staff, the activities of the corporation may include sponsorship of special projects; informing the public of the resources and services of the Library; advocating on behalf of the Library when necessary; securing equipment and services that are beyond the command of the ordinary library budget; and performing other services deemed helpful to the Library.

Section 3. Principal Office. The principal office for the transaction of the business of the corporation is fixed and located at 2420 Mariposa Street, in the City of Fresno, County of Fresno, State of 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 this County, or in another County within the State of California.

Section 4. Business to be Conducted Without Profit. This corporation shall conduct and carry on its business without profit to itself or its Members, or any class thereof. No Member of

this corporation shall, by reason of membership herein, be or become entitled at any time to receive any assets, property, income, or earnings from the corporation, or to profit therefrom in any manner.

Section 5. Distribution of Assets on Dissolution. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under section 501(c)(3) of the Internal Revenue Code. Selection of the person or persons to receive the distribution shall be made by the Board of Directors. Preference will be given to one or more non-profit group that performs charitable and public activities for a similar purpose, and which meet the foregoing standards.

ARTICLE II MEMBERSHIP

Section 1. Qualification and Classes of Membership. As provided in California Corporations Code, section 5151 at subdivision (a), this corporation shall have one class of membership. Any individual, organization, club, or business dedicated to the purposes of the corporation shall be eligible for membership on timely payment of such dues and fees as the board may fix from time to time.

Section 2. Rights of Membership. Each paid membership shall be entitled to one (1) vote. Members shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all or substantially all of the corporation's assets, on any merger and its principal terms and any amendment of those terms, and on an election to dissolve the corporation (with approval of the Board, consistent with California Corporation Code section 6610(a)(2)). In addition, members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

Section 3. Members Dues. Each member must pay, within the time and on the conditions set by the Board, the dues in amounts determined by the Board in advance of each annual meeting of the membership. The fiscal year of the corporation shall align with the calendar year. Memberships are renewable annually in the anniversary month of their previous payment. Members will be notified individually by postal mail or email at least one (1) month before expiration date by the corporation's Main Office, and dues are to be paid by the end of the renewal month. Members whose dues have been delinquent for ninety (90) days shall be dropped from the membership list. Members whose dues are overdue at all shall not be eligible to vote or to serve on the Board of Directors.

Section 4. Termination of Membership. A membership shall terminate on occurrence of any of the following events:

- (a) Resignation of the member;
- (b) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the board;
- (c) The member's failure to pay dues, as set by the Board, within ninety (90) days after they are due and payable; or

- (d) Termination of membership under Article II, Section 6 of these Bylaws, hereinbelow, based on the good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

Section 5. Suspension of Membership. A member may be suspended under Article II, Section 6 these bylaws, hereinbelow, based on the good faith determination by the board, or a committee authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests. An individual member, or the representative of a club, organization, or business member, whose membership is suspended shall not be a member during the period of suspension.

Section 6. Termination or Suspension of Membership. If grounds appear to exist for suspending or terminating a member under Article II, Sections 4(d) or 5 of these bylaws, the following procedure shall be followed:

- (a) The board shall give the member at least fifteen (15) days prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by certified mail with return-receipt requested, or reasonably equivalent method, to the member's last known address as shown on the corporation's records.
- (b) The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the board or by a committee authorized by the board to determine whether the suspension or termination should occur.
- (c) The board, or committee, shall decide whether the member should be suspended, expelled, or sanctioned in any way. The decision of the board, or committee, shall be final.
- (d) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one (1) year after the date of the expulsion, suspension, or termination.

Section 7. No Transfer of Membership. No membership or right arising from membership in this corporation shall be transferred. All membership rights cease on the member's death, or the dissolution of an organization, club, or business member.

Section 8. Annual Meetings of the Membership. This corporation shall hold one (1) annual meeting of the membership, to be scheduled by the Board of Directors, each year for the purpose of election of Board members, to receive various reports, and to enact any other business.

Fifteen (15) members present shall constitute a quorum. The membership shall be notified of all general membership meetings by postal mail and/or by e-mail, at least fourteen (14) days prior to the meeting date.

Section 9. Non-Business and Special Meetings of the Membership. Additional non-business membership meetings may be scheduled as recommended by the Program Chairperson and approved by the Board of Directors. A special membership meeting for the purpose of transacting business of the corporation may be held as directed by the Board of Directors, or at the written request of any ten (10) members of the corporation. Notice of such meeting shall be postal mailed or e-mailed to members, with a statement of the business to be transacted, at least two (2) weeks prior to the proposed date.

ARTICLE III BOARD OF DIRECTORS

Section 1. Board Membership. The direction of the operations of this corporation shall rest with a Board of Directors elected by the membership of the corporation. The Board shall consist of a minimum of twelve (12) members and may be expanded to a maximum of twenty (20) members and the immediate Past-President; if a President serves during the last year of their Board term, an additional year of Board membership shall automatically be added to allow them to serve as Past-President, thus creating an additional Board member for that year. The exact number of directors within the range provided in this section shall be fixed, and may from time to time be changed, by a resolution adopted by the Board of Directors.

Section 2. Term. The term of Members of the Board of Directors shall be for periods of three (3) years. Approximately one quarter (1/4) of the Board members then in office shall be elected for three (3) year terms at each Annual Meeting.

Section 3. Nomination and Selection of Directors.

(1) Nomination Committee. A Nominating Committee of three (3) members of the corporation shall be appointed by the Board of Directors not less than three (3) months before the Annual Meeting. Board nominees shall include active members of the corporation; however, an employee of the corporation (Main Office or any Branch Chapter) shall not be eligible to serve on the Board of Directors of the corporation.

(2) Nominations Prior to Election. Nominations for Board members shall be presented to the membership in writing, together with the call to the Annual Meeting. Additional nominations may be made from the floor at the Annual Meeting. The Board may formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, and a reasonable opportunity for the nominee to solicit votes. No one shall be nominated without their consent.

(3) Election. Candidates receiving the highest number of votes shall be elected as Directors. In the event of a tie vote, or if no candidate receives a majority, the candidates with the highest number of votes will be placed in a run-off election. The Board shall formulate a

procedure for the run-off election that provides a reasonable opportunity for the members to choose among the Director nominees.

(4) Manner of Filling Vacancies. Vacancies arising on the Board shall be filled by appointment made by the remaining Board members. Such appointment shall be on an interim basis, concluding at the time of the Annual Meeting when the members shall vote on a Director to serve a new term on the Board.

Section 4. Corporate Powers Vested in Board of Directors.

(a) Subject to these Bylaws, the Board of Directors shall have full power to control and manage the property and conduct the affairs and business of this corporation; and in furtherance of the foregoing powers, but not in limitation thereof, it shall have power:

(1) To select and remove all officers, agents, and employees of the corporation; to prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation, or with these Bylaws; fix their compensation; and require from them security for faithful service.

(2) To conduct, manage and control the affairs and business of the corporation; and to make such rules and regulations as are not inconsistent with law, with the Articles of Incorporation, or with these Bylaws, as they may deem best.

(3) To adopt, make, and use a corporate seal and to alter the form of such seal from time to time.

(4) To borrow money and incur indebtedness for the purposes of the corporation; and to cause to be executed and delivered therefor in the corporate name promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations; or other evidence of debt and securities therefor.

(5) To appoint an executive committee and other committees, and to delegate to the executive committee any of the power and authority of the Directors in the management of the business and affairs of the corporation, except the power to adopt, amend, or repeal Bylaws. The executive committee shall be composed of two (2) or more Directors of this corporation.

(6) To consider, approve or disapprove all recommendations of any committee.

Section 5. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business.

Section 6. Removal and Resignation of Director.

(a) Removal of Director. Any Director may be removed from office as such for cause by the affirmative vote of a majority of the Directors, at any regular or special meeting of the

Directors, or upon a vote after written notice to the affected Director mailed to such Director at their last known address at least ten (10) days prior to the date of the meeting. Any reduction of the authorized number of Directors does not remove any Director prior to the expiration of such Director's term of office.

(b) Resignation of Director; Leave of Absence.

(1) Except as hereafter provided, a director may resign by giving written notice to the corporation. Absence from more than two (2) consecutive meetings, or four (4) meetings in one calendar year without advance notification of their absences to a member of the Board, shall constitute resignation from the Board.

Any director who is absent from more than two (2) consecutive board meetings will automatically be removed from the Board of Directors without board resolution unless (a) the director requests a leave of absence of a limited period of time (not to exceed six months), and the leave is approved by the directors at a regular or special meeting (if such leave is granted, the number of board members will be reduced by one in determining whether a quorum is or is not present), (b) the director suffers from an illness or disability that prevents him or her from attending meetings and the board by resolution waives the automatic removal procedure of this subsection, or (c) the board by resolution of the majority of board members must agree before a director who has been absent from more than two (2) consecutive meetings may be reinstated. When a director is on a leave of absence, in addition to that director not being counted toward the quorum requirement, their absences will not be counted toward their required attendance for the year. The director on a leave of absence will notify the Board officers in writing when they are ready to return to meetings, and the directors will place an action item on the following meeting agenda to reinstate them as a voting director. Only once a majority of the remaining board members votes in favor of reinstatement will the director returning from a leave of absence have their voting privileges as a director restored.

(2) No director may resign when the corporation would then be left without a duly elected director or Directors in charge of its affairs.

Section 7. Vacancies. All vacancies on the Board of Directors shall be filled pursuant to Section 3 of this Article.

Section 8. Meetings of the Board of Directors.

(a) Regular Meetings. Regular meetings of the Board of Directors shall be held on call of the President at least annually, and preferably quarterly.

(b) Special Meetings. Special meetings of the Board of Directors for any purpose shall be called at any time by the President, or if the President is absent, or unable to act, or refuses to act, then by any two (2) Directors. Written notice of the time and place of special meetings shall be delivered personally to the Directors or sent to each Director by first-class mail addressed to the Director at their address as it is shown upon the books of the corporation. At least four (4) days' notice of the time and place of all such meetings shall be given by the Secretary to each Director if such notice is given by first-class mail, or at least two (2) days' notice if such notice is given

personally. Such notice shall state the nature of the business to be considered at that meeting and no other business shall be transacted. Special meetings of the Board shall be held at the principal place of business of the corporation unless otherwise specified in the notice.

(c) Written Consents and Waivers of Notice. The transactions of any meeting of the Board of Directors, however called and noticed, or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present, and if, either before or after the meeting, each of the Directors not present sign a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 9. Meetings by Telephone and Videoconference. Any meeting, regular or special, may be held by conference telephone, videoconference, or similar communication equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

Section 10. 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, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 11. Interested Persons. Not more than forty-nine percent (49%) of the persons serving on the Board of Directors may be interested persons. As used in this section, an “interested person” means either:

(a) Any person currently being 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 director; or

(b) 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 such person.

(c) The provisions of this section shall not affect the validity or enforceability of any transaction entered into by this corporation.

ARTICLE IV OFFICERS

Section 1. Officers. The officers of this corporation shall be a president, a vice president/Program, a vice president/membership, a secretary, a chief financial officer and such other officers as the Board of Directors may appoint. Any director of this corporation shall be eligible for election to any office of this corporation, and a staff member of the corporation may serve in the position of assistant secretary or assistant chief financial officer. An employee of the corporation (Main Office or any Branch Chapter) shall not be eligible to serve as an officer of the corporation.

Section 2. Election. The officers of the corporation shall be chosen annually by the Board of Directors from the Board itself, and each shall hold office until the officer shall resign or shall be removed or otherwise disqualified to serve, or the officer's successor shall be elected and qualified. The term of officers so elected shall begin with the next meeting following the annual meeting of the corporation, and shall continue until their successors are elected.

Section 3. Removal and Resignation. Any officer may be removed, either with or without cause, by a majority of the directors in office at the time, at any regular or special meeting of the Board. 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 corporation. 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.

Section 4. Vacancies. A vacancy in any office because of death, resignation removal, disqualification, or any other cause shall be filled by the Board of Directors at their next meeting.

Section 5. Duties of Officers.

(a) President. The President shall be the chief executive officer of the corporation and shall, subject to the control of the Directors, have general supervision, direction and control of the business and officers of the corporation. The President shall preside at all meetings of the Directors and facilitate all meetings of the membership. The President shall serve as the primary channel of communication with the Fresno County Librarian and staff. The President shall facilitate the appointment of committees and ensure that the goals and purposes of the membership are realized. The President shall be an ex-officio voting member of all standing committees, including the executive committee if any, but the President shall not be a member of the Nominating Committee. The President shall have the power to pursue resources, pending ratification by the membership, and shall have the general powers and duties of management usually vested in the office of the President of a corporation and shall have such other powers and duties as may be prescribed by the Board of Directors or by these Bylaws.

(b) Vice-President/Program. The Vice-President/Program, shall perform, under the direction of the President, duties and responsibilities in the management of the annual membership meeting of the corporation. The Vice President/Program shall chair the Programs Committee and give leadership to programs presented and/or sponsored by the corporation. In the event of the disability or absence of the President, the duties of the President shall be exercised by the Vice-President/Program.

(c) Vice-President/Membership. The Vice-President/Membership, under the direction of the President, duties and responsibilities in the corporation's membership recruitment efforts. The Vice-President/Membership shall chair the Membership Committee and give leadership to preparing membership brochures and other content regarding membership structure of the corporation. In the event of the disability or absence of both the President and the Vice-President/Programs, the duties of the President shall be exercised by the Vice-President/Membership.

(d) Secretary. The Secretary shall keep or cause to be kept the minute book of the corporation as prescribed by these Bylaws. The minutes should include the date, time, location of meeting; list of those present and absent; list of items discussed; list of reports presented; text of motions presented and description of their disposition. The secretary shall sign in the name of the corporation, either alone or with one or more other officers, all documents authorized or required to be signed by the Secretary. If the corporation has a corporate seal, the Secretary shall keep the seal and shall affix the seal to membership certificates, if issued, and to other documents as appropriate or desired. The Secretary shall be responsible for ensuring that the records of the organization are maintained as required by law and made available when required by authorized persons. These records may include founding documents, (i.e., Letters approving 501(c)(3), Articles of Incorporation, etc.), lists of directors, board and committee meeting minutes, financial reports, and other official records. The Secretary shall be responsible for ensuring that official records are maintained of members of the organization and Board and ensure that these records are available when required for reports, elections, referenda, other votes, etc. The Secretary shall be responsible for ensuring that proper notification is given of Directors and membership meetings, as specified in the Bylaws. The Secretary shall manage the general correspondence of the Board of Directors, except for such correspondence assigned to others.

(e) Chief Financial Officer. The Chief Financial Officer of the corporation, where appropriate, may be designated by the alternate title of "Treasurer." The Chief Financial Officer is responsible for the receipt, maintenance, and disbursement of all funds of the corporation and for the safekeeping of all securities of the corporation. The Chief Financial Officer shall keep or cause to be kept books and records of account and records of all properties of the corporation. The Chief Financial Officer shall prepare or cause to be prepared annually, or more often if so directed by the Board of Directors or President, financial statements of the corporation. The Chief Financial Officer shall be responsible for preparing any necessary documents for federal and state agencies/ the IRS and the State Attorney General related to the finances of the corporation, as required by statute or regulation.

ARTICLE V EMPLOYEES

The Board of Directors of the corporation, or their designee, may elect to hire employees or engage contractors to assist in the operations of the corporation.

ARTICLE VI COMMITTEES

Section 1. Standing Committees. The following Committees are considered Standing Committees and shall have members appointed to each on an annual basis:

- (a) Membership/Communications Committee.
- (b) Nominating Committee.
- (c) Programs Committee.

Section 2. Other Committees. The Board of Directors may from time to time create other standing and special committees, appoint the members thereof, and invest therein such powers and duties as it may deem desirable to carry out planned activities of the corporation.

Section 3. Qualifications and Terms of Office of Committee Members. The members and chairperson of the committees shall be appointed by the President, subject to the approval of the Board of Directors, and shall hold office for a period of one (1) year.

Section 4. Composition and Duties of Committees. Each standing committee shall have as many members thereon as the Board of Directors may from time to time determine and shall have such duties and perform such functions as may be required of them by the Board of Directors from time to time. The President is an ex-officio member of all committees except the Nominating Committee.

ARTICLE VII MAIN OFFICE AND BRANCH CHAPTER STRUCTURE

Section 1. Overall Structure and Creation of Branch Chapters. The corporation consists of a Friends of the Fresno County Public Library Main Office and Branch Chapters supporting individual branch libraries within the Fresno County Public Library System. The creation and operation of any Branch Chapter must be approved by the board of the corporation. The corporation's Board of Directors shall indicate its approval of a new chapter by sending a letter to the leadership of the new Branch Chapter. It is a goal of the corporation that the Library and the corporation will maintain a signed Memorandum of Understanding, or similar document, establishing the operating parameters for Branch Chapters within the Fresno County Library facilities.

Section 2. Responsibilities of the Main Office. The corporation's Main Office, operating under the Board of Directors, shall provide the following:

- (a) Management of all bank deposits.
- (b) Payment of all corporation and Branch Chapter obligations.
- (c) Maintain records of all of the corporation's documents.
- (d) Accounting and fiduciary reporting as required by local, state and federal agencies.
- (e) Liability insurance for all of the corporation's events.
- (f) Officers and Directors insurance for the corporation's Board of Directors
- (g) Regular communication to members through a Newsletter, emails, and other appropriate channels.
- (h) Management of the corporation's Friends of the Fresno County Public Library website and establishing access to the Friends of the Fresno County Public Library website for Branch Chapters.
- (i) Encourage and facilitate creation and operation of Branch Chapters as needed.
- (j) Leadership in countywide fundraising, advocacy and awareness efforts.
- (k) Hire employees and/or engage contractors as necessary to accomplish the above.

Section 3. Responsibilities of each Branch Chapter. The purpose of the Branch Chapter is to provide volunteer support, advocacy, and financing for branch library projects approved by the Board of Directors of the corporation and aligned with the goals of the County Librarian. As such,

members and library staff must work closely together to align with the Library system's goals. Specific Branch Chapter responsibilities are as follows:

(a) All Branch Chapter Friends groups operate under the direction of the Friends of the Fresno County Public Library Board of Directors who oversee the operations of the non-profit 501(c)(3) as defined by the State of California and the IRS.

(b) Funds may not be held or disbursed by a Branch Chapter, except via accounts managed under the auspices of the Friends of the Fresno County Public Library Board of Directors. Any requests for the issuance of checks made to the Headquarters Division by the Branch Chapter must be signed by two (2) officers of the Chapter.

(c) Funds raised and programs and services offered by Branch Chapters must specifically support the Fresno County Public Library. Any programs deemed not to follow this requirement will be subject to cancellation per the Friends of the Fresno County Public Library Board of Directors in consultation with the County Librarian.

(d) The creation and operation of any Branch Chapter must be approved by the board of the corporation. The board of the corporation shall indicate its approval of a new chapter by sending a letter to the leadership of the new Chapter.

(e) It is a goal of the corporation that the Library and Friends of the Fresno County Public Library will maintain a signed Memorandum of Understanding establishing the operating parameters for Branch Chapters within the Fresno County Library facilities.

(f) To be considered a Branch Chapter, the group must consist of at least two (2) members of leadership: Chair of the Branch Chapter, and Branch Chapter Financial Liaison. The Branch Chapter may have additional members of leadership as determined at their discretion. Branch Chapter leadership are elected annually and serve for one year. There are no term limits.

(g) Branch Chapters are required to follow all of the rules outlined in this set of Bylaws.

(h) Branch Chapters advocate and fundraise to support their individual library as outlined in policy.

(i) Membership will be in accordance with Article II of these Bylaws.

(j) The Branch Chapter is required to record minutes from all meetings and forward copies of said minutes to the Main Office. This is the responsibility of the Chair of the Branch Chapter, or another Branch Chapter member, as determined at their discretion.

(k) Each Branch Chapter is required to have, at a minimum, one (1) meeting per quarter. Branch Chapters unable to meet this requirement will forfeit their status as a Friends of the Fresno County Public Library Branch Chapter.

ARTICLE VIII
MISCELLANEOUS

Section 1. Inspection of Corporate Records. The books or accounts and the minutes of proceedings of Directors shall be open to inspection upon the written demand of any Director at any reasonable time, upon reasonable notice, and for a purpose reasonably related to their interests as such Director, and shall be exhibited at any time when required by the demand of ten percent (10%) of the Directors. Demand of inspection other than at a Directors' meeting shall be made in writing to the President, the Secretary, or the executive director of the corporation. 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. This right of inspection extends to the records of Branch Chapter of the corporation.

Section 2. Checks, Drafts, etc. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness in excess of such amount set by the Board issued in the name of the corporation shall be signed or endorsed by at least one (1) person, or in such other or additional manner as from time to time shall be determined by resolution of the Board of Directors.

Section 3. Annual Report. At the conclusion of the fiscal year, which will run through December 31, an annual report of the financial affairs of the corporation shall be available for inspection by any Director upon request.

Section 4. Contracts, etc.; How Executed. The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer or officers, agent or agents, to enter into any contract or to execute any instrument in the name of and on behalf of the corporation, 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 corporation by any contract or engagement, or to pledge its credit to render it liable for any purpose or to any amount.

Section 5. Inspection of Bylaws. The corporation shall keep in its principal office for the transaction of business the original or a copy of the Bylaws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the Directors and the members at all reasonable times during office hours.

Section 6. Rules of Order. All meetings of the corporation, the Board of Directors or committees of the corporation shall be governed by the parliamentary rules and usages contained in the current edition of Roberts "Rules of Order," when not in conflict with California Corporations Code, the Articles and the Bylaws of the corporation.

Section 7. Disciplinary Action. A Director who is guilty of a criminal offense or gross misconduct, either as a Director or as a citizen, or who violates any of the provisions of the Articles of Incorporation of this corporation or these Bylaws, or any principles of professional

conduct adopted by this corporation, or who acts contrary to or in violation of any contracts, agreements, or statements of principle of this corporation, shall be liable to censure, suspension, or expulsion. The procedure to be followed by this corporation with respect to censure, suspension, or expulsion of a Director shall be the procedure now or hereafter adopted by the Board of Directors, said procedure being in compliance with California Non-Profit Corporations Code, section 5341.

Section 8. Annual Report. The annual report to Directors referred to in the California Nonprofit Corporation Code, section 6321, shall be expressly dispensed with, provided the corporation has received less than twenty-five thousand dollars (\$25,000.00) in gross revenues or receipts during the fiscal year, but nothing in these Bylaws shall be interpreted as prohibiting the Board of Directors from issuing annual or other periodic reports to the Directors who request it in writing, within one hundred twenty (120) days of the close of its fiscal year, containing the following information in reasonable 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, during the fiscal year;

(c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

(d) The expenses or disbursements of the corporation, or both general and restricted purposes, during the fiscal year;

(e) Any transaction during the previous fiscal year involving more than fifty thousand dollars (\$50,000.00) in which the corporation (or its parent or subsidiaries, if any) was a party and in which any director or officer of the Corporation has a direct or indirect fiscal interest, or any of a number of such transactions in which the same person had a direct or indirect financial interest and which transactions in the aggregate involved more than fifty thousand dollars (\$50,000.00);

(f) The amount and any circumstances of any indemnifications or advances aggregating more than ten thousand dollars (\$10,000.00) paid during the fiscal year to any Director or Officer of the corporation pursuant to Section 8 of these Bylaws, unless such indemnification has already been approved pursuant to that Section 8; and

(g) Any information required by California Corporations Code, Section 6322.

Section 9. Financial Audit; Nonprofit Integrity Act Compliance. In accordance with the Nonprofit Integrity Act (Stats. 2004, Ch. 919), as amended and updated from time to time, the corporation shall comply with additional reporting requirements if annual revenue for the fiscal year meets or exceeds two million dollars (\$2,000,000.00), exclusive of grants from or contracts for services with governmental entities for which the governmental entity requires an accounting. These additional reporting requirements shall include the following:

(a) The annual financial statements must be prepared and audited by an independent certified public accountant in conformity with generally accepted accounting standards, pursuant to California Government Code, section 12586 at subdivision(e)(1).

(b) The Directors shall appoint an audit committee, separate from any finance committee of the corporation, responsible for overseeing the audit of the annual financial statement, pursuant to California Government Code, section 12586 at subdivision(e)(2).

(c) Any audited financial statements obtained by the corporation, whether or not required by law, shall be made available for inspection by the Attorney General and by the general public within nine (9) months after the close of the fiscal year to which the statements relate. For three (3) years, such statements (i) shall be available at the corporation's principal, regional, and district offices, if any, during regular business hours and (ii) shall be made available either by mailing a copy to any person who so requests in person or in writing, or by posting them on the corporation's website.

Section 10. Records.

(a) The corporation shall keep:

(1) Adequate books and records of account;

(2) Minutes of the proceedings of its Directors, members, Board and committees of the Board; and

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

Section 11. Advisory Council. The President, with Board approval, may appoint an Advisory Council comprised of community leaders for the purpose of advising the Board regarding policy matters. Such Advisory Council shall have no voting rights.

ARTICLE IX INDEMNIFICATION

Section 1. Indemnification. In order to induce officers, Directors and agents of the corporation to continue to serve as such and to induce others to serve as officers, Directors and/or agents and in consideration of such service, the corporation shall indemnify and hold harmless each director now or hereafter serving the corporation, from and against any and all claims and liabilities to which the officer, Director, and/or agent of the corporation may be or become subject to by reason of their now or hereafter being or having heretofore been a director, officer and/or agent of the corporation and/or by reason of the individual's alleged acts or omissions as a director, officer and/or agent as aforesaid and shall reimburse each director, officer and/or agent of the corporation for all legal and other expenses reasonably incurred by the individual in connection with defending against any such claims or liabilities. The foregoing rights of Directors, officers and agents shall not be exclusive of other rights to which they may be lawfully entitled.

Section 2. Good Faith Conduct. The officers, Directors and agents seeking indemnification must be found, in the manner provided below, that they acted in good faith, in a manner they believe to be in the best interest of this corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position will use in similar circumstances. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the persons did not act in good faith or in a manner in which they reasonably believed to be in the best interest of this corporation or that they had reasonable cause to believe that their conduct was unlawful. In the case of a criminal proceeding, the persons must have had no reasonable cause to believe that their conduct was unlawful.

Section 3. Determination of Good Faith Conduct. The determination that the officer, director and/or agent did act in the manner complying with the above paragraph shall be made by:

(a) The Board of Directors by a majority quorum consisting of directors who are not parties to the proceeding;

(b) The affirmative vote of a majority of the Directors' votes represented in voting at a duly held meeting at which a quorum is present (which affirmative votes also constitute a majority of the required quorum); or

(c) The court in which the proceeding is or was pending. Such determination may be made on application brought by this corporation or the agent or the attorney or other person rendering a defense to the officer, director, and/or agent whether or not the application by the officer, director, agent, attorney or other person is opposed by this corporation.

Section 4. Limitations. No indemnification or advance shall be made under this Article in any circumstances when it appears:

(a) That the indemnification or advance would be inconsistent with the provisions of the Articles, a resolution of the Directors, 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 the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 5. Definitions. For the purpose of this Article:

(a) “Agent” means any person who is or was an employee of the corporation or is or was serving at the request of the corporation as a Member of any committee authorized by the Directors of this corporation.

(b) “Proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative or investigative.

Section 6. Insurance. The corporation may purchase and maintain insurance on behalf of any director, officer, or employee of the corporation against any liability asserted against or incurred by the director, officer, or employee in such capacity or arising out of the officer, director, or employee's status as such, whether or not the corporation would have the power to indemnify the director, officer, or employee against such liability under the provisions of section 5238 of the Corporations Code, except as provided in subdivision (i) of section 5238 of the Corporations Code.

ARTICLE X AMENDMENTS

Section 1. Amendment Procedures. These Bylaws may be amended by either of the following procedures:

- (a) By the membership at any regular meeting of this corporation, or at a meeting called by the Board for such specific purpose, provided that notice of the proposed amendment shall have been mailed or emailed to all members at least two (2) weeks before the meeting, or
- (b) By the Board of Directors at a regular meeting or a special meeting called for the purpose, provided that notice of the proposed amendment shall have been mailed to each Board member at least two (2) weeks before the meeting. Under this Procedure, amendment is limited to:
 - a. Article II. Membership
 - b. Articles III and IV. Board of Directors and Officers (except that the number of Board members and the manner of nomination and election thereof may not be amended by this procedure)
 - c. Article VI. Committees
 - d. Article II, Sections 8 and 9. Annual and Special Membership Meetings
 - e. Article II, Section 3. Dues

The intent of this Article X, Section 1(b) procedure, is to allow Board modification of operating procedures of the corporation, but not basic structure or intent of the corporation. This procedure shall be further subject to approval by the State of California and/or the IRS for retention of non-profit status.

Section 2. Effective Date of Amendments. Amendments to these Bylaws shall take effect immediately upon approval of two-thirds (2/3) of the members present under the procedure described hereinabove in Section 1(a), and eight (8) members of the Board under the procedure described in Section 1(b).

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the duly elected Secretary of Friends of the Fresno County Public Library, a California nonprofit corporation, and the above Bylaws, consisting of sixteen (16) pages, are the Bylaws of this corporation as adopted by the Board of Directors of the corporation and its membership.

_____, Secretary

Date: _____

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