

BYLAWS

OF THE

FRIENDS OF THE ROUND VALLEY PUBLIC LIBRARY,

A CALIFORNIA PUBLIC BENEFIT CORPORATION

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OF THE
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These **BYLAWS OF THE FRIENDS OF THE ROUND VALLEY PUBLIC LIBRARY** (the “Bylaws”) were adopted by the Friends of the Round Valley Public Library (the “Corporation”) on _____, 2022.

ARTICLE 1 – OFFICES

SECTION 1.1. PRINCIPAL OFFICE

The principal office of the Corporation for the transaction of its business is located in Mendocino County, California.

SECTION 1.2. CHANGE OF ADDRESS

The county of the Corporation's principal office can be changed only by amendment of these Bylaws and not otherwise.

SECTION 1.3. OTHER OFFICES

The Corporation may also have offices at such other places within or without the State of California where it is qualified to do business as its business may require and as its Board of Directors may designate from time to time.

ARTICLE 2 –PURPOSES AND OBJECTIVES

SECTION 2.1. PURPOSES

The specific and primary purposes for which the Corporation is organized are to support a library and community resources for educational and literary purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code. The Corporation shall engage only in any lawful activity that is not for profit for which the Corporation may be organized under California Revised Statutes in furtherance of these purposes.

SECTION 2.2. OBJECTIVES

The primary objectives of this Corporation shall be to:

- a) Maintain an association of persons interested in the Round Valley branch of the Mendocino County Public Library (hereinafter referred to as the “Library”).
- b) Focus public attention on the Library.
- c) Stimulate use of the Library’s resources and services.
- d) Encourage and receive gifts, endowments, and bequests to the Corporation.
- e) Purchase and lease real estate for the purposes of housing a branch of the Mendocino County Public Library.

- f) Purchase and lease real estate for the purpose of providing services that benefit the community, subject to the approval of the Corporation, and that conform to the Articles of Incorporation.
- g) Construct, repair, and/or remodel facilities as necessary.
- h) Purchase Library materials, capital assets and services, and fund Library and community programs.
- i) Construct, purchase, and maintain equipment, furnishings, and landscaping for the Library and the Library Commons and its facilities.
- j) Act as an umbrella to certain projects serving the good of the community.
- k) Provide social infrastructure to promote positive community interaction.
- l) Any other activities that further the above-mentioned objectives within the meaning and purpose of these bylaws.

ARTICLE 3 – DEFINITIONS

The following initially-capitalized terms shall have the following meanings throughout this document:

1. “Action Meeting” or “Action Meetings” shall mean a duly-noticed meeting or meetings of Members at which an authorized Member action is required or permitted. See Sections 4.2, 7.1.a), and Article 14.
2. “Annual Fiscal Report” shall mean the annual fiscal report to be furnished by the Treasurer. See Sections 4.10.g), 7.5, and Article 8.
3. “Annual Meeting” or “Annual Meetings” shall mean a meeting or meetings regularly scheduled annually, including, but not limited to an annual meeting for electing Board Members. See Section 14.2.
4. “Articles of Incorporation” shall mean the current Articles of Incorporation of this Corporation. See Articles 4, 11, 13, and 14.
5. “Board” or “Board of Directors” shall mean the group of individuals who are elected as, or elected to act as, the governing body of the Corporation to establish corporate management related policies and to make legally-binding decisions. See Article 4.
6. “Bylaws” shall mean these Bylaws of the Corporation. See Article 10 and Section 14.3.
7. “Committee” shall mean a group composed of Members and designated by the Board for a specific purpose. See Articles 5 and 9.
8. “Compensation” shall mean something (usually money) given or received as an equivalent for rentals, services, debt, loss, injury, or suffering, including any and all direct and indirect remuneration as well as gifts or favors that are not insubstantial. See Section 4.11 and Articles 9 and 12.

9. "Corporation" shall mean the Friends of the Round Valley Public Library.
10. "Director" or "Directors" shall mean a Member or Members of the Board of Directors of the Corporation. See Article 4.
11. "General Membership" shall mean the group consisting in general of the Members of the Corporation.
12. "Interested Person" or "Interested Persons" shall mean a person or persons taking compensation or who is/are financially benefiting from the Corporation. See Section 4.12 and Article 9.
13. "Library" shall mean the Round Valley Branch of the Mendocino Public Library.
14. "Library Commons" shall mean the land and all improvements owned by the Corporation located at 23901 and 23925 Howard Street and 76351 Main Street, including, but not limited to, buildings, equipment, supplies, furnishings, and improvements. See Exhibit A (Map).
15. "Meeting" or "Meetings" shall mean any meeting of the Board or the Members pertaining to the activities of the Corporation that meets the Quorum requirement, including any Annual, Special, or Regular Meeting of a Committee or Subsidiary Group. See Articles 4 and 14.
16. "Member" shall mean anyone who is a Member in good standing for at least thirty (30) calendar days and is listed on the Membership record of the Corporation. See Section 7.3 and Articles 11 and 13.
17. "Member at Large" shall mean a Director who does not hold a designated office of the Corporation as defined in Article 4.
18. "Membership" shall mean the collective body of Members. See Article 13.
19. "Membership Record" or "Record of Membership" shall mean the record containing the name and address of each Member of the Corporation as well as information about the termination of the Membership of any Member and the date of termination of such Membership and last dues payment, as applicable. See Sections 4.9, 7.3.b), and 13.6.
20. "Quorum" shall have the following meanings (See Articles 4 and 14):
 - a. The presence of a majority of Directors at a duly-held Board Meeting; or
 - b. The presence of ten percent (10%) of the total Voting Members of the Corporation at a duly-held Action Meeting of Members.
21. "Regular Meeting" or "Regular Meetings" shall mean a regular meeting or meetings of the General Membership to conduct business related to the Corporation's activities. See Section 14.2.

22. “Special Meeting” shall mean a special meeting of the Members or the Board concerning the Corporation’s activities that is not a Regular Meeting. See Sections 4.14, 4.15 and 14.4.
23. “Subsidiary Group” shall mean shall a semi-independent group of Members operating for a specific purpose while conforming to the purposes of this Corporation, operating under the 501(c)(3) status of the Corporation, and operating subject to the approval of the Board of Directors. See Article 5 and 9.
24. “Voting Member” shall mean a Member in good standing who has been current in payment of dues for at least thirty (30) calendar days prior to the vote. See Articles 5 and 9.

ARTICLE 4 – BOARD OF DIRECTORS

SECTION 4.1. ELECTION OF DIRECTORS

The Board of Directors shall be elected by the General Membership at the Annual Membership Meeting, generally the first Friday in May. See Section 14.2. The candidates receiving the highest number of votes shall be elected. Each Voting Member shall cast one vote, with voting being by voice or ballot. Members shall be given notification of the election of Board Members at least thirty (30) calendar days before the Annual Membership Meeting. See Section 13.1.

SECTION 4.2. NUMBER OF DIRECTORS

The Corporation shall have not more than seven (7) and not fewer than five (5) Directors; and collectively its Directors shall be known as the Board of Directors. The number of Directors may be changed by amendment of these Bylaws or by repeal of these Bylaws and adoption of new Bylaws as provided in these Bylaws. The chairperson of the Board shall also be the President of the Corporation. The Vice President, Treasurer, and Secretary shall also be Board Members. A Director who does not also hold one of these offices is referred to as a Member at Large. See Article 10.

SECTION 4.3. NOMINATION PROCEDURE

- a) To qualify to be nominated to a position on the Board of Directors, a person must be a Member in good standing and have attended at least six (6) General Meetings during the previous twelve (12) months. See Section 13.1.
- b) The nominations meeting shall be held one month before the Annual Membership Meeting. Members shall be given notification of the nominations meeting at least thirty (30) calendar days prior to the nominations meeting.

SECTION 4.4. POWERS OF DIRECTORS

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Corporation’s Articles of Incorporation relating to action required or permitted to be taken or approved by its Members of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4.5. TERMS OF OFFICE

Each Director shall hold office until a successor is elected unless they resign or are removed for any reason. In such case, within thirty (30) calendar days, an interim Director shall be appointed by a majority vote of a Quorum of the remaining Directors. See Section 4.22

SECTION 4.6. DUTIES OF DIRECTORS

It shall be the duty of the Board of Directors to:

- a) Thoroughly read, understand, agree with, abide by and refer to as needed all current Articles of Incorporation and Bylaws.
- b) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these Bylaws;
- c) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the Compensation, if any, of all officers, agents, and employees of the Corporation;
- d) Support and advise all officers, agents, and employees of the Corporation to assure that their duties are performed properly;
- e) Meet at such times and places as required by these Bylaws; and
- f) Register their addresses with the Secretary of the Corporation. Notices of Meetings mailed or sent by electronic means to the Directors at such addresses shall be valid notices thereof.
- g) Conduct annual reviews as specified in Sections 9.7 and 9.8.

SECTION 4.7. DUTIES OF PRESIDENT

The President is the principal officer of the Corporation and is subject to the control of the Board of Directors. The President shall oversee the affairs of the Corporation and the activities of the Board in a timely manner. The President shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as a chairperson of the Board of Directors, the President shall chair all Meetings of the Board of Directors and at all Meetings of the Members. Except as otherwise expressly provided by law, by the Articles of Incorporation, and by these Bylaws, the President may execute in the name of the Corporation such instruments as may be authorized by the Board of Directors from time to time.

SECTION 4.8. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President in a timely manner and, when so acting, shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 4.9. DUTIES OF SECRETARY

The Secretary shall perform the following duties in a timely manner. See also Sections 7.1.a), c), and d):

- a) Certify and keep at the principal office of the Corporation the original or a copy of these Bylaws the Articles of Incorporation as amended or otherwise altered to date.
- b) Keep at the principal office of the Corporation, or at such other place as the Board of Directors may determine, all records and reports of the Corporation, including, but not limited to, a record of minutes and Reports of Committees and of all General, Special, and Board Meetings, and, if

applicable, Meetings of Committees, recording therein the time and place of holding, whether regular or special, the names of those present at the Meeting, and the proceedings thereof.

- c) Ensure that the minutes of Meetings of the Corporation, any written consents approving action taken without a Meeting, and any supporting documents pertaining to Meetings, minutes, and consents shall be contemporaneously recorded in the corporate records of this Corporation. "Contemporaneously" in this context shall mean that the minutes, consents, and supporting documents shall be recorded in the records of this Corporation by the later of: (1. the next Meeting of the Board, Committee, Membership, or other body for which the minutes, consents, or supporting documents are being recorded, or (2. sixty (60) calendar days after the date of the Meeting or written consent.
- d) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- e) Keep at the principal office of the Corporation a Membership Record containing the name and address of each and any Member, and, in the case where any membership has been terminated, shall record such fact on the Membership Record together with the date on which such membership ceased.
- f) Exhibit upon request at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, the Membership Record and the minutes of the proceedings of the Directors of the Corporation and the minutes of Membership Meetings.
- g) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 4.10. DUTIES OF TREASURER

Subject to the provisions of Article 6 of these Bylaws relating to the "Execution of Instruments, Deposits, and Funds," the Treasurer shall be responsible for the performance of the following duties in a timely manner. See also Section 7.1.b):

- a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and the depositing of all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
- b) Receive, and give receipt for, all monies due and payable to the Corporation from any source whatsoever.
- c) Disburse, or cause to be disbursed, all funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- d) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- e) Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request therefor.
- f) Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.
- g) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports, including, but not limited to, the Annual Fiscal Report (See Section 7.5) and interim monthly or other reports, as specified by order of the Board. .

- h) Prepare and file, or cause to be prepared and filed, all tax returns of the Corporation required by law.
- i) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors..

SECTION 4.11. COMPENSATION FOR DIRECTORS

Directors shall serve without Compensation. However, Directors shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 4.6. Directors may not be compensated for rendering services to the Corporation in any capacity other than as a Director unless such compensation is reasonable and given in return for services actually rendered for the Corporation that relate to the performance of the charitable or public purposes of this Corporation. Any payments to Directors shall be approved in advance in accordance with this Corporation's conflict of interest policy as set forth in Section 9.2.c) of these Bylaws.

SECTION 4.12. RESTRICTIONS FOR DIRECTORS WHO ARE "INTERESTED PERSONS"

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be "Interested Persons". For purposes of this Section, "Interested Persons" shall mean either:

- a) Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time employee, independent contractor, or otherwise, excluding any reasonable Compensation paid to a Director as Director; or
- b) The owner of the business in the "Commercial Space" as shown in Exhibit A, that owner's relatives, employees, or other agents; or
- c) 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.

SECTION 4.13. REGULAR BOARD MEETINGS

The Board of Directors shall meet at least quarterly. The date, time, and location shall be determined by the Board. The Meeting shall be noticed at least thirty (30) calendar days in advance.

SECTION 4.14. SPECIAL BOARD MEETINGS

Special Meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, or by any other two Directors. Such Meetings shall be held at the place within or without the State of California designated by the person or persons calling the Meeting or, in the absence of such designation, at the principal office of the Corporation.

SECTION 4.15. NOTICE OF SPECIAL BOARD MEETINGS

Special Meetings of the Board shall be held upon four (4) business days' notice sent by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or email. Such notices shall be addressed to each Director at his or her address as shown in the books of the Corporation.

SECTION 4.16. CONTENTS OF NOTICE FOR BOARD MEETINGS

Notice of Board Meetings shall specify the place, day, and hour of the Meeting. The purpose of any Board of Directors Meeting need not be specified in the notice.

SECTION 4.17. WAIVER OF NOTICE AND CONSENT TO HOLDING BOARD MEETINGS

The transactions of any Meeting of the Board of Directors, however called and noticed or wherever held, are as valid as though the Meeting had been duly held after proper call and notice, provided a Quorum, as hereinafter defined, is present; and, provided that either before or after the Meeting each Director not present signs a waiver of notice, a consent to holding the Meeting, or an approval of the minutes thereof. All such waivers and approvals shall be filed with the corporate records or made a part of the minutes of the Meeting.

SECTION 4.18. QUORUM FOR BOARD MEETINGS

A Quorum shall consist of a majority of Directors. Even if a quorum exists, no action can be taken without approval of a majority of the Board of Directors.

SECTION 4.19. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors who are qualified to vote at a duly-held Meeting at which a Quorum is present is the act of the Board of Directors unless the Articles of Incorporation or Bylaws of this Corporation or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of Committees, approval of contracts or transactions in which a Director has a material financial interest, and indemnification of Directors, require a greater percentage or different voting rules for approval of a matter by the Board of Directors.

SECTION 4.20. CONDUCT OF BOARD MEETINGS

Meetings of the Board of Directors shall be presided over by the chairperson of the Board; or, in his or her absence, by the Vice President of the Corporation; or, in the absence of each of these persons, by a chairperson chosen by a majority of the Directors present at the Meeting. The Secretary of the Corporation shall act as Secretary of all Meetings of the Board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by *Robert's Rules of Order, Revised* as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation, or provisions of law.

The Board reserves the right to have a closed session for specific items on the agenda.

SECTION 4.21. BOARD ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a Meeting if all Members of the Board of Directors shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all Members of the Board of Directors" shall not include any "Interested Director" as defined by the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law that 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 Board of this Corporation authorized the Directors to so act. Such statement shall be prima facie evidence of such authority.

SECTION 4.22. BOARD VACANCIES

Vacancies on the Board of Directors shall exist: (1. on the death, resignation, or removal of any Director; and, (2. whenever the number of authorized Directors is increased.

The Board of Directors may declare vacant the office of a Director who has been found by a final order or judgment of any court to have breached any duty as specified in the California Nonprofit Public Benefit Corporation Law.

A director may be removed by the Board for failure to attend at least six (6) Regular Membership Meetings in the previous twelve (12) months and two (2) quarterly regular Board Meetings. Directors may be removed without cause by vote of the Members present at a duly-held Membership Action Meeting at which a Quorum is present. The Director in question may not vote on this issue.

Any Director may resign effective upon giving written notice to the Board of Directors unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly-elected Director or Directors in charge of its affairs, except upon notice to the Attorney General of the State of California.

Within thirty (30) calendar days, an interim Director shall be appointed by a majority vote of a Quorum of the remaining Directors.

Any person appointed to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation, or removal from office.

SECTION 4.23. NONLIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

SECTION 4.24. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

To the extent that a person who is, or was, a Director, officer, employee, or other agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this Corporation but only to the extent allowed by, and in accordance with the requirements of, the California Nonprofit Public Benefit Corporation Law.

SECTION 4.25. INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a Director, officer, employee, or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing required by the California Nonprofit Public Benefit Corporation Law asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 5 – COMMITTEES AND SUBSIDIARY GROUPS

SECTION 5.1. COMMITTEES

The Corporation shall have such other Committees as may be designated from time to time by resolution of the Board of Directors. Such Committees shall consist of persons who are current Members in good standing of the Corporation. These Committees shall act only in an advisory capacity only to the Board of Directors. Each Committee shall report its activities and finances at least annually to the Board at the monthly Members Meeting or any time the Board requests.

SECTION 5.2. SUBSIDIARY GROUPS

The term “Subsidiary Group” shall mean a semi-independent group of persons operating for a specific purpose while conforming to the purposes of this Corporation, operating under the organizational umbrella of the Corporation, and operating subject to the approval of the Board of Directors. Each Subsidiary Group operates under the nonprofit status of the Corporation with its own governing body and Committees. Each Subsidiary Group shall have at least one Board Member as an active participant and shall independently maintain its own finances according to law, and may have a bank account under the tax identification number of the Corporation. At least annually, and/or, upon request by the Board of Directors, a report of the Subsidiary Group’s activities, finances, and any other pertinent information shall be provided to the Board of Directors. Subsidiary Groups may include, but are not limited to, a farmers market group, a radio station, and an annual community festival. Subsidiary Groups must secure adequate liability insurance covering the Corporation as a named insured. Each Subsidiary Group shall have a mission statement conforming to the objectives and purposes of the Corporation stated in Article 2.

ARTICLE 6 – EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 6.1. EXECUTION OF INSTRUMENTS

Except as otherwise provided in these Bylaws, only the Board of Directors may authorize by resolution any officer or agent of the Corporation to enter into any contract or execute and deliver 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, 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 or to render it liable monetarily for any purpose or in any amount.

SECTION 6.2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by any signatory designated by the Board of Directors. All expenditures must conform to the current Board-approved budget or to a special expenditure approved by the Board.

SECTION 6.3. DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 6.4. GIFTS

The Board of Directors may accept on behalf of the Corporation any contribution, gift, or bequest for the charitable or public purposes of this Corporation.

ARTICLE 7 – CORPORATE RECORDS AND REPORTS

SECTION 7.1. MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep at its principal office in the State of California the following (see Section 4.9):

- a) Keep at the principal office of the Corporation, or at such other place as the Board of Directors may determine, a record of minutes and reports of all Meetings of Directors, Committees of the Board, General Membership, Special and Action Meetings, indicating the time and place of holding such Meetings, and the names of those present and the proceedings thereof.
- b) Adequate and correct books and records of accounts, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
- c) A Record of its Members indicating their names and addresses and the termination date of any membership;
- d) Certified originals of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Members of the Corporation at all reasonable times during office hours.

SECTION 7.2. DIRECTOR INSPECTION RIGHTS

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation.

SECTION 7.3. MEMBER INSPECTION RIGHTS

Each and every Member shall have the following inspection rights for a purpose reasonably related to such person's interest as a Member:

- a) To inspect and copy the Record of all Member names, addresses, and voting rights at reasonable times and upon five (5) business days' prior written request of the Corporation, which request shall state the purpose for which the inspection rights are requested.
- b) To obtain from the Secretary of the Corporation, upon written request and payment of a reasonable charge, an alphabetized list of the names and voting rights of those Members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or

as of the date specified by the Member subsequent to the date of request. The request shall state the purpose for which the list is requested. The Membership Record shall be made available on or before the later of ten (10) business days after the request is received or after the date specified therein as of which the list is to be compiled.

- c) To inspect at any reasonable time the books, records, or minutes of proceedings of the Members or of the Board or Committees of the Board upon written request to the Corporation by the Member for a purpose reasonably related to such person's interests as a Member.

The Board retains the right of refusal of all such requests if the Board deems the request is a violation of a privacy right or is not reasonably related to such person's interest as a Member.

SECTION 7.4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 7.5. ANNUAL FISCAL REPORT

Not later than one hundred and twenty (120) calendar days after the close of the Corporation's fiscal year, the Board of Directors shall cause an Annual Fiscal Report to be furnished by the Treasurer to all Directors of the Corporation and to any Member who requests it in writing. The contents and dissemination of this report will conform to the requirements of California nonprofit corporation law. This report shall contain the following information in appropriate detail:

- a) The assets and liabilities, including trust funds and endowments, if any, of the Corporation as of the end of the fiscal year;
- b) The principal changes in assets and liabilities, including trust funds and/or endowments, if any, 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, for both general and restricted purposes, during the fiscal year; and
- e) Certification that all assets distributed and all monies spent are consistent with charitable purposes and tax-exempt status of this Corporation and conform to the requirements of the periodic review. See Section 9.7.

The Annual Fiscal Report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, on the certification of an authorized agent of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

ARTICLE 8 – FISCAL YEAR

The fiscal year of the Corporation shall begin on January 1 and end on December 31 each year.

ARTICLE 9 – CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

SECTION 9.1. PURPOSE OF CONFLICT OF INTEREST POLICY

The purpose of this conflict of interest policy is to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director or other agent of the Corporation or any "disqualified person" as defined in the Internal Revenue Code and as amplified by the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in the Internal Revenue Code and as amplified by the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

SECTION 9.2. DEFINITIONS FOR CONFLICT OF INTEREST

For purposes of this Article 9 only, the following definitions shall have the following meanings:

- a) Interested Person. Any Director, principal agent, Member of a Committee with Board-delegated powers, or any other person who is a "disqualified person" as defined in the Internal Revenue Code and as amplified by the IRS Regulations who has a direct or indirect financial interest as defined below.
- b) Financial Interest. A person has a "Financial Interest" if the person has, directly or indirectly, through business, investment, or family one or more of the following:
 - a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
 - b. A Compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
 - c. A potential ownership or investment interest in, or Compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.
- c) Compensation. Any and all direct and indirect remuneration, gift, or favor that is not insubstantial.

A Financial Interest is not necessarily a conflict of interest. Under Section 9.3.b), a person who has a Financial Interest may have a conflict of interest only if the appropriate Board or Committee decides that a conflict of interest exists.

SECTION 9.3. CONFLICT OF INTEREST AVOIDANCE PROCEDURES

The following procedures to avoid conflict of interest, or any appearance of a conflict of interest, shall be maintained by the Corporation, its Board of Directors, officers, employees, agents, and Members:

- a) Duty to Disclose. In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the Directors and members of Committees with Board-delegated powers considering the proposed transaction or arrangement.
- b) Determining Whether a Conflict of Interest Exists. After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, that Interested Person shall leave the Board or Committee Meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Committee Members shall decide if a conflict of interest exists.
- c) Procedures for Addressing the Conflict of Interest. An Interested Person may make a presentation at the Board or Committee Meeting; but, after the presentation, that Interest Person shall leave the

Meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest. Any chairperson of the Board or Committee, if appropriate, shall appoint a disinterested person or Committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Board shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, the Board or Committee shall make its decision as to whether to enter into the transaction or arrangement.

- d) Violations of the Conflicts of Interest Policy. If the Board or Committee has reasonable cause to believe an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform the Interested Person of the basis for such belief and afford the Interested Person an opportunity to explain the alleged failure to disclose. If, after hearing the Interested Person's response and after making further investigation as warranted by the circumstances, the Board determines the Interested Person has failed to disclose an actual or possible conflict of interest, it shall take appropriate corrective action.

SECTION 9.4. RECORDS OF BOARD AND BOARD COMMITTEE PROCEEDINGS

The minutes of Meetings of the Board and all Committees with Board-delegated powers shall contain the following:

- a) The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the decision of the Board or Committee as to whether a conflict of interest in fact existed.
- b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

SECTION 9.5. COMPENSATION APPROVAL POLICIES

The following policies shall be followed for approving Compensation:

- a) A Voting Member of the Board who receives Compensation, directly or indirectly, from the Corporation for services shall be precluded from voting on matters pertaining to that Member's Compensation.
- b) A Voting Member of any Committee or Subsidiary Group whose jurisdiction includes Compensation matters and who receives Compensation, directly or indirectly from the Corporation for services shall be precluded from voting on matters pertaining to that Member's Compensation.
- c) Any Voting Member of the Board or any Committee or Subsidiary Group whose jurisdiction includes Compensation matters and who receives Compensation, directly or indirectly, from the Corporation, either individually or collectively, may provide information to any Committee regarding Compensation.
- d) When approving Compensation for Directors, officers, employees, contractors, and any other Compensation contract or arrangement, in addition to complying with the conflict of interest requirements and policies contained in the preceding and following sections of this Article as well

as the preceding paragraphs of this Section of this Article, the Board shall also comply with the following additional requirements and procedures:

- a. The terms of Compensation shall be approved by the Board prior to the first payment of Compensation.
- b. All Members of the Board who approve Compensation arrangements must not have a conflict of interest with respect to the Compensation arrangement as specified in the IRS Regulation, which generally requires that each Board Member approving a Compensation arrangement between the Corporation and a "disqualified person" (as defined in the Internal Revenue Code and as amplified by the IRS Regulations):
 1. Is not the person who is the subject of the Compensation arrangement or a family member of such person;
 2. Is not in an employment relationship subject to the direction or control of the person who is the subject of Compensation arrangement;
 3. Does not receive Compensation or other payments subject to approval by the person who is the subject of the Compensation arrangement;
 4. Has no material Financial Interest affected by the Compensation arrangement; and
 5. Does not approve a transaction providing economic benefits to the person who is the subject of the Compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the Board.
- e) The Board of Directors shall obtain and rely upon appropriate data as to comparability prior to approving the terms of Compensation. Appropriate data may include the following:
 - a. Compensation levels paid by similarly-situated organizations, both taxable and tax-exempt, for functionally-comparable positions.
 - b. "Similarly-situated" organizations are those of a similar size and purpose and with similar resources.
 - c. The availability of similar services in the geographic area of the Corporation.
 - d. Current compensation surveys compiled by independent firms.
 - e. Actual written offers from similar institutions competing for the services of the person who is the subject of the Compensation arrangement.
- f) As allowed by IRS Regulation, if the Corporation has average annual gross receipts (including contributions) for its three (3) prior tax years of less than One Million Dollars (\$1,000,000), the Board will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on Compensation paid by three (3) comparable organizations in the same or similar communities for similar services.
- g) The terms of Compensation and the basis for approving terms shall be recorded in written minutes of the Meeting of the Board that approved the Compensation. Such documentation shall include:
 - a. The terms of the Compensation arrangement and the date it was approved.
 - b. The names of the Members of the Board who were present during a debate on the transaction, the names of those who voted on the arrangement and the votes cast by each Board.
 - c. The comparability data obtained and relied upon and how the data was obtained.
 - d. If the Board determines that reasonable Compensation for a specific position in the Corporation or for providing services under any other Compensation arrangement with the Corporation is higher or lower than the range of comparability data obtained, the Board shall record in the minutes of the Meeting the basis for its determination.

- e. If the Board makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the Board Meeting.
- f. Any actions taken with respect to determining if a Board Member had a conflict of interest with respect to the Compensation arrangement; and, if so, actions taken to make sure the Member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a Member, the Member with the conflict of interest was asked to, and did, leave the Meeting prior to a discussion of the Compensation arrangement and a taking of the votes to approve the arrangement).
- g. The minutes of Board Meetings at which Compensation arrangements are approved must be prepared before the later of the date of the next Board Meeting or sixty (60) calendar days after the final actions of the Board are taken with respect to the approval of the Compensation arrangements. The minutes must be reviewed and approved by the Board as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next Board Meeting following final action on the arrangement by the Board.

SECTION 9.6. ANNUAL STATEMENTS

Each Director, principal agent, Interested Person, and decision-making Member of a Committee or Subsidiary Group with Board-delegated powers shall annually sign a statement that affirms such person:

- a) Has received a copy of the conflicts of interest policy,
- b) Has read and understands the policy,
- c) Has agreed to comply with the policy, and
- d) Understands the Corporation is charitable and, in order to maintain its federal tax exemption, it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

SECTION 9.7. PERIODIC REVIEWS

The Board shall cause periodic reviews shall be conducted annually to ensure the Corporation acts in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall include at a minimum the following subjects:

- a) Whether Compensation arrangements and benefits are reasonable.
- b) Whether Subsidiary Groups, partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

SECTION 9.8. USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Section 9.7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE 10 – AMENDMENT OF BYLAWS

Subject to any provision of law applicable to the amendment of bylaws of public benefit nonprofit Corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted action of the Board of Directors unless: a) the bylaw amendment would materially and adversely affect the voting rights of Members or b) a bylaw specifies or changes the fixed number of Directors of the Corporation, the maximum or minimum number of Directors, or changes from a fixed to variable Board or vice versa. In these cases, the bylaw may not be adopted, amended, or repealed except by approval of a majority of the Members of this Corporation at a duly-held meeting at which a Quorum is present.

ARTICLE 11 – AMENDMENT OF ARTICLES OF INCORPORATION

SECTION 11.1. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS

Amendments of the Articles of Incorporation may be adopted after the approval of the Board of Directors followed by the approval of a majority of the Members of this Corporation at a duly-held meeting at which a Quorum is present.

SECTION 11.2. CERTAIN AMENDMENTS

Notwithstanding the above section, this Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first Directors of this Corporation, nor the name and address of its initial agent, except to correct an error in such statement or to delete such statement after the Corporation has filed a "Statement by a Domestic Nonprofit Corporation" pursuant to the California Nonprofit Corporation Law.

ARTICLE 12 – PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No Member, Director, agent, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable Compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such Compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation. All Members of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.

ARTICLE 13 – MEMBERS OF THE CORPORATION

SECTION 13.1. DETERMINATION AND RIGHTS OF MEMBERS

The Corporation shall have only one class of Members. No Member shall hold more than one Membership in the Corporation. Except as expressly provided in or authorized by the Articles of Incorporation or Bylaws of this Corporation, all Memberships shall have the same rights, privileges, restrictions, and conditions. Only Members may vote who have been current in payment of their dues for at least thirty (30) calendar days prior to the vote.

SECTION 13.2. QUALIFICATIONS OF MEMBERS

Membership in this Corporation shall be open to all persons in sympathy with its purposes.

SECTION 13.3. ADMISSION OF MEMBERS

Any natural person may be admitted to Membership at any time.

SECTION 13.4. FEES, DUES, AND ASSESSMENTS

- a) No fee shall be charged for making application for Membership in the Corporation.
- b) Dues are payable to the Corporation annually.
- c) General Membership amounts for dues shall be established and revised by the Board at its discretion.
- d) Memberships shall be non-assessable.

SECTION 13.5. NUMBER OF MEMBERS

There is no limit on the number of Members the Corporation may admit.

SECTION 13.6. MEMBERSHIP RECORD

The Corporation shall keep a Membership Record containing the name and address of each Member. Termination of the Membership of any Member shall be recorded in the Record, together with the date of termination of such Membership. Such Record shall be kept at the Corporation's principal office and shall be available for inspection by any Director or Member of the Corporation during regular business hours, under conditions specified in Section 7.3. The Record of names and addresses of the Members of this Corporation shall constitute the Membership list of this Corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a Member's interest as a Member.

SECTION 13.7. NONLIABILITY OF MEMBERS

A Member of this Corporation is not, as such, personally liable for the debts, liabilities, or obligations of the Corporation.

SECTION 13.8. NONTRANSFERABILITY OF MEMBERSHIPS

No Member may transfer a Membership or any right arising therefrom. All rights of Membership cease upon the Member's death.

SECTION 13.9. TERMINATION OF MEMBERSHIP

The following procedures shall be followed for termination of Membership:

- a) Grounds for Termination. The Membership of a Member shall terminate upon the occurrence of any of the following events:
 - a. Upon a determination by the Board of Directors that the Member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the Corporation.
 - b. If this Corporation has provided for the payment of dues by Members, termination shall be effective upon a failure to renew his or her Membership by paying dues on or before their due date.
- b) Procedure for Expulsion. Following the determination that a Member should be expelled under Section 13.9.a), the following procedure shall be implemented:
 - a. A notice shall be sent by first-class or registered mail to the last address of the Member as shown on the Corporation's records setting forth the expulsion and the reasons therefore. Such notice shall be sent at least fifteen (15) calendar days before the proposed effective date of the expulsion.
 - b. The Member being expelled shall be given an opportunity to be heard, either orally or in writing, at a hearing to be held not less than five (5) business days before the effective date of the proposed expulsion. The hearing will be held by the Board of Directors in accordance with the Quorum and voting rules set forth in these Bylaws applicable to the Meetings of the Board. The notice to the Member of his or her proposed expulsion shall state the date, time, and place of the hearing on his or her proposed expulsion.
 - c. Following the hearing, the Board of Directors shall decide whether or not the Member should in fact be expelled, suspended, or sanctioned in some other way. The decision of the Board shall be final.
 - d. Any person expelled from the Corporation shall receive a refund of dues already paid. The refund shall be prorated to return only the un-accrued balance remaining for the period of the dues payment.

SECTION 13.10. RIGHTS ON TERMINATION OF MEMBERSHIP

All rights of a Member in the Corporation shall cease on termination of Membership as herein provided.

SECTION 13.11. AMENDMENTS RESULTING IN THE TERMINATION OF MEMBERSHIPS

Notwithstanding any other provision of these Bylaws, if any amendment of the Articles of Incorporation or of the Bylaws of this Corporation would result in the termination of all Memberships or any class of Memberships, then such amendment or amendments shall be effected only in accordance with the provisions of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 14 – MEETINGS OF MEMBERS

SECTION 14.1. PLACE OF MEETINGS OF MEMBERS

Meetings of Members shall be held at the principal office of the Corporation or at such other place or places within or without the State of California, including electronic internet meetings, as may be designated from time to time by resolution of the Board of Directors.

SECTION 14.2. ANNUAL AND OTHER REGULAR MEMBER MEETINGS

The Members shall meet annually on the first Friday in May in each year at 5:00 p.m. for the purpose of electing Directors as described in Section 4.1, receiving reports, and transacting other business as may come before the General and Annual Meetings. Regular Meetings of the Members shall be held on the first Friday of each month at 5:00 p.m. If the day fixed for the Annual Meeting, Special Meeting, or other Regular Meetings falls on a Federal or State legal holiday, such Meeting shall be held at the same hour and place on the next Friday of the month. Annual or other Member Meeting dates can be change, with 30 days' notice, by a majority vote of the Board.

SECTION 14.3. ACTION MEETINGS OF MEMBERS

An Action Meeting is a duly-noticed meeting of Members at which an authorized Member action is required or permitted. The following actions shall be voted on by Members:

- a) Election of Directors. See Section 4.1.
- b) Approval of certain amendments of bylaws. See Article 10
- c) Approval of Amendments to Articles of Incorporation. See Article 11.

SECTION 14.4. SPECIAL MEETINGS OF MEMBERS

Special Meetings of the Members may be called by the Board of Directors or the President of the Corporation. In addition, Special Meetings of the Members for any lawful purpose may be called by ten percent (10%) or more of the Members.

SECTION 14.5. NOTICE OF ACTION AND SPECIAL MEETING OF MEMBERS

- a) Time of Notice. Whenever an Action or Special Meeting is called, Members are required or permitted to take action at a Meeting, a written or electronic notice of the Meeting shall be given by the Secretary of the Corporation not less than ten (10) nor more than ninety (90) calendar days before the date of the Meeting to each Member who, on the record date for the notice of the Meeting, is entitled to vote thereat.
- b) Manner of Giving Notice. Notice of such a Meeting of Members shall be given by posting at the local Library a notice of the Meeting and may be also published in media that is widely-used locally.
- c) Contents of Notice. Notice of such a Membership Meeting shall state the place, date, and time of the Meeting and, 1) in the case of a Special Meeting, the general nature of the business to be transacted; or, 2) in the case of an Action Meeting, those matters which the Board, at the time notice is given, intends to present for action by the Members. Subject to any provision to the contrary contained in these Bylaws, however, any proper matter may be presented at a Regular Meeting for such action. The notice of any Meeting of Members at which Directors are to be elected shall include the names of all those who are nominees at the time notice is given to Members.
- d) Notice of Meetings Called by Members. If a Special Meeting is called by Members as authorized by these Bylaws, the request for the Meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail to any Board Member of the Corporation. The Board Member receiving the request shall promptly cause notice to be given to the Members entitled to vote, that a Meeting will be held stating the date of the Meeting. The date for such Meeting shall be fixed by the Board and shall not be less than thirty-five (35) or more than ninety (90) calendar days after the receipt of the

request for the Meeting by the Board Member. If the notice is not given within twenty (20) calendar days after the receipt of the request, persons calling the Meeting may give the notice themselves.

SECTION 14.6. QUORUM FOR MEMBER ACTION MEETINGS

A Quorum must be present for a vote to be taken. A Quorum shall consist of ten percent (10%) of the total Voting Members of the Corporation at a duly-held Action Meeting of Members. If no Quorum can be gathered at a duly-held Action Meeting which would become an Action Meeting where a vote is scheduled, the vote shall be delayed until the next monthly Member Meeting and noticed accordingly. After two attempts to gather a Quorum for a vote have failed, then no action shall be taken until the next annual Members Meeting.

SECTION 14.7. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of Voting Members present at a duly-held Action Meeting at which a Quorum is present is the act of the Members unless the law, the Articles of Incorporation of this Corporation, or these Bylaws requires a greater number.

SECTION 14.8. VOTING RIGHTS IN MEMBER ACTION MEETINGS

Each Member is entitled to one vote on each matter submitted to a vote by the Members. Voting at duly-held Action Meetings shall be by voice vote. Election of Directors, however, shall be by voice or by ballot. See Section 7.3, 14.3, and 14.10.

SECTION 14.9. CONDUCT OF MEMBER ACTION MEETINGS

Meetings of Members shall be presided over by the President of the Board, or, in his or her absence, by the Vice President of the Corporation, or, in the absence of all of these persons, by a chairperson chosen by a majority of the Voting Members present. The Secretary of the Corporation shall act as Secretary of all Meetings of Members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting. Meetings shall be governed by Robert’s Rules of Order Revised as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Corporation, or with any provision of law. The Board reserves the right to have a closed session for specific items on the agenda.

SECTION 14.10. RECORD DATE FOR MEETINGS

The record date for purposes of determining the Members entitled to notice, voting rights, written ballot rights, or any other right with respect to a Meeting of Members or any other lawful Membership action, shall be fixed pursuant to the California Nonprofit Public Benefit Corporation Law.

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We, the persons acting as the current Directors of the Friends of the Round Valley Public Library, a California nonprofit public benefit Corporation, by signing below, understand, acknowledge, and agree that these Bylaws were submitted to the General Membership and approved by a two-thirds (2/3rds) majority of Members present at a duly-noticed Regular or Special Meeting on _____, 2020, pursuant to the authority granted to the Directors by these Bylaws to take action by unanimous written consent without a Meeting, consent to and hereby do adopt the foregoing Bylaws consisting of _____ pages as the Bylaws of this Corporation.

_____, Director Dated: _____
Ed TePas, President

_____, Director Dated: _____
Lew Chichester, Vice President

_____, Director Dated: _____
Joseph Gauder, Treasurer

_____, Director Dated: _____
Carol Borden, Secretary

_____, Director Dated: _____
Blaire AuClair, Member at Large

CERTIFICATE

By signing below, I hereby certify that the foregoing is a true and correct copy of the Bylaws of the Corporation named in the title thereto and that these Bylaws were duly adopted by the Board of Directors of this Corporation on the date set forth below.

_____, Secretary Dated: _____
Carol Borden, Secretary

EXHIBIT A

Library Commons Map