

**FIRST RESTATED BYLAWS OF
FRIENDS OF THE CHILDREN'S LIBRARY OF HUNTINGTON BEACH, CA**

ARTICLE 1-NAME, PURPOSE AND OFFICE

Section 1 - Name: The name of the Corporation shall be **FRIENDS OF THE CHILDREN'S LIBRARY OF HUNTINGTON BEACH, CA**, also referred to as FOTCL. It shall be a nonprofit organized in compliance with the laws of the State of California.

Section 2 - Purpose: FRIENDS OF THE CHILDREN'S LIBRARY OF HUNTINGTON BEACH, CA is organized exclusively for charitable and educational purposes.

The purpose of this corporation is:

To promote children's interest in literature and reading by increasing community awareness of the Children's Department; supporting library programs that promote cultural enrichment of children; raising funds to further promote children's interests in the library; and supporting the development and expansion of library services that promote children's use of the library services and resources.

Section 3 - Office: The principal business office for the Corporation shall be the Huntington Beach Central Library. The Board of Directors is hereby granted full power and authority to change the principal office from one place to another.

ARTICLE II-MEMBERSHIP

Section 1 - Membership: Membership shall be open to all individuals dedicated to the purpose of the Friends of the Children's Library. A membership is established by paying annual dues established by the Board.

Section 2 - Classes of Membership:

- (1) Active - individuals actively attending meetings and participating in FOTCL programs, at least four per year. Active members include liaison personnel from the Friends of the Library of Huntington Beach, CA, meeting FOTCL active membership requirements.
- (2) Supportive - individuals supporting FOTCL objectives, but not necessarily wishing to participate actively in meetings and programs
- (3) Lifetime – individuals making a one-time payment and meeting requirements for either active or supportive membership.
- (4) Benefactor – Individuals wishing to strongly support FOTCL objectives with monetary gifts.

Section 3- Voting Eligibility: Only Active members qualify as eligible to vote.

Section 4 - Voting: Each eligible member shall be entitled to one vote. Voting may be by a voice or written ballot at the discretion of the Board. The voting member must be current on payment of FOTCL dues, and participated in at least four membership meetings and/or programs in the last calendar year. Membership continues as long as dues are current or until membership is withdrawn.

ARTICLE III-MEMBERSHIP MEETINGS

Section 1 - Place and Time of Membership Meetings: The place and time of the membership meetings shall be at the discretion of the Board.

Section 2- Special Meetings: A majority of the Board, the President or five percent or more of the Active members may request a special meeting to consider any lawful business of the Corporation. The request must be made in writing and be received by any member of the Board at least two weeks prior to the desired meeting date.

Section 3 - Notice of Members Meeting: Notice for all membership meetings shall be communicated by a member of the Board to each member eligible to vote at the meetings.

Section 4 – Significant Action Definition: Significant actions include; 1) electing directors and officers including filling vacancies, 2) removing a director or an officer without cause, 3) amending the Articles of Incorporation or Bylaws of the corporation, 4) approving any action which changes the financial structure of the corporation requiring member approval, and 5) voluntarily dissolving the corporation.

Section 5 - Specification of Actions: If any significant action is proposed at a membership meeting, written notice shall be given by the Board at least ten days prior to the meeting that states the nature of the proposed item.

Section 6 - Quorum and Voting Requirement: If at a membership meeting, a significant action is to be voted upon, the quorum shall consist of a majority of the eligible membership. The quorum for all other actions to be voted upon at a membership meeting shall be one third of the eligible membership. If the quorum percentage specified for a significant action is not satisfied, the voting may be adjourned to another time and place not more than 40 days after the initial date. At that time, the quorum percentage shall be one-third of the eligible membership. At any meeting at which a quorum is present, an action shall pass by receiving a majority vote of the eligible members present.

Section 7 - Adjourned Meeting: Any member meeting may be adjourned to another place and/or time (but not more than 45 days) by the vote of the majority of eligible members present at the meeting. Unless there is an absence of a quorum, the reconvened meeting may take any action that might have been transacted at the original meeting. When a member meeting is adjourned to another place or time, notice need not be given if the place and time are announced at the meeting at which adjournment is taken.

ARTICLE IV - BOARD

Section 1 - Board Role and Size: The Board is responsible for the overall policy and direction of the Corporation. While the Board may delegate management of activities of the Corporation to any corporate officer, committee or persons, all powers shall continue to be exercised under the direction of the Board. The Board shall have up to 7, but not fewer than 5 members who are Active members in the Corporation.

Section 2 - Terms: All Board members shall serve one-year terms, but are eligible for re-election.

Section 3 - Board Meetings: The Board shall meet at least quarterly, at an agreed upon time and place. The Board meetings are open to members with the exception of executive sessions of the Board. Non-director members may participate in the deliberations or discussions of the Board only when authorized by the Director chairing the meeting. A majority of the authorized number of Directors shall constitute a quorum.

Section 4 - Executive Sessions: The President, with the consent of at least two other Directors, may convene an executive session. The Board, on the affirmative vote of a majority of the directors present at a meeting at which a quorum is present, shall be entitled to adjourn for purposes of reconvening in executive session. The executive session shall be convened to discuss: litigation in which the Corporation is or may become a party; matters involving attorney-client privilege; matters relating to formation of associations or contracts with third parties; or member issues. Any matter discussed in executive session shall be generally noted in the minutes of the Board.

Section 5 - Adjournment: A majority of the Directors present may adjourn any meeting to another time and place. If the meeting is adjourned, notice of adjournment shall be given to all Directors.

Section 6 - Board Elections: Directors shall be elected annually at a membership meeting during the last quarter of the fiscal year. The Directors who are to replace those whose terms will

expire at the end of the fiscal year will assume office on January 1 of the following year. The member receiving the largest number of votes for the positions nominated by the nominating committee shall be elected. A director elected or appointed to fill a vacancy shall serve until that position would normally be up for re-election. There shall be no limitations on the number of consecutive terms to which a director may be re-elected.

Section 7 - Vacancies on the Board: Vacancies on the Board shall be filled by a majority vote of the eligible members represented in person at a duly held membership meeting at which a quorum is present; or appointment, by unanimous vote, of the remaining board members.

Section 8 - Resignation: Any director may resign and such resignation should be effective upon written notice to the Board, unless the notice specifies a later time for the resignation to become effective. If effective at a later time, the Board may elect a successor when the resignation becomes effective.

Section 9 - Removal: The Board shall have the power and authority to remove a director by a majority vote, if he or she: has been declared unsound; has been convicted of a felony; failed to meet any qualification requirement at the time the director was elected; has been found by court judgment to have breached any duty under California Nonprofit Corporation Law; or failed to attend three consecutive regular meetings of the Board. Additionally, a director may be removed from office by the affirmative vote of a majority of the eligible members represented in person at a duly held membership meeting at which a quorum is present.

ARTICLE V - OFFICERS

Section 1-Executive Officers: The Executive Officers of the Corporation shall be the President, Vice President, Recording Secretary, Treasurer and Corresponding Secretary. The Executive Officers shall constitute the Board.

Section 2-Corporate Officers: Additional officers of the Corporation may exist such as: Fundraising Chair, Programs Chair, Membership Chair, Public Relations Chair, Purchasing Agent, Historian, Business Advisor, Festival of Folktales Chair, Author's Festival Chair, and Tree Trimming Chair.

Section 3 - Election of Officers: Executive and Corporate officers shall be chosen annually at a membership meeting at which a quorum of eligible members is present, by majority vote of the eligible membership in attendance.

Section 4 - Terms: All Executive and Corporate officers shall serve one-year terms.

Section 5 - Subordinate Officers: The Board may appoint or may empower the President to appoint additional officers to assist in managing the affairs of the corporation. Appointed officers may include, but not be limited to the Library Liaison. The Library Liaison is the primary point of contact between the Children's Department of the Huntington Beach Central Library and the Corporation. The Library Liaison position does not include voting privileges unless the Library Liaison also meets the requirements of active membership.

Section 6 - Vacancies: A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these Bylaws for appointments to such office.

Section 7 - Resignation of Officers: Any officer may resign at any time by giving written notice to the President or the Recording Secretary. Any such resignation shall take effect on the date of receipt of such notice or at any later time specified therein, and unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Section 8 - Removal of Officers: Removal of an Executive Officer shall be in accordance with Article IV, Section 9.

Section 9 - Executive Officers and Duties:

The President shall be the Chief Executive Officer of the Corporation, shall be subject to the control of the Board, and have general supervision, direction and control of the affairs and Officers of the Corporation. The nominee for President shall have held an Executive or Corporate Office position for at least one year. He or she shall preside at all meetings of the Board and Corporation, and shall have the general power and duties of management usually vested in the office of president together with such other powers and duties as may be prescribed by the Board or these Bylaws.

The Vice President shall perform all the duties of the President in the absence or disability of the President and when so acting shall have all the powers of, and be subject to all the restrictions upon the President. He or she shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or the Bylaws. The Vice President shall be responsible for collecting all volunteer hours on a quarterly basis and submitting the yearly totals to the President for submission to the library.

The Recording Secretary shall keep or cause to be kept a book of minutes of all meetings of Directors and Members, with the time and place of holding same; whether regular or special, and if special, how authorized, the notice thereof given; the names of those members present in person and the proceedings thereof. The Recording Secretary shall keep or cause to be kept, a copy of all agendas, treasurer's reports, committee reports, budgets and program calendars. The Recording Secretary shall give, or cause to be given, notice of all meetings of the Board or membership required by these Bylaws or by law.

The Treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of all business transactions of the Corporation, including accounts of its assets, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The Treasurer shall be responsible for establishing and monitoring all banking/financial accounts of the corporation, including transaction authorizations in accordance with these bylaws. The Treasurer shall be responsible for the preparation and filing of state and federal income taxes. The Treasurer shall present a financial summary report at each meeting of the members and an annual report. The nominee for Treasurer shall have held an Executive or Corporate office position for at least one year.

The Corresponding Secretary shall be responsible for all routine Corporation and Board ordered communication with outside Corporations, organizations or individuals. The Corresponding Secretary shall keep or cause to be kept at the principal office all outside communications. Additionally, the Corresponding Secretary shall be responsible for monitoring and for reviewing incoming communications and notifying the appropriate officer or committee chairman of its arrival.

Section 10 - Paid Independent Contractors: The Board may hire independent contractors as they deem proper and necessary for the operations of the Corporation. The powers and duties of the independent contractors shall be as assigned or delegated by the Board.

Section 11 - Non-Liability of Directors: The Directors shall not be personally liable for the debts, liabilities or other obligations of the Corporation.

Section 12 - Reimbursement: Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business are allowed to be reimbursed with documentation and prior approval. In addition, Directors serving the Corporation in any other capacity approved by the Board, such as independent contractors, are allowed to receive compensation.

ARTICLE VI - COMMITTEES

Section 1 - Committee Formation: The Board may create committees as needed. The Board appoints all committee chairs except for the permanent committees of Fundraising, Programs, Membership, Public Relations, Authors Festival, Festival of Folktales and Tree Trimming committees, which are elected annually at a membership meeting. The Board may appoint standing committees to assist in managing the Corporation's interests.

Section 2 - Committee Responsibility: All committees shall submit their plans and budgets to the Board of Directors for approval. Minutes shall be kept of each meeting of any committee and shall be filed with the Recording Secretary. No committee regardless of Board resolution may: take final action on matters under California Corporation law that require approval of members; amend/repeal any policies or resolution of the Board of Directors; expend funds on committee functions greater than previously authorized; or expend funds on any transaction in which a Director or Officer of the FOTCL or any Corporation involved in the transaction has a material financial interest. The term of office for all permanent committees shall be twelve months and shall coincide with the term of office of the Board of Directors.

Section 3 - Size, Duration, and Responsibilities: The size, duration, and responsibilities of such committees shall be established by the Board.

Section 4 - Nominating Committee: There shall be a Nominating Committee consisting of three to five members. The committee shall encourage qualified members to declare their candidacy; and prepare a list of candidates for each of the elected offices of the Corporation and submit it to the Recording Secretary one month before the membership meeting where voting for such offices will occur.

ARTICLE VII-FINANCES

Section 1 - Fiscal Year: The Corporation's fiscal year shall run from January 1 to December 31.

Section 2 - Dues: Dues for the classes of membership shall be determined by the Board and set forth in the Corporations policy. All dues shall be payable on or before the first of January.

Section 3 - Checks and Withdrawals: All checks, demands for money or notes of the Corporation over \$100.00 shall be signed by two Directors of the Corporation.

Section 4 - General Accounts: There shall be established and maintained a cash deposit account to be known as the General Operating Account into which shall be deposited all operating funds of the Corporation. The operating account shall include all sub-accounts necessary to service all major events of the Corporation. All event sub-account disbursements shall include services and expenses directly supporting the event. Upon completion, a disbursement shall be made to the general operating account. Disbursements from the general operating account shall include but not be limited to: support of the Children's Department of the library with emphasis on books, education programs and special non-budgeted items as approved by the members (funds shall not be allocated to the library for salaries, general maintenance or leasing of equipment). General operating account disbursements shall also include: general equipment, supplies and other operating expenses necessary for operation of the Corporation. The Corporation shall establish and maintain a reserve account, which shall hold funds for future projects; bridge fundraising short falls, and supports the children's department during periods of reduced budgets. All Corporation books of accounts shall be maintained in accordance with general accepted accounting practices.

Section 5 -Annual Report: The Treasurer shall prepare an annual report; to be furnished no later than 120 days after the close of the fiscal year to all members of the Corporation. The report shall include:

- a. Assets and liabilities of the Corporation
- b. Principal changes in assets and liabilities
- c. Revenue of the Corporation
- d. Expenses of the Corporation.

The annual report shall be accompanied by an independent accountant's report.

ARTICLE VIII - GENERAL PROVISIONS

Section 1- Inspection of Books and Records: All accounting books, records and membership lists of the Corporation shall be subject to the inspection of any member at the offices of the Corporation for any purpose reasonably related to the member's interest. The Board may establish reasonable rules with respect to: (i) notice of inspection, (ii) hours and days of the week when inspection may be made and (iii) payment of the cost of reproducing copies of documents requested by the member.

Section 2 - Indemnification: Every member of the Board or officer of the Corporation may be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such a member of the Board or an officer in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board or officer of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a

settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights, which such member of the Board or officer is entitled.

Section 3 - Roberts Rules of Order: In the event of a dispute concerning the procedural aspects of any meetings, which cannot be resolved by reference to these Bylaws or applicable law, the matter shall be resolved by reference to Robert's Rules of Order.

Section 4 - Amendment or Repeal of Bylaws: These Bylaws may be amended, altered or repealed only by affirmative vote of a majority of the eligible membership. Any amendment to the Bylaws shall become effective immediately upon approval by the members. The Recording Secretary of the Corporation shall certify to the adoption of any duly approved amendment to the Bylaws, and a copy of the certificate and amendments shall be included in the Corporation's corporate records.

Section 5 - 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 serving the children's department of the Huntington Beach Library, and which has established its tax-exempt status under Internal Revenue Code section 501(c) (3).

CERTIFICATION

These Bylaws were approved by a majority of the membership on January 3, 2014

Original Signed by Elaine Parker

Date: January 7, 2014

Elaine Parker
Recording Secretary
Friends of the Children's Library of Huntington Beach, CA