

# **BYLAWS OF THE HERMOSA BEACH FRIENDS OF THE LIBRARY**

A California Nonprofit Public Benefit Corporation

## **ARTICLE I OFFICES**

### **SECTION 1**

The principal office of the Corporation for the transaction of its business is located at the Hermosa Beach Public Library at 550 Pier Avenue, Hermosa Beach, California 90254, in Los Angeles County.

## **ARTICLE II PURPOSES**

### **SECTION 1**

The purposes of this Corporation are to support and conduct non-partisan charitable activities that advance humanity, including projects promoting literacy and engagement with libraries and other organizations and institutions supporting literary and cultural activities, with preference given to those who serve the Hermosa Beach, California community, and the greater South Bay region.

To maximize our efforts and impact, we may seek to collaborate with other non-profit organizations that fall under the 501(c)(3) section of the Internal Revenue Code and are operated exclusively for educational and charitable purposes.

## **ARTICLE III MEMBERS**

### **SECTION 1**

This Corporation shall have no members within the meaning of §5056 of the California Nonprofit Corporation Law.<sup>1</sup> The Board may adopt policies and procedures for the admission of associate members, honorary members, or other designated members who shall have no voting rights in the Corporation.

Under §5310(b)(1) of the Nonprofit Benefit Corporation Law of the State of California, any action that would otherwise, under law or the provisions of the Articles of Incorporation, require approval by the members, shall only require approval by the Board. Furthermore, all rights which would otherwise vest in the members under law, the Articles of Incorporation or the Bylaws of this Corporation, shall vest in the Board of this Corporation.<sup>2</sup>

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<sup>1</sup> California Corporations Code §5056 (a) - (d)

<sup>2</sup> California Corporations Code, §5310(b)(1)

ARTICLE IV  
OFFICERS

SECTION 1

NUMBER: The Corporation shall have four Officers. The number may be changed by amendment or repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws. The Officers of this Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The same person may hold any number of Offices, except that neither the Secretary nor the Treasurer may serve as President.

SECTION 2

QUALIFICATION, ELECTION AND TERM OF OFFICE: Officers shall be elected by the Board at the Annual Meeting of the Corporation for a term commencing January 1 of the following year. Officers shall be elected for the following terms:

- (a) President: 3 years
- (b) Vice President: 2 years
- (c) Treasurer: 3 years
- (d) Secretary: 2 years

Each Officer shall hold office until his or her term expires, he or she resigns, is removed, or is otherwise disqualified from serving, or until his or her successor shall be elected, appointed, and qualified, whichever occurs first. Officers may serve as many terms as desired.

SECTION 3

RESIGNATION AND REMOVAL: Any Officer may resign by giving written notice to the Corporation's President or Secretary. Any such resignation shall take effect on receipt of such notice or at any later date specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Officer may be removed for failure to perform his or her duties. The remainder of the Board shall hold a hearing and, by majority vote, shall remove the Officer.

SECTION 4

VACANCIES: If there is an Officer vacancy, including a vacancy created by the removal of an Officer, the Board may fill such vacancy by electing an additional Officer as soon as practicable after the vacancy occurs.

If the number of Directors is less than a quorum, additional Directors may be elected to fill such vacancies by (i) the unanimous written consent of the Directors then in office, (ii) the affirmative vote of a majority of the Directors in office at a meeting held according to notice or waivers complying with §5211 of the California Nonprofit Corporation Law, or (iii) a sole remaining Director.

SECTION 5

OFFICER ELECTIONS: Officer elections shall be held annually at the Annual Meeting of the Corporation. The Board shall elect Officers to any vacant positions, or for which an Officer's term is expiring at the end of the fiscal year.

Officer nominees can be presented by any Director to the Secretary at minimum two weeks prior to the Annual Meeting.

Each Director present may cast a single vote for any Officer nominee up for election. Only Directors may vote. Proxy voting is not allowed. Officers will be elected by a simple majority of votes cast.

In the event of a tie, an immediate re-vote will be held, restricted to the tied candidates. In the event of a tie on this re-vote, the President shall have the deciding vote or, if the vote is for President, the Vice President shall have the deciding vote.

## ARTICLE V DUTIES OF OFFICERS

### SECTION 1

PRESIDENT: The President shall be the Chief Executive Officer of the Corporation and shall supervise and control its affairs. He or she shall perform all duties incident to the office and such other duties as may be required by law, the Articles of Incorporation, or by these Bylaws. He or she shall preside at all meetings of the Board. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may be necessary.

### SECTION 2

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 preside at the meetings of the Board, and shall have all the powers of the President when so acting.

### SECTION 3

SECRETARY: The Secretary shall keep on file the original or copies of these Bylaws and keep on file one book of minutes of the Corporation. These minutes shall record the date, time, and place, names of those present, and the proceedings. The time of adjournment and the date and time of the next meeting shall be included in the minutes.

The Secretary shall perform all duties incident to the office and such other duties as may be required by law, or which may be assigned to him or her by the Board, including the writing of letters or electronic transmissions as requested by the President and the Board.

### SECTION 4

TREASURER: The Treasurer shall have charge and custody, and be responsible for all funds in the name of the Corporation in such banks, trust companies or other depositories as he or she shall select with the concurrence by vote of the Board.

The Treasurer shall keep on file and maintain adequate and correct records, preparing financial reports after each fund-raising activity for the approval of the Board.

The Treasurer shall, in general, perform all duties incident to the Office of Treasurer and such other duties as may be required by law.

ARTICLE VI  
COMMITTEES

SECTION 1

COMMITTEES: The Board may, by resolution adopted by a majority of the Directors, create one or more Committees (“Committees”) to serve at the discretion of the Board. The President shall appoint a Chairperson to lead and oversee each Committee, with the concurrence by vote of the Board. These Committees shall serve a purely advisory role, and will have no authority to act on behalf of the Corporation.

ARTICLE VII  
DIRECTORS

SECTION 1

NUMBER: The Board may appoint up to five Directors, in addition to the Officers, with the concurrence by vote of the Directors. All Officers are considered Directors. Directors may, but are not required to, serve on Committees, including in a role as Chairperson; an individual’s role as Director is independent of their role on any Committee.

SECTION 2

QUALIFICATION, ELECTION, AND TERM OF OFFICE: Directors may present candidates for Director appointment at any time. The Board shall vote on each Director candidate. If approved by a simple majority of the Directors, the Director shall assume his or her role immediately, except when a future date is agreed upon by the voting Directors.

Directors shall be elected for a term of 2 years.

Each Director shall hold office until his or her term expires, he or she resigns, is removed, or is otherwise disqualified from serving, or until his or her successor shall be elected, appointed, and qualified, whichever occurs first.

SECTION 3

RESIGNATION AND REMOVAL: Any Director may resign by giving written notice to the Corporation's President or Secretary. Any such resignation shall take effect on receipt of such notice or at any later date specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed for failure to perform his or her duties. The remainder of the Board shall hold a hearing and, by majority vote, shall remove the Director.

SECTION 4

VACANCIES: Director vacancies do not trigger any action by the Board to fill the vacancy.

ARTICLE VIII  
BOARD

SECTION 1

BOARD: The Board is composed of the four elected Officers, up to one ex-officio President, and any number of Directors, up to the limit defined elsewhere in these Bylaws. The Board shall be the governing body of the Corporation.

In the interest of continuity, the outgoing President shall serve as an ex-officio Director for one year.

All Board members share equal voting rights on matters presented to the Board, except as defined elsewhere in these Bylaws.

The Board may permit certain individuals (“Observers”) to participate in some or all Board meetings in a purely advisory (non-voting) role. Observer attendance shall be noted in meeting Minutes, but Observers are not considered members of the Board of Directors.

## SECTION 2

MAJORITY ACTION AS BOARD ACTION: Every act or decision done or made by a majority of the Board present at a meeting duly held at which a quorum is present is the act of the Board unless prohibited by the Articles of Incorporation, the Bylaws of this Corporation, or provisions of the California Nonprofit Public Benefit Corporation Law.

The following actions, as defined in California Nonprofit Public Benefit Corporation Law, require the support of the majority of the Board, independent of quorum

- (a) Approval of contracts or transactions in which a Director has a direct or indirect material financial interest
- (b) Removal of a Director without cause

## SECTION 3

EXECUTION OF INSTRUMENTS: The Board may by resolution authorize any Director 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 circumstances. Unless so authorized, no Director shall have any power or authority to bind the Corporation by any contract or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

## SECTION 4

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

## SECTION 5

PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS: No Director, 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 this Corporation; provided, however, that this provision shall not prevent payment to any such person for services performed for the Corporation in effecting any of its public or charitable purposes; provided, however that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board; 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 the dissolution of the Corporation.

ARTICLE IX  
MEETINGS

SECTION 1

PLACE OF MEETINGS: Meetings shall be held at the Hermosa Beach Friends of the Library Bookstore at 701 11th Place, Hermosa Beach, California, unless otherwise specified by the President.

Any meeting may be held by conference telephone or other communications equipment permitted by California Nonprofit Corporation Law, as long as all Directors participating in the meeting can communicate with one another concurrently and all other requirements of California Nonprofit Corporation Law are satisfied. All Directors attending by remote means shall be deemed to be present at such meeting.

SECTION 2

REGULAR MEETINGS OF BOARD: Regular meetings of the Board shall be held at least three times per year at such times as shall be determined by the President.

SECTION 3

ANNUAL MEETING OF THE CORPORATION: The Annual Meeting of the Corporation shall be held on a date between October 1 and December 31 as selected by the Board for the purpose of electing Directors and to receive reports and transact any other business.

SECTION 4

SPECIAL MEETINGS: Special Meetings of the Board may be called by the President who shall give notice in person, in writing, or electronically to each Director as to the date, time, place, and purpose of the Special Meeting. Notice shall be given at least 48 hours before the meeting.

SECTION 5

QUORUM FOR MEETINGS: A simple majority of the Board including at least two Officers shall constitute a quorum for the conduct of business.

If a quorum is initially present at a duly held meeting, the Board may continue to do business notwithstanding the loss of a quorum at the meeting, provided that any action thereafter is later approved by a quorum.

SECTION 6

ACTION BY CONSENT WITHOUT A MEETING: Any action required or permitted to be taken by the Board under any provisions of law may be taken without a meeting providing that a majority of Directors consent in person, in writing, or electronically to such action upon being contacted by the President.

Such action by consent shall have the same force and effect as a vote of the Board at a meeting and shall be reported by the President at the next regular meeting for inclusion in the minutes.

SECTION 7

CONDUCT OF MEETINGS: Meetings of the Board shall be presided over by the President, or in his or her absence, in succession by the Vice President, the Secretary, and then the Treasurer. The Secretary of the Corporation shall act as Secretary of all meetings of the Board. In his or her absence, the presiding Officer shall appoint another person to act as Secretary of the meeting.

SECTION 8

VOTES: Each Director present at a meeting of the Board is entitled to one vote, except as defined elsewhere in these Bylaws. Proxy voting is not allowed.

ARTICLE X  
CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1

CORPORATE SEAL: The Board may adopt, use and, at will, alter, a corporate seal. Such seal shall be kept in the possession and stewardship of the President. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 2

DIRECTORS' 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 3

RIGHT TO COPY AND MAKE EXTRACTS: Any inspection under the provisions of this article may be made in person or by an agent or attorney, and the right to inspection includes the right to copy and make extracts.

ARTICLE XI  
FISCAL YEAR AND AUDIT

SECTION 1

FISCAL YEAR OF THE CORPORATION: The fiscal year of the Corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

SECTION 2

AUDIT: In any fiscal year in which the Corporation receives or accrues gross revenues of two million dollars or more (excluding grants and contracts for services with governmental entities for which the governmental entity requires an accounting of the funds received), the Board shall (i) prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant ("CPA") in conformity with generally accepted auditing standards; and (ii) make the audit available to the Attorney General and to the public on the same basis that the Internal Revenue Service Form 990 is required to be made available.

ARTICLE XII  
AMENDMENTS

SECTION 1

AMENDMENT OF BYLAWS: These Bylaws may be amended at any meeting of this Corporation by a two-thirds vote of those Directors present, provided that each Director has been informed in person, in writing, or electronically at least two (2) weeks before the meeting that Bylaw amendments are contemplated and that proposed changes are available on request.

SECTION 2

AMENDMENT OF ARTICLES OF INCORPORATION: The California Corporations Code prohibits any amendment of Articles of Incorporation altering the statement of the name and address of the Corporation’s initial agent for service of process, and if listed in the original Articles of Incorporation, the Corporation’s initial street address or mailing address. To update the records to show the current information, you must file a Statement of Information as required by California Corporations Code §6210.

WRITTEN CONSENT OF ELECTED OFFICERS ADOPTING AMENDED BYLAWS.

We, the undersigned elected Officers of the HERMOSA BEACH FRIENDS OF THE LIBRARY, adopt these Bylaws, consisting of nine (9) pages, as the Bylaws of this Corporation.

7/18/2024

DATED:

DocuSigned by:  
*Kira Baccari*  
9DB008A880884DD...

KIRA BACCARI  
President

DocuSigned by:  
*George Ceman*  
A378FE00AA264B3...

GEORGE CEMAN  
Vice President

DocuSigned by:  
*Daniel Carinci*  
638CE185BE84465...

DANIEL CARINCI  
Secretary

DocuSigned by:  
*Clarke Read*  
0B57161F2DF946B...

CLARKE READ  
Treasurer

DocuSigned by:  
*Francine Baccari*  
162D14D2F5704C0...

FRANCINE BACCARI  
Operations Manager



CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Corporation named in the title thereto and that such Bylaws were duly adopted by the Board and members of said Corporation on the date set forth above.

DATED: 7/19/2024

DANIEL CARINCI, Secretary 

*Bylaws Adopted: 04-30-1982*

*Bylaws Amended: 12-14-1989*

*Bylaws Amended: 06-17-1992*

*Bylaws Amended: 03-15-1994*

*Bylaws Amended: 01-13-2010*

*Bylaws Amended: 10-09-2020*

*Bylaws Amended: 01-01-2022*

*Bylaws: Amended 07-18-2024*