

**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 which fall under the 501(c)(3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

At times, per the discretion of the board of directors, we may provide internships or volunteer engagements which shall provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

ARTICLE III
MEMBERS

SECTION 1

Any person may become a member of this corporation upon payment of yearly dues. Pursuant to Section 5310(b)(1) of the Nonprofit Benefit Corporation Law of the State of California, any action which 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.

ARTICLE IV
OFFICERS

SECTION 1

NUMBER: The corporation shall have five elected officers. The number may be changed by amendment or repeal of this ByLaw and adoption of a new By Law, as provided in these ByLaws. The Officers of this corporation shall be a President, a Vice President, a Secretary, an Operations Manager and a Treasurer. Any number of offices or Committee Chairs may be held by the same person, except that neither the Secretary nor the Treasurer may serve as President.

SECTION 2

QUALIFICATION, ELECTION AND TERM OF OFFICE: Any paid-up member may serve as an Officer of this corporation. Officers shall be elected by the membership present at the general meeting in the last quarter of each year for a term of one year commencing January 1. Each officer shall hold office until he or she resigns, is removed, or is otherwise disqualified to serve, or until his or her successor shall be elected, appointed and qualified, whichever occurs first.

SECTION 3

RESIGNATION AND REMOVAL: Any Officer may resign at any time by giving written notice to the President or the Secretary of the corporation. Any such resignation shall take effect on the date of receipt of such notice or at any later date specified therein, and 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 elected Officers shall hold a hearing and, by majority vote, shall remove the officer.

SECTION 4

VACANCIES: Any vacancy caused by the death, resignation or removal of any Officer shall be filled by the President with the concurrence of the remaining elected officers.

ARTICLE V
DUTIES OF OFFICERS

SECTION 1

PRESIDENT: The President shall be the chief executive officer of the corporation and shall supervise and control the affairs of the corporation. 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 and members. 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.

With the concurrence by vote of the other elected Officers, the President shall appoint Chairpersons to perform various duties in furtherance of the objectives and activities of the organization.

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 members, and shall have all the powers of the President when so acting.

SECTION 3

SECRETARY: The Secretary shall keep on file the original and/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. Time of adjournment and date and time of 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

OPERATIONS MANAGER: The Operations Manager shall manage the operations of the Friends of the Library (FOL) Bookstore, perform all duties necessary to facilitate the Bookstore inventory of materials (books, recordings, etc), and conduct sales and distributions of said materials to support FOL fundraising efforts. Under the auspices of the Board, the Operations Manager shall also be responsible for Bookstore staffing and facility maintenance.

SECTION 5

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 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 and members.

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
CHAIRPERSONS

SECTION 1

CHAIRPERSONS: Current members of the organization may be appointed by the President, with the concurrence by vote of the elected members of the Board, to carry out the work of this organization. Chairpersons may be designated for, but not be limited to the following: Membership, Newsletter; Nominating, Website and Publicity.

ARTICLE VII
BOARD

SECTION 1

BOARD: The Board is comprised of the five elected Officers and Chairpersons appointed by the President with the concurrence by vote of the elected Officers and shall be the governing body of the corporation. In the interest of continuity, the outgoing President shall serve as an ex-officio member of the Board for one year.

SECTION 2

MAJORITY ACTION AS BOARD ACTION: Every act or decision done or made by a majority of the Board 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.

SECTION 3

EXECUTION OF INSTRUMENTS: The Board may by resolution authorize 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 circumstances. Unless so authorized, no officer 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 Board member, 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 dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that on 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, then remaining in the hands of the Board, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

ARTICLE VIII
MEETINGS

SECTION 1

PLACE OF MEETINGS: Meeting shall be held at the Hermosa Beach Public Library at 550 Pier Avenue, Hermosa Beach, California, unless otherwise specified by the President with the concurrence of the Board.

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 Board.

SECTION 3

ANNUAL MEETING OF MEMBERS: The annual meeting of the Members shall be held on a date between October 1 and December 31 as selected by the Board for the purpose of electing officers and to receive various reports and to transact any other business. Notice shall be provided to members at least two (2) weeks prior to the meeting in person, in writing, or communicated electronically via telephone, text, or email, and/or posted electronically to the corporate website and other community bulletin boards.

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 Board member as to the date, time, place and purpose of the Special Meeting. Notice shall be given at least 24 hours prior to the meeting.

SECTION 5

QUORUM FOR MEETINGS: A simple majority of the Board 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 the elected Board members 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, by the Vice-President, or in the absence of both of these persons, by a Chairperson chosen by a majority of the elected Board members

present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Board. In his or her absence, the President shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by Robert's Rules of Order, insofar as such rules are not inconsistent with or in conflict with these ByLaws, and with the Articles of Incorporation, or with provisions of law.

SECTION 8

VOTES: Each Board member in attendance at a Meeting of the Board is entitled to one vote. At the annual meeting of the Membership, each member in attendance is entitled to one vote.

ARTICLE IX
ELECTIONS

SECTION 1

NOMINATING COMMITTEE: The Board shall appoint a Nominating Committee of at least three (3) current members. The Nominating Committee shall present its slate to the President a minimum of three (3) weeks prior to the Annual Meeting and Election.

SECTION 2

ELECTION: Elections shall be held at the Annual Meeting of Members by a vote of the majority of those members voting.

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 principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 2

BOARD MEMBERS' INSPECTION RIGHTS: Every Board member 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

MEMBERS' INSPECTION RIGHTS: Each and every member shall have the absolute right to inspect at any reasonable time the books, records, or minutes of proceedings of the Board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

SECTION 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.

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: The financial records of the corporation shall be audited within 60 days of the end of each fiscal year.

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 Board members attending, provided that each member has been informed in person, in writing, or electronically at least two (2) weeks prior to 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 and/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 section 6210 (public benefit corporations).

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 eight (8) pages, as the ByLaws of this corporation.

DATED:

DocuSigned by:
George Ceman
59D2828C65AF48F

GEORGE CEMAN
President

DocuSigned by:
Robin Lehrer
5E45BFFFE82492

ROBIN LEHRER
Vice-President

DocuSigned by:
Linda Marr
4DCBEE388475446

LINDA MARR
Secretary

DocuSigned by:
Matthew Grubman
A08529F2D8284DC

MATTHEW GRUBMAN
Treasurer

DocuSigned by:
Sue de la Camp
9038142E37A04FC

SUE DELACAMP
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: 1/3/2022

DocuSigned by:
Linda Marr
4DCBEE388475446

LINDA MARR, Secretary

- ByLaws Adopted: 04-30-82
- ByLaws Amended: 12-14-89
- ByLaws Amended: 06-17-92
- ByLaws Amended: 03-15-94
- ByLaws Amended: 01-13-10
- ByLaws Amended: 10-09-20
- ByLaws Amended: 01-01-22