

BYLAWS OF
THE BRENTWOOD LIBRARY FOUNDATION
A CALIFORNIA PUBLIC BENEFIT CORPORATION

ARTICLE 1
OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in Contra Costa County, California.

SECTION 2. CHANGE OF ADDRESS

The county of the corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, ~~however~~, change the principal office from one location to another within the named county by noting the changed address ~~and~~ effective date

ARTICLE 3 DIRECTORS

SECTION 1. NUMBER

The corporation shall have a minimum of seven (7) and a maximum of fifteen (15) directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, as provided in these Bylaws. Additionally, the Senior Community Library Manager for the Brentwood Library shall serve as an *ex officio* non-voting member of the Board of Directors. In the absence of the Senior Community Library Manager, the County Librarian may designate a person to serve as an *ex officio* non-voting member.

SECTION 2. POWERS

Except as otherwise specified in these Bylaws, 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 3. DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or these Bylaws;
- (b) 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 of the officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws
- (e) Register their addresses with the Secretary of the corporation and notices of meetings mailed or emailed to them at such addresses shall be valid notices thereof.

SECTION 4. SELECTION OF DIRECTORS AND TERMS OF OFFICE

The Directors shall be selected at the annual meeting of the Board. Directors shall be selected by the plurality of vote of the Directors in office at the annual meeting. Nominees for Director shall have a meaningful tie to Brentwood as determined by the Board. Each D

Each Director shall serve for a term of three years, provided that they shall continue to serve until their successor is elected. Notwithstanding the foregoing, approximately one-third of the Directors elected at the first meeting of the Board shall hold office for a partial term of one year and approximately one-third of the Directors elected at the first meeting of the Board shall hold office for a partial term of two years. The determination of which directors shall serve ~~par~~ initial terms shall be made by a draw of straws.

SECTION 5. COMPENSATION

Directors shall serve without compensation. However, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such compensation is reasonable and allowable under the provisions of Section 6 of this Article.

SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS

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 the purposes of this Section, "interested persons" means either:

- (a) Any person currently being compensated by the corporation for services rendered within the previous twelve (12) months, whether a full or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director, or
- (b) Any brother, sister, ancestor, descendent, spouse or law of any such person.

SECTION 7. MEETINGS

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If sent by mail, the notice shall be deemed to be delivered on deposit in the mail.

Such notices shall be addressed or communicated to each director at the director's address as shown on the books of the corporation.

Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting.

SECTION 9. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board, 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 61.7(i)-1.cp7

SECTION 15. NONLIABILITY OF DIRECTORS

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

SECTION 3. REMOVAL AND RESIGNATION

The Board of Directors may remove any officer, either with or without cause, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at 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. The above provisions of this Section shall be superseded by any conflicting terms of a contract, which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 4. VACANCIES

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committee of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and see that the seal is suffixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or by these Bylaws.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request thereof, the Bylaws, the membership books and the minutes of the proceedings of the directors of the corporation.

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 8. DUTIES OF THE TREASURER

Subject to the provisions of these Bylaws relating to "Execution of Instruments, Deposits and Funds," the treasurer shall;

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, and other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, and gains and losses.

Exhibit at all reasonable times the book of account and financial records to any director of the corporation or to his or her agent or attorney, on request therefore.

- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liability, receipts, disbursements, gains and losses.

- (c) A record of its members, if any, including their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will, alter a corporate seal. Such seal shall be kept at 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 3. 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

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December each year.

ARTICLE 9 AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

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 by approval of a majority of the Directors in office.

ARTICLE 10 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No director, officer, 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 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

ARTICLE 13
CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine general includes the feminine and Neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

CERTIFICATE OF SECRET231.72[YTJ 0 Tc 0 Tw 14.396.9(h)-3,70 Td

Carlos Sanabria, Director

Barry K. Tagawa, Director

Diane Alexander, Secretary