

BYLAWS OF THE FRIENDS OF THE SAN DIEGO PUBLIC LIBRARY

A California Nonprofit Public Benefit Corporation.

ARTICLE 1 NAME AND ADDRESS

This corporation is named The Friends of the San Diego Public Library (the FSDPL). The FSDPL's principal office is at 4139 Park Boulevard, San Diego, California 92103-2501, or at such other location as the Board of Directors (the Board) shall from time to time determine. The Secretary shall record any change of address of the principal office in the FSDPL's official records and shall notify the appropriate authorities.

ARTICLE 2 PURPOSES AND LIMITATIONS

The FSDPL is organized under the Nonprofit Public Benefit Corporation Law of the State of California (the Nonprofit Corporation Law) and is not organized for the private gain of any person. Its purpose shall be to assist in the development of the San Diego Public Library System to fulfill its literary, social and educational purposes; to encourage and arrange for gifts of books, materials, and other property to the library branches; to promote public use and support of the Library System, and appreciation of its value to the community; and to consult with the Library administration and other authorities to further these objectives. No substantial part of the activities of the FSDPL shall consist of the carrying on of propaganda or otherwise attempting to influence legislation; the FSDPL shall not participate or intervene in any partisan political campaign.

ARTICLE 3 DEFINITIONS

Section 3.1 Classes of Membership

A General Member is an individual, a business, or an organization current in membership dues to the FSDPL or to an Affiliate Chapter. General membership is open to all individuals, businesses, or organizations. General membership runs January - December, with the initial dues of such General Members joining after October 1 credited to the following calendar year. The Board will set the dues. A Life Member is a category of individual membership as defined by the Board.

Section 3.2 Affiliate Chapter

An Affiliate Chapter is a group of General or Life Members related to a particular branch that meets the requirements of Article 15.

Section 3.3 Associate Chapter

An Associate Chapter is a library friends' group related to a particular branch that is separately incorporated from the FSDPL for charitable non-profit status.

Section 3.4 Presidents' Advisory Council (PAC)

The PAC includes the Board, the Presidents or designated representatives from Affiliate Chapters and Associate Chapters, Past Presidents of the FSDPL, the Director of the San Diego Public Library (or designated representative) and other individual General or Life Members appointed by the Board at its discretion.

ARTICLE 4 BOARD OF DIRECTORS

Section 4.1 Corporate Powers Exercised by the Board

Subject to the Articles of Incorporation, to these Bylaws, to the provisions of the Nonprofit Corporation Law, to any other applicable laws, and to actions and policies authorized by the membership, the corporate powers of the FSDPL shall be exercised under the direction of the Board. Each Director shall perform their duties in good faith, in the best interests of the FSDPL, in accordance with section 5231 of the Nonprofit Corporation Law.

Section 4.2 Number and Qualifications

The Board shall consist of no fewer than four (4) nor more than fourteen (14) Directors, the exact number to be determined by resolution of the Board. Directors must attend on penalty of removal for failure to do so no fewer

than six (6) regular Board meetings during each fiscal year. Past Presidents of the FSDPL, the Director of the San Diego Public Library (or designated representative), or other individual General or Life Members appointed by the Board at its discretion may serve in an advisory capacity to the Board.

Section 4.3 Election of Directors

On an annual basis, the Board shall appoint a Nominating Committee of three (3) General or Life Members, at least one of whom shall be a Director. The Nominating Committee shall present its slate of Director nominees, all of whom must be either General or Life Members, at the Annual Meeting. Nominations from the floor require the oral consent of the nominee in attendance. All nominations must be presented to the membership with a short biographical sketch. Each General and Life Member in attendance at the Annual Meeting shall have one (1) vote for each vacant position and on issues raised therein. Ties shall be decided by lot.

Section 4.4 Terms of Directors

Directors assume office at the close of the Annual Meeting for a term of two (2) years, but at the discretion of the Board, shorter terms may be established to enable staggered turnover or to enable coordination of terms. Directors may be elected to no more than three consecutive two-year terms unless an exception is approved by vote of three-quarters (3/4) of Directors.

Section 4.5 Quorum and Acts of the Board

A majority of the sitting Directors shall constitute a quorum to transact business. Unless otherwise noted in these Bylaws, the act of a majority of Directors at such a quorate meeting shall be the act of the Board, provided a written record verifies the motion and action. A meeting may continue, despite the withdrawal of Directors and the undoing of a quorum, provided any act is approved by what would have been a majority of the initial quorum. Under section 7516 of the California Corporations Code, any action required or permitted to be taken by the Board may be taken without a meeting, if all Directors shall consent in writing to such action.

Section 4.6 Resignation and Removal of Directors

No Director may resign if the Board would then be without at least three (3) Directors, unless notice is given to the Attorney General of the State of California; otherwise, Directors may resign at any time by giving written notice to the Board. Such resignation takes effect on receipt by the Board. The Board may remove a Director with or without cause by vote of three-quarters (3/4) of Directors.

Section 4.7 Vacancies

If a vacancy occurs on the Board, the Board may fill such vacancy by electing a replacement Director to serve the remainder of that unexpired term.

Section 4.8 Meetings

Regular Board meetings shall be held at such times and places as the Board may determine. The President, the Vice President, the Secretary, or any two Directors may also call special Board meetings at any time. Notice shall be provided by email at least seven (7) days before the time set for any meeting. Proposed agendas shall be provided at least five (5) days before the meeting. Regular or special Board meetings may be held by conference telephone or other communications equipment permitted by the Nonprofit Corporation Law. All such Directors shall be deemed present in person at such meetings.

Section 4.9 Conduct of Meetings

Board meetings shall be presided over by the President or, if the President is absent, by the Vice President or, in the absence of both of these Officers, by any Director chosen by a majority of Directors present at that meeting. Whoever is presiding shall determine any questions concerning parliamentary procedure by reference to Robert's Rules of Order.

Section 4.10 Compensation of Directors

Directors shall not receive any compensation for their services as Directors or as Officers; Directors may be compensated for particular services rendered to the FSDPL in the roles of independent contractors. Directors may be reimbursed for reasonable out-of-pocket expenses approved by the Board.

ARTICLE 5 OFFICERS

Section 5.1 Officers

Officers of the FSDPL shall be a President, a Vice President, a Secretary, and a Treasurer. The Board shall have the power to designate additional Officers, with such powers and duties as the Board may assign. No person shall hold more than one office. All Officers must also be Directors.

Section 5.2 Election and Terms of Officers

The Nominating Committee described in Section 4.3 shall present its slate of Officer nominees, all of whom must be either General or Life Members, at the Annual Meeting. Nominations from the floor require the oral consent of the nominee in attendance. All nominations must be presented to the membership with a short biographical sketch. Each General and Life Member in attendance at the Annual Meeting shall have one (1) vote for each vacant position and on issues raised therein. Ties shall be decided by lot.

Section 5.3 Terms of Officers

Officers assume office at the close of the Annual Meeting for a term of two (2) years, but at the discretion of the Board, shorter terms may be established to enable staggered turnover or to enable coordination of terms.

Section 5.4 Resignation and Removal of Officers

Officers may resign at any time by giving written notice to the Board. Such resignation takes effect on receipt by the Board. The Board may remove an Officer with or without cause by vote of three-quarters (3/4) of Directors.

Section 5.5 Vacancies

If a vacancy occurs in any office, the Board shall fill such vacancy by electing a replacement Officer to serve the remainder of that unexpired term as soon as practicable.

Section 5.6 Responsibilities of Officers

President

The President shall be the general manager of the FSDPL. The President shall speak on behalf of the FSDPL or may delegate such duty to another Director. The President shall attend or appoint a representative to attend the Board of Library Commissioners. The President shall have such other powers and duties as the Board may assign.

Vice President

The Vice President shall, in the absence or disability of the President, perform all the duties of the President and, when so acting, shall have all the powers and duties of and be subject to all the restrictions on the President. The Vice President shall have such other powers and duties as the Board may assign. The Vice President shall coordinate efforts in support of Affiliate Chapters.

Secretary

The Secretary shall record the minutes of all Board and PAC meetings. The Secretary shall be the custodian of the books and records of the FSDPL. The Secretary shall verify annual compliance with the FSDPL's Conflict of Interest Policy. The Secretary shall ensure the filing of all documents required of nonprofit organizations by the State of California, such as the Annual Statement of General Information in compliance with section 6210 of the Nonprofit Corporation Law. The Secretary shall take reasonable steps to protect and preserve all physical and electronic records. The Secretary shall have such other powers and duties as the Board may assign. In performing these duties, the Secretary may rely on electronic records and access, or other similar technologies.

Treasurer

The Treasurer shall be responsible for the fiscal accounting and budgetary functions required in the operation of the FSDPL. The Treasurer shall recommend to the Board the time and amounts of contributions to the San Diego Public Library. The Treasurer shall ensure prompt deposit of all funds into the accounts of the FSDPL and

shall have discretion to pay submitted bills of less than \$500. The Treasurer shall ensure the collection, review, and correction of all Affiliate Chapter financial information and shall incorporate such information into reports to the Board and into Federal and state tax returns. The Treasurer shall report to the PAC and to the Library System all contributions made to the Library System from the Affiliate Chapters. The Treasurer shall have such other powers and duties as the Board may assign. In performing these duties, the Treasurer may rely on electronic records and access, or other similar technologies.

ARTICLE 6 THE ANNUAL MEETING

For the Annual Meeting, a quorum shall consist of fifty (50) General or Life Members. The Annual Meeting shall be held at a time and place designated by the Board for the purposes of electing and seating of Directors and Officers, receiving various reports, and transacting any other business.

ARTICLE 7 THE PRESIDENTS' ADVISORY COUNCIL AND COMMITTEES

Section 7.1 Purposes of the PAC

The PAC shall act in an advisory capacity to the Board and provides a means of communication to and from Affiliate and Associate Chapters.

Section 7.2 Meetings and Actions of the PAC

Meetings of the PAC shall be held at such times and places as the Board may determine, commonly in tandem with Board meetings, and shall be governed by, noticed, held, and actions taken in accordance with these Bylaws concerning meetings of the Board. Every Affiliate Chapters shall be entitled to one (1) vote.

Section 7.3 Purposes of Committees

The Board may appoint committees which may include or consist of persons who may or may not be Directors. These additional committees shall act in an advisory capacity only to the Board.

Section 7.4 Meetings and Actions of Committees

Meetings and actions of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board, except that the time for meetings of committees may be fixed by the committee.

ARTICLE 8 INDEMNIFICATION AND INSURANCE

To the fullest extent permitted by law, the FSDPL agrees to indemnify, defend, and hold harmless the current and former Directors, Officers, and other persons described in section 5238 of the Nonprofit Corporation Law, against all liability, loss, cost, or expense (including attorney's fees) by reason of liability imposed on the FSDPL or on such persons, arising out of or related to FSDPL's activities, whether caused by or contributed to by such persons, unless caused by the sole negligence of such persons. On written request to the Board by any person seeking indemnification, the Board shall promptly decide whether the applicable standard of conduct set forth in section 5238 of the Nonprofit Corporation Law has been met and, if so, the Board shall authorize indemnification. The FSDPL shall have the power to purchase and maintain insurance, at its expense, to protect itself and the current and former Directors, Officers, and other persons described in section 5238 of the Nonprofit Corporation Law against any such liability, loss, cost or expense (including attorney's fees).

ARTICLE 9 RECORDS, RESPONSIBILITIES, AND REPORTS

Section 9.1 Records and Inspection

The FSDPL shall maintain adequate and correct accounts, books and records of its business and properties and shall maintain minutes of the proceedings of the Board in accordance with the FSDPL Document Retention Policy. All such books, records and accounts shall be kept at its principal office. These Bylaws shall be open to inspection by the General and Life Members as provided in section 5160 of the Nonprofit Corporation Law.

Section 9.2 Checks, Drafts, Notes, Etc.

All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the FSDPL, shall be signed or endorsed by such person or persons and in approved such manner as shall be determined from time to time by resolution of the Board.

Section 9.3 Authority to Execute Contracts

The Board, except as otherwise provided in these Bylaws, may authorize any Officer(s) or agent(s) to enter into any contract or execute any instrument in the name of and on behalf of the FSDPL. Such contract(s) may be audited for economic timeline, by the Board and authority for the contracts may be general or confined to specific instances. Unless so authorized by the Board, no Officer or agent shall have any power or authority to bind the FSDPL by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount, except as provided in section 5214 of the Nonprofit Corporation Law.

Section 9.4 Financial Statements

A copy of any annual financial statement of the FSDPL and any accompanying balance sheet and any income statement and any report by independent accountants or certificate of an authorized Officer that such statements were prepared with or without audit from the books and records of the FSDPL shall be kept on file in accordance with the FSDPL Document Retention Policy. Each such document shall be exhibited at all reasonable times to any General or Life Member demanding an examination of any such statement, as provided in section 6334 of the Nonprofit Corporation Law.

Section 9.5 Donations

The FSDPL may accept or decline gifts, legacies, donations, and other contributions in any amount and in any form upon such terms and conditions as may be decided from time to time by the Board.

ARTICLE 10 CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of the Nonprofit Corporation Law shall govern the construction of these Bylaws. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

ARTICLE 11 AMENDMENTS

The Board may alter, amend, or repeal these Bylaws and adopt new Bylaws, except these Bylaws may not be altered, amended, or repealed in any manner that would alter the charitable purposes described in Article 2 or that would jeopardize the tax-exempt status of the FSDPL under section 501(c)(3) of the Internal Revenue Code and section 23701(d) of the California Revenue and Taxation Code.

ARTICLE 12 PROPERTY OF THE FSDPL

The property of the FSDPL is irrevocably dedicated to the charitable purposes described in Article 2, including but not limited to the membership lists of the FSDPL and of the Affiliate Chapters. No part of the net income or assets of the FSDPL shall ever inure to the benefit of any of its Directors, or to the benefit of any private person, except as provided in Section 4.10 or as otherwise permitted by the Board. On the dissolution or winding up of the FSDPL, its assets remaining after payment, or provision for payment, of all debts and liabilities of the FSDPL shall be distributed to a nonprofit fund, foundation, or corporation, which, in the view of the Board, is organized and operated for purposes complementary to that of the FSDPL and which has established its tax-exempt status under section 501(c)(3) of the Internal Revenue Code, provided that such distribution shall also comply with the provisions of sections 6715 and 6717 of the Nonprofit Corporation Law.

ARTICLE 13 CONFLICTS OF INTEREST

The Board shall exercise due diligence in addressing possible conflicts of interest. As to any proposed transactions of the FSDPL, Directors must disclose, on penalty of removal for failure to do so, their financial interests regarding such transactions, including indirect benefits to relatives or to businesses with which the Director is closely associated. Such a disclosing Director is entitled to make a presentation to the Board but

may not attend the relevant deliberations or vote on the proposed transaction. In reviewing the proposed transaction, the Board must determine whether a more advantageous transaction may be entered into without giving rise to a conflict of interest. If the Board determines that such latter course is not reasonably possible, the Board will vote on whether the originally proposed transaction is, nonetheless, in the FSDPL's best interest, for its own benefit, and fair and reasonable. All such proceedings shall be thoroughly recorded. Directors will annually execute the Conflict of Interest Signature Form.

ARTICLE 14 FISCAL YEAR

The fiscal year of the FSDPL shall commence on July 1 and conclude on June 30.

ARTICLE 15 NEW OR REORGANIZED AFFILIATE CHAPTERS

Section 15.1 Organization

A General or Life Member of the FSDPL in good standing, alone or together with others residing or working in the vicinity of a particular branch of the San Diego Public Library System, may organize an Affiliate Chapter after completing the following procedures:

1. Hold an organizational meeting, with recorded minutes, to elect either an ad hoc board or a legitimate board of directors made up of at a minimum, a President, Secretary, and Treasurer. The librarian assigned to the branch or department shall be an ex-officio member.
2. Agree to promote the purposes of the FSDPL, both with respect to the particular branch library and the Library System.
3. Obtain and review a copy of the Articles of Incorporation, these Bylaws, the policy statements of the FSDPL and the current Operations Manual.
4. Name the Affiliate Chapter in the following manner: "Friends of the San Diego Public Library, XXX Chapter." Existing groups with differing names may retain their names, but "branch" should be replaced with "Chapter" and changed at the earliest possible time.
5. Adopt the bylaws as written in the standing rules or present a copy of the Affiliate Chapter's approved bylaws, which must be consistent with the Articles of Incorporation or these Bylaws. If submitting bylaws, they must be approved by the Board, prior to Affiliate Chapter approval.
6. Obtain confirmation as an Affiliate Chapter of the FSDPL from the Board.
7. Establish an appropriate checking account, at an FSDPL-approved financial institution, and set of account books. Two members of the Affiliate Chapter should be able to sign checks. The address of the branch library shall be used.
8. Pay the Affiliate Chapter's annual membership fees to the FSDPL.
9. Hold its membership list as a corporate asset. Without consent of the Board, no membership list, or any part thereof, may be used by any person or organization for any purpose not reasonably related to the goals and purposes of the FSDPL and its Affiliate Chapters.

Section 15.2 Duties of Officers

Newly selected Officers shall do the following:

1. Plan to hold other meetings to increase the total membership.
2. Recognize the need to attend the regularly scheduled PAC meetings.
3. Complete fiscal reporting and other obligations of a fund-raising organization in a timely manner.
4. Prepare materials with which to operate using seed money from FSDPL. Membership applications and many materials are available from the FSDPL.
5. Coordinate activities, contracts, and other legal obligations entered into by the Affiliate Chapter with the branch manager.

Section 15.3 Privileges of Affiliate Chapters

A new chapter, or a reorganized chapter, after being recognized by the Board, automatically acquires these privileges:

1. The prestige of being affiliated with a popular, city-wide recognized pro-library corporation.

2. The use of the tax-exempt corporate ID number required to open chapter bank accounts and conduct other business.
3. Use of the bylaws and related policies.
4. Sharing in the insurance coverage for Directors and Officers Indemnity.
5. Use of bulk mail permit.
6. Sharing in general liability coverage.
7. Reliance on the FSDPL to prepare the necessary yearly tax reporting.

Section 15.4 Obligations of Affiliate Chapters

A new chapter, or a reorganized chapter, after being recognized by the Board, automatically assumes these obligations:

1. Joining with the functions of the FSDPL.
2. Attending and be represented regularly at PAC and Annual meetings.
3. Preparing by August 1st the yearly financial statement, reporting all income and expenses along with contributions made to the library and keeping accurate books.
4. Holding regular Affiliate Chapter meetings.
5. Making good faith efforts to increase membership.
6. Informing the Board of fund-raising or other Affiliate Chapter activities that will occur off-site, prior to the event, ensuring proper liability insurance is complied with and paid.
7. Making good faith efforts to seek candidates to hold Affiliate Chapter officer positions.
8. Adhering to the Articles of Incorporation, the bylaws, and the current policy statements of the FSDPL.
9. Naming a representative who shall attend each PAC meeting where they shall keep the Board informed of their activities, programs, and special fund-raisers.
10. Paying the Affiliate Chapter's annual membership fees to the FSDPL.

Section 15.5 Closing out Affiliate Chapters

When a Chapter is no longer able to function, a letter of closure and a check for the balance of funds available must be sent to the FSDPL Treasurer. A closing financial statement is required along with delivery of all pertinent files and physical property.

Section 15.6 Non-compliance

If an Affiliate Chapter violates or fails to comply with any of the provisions of the Articles of Incorporation, these Bylaws, or the policies of the FSDPL, the President, on instruction from the Board, shall give said Affiliate Chapter sixty (60) days written notice to comply and cease such violations, or turn over funds to be maintained by the FSDPL until such time as the Affiliate Chapter complies with the Articles of Incorporation, these Bylaws, and the policies of the FSDPL. If the Affiliate Chapter fails or refuses to comply within said sixty (60) days, the Board may choose to suspend the Affiliate Chapter. If said violation or non-compliance continues for further than a thirty (30) day period beyond the date of suspension, the Board may permanently terminate the affiliation of said Chapter with the FSDPL. This especially applies to the requirement that each Affiliate Chapter must annually submit its completed financial statement by the required August 1st date.

ARTICLE 16 COMMITMENTS AND ACKNOWLEDGMENTS

The FSDPL prohibits discrimination based on any legally protected characteristic. The FSDPL is committed to positive environmental policies. The FSDPL acknowledges the Kumeyaay, Luiseño, Cahuilla, and Cupeño ancestral lands that the library branches occupy.

I HEREBY CERTIFY that I am the duly elected Secretary of the FSDPL and that these Bylaws were adopted at the Annual Meeting of the FSDPL on June __, 2024.

IN WITNESS WHEREOF, I have executed this Certificate as of June __, 2024.

Secretary, FSDPL