

BYLAWS OF THE  
MAMMOTH LAKES FRIENDS OF THE LIBRARY, INC.  
A CALIFORNIA PUBLIC BENEFIT CORPORATION

ARTICLE I – NAME

Section 1.1 – The name of this Corporation is Mammoth Lakes Friends of the Library, Inc. ("MLFOL" or the "Corporation"). The Corporation was formed May 28, 2004 with the filing of its articles of incorporation with the California Secretary of State (Corporation #C2657982).

ARTICLE II – PURPOSE AND FISCAL YEAR

Section 2.1 – Purpose. MLFOL is organized under the Nonprofit Public Benefit Corporation law exclusively for public benefit and charitable purposes within the meaning of section 501(c) (3) of the Internal Revenue Code. The specific purpose of the Corporation is to insure that library facilities and services are adequate for the needs of Mammoth Lakes and to carry on other charitable activities associated with that goal as allowed by law.

Section 2.2 – Fiscal Year. The fiscal year of this Corporation shall be October 1 to September 30 of each year.

ARTICLE III – PRINCIPAL OFFICE OF THE CORPORATION

Section 3.1 – The principal office for the transaction of the activities and affairs of this Corporation is located at 400 Sierra Park Road, Mammoth Lakes, in Mono County, California, 93546. The Board of Directors may change the location of the principal office. The Board may at any time establish branch or subordinate offices at any place or places where MLFOL is qualified to conduct its activities. Any such change of location must be noted by the Secretary on these bylaws opposite this section; alternatively, this section may be amended to state the new location.

ARTICLE IV – IRREVOCABLE DEDICATION OF ASSETS

Section 4.1 – The assets of the Corporation are irrevocably dedicated to public and charitable purposes and no part of the net earnings, properties, or assets of this Corporation shall inure to the benefit of any Director, Officer, or member thereof, or to the benefit of any private person.

Section 4.2 – Upon the liquidation or dissolution of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for public and charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3). All assets of MLFOL, whether held in trust or otherwise, shall be disposed of in such a manner as may be directed by decree of the Superior Court of Mono County, upon petition therefore by the Attorney General or by any person concerned in the liquidation, in a proceeding in which the Attorney General is a party.

## ARTICLE V – MEMBERSHIP

Section 5.1 – Membership. This Corporation shall have one class of members. Any person or group interested in the purpose of the organization shall be eligible for membership upon payment of dues or by contributing in a manner as specified in the Standing Rules which are defined in Section 9.2 of these bylaws.

Section 5.2 – All members in good standing shall have the right to vote, as set forth in these bylaws, on the election of Directors, on the disposition of all or substantially all of the Corporation's assets, on any merger and its principal terms and any amendment to those terms, on any amendment to the Articles of Incorporation or to these bylaws, and on any election to dissolve the Corporation. Members shall have any additional rights afforded them under the California Nonprofit Public Benefit Corporation Law.

Section 5.3 – Non-transferability of Membership. Memberships are non-transferable, whether by voluntary or involuntary transfer or conveyance or otherwise.

Section 5.4 – Termination of Membership. A membership shall terminate on occurrence of any of the following events: (1) Resignation of the member; (2) Expiration of the period of membership, unless the membership is renewed on such renewal terms and conditions as may be fixed by the Board; (3) The failure to pay dues, fees, or assessments as set by the Board; (4) Death of a member; (5) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or (6) Termination of membership based on a good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of MLFOL, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of MLFOL.

Section 5.5 – Suspension of Membership. A member may be suspended based on the good faith determination by the Board, or a Committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of MLFOL, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of MLFOL. A person whose membership is suspended shall not be a member during the period of suspension.

## ARTICLE VI – OFFICERS AND DIRECTORS

Section 6.1 – Officers. The Officers of this Corporation shall be President, Vice-President, Secretary, and Treasurer. Board members shall serve without compensation; however, reasonable expenses incurred for carrying out duties, including travel, shall be subject to reimbursement by the Corporation.

Section 6.2 – Board of Directors. The authorized number of Directors shall be five unless changed by an amendment to these bylaws. The Officers plus one Member-at-Large, also known

as Directors, shall constitute the Board of Directors, hereinafter referred to as the Board.

Section 6.3 – The Board shall establish Committees and Subcommittees to carry out the functions of the organization. The structure of such Committees and Subcommittees is outlined in Section III Committees of the Standing Rules. In addition, the Board shall appoint a Treasurer's Advisor to assist the Treasurer in the completion of required reporting of financial status and on investment of MLFOL funds.

Section 6.4 – Duties. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the Articles of Incorporation or bylaws regarding actions that require approval of the members, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

The President shall serve as Chair of the Board. The Treasurer shall act as the Corporation's Chief Financial Officer. More specific duties of Officers, Directors and Committee/Subcommittee Chairs shall be defined in the Standing Rules.

Section 6.5 – Specific Powers. Without prejudice to the general powers of the Board, but subject to the same limitations, the Board shall have the power to do the following: (1) Appoint and remove agents, and employees, all of whom serve at the pleasure of the Board; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; (2) Change the principal office or the principal business office in California from one location to another; (3) Borrow money and incur indebtedness on MLFOL's behalf and cause to be executed and delivered for MLFOL's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 6.6 – Board Action. Within the above limitations, management and control of property, funds and the affairs of MLFOL shall be administered by the Board on behalf of the membership and consistent with the purpose and objectives of the Corporation as a Nonprofit Public Benefit Corporation. The Board shall adopt its own policies and procedures consistent with these bylaws.

Section 6.7 – Nomination of Board of Directors. Officers and Directors for the ensuing year shall be nominated from among the members by a Subcommittee of no less than three members (including the Subcommittee chair) that are selected by the President and approved by the current Board (the "Nominating Subcommittee"). The Nominating Subcommittee shall notify the Board in writing of its nomination of Officers and Directors with sufficient time prior to the annual election to allow the names of the nominees to be included in the meeting notice. The Board will confirm the nominations when presented. Nominations may be made from the floor at the time of the annual election. An individual's consent must be obtained before his or her name may be entered into nomination. Limitations on consecutive years of service on the Nominating Subcommittee shall be set forth in the Standing Rules.

Section 6.8 – Election of Officers and Directors. Officers and Directors shall be elected by the members at the last meeting of the fiscal year to serve a one-year term commencing on the first day of the next fiscal year. Election shall be by ballot. If there is only one candidate for an office, then election may be by voice vote, unless voting by ballot is demanded before the voting begins by any member at the meeting. If there are more than two candidates for an office, the candidate with the most votes shall be elected, even if the votes do not constitute a majority.

Section 6.9 – Term Limits. No member of the Board shall be eligible for the same office for more than four terms in succession. The Board may extend the number of terms for Officers and Directors in the event that no other eligible member agrees to occupy the office. The Board may not extend a Director's term beyond the one-year for which the Director was elected.

Section 6.10 – Resignation of Directors. Except as provided herein, any Director may resign by giving written notice to the President or the Secretary of the Board. The resignation shall be effective when the notice is given, unless it specifies a later time for the resignation to become effective. Three unexcused absences during a fiscal year shall constitute a constructive resignation. Except on notice to the California Attorney General, no Director may resign, if MLFOL would be left without a duly elected Director or Directors.

Section 6.11 – Removal of Directors. The Board may by resolution declare vacant the office of a Director who has been declared of unsound mind by a final court order; felony conviction; failure to meet qualifications for service that was in effect when the member took office; or a finding by a court of breach of statutory duty. If cause for removal cannot be demonstrated, then Directors elected by members can only be removed by members through a majority of a quorum.

Section 6.12 – Vacancies. A vacancy shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased. The President shall make nominations during the year to fill any vacancies in Board positions that occur, except vacancies resulting from the removal of a Director as described above, which shall be filled by a vote of the members. Nominations by the President shall be approved or rejected by the Board at the next meeting. If the number of Directors then in office is less than a quorum, then the nomination may be approved or rejected by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held according to notice or waivers of notice complying with Corporations Code section 5211 and these bylaws, or (3) a sole remaining Director. Directors appointed to fill vacancies shall serve for the period remaining in the vacant term, and the position shall subsequently be filled by election in accordance with Section 6.8 above. If an Officer vacancy results from the removal of a Director by the members, the remaining Directors shall designate an individual to serve as that Officer until such time as the vacancy is filled in accordance with this section.

Section 6.13 – Presiding at Meetings. The Vice President conducts meetings in the absence of the President. In the absence of the President and Vice-President, the Secretary shall call the meeting to order pending the election of a temporary presiding officer from among the remaining Board members by a majority vote of those Board members who are present. In the absence of the President, Vice-President, and Secretary, the Treasurer shall call the meeting to order

pending the election of a temporary presiding officer from among the remaining Board members by a majority vote of those Board members who are present.

## ARTICLE VII – COMMITTEES

Section 7.1 – Board Committees. The Board, by resolution adopted by a majority of the Directors then in office, may create one or more Committees, each consisting of two or more Directors and no person who is not a Director. The Board may appoint one or more Directors as alternate members of any such Committee, who may replace any absent member at any Committee meeting. Each Committee established under these bylaws may contain subcommittees of Directors and/or members to carry out particular functions of the organization. The organizational structure for Committees is outlined in the Standing Rules.

## ARTICLE VIII – MEETINGS

Section 8.1 – Annual Membership Meetings. The first regular membership meeting of each fiscal year shall be known as “the Annual Meeting.” The agenda of the Annual Meeting shall include the following: Call to order; presentation of annual Committee and Subcommittee reports and year-end reports of Officers; transaction of other business that may be properly brought before the meeting; and adjournment. The time, date, and location of the Annual Meeting shall be fixed by Board resolution. Notice of the meeting shall be provided to all members as set forth in Section 8.12 of this Article.

Section 8.2 – General Membership Meetings. MLFOL shall hold general membership meetings when there are items requiring a vote of the members as noted in these bylaws. Whenever action by the members will be required or permitted at the meeting, a written notice shall be sent to each member as detailed in Section 8.12 of these bylaws.

Section 8.3 – Quorum for General Membership Meetings. Ten (10) members or 20 percent of the membership, whichever is less, shall constitute a quorum for the transaction of business by members at membership meetings, except for bylaw amendments as noted in Section 9.1

Section 8.4 – Voting by Members. Each member shall have one vote on matters required by the California Nonprofit Public Benefit Corporation Law, the Articles of Incorporation, or these bylaws to be submitted to the members for approval. Members may not cumulate votes for the election of Directors. Voting may be by voice or by ballot, except that any election of Directors must be by ballot if demanded before the voting begins by any member at the meeting. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number is required by the California Nonprofit Public Benefit Corporation Law, by these bylaws or by the Articles of Incorporation. When members participate by telephone or teleconferencing, they shall count towards the quorum and shall retain the same voting rights as if they were present.

Section 8.5 – Action by Unanimous Written Consent of Members and Without a Meeting. Any

action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed with the minutes of the meeting. The action by written consent shall have the same force and effect as a unanimous vote of the members.

Section 8.6 – Regular Board Meetings. Regular board meetings will be held on a monthly basis. These meetings may be conducted in person or by telephone / teleconference. Such meetings may be held without notice if the time and place of the meetings are fixed by resolution of the Board.

Section 8.7 – Special Board Meetings. Special Board Meetings may be called by the President, Vice President, Secretary or by any three Directors. Meetings may be conducted in person or by telephone / teleconference. Notice of special board meetings shall be provided to all Directors 48 hours in advance and notice shall be made personally, by telephone, voicemail, electronic mail (email) or facsimile. The notice must include the date, time, and location of the meeting. Any required notice is waived if that Director attends the meeting without protesting the lack of notice prior to or at the meeting's commencement, or notice may be waived in writing by any individual Director, either before or after the meeting. Such waivers shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 8.8 – Quorum for Board Meetings. A majority of the authorized number of Directors shall constitute a quorum for the transaction of any business, except adjournment. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to any more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (1) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (2) creation of and appointments to Committees of the Board, and (3) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 8.9 – Voting by Directors. Each Director shall have one vote on matters not submitted to the membership for approval. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the board unless otherwise provided by these bylaws or by the Articles of Incorporation and subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting. When Board members participate by telephone or teleconferencing, they shall count towards the quorum and shall retain the same voting rights as if they were present.

Section 8.10 – Minutes. Minutes shall be taken of all Board, membership and Committee meetings regardless of the form of the meeting.

Section 8.11 – Location of Meetings. The time and place of any meeting shall be determined by the Board. The Board may authorize members who are not present in person to participate by electronic transmission or electronic video communication as provided for in this Article of the bylaws.

Section 8.12 – Written Notice of Meetings. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each member entitled to vote at that meeting at least 20 but no more than 90 days before the meeting date. The notice shall specify the place, date, and hour of the meeting, and the means of electronic transmission by which members may participate in the meeting. For the annual meeting, the notice shall state the matters that the Board intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted.

Section 8.13 – Electronic Notice. Notice may be given by electronic transmission by the Corporation and shall be valid as written notice, provided the following requirements are met:

- (1) The notice is (a) delivered by facsimile telecommunication or electronic mail (email) and directed to the facsimile number or email address, respectively, for that recipient on record with the Corporation; (b) posted on an electronic message board or network that the Corporation has designated for those communications, together with a separate notice to the recipient of an URL to read what has been posted on the website, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (c) other means of electronic communication;
- (2) To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and
- (3) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Notwithstanding the foregoing, (1) An electronic transmission by the Corporation to a member is not authorized unless, in addition to satisfying the requirements of this section, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to (a) any right of the recipient to have the record provided or made available on paper in non-electronic form, (b) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the Corporation, and (c) the procedures the recipient must use to withdraw consent.

(4) Notice shall not be given by electronic transmission by the Corporation after either of the following: (a) the Corporation is unable to deliver two consecutive notices to the member by that means or (b) the inability to so deliver the notices to the member becomes known to the secretary, any assistant secretary, or any other person responsible for the giving of the notice.

Section 8.14 – Waiver of Notice or Consent. The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if (1) a quorum is present either in person or through other means approved by the Articles of Incorporation or these bylaws, and (2) either before or after the meeting, each member entitled to vote, not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of the meeting except that, if action is taken or proposed to be taken for approval of any matter specified in section 8.12 of these bylaws, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

A member's actual attendance at a meeting shall also constitute a waiver of notice of that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 8.15 – Action by Unanimous Written Consent of Directors and Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to the action. For the purposes of this section only, "all members of the Board" shall not include any "interested Director" as defined in section 5233 of the California Nonprofit Corporation Law. Such written consent shall have the same force and effect as a unanimous vote of the Board taken at a meeting. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Written consent may be transmitted by first-class mail, messenger, courier, facsimile, e-mail or any other reasonable method satisfactory to the Chairperson or the President.

Section 8.16 – Authority for Electronic Meetings. If authorized by the Board in its sole discretion, and subject to the requirements of consent in Corporations Code §20(b) and guidelines and procedures the Board may adopt, members not physically present in person at a meeting of members may, by electronic transmission by and to the Corporation or by electronic video screen communication, participate in a meeting of members, be deemed present in person, and vote at a meeting of members whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the Corporation or by electronic video screen communication, subject to the requirements of these bylaws.

## ARTICLE IX – GOVERNANCE

Section 9.1 – Bylaws. The bylaws may be amended at any membership meeting by two thirds of the members present, provided that notice of the proposed amendment(s) shall have been mailed to all members in accordance with section 8.12 or 8.13 of these bylaws.

Section 9.2 – Standing Rules. Operational guidelines known as Standing Rules shall be adopted and amended by resolution approved by a majority vote of the Board.

Section 9.3 – Legal Requirements Handbook. Guidelines for meeting local, state, and federal legal requirements shall be adopted and amended by resolution approved by a majority vote of the Board.

Section 9.4 – Governance Handbook. Guidelines for member actions and conduct shall be adopted and amended by resolution approved by a majority vote of the Board.

Section 9.5 – All of these documents are posted on the MLFOL section of the Mammoth Lakes Library website and also made available in paper form to members upon request.

#### ARTICLE X – PARLIAMENTARY AUTHORITY

Section 10.1 – All meetings shall be conducted according to Robert’s Rules of Order, revised, except when in conflict with these bylaws, or with the laws of the State of California.

#### ARTICLE XI – LIMITATIONS

Section 11.1 – Political Activities. The Corporation has been formed under California Nonprofit Corporation Law for the charitable purposes described in Article I, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

Section 11.2 – Prohibited Activities. The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article II. The Corporation may not carry on any activity for the profit of its Officers, Directors or other persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such. Furthermore, nothing in these bylaws shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”) or (ii) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

CERTIFICATE OF SECRETARY

I, the undersigned, being the Secretary of Mammoth Lakes Friends of the Library, Inc., hereby certify that the above bylaws consisting of 10 pages were adopted as the bylaws of the Mammoth Lakes Friends of the Library, Inc. pursuant to the majority vote of the members in a regularly called meeting, effective August 13, 2013. These Bylaws are, as of the date of this certification, the duly adopted and existing Bylaws of this corporation.

IN WITNESS WHEREOF, I have set my hand this \_\_\_\_\_ day of \_\_\_\_\_.

\_\_\_\_\_  
NAME  
Secretary