

BYLAWS of the YOLO COUNTY LIBRARY FOUNDATION, a California Nonprofit Public Benefit Corporation

Article I. Name, Office Location

Section 1.01 Name

The name of this corporation is the YOLO COUNTY LIBRARY FOUNDATION (YCLF).

Section 1.02 Office

The principal office of the YCLF is 226 Buckeye Street, Woodland, CA 95695. The Board may change the principal office from one location to another within Yolo County.

Article II. Purposes

Section 2.01 General Purposes

The YCLF is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public and charitable purposes.

Section 2.02 Specific Purposes

The mission of the YCLF is to enhance the ability of the Yolo County Library to provide library services. The specific and primary purposes and activities for which the YCLF is organized are the receiving of grants, donations and contributions and the application of funds so received to promote and advance educational, informational, and recreational literary activities and lifelong learning opportunities through free access to library services for the benefit of the general public.

Section 2.03 Focus

The focus of the YCLF is to match, supplement and augment programs, services, collections, and facilities; to collaborate with the Friends of the Library organizations to support library services; and to provide re-granting opportunities for staff initiated programs, outreach and other projects as determined by the Foundation Board.

Section 2.04 Dissolution

In the event that the YCLF is dissolved, assets remaining after payment of all YCLF debts, obligations, and liabilities, shall be distributed to the Yolo County Library or other tax-exempt organization(s) operated exclusively for charitable, literary, or educational purposes.

Article III. Membership

There will be no members of the YCLF.

Article IV. Directors

Section 4.01 General Corporate Powers

Subject to the provisions and limitation of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the YCLF’s activities and affairs shall be managed and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the YCLF to any person or persons, management company, or committee however composed, provided that the activities and the affairs of the YCLF shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 4.02 Specific Powers

Without prejudice to the general powers set forth in Article IV, Section 1 of these Bylaws, but subject to the same limitations, the Directors shall have the power to:

- a) Appoint and remove, at the pleasure of the Board, all the YCLF’s officers, agents, and employees; prescribe powers and duties for them that are consistent with law, the Articles of Incorporation, and these Bylaws; and fix their compensation and require from them security for faithful performance of their duties.
- b) Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the YCLF and any other person or entity shall be authorized by the Board and no individual shall have any power or authority to bind the YCLF by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.
- c) Adopt and use a corporate seal, and alter the form of the seal.

Section 4.03 Number and Qualifications of Directors

The authorized number of Directors shall be no less than five (5) and no more than nine (9) and who shall be residents of Yolo County. The Board shall determine the exact number of Directors. The Board shall consist of:

- a) One representative of the Yolo County Library Advisory Board
- b) One representative from the Friends of the Library for small branches (Clarksburg, Esparto, Knights Landing and Yolo)
- c) One representative from the Friends of the Library for large branches (Davis, West Sacramento, and Winters)
- d) Representatives from the community at large who support the purposes of the YCLF

Section 4.04 Selection of Directors

Directors shall be selected at the annual meeting by a majority vote of the Directors in office. Interim vacancies on the Board may be filled by a majority vote of the remaining Directors at any regular or special board meeting. The interim Director shall serve out the remainder of the term. Such term shall not constitute a full term for the purpose of eligibility for re-election. Terms shall be staggered so that approximately one-half of the Directors shall be elected each year.

Section 4.05 Terms of Office

A term is two years which begins at the start of the fiscal year (July 1). No Director may serve more than two consecutive full terms. A Director may serve again after being off the Board for at least one year.

Section 4.06 Non-Voting Directors

The Board may include non-voting advisory members. The Yolo County Librarian or his/her designee shall be an advisory member. The Board may determine to seat other advisory members. Advisory members shall not have the right to vote, but shall have the right to attend meetings of the Board and committees and to participate in discussions and deliberations.

Section 4.07 Vacancies and Removal

A vacancy on the Board shall exist on the occurrence of the following:

- a) The death or resignation of any Director

- b) The removal of a Director by a vote of at least two-thirds (2/3) majority of the Directors then in office

Section 4.08 Restriction on Interested Persons

No more than 49% of the Directors may be interested persons. An interested person is:

- a) Any person compensated by the YCLF for services rendered during the preceding twelve months; or
- b) Any relative by blood or marriage or such person.

Section 4.09 Compensation

Directors shall serve without compensation. Directors may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in these Bylaws.

Article V. Meetings

Section 5.01 Annual Meeting

An annual meeting of the Board shall be held during the last quarter of the fiscal year. The purpose of this meeting is to elect Directors to new terms, elect officers, and transact other business as necessary.

Section 5.02 Regular and Special Meetings

Regular meetings of the Board shall be held at least four (4) times a year. The date, time, and location shall be determined by the Board of Directors. Special meetings for any purpose may be called at any time by an officer of the Board or by any two Directors. Notice of such meeting shall be given to each Director by telephone, including a voice messaging system, or by electronic transmission, at least 48 hours before the time set for the meeting.

Section 5.03 Meeting by Conference Call

Any meeting may be held by conference telephone or similar communication equipment. All Directors participating in the meeting must be able to communicate with all other Directors concurrently, and all Directors must be able to participate fully in Board actions.

Section 5.04 Notice of Meetings

Notice of the time and place of meetings of the Board shall be given to each Director. Notices sent by first class mail shall be deposited in the United States mail at least for (4) days before the time set for the meeting. Notices given by person delivery or by telephone, including a voice messaging system, or by electronic transmission shall be delivered at least forty-eight (48) hours before the time set for the meeting. All such notices shall be given or sent to the Director's mailing and/or email address or telephone number as shown on the records of the YCLF and shall specify the general purpose of the meeting.

Section 5.05 Waiver of Notice

Notice of a meeting need not be given to any Director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting.

Section 5.06 Quorum

A majority of the authorized number of Directors shall constitute a quorum. A meeting at which a quorum is initially present may continue to transact business despite the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 5.07 Action without a Meeting

Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to the action. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. Written consent provided by email is permitted. All such consents shall be filed with the minutes of the proceedings of the Board.

Section 5.08 Roberts Rules of Order

Meetings shall be governed by the latest revised edition of Roberts Rules of Order.

Article VI. Officers

Section 6.01 Officers of the YCLF

The officers of the YCLF shall be a President, Vice-President, Secretary, and Treasurer. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as the President of the YCLF.

Section 6.02 Election of Officers and Terms

The Officers of the YCLF shall be chosen annually by the Board at the annual meeting. Officers must be a Director of the YCLF. The term of office is one year beginning at the start of the fiscal year, and an Officer may serve for more than one term.

Section 6.03 Vacancies in Office

A vacancy in any office shall be filled by majority vote of the Board at a regular or special meeting, and the elected Officer shall serve for the remainder of that term.

Section 6.04 Duties (Responsibilities) of Officers

- a) President: The President shall be the directing officer of the YCLF and shall preside at all meetings of the Board. The President shall perform other duties as designated by the Board.
- b) Vice-President: The Vice-President shall assume all duties of the President in his/her absence and any duties assigned by the President and/or Board.
- c) Secretary: The Secretary shall keep or cause to be kept a book of all proceedings of the Board and all organizational and legal documents, and carry on any correspondence for the Board.
- d) Treasurer: The Treasurer shall be the chief financial officer of the YCLF and shall keep and maintain, or cause to be kept and maintained, correct books and accounts of the YCLF's finances, including monies received and disbursed, and ensure that all financial filings are made in compliance with California Nonprofit Public Benefit Corporation Law. The Treasurer shall provide financial statements and reports to the Board. The books of account shall be open to inspection by any Director at all reasonable times. The financial records shall be reviewed annually prior to the Annual Meeting by a person or persons selected by the Board. The Board of Directors shall determine when an audit is to be performed.

Article VII. Committees

Section 7.01 Committee of the Board

The Board may create one or more committees, each consisting of Directors, to serve at the pleasure of the Board. Committees of Directors shall have all the authority of the Board with respect to matters within their area of assigned responsibility and subject to the limitations specified in Section 5212 of the California Nonprofit Public Benefit Corporation Law.

Section 7.02 Advisory Committees

The Board may establish other committees with non-Director members as needed from time to time which shall make recommendations to the Board.

Article VIII. Corporate Funds and Holdings

Section 8.01 Signatories

Except as required by law or as otherwise authorized by the Board, checks, promissory notes, orders for payment of money, and other financial documents shall be signed by one authorized person; checks and other financial documents that are over \$500 shall have two signatures. The Board shall designate Directors, non-voting advisory members, or staff members to maintain signatory rights for some or all of the financial accounts.

Section 8.02 Operating Funds

The Operating Fund shall consist of all monies and properties received by the Corporation, except those funds or properties designated by the payer or donor as Special Funds as set forth in Section 8.03, or bequests that specify different uses that have been approved by the Board. The Board may use the Operating Fund:

- a) To fulfill corporate objectives as specified in the Articles of Incorporation and these Bylaws.
- b) To transfer money to Special Funds.
- c) To assign funds for YCLF projects.

Section 8.03 Special Funds

Special funds may be established by the Board and shall consist of all monies transferred from the Operating Fund and all monies and properties received by the YCLF that are designated by the payer or donor to be Special Funds. Income earned from investment of Special Fund monies shall become part of the Operating Fund, unless specifically prohibited by the payer or donor. Should the Board determine that the purpose for which a Special Fund was established has been accomplished or should be abandoned, it may transfer, subject to donor restrictions, monies from the fund to the Operating Fund or another Special Fund.

Article IX. Indemnification and Liability

Section 9.01 Indemnification

To the fullest extent permitted by law, the YCLF shall indemnify its Directors, officers and employees, and other persons described in Section 5238(a) of the California Corporation Code including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding” as that term is used by that Section, and including an action by or in the right of the YCLF, by reason of the fact that the person is or was a person described in that section.

Section 9.02 Liability of Directors or Officers

None of the Directors or officers of the YCLF shall be liable in any manner whatsoever for the debts, liabilities, or obligations of the YCLF or as otherwise provided in Section 5239 of the California Nonprofit Public Benefit Corporation Law.

Section 9.03 Insurance

To the extent permitted by law, the YCLF shall purchase and maintain insurance on behalf of its Directors, officers, employees, and agents against any liability asserted against or incurred by them arising out of their services to the YCLF.

Article X. Records and Reports

Section 10.01 Maintenance of Records

The YCLF shall keep adequate and correct books and records of accounts; and written minutes of the proceedings of the Board and committees of the Board.

Section 10.02 Inspection by Directors

Every Director shall have the right at any reasonable time to inspect the YCLF’s books, records, documents, and its physical properties. The right of inspection includes the right to copy and make extracts of documents.

Section 10.03 Annual Report

The YCLF shall cause an annual report to be prepared within 120 days after the end of the fiscal year. The report shall contain the following information:

- a) A statement of the YCLF’s assets and liabilities as of the end of the fiscal year.
- b) Revenues and/or receipts of the YCLF.
- c) Expenses and disbursements of the YCLF.

Section 10.04 Fiscal Year

The fiscal year is July 1 to June 30.

Article XI. Amendments to the Bylaws

The board may amend these Bylaws by a two-thirds (2/3) vote of the Directors then in office at a duly called regular or special meeting of the Board of Directors provided that any such amendment does not conflict with the Articles of Incorporation or with any laws.

Article XII. Construction and Definitions

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.