

January 2009

AMENDED AND RESTATED  
BYLAWS

OF

FRIENDS OF THE LOS ANGELES COUNTY LAW LIBRARY  
(a California Nonprofit Public Benefit Corporation)

ARTICLE 1: NAME

The name of ~~this~~the corporation is Friends of the Los Angeles County Law Library  
("Friends").

ARTICLE 2: PURPOSES

~~This corporation~~Friends has been formed for charitable purposes. The creation of ~~this corporation~~Friends is not intended to supersede state policy regarding funding of county law libraries as provided under California Business and Professions Code Section 6300 et al., (or any successor section to that code, if applicable). ~~This corporation~~Friends has been formed to raise funds (generally from the private sector) to support the collections, staff, facilities, and programs and services of the Los Angeles County Law Library ("Law Library"); ~~All~~the funds raised by the corporation, except those retained for ~~the corporation's~~Friends' reasonable administrative and operating expenses, shall be directed towards the Law Library in furtherance of ~~the corporation's~~Friends' purpose to support the Law Library's activities ~~of the Law Library~~. In addition, ~~this corporation~~Friends is formed for the purposes of performing all things incidental to, or appropriate in, ~~the achievement of~~achieving the foregoing specific and primary purposes. ~~However, the corporation~~Friends shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary charitable purposes.

~~This corporation~~Friends shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation, provided, however, that ~~in no event~~Friends shall ~~the corporation not~~ engage in activities ~~which that~~ are not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code. Additionally, ~~the corporation's~~Friends' activities shall be limited in the following ways:

1. ~~The corporation~~Friends shall act as a separate corporation in a fundraising capacity to the Law Library Board of Trustees ~~(the "Board of Trustees")~~.

2. ~~The corporation~~Friends is not the agent of the Law Library or of the Law Library Board of Trustees (the "Board of Trustees"), and shall have no right or authority to bind or contract for the Law Library or the Board of Trustees. ~~The corporation's~~Friends' support of the Law Library shall not in any way enable it to control the policies, programs or

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services offered by the Law Library. ~~The Board of Trustees shall have no right or authority to bind or contract for the Friends, and their primary role shall be as designated in Article 7, Section 3.~~

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### ARTICLE 3: PRINCIPAL OFFICE

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The initial principal office of ~~the corporation~~Friends shall be located in the City of Los Angeles, County of Los Angeles, State of California. ~~The Friends'~~ Board of Directors may at any time, or from time to time, change the location of the principal office from one location to another within said city and county.

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The Board of Directors may at any time establish branch offices at any place where ~~the corporation~~Friends is qualified to do business.

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### ARTICLE 4: NONPARTISAN ACTIVITIES

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~~This corporation~~Friends has been formed under California Nonprofit Public Benefit Corporation Law, Sections 5110-6910 and any successor sections, as applicable (the "Law") for the charitable purposes described above, and it shall be nonprofit and nonpartisan. ~~No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation~~Friends shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

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### ARTICLE 5: DEDICATION OF ASSETS

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The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of ~~this corporation~~Friends, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, ~~director~~Director, or officer of ~~this corporation~~Friends. On liquidation or dissolution, all remaining properties and assets of ~~the corporation~~Friends shall be distributed and paid over to another organization dedicated to charitable purposes that has established its tax-exempt status under Internal Revenue Code Section 501(c)(3).

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### ARTICLE 6: MEMBERSHIP

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~~The corporation~~Friends shall not have ~~any members~~Members within the meaning of Section 5056 of the California Corporations Code. Nothing contained in this Article 6 shall be construed to limit the right of ~~the corporation~~Friends to refer to persons associated with ~~the corporation~~Friends as "members" even though such persons are not members, ~~as defined by the Corporations Code~~, and no such reference shall constitute anyone being a ~~member~~Member, within the meaning of Section 5056 of the ~~California~~ Corporations Code. Upon designation of criteria for advisory membership by the Board of Directors, ~~the corporation~~Friends may have advisory members who are not members within the meaning of Section 5056 of the ~~California~~ Corporations Code.

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## ARTICLE 7: BOARD OF DIRECTORS

Section 1. Powers. Subject to the provisions and limitations of the Law and any other applicable laws, the business and affairs of ~~the corporation~~Friends shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the day-to-day operation of the business of ~~the corporation~~Friends to a management company, ~~committee~~employed staff and/or consultants, committees (however composed), or other ~~person~~persons, provided that the activities and affairs of ~~the corporation~~Friends shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 2. Number of Directors. ~~Initially, a three (3) member Board of Directors shall govern this corporation. As of the date of the first annual meeting of the directors, the authorized number of directors~~The authorized number of Directors shall consist of not less than 9 (nine) positions nor more than 25 (twenty-five) positions, the exact number of Directors to be fixed, within the limits specified in this Article 7, Section ~~7-2~~, by resolution of the Board.

Section 3. Designation and Term of Office of Directors. ~~The initial Board of Directors shall serve until their successors have been appointed and seated at the first annual meeting of the directors. After the first annual meeting of the directors, the~~The Board of Trustees shall appoint a majority of ~~directors~~Directors of this corporationFriends; provided, that at no time shall any Board of Trustees members or Law Library officers or employees serve concurrently on the ~~board~~Board of this corporationFriends. The remaining ~~directors~~Directors of this corporationFriends shall be ~~self-perpetuating and~~ appointed by the existing ~~directors~~Directors of this corporationFriends as vacancies occur.

~~The term of office of each director shall be two (2) years. At the first annual meeting, the directors shall be divided into two (2) groups (one group will be those directors who have been appointed by the Board of Trustees (the "Board of Trustees group" and the other group will be the remaining self-perpetuating directors (the "Self-Perpetuating group"). The Self-Perpetuating group shall initially serve two (2) year terms, and the Board of Trustees group shall initially serve a one (1) year term. Thereafter, the term of office of each director shall be two (2) years. If any annual meeting is not held or the Board of Trustees group or the Self-Perpetuating group is not appointed at the annual meeting, members of the Board of Trustees group or the Self-Perpetuating group may be appointed by the Board of Trustees or the existing directors, as the case may be, at any time thereafter.~~

The term of office of each Director shall be two (2) years.

Except as otherwise provided in these Bylaws, each ~~director~~Director, including a ~~director~~Director appointed to fill a vacancy, shall hold office until expiration of the term for which appointed and until a successor has been appointed and qualified. ~~Directors may serve any number of consecutive terms so long as Directors appointed by the Board are proposed by the majority vote of the Governance and Board Excellence Committee and then approved by the Board.~~

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~~The Board of this corporation shall act towards the Board of Trustees in a fundraising capacity only. The Board shall not act as an agent of the Law Library or of the Board of Trustees and shall have no right or authority to bind or contract for the Law Library or the Board of Trustees.~~

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### Section 3.1. Board Composition

~~This corporation's, Friends',~~ Board members shall collectively represent a diversity of ~~relevant (e.g., race, ethnicity, and gender) of~~ backgrounds and include members of the legal and business communities at-large and/or have demonstrated commitment to the Law Library ~~either as patrons, funders or supporters thereof. Every Director shall also actively serve on a Board committee to be determined by the Director and the Governance and Board Excellence Committee.~~

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### Section 3.2 Emeritus Directors

~~From time to time, and in the exercise of its sole discretion, the Board shall have the authority to appoint or remove as Director Emeritus one or more individuals from among current or former Directors, whom the Board shall determine are qualified by virtue of their eminent standing in the community. A Director Emeritus may receive upon request any notices, reports and/or publications sent to members of the Board, and may attend Board meetings as provided in this Section, except for meetings held in executive session. If a Director Emeritus attends a meeting, the Director Emeritus shall not count for the purposes of establishing a quorum and shall not have the right to vote, but shall give the Board the benefit of his or her knowledge and experience in matters affecting the Law Library or the Friends. Directors Emeritus do not count toward the authorized number of Directors set forth in Article 7 Section 2.~~

Section 4. Vacancies. A vacancy on the ~~board~~Board shall exist ~~on the occurrence of the following: upon:~~ (a) the death, resignation, or removal of any ~~director~~Director; (b) the declaration by resolution of the ~~board~~Board of a vacancy in the office of a ~~director~~Director who has been declared of unsound mind by a final order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Sections 5230-5239 of the Law dealing with standards of conduct for a ~~director, or has missed three (3) consecutive meetings of the Board of Directors or a total of four (4) meetings of the board during any one calendar year;~~Director; (c) an increase in the authorized number of ~~directors~~Directors; or (d) the failure of the Board of Trustees or the Friends of the Los Angeles County Law Library, at any annual meeting or otherwise, to appoint the full authorized number of ~~directors~~Directors.

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The Board of Directors, by affirmative vote of a majority of the ~~directors~~Directors then in office, may remove any ~~director~~Director with or without cause at any regular or special meeting; provided that the ~~director~~Director to be removed and the Board of Trustees have been notified in writing in the manner set forth in Article 7, Section 5 that such action would be considered at the meeting.

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facsimile, or electronic mail at least forty-eight (48) hours ~~prior to before~~ the meeting, or communicated by ~~telegraph~~, express mail service, first-class mail, or by other means of written communication, charges prepaid, addressed to the ~~director~~Director, at the ~~director's~~Director's address as it is shown upon the records of ~~the corporation~~Friends, deposited in the mails or given to the ~~telegraph company or~~ express mail company or other carrier at least four (4) days before the date of the meeting. The notice need not specify the purpose of the meeting. Notice of a meeting need not be given to any ~~director~~Director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such ~~director~~Director. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

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Section 6. Action at a Meeting. The presence of five (5) ~~directors~~Directors at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws. Every act done or decision made by a majority of the ~~directors~~Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number, or the same number after disqualifying one or more ~~directors~~Directors from voting, is required by the Articles of Incorporation, these bylaws, or ~~the State~~ Law. Directors may not vote by proxy. A meeting at which a quorum is initially present, including an adjourned meeting, may continue to transact business notwithstanding the withdrawal of ~~directors~~Directors, if any action taken is approved by at least a disinterested majority of the required quorum for such meeting, or such greater number as required by the Articles of Incorporation, these bylaws or the Law.

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Section 7. Adjourned Meeting and Notice. A majority of the ~~directors~~Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the ~~directors~~Directors who were not present at the time of the adjournment. Such notice may be waived in the manner provided for in Article 7, Section 5.

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Section 8. Action Without a Meeting. The Board of Directors may take any required or permitted action without a meeting, if ~~all the majority of the~~ members of the ~~board~~Board shall individually or collectively consent in writing to such action. ~~Such written consent or consents shall be filed with the minutes of the proceedings of the board.~~ Such action by written consent shall have the same force and effect as the unanimous vote of such ~~directors~~Directors. For purposes of this section only, "all members of the ~~board~~Board" does not include any "interested ~~directors~~Directors" as defined in Section 5233 of the Law.

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Section 9. Fees and Compensation. Directors and members of committees may not receive any compensation for their services as such, but may receive reasonable reimbursement of expenses incurred in the performance of their duties, including advances as provided in Article 8, Section 2, as may be fixed or determined by resolution of the Board of Directors. Directors may not be compensated for rendering services to ~~this corporation~~Friends in any capacity other than ~~director~~Director, unless such compensation is reasonable and (a) approved as provided in Article 8, Section 4, and (b) allowable under Article 8, Section 6.

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## ARTICLE 8: STANDARD OF CARE

Section 1. General. A ~~director~~Director shall perform the duties of a ~~director~~Director, including duties as a member of any committee of the ~~board~~Board on which the ~~director~~Director may serve, in good faith, in a manner such ~~director~~Director believes to be in the best interest of ~~this corporation~~Friends, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

In performing the duties of a ~~director~~Director, a ~~director~~Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- (a) one or more officers or employees of ~~the corporation~~Friends, whom the ~~director~~Director believes to be reliable and competent in the matters presented,
- (b) counsel, independent accountants or other persons as to matters which the ~~director~~Director believes to be within such person's professional or expert competence, or
- (c) a committee of the ~~board~~Board upon which the ~~director~~Director does not serve, as to matters within its designated authority, which committee the ~~director~~Director believes to merit confidence,

so long as in any such case, the ~~director~~Director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article 8, Section 3, a person who performs the duties of a ~~director~~Director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a ~~director~~Director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which ~~the corporation~~Friends, or assets held by it, are dedicated.

Section 2. Loans. ~~This corporation~~Friends shall not make any loan of money or property to, or guarantee the obligation of, any ~~director~~Director or officer, unless approved by the California Attorney General; provided, however, that ~~this corporation~~Friends may advance money to a ~~director~~Director or officer of ~~this corporation~~Friends or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or ~~director~~Director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 3. Self-Dealing Transactions. Except as approved in Section 4 below, the ~~board~~Board shall not approve a self-dealing transaction. A self-dealing transaction is one to which ~~the corporation~~Friends is a party and in which one or more of the ~~directors~~Directors has a material financial interest or a transaction between ~~this corporation~~Friends and any person (other than a California nonprofit public benefit corporation) in which one or more of the ~~directors~~Directors is a ~~director~~Director or between ~~this corporation~~Friends and any person in which one or more of its ~~directors~~Directors has a material financial interest. A ~~director~~Director

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shall not be deemed to have a “material financial interest” in a contract or transaction that implements a charitable program of ~~this corporation~~Friends solely because the contract or transaction results in a benefit to a ~~director~~Director or his or her family by virtue of their membership in the class of persons intended to be benefited by the charitable program, as long as the contract or transaction is approved or authorized by ~~the corporation~~Friends in good faith and without unjustified favoritism.

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Section 4. Approval. The Board of Directors may approve a self-dealing transaction if the ~~board~~Board determines that the transaction is in the best interests of, and is fair and reasonable to, ~~this corporation~~Friends and, after reasonable investigation under the circumstances, determines that ~~this corporation~~Friends could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the ~~board~~Board, in good faith, with knowledge of the material facts concerning the transaction and the ~~director's~~Director's interest in the transaction, and by a vote of the majority of the ~~directors~~Directors then in office, provided that a quorum is present, without counting the vote of the interested ~~director~~Director or ~~directors~~Directors.

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Section 5. Mutual Directors. No contract or other transaction between ~~the corporation~~Friends and any California nonprofit public benefit corporation of which one or more of its ~~directors~~Directors are ~~directors~~Directors of ~~this corporation~~Friends is either void or voidable because such ~~directors~~Directors are present at a meeting of the ~~board~~Board which authorizes, approves, or ratifies the contract or transaction if the material facts as to the transaction and as to such ~~director's~~Director's other ~~directorship~~Directorship are fully disclosed or known to the ~~board~~Board and the ~~board~~Board authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the ~~common director~~Director(s), or if the contract or transaction is just and reasonable as to ~~the corporation~~Friends at the time it is authorized, approved or ratified.

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Section 6. Restriction on Interested Directors. Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person currently being compensated by ~~the corporation~~Friends for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a ~~director~~Director as ~~director~~Director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by ~~the corporation~~Friends.

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Section 7. Indemnification. To the fullest extent permitted by law, ~~this corporation~~Friends shall indemnify its “agents”, as described in Section 5238(a) of the Law, including its ~~directors~~Directors, officers, employees, and volunteers, and including persons formerly occupying any such position, and their heirs, executors, and administrators, 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 in said Section 5238(a), and including an action by or in the right of ~~the corporation~~Friends, by reason of the fact that the person is or was a person described in that Section. “Expenses” shall have the same meaning as

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in said Section. Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article 8, Section 7.

To the fullest extent permitted by law and except as otherwise determined by the ~~board~~Board in a specific instance, expenses incurred by a person seeking indemnification in defending any “proceeding” shall be advanced by ~~the corporation~~Friends before final disposition of the proceeding upon receipt by ~~the corporation~~Friends of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by ~~the corporation~~Friends for those expenses.

~~The corporation~~Friends shall have power to purchase and maintain insurance to the fullest extent permitted by law on behalf of any agent of ~~the corporation~~Friends, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such, or to give other indemnification to the extent permitted by law.

## ARTICLE 9: COMMITTEES

Section 1. Committees of Directors. The Board of Directors may, by resolution adopted by a majority of the ~~directors~~Directors, then in office, provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the ~~board~~Board, to the extent of the powers specifically delegated in the resolution of the ~~board~~Board or in these bylaws. Each such committee shall consist of two (2) or more ~~directors~~Directors, and may also include persons who are not on the ~~board~~Board, to serve at the pleasure of the ~~board~~Board. The ~~board~~Board may designate one or more alternate members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the ~~directors~~Directors, then in office, provided that a quorum is present. The Board of Directors may also designate one or more advisory committees that do not have the authority of the ~~board~~Board. However, no committee, regardless of ~~board~~Board resolution, may:

(a) Approve any action that, under the Law, would also require the affirmative vote of the members if this were a membership corporation.

(b) Fill vacancies on, or remove the members of, the Board of Directors or in any committee that has the authority of the ~~board~~Board.

(c) Fix compensation of the ~~directors~~Directors for serving on the ~~board~~Board or on any committee.

(d) Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws.

(e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.

(f) Appoint any other committees of the Board of Directors or their members.

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(g) Approve a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or substantially all of the property and assets of ~~the corporation~~Friends, otherwise than in the usual and regular course of its business; or revoke any such plan.

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(h) Approve any self-dealing transaction, except as provided by Section 5233 of the Law.

No committee shall bind ~~the corporation~~Friends in a contract or agreement or expend corporate funds, unless authorized to do so by the Board of Directors.

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Section 2. Meetings and Actions of Committees. Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 7 of these bylaws, concerning meetings and actions of ~~directors~~Directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by ~~resolution of the committee itself.~~ Special meetings of committees may also be called by ~~resolution of the Board of Directors~~the respective committees. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. ~~Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records.~~ The Board of Directors may adopt rules not inconsistent with the provisions of these bylaws for the government of any committee.

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Section 3. Executive Committee. ~~Pursuant to Article 9, Section 1, the board may appoint an Executive Committee composed of three (3) or more directors, one of whom shall be the chairperson of the board, to serve as the Executive Committee of the board.~~ The Executive Committee, ~~unless limited in a resolution of the board,~~ shall have and may exercise all the authority of the ~~board~~Board in the management of the business and affairs of ~~the corporation~~Friends between meetings of the ~~board~~Board; provided, however, that the Executive Committee shall not have the authority of the ~~board~~Board in reference to those matters enumerated in Article 9, Section 1. ~~The secretary of, except the corporation~~Executive Committee shall ~~send to each director a summary report of~~ also have the business ~~conducted at~~ authority to appoint any meeting of the Executive Committee ~~other committees of the Board of Directors or their members.~~

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The Executive Committee shall be composed of the Board officers and also include the Chair of the Governance and Board Excellence Committee. All members of the Executive Committee shall be voting members of the Board. The Executive Director may be present at an Executive Committee meeting at the invitation of the one or more Board officers, but shall not have a vote at such meetings.

Regular meetings of the Executive Committee shall be held at least four (4) times per year. The presence of a majority of the members of the Executive Committee then serving in office shall be necessary and sufficient to constitute a quorum, and the act of a majority of the members of the Executive Committee present at a meeting of the Executive Committee shall be the act of the Executive Committee. The Executive Committee shall keep full and fair records and

accounts of its proceedings and transactions. All actions by the Executive Committee shall be reported to the Board of Directors at its next meeting.

#### Section 4. Governance and Board Excellence Committee.

The Governance and Board Excellence Committee (the “Committee”) shall be comprised of a chair and two to four Directors. The Chair of the Governance and Board Excellence Committee shall be the Vice-Chair of the Board. The Committee reports directly to the Board of Directors.

The Committee shall develop, and ensure appropriate implementation of the Board’s goals. The Committee will offer orientations and onboarding strategies to impart Director duties, review the Friends’ mission statement, and emphasize the appropriate respect of diversity, equity, and inclusion, among other subjects.

The Committee shall periodically review the defined and adopted mission and vision statements of the organization and determine whether they are consistent across documents and activities. It shall further review the governing documents of the organization and determine whether they are consistent with applicable laws and actual or desired organizational practices and suggest amendments to such governing documents as necessary.

The Committee shall locate and recruit potential Directors and shall direct enrichment activities for the Board. The Committee shall establish Board composition priorities, meet with potential Directors to explain the work of Friends, and identify strengths of candidates for the Board of Directors. Meetings of the Committee shall be held as necessary, approximately two (2) or more times per year. The objectives of the Committee also include the following:

- o Nomination of the Officers of the Board
- o Development of criteria for selection of Directors
- o Recommendations for nomination/re-nomination to Board membership
- o Development of a strategy for cultivation of new Directors
- o Development of tools for evaluation of overall Board performance
- o Development of tools for individual Director's self-assessment
- o Implementation of programs to promote the effectiveness of existing and new Directors through communication, training and orientation activities

Section 5. Committees. Other committees may be created to conduct the work of the Friends, either specifically to enhance the function of the Board or to work on raising additional funds for the Law Library, or for other purposes as determined by the Board and the Friends’ Executive Director.

Section 6. Committee Meetings. Unless otherwise provided for in these bylaws, a majority of the members serving on a committee constitutes a quorum of the committee for the meeting of the committee and the vote of a simple majority of those present at a meeting at which a quorum is present constitutes an action of the committee. Each committee shall

determine and schedule the number of regular meetings it will hold each year in connection with the Executive Director or the Chair.

## ARTICLE 10: OFFICERS

Section 1. Officers. The officers of ~~the corporation~~Friends shall consist of ~~an executive director, secretary~~a Chair, Vice Chair Secretary and treasurer and such other officers as the ~~board~~Board may designate by resolution; ~~provided, that at no time shall any~~ Board of Trustees members or Law Library officers or employees serve concurrently as officers or employees of ~~this corporation~~Friends. The same person may hold any number of offices, except that neither the secretary nor the treasurer may serve concurrently as the ~~executive director or chairperson~~Chair (or president, if there is a president position created). The ~~Executive Director~~Chair may, however, assist the ~~Secretary~~secretary and ~~Treasurer~~treasurer with the performance of their duties. In addition to the duties specified in this Article 10, officers shall perform all other duties customarily incident to their office and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and shall perform such additional duties as the Board of Directors shall from time ~~to~~to assign.

The officers shall be chosen by the ~~board~~Board at its annual meeting, and shall serve at the pleasure of the ~~board~~Board, ~~for a term of two (2) years which can be renewed and~~ subject to the rights, if any, of any officer under any contract of employment. Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by the ~~board~~Board. Any officer may resign at any time by giving written notice to the Board of Directors, the ~~chairperson~~Chair of the ~~board~~Board, the ~~executive director~~Executive Director, or the secretary of ~~the corporation~~Friends, without prejudice, however, to the rights, if any, of ~~the corporation~~Friends under any contract to which such officer is a party. Any resignation shall take effect on the date of the receipt of such notice or at any later time specified in the resignation; and, unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office, except that the Board of Directors may choose a new officer to fill a vacancy as soon as possible after the vacancy occurs, and need not wait until the annual meeting. The compensation, if any, of the officers shall be fixed or determined by resolution of the Board of Directors.

Section 2. Chairperson~~Chair~~ of the Board. The ~~chairperson~~Chair of the ~~board~~Board (who may also be referred to as the "president" of the ~~board~~Board, if the ~~board~~Board so designates) shall, when present, preside at all meetings of the Board of Directors and Executive Committee. The ~~chairperson~~Chair is authorized to execute in the name of ~~the corporation~~Friends all contracts and other documents authorized either generally or specifically by the ~~board~~Board to be executed by ~~the corporation~~Friends, except when by law the signature of the ~~executive director~~Executive Director is required.

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Section 3. Vice ChairpersonChair of the Board. The vice chairpersonVice Chair (who may also be referred to as the “vice-president” of the boardBoard, if the boardBoard so designates) shall, in the absence of the chairpersonChair, or in the event of his or her inability or refusal to act, perform all the duties of the chairpersonChair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the chairpersonChair. The Vice Chair shall also chair the Governance and Board Excellence Committee, as set forth in Article 9, Section 4.

Section 4. Executive Director. Subject to the control, advice and consent of the Board of Directors, the Executive Director shall, in general, supervise and conduct the activities and operations of the corporationFriends, shall keep the Board of Directors fully informed and shall freely consult with them concerning the activities of the corporationFriends, and shall see that all orders and resolutions of the boardBoard are carried into effect. Where appropriate, the Board of Directors shall place the Executive Director under a contract of employment. The Executive Director shall be empowered to act, speak for, or otherwise represent the corporationFriends between meetings of the boardBoard. The Executive Director shall be responsible for the hiring and firing of all personnel, and shall be responsible for keeping the boardBoard informed at all times of staff performance and for implementing any personnel policies adopted by the boardBoard. The Executive Director is authorized to contract, receive, deposit, disburse, and account for funds of the corporationFriends; to execute in the name of the corporationFriends all contracts and other documents authorized either generally or specifically by the boardBoard to be executed by the corporationFriends; and to negotiate all material business transactions of the corporationFriends. Unless otherwise specified by boardBoard resolution, the Executive Director shall serve the functions of chief executive officer of the corporationFriends. Additionally, the Executive Director shall have the right to be present at all boardBoard meetings of this corporationFriends; provided, that the Executive Director shall not have the right to vote in any such meetings.

Section 5. Secretary. The secretary, or his or her designee, shall be custodian of all records and documents of the corporation which are to be kept at the principal office of the corporationFriends, shall act as secretary of all the meetings of the Board of Directors, and shall keep the minutes of all such meetings in books proposed for that purpose. He, The secretary, or shehis or her designee, also shall attend to the giving and servingtake minutes of all noticesbusiness conducted at the meetings of the corporationExecutive Committee, and shall see thatbe prepared, at the seatChair’s request, to send each Director of the corporation is affixed to all documents, the executionBoard of which on behalf Directors, a summary report of the corporation under its seal is duly authorized in accordance with the provisionsminutes of these bylawssuch meetings. .

Section 6. Treasurer. The treasurer, or his or her designee, shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporationFriends, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

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The treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of ~~the corporation~~Friends, with such depositories as may be designated by the Board of Directors. The treasurer shall disburse or cause to be disbursed the funds of ~~the corporation~~Friends as may be ordered by the Board of Directors, and shall render to the ~~chairperson, executive director, directors~~Chair, Executive Director, Directors, whenever they request it, an account of all of the treasurer's transactions as treasurer and of the financial condition of the ~~corporation~~Friends.

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If required by the Board of Directors, the treasurer shall give ~~the corporation~~Friends a bond in the amount and with the surety or sureties specified by the ~~board~~Board for faithful performance of the duties of the treasurer's office and for restoration to ~~the corporation~~Friends of all its books, papers, vouchers, money and other property of every kind in the treasurer's possession or under the treasurer's control on the treasurer's death, resignation, retirement, or removal from office. ~~The corporation~~Friends shall pay the cost of such bond.

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#### ARTICLE 11: EXECUTION OF CORPORATE INSTRUMENTS

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Section 1. Execution of Corporate Instruments. The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon ~~the corporation~~Friends.

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Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of ~~the corporation~~Friends, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of ~~the corporation~~Friends, and other corporate instruments or documents, memberships in other corporations, and certificates of shares of stock owned by ~~the corporation~~Friends, shall be executed, signed, or endorsed by the ~~chairperson~~Chair of the Board, Vice Chair of the ~~board, vice chairperson of the board~~Board or the ~~executive director~~Executive Director and by the secretary or treasurer or any assistant secretary or assistant treasurer.

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All checks and drafts drawn on banks or other depositories on funds to the credit of ~~the corporation~~Friends, or in special accounts of ~~the corporation~~Friends, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

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Section 2. Loans and Contracts. No loans or advances shall be contracted on behalf of ~~the corporation~~Friends and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the ~~board~~Board, no officer or other agent of ~~the corporation~~Friends may enter into any contract or execute and deliver any instrument in the name of and on behalf of ~~the corporation~~Friends.

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#### ARTICLE 12: ARTICLE 12: RECORDS AND REPORTS

Section 1. Maintenance and Inspection of Articles and Bylaws. ~~The corporation~~Friends shall keep at its principal office the original or a copy of its Articles of

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Incorporation and bylaws as amended to date, which shall be open to inspection by the ~~directors~~Directors at all reasonable times during office hours.

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Section 2. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns. ~~The corporation~~Friends shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

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Section 3. Maintenance and Inspection of Other Corporate Records. ~~The corporation~~Friends shall keep adequate and correct books and records of accounts, and written minutes of the proceedings of the ~~board~~Board and committees of the ~~board~~Board. All such records shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal office of ~~the corporation~~Friends. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the corporation shall turn over to his or her successor or the ~~chairperson~~Chair or ~~executive director~~Executive Director, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of ~~the corporation~~Friends as have been in the custody of such officer, employee, or agent during his or her term of office.

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Every ~~director~~Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of ~~the corporation~~Friends and each of its subsidiary corporations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

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Section 4. Annual Report; Statement of Certain Transactions. The ~~board~~Board shall cause an annual report to be sent to all ~~directors~~Directors of ~~the corporation~~Friends within 120 days after the end of the corporation's fiscal year containing the following information:

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(a) The assets and liabilities, including the trust funds, of ~~this corporation~~Friends at the end of the fiscal year;

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(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(c) The revenues or receipts of ~~this corporation~~Friends, both unrestricted and restricted for particular purposes, for the fiscal year;

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(d) The expenses or disbursements of ~~this corporation~~Friends for both general and restricted purposes during the fiscal year; and

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(e) The information required by Section 6322 of the Law concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report of independent accountants, or, if there is no such report, the certificate of an authorized officer of ~~the corporation~~Friends that such statements were prepared without audit from the books and records of ~~the corporation~~Friends.

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#### ARTICLE 13: FISCAL YEAR

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The fiscal year for ~~this corporation~~Friends shall begin on ~~April~~July 1 and shall end on ~~March 31st~~June 30th.

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#### ARTICLE 14: AMENDMENTS AND REVISIONS

These bylaws may be adopted, amended or repealed by the vote of a majority of the ~~directors~~Directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws, unless such notice is waived in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger proportion of the ~~board~~Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote. Any adoption, amendment or repeal of these bylaws that adversely affects the rights granted to the Board of Trustees or the existing ~~directors~~Directors of ~~the corporation~~Friends, under the bylaws, including without limitation the right to appoint ~~directors~~Directors, to fill vacancies on the Board of Directors, and the rights granted by this Article 14, shall also require the approval of the Board of Trustees.

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#### ARTICLE 15: CORPORATE SEAL

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The Board of Directors may adopt, use, and alter a corporate seal. The seal shall be kept at the principal office of ~~the corporation~~Friends. Failure to affix the seal to any corporate instrument, however, shall not affect the validity of that instrument.

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#### ARTICLE 16: CONSTRUCTION AND DEFINITIONS

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Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Corporation Law as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (~~#1~~) the remainder of these bylaws shall be considered valid and operative, and (~~#2~~) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

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CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently elected and acting secretary of the Friends of the Los Angeles County Law Library, a California nonprofit public benefit corporation, and the above amended and restated bylaws, consisting of 4415 pages, are the bylaws of ~~this corporation~~ Friends, as amended and restated by the Board of Directors on \_\_\_\_\_, 2009, \_\_\_\_\_, and that they have not been amended or modified since that date.

Executed on \_\_\_\_\_, 2009, \_\_\_\_\_, at \_\_\_\_\_, California.

\_\_\_\_\_  
Secretary (signature)

\_\_\_\_\_  
Secretary (printed)

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