

**BYLAWS OF
THE EL CERRITO LIBRARY FOUNDATION
A CALIFORNIA PUBLIC BENEFIT CORPORATION**

ARTICLE 1 - OFFICES

SECTION 1. PRINCIPAL OFFICE

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

SECTION 2. CHANGE OF ADDRESS

The county of this Corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date in these Bylaws and in the minutes of the Board, and such changes of address shall not be deemed an amendment of these Bylaws. The address of this Corporation is: c/o The El Cerrito Library, 6510 Stockton Ave., El Cerrito, CA 94530.

ARTICLE 2 - PURPOSES

SECTION 1. OBJECTIVES AND PURPOSES

The El Cerrito Library Foundation works with the community to enhance cultural and educational opportunities for all citizens by supporting library facilities, fixtures, equipment, materials, programs, and services by partnering with public and private donors to raise needed resources to support these objectives.

ARTICLE 3 - DIRECTORS

SECTION 1. NUMBER

This Corporation shall have a minimum of seven (7) and a maximum of fifteen (15) voting directors and collectively they shall be known as the Board of Directors. The number of directors, as well as the minimum and maximum number of directors may be changed by amendment of these Bylaws, as provided in the Bylaws. Additionally, the Community Library Manager for the El Cerrito unit of the Contra Costa County Library System may serve as an honorary board member with no voting powers. In the absence of a Community Library Manager for the El Cerrito Library, the County Librarian may designate a County Library staff member, with an interest in the El Cerrito community to serve as the honorary board member with no voting powers to maintain a link to the Library staff. The El Cerrito representative to the Contra Costa Library Commission may also serve as an honorary board member with no voting privileges.

SECTION 2. POWERS

Except as otherwise specified in these Bylaws, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. DUTIES

It shall be the duty of the Board of Directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these Bylaws and by mutual agreement by a majority of the Board as noted in the minutes of the Board;

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of this Corporation;

(c) Supervise all officers, agents and employees of this Corporation to assure that their duties are performed properly;

(d) Meet at such times and places as required by these Bylaws;

(e) Register their U.S. mail and email addresses with the Secretary of this Corporation. Notices of meetings mailed or emailed to them at such addresses shall be valid notice thereof.

SECTION 4. SELECTION OF DIRECTORS AND TERMS OF OFFICE

Directors shall be selected at the annual meeting of the Board. Directors shall be selected by plurality of votes of the directors attending the annual meeting. Nominees for director shall have a meaningful tie to the El Cerrito community as determined by the Board. Each director shall have one vote per seat to be filled. Cumulative voting and voting by proxy shall not be permitted.

Each director shall serve for a term of three years, provided that each director shall continue to serve until a successor is elected. Directors may serve additional terms, if reelected, without limitation. Notwithstanding the foregoing, approximately one-third of the directors elected at the first meeting of the Board after adoption of these Bylaws shall hold office for a partial term of one year, approximately one-third of the directors elected at such meeting shall hold office for a partial term of two years, and approximately one-third for a full term of three years. A random process such as a draw of numbered chits shall make initial determination of which directors shall serve which initial terms.

SECTION 5. COMPENSATION

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

SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these bylaws, not more than forty-nine percent (49%) of the persons serving on the Board as voting members may be interested persons. For purposes of this Section, "interested person," means either:

(a) Any person currently being compensated by this Corporation for services rendered it within the previous twelve (12) months, whether as a full-time or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable reimbursement for expenses paid to a director as director; or

(b) 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.

Each time a person joins or leaves the Board, the Secretary shall document in the minutes of the Board the number and percentage of "interested persons" serving on the Board.

SECTION 7. MEETINGS

The Board of Directors shall hold an annual regular meeting as soon after January 1 of each year as may be convenient and may hold additional special meetings. The annual meeting shall be held on the date and time specified by the Board. Special meetings may be called by the President, the Vice-President, the Secretary, or by any two directors, and such meetings shall be held at a place in Contra Costa County or Alameda County designated by the person or persons calling the meeting.

SECTION 8. NOTICE OF MEETINGS

All meetings of the Board shall be held upon notice provided as follows:

- (a) Seven days notice by first-class mail; or
- (b) Notice by e-mail which is delivered at least seven days in advance of the scheduled meeting; or
- (c) Notice by telephone which is delivered at least seven days in advance of the scheduled meeting;
or
- (d) Notice in writing of future board meetings provided at a regular meeting of the Board of Directors.

A notice sent by U.S. mail shall be deemed to be delivered on its deposit in the mails.

Such notices shall be addressed to or communicated to each director at the director's postal address or email address as shown on file with the Secretary of this Corporation.

Notice of the time and place of holding an adjourned meeting or continuing a meeting need not be given to absent directors if the time and place of the adjourned/continued meeting are fixed at the meeting adjourned/continued and if such meeting is held no more than forty-eight (48) hours from the time of the original meeting.

SECTION 9. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board that was not properly noticed are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 10. QUORUM FOR MEETINGS

A quorum shall consist of a simple majority of the Directors in office.

Except as otherwise provided in these Bylaws, or by law, no business shall be considered by the Board at any meeting at which a quorum, as herein defined, is not present, and the only motion that the Chair shall entertain at such meeting is a motion to adjourn. A majority of the directors present at such meeting may adjourn to another time prior to the time fixed for the next regular meeting of the Board.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Bylaws of this Corporation.

SECTION 11. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Bylaws of this Corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 12. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President, or, in the President's absence, by the Vice-President of the Board or, in the absence of both of these persons, by the Secretary of the Board, or a chairperson chosen by a majority of the directors present at the meeting.

SECTION 13. ACTION BY WRITTEN CONSENT WITHOUT MEETING

Any action required, or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if a majority of directors in office shall individually or collectively consent in writing, or by email to such action. For the purposes of this Section only, "a majority of directors" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. 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 a vote of the Board of

Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by written consent of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 14. VACANCIES

Vacancies on the Board of Directors shall exist (1) when this Corporation is first established, (2) on the death, resignation or removal of any director, (3) when a director chooses not to be reappointed upon completing a term of service, or (4) when the number of authorized directors is increased.

The Board of Directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

Directors are subject to removal by a majority of directors then in office if without proper excuse they do not attend three consecutive meetings of the Board. Directors may be removed without cause by a majority of the directors then in office.

Any director may resign effective upon giving written notice to the President of the Board, the Secretary of the Board, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if this Corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the Board may be filled by majority vote of the Board or, if the number of directors then in office is less than a quorum, 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 pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining director.

A person elected to fill a vacancy as provided by this section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation, or removal from office.

SECTION 15. NON-LIABILITY OF DIRECTORS

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

SECTION 16. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person, who is, or was, a director, officer, employee or other agent of this Corporation, has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that such person is, or was, an agent of this Corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified by this Corporation against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against such person, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this Corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law. In any case, such indemnification shall be limited to the limits of Directors Insurance.

SECTION 17. INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of this Corporation (including a director, officer, employee or other agent of this Corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this Corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 4 - OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of this Corporation shall be a President, a Vice-President, a Secretary, and a Financial Officer. This Corporation may also have, as determined by the Board of Directors, other officers.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

The Board of Directors at the annual meeting shall elect officers by majority vote. Each officer shall hold office until the next annual meeting unless removed or otherwise disqualified to serve, unless said officer resigns, or until said officer's successor shall be elected, whichever occurs first.

SECTION 3. REMOVAL AND RESIGNATION

By majority vote, the Board of Directors may remove any officer, either with or without cause, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or the Secretary of the Board. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this section shall be superseded by any conflicting terms of a contract, which has been approved or ratified by the Board of Directors relating to the employment of any officer of this Corporation.

SECTION 4. VACANCIES OF OFFICES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by majority vote of the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall by majority vote fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled, as the Board shall determine.

SECTION 5. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of this Corporation and the activities of the officers. The President shall perform all duties incident to the office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, the President shall, in the name of this Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments, which may from time to time be authorized by the Board of Directors.

SECTION 6. DUTIES OF VICE-PRESIDENT

In the absence of the President, or in the event of inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice-President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 7. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of this Corporation the original, or a copy of these Bylaws as amended or otherwise altered to date.

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

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

Exhibit at all reasonable times to any director of this Corporation, or to such director's agent or attorney, on request therefore, the Bylaws, and the minutes of the proceedings of the Board of Directors of this Corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be assigned to the Secretary from time to time by the Board of Directors.

SECTION 8. DUTIES OF FINANCIAL OFFICER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Financial Officer shall:

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

Receive, and give receipt for, monies due and payable to this Corporation from any source whatsoever.

Pay bills of this Corporation in ordinary course of business without approval of the Board.

Disburse, or cause to be disbursed, the funds of this Corporation as may be directed by the Board of Directors, obtaining proper receipts for such disbursements.

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

Exhibit at all reasonable times the books of account and financial records to any director of this Corporation, or to such director's agent or attorney, on request therefore.

Render to the President and Directors, on a quarterly basis, or whenever requested, an account of any or all transactions as Treasurer and of the financial condition of this Corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified or properly reviewed, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Financial Officer and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be assigned to the Financial Officer from time to time by the Board of Directors.

ARTICLE 5 - COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of directors, designate the President and two or more other directors to constitute an Executive Committee and delegate to such committee any of the powers and authority of the Board in the management of the business and affairs of this Corporation, except with respect to:

- (a) The filling of vacancies on the Board or on any committee which has the authority of the Board.
- (b) The amendment or repeal of Bylaws or the adoption of new Bylaws.

(c) The amendment or repeal or any resolution of the Board which by its express terms is not so amendable or repeal able.

(d) The appointment of committees of the Board or the members thereof.

(e) The approval of any transaction to which this Corporation is a party and in which one or more of the directors have a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease the number of members of the Executive Committee, and fill vacancies therein from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with this corporation's records, and report the same to the Board from time to time as the Board may require.

SECTION 2. OTHER COMMITTEES

The Corporation may have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may include in their membership persons who are not members of the Board of Directors.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions 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 fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also fix the time for special meetings of committees. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 6 - EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of this Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of this Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind this Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of this Corporation in excess of one-thousand (1,000) dollars shall be signed by the Financial Officer and countersigned by one other member of the Board of Directors.

SECTION 3. DEPOSITS

All funds of this Corporation shall be deposited from time to time to the credit of this Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE 7 - CORPORATE RECORDS AND REPORTS

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

This Corporation shall keep at its principal office in the State of California:

(a) Minutes of all meetings of directors and committees of the Board indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

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

SECTION 2. DIRECTOR'S INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation.

SECTION 3. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 4. ANNUAL FINANCIAL REPORT

The Board shall cause an annual financial report to be furnished not later than one hundred twenty (120) days after the close of this Corporation's fiscal year to all directors of this Corporation which report shall contain the following information in appropriate detail:

(a) The assets and liabilities, including the trust funds, of this Corporation as of the end of the fiscal year, maintained on a cash basis;

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

(c) The revenue or receipts of this Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

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

(e) Any information required by Section 6 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the statement of an authorized officer of this Corporation that such financial statements were prepared without audit from the books and records of this Corporation and correctly state the complete and accurate financial records of the Corporation.

SECTION 5. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS

This Corporation shall mail or deliver to all Directors a statement, within one hundred and twenty (120) days after the close of its fiscal year, which briefly describes the amount and circumstances of any indemnification or transaction in which this Corporation was a party, and in which any director or officer of this Corporation had a direct or indirect material financial interest. (A mere common directorship or ownership of stock in a publicly traded corporation shall not be considered a material financial interest for purposes of this section.)

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than two thousand five hundred dollars (\$2,500) or which was one of a number of transactions with the same persons involving, in the aggregate, more than five thousand dollars (\$5,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than five hundred dollars (\$500) paid during the previous fiscal year to any director or officer.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to this Corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

SECTION 6. ANNUAL PROGRAM REPORT

The Board shall cause an annual Program Report to be furnished to all directors not later than one hundred twenty (120) days after the close of this corporation's fiscal year which report shall set forth in clear details the programs and activities undertaken by the Corporation in the subject year.

ARTICLE 8 - FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

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

ARTICLE 9 - AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of bylaws of public benefit nonprofit corporations, these Bylaws, or any portion of them, may be altered, amended, or repealed and new bylaws adopted by approval of a majority of the directors in office.

ARTICLE 10 - PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No director, officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of this Corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for this Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by action of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets upon dissolution of this Corporation.

ARTICLE 11 - MEMBERS

This Corporation shall not have members. Pursuant to Section 5310(b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action, which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this Corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors.

ARTICLE 12 - DEDICATION OF ASSETS

This Corporation's assets are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any director or officer of this Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under section 501(c)(3) of the Internal Revenue Code, or to a local unit of government, either or both of which has or have responsibility for operating or maintaining a public library and providing library programs.

ARTICLE 13 - CONSTRUCTION AND DEFINITIONS

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

CERTIFICATE OF SECRETARY

I certify that I am the duly elected Secretary of the El Cerrito Library Foundation, a California Public Benefit Corporation; that these Bylaws, consisting of 13 pages, are the Bylaws of this Corporation as originally adopted by the Board of Directors on September 15, 2014 and that these bylaws have been amended once since that date as specifically noted below.

*Originally adopted by the El Cerrito Library Foundation Board of Directors,
September 15, 2014*

Revised by Board of Directors by Board action July 20, 2015, to change two "ex-officio" members to "honorary members with no voting powers" in order to comply with the California Nonprofit Corporations Code. This change has been incorporated in the text of this document.

Secretary: _____

Gary F. Pokorny,

Executed July 22, 2015.