

**BYLAWS OF  
THE BRENTWOOD LIBRARY FOUNDATION  
A CALIFORNIA PUBLIC BENEFIT CORPORATION**

**ARTICLE 1  
OFFICES**

**SECTION 1. PRINCIPAL OFFICE**

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

**SECTION 2. CHANGE OF ADDRESS**

The county of the 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 below, and such changes of address shall not be deemed an amendment of these Bylaws. The initial address of the principal office shall be Brentwood Library Foundation, 104 Oak Street, Brentwood, CA 94513.

\_\_\_\_\_ Dated: \_\_\_\_\_  
\_\_\_\_\_ Dated: \_\_\_\_\_  
\_\_\_\_\_ Dated: \_\_\_\_\_

**ARTICLE 2  
PURPOSE**

**SECTION 1. OBJECTIVES AND PURPOSES**

The Brentwood Library Foundation works with the community and private funding sources to raise the needed funds for facilities, larger collections, and enhanced programs and services.

## **ARTICLE 3 DIRECTORS**

### **SECTION 1. NUMBER**

The corporation shall have a minimum of seven (7) and a maximum of fifteen (15) directors and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, as provided in these Bylaws. Additionally, the Senior Community Library Manager for the Brentwood Library shall serve as an ex-officio non-voting member of the Board of Directors. In the absence of the Senior Community Library Manager, the County Librarian may designate a person to serve as an ex-officio non-voting member.

### **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 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 these Bylaws;
- (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 of the officers, agents and employees of the corporation;
- (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these Bylaws;
- (e) Register their addresses with the Secretary of the corporation and notices of meetings mailed or e-mailed to them at such addresses shall be valid notices thereof.

### **SECTION 4. SELECTION OF DIRECTORS AND TERMS OF OFFICE**

The Directors shall be selected at the annual meeting of the Board. Directors shall be selected by the plurality of vote of the Directors in office at the annual meeting. Nominees for Director shall have a meaningful tie to Brentwood as determined by the Board. Each Director shall have one vote per seat to be filled. Cumulative voting shall not be permitted.

Each Director shall serve for a term of three years, provided that they shall continue to serve until their successor is elected. Notwithstanding the foregoing, approximately one-third of the Directors elected at the first meeting of the Board shall hold office for a partial term of one year and approximately one-third of the Directors elected at the first meeting of the Board shall hold office for a partial term of two years. The determination of which directors shall serve partial initial terms shall be made by a draw of straws.

## **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 the corporation in any capacity other than director unless such compensation is reasonable and 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 may be interested persons. For the purposes of this Section, “interested persons” means either:

- (a) Any person currently being compensated by the corporation for services rendered within the previous twelve (12) months, whether a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director, or
- (b) Any brother, sister, ancestor, descendent, spouse or in-law of any such person.

## **SECTION 7. MEETINGS**

The Board of Directors shall hold an annual regular meeting 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 Present, the Secretary or by any two directors, and such meetings shall be held at the place 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 by one of the following methods:

- (a) Four days’ notice by first class mail.
- (b) Notice by e-mail which is delivered at least three (3) days in advance of the scheduled meeting and which is acknowledged by the address to the original of the e-mail.
- (c) Notice by telephone, which is delivered at least three days in advance of the scheduled meeting and which is acknowledged by the addressee to the originator of the call.
- (d) Notice in writing of future board meetings provided at a regular meeting of the Board of Directors.

If sent by mail, the notice shall be deemed to be delivered on its deposit in the mail.

Such notices shall be addressed or communicated to each director at the director's address as shown on the books of the corporation.

Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) 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, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereafter 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 majority of the Directors in office.

Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the board at any meeting at which a quorum, or hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the directors present at such meeting may adjourn from time to time until 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 Articles of Incorporation or 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 action of the Board of Directors unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committee (Section 5152), 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 his or her absence, by the Vice President of the corporation, or, in the absence of each of these persons, by 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 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 directors. Any certificate or other document filed under any provision of law which related 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) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

The Board of Directors may declare vacant the office of a director who has been declared of an 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 5240 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 meeting of the Board. Directors may be removed without cause by a majority of directors then in office.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the 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 approval 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 the Article of these Bylaws, or (3) a sole remaining director.

A person elected to fill a vacancy as provided in 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 the 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 a person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonable incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, the 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.

## **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 the corporation (including a director, officer, employee or other agent of the 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 the 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 the corporation shall be a President, a Vice-President, a Secretary and a Treasurer. The corporation may also have, as determined by the Board of Directors, other officers.

### **SECTION 2. QUALIFICATION, ELECTION AND TERM OF OFFICE**

Officers shall be elected by the Board of Directors at the annual meeting. Each officer shall hold office until the next annual meeting unless removed or otherwise disqualified to serve, or until his or her successor shall be elected.

### **SECTION 3. REMOVAL AND RESIGNATION**

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 Secretary of the corporation. 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 the corporation.

### **SECTION 4. VACANCIES**

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy must be filled temporarily by appointment by the President until such time as the Board shall 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 the corporation and the activities of the officers. He or she shall perform all duties incident to his or her 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, he or she shall preside at all meetings of the Board of Directors. If applicable, the President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation or by these Bylaws, he or she shall, in the name of the 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 his or her 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 the corporation the original or a copy of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committee of directors and of members, 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.

Be custodian of the records and of the seal of the corporation and see that the seal is suffixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or by these Bylaws.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request thereof, the Bylaws, the membership books and the minutes of the proceedings of the directors of the 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 him or her from time to time by the Board of Directors.

## **SECTION 8. DUTIES OF THE TREASURER**

Subject to the provisions of these Bylaws relating to “Execution of Instruments, Deposits and Funds,” the treasurer shall;

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

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Keep and maintain adequate and correct accounts of the corporation’s properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, and gains and losses.

Exhibit at all reasonable times the book of account and financial records to any director of the corporation or to his or her agent or attorney, on request therefore.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer of the financial conditions of the corporation.

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



In general, perform all duties incident to the office of the Treasurer and such other duties as may be required by law, by the Articles of Incorporation for this corporation, or by these Bylaws, or which may be assigned to him or her 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 the directors, designate the President and two or more 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 the corporation, except with respect to:

- (a) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members or of a majority of all of the members.
- (b) The filling of vacancies on the board or on any committee which has the authority of the Board.
- (c) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (d) The amendment or repeal of any resolution of the board which by its express terms is not so amendable or repeatable.
- (e) The appointment of committees of the board or the members thereof.
- (f) The approval of many transactions 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 also delegated, increase or decrease the number of its members, and fill vacancies therein from the members of the board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

### **SECTION 2. OTHER COMMITTEES**

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of directors. Such other committees may consist of persons who are not also members of the Board.

### **SECTION 3. MEETINGS AND ACTIONS OF COMMITTEES**

Meetings and action of committee shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, which 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 maybe 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 5 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 the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the 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 the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose in any amount.

#### **SECTION 2. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the Board of Director, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the President of the corporation.

#### **SECTION3. DEPOSITS**

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

### **ARTICLE 7 CORPORATE RECORDS, REPORTS AND SEAL**

#### **SECTION1. MAINTENANCE OF CORPORATE RECORDS**

The corporation shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of directors, committee of the board and, if this corporation has members, of all meetings of members, indicating the time and place of 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, liability, receipts, disbursements, gains and losses.
- (c) A record of its members, if any, including their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership.

## **SECTION 2. CORPORATE SEAL**

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

## **SECTION 3. DIRECTORS' 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 4. 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 5. ANNUAL REPORT**

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

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the 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 certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

## **SECTION 6. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS**

This corporation shall mail or deliver 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 of the following kind:

- (a) Any transactions in which the corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:
  - 1. Any director or officer of the corporation, or its parent or its subsidiary (a mere common directorship shall not be considered a material financial interest); or
  - 2. Any holder of more than ten percent (10%) of the voting power of the corporation, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than FIFTY THOUSAND DOLLARS (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than FIFTY THOUSAND DOLLARS (\$50,000).

Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than TEN THOUSAND DOLLARS (\$10,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to Section 5238 (e) (2) of the California Nonprofit Public Benefit Corporation Law.

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 the 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 be stated.

If this corporation has any members and provides all members with an annual report according to the provisions of Section 6 of this Article, then such annual report shall include the information required by this Section.

## **ARTICLE 8 FISCAL YEAR**

### **SECTION 1. FISCAL YEAR OF THE CORPORATION**

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December 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 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 the corporation, provided, however, that this provision for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution 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 on dissolution of the 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 earning, properties or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under section 501 (c) (3) of the Internal Revenue Code.

**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 general 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 Brentwood Library Foundation, a California public benefit corporation; that these bylaws consisting of 15 pages, are the bylaws of this corporation as adopted by the Board of Directors on January 7<sup>th</sup>, 2015, and that these bylaws have not been amended or modified since that date.

*Adopted by the Brentwood Library Foundation Board of Directors*

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Shirley S. Peck, Director

\_\_\_\_\_  
Bryan Scott, Director

\_\_\_\_\_  
Diane Alexander, Director

\_\_\_\_\_  
Stephen F. Smith, Director

\_\_\_\_\_  
Lynne C. Brown, Director

\_\_\_\_\_  
Stephanie Dourgarian, Director

\_\_\_\_\_  
Jill Geiger, Director

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Jodi Marfia, Director

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Mort Morgenstern, Director

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Silky Sahnun, Director

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Carlos Sanabria, Director

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Barry K. Tagawa, Director

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Diane Alexander, Secretary