

# **BYLAWS**

**FOR THE REGULATION, EXCEPT AS OTHERWISE PROVIDED BY  
STATUTE OF ITS ARTICLES OF INCORPORATION, OF THE  
CALIFA GROUP, A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION.**

## **ARTICLE 1. OFFICES**

Section 1. Offices.

The principal office of the Corporation for the transaction of its business is located at 330 Townsend Street, Suite 133, San Francisco, California 94107. The Corporation may have other offices within the State of California as the Board of Directors (hereinafter “the Board”) shall determine. The Board is granted full power and authority to change the principal office from one location to another.

## **ARTICLE 2. MEMBERSHIP**

SECTION 1. MEMBERSHIP.

Members shall work together to foster cooperative and efficient library services.

A person, library or other agency dedicated to the purposes of the Corporation shall be eligible for membership on approval of the membership application by the Board and on timely payment of such dues and fees as the Board may fix from time to time.

There shall be one class of members of this Corporation known as voting members.

SECTION 2. RIGHTS OF MEMBERSHIP.

All members shall have the right to vote, as set forth in these Bylaws, on the election of Directors representing their type of library, on the disposition of all or substantially all of the Corporation’s assets, on any merger and its principle terms and any amendment of those terms, and on any election to dissolve the Corporation. In addition, those members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation law. Any action that would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board.

## **ARTICLE 3. DUES**

SECTION 1. ANNUAL DUES.

The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Corporation by its members.

SECTION 2. PAYMENT OF DUES.

Dues shall be payable on an annual basis in an amount and manner to be determined by the Board of Directors.

SECTION 3. DEFAULT AND TERMINATION OF MEMBERSHIP.

When any member shall be in default in the payment of dues, the membership may thereupon be terminated.

**ARTICLE 4. BOARD OF DIRECTORS**

SECTION 1. GENERAL POWERS.

Subject to the limitations stated in the Articles, these Bylaws, and the Nonprofit Corporation Law of California the affairs of the Corporation shall be managed by its Board of Directors, or if delegated, under the ultimate direction of the Board.

SECTION 2. QUALIFICATIONS.

Members of the Board of Directors shall be from various geographic areas of the State representative of different types of libraries and/or statewide library programs.

SECTION 3. NON-DISCRIMINATION POLICY.

As in all matters and activities of the Corporation, no person shall be denied consideration or election to the Board based upon sex or sexual orientation, age, religious or political persuasion, physical disability, race or ethnic background.

SECTION 4. NUMBER OF DIRECTORS.

The Board of Directors shall consist of any number between three (3) and twelve (12) divisible by three. Two-thirds of the Board shall be elected by the membership and one-third selected by the Board. The designated Executive Director of the Corporation will sit as a member of the Board of Directors, ex-officio, as a non-voting member of the Board and as Secretary to the Board.

SECTION 5. TENURE OF DIRECTORS.

Directors shall serve three-year terms. Terms begin on July 1 and end three years later on June 30. Individual Directors shall serve not more than two consecutive terms, with the exception of those initial Board members who are elected or selected to serve less than a full three-year term. Such initial members may be elected for two three-year terms at the conclusion of their one or two-year term.

SECTION 6. REMOVAL FOR NON-ATTENDANCE.

A member of the Board who is absent without prior notification and excuse of the President from three (3) successive meetings of the Board shall be informed by the President of the Corporation

at least ten (10) days prior to the fourth meeting that absence at that meeting will be grounds for dismissal, subject to a majority vote of the Board of Directors at that meeting.

**SECTION 7.    RESIGNATION OF A DIRECTOR.**

Any Director may resign by giving written notice to the President or the Secretary of the Corporation. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. Except upon notice to the Attorney General, no Director may resign where the Corporation would then be left without a duly elected Director or Directors in charge of its affairs. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

**SECTION 8.    VACANCIES.**

A vacancy on the Board of Directors shall occur in the event of:

- A.    The death or resignation of any Director;
- B.    The removal of any Director, with or without cause, by a majority vote of the Board;
- C.    The increase in the authorized number of Directors; or
- D.    The declaration by resolution of the Board of Directors of a vacancy in the office of a Director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under Nonprofit Corporation Law, Chapter 2, Article 3.
- E.    No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of such Director's term of office.
- F.    If a Board Member retires or no longer represents the constituency for which they were elected or appointed.

**SECTION 9.    FILLING VACANCIES.**

- A.    Any vacancy on the Board of Directors shall be filled by a majority vote of the remaining Directors. Each Director so elected shall hold office until the expiration of the term of the replaced Director. Any Directorship to be filled by an increase in the number of Directors shall be filled by a vote of the membership.
- B.    Any Director who retires or no longer represents the original constituency may serve until the next scheduled election at which time a new Director shall be elected or selected to fill the remaining term.

**ARTICLE 5.    MEETINGS OF THE BOARD OF DIRECTORS**

**SECTION 1.    REGULAR MEETINGS.**

Meetings of the Board shall be held at any place within or outside the State of California that has been designated, from time to time, by the Board. In the absence of such designation regular meetings shall be held at the principal office of the Corporation. The Board regularly holds two meetings each year, one in the spring and one in the fall.

All meetings of the Board shall be open to the membership.

SECTION 2. SPECIAL MEETINGS AND NOTICE OF MEETINGS.

Special meetings of the Board of Directors may be called anytime by the President, Vice President, the Secretary or any two Directors by delivering written notice to each member of the Board. Notice shall be delivered personally or by any other means and shall be received at least twenty-four (24) hours before the time of the meeting as specified in the notice, given personally or by telephone, electronic mail (email), facsimile (fax) or other similar means of communication. The notice shall specify the time and place of the special meeting and the business to be transacted or discussed. No other business shall be considered at these meetings by the Board of Directors.

SECTION 3. PARTICIPATION IN MEETINGS BY CONFERENCE TELEPHONE.

Members of the Board may participate in a meeting by use of conference telephone or similar communication equipment so long as all members participating in such meeting can hear one another.

SECTION 4. QUORUM.

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business. In the absence of a quorum at any meeting, a majority of the Directors present may adjourn the meeting as provided in Section 7 of this Article 5. A meeting at which a quorum is initially present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the Directors required to constitute a quorum.

SECTION 5. WAIVER OF NOTICE.

Notice of a meeting need not be given to any Director who signs a waiver of notice or written consent to holding the meeting or an approval of the minutes thereof whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement the lack of notice to such Director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

SECTION 6. ADJOURNMENT

A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of the time place of holding an adjourned meeting need not be given to absent Directors if the time and place is fixed at the meeting adjourned except as provided in the next sentence. If the meeting is adjourned for more than

twenty-four (24) hours, notice of any adjournment to another time and place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

**SECTION 7. ACTION WITHOUT MEETING.**

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to that action. Such consent or consents shall have the same effect as unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

**SECTION 8. EXECUTIVE COMMITTEES.**

- A. Finance Committee. A Finance Committee shall be established consisting of at least two Directors working in cooperation with the Executive Director and the Treasurer under the supervision of the Board. The Committee will prepare the annual budget and recommend fiscal oversight and policy to the Board.
- B. Executive Committee. An Executive Committee shall be established consisting of the President, Vice President and Treasurer.
- C. The Board may establish additional ad hoc and standing committees as warranted. Each committee shall be given a written charge and be provided regular review by the Board.

**ARTICLE 6. ELECTION AND SELECTION OF THE BOARD OF DIRECTORS**

**SECTION 1. NOMINATIONS COMMITTEE.**

The President of the Board shall appoint a committee of the Board at least sixty days before the date of any election of Directors. The committee shall make recommendations for candidates at least one month before the spring meeting or at such other time as the Board may set.

**SECTION 2. APPOINTMENT BY BOARD.** At the spring meeting, the Board will select a member to fill the available position(s) of Director appointed by the Board in accordance with Article 4, Section 4. The member(s) selected will take office the following July 1.

**SECTION 3. VOTING**

Each member shall have one vote for elected Director positions of the member's type of library. Voting may be by mail or email prior to the spring meeting. The member(s) elected will take office the following July 1.

**ARTICLE 7. OFFICERS**

**SECTION 1. OFFICERS.**

The elected officers of the Corporation shall be a President, a Vice President and a Treasurer.

The terms of these offices are for two years on the fiscal year of the corporation, July 1 to June 30. The elected officers may be re-elected. The duties of Secretary shall be performed by the Executive Director as described in Article 7, Section 9 of these Bylaws. Other officers may be elected in accordance with the provisions of this article.

SECTION 2. ELECTION.

The President, Vice President and Treasurer shall be elected by the Board of Directors at its fall meeting to take office the following July 1. If the election of officers shall not be held at such meeting such election may be held as soon thereafter as convenient. Each officer shall hold office at the pleasure of the Board until their resignation, removal or other disqualification from service or until their respective successor shall be elected.

SECTION 3. REMOVAL AND RESIGNATION.

An officer may be removed either with or without cause by the Board at any time or by any officer upon whom such power of removal may be conferred by the Board. Any such removal shall be without prejudice to the rights of any of the officers under any contracted employment of the officer. An officer may resign at any time by giving written notice to the Corporation, but without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and unless otherwise specified therein the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4. VACANCIES.

The President shall fill a vacancy of any office because of death, resignation, removal, disqualification or any other cause. The appointment shall be subject to approval by a majority vote of the Board of Directors at the next Board meeting. Should the President's office become vacant the Vice President shall be President until the next regular election of officers.

SECTION 5. PRESIDENT.

The President shall be the principal executive officer of the Corporation and shall in general supervise and control business and affairs of the Corporation, preside at all meetings of the Board and may sign with the Secretary, or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors have authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time and shall prepare the agendas for and preside at the meetings of the Board of Directors.

SECTION 6. VICE PRESIDENT.

In the absence or disability of the President the Vice President, if there be such officer, shall perform the duties of the President, and when so acting shall have all the powers of and be

subject to the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors.

**SECTION 7.     SECRETARY.**

The duties of Secretary shall be performed by the Executive Director, hired or contracted provided for in Section 9 of this Article. The Secretary shall keep, or cause to be kept at the principal office of the Corporation, a book of minutes in written form of the proceedings of the Board of Directors and committees of the Board of Directors. Such minutes shall include the time and place of meetings, whether regular or special, and if special, how authorized; the notice given thereof given, the names of those present at the meetings, and the proceedings. The Secretary shall keep, or cause to be kept, at the principal office the original or a copy of the Corporation's Articles and Bylaws, as amended to date.

**SECTION 8.     TREASURER.**

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the business transactions of the Corporation. The books of accounts shall at all reasonable times be open to inspection by any Director. The Treasurer shall render to the President and Directors whenever they request it an account of all transactions and of the financial condition of the Corporation and shall have other powers and perform such other duties as may be prescribed by the Board. The Treasurer shall chair the Finance Committee (Article 5, Section 9A). The Treasurer shall sign the annual tax return.

**SECTION 9.     STAFF EXECUTIVES.**

The Board of Directors may hire or contract with an Executive Director by simple majority vote of the Board. The Executive Director shall have the responsibility for all staff and program operations of the CALIFA GROUP, be an ex officio non-voting member of the Board and Secretary to the Board.

**SECTION 10.    COMPENSATION.**

The compensation of any of the officers elected by the Board of Directors shall be fixed from time to time by the Board. No officer shall be prevented from receiving such compensation because the officer is also a Director of the Corporation.

**ARTICLE 8.    GRANTS, CONTRACTS, LOANS, ETC.**

**SECTION 1.     GRANTS.**

The making of grants and contributions, and otherwise rendering financial assistance for the purposes of the Corporation, may be authorized by the Board of Directors. The Board of Directors may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation, to make any such grants, contributions or assistance.

**SECTION 2.     EXECUTION OF CONTRACTS.**

The Board of Directors may authorize any officer, employee or agent, in the name and on behalf

of the Corporation, to enter into any contract or execute and satisfy any instrument, and any such authority may be general or confined to specific instances, or otherwise limited. In the absence of any action by the Board of Directors to the contrary and subject to any restrictions or limitations imposed by the Board, together and jointly the President and Executive Director shall be authorized to execute such instruments on behalf of the Corporation.

SECTION 3. LOANS.

The President and any other officer, employee or agent authorized by the Board of Directors may effect loans and advances at any time for the Corporation from any bank, trust company or other institutions or from any firm, corporation or individual. For such loans and advances those authorized may make, execute and deliver promissory notes, bonds or other certificates or evidences of indebtedness of the Corporation and, when authorized by the Board of Directors so to do, may pledge and hypothecate or transfer assets of the Corporation as security for any such loans or advances. Such authority conferred by the Board of Directors may be general or confined to specific instances or otherwise limited.

**ARTICLE 9. NON-LIABILITY OF DIRECTORS AND OFFICERS**

Directors and officers shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

**ARTICLE 10. FINANCE AND RECORDS**

SECTION 1. FISCAL YEAR.

The fiscal year of the Corporation shall be from July 1 through June 30, inclusive. This fiscal year may be changed, by resolution of the Board of Directors.

SECTION 2. BOOKS AND RECORDS.

The Corporation shall maintain an annual budget. The budget for each fiscal year shall be adopted by the Board of Directors prior to the beginning of each fiscal year.

SECTION 3. FISCAL MANAGEMENT.

The budget will be administered by the Treasurer who shall make at least semi-annual reports to the Board of Directors.

SECTION 4. RECORDS OF THE CORPORATION.

As detailed in Article 7, Section 7 (Secretary Duties), the Corporation shall keep adequate and correct books and records of accounts and minutes of the proceedings of the Board of Directors and the subgroups, committees and advisory bodies of the Board of Directors.

SECTION 5. FORM OF RECORDS.

Minutes shall be kept in written form. Other books and records shall be kept either in written



form or in any other form capable of being converted into written form.

**SECTION 6.     INSPECTION OF CORPORATION RECORDS.**

Every member and Director shall have the absolute right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of any subsidiary. The inspection may be made in person or by the member's or Director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

**SECTION 7.     ANNUAL REPORT.**

The Board of Directors shall cause an annual report (the "Annual Report") to be created and sent to members and Directors not later than one hundred-twenty (120) days after the close of the Corporation's fiscal year.

**ARTICLE 11.   BYLAWS AND AMENDMENTS**

**SECTION 1.     ADOPTION OF BYLAWS.**

Bylaws will be adopted by a majority of the members at the time of the election of the initial Board.

**SECTION 2.     AMENDMENT OF BYLAWS.**

When authorized by law applicable to the amendment of bylaws of nonprofit corporations, these Bylaws may be altered, amended or repealed and new Bylaws adopted by action of the Board. In all other cases, these Bylaws may be altered, amended or repealed and new Bylaws adopted by the affirmative vote of a majority of the members. In either circumstance, written notice of the proposed change(s) must be provided at least fourteen (14) days prior to voting.

**ARTICLE 12.   PARLIAMENTARY AUTHORITY**

Meetings shall be governed by Robert's Rules of Order, insofar as such rules are not in conflict with these Bylaws and with the Articles of Incorporation.

**ARTICLE 13.   CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the 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.

**ARTICLE 14.   DISSOLUTION**

In the event of a dissolution of the Corporation, the net assets of the Corporation shall be applied and distributed as follows:

Section 1. All liabilities and obligations shall be paid, satisfied and discharged or adequate provision shall be made therefor.

Section 2. Assets held by the Corporation upon condition requiring the return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.

Section 3. Assets held for charitable, benevolent, educational or similar use, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred to one or more domestic corporations or other organizations engaged in charitable, benevolent, educational or similar activities, pursuant to a plan of distribution as provided by law provided however, said organization shall qualify under section 501(c)3 (or other applicable section) of the Internal Revenue Code, or current statutes.

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