

BYLAWS
OF
RANCHO MIRAGE PUBLIC LIBRARY
FOUNDATION
A California Nonprofit Public Benefit Corporation

TABLE OF CONTENTS

| | | Page |
|-------------|--|------|
| ARTICLE I | ORGANIZATION | 1 |
| Section 1. | Name | 1 |
| Section 2. | Objectives..... | 1 |
| Section 3. | Principal Office | 1 |
| Section 4. | Members..... | 1 |
| Section 5. | Ralph M. Brown, Public Records and Political Reform Acts..... | 1 |
| ARTICLE II | BOARD OF DIRECTORS | 2 |
| Section 1. | Powers..... | 2 |
| Section 2. | Number, Classes, Selection and Terms of Office of Directors..... | 2 |
| Section 3. | Vacancies | 2 |
| Section 4. | Removal of Directors | 3 |
| ARTICLE III | MEETINGS OF THE FOUNDATION BOARD OF DIRECTORS | 3 |
| Section 1. | Place of and Public Access to Meetings | 3 |
| Section 2. | Annual Meeting..... | 3 |
| Section 3. | Regular Meetings | 3 |
| Section 4. | Special Meetings | 3 |
| Section 5. | Agendas..... | 3 |
| Section 6. | Action at a Meeting; Quorum and Required Vote | 3 |
| Section 7. | Adjourned Meetings..... | 4 |
| Section 8. | Rights of Inspection | 4 |
| Section 9. | Fees and Compensation | 4 |
| ARTICLE IV | OFFICERS | 4 |
| Section 1. | Officers..... | 4 |
| Section 2. | Nomination and Election | 4 |
| Section 3. | Removal and Resignation | 4 |
| Section 4. | Chair of the Board..... | 4 |
| Section 5. | Vice Chair | 5 |
| Section 6. | Library Director | 5 |
| Section 7. | Secretary..... | 5 |
| Section 8. | Chief Financial Officer | 5 |
| ARTICLE V | COMMITTEES..... | 6 |
| Section 1. | Committees | 6 |
| Section 2. | Alternates | 6 |
| Section 3. | Standing Committees | 6 |
| Section 4. | Special Advisory Committees..... | 6 |
| Section 5. | Term of Office | 6 |
| Section 6. | Quorum; Meetings | 7 |

TABLE OF CONTENTS
(continued)

| | | Page |
|--------------------------------------|--|-------------|
| | Section 7. Vacancies | 7 |
| | Section 8. Conflict of Interest | 7 |
| | Section 9. Limitation on Delegation | 7 |
| ARTICLE VI | INDEMNIFICATION AND INSURANCE | 7 |
| Section 1. | Right of Indemnity | 7 |
| Section 2. | Approval of Indemnity | 7 |
| Section 3. | Advancement of Expenses | 8 |
| Section 4. | Insurance | 8 |
| ARTICLE VII | GENERAL PROVISIONS | 8 |
| Section 1. | Checks, Drafts Etc..... | 8 |
| Section 2. | Inspection of Corporate Records..... | 8 |
| Section 3. | Endorsement of Documents; Contracts..... | 8 |
| Section 4. | Annual Report | 8 |
| Section 5. | Conflict of Interest | 9 |
| Section 6. | Fiscal Year | 9 |
| Section 7. | Construction and Definitions | 9 |
| ARTICLE VIII | AMENDMENTS AND DISSOLUTION | 9 |
| Section 1. | Amendment..... | 9 |
| Section 2. | Record of Amendments | 9 |
| Section 3. | Dissolution | 9 |
| CERTIFICATE OF SECRETARY..... | | 10 |

BYLAWS
OF
RANCHO MIRAGE PUBLIC LIBRARY FOUNDATION
(A California Nonprofit Public Benefit Corporation)

ARTICLE I

Organization

Section 1. **Name.** The name of this Corporation is Rancho Mirage Public Library Foundation (the "Corporation").

Section 2. **Objectives.** The Corporation has been formed to raise funds for and otherwise conduct or support programs and activities that benefit the Rancho Mirage Public Library (the "Library").

Section 3. **Principal Office.** The principal office of the Corporation shall be fixed and located at the Library. The Foundation Board of Directors (the "Foundation Board") is hereby granted full power and authority to establish additional offices in the City of Rancho Mirage.

Section 4. **Members.** The Corporation shall have no "members" as that term is defined in section 5056 of the California Nonprofit Corporations Law (the "Law"). However, the Foundation Board may, from time to time, designate supporters of the Corporation as "members" for purposes of recognizing their levels or types of support and interest in the programs and activities of the Library including the following classes of supporters: Individual Members; Household Members; Life Members; and Business Members. In order to facilitate the transition of the fund-raising responsibility from Friends of the Rancho Mirage Public Library (the "Friends") to the Corporation, all persons who are individual, household, life or business members of the Friends on the date these Bylaws are adopted shall, without further action on their part, become Individual Members, Household Members, Life Members or Business Members of the Corporation and shall be accorded such privileges and benefits of those membership classes as the Foundation Board may, from time to time, assign to such membership classes.

Section 5. **Ralph M. Brown, Public Records and Political Reform Acts.** The Corporation is committed to ensuring that the deliberations of Foundation Board are conducted openly, the actions of the Foundation Board are taken openly and all records of the Corporation are made available for public inspection in accordance with the Ralph M. Brown Act (the "Brown Act"), California Government Code sections 54950 through 54963, as amended from time to time, the California Public Records Act (the "Public Records Act"), California Government Code sections 6250 through 6276.48, as amended from time to time, and the Political Reform Act of 1974 (the "Political Reform Act"), California Government Code sections 81600 through 9105, as amended from time to time. Accordingly, in the event of a conflict between a provision of these Bylaws and a section of the Brown Act, the Public Records Act or

the Political Reform Act, the Brown Act or, as applicable, the Public Records Act or the Political Reform Act, shall control.

ARTICLE II

Board of Directors

Section 1. Powers. Subject to the limitations of the Articles of Incorporation and other provisions of these Bylaws, and the laws of the State of California, all corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Corporation, shall be controlled by the Foundation Board, subject to the general oversight of the Rancho Mirage Public Library Board (the "Library Board").

Section 2. Number, Classes, Selection and Terms of Office of Directors. The Foundation Board shall consist of eleven (11) directors appointed by the Library Board, which shall include the Mayor. The initial directors of the Foundation Board have been appointed by the Incorporators pursuant to section 5140 of the Law. The initial terms of the directors shall be two (2) or three (3) years, with the initial terms of each such director determined by the Library Board. For purposes of calculating the initial terms of the directors of the Foundation Board, other than the Mayor, their service from the date of their initial appointment by the Library Board through June 30, 2011, shall not be counted. After the initial terms, each of the directors shall serve three (3) year terms. The Mayor shall serve during his or her term in office.

All vacancies on the Foundation Board including, without limitation, vacancies caused by expiration of term, resignation or removal, including a demand resignation for failing to attend meetings, shall be filled by the Library Board.

Section 3. Vacancies.

(a) A vacancy or vacancies on the Foundation Board shall be deemed to exist (i) in case of the death, resignation, or removal of any director or (ii) if the authorized number of directors is increased. The Foundation Board 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 found by a final order of judgment of any court to have breached any duty arising under Article 3 (commencing with section 5230) of the Law. A director shall be deemed to have resigned if he or she accumulates unexcused absences amounting to at least one-half of the Foundation Board's regularly schedule meetings during any fiscal year.

(b) Subject to the provision of section 5226 of the Law, any director may resign effective upon giving written notice to the Chair, the Library Director, the Secretary, or the Foundation or Library Boards, unless the notice specifies a later time for the effectiveness of such resignation. If a director resigns by giving notice specifying that such resignation shall be effective at a future time, a successor may be designated by the Library Board before such time to take office when the resignation becomes effective.

(c) No reduction in the number of directors shall have the effect of removing any director prior to the expiration of his or her term of office.

Section 4. Removal of Directors. Any member of the Foundation Board may be removed from office, with or without cause, by the Library Board.

ARTICLE III

Meetings of the Foundation Board of Directors

Section 1. Place of and Public Access to Meetings. All meetings of the Foundation Board shall be held at the principal business office of the Corporation or at such other place within Rancho Mirage as may be designated from time to time by resolution of the Foundation Board, or in the notice of said meeting. All meetings of the Foundation Board shall be open and public and any member of the public shall be permitted to attend any meeting of the Foundation Board, except as otherwise provided in the Brown Act.

Section 2. Annual Meeting. The annual meeting of the Foundation Board shall be the regular meeting of the Foundation Board held in July of each year. The officers of the Foundation Board shall be elected at this meeting for terms commencing immediately.

Section 3. Regular Meetings. The Foundation Board shall meet on the date established by Foundation Board by resolution. Notice of regular meetings of the Foundation Board of Directors need not be given, unless otherwise required by the Brown Act. The Foundation Board shall hold at least six (6) regular meetings during each fiscal year.

Section 4. Special Meetings. Special meetings of the Foundation Board may be called at any time pursuant to the Brown Act.

Section 5. Agendas . All agendas shall be prepared and posted as required by the Brown Act.

Section 6. Action at a Meeting; Quorum and Required Vote. Presence of a majority of the directors of the Foundation Board at a meeting of the Foundation Board constitutes a quorum for the transaction of business. Members of the Board of Directors may participate in a meeting through use of a conference telephone, video conference or similar communications equipment pursuant to section 54953 of the Brown Act. Participation in a meeting as permitted in the preceding sentence constitutes presence in person at such meeting. 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 shall be regarded as the act of the Foundation Board unless a greater number, is required by law, by the Articles of Incorporation, or by these Bylaws. All votes taken during a meeting involving the expenditures of funds or an amendment to the Bylaws or Articles of Incorporation shall be by roll call and shall be reported in the minutes of the meeting. All other votes may be by voice vote unless otherwise required by these Bylaws or the Chair.

Section 7. Adjourned Meetings. A quorum of the directors may adjourn any Foundation Board meeting to meet again at a stated day and hour; provided, however, that in the absence of a quorum, a majority of the directors present at any Foundation Board meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board. Notice of an adjourned meeting shall be provided pursuant to the Brown Act.

Section 8. Rights of Inspection. The Library Director, every Foundation Board director and every Library Board Member 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 9. Fees and Compensation. The directors of the Foundation Board shall receive no receive compensation for their services as directors; however, directors may be reimbursed for or advanced any expenses actually incurred or reasonably expected to be incurred in connection with the performance of their duties as directors

ARTICLE IV

Officers

Section 1. Officers. The officers of the Foundation Board shall be a Chair, a Vice Chair, a Secretary and a Chief Financial Officer. Two or more offices may be held by the same person. All officers of the Foundation Board, except the Chief Financial Officer, must also be directors of the Foundation Board. The removal or resignation of a director who is an officer of the Corporation shall be deemed a resignation by such person from all offices held.

Section 2. Nomination and Election. The officers of the Corporation, shall be elected annually by the Foundation Board, at its annual meeting, and each officer so elected shall hold office until he or she shall resign, shall be removed or otherwise disqualified to serve, or until a successor shall be elected and qualified. A person may serve as Chair, Vice Chair or Secretary for no more than two (2) consecutive years without at least a one (1) year break in service. At any regular or special meeting of the Foundation Board, the Foundation Board may fill a vacancy caused by the death, resignation, removal or disqualification of any officer.

Section 3. Removal and Resignation. Any officer may be removed, either with or without cause, by the Foundation board on a 2/3 vote or by the Library Board on a majority vote, at any regular or special meeting of the respective boards. Any officer may resign at any time by giving written notice to the Chair or Secretary of the Foundation Board or the Executive Director. Any such resignation shall take effect at the date of the 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.

Section 4. Chair of the Board. The Chair of the Foundation Board shall preside at all meetings of the Foundation Board and exercise and perform such other powers and duties as may be from time to time assigned to the Chair by the Foundation Board or prescribed by the Bylaws. The duties of the Chair shall include the following:

(a) Scheduling meetings when necessary and conducting them in accordance with Robert's Rules of Order (or other such procedures duly adopted by the Foundation Board) and the requirements of the Brown Act;

(b) Setting meeting agendas in conjunction with the Library Director and ensuring adequate discussion of items;

(c) Keeping the Vice Chair and members of the Foundation Board and Library Board informed on issues affecting the Corporation; and

(d) On behalf of the Foundation Board and in conjunction with the Library Director, responding to issues from the community, private and public sectors, the Library Board, and the media, or designating another member of the Foundation Board to represent the Corporation.

Section 5. Vice Chair. In the absence of the Chair, the Vice Chair will exercise the duties of the Chair and shall perform such other duties as may be from time to time required by the Chair or by the Foundation Board.

Section 6. Library Director. The Library Director, subject to the direction and control of the Foundation Board, shall have general supervision, direction and control of the business and affairs of the Corporation and shall have the general powers and duties of management usually vested in the office of the chief executive officer of a corporation. The Library Director shall have the necessary authority and responsibility to operate the Corporation and all of its activities and departments, subject only to such policies as may be issued by the Foundation Board or Library Board. The Library Director shall act as a duly authorized representative of the Foundation Board in all matters in which the Foundation Board has not formally designated some other person to act.

Section 7. Secretary. The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, at the principal business office or such other place as the Foundation Board may order, a Minute Book of actions taken at all meetings of the Foundation Board, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, and the names of those present at Foundation Board meetings. The Secretary shall give, or cause to be given, notice of all the meetings of the Foundation Board required by the Bylaws or by law to be given, and shall have such other powers to perform such other duties as may be prescribed by the Foundation Board or by the Bylaws.

Section 8. Chief Financial Officer. The Chief Financial Officer shall keep and maintain, or cause to be maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The Chief Financial Officer shall submit a statement of accounts at each regular meeting of the Foundation Board and shall make such reports as the Foundation Board may require, and shall make an annual report prior to the annual meeting of the Foundation Board. The Chief Financial Officer shall cause to be deposited or shall cause to be disbursed in accordance with procedures approved by the Foundation Board all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Foundation Board. The Chief Financial Officer shall disburse funds of the Corporation as may be ordered by the Foundation Board, shall render to the Chair of the Foundation Board, the Library Director, the Library Board, and the Foundation Board, whenever they request, an account of all transactions as Chief Financial Officer and of the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Foundation Board or the Bylaws.

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

(e) Any information required by section 6322 of the Law, as from time to time amended.

Section 5. Conflict of Interest. The Corporation, through the Foundation Board, shall promulgate, from time to time, a written conflict of interest policy, according to the current law then in effect, including section 87100 of the California Government Code, to be adhered to by its officers and directors, and which includes guidelines for the resolution of actual or potential conflicts of interest.

Section 6. Fiscal Year. The fiscal or business year of the Corporation shall be July 1 of the current year through June 30 of the subsequent year.

Section 7. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained in the general provisions of the Law shall govern the construction of these Bylaws.

ARTICLE VIII

Amendments and Dissolution

Section 1. Amendment. New bylaws may be adopted, or these Bylaws may be amended, modified or repealed by the Foundation Board provided, however, that any proposed amendment shall require the prior approval of the Library Board before it shall become effective.

Section 2. Record of Amendments. Any amendment or alteration in these Bylaws shall be forthwith filed with the original Bylaws of the Corporation.

Section 3. Dissolution. The Library Board may dissolve the Corporation at any time.