

**BYLAWS
OF
ASSOCIATION OF JEWISH LIBRARIES OF SOUTHERN CALIFORNIA**

ARTICLE I

NAME

The name of the corporation is ASSOCIATION OF JEWISH LIBRARIES OF SOUTHERN CALIFORNIA, hereinafter referred to as the "corporation." The principal office of the corporation shall be located at Los Angeles, California.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

Section 2.1. The principal office for transaction of the activities and affairs of this corporation is located at 6505 Wilshire Blvd., Suite 300, Los Angeles California 90048, in care of the Jewish Community Library of Los Angeles.

Section 2.2. The Board of Directors may change the location of the principal office. Any such change of location must be noted by the Secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

Section 2.3. The Board may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

ARTICLE III

GENERAL AND SPECIFIC PURPOSE

The specific purpose of this corporation is to foster the growth of Jewish libraries by exchanging ideas on ways and means of solving specific library problems; raising standards for Jewish libraries and librarians by encouraging and supporting education for Jewish librarianship; and promoting knowledge of Jewish literature and sources of information among the general public.

ARTICLE IV

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.

ARTICLE V

DEDICATION OF ASSETS

The assets of this corporation are irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director or officer or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its 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 which is organized and operated exclusively for charitable purposes and which has established its tax exempt statute under Section 501(c)(3), Internal Revenue Code. That organization shall be the Association of Jewish Libraries, Incorporated, a Delaware nonprofit corporation, or any successor thereto, if it qualifies under this Article V.

ARTICLE VI

MEMBERSHIP

Section 6.1. This corporation shall have no voting members within the meaning of the California Nonprofit Corporation Law. The corporation's Board of Directors may, in its discretion, admit individuals to one or more classes of non-voting members; the class or classes shall have such rights and obligations as the Board finds appropriate.

Section 6.2. Pursuant of Section 5310(b) of the California Nonprofit Public Benefit Law, any action which would otherwise under law require approval by a majority of all members or approval by the members shall only require approval of the Board of Directors. Furthermore, all rights which would otherwise vest in the members under law shall vest in the directors of this corporation.

ARTICLE VII

BOARD OF DIRECTORS

Section 7.1. *Powers.* This corporation shall have powers to the full extent allowed by law, except that the corporation may not enter into any obligations described as violations of Section 7.6 below. All powers and activities of this corporation shall be exercised and managed directly by the Board or, if delegated,

under the ultimate direction of the Board.

Section 7.2. *Number of Directors.* The Board of Directors shall consist of at least five (5) but not more than nine (9) until changed by amendment of these Bylaws. The exact number of Directors shall, initially, be nine (9) and, thereafter, may be changed, within the above limits, by a resolution adopted by the Board of Directors.

Section 7.3. *Designation and Term of Office of Directors.*

Section 7.3.1. Directors shall serve staggered two (2) year terms, with four directors being elected in alternating years and five directors being elected in the intervening years. Election shall be by a majority vote of the directors whose terms are not expiring in that year. Each director shall hold office until the expiration of the term for which designated and until a successor has been elected.

Section 7.3.2. At the initial meeting of the Board of Directors or upon the initial action of the Incorporator, four directors shall be elected for a term of one year and five shall be elected for a term of two years. Thereafter, elections of directors shall proceed as set forth in Section 7.3.1.

Section 7.4. *Vacancies.* A vacancy shall be deemed to exist in the event that the actual number of directors is less than the authorized number for any reason. Resignations shall be effective upon receipt of written notice by the Board, the President, the First Vice President or the Secretary. By a majority vote of the Board, a director may be removed from the Board if the director has been absent, without justification, from three (3) regular Board meetings in any one fiscal year. The remaining directors shall fill vacancies by a majority vote.

Section 7.5. *Standard of Care.*

Section 7.5.1. *General.* A director shall perform the duties of a director, including duties as a member of any committee of the Board on which the director may serve, in good faith, in a manner such director believes to be in the best interests of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

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

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

so long as in any such case, the director acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge

that would cause such reliance to be unwarranted.

A person who performs the duties of a director in accordance with the foregoing shall have no liability based on any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat the public and charitable purposes to which the corporation, and assets held by it, are dedicated.

Section 7.5.2. *Investments.* Except with assets held for use or used directly in carrying out this corporation's charitable activities, in investing, reinvesting, purchasing, acquiring, exchanging, selling, and managing this corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of this corporation's capital.

Section 7.6. *Prohibited Transactions.*

Section 7.6.1. *Loans.* The corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer of this corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such director or officer so long as the individual would be entitled to be reimbursed for such expenses absent the advance.

Section 7.6.2. *Self-Dealing Transactions.* Except as provided in Section 7.6.3, the Board shall not approve a self-dealing transaction. A "self dealing transaction" is one to which the corporation is a party and in which one or more of the directors has a material direct or indirect financial interest.

Section 7.6.3. *Exception.* Sections 7.6.1 and 7.6.2 shall not prohibit the corporation's making of interest free loans of the type regularly made by the corporation in the ordinary course of business to its members, voting or non-voting, for library education expenses.

Section 7.6.4. *Approval.* The Board of Directors may approve a self-dealing transaction if the Board determines that the transaction is in the best interests of, and is fair and reasonable to, this corporation, and, after reasonable investigation under the circumstances, determines that the corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determination must be made by the Board, with knowledge of the material facts of the transaction and the director's interest in the transaction, and by a vote of a majority of the directors then in office, without counting the vote of the interested director or directors.

Section 7.7. *Indemnification.* This corporation shall provide indemnification to the full extent allowed by law. The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any officer, director, employee or other agent of this corporation (collectively, "agent") against any liability 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 liability under law.

Section 7.8. *Books and Records.* It shall be the duty of the Board of Directors to cause to be kept a complete record of all its acts and corporate affairs.

Section 7.9. *Inspection.* Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of the corporation.

Section 7.10. *Compensation.* At all times, fifty-one percent (51%) or more of the directors shall be persons who have not been compensated, within the previous twelve (12) months, by this corporation for services performed for this corporation. However, directors may be reimbursed for expenses incurred in performing their duties as directors. As used in this section, the term "persons" includes individuals related by blood or marriage.

ARTICLE VIII

MEETINGS

Section 8.1. *Annual Meeting.* The annual meeting of the corporation and of the Board of Directors shall be held during the month of May of each year on a date not in conflict with any public holiday or Jewish religious holiday and at a place, determined by the Board, notice of which time and place is given to all directors at least thirty days in advance of the date selected for such meeting.

Section 8.2. *Regular Meetings.* The Board of Directors, by resolution, may establish a schedule of regular meetings of the Board of Directors to be held at least quarterly and a place or places to be determined by the Board of Directors.

Section 8.3. *Special Meetings.* Special meetings of the Board of Directors may be called by the President, by the First Vice President, by the Secretary, or by any two (2) directors, by written notice delivered personally or by telephone, telegraph, or electronically, to each of the directors, or mailed by first class mail at least seven (7) days prior to any such meeting. The notice shall state the date, time and place of any such meeting.

Section 8.4. *Participation.* Directors may participate in a meeting through use of conference telephone, electronic video screen communication or electronic transmission by and to the corporation (as defined in Sections 20 and 21 of the California Corporations Code). Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this Section constitutes presence in person at that meeting as long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic transmission by and to the corporation, other than conference telephone and electronic video screen communication, pursuant to this Section constitutes presence in person at that meeting if both of the following apply:

(a) Each director participating in the meeting can communicate with all of the other directors concurrently.

(b) Each director is provided the means of participating in all matters before the Board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation.

Section 8.5. *Quorum.* A majority of the number of directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board.

Section 8.6. *Open Meetings.*

(a) Regular and special meetings of directors shall be open to the non-voting members of the corporation, and non-voting members may participate in any deliberation or discussion when expressly so authorized by the vote of a majority of a quorum of the directors.

(b) The Board of Directors may, with the approval of a majority of the directors present at a meeting at which a quorum for the transaction of business has been established, adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation in which the corporation is or may become involved and orders of business of a similar nature. The nature of any and all business to be considered in executive session shall first be announced in open session.

Section 8.7. *Rules.* Meetings of directors shall be governed by Robert's Rules of Order, except where such Rules of Order are inconsistent with the Articles of Incorporation or these Bylaws.

Section 8.8. *Action Without Meeting.* The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining written approval of all directors. Any action so approved shall have the same effect as though taken at a meeting of the directors. Such written consent or consents shall be filed with the Minutes of the proceedings of the Board, all as provided in Section 5211(b) of the California Corporations Code.

ARTICLE IX

OFFICERS AND THEIR DUTIES

Section 9.1. *Enumeration of Officers.* The officers of this corporation shall be a president and vice president, who shall at all times be members of the Board of Directors, a Secretary and a Chief Financial Officer, and such other officers as the Board may from time to time by resolution create.

Section 9.2. *Election of Officers.* The election of officers shall take place at the annual meeting of the Board of Directors occurring at the expiration of their normal terms of office.

Section 9.3. *Term.* The officers of this corporation shall be elected biennially by the Board at its organization meeting. The term of each officer shall commence at the close of that meeting, and each officer shall hold office for two (2) years unless he or she shall sooner resign, or shall be removed, or otherwise disqualified to serve.

Section 9.4. *Special Appointments.* The Board may elect such other officers as the affairs of the corporation may require, each of whom shall hold office for such

period, have such authority, and perform such duties as the Board may from time to time determine. Special officers committee chairs shall serve in an advisory position, without a vote.

Section 9.5. *Resignation and Removal.* Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Such resignation shall take effect on the date of 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 9.6. *Vacancies.* A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer he replaces.

Section 9.7. *Multiple Offices.* The offices of Secretary and Chief Financial Officer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices, except in the case of special offices created pursuant to Section 9.4 of this Article.

Section 9.8. *Duties.* The duties of the officers are as follows:

(a) *President.* The President shall preside at all meetings of the Board of Directors; shall see that orders and resolutions of the Board are carried out; shall sign all documents and other written instruments and shall co-sign all promissory notes.

(b) *First Vice-President.* The First Vice President shall act in the place and stead of the President in the event of his or her absence, inability or refusal to act, shall be in charge of membership, and shall exercise and discharge such other duties as may be required of him or her by the Board.

(c) *Secretary.* The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; keep the corporate seal of the corporation and affix it on all papers requiring said seal; serve notice of meetings of the Board and others entitled to attend such meetings; keep appropriate current records showing the members of the corporation together with their addresses; maintain the minute book and a list of all resolutions adopted and shall perform such other duties as required by the Board. The Secretary may delegate the duty of taking the minutes at meetings of the Board of Directors to a Recording Secretary, if such is elected by the Board of Directors pursuant to Section 9.4 hereof, and may delegate all or any part of the Secretary's duties to any Assistant Secretary(ies) elected by the Board of Directors.

(d) *Chief Financial Officer (Treasurer).* The Chief Financial Officer shall receive and deposit in appropriate bank accounts all monies of the corporation and shall disburse such funds as directed by resolution of the Board of Directors; shall sign all checks and promissory notes of the corporation; shall keep proper books of account; and shall provide to the Board of Directors reports of the financial condition of the corporation.

ARTICLE X

COMMITTEES

The Board of Directors may delegate its duties, under its supervision or that of its duly elected officers, to, and appoint, committees as deemed appropriate in carrying out its purposes. Committee chairs shall be appointed by the Board of Directors at the same time and for the same terms as the officers of the corporation are regularly elected.

ARTICLE XI

CORPORATE SEAL

This corporation shall have a seal in circular form having within its circumference the words: "ASSOCIATION OF JEWISH LIBRARIES OF SOUTHERN CALIFORNIA Incorporated May 4, 2006, California."

ARTICLE XII

AMENDMENT

Section 12.1. *Amendment of Articles of Incorporation.* Proposed amendments to this corporation's Articles of Incorporation must be submitted in writing to the directors at least one (1) month in advance of the Board meeting at which they will be considered for adoption. The vote of a majority of the directors present at any meeting at which there is a quorum of the Board shall be required to adopt an amendment of Articles of Incorporation.

Section 12.2. *Amendments to Bylaws.* Proposed amendments to this corporation's Bylaws must be submitted in writing to the directors at least one (1) month in advance of the Board meeting at which they will be considered for adoption. The vote of a majority of the directors present at any meeting at which there is a quorum of the Board shall be required to adopt an amendment to the Bylaws of this corporation.

ARTICLE XIII

MISCELLANEOUS

Section 13.1. *Fiscal Year.* The fiscal year of this corporation shall commence on July 1 of each calendar year and shall end on June 30 of the next calendar year.

Section 13.2. *Contracts.* All contracts entered into on behalf of this corporation must be authorized by the Board of Directors.

Section 13.3. *Execution of Checks.* Except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by such individuals as are authorized by the Board of Directors.

CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of the ASSOCIATION OF JEWISH LIBRARIES OF SOUTHERN CALIFORNIA, and

That the foregoing Bylaws constitute the original By-Laws of said corporation, and duly adopted by the written consent in lieu of a meeting of the sole Incorporator thereof on JULY 27 , 2006.

IN WITNESS WHEREOF, I have hereunto subscribed by name and affixed the seal of said corporation this 27TH day of JULY , 2006.

BARBARA YOUNG LEFF
Barbara Young Leff