

1229361

**ENDORSED
FILED**

In the office of the Secretary of State
of the State of California

OCT 12 1983

MARCH FONG EU, Secretary of State

Gloria J. Carroll
Deputy

ARTICLES OF INCORPORATION
OF

FRIENDS OF THE HAYWARD PUBLIC LIBRARY

I

The name of this corporation is Friends of the Hayward Public Library.

II

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The specific purpose of this corporation is to stimulate continuing community interest in the Hayward Public Library and to support the Library Staff and Activities. The scope of the organization is to encourage gifts of books, magazines, desirable collections, endowments, bequests, and membership in the Friends of the Hayward Public Library, and to participate in fund-raising activities.

III

The name and address in the State of California of this corporation's initial agent for service of process is:

H. Banning Fenton
825 "C" Street
Hayward, CA 94541

IV

A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

STANDARD

DEPT

UNITED STATES DEPARTMENT OF JUSTICE

WASHINGTON, D.C.

RECEIVED

OCT 26 1983

1983

REGISTRY OF
CHARITABLE TRUSTS
OCT 26 1983

The property of this corporation is 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, officer or member thereof 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 status under Section 501(c)(3) of the Internal Revenue Code.

Dated:

Aug. 9, 1983

H. Banning Fenton
(Signature of Incorporator)

H. Banning Fenton
(Typed Name of Incorporator)

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which executed is my act and deed.

H. Banning Fenton
(Signature of Incorporator)

FRIENDS OF THE HAYWARD PUBLIC LIBRARY

BYLAWS

Article I.

Name

The name of this corporation shall be the Friends of the Hayward Public Library.

Article II.

Purposes

The purpose of this organization is to stimulate continuing community interest in the Hayward Public Library and to support the Library Staff and Activities. The scope of the organization is to encourage gifts of books, magazines, desirable collections, endowments, bequests, and membership in the Friends of the Library, and to participate in fund-raising activities.

Article III.

Membership

Section 1. Membership in this organization shall be open to all individuals in sympathy with its purposes, and to representatives of organizations and clubs when such representation is desired, providing current dues shall be paid by the individuals or the organization.

Section 2. Each organization and individual member shall be entitled to one vote.

Article IV.

Officers and Committees

Section 1. The officers shall be a President, a Vice President, Secretary, and Treasurer. The term shall be for one year. No person shall serve for more than two consecutive one-year terms.

Section 2. The Standing Committees shall be as follows: Publicity, Program, Membership, and Gifts and Bequests.

Section 3. The Board of Directors shall serve as the governing body of this corporation. It shall consist of the Officers, Standing Committee Chairmen, plus four members-at-large. Two members-at-large shall be elected every year for a two-year term. The Board shall meet at

the call of the President or at two-thirds vote of the members of the Board of Directors.

Section 4. The direction of affairs of this corporation shall rest with the Board of Directors, the President serving as Chairman and appointing the Standing Committee Chairmen, with the approval of the Board. A majority of the members of this Board shall constitute a quorum for the transaction of business.

Section 5. Such other special committees as may be necessary from time to time shall be appointed by the President, with approval of the Board.

Section 6. The President is an ex-officio member of all committees, with the exception of the Nominating Committee.

Section 7. Nominations for officers and the two members-at-large shall be presented by a Nominating Committee of three, to be appointed by the Board. At the annual meeting, nominations from the floor will be invited; no one shall be nominated without his/her consent.

Section 8. The officers and two members-at-large shall be elected at the annual meeting.

Section 9. Vacancies arising on the Board shall be filled by appointment made by the majority vote of remaining Board members.

Article V.

Meetings

Section 1. This corporation shall hold its annual meeting in May for the purpose of election of officers, to receive various reports, and to enact any other business. A written notice shall be sent to each member at least two weeks before the annual meeting.

Section 2. Additional meetings shall be scheduled as recommended by the Program Chairman and approved by the Board or by a petition signed by a majority of the membership.

Section 3. A special meeting may be held as directed by the President, provided the membership is notified by mail (with the business to be transacted stated) at least two weeks prior to the proposed date.

Article VI.

Dues

Section 1. The annual dues shall be determined by the Board of Directios.

Section 2. The fiscal year of this organization shall begin on May 1 of each year, and end on April 30 of the following year.

Article VII.

Funds

Section 1. Adequate books of accounts shall be maintained by the Treasurer, who shall be responsible therefore.

Section 2. No funds shall be disbursed without the written authority of the President and Treasurer.

Section 3. The Treasurer shall submit an annual financial report to the membership at the annual meeting.

Section 4. The Board of Directors shall appoint an auditor, who shall not be a member of the Board of Directors, to audit the Treasurer's books prior to the annual meeting.

Article VIII.

Amendments

The Bylaws may be amended at the annual meeting of this corporation by two-thirds of the members present, provided that notice of the proposed amendment shall have been mailed to all members at least two weeks before athe annual meeting.

Article IX.


Parliamentary Authority

All meetings shall be conducted according to Robert's Rules of Order, Revised except in conflict with these Bylaws or with the laws of the State of California.

STATE OF CALIFORNIA

FRANCHISE TAX BOARD
SACRAMENTO, CALIFORNIA 95867

October 12, 1983

N/R

In reply refer to
342:APP:EW:sm:g

Friends of the Hayward Public Library
835 C Street
Hayward, CA 94541

Purpose : Charitable
Form of Organization : Corporation
Accounting Period Ending:
Organization Number :

On the basis of the information submitted and provided your present operations continue unchanged or conform to those proposed in your application, you are exempt from state franchise or income tax under Section 23701d, Revenue and Taxation Code. Any change in operation, character or purpose of the organization must be reported immediately to this office so that we may determine the effect on your exempt status. Any change of name or address also must be reported.

You are required to file Form 199 (Exempt Organization Annual Information Return) or Form 199B (Exempt Organization Annual Information Statement) on or before the 15th day of the 5th month (4 1/2 months) after the close of your accounting period. See annual instructions with forms for requirements.

You are not required to file state franchise or income tax returns unless you have income subject to the unrelated business income tax under Section 23731 of the Code. In this event, you are required to file Form 109 (Exempt Organization Business Income Tax Return) by the 15th day of the 5th month (4 1/2 months) after the close of your annual accounting period.

If the organization is incorporating, this approval will expire unless incorporation is completed with the Secretary of State within 60 days.

Exemption from federal income or other taxes and other state taxes requires separate applications.

D. Hareid, Supervisor
Exempt Audit Unit
Telephone (800) 852-7050

cc: H. Banning Fenton
Secretary of State
Registrar of Charitable Trusts

FTB 4206-ATS (REV. 10-81/8-83)

COPY