

**FIRST AMENDMENT TO THE AMENDED BYLAWS
OF THE SAN BERNARDINO CITY LIBRARY FOUNDATION, INC.
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION
DATED MAY 4, 2012**

We, the San Bernardino City Library Foundation, Inc. Board of Directors, have the power and authority to amend the Amended Bylaws of the San Bernardino City Library Foundation, Inc., a California nonprofit public benefit corporation dated May 4, 2012 pursuant to Article X Amendments of said bylaws.

We hereby amend such Amended Bylaws in the following respect:

FIRST: Section 5.03, Item “**C. Removal of Director.**” is hereby deleted in its entirety and replaced with the following:

C. Removal of Director. Any director who fails to attend three (3) consecutive meetings of the Board or who fails to attend a majority of the Board meetings in any given service year shall be subject to being removed by the Board of Directors unless such absences have been appropriately notified. Notification of absence shall be delivered via email, letter or fax to the Foundation office, Chair of the Board and 1st Vice President. If notification of absence can only be made 24 hours or less prior to a meeting, a phone call regarding same shall be placed to the Foundation office followed by the above-described written notification.

Additionally, any director may be removed for cause as provided by law or by two-thirds (2/3) vote of the directors present at a meeting noticed (as to date, time, location and specific purpose of the meeting) not less than fifteen (15) calendar days prior to such meeting and provided that the director to be removed has, not less than fifteen (15) days prior to such meeting, been given written notice of the intention to ask for such director's removal, the grounds for such removal, and the date, time and place of the meeting at which a resolution for such removal will be presented and the director whose removal is sought is given the opportunity to present at such meeting opposition, whether written, oral or both, to the resolution for such director's removal.

SECOND: All other provisions of the Amended Bylaws dated May 4, 2010 are hereby affirmed and republished by this First Amendment.

**SECRETARY'S CERTIFICATE OF ADOPTION OF FIRST AMENDMENT
TO THE AMENDED BYLAWS**

I hereby certify that I am the duly elected and acting secretary of the San Bernardino City Library Foundation, Inc., a California nonprofit public benefit corporation, and that the foregoing First Amendment, comprising two (2) pages, this page included along with the Amended Bylaws dated May 4, 2010, constitutes the Bylaws of said corporation adopted at the regularly scheduled meeting on November 19, 2012.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this 19 day of November, 2012.



Maryhelen Merrett, Secretary