

AGENDA

BOARD OF LAW LIBRARY TRUSTEES of the LOS ANGELES COUNTY LAW LIBRARY

REGULAR BOARD MEETING

Wednesday, July 27, 2022

12:15 PM

MILDRED L. LILLIE BUILDING TRAINING CENTER
301 WEST FIRST STREET
LOS ANGELES, CA 90012-3140

Trustees will participate remotely via Zoom.
Members of the Public may listen and participate by
joining Zoom meeting #889 8421 9426 using this link
<https://us06web.zoom.us/j/88984219426> or calling (408)
638 0968.

ACCOMMODATIONS

A person with a disability may contact the Board Secretary's office at (213) 785-2511 at least 24 hours before the scheduled meeting to request receipt of an agenda in an alternative format or to request disability-related accommodations, including aids or services, in order to participate in the public meeting. Later requests will be accommodated to the extent feasible.

AGENDA DESCRIPTIONS

The agenda descriptions are intended to give notice to members of the public of a brief general description of items of business to be transacted or discussed. The posting of the recommended actions does not indicate what action will be taken. The Board may take any action that it deems to be appropriate on the agenda item and is not limited in any way by the notice of the recommended action. The President reserves the right to discuss the items listed on the agenda in any order.

REQUESTS AND PROCEDURES TO ADDRESS THE BOARD

A member of the public may listen to the meeting and offer public comment by joining Zoom meeting #889 8421 9426 using this link <https://us06web.zoom.us/j/88984219426> or calling (408) 638 0968. Each member of the public has the right to address the Board on agenda items or on items of interest which are not on the agenda and which are within the subject matter jurisdiction of the Board. Public comments will be taken at the beginning of the meeting as Agenda Item 1.0. Members of the public will be called upon at that time. A member of the public will be allowed to address the Board for a total of three (3) minutes for a single item or a maximum of five (5) minutes for all items unless the President grants more or less time based on the number of people requesting to speak and the business of the Board. When members of the public address the Board on agenda items, the President determines the order in which speakers will be called. Persons addressing the Board shall not make impertinent, slanderous or profane remarks to the Board, any member of the Board, staff or general public, nor utter loud, threatening, personal or abusive language, nor engage in any other disorderly conduct that disrupts or disturbs the orderly conduct of any Board Meeting. The President may order the removal (by muting or disconnection of the telephone line) of any person who disrupts or disturbs the orderly conduct of the Board Meeting.

AGENDA MATERIALS

Unless otherwise exempt from disclosure, all materials relating to items on the agenda distributed to all, or a majority of the members of the Board less than 72 hours prior to the meeting shall be made available for public inspection at the time the writing is distributed in the Executive Office of the Law Library.

CALL TO ORDER

0.0 RESOLUTION FOR REMOTE MEETINGS

1.0 PUBLIC COMMENT

2.0 PRESIDENT'S REPORT

3.0 CONSENT CALENDAR

- 3.1 Approval of Minutes of the June 29, 2022 Regular Board Meeting
- 3.2 Review of May Financials and List of June Checks and Warrants
- 3.3 Review of Quarter 4 Statistics for FY 21-22
- 3.4 Approval of Audit Engagement Letter

4.0 DISCUSSION ITEMS

- 4.1 Consideration and Approval of Revised Bylaws of the Friends of the Los Angeles County Law Library
- 4.2 Staff Presentation: Internships at LA Law Library

5.0 AGENDA BUILDING

Items not on the posted agenda may be presented by a Trustee and, if requested, may be referred to staff or placed on the agenda for consideration at a future meeting of the Board.

6.0 EXECUTIVE DIRECTOR REPORT

7.0 ADJOURNMENT

The next Regular Meeting of the Board of Law Library Trustees is scheduled for Wednesday, August 24, 2022.

POSTED THURSDAY, JULY 21, 2022 @ 4:50 PM

POSTED BY DIANNA MEZA



RESOLUTION NO. 2022-5

A RESOLUTION AUTHORIZING REMOTE TELECONFERENCE MEETINGS PURSUANT TO ASSEMBLY BILL 361

WHEREAS, all meetings of the Law Library Board of Trustees are held pursuant to the Ralph M. Brown Act, ensuring that any member of the public may participate in local government meetings; and

WHEREAS, on September 16, 2021, the Governor signed AB 361 (2021) into law, which allows for local legislative bodies to continue to conduct meetings via teleconferencing under specified conditions and includes a requirement that the legislative bodies make specific findings; and

WHEREAS, on March 4, 2020, Governor Newsom proclaimed a State of Emergency in California as a result of the threat of COVID-19 and ordered all residents to obey orders and guidance issued by state and local health officials; and

WHEREAS, the State proclaimed State of Emergency is still in effect; and

WHEREAS, on March 4, 2020, the County of Los Angeles adopted a resolution ratifying the declaration of local health emergency and issued a proclamation of a local emergency related to COVID-19; and

WHEREAS, the County proclaimed local emergency is still in effect; and

WHEREAS, since issuing Executive Order N-08-21, other highly contagious variants of COVID-19, including Delta and Omicron, have emerged, and

WHEREAS, Los Angeles County has relaxed some protocols, but still strongly recommends masking and reducing crowding indoors and Los Angeles County is once again experiencing a prolonged, high rate of COVID-19 transmission and increased hospitalizations;

WHEREAS, on July 12, 2022, the Board of Supervisors reconsidered the circumstances of the State of Emergency due to the COVID-19 pandemic and found that the State of Emergency remains active, that local officials continue to recommend measures to promote social distancing and that continued remote meetings of Brown Act bodies are appropriate;

WHEREAS, because state or local health officials have imposed or are recommending measures to promote social distancing, the Los Angeles County Law Library Board of Trustees finds it prudent to and desires to hold meetings via teleconference; and

WHEREAS, the Los Angeles County Law Library Board of Trustees shall ensure that its meetings comply with the provisions required by AB 361 (2021) for holding teleconferenced meetings.

NOW, THEREFORE, the Los Angeles County Law Library Board of Trustees does resolve as follows:

1. The above recitals are true and correct, and incorporated into this Resolution.
2. In compliance with AB 361 (2021), and in order to continue to conduct teleconference meetings without complying with the requirements of Government Code section 54953(b)(3) of the Brown Act, the Board of Trustees makes the following findings:
 - a) The Board of Trustees has considered the circumstances of the state of emergency; and
 - b) The state of emergency, as declared by the Governor and County of Los Angeles, continues to exist; and
 - c) The state of emergency due to the presence of COVID-19 in the community continues to directly impact the ability of the members of the Los Angeles County Law Library Board of Trustees to meet safely in person; and
 - d) Local officials continue to impose or recommend measures to promote social distancing.
3. The Board of Trustees may continue to meet remotely in compliance with AB 361, in order to better ensure the health and safety of the public.
4. The Board of Trustees will revisit the need to conduct meetings remotely no later than 30 days after teleconferencing for the first time, and every 30 days thereafter.
5. This resolution shall take effect immediately upon its adoption.

PASSED AND ADOPTED by the Law Library Board of Trustees of the County of Los Angeles, State of California, this 27th day of July, 2022, by the following vote:

AYES:

NOES:

ABSENT:

ABSTAIN:

Hon. Mark A. Juhas, President

ATTEST:

Sandra J Levin, Executive Director,
Recording Secretary

**MINUTES OF THE COMBINED REGULAR AND SPECIAL BOARD MEETINGS
OF THE BOARD OF LAW LIBRARY TRUSTEES OF
LOS ANGELES COUNTY**

**A California Independent Public Agency Under
Business & Professions Code Section 6300 et sq.**

June 29, 2022

The Regular Meeting of the Board of Law Library Trustees of Los Angeles County was held on Wednesday, June 29, 2022 at 12:15 p.m., at the Los Angeles County Law Library Mildred L. Lillie Main Library Building at 301 West First Street, Los Angeles, California 90012 for the purposes of considering reports of the affairs to the Library, and transacting such other business as might properly come before the Board of Trustees.

ROLL CALL/QUORUM

Trustees Present: Judge Mark Juhas
Judge Michelle Williams Court
Kenneth Klein, Esquire
Judge Yolanda Orozco
Judge Michael Stern

Trustees Absent: Susan Steinhauser, Esquire
Judge Dennis Landin

Senior Staff Present: Sandra J. Levin, Executive Director
Jaye Steinbrick, Senior Director

Also Present: Marcelino Juarez, Finance Manager
Ann Marie Gamez, Executive Assistant

President Juhas determined a quorum to be present, convened the meetings at 12:16 p.m. and thereafter presided. Executive Director, Sandra J. Levin recorded the Minutes.

1.0 PUBLIC COMMENT

Public Comment concerned item 4.1 and was taken in conjunction with that presentation.

4.0 DISCUSSION ITEMS – Taken Out Of Order

4.1 Staff Presentation: Retirement Commendation for Esther Eastman

ED Levin introduced the agenda item with a brief history of Esther Eastman and her 26-year tenure at LA Law Library, noting recent accolades and accomplishments and that she would be greatly missed.

The following LACLL Staff members congratulated Staff member, Esther Eastman, on her upcoming retirement from the law library and offered comments:

Kathleen O’Laughlin thanked E. Eastman for helping at Reference Desk and noted that patrons will miss her as well as staff.

Marcelino Juarez reminisced on meeting E. Eastman in 2000, and thanked her for all the years of friendship, support, and for always having something helpful and thoughtful to say. M. Juarez cited as an example how E. Eastman thought of him and reached out to him during a time of crisis in his home country.

Sharon Boone shared that E. Eastman was always funny, smart and that she would surely be missed.

Malinda Muller shared E. Eastman's history as a Librarian at the law library and her focus on Government documents, a pioneer with the well-established internship program. M. Muller then read various compliments from past interns regarding their experience with E. Eastman.

Austin Stoub commended E. Eastman for being a fantastic role model, Librarian and friend. A. Stoub shared that E. Eastman afforded him 12 constant years of knowledge in the field including reference work and customer service. A. Stoub noted her willingness to go above and beyond the call of duty.

Linda Heichman met E. Eastman in 1996 working at a law firm, and was pleasantly surprised to see E. Eastman working at the LA Law Library upon L. Heichman's interview process. L. Heichman thanked E. Eastman for her friendship and service.

Ryan Metheny congratulated E. Eastman on her recent Lifetime Achievement Award from SCALL. R. Metheny shared his gratitude and appreciation for E. Eastman's service and knowledge and added that he too learned a great deal from the veteran law librarian.

Esther Eastman thanked everyone for speaking and wishing her a happy retirement, adding that it had been an honor to work at the law library and had the opportunity to work under great Supervisors during her tenure, as they made it very enjoyable to come to work every day.

Board President, Judge Mark Juhas, congratulated E. Eastman on her upcoming retirement and added how amazing it is to have touched so many lives of both colleagues and patrons over the years.

Board Trustee, Judge Michael Stern, congratulated E. Eastman on her upcoming retirement and thanked her tremendously for all the help she has offered him in his research studies and article writing over the years. E. Eastman played a vital role as Judge Stern's "accomplice" in finding footnotes for him. Trustee Stern also added that he has witnessed E. Eastman do exemplary work when working with patrons and colleagues, noting she has served countless people with patience and skill.

A signed and framed retirement commendation and a crystal book award were then presented to E. Eastman with unanimous support from the Trustees present. Pictures were taken.

2.0 PRESIDENT'S REPORT

No report.

3.0 CONSENT CALENDAR

3.1 Approval of Minutes of the May 25, 2022 Regular Board Meeting and the May 25, 2022 Special Board Meeting

- 3.2 Review of April Financials and List of May Checks and Warrants
- 3.3 Completion of Emergency Repairs Relating to Replacement and Repair of Sump Pumps in Lower Level Parking Garage
- 3.4 Approval of Operating and Capital Expenditures Budget for Fiscal Year 2022-2023

President Juhas requested a motion to approve the Consent Calendar. So moved by Trustee Court seconded by Trustee Klein. The motion was unanimously approved, 5 - 0.

5.0 AGENDA BUILDING

No future items were presented by Trustees to be referred to staff or placed on the agenda for consideration at a future meeting of the Board.

6.0 EXECUTIVE DIRECTOR REPORT

ED Levin reminded the Board that the law library was preparing to open once again on Saturdays starting in late July.

7.0 ADJOURNMENT

There being no further business to come before the Board the meetings were adjourned at 12:50pm. The next Regular Meeting of the Board of Law Library Trustees currently scheduled for Wednesday, July 27, 2022 at 12:15pm may need to be rescheduled.

Sandra J. Levin, Executive Director and Secretary
Los Angeles County Law Library Board of Trustees

Los Angeles County Law Library

Balance Sheet

As of May 31, 2022

(Provisional and subject to year-end audit adjustments)

	6/30/2021	5/31/2022	YTD
Assets			
Current assets			
Cash and cash equivalents	10,471,380	13,450,736	2,979,355
Accounts receivable	302,650	206,081	(96,569)
Other receivable	1,149,242	1,156,217	6,976
Prepaid expenses	252,791	295,434	42,643
Total current assets	12,176,063	15,108,468	2,932,405
Noncurrent assets			
Restricted cash and cash equivalents	318,470	318,470	-
Investments	5,999,853	5,944,540	(55,313)
Capital assets, not being depreciated	909,725	924,580	14,854
Capital assets, being depreciated - net	15,409,498	14,848,150	(561,348)
Total noncurrent assets	22,637,546	22,035,740	(601,806)
Total assets	34,813,609	37,144,208	2,330,599
Deferred Outflows of Resources			
Deferred Outflows of Resources	2,410,452	2,410,452	-
Total assets and deferred outflows of resources	37,224,062	39,554,661	2,330,599
Liabilities			
Current Liabilities			
Accounts payable	165,978	70,633	(95,345)
Other current liabilities	-	-	-
Payroll liabilities	(1,185)	7,797	8,982
Total current liabilities	164,793	78,429	(86,363)
Noncurrent Liabilities			
Accrued sick and vacation liability	299,418	281,715	(17,703)
Borrowers' deposit	229,794	238,946	9,152
OPEB liability	3,239,511	3,477,826	238,315
Net pension liability	3,887,855	3,979,518	91,663
Total noncurrent liabilities	7,656,578	7,978,005	321,427
Total liabilities	7,821,371	8,056,434	235,064
Deferred Inflows of Resources			
Deferred Inflows of Resources	1,418,426	1,418,426	-
Total liabilities and Deferred inflows of resources	9,239,797	9,474,860	235,064
Net Position			
Invested in capital assets	16,319,223	15,772,730	(546,493)
Unrestricted	11,665,042	14,307,070	2,642,029
Total net position	27,984,265	30,079,800	2,095,535
Total liabilities and Deferred inflows of resources and net position	37,224,062	39,554,661	2,330,599

Los Angeles County Law Library
Income Statement for the Period Ending May 31, 2022
(Provisional and subject to year-end audit adjustments)

May 2021	May 2022				
	Amended Budget	Actual	\$ Fav (Unf)	% Fav (Unf)	
703,167	576,718	554,112	(22,606)	-3.9%	
3,814	4,800	8,318	3,518	73.3%	
26,800	43,333	44,416	1,083	2.5%	
14,249	30,223	27,502	(2,721)	-9.0%	
748,030	655,075	634,347	(20,727)	-3.2%	
301,090	411,375	331,739	79,637	19.4%	
0	0	56,732	(56,732)	0.0%	
146,505	220,915	136,869	84,045	38.0%	
(146,505)	(220,915)	(136,869)	(84,045)	38.0%	
		0			
46,260	79,963	85,798	(5,835)	-7.3%	
12,390	12,786	11,181	1,605	12.6%	
3,790	6,386	3,477	2,908	45.5%	
648	6,704	3,424	3,280	48.9%	
1,002	2,419	552	1,867	77.2%	
0	67	0	67	100.0%	
1,425	35,263	2,122	33,142	94.0%	
203,773	197,909	194,171	3,738	1.9%	
620,411	808,454	689,197	(119,257)	-14.8%	
127,619	(153,379)	(54,849)	98,530	-64.2%	
2,868	(1,667)	11,492	13,159	-789.5%	
0	0	0	0	0.0%	
0	0	0	0	0.0%	
130,488	(155,046)	(43,357)	111,689	-72.0%	
0	345,000	0	345,000	100.0%	

Summary:

Income

	FY 2020-21	FY 2021-22 YTD				Comments
	YTD Actual	Amended Budget	Actual	\$ Fav (Unf)	% Fav (-)	
L.A. Superior Court Fees	6,100,733	6,119,512	5,966,643	(152,870)	-2.5%	
Interest	53,671	52,969	61,178	8,209	15.5%	
Parking	245,308	490,342	502,063	11,721	2.4%	
Library Services	321,604	388,920	409,066	20,146	5.2%	
Total Income	6,721,316	7,051,743	6,938,949	(112,793)	-1.6%	

Expense

Staff (payroll + benefits)	3,941,144	4,468,259	4,119,962	348,297	7.8%	
Electronic Resource Subscriptions	565,800	577,451	566,691	10,760	1.9%	
Library Materials	1,719,321	1,910,008	1,626,573	283,435	14.8%	
Library Materials Transferred to Assets	(1,719,321)	(1,910,008)	(1,626,573)	(283,435)	14.8%	
Facilities	758,057	842,262	793,100	49,162	5.8%	
Technology & Data	134,165	141,330	145,327	(4,201)	-3.0%	
General	48,664	96,876	81,642	15,234	15.7%	
Professional Development	9,375	21,966	13,218	8,748	39.8%	
Communications & Marketing	1,537	8,855	618	8,237	93.0%	
Travel & Entertainment	108	356	46	310	87.0%	
Professional Services	45,381	114,747	47,191	67,556	58.9%	
Depreciation	2,299,582	2,212,643	2,195,636	17,007	0.8%	
Total Expenses	7,803,813	8,484,745	7,963,430	521,315	6.1%	
Net Income (Loss)	(1,082,497)	(1,433,003)	(1,024,481)	408,521	28.5%	

Investment Gain (Loss)¹

Investment Gain (Loss) ¹	6,908	(18,400)	(55,313)	(36,913)	200.6%	
Extraordinary Income	1,354,174	3,175,330	3,175,330	0	0.0%	
Extraordinary Expense	0	0	0	0	0.0%	
Net Income Including Extraordinary Items	278,584	1,723,926	2,095,535	371,609	21.6%	

Capitalized Expenditures

Capitalized Expenditures	0	375,000	7,715	367,285	97.9%	
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Los Angeles County Law Library
 Income Statement for the Period Ending May 31, 2022
 (Provisional and subject to year-end audit adjustments)

May 2021	May 2022			
	Amended Budget	Actual	\$ Fav (Unf)	% Fav (Unf)

FY 2020-21	FY 2021-22 YTD				Comments
	YTD Actual	Amended Budget	Actual	\$ Fav (Unf)	

Detailed Budget:														
Income:														
703,167	576,718	554,112	(22,606)	-3.9%	15	FIN	303300	L.A. Superior Court Fees	6,100,733	6,119,512	5,966,643	(152,870)	-2.5%	
Interest:														
0	0	0	0	0.0%	15	FIN	311000	Interest - LAIF	1,812	699	749	49	7.0%	Reflects slight uptick in rate of return.
3,693	4,667	8,116	3,450	73.9%	15	FIN	312000	Interest - General Fund	50,177	50,841	58,901	8,060	15.9%	Reflects slight uptick in rate of return.
121	133	201	68	51.1%	15	FIN	313000	Interest - Deposit Fund	1,681	1,428	1,528	100	7.0%	Reflects slight uptick in rate of return.
3,814	4,800	8,318	3,518	73.3%				Subtotal	53,671	52,969	61,178	8,209	15.5%	
Parking:														
26,800	43,333	44,416	1,083	2.5%	39	FAC	330100	Parking	245,308	490,342	502,063	11,721	2.4%	
26,800	43,333	44,416	1,083	2.5%				Subtotal	245,308	490,342	502,063	11,721	2.4%	
Library Services:														
260	222	943	720	324.4%	27	CIRC	330150	Annual Designation Fee	943	1,197	1,414	216	18.1%	Timing variance as majority of renewals are scheduled for June.
10,494	22,255	20,375	(1,880)	-8.4%	25	PS	330140	Annual Members Fee	103,471	162,656	178,019	15,363	9.4%	New members signing up and old members returning at slightly greater rate than budgeted.
743	741	1,123	382	51.5%	25	PS	330340	Course Registration	22,576	30,713	29,464	(1,250)	-4.1%	
114	1,609	2,072	463	28.8%	27	CIRC	330129	Copy Center	(709)	14,211	16,567	2,356	16.6%	Includes unexpected increase in staff assisted copies.
627	1,119	863	(256)	-22.9%	27	CIRC	330205	Document Delivery	5,282	7,286	6,685	(601)	-8.2%	Continued COVID discount on eDelivery services.
1,402	3,000	1,760	(1,240)	-41.3%	27	CIRC	330210	Fines	7,553	19,149	17,495	(1,654)	-8.6%	Timing variance. Borrowing levels still low as compared to pre-COVID levels.
68	405	81	(323)	-79.9%	15	FIN	330310	Miscellaneous	35,015	22,491	27,646	5,155	22.9%	Includes State Fund 10% dividend payment.
0	833	25	(808)	-97.0%	39	FAC	330330	Room Rental	0	4,292	3,525	(767)	-17.9%	Ongoing impact of pandemic
0	0	90	90	0.0%	23	COL	330350	Book Replacement	2,038	0	1,010	1,010	0.0%	
540	0	0	0	0.0%	15	FIN	330360	Forfeited Deposits	20,435	0	0	0	0.0%	
0	0	0	0	0.0%	17	EXEC	330400	Friends of Law Library	120,000	120,000	120,000	0	0.0%	
0	0	0	0	0.0%	25	PS	330420	Grants	0	0	0	0	0.0%	
0	39	170	131	334.8%	15	FIN	330450	Vending	0	424	741	317	74.8%	Includes USB flash drive and bag sale.
0	0	0	0	0.0%	39	FAC	330465	Special Events Income	5,000	6,500	6,500	0	0.0%	
14,249	30,223	27,502	(2,721)	-9.0%				Subtotal	321,604	388,920	409,066	20,146	5.2%	
748,030	655,075	634,347	(20,727)	-3.2%				Total Income	6,721,316	7,051,743	6,938,949	(112,793)	-1.6%	
Expenses:														
Staff:														
171,736	232,807	190,479	42,329	18.2%	ALL	501000	Salaries (FT)	2,138,216	2,425,650	2,200,017	225,633	9.3%	Savings due to vacancies.	
0	(4,137)	0	(4,137)	100.0%	15	FIN	501025	Staff Vacancy Offset (FT)	0	(20,686)	0	(20,686)	100.0%	
15,065	25,066	16,666	8,400	33.5%	ALL	501050	Salaries (PT)	181,056	235,956	196,507	39,449	16.7%	Savings due to vacancies.	
0	(477)	0	(477)	100.0%	15	FIN	501075	Staff Vacancy Offset (PT)	0	(2,387)	0	(2,387)	100.0%	
11,309	13,152	12,416	736	5.6%	15	FIN	502000	Social Security	138,931	144,104	139,006	5,098	3.5%	
2,645	3,161	2,904	257	8.1%	15	FIN	503000	Medicare	34,330	35,492	33,874	1,618	4.6%	
20,657	23,880	21,724	2,156	9.0%	15	FIN	511000	Retirement	534,050	606,287	603,746	2,542	0.4%	
0	8,333	8,333	0	0.0%	15	FIN	511050	Pension Exp (Actuarial)	0	91,665	91,663	2	0.0%	
0	0	0	0	0.0%	15	FIN	511100	Pension Exp (Acctg)	0	0	0	0	0.0%	
46,569	57,792	46,139	11,653	20.2%	15	FIN	512000	Health Insurance	527,402	561,458	502,097	59,360	10.6%	Savings due to vacancies.
355	432	369	63	14.5%	15	FIN	513000	Disability Insurance	4,026	4,257	3,871	386	9.1%	Savings due to vacancies.
4,900	5,000	5,646	(646)	-12.9%	15	FIN	514000	Dental Insurance	58,217	48,893	50,123	(1,230)	-2.5%	
498	500	535	(35)	-7.0%	15	FIN	514500	Vision Insurance	5,757	4,913	4,965	(52)	-1.1%	
163	211	170	41	19.3%	15	FIN	515000	Life Insurance	1,856	1,993	1,748	245	12.3%	Savings due to vacancies.
0	0	0	0	0.0%	15	FIN	515500	Vacancy Benefits Offset	0	0	0	0	0.0%	
2,317	2,016	2,016	0	0.0%	15	FIN	516000	Workers Compensation Insurance	32,761	21,146	22,782	(1,637)	-7.7%	Anticipated end of year audit savings did not materialize.
0	0	0	0	0.0%	15	FIN	517000	Unemployment Insurance	4,786	5,264	2,814	2,450	46.5%	Few UI claims filed.
2,165	9,000	1,594	7,407	82.3%	ALL	514010	Temporary Employment	22,599	24,089	9,787	14,302	59.4%	OTF shifting project temp employment delayed.	
0	11,500	117	11,383	99.0%	13	HR	514015	Recruitment	0	24,092	2,686	21,406	88.8%	Timing variance. Some recruiting placed on hold.
0	0	0	0	0.0%	15	FIN	517500	Accrued Sick Expense	0	0	0	0	0.0%	
0	0	0	0	0.0%	15	FIN	518000	Accrued Vacation Expense	0	0	0	0	0.0%	
21,667	21,667	21,665	2	0.0%	15	FIN	518500	OPEB Expense	238,337	238,323	238,315	8	0.0%	
177	180	144	36	19.8%	15	FIN	518550	TMP	6,685	4,045	3,792	253	6.2%	Timing variance.

Los Angeles County Law Library
Income Statement for the Period Ending May 31, 2022
(Provisional and subject to year-end audit adjustments)

May 2021	May 2022				FY 2020-21	FY 2021-22 YTD				Comments				
	Actual	Amended Budget	Actual	\$ Fav (Unf)		% Fav (Unf)	YTD Actual	Amended Budget	Actual		\$ Fav (Unf)	% Fav (-)		
868	1,294	821	473	36.5%	15	FIN	518560	Payroll and Benefit Administration	12,134	13,706	12,169	1,537	11.2%	Timing variance.
301,090	411,375	331,739	79,637	19.4%				Total - Staff	3,941,144	4,468,259	4,119,962	348,297	7.8%	
								Library Materials/Electronic Resources Subscription:						
117,959	166,639	121,316	45,323	27.2%	23	COL	601999	American Continuations	1,325,736	1,474,645	1,278,989	195,656	13.3%	Timing variance. Shipping delays due to supply chain crisis
2,941	5,263	2,131	3,132	59.5%	23	COL	602999	American New Orders	19,478	22,461	17,915	4,545	20.2%	Timing variance.
2,598	2,396	2,013	383	16.0%	23	COL	609199	Branch Continuations	18,837	18,260	17,745	515	2.8%	
0	531	0	531	100.0%	23	COL	609299	Branch New Orders	0	1,062	894	168	15.9%	Unanticipated replacements.
2,528	12,962	2,054	10,908	84.2%	23	COL	603999	Commonwealth Continuations	99,161	139,126	99,812	39,313	28.3%	Timing variance. Shipping delays due to supply chain crisis
								Commonwealth New Orders	1,059	1,069	998	71	6.7%	Timing variance.
9,871	18,465	1,767	16,698	90.4%	23	COL	605999	Foreign Continuations	96,360	120,125	93,188	26,937	22.4%	Timing variance.
0	745	18	727	97.6%	23	COL	606999	Foreign New Orders	1,256	2,140	1,821	320	14.9%	Timing variance.
10,317	11,277	7,050	4,227	37.5%	23	COL	607999	International Continuations	130,062	116,249	103,154	13,094	11.3%	Timing variance.
0	454	47	407	89.6%	23	COL	608999	International New Orders	2,492	2,698	2,349	350	13.0%	Timing variance.
233	1,458	121	1,337	91.7%	23	COL	609399	General/Librarianship Continuations	24,331	11,102	8,842	2,260	20.4%	Timing variance. Shipping delays due to supply chain crisis
56	263	149	114	43.3%	23	COL	609499	General/Librarianship New Orders	549	1,071	866	206	19.2%	Timing variance.
146,505	220,915	136,869	84,045	38.0%	23	COL	690000	Subtotal	1,719,321	1,910,008	1,626,573	283,435	14.8%	
(146,505)	(220,915)	(136,869)	(84,045)	38.0%				Library Materials Transferred to Assets	(1,719,321)	(1,910,008)	(1,626,573)	(283,435)	14.8%	
50,032	55,582	56,732	(1,150)	-2.1%	23	COL	685000	Electronic Resource Subscriptions (ERS)	565,800	577,451	566,691	10,760	1.9%	
								Facilities:						
463	6,500	555	5,945	91.5%	39	FAC	801005	Repair & Maintenance	33,908	50,667	37,633	13,034	25.7%	Timing variance - repairs in-process/delays due to part supply disruptions.
1,165	1,777	626	1,151	64.8%	39	FAC	801010	Building Services	14,932	17,268	16,681	587	3.4%	
245	2,311	0	2,311	100.0%	39	FAC	801015	Cleaning Supplies	7,484	14,669	8,129	6,540	44.6%	Used fewer supplies than anticipated
9,571	11,000	31,809	(20,809)	-189.2%	39	FAC	801020	Electricity & Water	148,695	119,214	116,989	2,224	1.9%	
0	966	966	0	0.0%	39	FAC	801025	Elevator Maintenance	8,694	10,626	10,626	0	0.0%	
(8,206)	4,348	4,914	(566)	-13.0%	39	FAC	801030	Heating & Cooling	67,131	43,013	31,867	11,146	25.9%	Timing variance.
20,610	24,167	24,231	(64)	-0.3%	15	FIN	801035	Insurance	225,749	265,777	266,024	(247)	-0.1%	
9,649	10,119	11,624	(1,505)	-14.9%	39	FAC	801040	Janitorial Services	108,466	112,610	117,411	(4,801)	-4.3%	
1,250	1,100	0	1,100	100.0%	39	FAC	801045	Landscaping	14,960	13,000	13,730	(730)	-5.6%	Includes purchase of mulch in advance of GALA.
11,176	15,450	10,410	5,040	32.6%	39	FAC	801050	Security	125,297	172,526	162,329	10,197	5.9%	Timing variance.
0	833	0	833	100.0%	39	FAC	801060	Room Rental Expenses	0	4,167	0	4,167	100.0%	Ongoing impact of pandemic
0	0	116	(116)	0.0%	39	FAC	801065	Special Events Expenses	45	4,755	2,970	1,784	37.5%	Includes LITL lunch costs.
0	333	0	333	100.0%	39	FAC	801100	Furniture & Appliances (<3K)	145	1,667	328	1,338	80.3%	Deferred to next fiscal year
0	500	0	500	100.0%	39	FAC	801110	Equipment (<3K)	622	6,248	5,675	573	9.2%	Timing variance.
0	0	0	0	0.0%	39	FAC	801115	Building Alterations (<3K)	0	2,500	0	2,500	100.0%	Deferred to next fiscal year
337	348	339	9	2.6%	39	FAC	801120	Delivery & Postage	1,622	2,506	2,473	33	1.3%	
0	210	209	1	0.7%	39	FAC	801125	Kitchen supplies	308	1,050	233	817	77.8%	Used fewer supplies than anticipated
46,260	79,963	85,798	(5,835)	-7.3%				Subtotal	758,057	842,262	793,100	49,162	5.8%	
								Technology:						
1,179	2,746	1,214	1,531	55.8%	33	TECH	801210	Software Maintenance	16,622	21,365	15,384	5,981	28.0%	Timing Variance
1,832	2,479	3,146	(668)	-26.9%	33	TECH	801212	Hardware Maintenance	21,576	26,406	31,581	(5,175)	-19.6%	Unanticipated cost increases; VxRail cluster maintenance.
0	0	0	0	0.0%	33	TECH	801215	Software (<\$3k)	1,507	2,004	2,529	(525)	-26.2%	Unanticipated cost increases.
0	146	0	146	100.0%	33	TECH	801220	Hardware (<\$3k)	5,631	2,566	8,893	(6,327)	-246.6%	Unanticipated cost increases; Members RFID cards.
1,009	100	0	100	100.0%	33	TECH	801225	Computer Supplies	1,364	1,400	924	476	34.0%	Timing variance.
5,076	5,079	5,228	(149)	-2.9%	33	TECH	801230	Integrated Library System	54,471	55,873	56,886	(1,013)	-1.8%	
1,824	1,949	1,592	357	18.3%	33	TECH	801235	Telecommunications	20,221	19,650	17,973	1,677	8.5%	Timing variance.
48	0	0	0	0.0%	33	TECH	801245	Tech & Data - Misc	48	400	181	220	54.9%	Timing variance.
0	100	0	100	100.0%	33	TECH	801250	Services	191	1,174	688	486	41.4%	Timing variance.
1,421	188	0	188	100.0%	33	TECH	801275	Online Service Providers	12,533	10,493	10,288	204	1.9%	
12,390	12,786	11,181	1,418	11.1%				Subtotal	134,165	141,330	145,327	(4,201)	-3.0%	
								General:						
385	500	470	30	6.1%	15	FIN	801310	Bank Charges	5,107	5,117	5,124	(7)	-0.1%	
875	910	891	19	2.1%	35	CMS	801315	Bibliographical Services	9,628	9,895	9,799	96	1.0%	
0	0	0	0	0.0%	35	CMS	801320	Binding	0	12,500	0	12,500	100.0%	Shipment delayed; will receive and expense in June.

Los Angeles County Law Library
Income Statement for the Period Ending May 31, 2022
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May 2021	May 2022				FY 2020-21	FY 2021-22 YTD					Comments	
	Actual	Amended Budget	Actual	\$ Fav (Unf)		% Fav (Unf)	YTD Actual	Amended Budget	Actual	\$ Fav (Unf)		% Fav (-)
0	83	77	6	7.7%	17 EXEC 801325	Board Expense	37	467	225	242	51.9%	Timing variance.
175	1,500	57	1,443	96.2%	37 COM 801330	Staff meals & events	2,745	4,496	2,579	1,917	42.6%	Limited due to pandemic restrictions
1,088	1,100	284	816	74.2%	15 FIN 801335	Supplies - Office	3,150	8,725	5,578	3,147	36.1%	Timing variance.
0	0	0	0	0.0%	35 CMS 801337	Supplies - Library materials	6,642	9,073	6,589	2,485	27.4%	
0	250	0	250	100.0%	37 COM 801340	Stationery, business cards, etc.	0	500	0	500	100.0%	No additional expenses expected.
0	0	0	0	0.0%	25 PS 801365	Grant Application Expenses	0	15,000	14,675	325	2.2%	
317	1,500	531	969	64.6%	33 IT 801370	Copy Center Expense	3,001	11,867	7,721	4,147	34.9%	
0	0	58	(58)	0.0%	15 FIN 801375	General - Misc	0	11,389	11,181	207	1.8%	
700	542	1,110	(568)	-104.8%	25 PS 801390	Course Registration	14,840	7,310	9,800	(2,490)	-34.1%	Reflects one-time funding class subsidy.
250	0	0	0	0.0%	17 EXEC 801395	Friends of Law Library	3,513	537	8,372	(7,835)	-1459.8%	GALA related expenses.
3,790	6,386	3,477	2,908	45.5%		Subtotal	48,664	96,876	81,642	15,234	15.7%	
						Professional Development:						
0	1,150	1,752	(602)	-52.4%	ALL 803105	Travel	0	3,445	1,752	1,693	49.1%	Includes EJC related costs.
0	0	0	0	0.0%	ALL 803110	Meals	0	0	0	0	0.0%	
0	0	0	0	0.0%	ALL 803113	Incidental and miscellaneous	0	0	0	0	0.0%	
0	4,900	622	4,278	87.3%	ALL 803115	Membership dues	6,740	13,556	9,338	4,218	31.1%	Timing variance.
648	654	1,050	(396)	-60.6%	ALL 803120	Registration fees	2,635	4,965	2,128	2,837	57.1%	Includes EJC related costs.
0	0	0	0	0.0%	ALL 803125	Educational materials	0	0	0	0	0.0%	
648	6,704	3,424	3,280	48.9%		Subtotal	9,375	21,966	13,218	8,748	39.8%	
						Communications & Marketing:						
2	2	2	0	0.5%	37 COM 803205	Services	22	22	18	4	18.4%	Timing variance.
0	1,083	0	1,083	100.0%	37 COM 803210	Collateral materials	0	4,667	0	4,667	100.0%	Budgeted one-time funding deferred to FY23
1,000	1,333	550	783	58.8%	37 COM 803215	Advertising	1,515	4,167	600	3,567	85.6%	Budgeted one-time funding deferred to FY23
0	0	0	0	0.0%	37 COM 803220	Trade shows & Outreach	0	0	0	0	0.0%	
1,002	2,419	552	1,867	77.2%		Subtotal	1,537	8,855	618	8,237	93.0%	
						Travel & Entertainment						
0	0	0	0	0.0%	ALL 803305	Travel	0	0	0	0	0.0%	
0	0	0	0	0.0%	ALL 803310	Meals	0	0	0	0	0.0%	
0	0	0	0	0.0%	ALL 803315	Entertainment	0	0	0	0	0.0%	
0	67	0	67	100.0%	ALL 803320	Ground transportation & mileage reimb.	108	356	46	310	87.0%	Lower travel usage to branch locations.
0	0	0	0	0.0%	ALL 803325	Incidental travel expenses	0	0	0	0	0.0%	
0	67	0	67	100.0%		Subtotal	108	356	46	310	87.0%	
						Professional Services						
0	0	22	(22)	0.0%	15 FIN 804005	Accounting	20,455	22,895	22,917	(22)	-0.1%	
1,360	2,100	2,100	0	0.0%	17 EXEC 804008	Consulting Services	22,641	20,880	20,880	0	0.0%	
0	31,930	0	31,930	100.0%	17 EXEC 804010	Legal	2,025	66,860	2,084	64,777	96.9%	Delay in OTF projects.
65	1,233	0	1,233	100.0%	15 FIN 804015	Other	260	4,112	1,310	2,802	68.1%	Timing variance.
1,425	35,263	2,122	33,142	94.0%		Subtotal	45,381	114,747	47,191	67,556	58.9%	
						Depreciation:						
180,699	174,576	171,508	3,068	1.8%	15 FIN 806105	Depreciation - Library Materials	2,043,230	1,957,096	1,943,521	13,575	0.7%	
23,074	23,333	22,663	670	2.9%	15 FIN 806110	Depreciation Exp - FF&E	256,353	255,547	252,115	3,432	1.3%	
203,773	197,909	194,171	3,738	1.9%		Subtotal	2,299,582	2,212,643	2,195,636	17,007	0.8%	
620,411	808,454	689,197	119,257	14.8%		Total Expense	7,803,813	8,484,745	7,963,430	521,315	6.1%	
127,619	(153,379)	(54,849)	98,530	-64.2%		Net Income Before Extraordinary Items	(1,082,497)	(1,433,003)	(1,024,481)	408,521	28.5%	

Los Angeles County Law Library
Income Statement for the Period Ending May 31, 2022
(Provisional and subject to year-end audit adjustments)

May 2021	May 2022			
	Amended Budget	Actual	\$ Fav (Unf)	% Fav (Unf)
2,868	(1,667)	11,492	13,159	-789.5%
0	0	0	0	0.0%
0	0	0	0	0.0%
<u>130,488</u>	<u>(155,046)</u>	<u>(43,357)</u>	<u>111,689</u>	<u>-72.0%</u>

15	FIN	321000	Investment Gain (Loss) ¹
17	EXEC	401000	Extraordinary Income
17	EXEC	901000	Extraordinary Expense
			Net Income Including Extraordinary Items

Capital Expenditures:

39	FAC	161100	Furniture / Appliances (>3k)
33	TECH	161300	Electronics / Computer Hardware (>3k)
39	FAC	164500	Exterior Building Repairs/ Improvements (>3k)
39	FAC	164000	Interior Improvements / Alterations (>3k)
33	TECH	168000	Computer Software
			Total - Capitalized Expenditures

CalPERS CERBT Trust Fund:

Beginning Balance	2,355,534
Administrative Expense	(97)
Investment Expense	(71)
Unrealized Gain/Loss Distribution	(1,176)
Ending Balance	<u>2,354,191</u>

FY 2020-21	FY 2021-22 YTD				Comments
	YTD Actual	Amended Budget	Actual	\$ Fav (Unf)	
6,908	(18,400)	(55,313)	(36,913)	200.6%	Reflects gains/loss if sold at time of report (before maturity)
1,354,174	3,175,330	3,175,330	0	0.0%	One-time backfill funding from the State.
0	0	0	0	0.0%	
<u>278,584</u>	<u>1,723,926</u>	<u>2,095,535</u>	<u>371,609</u>	<u>21.6%</u>	

0	0	0	0	0.0%	
0	145,000	7,715	137,285	94.7%	Delay in CapEx purchase/completion.
0	0	0	0	0.0%	
0	220,000	0	220,000	100.0%	Delay in CapEx purchase/completion.
0	10,000	0	10,000	100.0%	Delay in CapEx purchase/completion.
0	375,000	7,715	367,285	97.9%	

¹ UBS interest/dividend income and gains/losses is consolidated into Investment Gain (Loss) effective FY 2016. It was also moved to "non-operating income" section of the budget as recommended by outside auditors.

Los Angeles County Law Library

Statement of Cash Flows

As of May 31, 2022

(Provisional and subject to year-end audit adjustments)

	5/31/2022	YTD
Cash flows from operating activities		
L.A. Superior court fees	554,112	5,966,643
Parking fees	44,416	502,063
Library services	27,502	3,464,395
(Increase) decrease in accounts receivable	49,446	96,569
(Increase) decrease in other receivable	7,525	(6,976)
Increase (decrease) in borrowers' deposit	(4,390)	9,152
Cash received from filing fees and services	678,611	10,031,846
Facilities	(85,798)	(793,100)
Technology	(11,181)	(145,327)
General	(3,477)	(81,642)
Professional development	(3,424)	(13,218)
Communications & marketing	(552)	(618)
Travel & entertainment	-	(46)
Professional services	(2,122)	(47,191)
Electronic Resource Subscriptions (ERS)	(56,732)	(566,691)
(Increase) decrease in prepaid expenses	54,295	(42,643)
Increase (decrease) in accounts payable	5,513	(95,345)
Increase (decrease) in other liabilities	-	-
Cash payments to suppliers for goods and services	(103,479)	(1,785,821)
Staff (payroll + benefits)	(331,739)	(4,119,962)
Increase (decrease) in payroll liabilities	(2,988)	8,982
Increase (decrease) in accrued sick and vacation liability	-	(17,703)
Increase (decrease) in OPEB liability	21,665	238,315
Increase (decrease) in net pension liability	8,333	91,663
Cash payments to employees for services	(304,729)	(3,798,705)
Contributions received	-	120,000
Net cash from operating activities	270,403	4,567,320
Cash flow from capital and related financing activities		
Library materials	(136,869)	(1,626,573)
Fixed assets	-	(7,715)
Capital - Work in Progress (WIP)	-	(14,854)
Cash flows from investing activities		
Investment	-	-
Investment earnings	8,318	61,178
Net cash increase (decrease) in cash and cash equivalents	141,851	2,979,355
Cash and cash equivalents, at beginning of period	13,627,354	10,789,850
Cash and cash equivalents, at end of period	13,769,206	13,769,206
Reconciliation of Operating Income to Net Cash from Operating Activities		
Operating income	(63,167)	2,089,671
Adjustments for noncash effects:		
Depreciation	194,171	2,195,636
Extraordinary expense: book write-off		
Changes in operating assets and liabilities:		
(Increase) decrease in accounts receivable	49,446	96,569
(Increase) decrease in other receivable	7,525	(6,976)
(Increase) decrease in prepaid expenses	54,295	(42,643)
Increase (decrease) in accounts payable	5,513	(95,345)
Increase (decrease) in other liabilities	-	-
Increase (decrease) in payroll liabilities	(2,988)	8,982
Increase (decrease) in accrued sick and vacation liability	-	(17,703)
Increase (decrease) in borrowers' deposit	(4,390)	9,152
Increase (decrease) in OPEB liability	21,665	238,315
Increase (decrease) in net pension liability	8,333	91,663
Net cash from operating activities	270,403	4,567,320

LOS ANGELES COUNTY LAW LIBRARY
 June 1, 2022 - June 30, 2022 (CHECKS)
 Account No.: 108000

DATE	PAYEE	FOR	AMOUNT	CHECK NO.
June 3	SYNCB AMAZON	BOOKS	432.70	032380
	KINOKUNIYA BOOK STORES OF AMERICA	BOOKS	762.46	032381
	WILLIAM S HEIN & CO	BOOKS	523.75	032382
	JAMES E BIAVA ** VOIDED *****	REFUND	0.00	032383
	ALFRED ERIC BJORGUM	REFUND	125.00	032384
	BLAND NAVARRO & WEBER LLP	REFUND	400.00	032385
	MARIANNE BORSELLE	REFUND	140.00	032386
	JAMES R BOSTWICK	REFUND	140.00	032387
	TRACY DAWN BOWSMAN-GROTEFEND	REFUND	84.00	032388
	DAVID G BUNN	REFUND	140.00	032389
	WESLEY MITCHELL BURNETT	REFUND	140.00	032390
	TIM MICHAEL CALKINS	REFUND	140.00	032391
	RACHEL MELISSA CORCORAN	REFUND	140.00	032392
	CRAIG TAX FREEZE FREIS	REFUND	125.00	032393
	ANDREA JESSICA HERNANDEZ	REFUND	136.00	032394
	FATIMA YAMILLETH HERNANDEZ	REFUND	140.00	032395
	SAMUEL J JASON	REFUND	140.00	032396
	JAMIE J KIM	REFUND	132.00	032397
	DANIEL JUNYU KING	REFUND	132.00	032398
	ROBERT J KIVO	REFUND	140.00	032399
	AMY P LEE	REFUND	140.00	032400
	OLGA MARICRUZ LOPEZ-HARSTEIN	REFUND	140.00	032401
	RICHARD A LOWE	REFUND	140.00	032402
	RIGOBERTO MELCHOR	REFUND	140.00	032403
	MARIA DELOSANGELES MOJICA	REFUND	70.00	032404
	JENNIE PARK	REFUND	140.00	032405
	JEFFREY KEITH PATRIDGE JR	REFUND	140.00	032406
	KHALIL F RASHEED	REFUND	76.00	032407
	RUSSELL MIRKOVICH & MORROW	REFUND	400.00	032408
	PETER JAMES RYAN	REFUND	140.00	032409
	RAUL SALINAS	REFUND	140.00	032410
	SAM SANI	REFUND	92.00	032411
	DONG SON	REFUND	128.00	032412
	ADAM MICHAEL STEPHENSON	REFUND	140.00	032413
	JAMES TIMOTHY SULLIVAN	REFUND	140.00	032414
	ANDREW TOOT	REFUND	140.00	032415
	CHRISTINE VENTO	REFUND	45.00	032416
	BRETT PHILIP WAKINO	REFUND	140.00	032417
	NATHAN WIRTSCHAFTER	REFUND	140.00	032418
	AT&T	TELECOM	499.62	032419
METROLINK	TMP	406.00	032420	
TOTAL COMPENSATION SYSTEMS, INC	PREPAID EXP	922.50	032421	
WOODS MAINTENANCE SERVICES, INC	JANITORIAL SVCS	175.00	032422	
June 7				

8,887.03

LOS ANGELES COUNTY LAW LIBRARY
 June 1, 2022 - June 30, 2022 (CHECKS)
 Account No.: 108000

DATE	PAYEE	FOR	AMOUNT	CHECK NO.
June 10	JAMES E BIAVA	REFUND	140.00	032423
	GAUNT	BOOKS	240.71	032424
	OTTO HARRASSOWITZ	BOOKS	3,786.95	032425
	LAW REPORTS INTERNATIONAL LTD	BOOKS	330.00	032426
	NIBONDH & COMPANY LIMITED	BOOKS	740.00	032427
	RPCD DBA SMARTRULES	BOOKS	6,745.47	032428
June 13	COUNTY OF LOS ANGELES	BANK CHARGES	62.59	032429
	DIGITAL INSURANCE LLC	CONSULTING	2,100.00	032430
	LIFTECH ELEVATOR SERVICES INC	ELEVATOR MAINT	966.00	032431
	MARK ANTHONY BALASZI	REFUND	140.00	032432
	SARAH ELOISA CORTEZ	REFUND	140.00	032433
	WANDA JOYCE ODEN MEYERS	REFUND	140.00	032434
	DOUGLAS W OTTO	REFUND	140.00	032435
	LILIANA POLANIA	REFUND	62.00	032436
	LAUREN ARIANNA SHENIAN	REFUND	140.00	032437
	DAVID MAGEN WEINSTEIN	REFUND	125.00	032438
	ANTHONY F WITTEMAN	REFUND	125.00	032439
June 14	STATE BAR OF CALIFORNIA	COURSE REGISTRAT	360.00	032440
	CALIFORNIA DEPARTMENT OF TAX	USE TAX	762.00	032441
June 23	SYNCB AMAZON	BOOKS	631.33	032442
June 24	SYNCB AMAZON	BOOKS	235.97	032443
	BANKS & JORDAN	BOOKS	136.16	032444
	LEXISNEXIS CANADA INC	BOOKS	553.46	032445
	QUALITY CODE PUBLISHING	BOOKS	35.00	032446
June 27	JEAN-PAUL BUCHANAN	REFUND	140.00	032447
	ELIOT LEE GROSSMAN	REFUND	125.00	032448
	ASHKAN KARIMI	REFUND	140.00	032449
	FRANK ORNELAS LOPEZ	REFUND	136.00	032450
	JENNY SEON	REFUND	140.00	032451
	FOSTER TEPPER	REFUND	140.00	032452
	CARL ANTHONY WAYNE	REFUND	132.00	032453
	MICHAEL R WILKINSON	REFUND	140.00	032454
	HELEN MEINA YUAN	REFUND	140.00	032455
	BUREAU OF STREET LIGHTING	BLDG SVCS	2,738.97	032456
	GUARDIAN	PREPAID EXP	7,909.38	032457
	WOODS MAINTENANCE SERVICES, INC	JANITORIAL SVCS	350.00	032458
June 28	ARNOLD & PORTER & KAYE SCHOLER	REFUND	400.00	032459
	GARVIN DE GALE	REFUND	92.00	032460

40,370.02

LOS ANGELES COUNTY LAW LIBRARY
June 1, 2022 - June 30, 2022 (CHECKS)
Account No.: 102001

DATE	PAYEE	FOR	AMOUNT	CHECK NO.
June 2	LIBRARY WORKS	REGISTRATION FEE	49.00	V007025
June 3	AMERICAN BAR ASSOCIATION	BOOKS	752.22	V006905
	STATE BAR OF ARIZONA	BOOKS	103.00	V006906
	WOLTERS KLUWER LAW & BUSINESS	BOOKS	65.70	V006907
	BUILDERS BOOK INC BOOKSTORE	BOOKS	4,915.10	V006908
	CONTINUING EDUCATION OF THE BAR CAL	BOOKS	568.34	V006909
	GREY HOUSE PUBLISHERS	BOOKS	638.00	V006910
	JURIS PUBLISHING INC	BOOKS	108.19	V006911
	JURISNET LLC	BOOKS	615.83	V006912
	LAW JOURNAL PRESS	BOOKS	6,721.32	V006913
	LEXISNEXIS ONLINE SERVICES	BOOKS	16,637.25	V006914
	PRACTISING LAW INSTITUTE	BOOKS	705.68	V006915
	THOMSON REUTERS TAX & ACCOUNTING	BOOKS	2,887.55	V006916
	ABD OFFICE SOLUTIONS	COPY CENTER	235.40	V006917
	ALTA FOODCRAFT	KITCHEN SUPPLIES	208.60	V006918
	BULBS.COM	REPAIR/MAINT	128.90	V006919
	GRAINGER	REPAIR & MAINENTA	329.35	V006920
	GTT COMMUNICATIONS	PREPAID EXP	85.76	V006921
	J P COOKE COMPANY	SUPPLIES-OFFICE	56.96	V006922
	KONICA MINOLTA BUSINESS	COPY CENTER	107.58	V006923
	LA DEPT OF WATER & POWER	WATER/SEWER	242.64	V006924
	NASA SERVICES	BLDG SVCS	569.19	V006925
	PEOPLEG2	RECRUITMENT	117.49	V006926
	PRESTIGE OFFICE SOLUTIONS, INC	COPY CENTER	693.69	V006927
	PURE PROCESS FILTRATION INC.	BLDG SVCS	924.98	V006928
	STATE COMPENSATION	WORKERS COMP	2,015.58	V006929
June 7	SLOAN'S DRY CLEANERS & LAUNDRY	SPECIAL EVENTS EX	44.00	V006943
June 8	ARMIN INNOVATIVE PRODUCTS	BINDING	12,016.76	V006944
June 10	ALI CLE CONTINUING LEGAL EDUCATION	BOOKS	99.00	V006930
	BUILDERS BOOK INC BOOKSTORE	BOOKS	237.57	V006931
	CONTINUING EDUCATION OF THE BAR CAL	BOOKS	1,198.43	V006932
	INGRAM LIBRARY SERVICES	BOOKS	120.15	V006933
	JAMES PUBLISHING INC	BOOKS	163.16	V006934
	LAW JOURNAL PRESS	BOOKS	739.10	V006935
	INSTITUTE OF CONTINUING LEGAL EDUCA	BOOKS	108.50	V006936
	PRACTISING LAW INSTITUTE	BOOKS	469.98	V006937
	VERDICTSEARCH	BOOKS	526.66	V006938
	WEST ACADEMIC	BOOKS	170.82	V006939
	THOMSON REUTERS	BOOKS	90,791.36	V006940
	STATE BAR OF WISCONSIN	BOOKS	51.08	V006941

147,727.88

LOS ANGELES COUNTY LAW LIBRARY
June 1, 2022 - June 30, 2022 (CHECKS)
Account No.: 102001

DATE	PAYEE	FOR	AMOUNT	CHECK NO.
June 13	GOBI LIBRARY SOLUTIONS	BOOKS	508.01	V006942
	STAMPS.COM	DELIVERY & POSTAG	24.99	V006945
June 14	DAILY JOURNAL CORPORATION	ACCOUNTING	21.75	V006946
	ISOLVED BENEFIT SERVICES	PAYROLL/HR BENEFI	78.75	V006947
	LA DEPT OF WATER & POWER	ELECTRIC/FIRE	31,566.40	V006948
	ODP OFFICE SOLUTIONS, LLC	SUPPLIES-OFFICE	81.80	V006949
	PURE PROCESS FILTRATION INC.	BLDG SVCS	961.38	V006950
June 22	CORODATA	BLDG SVCS	56.87	V006951
June 23	LEXISNEXIS MATTHEW BENDER	BOOKS	33,209.86	V006971
June 24	ANDERSON CONTINUING EDUCATION	BOOKS	46.15	V006952
	CONTINUING EDUCATION OF THE BAR CAL	BOOKS	3,083.16	V006953
	PROQUEST LLC COUTTS INFORMATION SER	BOOKS	841.19	V006954
	INTERNATIONAL LAW ASSOCIATION AMERI	BOOKS	175.00	V006955
	JAMES PUBLISHING INC	BOOKS	489.47	V006956
	PRACTISING LAW INSTITUTE	BOOKS	987.59	V006957
	ROWMAN & LITTLEFIELD PUBLISHING GRO	BOOKS	2,686.56	V006958
	UNITED NATIONS PUBLICATIONS	BOOKS	65.08	V006959
	THOMSON REUTERS	BOOKS	833.95	V006960
	GOBI LIBRARY SOLUTIONS	BOOKS	135.98	V006961
	AMERICAN LAW INSTITUTE	BOOKS	571.50	V006962
	CONTINUING EDUCATION OF THE BAR CAL	BOOKS	1,322.75	V006963
	PROQUEST LLC COUTTS INFORMATION SER	BOOKS	872.00	V006964
June 27	JAMES PUBLISHING INC	BOOKS	163.16	V006965
	PRACTISING LAW INSTITUTE	BOOKS	1,130.50	V006966
	THOMSON REUTERS	BOOKS	393.11	V006967
	STATE BAR OF WISCONSIN	BOOKS	80.33	V006968
	GOBI LIBRARY SOLUTIONS	BOOKS	1,080.51	V006969
	BUILDING ELECTRONIC CONTROLS INC	PREPAID EXP	213.75	V006972
	GOOD GUARD SECURITY, INC	SECURITY	17,368.00	V006973
June 30	GRAINGER	EQUIPMENT (<\$3K)	253.16	V006974
	ODP OFFICE SOLUTIONS, LLC	SUPPLIES-OFFICE	125.40	V006975
	UPS	DELIVERY & POSTAG	957.30	V006976
	STAMPS.COM	DELIVERY & POSTAG	300.00	V006989

247,905.28

LOS ANGELES COUNTY LAW LIBRARY
June 1, 2022 - June 30, 2022 (WARRANTS)
Account No.: 102000

DATE	PAYEE	FOR	AMOUNT	CHECK NO.
June 13	ROMERO MAINTENANCE LLC	JANITORIAL SVCS	10,749.14	TS00317630

10,749.14

LA Law Library
Fiscal Year Quarterly Statistics

	FY19 4th Quarter	FY20 4th Quarter	FY21 4th Quarter	FY22 1st Quarter	FY22 2nd Quarter	FY22 3rd Quarter	FY22 4th Quarter	FY22 Totals	FY22 4th Quarter Notes
Reference and Research									
<i>Reference and Research responds to user requests for Library materials in-person, mail and electronic</i>									
Desk Inquiries	5,745	0	191	2,413	2,923	3,047	4,543	12,926	
Tuesday 6pm to 8pm - All Queries	92	0	0	0	0	0	0	0	Not applicable due to library closure
Phone	1,474	1,504	3,395	3,132	2,627	2,573	2,946	11,278	
Email/ Live Chat	469	1,603	2,135	1,879	1,363	794	1,050	5,086	
By Mail	57	73	67	56	51	52	35	194	
Global Law Inquires	25	0	0	0	0	12	36	48	
Global Law Web Inquires	14	0	0	0	0	0	0	0	
e-Branch Chat	43	0	0	0	0	0	0	0	Not applicable due to computer maintenance
e-Branch Email	0	0	0	0	0	0	0	0	Not applicable due to computer maintenance
Totals	7,919	3,180	5,788	7,480	6,964	6,478	8,610	29,532	
Circulation Services									
<i>The Circulation Desk responds to requests for computer sign-up, books on reserve, placing books on hold, questions about overdue fines and lost items, paging materials needed from closed stacks as well as</i>									
Desk Inquiries	5,566	0	395	2,125	2,966	2,938	3,388	11,417	
Phone Inquiries	2,247	405	1,901	1,202	1,286	820	934	4,242	Also Includes emails
Totals	7,813	405	2,296	3,327	4,252	3,758	4,322	15,659	
Books Circulated	1,865	78	617	893	833	985	970	3,681	
Library Card Sign-ups	478	0	20	203	187	296	254	940	
Members Program - Active Members	323	260	216	222	221	230	234		
Public Terminal Logins	6,665	0	148	1,675	1,669	6,960	2,089	12,393	
Document Delivery / E-Delivery/Copies									
<i>Document Delivery responds to requests for materials from the LA Law Library collection. Copy Center responds to requests for photocopies, printouts from our computers as well as from the microfiche reader-</i>									
Phone Inquiries	569	150	295	337	639	392	554	1,922	
In-Person	2,508	0	65	475	636	554	737	2,402	
Email (Includes Members Program)	336	907	1,218	978	815	774	692	3,259	
Totals	3,476	1,057	1,578	1790	2,090	1720	1,983	7,583	
Pages Delivered	12,096	6,648	9,660	8,698	8,150	9,062	10,527	36,437	
Copies Made (Main Library)	76,600	0	6,703	54,679	54,681	30,943	58,713	199,016	
Collection Management Services									

LA Law Library
Fiscal Year Quarterly Statistics

	FY19 4th Quarter	FY20 4th Quarter	FY21 4th Quarter	FY22 1st Quarter	FY22 2nd Quarter	FY22 3rd Quarter	FY22 4th Quarter	FY22 Totals	FY22 4th Quarter Notes
<i>Collection Management handles all new acquisitions, continuation and updates, as well as any volumes that are withdrawn from the collection.</i>									
New Titles Added	430	113	145	108	159	218	204	689	
Print Volumes Added	1,811	832	1,693	1,963	1,626	1,827	1,588	7,004	
New Serials	27	5	6	7	17	42	6	72	
Non-Print Media Added	109	8	112	2,462	32	25	1,189	3,708	
Records Cataloged/Updated	373	1,644	776	701	152	148	275	1,276	
Print & Non-Print Withdrawn	955	175	350	403	398	450	378	1,629	
Brief Scanning Project									
Briefs Logged (Google)	16,800	0	0	0	0	0	0	0	resume in 2023.
Website Statistics									
Visitors	29,734	21,720	33,494	23,918	26,298	27,141	27,444	104,801	
Visits (previously counted as "Pages Viewed")	84,545	61,626	70,939	71,688	84,078	81,407	78,104	315,277	
Average Daily Visits	334	238	318	283	292	283	258	1,116	
Average Duration	4:40	3:08	2:34	2:53	3:23	3:08	0	1	
Visitors: US	97.88%	95.63%	83.21%	92.87%	94.56%	95.34%	95	98	
Visitors: International / Unspecified	2.12%	4.37%	16.79%	7.13%	5.44%	4.66%	5	5	
Training and Events (Includes Online,Prerecorded/Live via ZOOM)									
Public Classes Held Online									
Internal speaker	0	33	20	20	33	24	38	115	
Guest speaker	0	50	101	107	146	92	104	449	
MCLE Classes Held Online	0								
Internal speaker	0	0	0	0	0	0	0	0	
Guest speaker	0	0	20	19	29	31	31	110	
Clinics/ Workshops Held Online	0	3	1	3	1	1	1	6	LITL continuously offered telephonically
Public Classes Held at Main & Branches									
Internal speaker	43	0	0	0	0	0	2	2	
Guest speaker	37	0	0	0	7	0	5	12	
MCLE Classes Held									
Internal speaker	0	0	0	0	0	0	0	0	Not applicable due to library closure
Guest speaker	8	0	0	0	0	0	0	0	Not applicable due to library closure
Clinics/ Workshops Held	50	0	0	0	3	0	3	6	LITL Offered In-Person
Totals	138	86	142	149	219	148	184	700	
Class Attendance in Person Total (Estimated)	2,423	0	0	0	291	0	257	548	Includes LITL
Live Class Attendance: Online/Remote	N/A		777	649	762	316	529	2,256	Includes LITL
Live Class Registration: Online/Remote		1,202	1519	1,422	1,558	607	1,058	4,645	Includes LITL
Number of plays of prerecorded Classes		1,327	NA	110	1,668	1,383	1,031	4,192	
Class Attendance Branches (Estimated)		0	0	0	0	0	0	0	Not applicable due to library closure
Visits to Main Branch									
Number of Patron Visits (front door)	25,632	0	0	26,515	23,977	21,199	14,047	85,738	Figures for 1st-3rd Q are overstated due to extra staff and security activity at front door.

MEMORANDUM

DATE: July 27, 2022

TO: Board of Law Library Trustees

FROM: Marcelino Juarez, Finance Manager

VIA: Sandra J. Levin, Executive Director

RE: Approval of The Pun Group, LLP Engagement Letter to Audit the Law Library’s Financial Statements for FY2021-22

SUMMARY

The Board is asked to approve The Pun Group, LLP’s engagement to audit the Law Library’s financial statements for the fiscal year ended 6/30/22 and accept the auditor’s required communication, AU-C260 planning letter.

ANALYSIS AND DETAIL

On July 22, 2020 and following an RFP process the Board selected The Pun Group, LLP as its financial auditor beginning with fiscal year ending June 30, 2020. The RFP called for, and The Pun Group responded with, fee proposals for fiscal years 2019-20, 2020-21 and 2021-22. The Pun Group has proposed terms and conditions to audit the Law Library’s financial statements for the fiscal year 2021-22 (see attached). Except for the dates and fee amount, the body of the proposed letter is identical to last year’s letter.

As previously proposed in their response to our RFP, The Pun Group, LLP requests a fixed fee of \$19,000 for the fiscal year 2021-22 financial audit. Pursuant to the Library’s Governance Resolution, the Board must ratify the engagement and will be responsible for approving the audit report that results. Should the Board adopt Staff’s recommendation; the audit field work will be scheduled to begin on the week of August 22nd. The audit report is expected to be presented to the Board at its October 26, 2022 meeting.

In addition, and prior to the audit field work, staff also requests the Board accept the auditor’s required communication, AU-C260 planning letter (see attached).

RECOMMENDATION

Staff recommends that the Board approve and authorize execution of the attached engagement letter and accept the auditor’s required communication, AU-C260 planning letter.



July 6, 2022

200 E. Sandpointe Avenue, Suite 600
Santa Ana, California 92707

To Los Angeles County Law Library
301 W. 1st Street
Los Angeles, CA 90012

www.pungroup.cpa

RE: Engagement of The Pun Group, LLP (the “Firm”)

We are pleased to confirm our understanding of the services we are to provide the Los Angeles County Law Library (the “Library”) for the year ended June 30, 2022.

Audit Scope and Objectives

We will audit the financial statements of the business-type activities including the related notes to the financial statements, which collectively comprise the basic financial statements of the Library as of and for the year ended June 30, 2022.

Accounting standards generally accepted in the United States of America (“GAAP”) provide for certain Required Supplementary Information (“RSI”), such as Management’s Discussion and Analysis (“MD&A”), to supplement the Library’s basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. As part of our engagement, we will apply certain limited procedures to the Library’s RSI in accordance with auditing standards generally accepted in the United States of America (“GAAS”). These limited procedures will consist of inquiries of management regarding the methods of preparing the information and comparing the information for consistency with management’s responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We will not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance. The following RSI is required by U.S. generally accepted accounting principles and will be subjected to certain limited procedures, but will not be audited:

- 1) Management’s Discussion and Analysis
- 2) Schedule of the Law Library’s Proportionate Share of the Net Pension Liability
- 3) Schedule of Contributions – Pensions
- 4) Schedule of Changes in Net Other Postemployment Benefits Liability and Related Ratios
- 5) Schedule of Contributions – Other Postemployment Benefits Plan

The objectives of our audit are to obtain reasonable assurance as to whether the financial statements as a whole are free from material misstatement, whether due to fraud or error; and issue an auditor’s report that includes our opinions as to whether your financial statements are fairly presented, in all material respects, in conformity with GAAP. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS and *Government Auditing Standards* will always detect a material misstatement when it exists. Misstatements, including omissions, can arise from fraud or error and are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment of a reasonable user made based on the financial statements.

The objective also includes reporting on internal control over financial reporting and compliance with provisions of laws, regulations, contracts, and award agreements, noncompliance with which could have a material effect on the financial statements in accordance with *Government Auditing Standards*.

Auditor's Responsibilities for the Audit of the Financial Statements

We will conduct our audit in accordance with GAAS; the standards for financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States, and will include tests of the accounting records of the Library and other procedures we consider necessary to enable us to express such opinions. As part of an audit in accordance with GAAS and *Government Auditing Standards*, we exercise professional judgment and maintain professional skepticism throughout the audit.

We will evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management. We will also evaluate the overall presentation of the financial statements, including the disclosures, and determine whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation. We will plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether from (1) errors, (2) fraudulent financial reporting, (3) misappropriation of assets, or (4) violations of laws or governmental regulations that are attributable to the government or to acts by management or employees acting on behalf of the government. Because the determination of waste and abuse is subjective, *Government Auditing Standards* do not expect auditors to provide reasonable assurance of detecting waste or abuse.

Because of the inherent limitations of an audit, combined with the inherent limitations of internal control, and because we will not perform a detailed examination of all transactions, an unavoidable risk exists that some material misstatements or noncompliance may exist and not be detected by us, even though the audit is properly planned and performed in accordance with U.S. generally accepted auditing standards and *Government Auditing Standards*. In addition, an audit is not designed to detect immaterial misstatements or violations of laws or governmental regulations that do not have a direct and material effect on the financial statements or on major programs. However, we will inform the appropriate level of management of any material errors, any fraudulent financial reporting, or misappropriation of assets that come to our attention. We will also inform the appropriate level of management of any violations of laws or governmental regulations that come to our attention, unless clearly inconsequential. Our responsibility as auditors is limited to the period covered by our audit and does not extend to any later periods for which we are not engaged as auditors.

We will also conclude, based on the audit evidence obtained, whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the government's ability to continue as a going concern for a reasonable period of time.

Our procedures will include tests of documentary evidence supporting the transactions recorded in the accounts, and may include tests of the physical existence of inventories, and direct confirmation of receivables and certain other assets and liabilities by correspondence with selected individuals, funding sources, creditors, and financial institutions. We will also request written representations from your attorneys as part of the engagement.

Our audit of financial statements does not relieve you of your responsibilities.

Audit Procedures – Internal Control

We will obtain an understanding of the government and its environment, including internal control relevant to the audit, sufficient to identify and assess the risks of material misstatement of the financial statements, whether due to error or fraud, and to design and perform audit procedures responsive to those risks and obtain evidence that is sufficient and appropriate to provide a basis for our opinions. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentation, or the override of internal control. Tests of controls may be performed to test the effectiveness of certain controls that we consider relevant to preventing and detecting errors and fraud that are material to the financial statements and to preventing and detecting misstatements resulting from illegal acts and other noncompliance matters that have a direct and material effect on the financial statements. Our tests, if performed, will be less in scope than would be necessary to render an opinion on internal control and, accordingly, no opinion will be expressed in our report on internal control issued pursuant to *Government Auditing Standards*. An audit is not designed to provide assurance on internal control or to identify significant deficiencies or material weaknesses. Accordingly, we will express no such opinion. However, during the audit, we will communicate to management and those charged with governance internal control related matters that are required to be communicated under AICPA professional standards and *Government Auditing Standards*.

Audit Procedures – Compliance

As part of obtaining reasonable assurance about whether the financial statements are free of material misstatement, we will perform tests of the Library's compliance with the provisions of applicable laws, regulations, contracts, agreements, and grants. However, the objective of our audit will not be to provide an opinion on overall compliance and we will not express such an opinion in our report on compliance issued pursuant to *Government Auditing Standards*.

Other Nonaudit Services

We will also assist in preparing the financial statements and related notes, GASB 68/75 worksheets and journal entries of the Library in conformity with accounting principles generally accepted in the United States of America based on information provided by you. These nonaudit services do not constitute an audit under *Government Auditing Standards* and such services will not be conducted in accordance with *Government Auditing Standards*. We will perform the services in accordance with applicable professional standards. The other services are limited to the financial statement services previously defined. We, in our sole professional judgment, reserve the right to refuse to perform any procedure or take any action that could be construed as assuming management responsibilities.

You agree to assume all management responsibilities relating to the financial statements and related notes and any other nonaudit services we provide. You will be required to acknowledge in the management representation letter our assistance with preparation of the financial statements and related notes and that you have reviewed and approved the financial statements and related notes prior to their issuance and have accepted responsibility for them. Further, you agree to oversee the nonaudit services by designating an individual, preferably from senior management, with suitable skill, knowledge, or experience; evaluate the adequacy and results of those services; and accept responsibility for them.

Responsibilities of Management for the Financial Statement

Our audit will be conducted on the basis that you acknowledge and understand your responsibility for designing, implementing, establishing, and maintaining effective internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error, and for evaluating and monitoring ongoing activities to help ensure that appropriate goals and objectives are met; following laws and regulations; and ensuring that management and financial information is reliable and properly reported. Management is also responsible for implementing systems designed to achieve compliance with applicable laws, regulations, contracts, and grant agreements. You are also responsible for the selection and application of accounting principles, for the preparation and fair presentation of the financial statements and all accompanying information in conformity with accounting principles generally accepted in the United States of America, and for compliance with applicable laws and regulations and the provisions of contracts and grant agreements.

Management is responsible for making drafts of financial statements, all financial records, and related information available to us and for the accuracy and completeness of that information (including information from outside of the general and subsidiary ledgers). You are also responsible for providing us with (1) access to all information of which you are aware that is relevant to the preparation and fair presentation of the financial statements, such as records, documentation, identification of all related parties and all related-party relationships and transactions, and other matters; (2) additional information that we may request for the purpose of the audit; and (3) unrestricted access to persons within the government from whom we determine it necessary to obtain audit evidence. At the conclusion of our audit, we will require certain written representations from you about your responsibilities for the financial statements; compliance with laws, regulations, contracts, and grant agreements; and other responsibilities required by GAAS and *Government Auditing Standards*.

Your responsibilities include adjusting the financial statements to correct material misstatements and confirming to us in the management representation letter that the effects of any uncorrected misstatements aggregated by us during the current engagement and pertaining to the latest period presented are immaterial, both individually and in the aggregate, to the financial statements of each opinion unit as a whole.

You are responsible for the design and implementation of programs and controls to prevent and detect fraud, and for informing us about all known or suspected fraud affecting the government involving (1) management, (2) employees who have significant roles in internal control, and (3) others where the fraud could have a material effect on the financial statements. Your responsibilities include informing us of your knowledge of any allegations of fraud or suspected fraud affecting the government received in communications from employees, former employees, grantors, regulators, or others. In addition, you are responsible for identifying and ensuring that the government complies with applicable laws, regulations, contracts, agreements, and grants and for taking timely and appropriate steps to remedy fraud and noncompliance with provisions of laws, regulations, contracts, and grant agreements that we report.

Management is responsible for establishing and maintaining a process for tracking the status of audit findings and recommendations. Management is also responsible for identifying and providing report copies of previous financial audits, attestation engagements, performance audits, or other studies related to the objectives discussed in the Audit Objectives section of this letter. This responsibility includes relaying to us corrective actions taken to address significant findings and recommendations resulting from those audits, attestation engagements, performance audits, or studies. You are also responsible for providing management's views on our current findings, conclusions, and recommendations, as well as your planned corrective actions, for the report, and for the timing and format for providing that information.

Third-Party Service Provider

We may from time to time, and depending on the circumstances, use third-party service providers in serving your account. We may share confidential information about you with these service providers, but remain committed to maintaining the confidentiality and security of your information. Accordingly, we maintain internal policies, procedures, and safeguards to protect the confidentiality of your personal information. In addition, we will secure confidentiality agreements with all service providers to maintain the confidentiality of your information and we will take reasonable precautions to determine that they have appropriate procedures in place to prevent the unauthorized release of your confidential information to others. In the event that we are unable to secure an appropriate confidentiality agreement, you will be asked to provide your consent prior to the sharing of your confidential information with the third-party service provider. Furthermore, we will remain responsible for the work provided by any such third-party service providers.

Assistance By Your Personnel

We understand that your employees will prepare all cash, accounts receivable, or other confirmations we request and will locate any documents selected by us for testing. We will ask that your personnel, to the extent possible, prepare required schedules and analyses, and make selected invoices and other required documents available to our staff. This assistance by your personnel will serve to facilitate the progress of our work and minimize our time requirements.

Independence

Professional standards require that a firm and its members maintain independence throughout the duration of the professional relationship with a client. In order to preserve the integrity of our relationship, no offer of employment shall be discussed with any the Firm's professionals assigned to the audit, during the one year period prior to the commencement of the year end audit. Should such an offer of employment be made, or employment commences during the indicated time period, we will consider this an indication that our independence has been compromised. As such, we may be required to recall our auditors' report due to our lack of independence. In the event additional work is required to satisfy independence requirements, such work will be billed at our standard hourly rates.

Reporting Distribution and Other

We will provide copies of our reports to the Library, management is responsible for distribution of the reports and the financial statements. Unless restricted by law or regulation, or containing privileged and confidential information, copies of our reports are to be made available for public inspection.

Access to Working Papers

The audit documentation for this engagement is the property of the Firm and constitutes confidential information. However, subject to applicable laws and regulations, audit documentation and appropriate individuals will be made available upon request and in a timely manner to the Regulator or its designee, a federal agency providing direct or indirect funding, or the U.S. Government Accountability Office for purposes of a quality review of the audit, to resolve audit findings, or to carry out oversight responsibilities. We will notify you of any such request. If requested, access to such audit documentation will be provided under the supervision of the Firm personnel. Furthermore, upon request, we may provide copies of selected audit documentation to the aforementioned parties. These parties may intend, or decide, to distribute the copies or information contained therein to others, including other governmental agencies.

The audit documentation for this engagement will be retained for a minimum of seven years after the report release date or for any additional period requested by the U.S. Department of Justice. If we are aware that a federal awarding agency, pass-through entity, or auditee is contesting an audit finding, we will contact the party(ies) contesting the audit finding for guidance prior to destroying the audit documentation.

The Firm is required to undergo a “peer review” every three years. During the course of a peer review engagement, selected working papers and financial reports, on a sample basis, will be inspected by an outside party on a confidential basis. Consequently, the accounting and/or auditing work we performed for you may be selected. Your signing this letter represents your acknowledgement and permission to allow such access should your engagement be selected for review. As a result of our prior or future services to you, we may be required or requested to provide information or documents to you or a third-party in connection with a legal or administrative proceeding (including a grand jury investigation) in which we are not a party. If this occurs, our efforts in complying with such request or demands will be deemed a part of this engagement and we shall be entitled to compensation for our time and reimbursement for our reasonable out-of-pocket expenditures (including legal fees) in complying with such request or demand. This is not intended, however, to relieve us of our duty to observe the confidentiality requirements of our profession.

Fees

Our fee for these services will be \$19,000 for the year ended June 30, 2022. Our fees are based on certain assumptions, including the required assistance described above. To the extent that certain circumstances included but not limited to those listed in Appendix A, arise during the engagement, our fee estimate may be significantly affected and additional fees may be necessary. Additional services provided beyond the described scope of services will be billed separately.

Our invoices for these fees will be rendered each month as work progresses and are payable on presentation. In accordance with our firm policies, work may be suspended if your account becomes 60 days or more overdue and may not be resumed until your account is paid in full. If we elect to terminate our services for nonpayment, our engagement will be deemed to have been completed upon written notification of termination, even if we have not completed our report(s). You will be obligated to compensate us for all time expended and to reimburse us for all out-of-pocket costs through the date of termination.

If the Library is required to undergo a single audit in accordance with the Federal Single Audit Act and the Uniform Guidance, there will be an additional fee of \$4,000 for each major program. The number of programs determined to be a major program will be based on the determination required by the Uniform Guidance and will be discussed with you prior to commencement of any audit work.

The above fee is based on anticipated cooperation from your personnel and the assumption that unexpected circumstances will not be encountered during the audit. If significant additional time is necessary, we will discuss it with you and arrive at a new fee estimate before we incur the additional costs.

Termination

We acknowledge the Library’s right to terminate our services at any time, and the Library acknowledges our right to resign at any time (including instances where in our judgment, our independence has been impaired or we can no longer rely on the integrity of management), subject in either case to our right to payment for all direct and indirect charges incurred through the date of termination or resignation or thereafter as circumstances and this agreement may require, plus applicable interest, costs, fees and attorneys’ fees.

Dispute Resolution Procedure, Waiver of Jury Trial, Jurisdiction and Venue for All Disputes, and Governing Law

We appreciate the opportunity to serve as the Library's auditor and anticipate a productive, harmonious relationship. If the Library becomes dissatisfied for any reason with the services we have performed or the fees charged, we encourage the Library to bring that to our attention immediately. Most such problems should be remedied by communication and discussion. However, a dispute could arise between us, regarding the construction or application of this agreement and/or the performance of any services under this agreement, which cannot be resolved by discussion. The Library and this Firm believe that such accountant-client disputes are more satisfactorily resolved through confidential, binding arbitration than by litigation in court. Therefore, the Organization and this Firm choose confidential binding arbitration to resolve such disputes. It is understood and agreed that choosing binding arbitration waives a trial by jury.

The place of the confidential binding arbitration will be JAMS in Orange County, California. Arbitration proceedings may be commenced by either the Library or this Firm, by giving all other interested parties written notice; and the proceedings shall be governed by the California Arbitration Act (*Code Civ. Proc.*, § 1281 *et seq.*), except as is otherwise specified herein. The arbitrator must decide all disputes in accordance with the California Arbitration Act, and the applicable rules of JAMS (except to the extent such rules conflict with this arbitration agreement). The arbitrator shall have the power to decide all matters, including legal questions raised by pleading or summary judgment motions. That decision shall be in accordance with California law; and the California *Evidence Code* shall govern all proceedings before the arbitrator. The arbitrator's award shall be final and binding, and a judgment upon the award may be entered and enforced by any court of competent jurisdiction.

By entering into this arbitration agreement, the Library and this Firm expressly waive the right to commence an action in court, except with respect to provisional remedies; and waive the right to trial by jury.

The Library and this Firm each agree to submit to the jurisdiction of any state or federal court in Orange County, California, in any action or proceeding arising out of or relating to the enforcement of the arbitration provisions of this agreement, or for any other purpose. The Library and this Firm agree not to bring any action or proceeding of any kind in any other court. The Library and this Firm waive any defense of inconvenient forum to the maintenance of any action or proceeding in Orange County, California.

Other Services

We are always available to meet with the Library and/or other management personnel at various times throughout the year to discuss current business, operational, accounting and auditing matters affecting the Library. Whenever such a meeting is desirable, please let us know; we are prepared to provide services to assist the Library in any of these areas.

Most Recent External Quality Control Review

Government Auditing Standards require that we provide the Library with a copy of our most recent external peer review report and any letter of comment, and any subsequent peer review reports and letters of comment received during the period of the contract.

You have requested that we provide you with a copy of our most recent external peer review report and any subsequent reports received during the contract period. Accordingly, our 2021 peer review report accompanies this letter.

Reporting

We will issue a written report upon completion of our audit of the Library 's financial statements. Our report will be addressed to the Board of Trustees of the Library. Circumstances may arise in which our report may differ from its expected form and content based on the results of our audit. Depending on the nature of these circumstances, it may be necessary for us to modify our opinions, add a separate section, or add an emphasis-of-matter or other-matter paragraph to our auditor's report, or if necessary, withdraw from this engagement. If our opinions are other than unmodified, we will discuss the reasons with you in advance. If, for any reason, we are unable to complete the audit or are unable to form or have not formed opinions, we may decline to express opinions or issue reports, or we may withdraw from this engagement.

We will also provide a report (that does not include an opinion) on internal control related to the financial statements and compliance with the provisions of laws, regulations, contracts, and grant agreements, noncompliance with which could have a material effect on the financial statements as required by *Government Auditing Standards*. The report on internal control and on compliance and other matters will state (1) that the purpose of the report is solely to describe the scope of testing of internal control and compliance, and the results of that testing, and not to provide an opinion on the effectiveness of the entity's internal control on compliance, and (2) that the report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the entity's internal control and compliance. The report will also state that the report is not suitable for any other purpose. If during our audit we become aware that the Library is subject to an audit requirement that is not encompassed in the terms of this engagement, we will communicate to management and those charged with governance that an audit in accordance with U.S. generally accepted auditing standards and the standards for financial audits contained in *Government Auditing Standards* may not satisfy the relevant legal, regulatory, or contractual requirements.

Agreement

It is hereby understood and agreed that this engagement is being undertaken solely for the benefit of the Library and that no other person or entity shall be authorized to enforce the terms of this engagement.

If you agree with the terms of our engagement as described in this letter, please sign this letter and return it to us.

We appreciate the opportunity to be of service to Los Angeles County Law Library and believe this letter accurately summarizes the significant terms of our engagement. If you have any questions, please let us know.

Very truly yours,

The Pun Group, LLP



Frances J. Kuo, CPA, CGMA
Engagement Partner

RESPONSE:

This letter correctly sets forth the understanding of the Los Angeles County Law Library.

By: _____

Title: _____

Date: _____

APPENDIX A

Los Angeles County Law Library Circumstances Affecting Timing and Fee Estimate

Circumstances may arise during the engagement that may significantly affect the targeted completion dates and our fee estimate. As a result, additional fees may be necessary. Such circumstances include but are not limited to the following:

1. Changes to the timing of the engagement at the Library's request. Changes to the timing of the engagement usually require reassignment of personnel used by The Pun Group LLP (the "Firm") in the performance of services hereunder. However, because it is often difficult to reassign individuals to other engagements, the Firm may incur significant unanticipated costs.
2. All requested schedules are not (a) provided by the accounting personnel on the date requested, (b) completed in a format acceptable to the Firm (c) mathematically correct, or (d) in agreement with the appropriate underlying records (e.g., general ledger accounts). The Firm will provide the accounting personnel with a separate listing of required schedules and deadlines.
3. Weaknesses in the internal control structure.
4. Significant new issues or unforeseen circumstances as follows:
 - a. New accounting issues that require an unusual amount of time to resolve.
 - b. Changes or transactions that occur prior to the issuance of our report.
 - c. Changes in the Entity's accounting personnel, their responsibilities, or their availability.
 - d. Changes in auditing requirements set by regulators.
5. Significant delays in the accounting personnel's assistance in the engagement or delays by them in reconciling variances as requested by the Firm. All invoices, contracts and other documents which we will identify for the Entity, are not located by the accounting personnel or made ready for our easy access.
6. A significant level of proposed audit adjustments are identified during our audit.
7. Changes in audit scope caused by events that are beyond our control.
8. Untimely payment of our invoices as they are rendered.



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Report on the Firm's System of Quality Control

February 14, 2022

To the Owners of
The Pun Group, LLP
And the National Peer Review Committee

We have reviewed the system of quality control for the accounting and auditing practice of The Pun Group, LLP (the firm) in effect for the year ended December 31, 2020. Our peer review was conducted in accordance with the Standards for Performing and Reporting on Peer Reviews established by the Peer Review Board of the American Institute of Certified Public Accountants (Standards).

A summary of the nature, objectives, scope, limitations of, and the procedures performed in a System Review as described in the Standards may be found at www.aicpa.org/prsummary. The summary also includes an explanation of how engagements identified as not performed or reported in conformity with applicable professional standards, if any, are evaluated by a peer reviewer to determine a peer review rating.

Firm's Responsibility

The firm is responsible for designing a system of quality control and complying with it to provide the firm with reasonable assurance of performing and reporting in conformity with applicable professional standards in all material respects. The firm is also responsible for evaluating actions to promptly remediate engagements deemed as not performed or reported in conformity with professional standards, when appropriate, and for remediating weaknesses in its system of quality control, if any.

Peer Reviewer's Responsibility

Our responsibility is to express an opinion on the design of the system of quality control and the firm's compliance therewith based on our review.

Required Selections and Considerations

Engagements selected for review included engagements performed under *Government Auditing Standards*, compliance audits under the Single Audit Act and an audit of an employee benefit plan.

As a part of our peer review, we considered reviews by regulatory entities as communicated by the firm, if applicable, in determining the nature and extent of our procedures.

Opinion

In our opinion, the system of quality control for the accounting and auditing practice of The Pun Group, LLP in effect for the year ended December 31, 2020, has been suitably designed and complied with to provide the firm with reasonable assurance of performing and reporting in conformity with applicable professional standards in all material respects. Firms can receive a rating of *pass*, *pass with deficiency(ies)* or *fail*. The Pun Group, LLP has received a peer review rating of *pass*.

EFPR Group, CPAs, PLLC

EFPR Group, CPAs, PLLC
Corning, NY



July 6, 2022

To the Board of Trustees
of the Los Angeles County Law Library
Los Angeles, California

We are engaged to audit the financial statements of the business-type activities of the Los Angeles County Law Library (the “Library”) for the year ended June 30, 2022. Professional standards require that we provide you with the following information related to our audit. We would also appreciate the opportunity to meet with you to discuss this information further since a two-way dialogue can provide valuable information for the audit process.

Our Responsibility under U.S. Generally Accepted Auditing Standards and Government Auditing Standards

As stated in our engagement letter dated July 6, 2022, our responsibility, as described by professional standards, is to express opinions about whether the financial statements prepared by management with your oversight are fairly presented, in all material respects, in conformity with U.S. generally accepted accounting principles. Our audit of the financial statements does not relieve you or management of your responsibilities.

As part of our audit, we will consider the internal control of the Library. Such considerations are solely for the purpose of determining our audit procedures and not to provide any assurance concerning such internal control.

As part of obtaining reasonable assurance about whether the financial statements are free of material misstatement, we will also perform tests of the Library’s compliance with certain provisions of laws, regulations, contracts, and grants. However, providing an opinion on compliance with those provisions is not an objective of our audit.

Generally accepted accounting principles provide for certain Required Supplementary Information (“RSI”) to supplement the basic financial statements. Our responsibility with respect to Management’s Discussion and Analysis, the Schedule of the Law Library’s Proportionate Share of the Net Pension Liability, the Schedule of Contributions – Pensions, the Schedule of Changes in Net Other Postemployment Benefits Liability and Related Ratios, and the Schedule of Contributions – Other Postemployment Benefits Plan, which supplement the basic financial statements, is to apply certain limited procedures in accordance with generally accepted auditing standards. However, the RSI will not be audited and, because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance, we will not express an opinion or provide any assurance on the RSI.

Planned Scope and Timing of the Audit

An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements; therefore, our audit will involve judgment about the number of transactions to be examined and the areas to be tested.

To the Board of Trustees
of the Los Angeles County Law Library
Los Angeles, California
Page 2

Our audit will include obtaining an understanding of the entity and its environment, including internal control, sufficient to assess the risks of material misstatement of the financial statements and to design the nature, timing, and extent of further audit procedures. Material misstatements may result from (1) errors, (2) fraudulent financial reporting, (3) misappropriation of assets, or (4) violations of laws or governmental regulations that are attributable to the entity or to acts by management or employees acting on behalf of the entity. Because the determination of waste and abuse is subjective, *Government Auditing Standards* do not expect auditors to perform specific procedures to detect waste or abuse in financial audits not do they expect auditors to provide reasonable assurance of detecting waste or abuse. We will generally communicate our significant findings at the conclusion of the audit. However, some matters could be communicated sooner, particularly if significant difficulties are encountered during the audit where assistance is needed to overcome the difficulties or if the difficulties may lead to a modified opinion. We will also communicate any internal control related matters that are required to be communicated under professional standards.

We have identified the following significant risk of material misstatement as part of our auditing planning:

- Implementation of Government Accounting Standards Board Statement No. 87 – Leases.
- Allowance for doubtful accounts and bad debt expenses.

We expect to begin our audit on approximately August 22, 2022 and issue our report on approximately October 17, 2022. Frances J. Kuo the engagement partner and is responsible for supervising the engagement and signing the report or authorizing another individual to sign it.

This information is intended solely for the use of Board of Trustees and management of the Library and is not intended to be, and should not be, used by anyone other than these specified parties.

Very truly yours,

A handwritten signature in black ink that reads "The PwC Group, LLP". The signature is written in a cursive, flowing style.

Santa Ana, California

MEMORANDUM

DATE: July 27, 2022

TO: Board of Law Library Trustees

FROM: Sandra Levin, Executive Director

RE: Consideration and Approval of Revised Bylaws of the Friends of the Los Angeles County Law Library

INTRODUCTION AND SUMMARY

The Board of Trustees is asked to review and consider the attached amended bylaws of the Friends of the Los Angeles County Law Library (“Friends”). The bylaws were last amended and approved by the Board of Trustees in 2009. Article 14 of the bylaws states that any change to the bylaws “that adversely affects the rights granted to the Board of Trustees or the existing directors . . . shall also require the approval of the Board of Trustees.” The Board of Directors of the Friends approved the attached amended bylaws at their June 2022 meeting and requested the Trustees to review and provide input if desired.

BACKGROUND AND ANALYSIS

The Friends provided an advance copy of the bylaws to Executive Director Levin and Trustee Liaison, Susan Steinhauser, for review and input prior to finalization. All suggested revisions or edits provided by them were accepted and included in the attached amended bylaws and the Executive Director and Liaison recommend approval.

The proposed changes are intended to modernize and make substantial improvements to the structure and governance of the Friends. They include the addition of a Governance and Board Excellence Committee, provisions addressing the role of Emeritus Directors, additional language regarding diversity, equity and inclusion and modernization of remote meeting and notice options.

The key right of the Board of Trustees is to appoint the majority of the Board of the Friends, known as Trustee-appointed directors. This is not changed nor is the role of the Trustees or the approval process for Trustee-Appointed directors.



However, the proposed changes do change in some aspects the rights of the existing directors, including Trustee-appointed directors, with respect to certain administrative matters and internal operations of the Friends, by:

- Eliminating the fixed date and notice requirement for the annual meeting;
- Reducing the number of directors needed to act without a meeting from all to a majority;
- Removing the power of the Board to appoint an Executive Committee;
- Giving the Executive Committee the power to create committees and appoint members;
- Removing the requirement that the Executive Committee provide written notice to all directors of their actions (and substituting instead an announcement at the next Board meeting); and
- Eliminating the requirement that committees provide minutes.

The above matters appear to be for the purpose of streamlining operations and making the organization more flexible.

Moreover, these proposed revisions should be viewed in the context of Friends' continued expansion and improvement of the ways in which they support the Law Library. They have undertaken additional projects beyond Gala, including cy pres efforts, grant applications and other projects. Streamlining and modernizing is a part of that overall change.

RECOMMENDATION

The Executive Director and Liaison recommend approval of the attached proposed bylaws.



AMENDED AND RESTATED
BYLAWS

OF

FRIENDS OF THE LOS ANGELES COUNTY LAW LIBRARY
(a California Nonprofit Public Benefit Corporation)

ARTICLE 1: NAME

The name of the corporation is Friends of the Los Angeles County Law Library (“Friends”).

ARTICLE 2: PURPOSES

Friends has been formed for charitable purposes. The creation of Friends is not intended to supersede state policy regarding funding of county law libraries as provided under California Business and Professions Code Section 6300 et al., (or any successor section to that code, if applicable). Friends has been formed to raise funds (generally from the private sector) to support the collections, staff, facilities, and programs and services of the Los Angeles County Law Library (“Law Library”); funds raised by the corporation, except those retained for Friends’ reasonable administrative and operating expenses, shall be directed towards the Law Library in furtherance of Friends’ purpose to support the Law Library’s activities. In addition, Friends is formed for the purposes of performing all things incidental to, or appropriate in, achieving the foregoing specific and primary purposes. Friends shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary charitable purposes.

Friends shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation, provided, however, that Friends shall not engage in activities that are not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code. Additionally, Friends’ activities shall be limited in the following ways:

1. Friends shall act as a separate corporation in a fundraising capacity to the Law Library Board of Trustees (the “Board of Trustees”).

2. Friends is not the agent of the Law Library or of the Board of Trustees and shall have no right or authority to bind or contract for the Law Library or the Board of Trustees. Friends’ support of the Law Library shall not in any way enable it to control the policies, programs or services offered by the Law Library. The Board of Trustees shall have no right or authority to bind or contract for the Friends, and their primary role shall be as designated in Article 7, Section 3.

ARTICLE 3: PRINCIPAL OFFICE

The initial principal office of Friends shall be located in the City of Los Angeles, County of Los Angeles, State of California. Friends' Board of Directors may at any time, or from time to time, change the location of the principal office from one location to another within said city and county.

The Board of Directors may at any time establish branch offices at any place where Friends is qualified to do business.

ARTICLE 4: NONPARTISAN ACTIVITIES

Friends has been formed under California Nonprofit Public Benefit Corporation Law, Sections 5110-6910 and any successor sections, as applicable (the "Law") for the charitable purposes described above, and it shall be nonprofit and nonpartisan. Friends shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE 5: DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of Friends, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, Director, or officer of Friends. On liquidation or dissolution, all remaining properties and assets of Friends shall be distributed and paid over to another organization dedicated to charitable purposes that has established its tax-exempt status under Internal Revenue Code Section 501(c)(3).

ARTICLE 6: MEMBERSHIP

Friends shall not have Members within the meaning of Section 5056 of the California Corporations Code. Nothing contained in this Article 6 shall be construed to limit the right of Friends to refer to persons associated with Friends as "members" even though such persons are not members, as defined by the Corporations Code, and no such reference shall constitute anyone being a Member, within the meaning of Section 5056 of the Corporations Code. Upon designation of criteria for advisory membership by the Board of Directors, Friends may have advisory members who are not members within the meaning of Section 5056 of the Corporations Code.

ARTICLE 7: BOARD OF DIRECTORS

Section 1. Powers. Subject to the provisions and limitations of the Law and any other applicable laws, the business and affairs of Friends shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the day-to-day operation of the business of Friends to a management company, employed staff and/or consultants, committees (however composed), or other persons, provided that the activities and affairs of Friends shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 2. Number of Directors. The authorized number of Directors shall consist of not less than 9 (nine) positions nor more than 25 (twenty-five) positions, the exact number of Directors to be fixed, within the limits specified in this Article 7 Section 2, by resolution of the Board.

Section 3. Designation and Term of Office of Directors. The Board of Trustees shall appoint a majority of Directors of Friends; provided, that at no time shall any Board of Trustees members or Law Library officers or employees serve concurrently on the Board of Friends. The remaining Directors of Friends shall be appointed by the existing Directors of Friends as vacancies occur.

The term of office of each Director shall be two (2) years.

Except as otherwise provided in these Bylaws, each Director, including a Director appointed to fill a vacancy, shall hold office until expiration of the term for which appointed and until a successor has been appointed and qualified. Directors may serve consecutive terms so long as Directors appointed by the Board are proposed by the majority vote of the Governance and Board Excellence Committee and then approved by the Board.

Section 3.1. Board Composition. Friends' Board members shall collectively represent a diversity (e.g., race, ethnicity, and gender) of backgrounds and include members of the legal and business communities at-large and/or have demonstrated commitment to the Law Library as patrons, funders or supporters thereof. Every Director shall also actively serve on a Board committee to be determined by the Director and the Governance and Board Excellence Committee.

Section 3.2 Emeritus Directors

From time to time, and in the exercise of its sole discretion, the Board shall have the authority to appoint or remove as Director Emeritus one or more individuals from among current or former Directors, whom the Board shall determine are qualified by virtue of their eminent standing in the community. A Director Emeritus may receive upon request any notices, reports and/or publications sent to members of the Board, and may attend Board meetings as provided in this Section, except for meetings held in executive session. If a Director Emeritus attends a meeting, the Director Emeritus shall not count for the purposes of establishing a quorum and shall not have the right to vote, but shall give the Board the benefit of his or her knowledge and experience in matters affecting the Law Library or the Friends. Directors Emeritus do not count toward the authorized number of Directors set forth in Article 7 Section 2.

Section 4. Vacancies. A vacancy on the Board shall exist upon: (a) the death, resignation, or removal of any Director; (b) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Sections 5230-5239 of the Law dealing with standards of conduct for a Director, (c)

an increase in the authorized number of Directors; or (d) the failure of the Board of Trustees or the Friends of the Los Angeles County Law Library, at any annual meeting or otherwise, to appoint the full authorized number of Directors.

The Board of Directors, by affirmative vote of a majority of the Directors then in office, may remove any Director with or without cause at any regular or special meeting; provided that the Director to be removed and the Board of Trustees have been notified in writing in the manner set forth in Article 7, Section 5 that such action would be considered at the meeting.

Except as provided in this paragraph, any Director may resign effective upon giving written notice to the Chair of the Board, the Executive Director, the secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. Friends shall provide notice to the Law Library of the resignation of a Trustee-appointed Director. If the resignation is effective at a future time, a successor may be designated in accordance with the procedure set forth below in this paragraph to take office when the resignation becomes effective. Unless the California Attorney General is first notified, no Director may resign when Friends would then be left without a duly elected Director in charge of its affairs. All vacancies on the Board shall be filled by the Board of Trustees or the existing Directors of Friends, as the case may be and depending on whether the vacancy arose from a slot previously appointed by the Board of Trustees or the existing Directors of the corporation. In the event that the Board of Trustees does not fill vacancies to which it is entitled within a reasonable period of time, the existing Directors shall adopt a temporary Board resolution (lasting for not more than 90 days) resetting the authorized number of Board members so that the actual number of Board members constitutes the authorized number. If at the end of such period the Board of Trustees has not acted, then the remaining Board members shall make the determination whether to change the authorized number of Board members or to fill such vacancies themselves. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

Section 5. Meetings. The Board of Directors shall hold an annual meeting on the third Wednesday of September of each year for the purpose of seating Directors, electing officers of Friends, and for the transaction of other business, or at such time as the Board of Directors determines. Other regular meetings shall be held at such times as are fixed by the Board of Directors. Such regular meetings may be held without notice. Meetings may be held at any place designated by the Board chair, or, if not designated, at the principal office of Friends. Special meetings shall be held at any place designated in the notice of the meeting or, if not stated in the notice or if there is no notice, at the principal office of Friends. Notwithstanding the above, any meeting may be held at any place consented to in writing (including via e-mail) by the majority of the Directors, either before or after the meeting. Consents shall be filed with the minutes of the meeting.

Any meeting may be held by telephone conference or other communications equipment permitted by law, as long as all Directors participating in the meeting can communicate with one another and all other requirements of the law are satisfied. All such Directors shall be deemed to be present in person at such meeting.

Meetings of the Board for any purpose may be called at any time by the Chair of the Board, the Executive Director, the secretary, or any two (2) Directors. Notice of the date, time, and place of meetings shall be delivered personally to each Director or communicated to each Director by telephone (including a voice messaging system which records and communicates messages), facsimile, or electronic mail at least forty-eight (48) hours before the meeting, or communicated by express mail service, first-class mail, or by other means of written communication, charges prepaid, addressed to the Director at the Director's address as it is shown upon the records of Friends, deposited in the mails or given to the express mail company or other carrier at least four (4) days before the date of the meeting. The notice need not specify the purpose of the meeting. Notice of a meeting need not be given to any Director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such Director. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 6. Action at a Meeting. The presence of five (5) Directors at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws. Every act done or decision 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 Board of Directors, unless a greater number, or the same number after disqualifying one or more Directors from voting, is required by the Articles of Incorporation, these bylaws, or State Law. Directors may not vote by proxy. A meeting at which a quorum is initially present, including an adjourned meeting, may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a disinterested majority of the required quorum for such meeting, or such greater number as required by the Articles of Incorporation, these bylaws or the Law.

Section 7. Adjourned Meeting and Notice. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or 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. Such notice may be waived in the manner provided for in Article 7, Section 5.

Section 8. Action Without a Meeting. The Board of Directors may take any required or permitted action without a meeting, if the majority of the members of the Board shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors. For purposes of this section only, "all members of the Board" does not include any "interested Directors" as defined in Section 5233 of the Law.

Section 9. Fees and Compensation. Directors and members of committees may not receive any compensation for their services as such, but may receive reasonable reimbursement of expenses incurred in the performance of their duties, including advances as provided in Article 8, Section 2, as may be fixed or determined by resolution of the Board of Directors. Directors may not be compensated for rendering services to Friends in any capacity other than

Director, unless such compensation is reasonable and (a) approved as provided in Article 8, Section 4, and (b) allowable under Article 8, Section 6.

ARTICLE 8: STANDARD OF CARE

Section 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 interest of Friends 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 or presented by:

(a) one or more officers or employees of Friends 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 expert competence, or

(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 therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article 8, Section 3, a person who performs the duties of a Director in accordance with the above shall have no liability based upon 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 a public or charitable purpose to which Friends, or assets held by it, are dedicated.

Section 2. Loans. Friends shall not make any loan of money or property to, or guarantee the obligation of, any Director or officer, unless approved by the California Attorney General; provided, however, that Friends may advance money to a Director or officer of Friends or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or Director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 3. Self-Dealing Transactions. Except as approved in Section 4 below, the Board shall not approve a self-dealing transaction. A self-dealing transaction is one to which Friends is a party and in which one or more of the Directors has a material financial interest or a transaction between Friends and any person (other than a California nonprofit public benefit corporation) in which one or more of the Directors is a Director or between Friends and any person in which one or more of its Directors has a material financial interest. A Director shall not be deemed to have a "material financial interest" in a contract or transaction that implements

a charitable program of Friends solely because the contract or transaction results in a benefit to a Director or his or her family by virtue of their membership in the class of persons intended to be benefited by the charitable program, as long as the contract or transaction is approved or authorized by Friends in good faith and without unjustified favoritism.

Section 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, Friends and, after reasonable investigation under the circumstances, determines that Friends could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board, in good faith, with knowledge of the material facts concerning the transaction and the Director's interest in the transaction, and by a vote of the majority of the Directors then in office, provided that a quorum is present, without counting the vote of the interested Director or Directors.

Section 5. Mutual Directors. No contract or other transaction between Friends and any California nonprofit public benefit corporation of which one or more of its Directors are Directors of Friends is either void or voidable because such Directors) are present at a meeting of the Board which authorizes, approves, or ratifies the contract or transaction if the material facts as to the transaction and as to such Director's other Directorship are fully disclosed or known to the Board and the Board authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the Director(s), or if the contract or transaction is just and reasonable as to Friends at the time it is authorized, approved or ratified.

Section 6. Restriction on Interested Directors. Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person currently being compensated by Friends for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by Friends.

Section 7. Indemnification. To the fullest extent permitted by law, Friends shall indemnify its "agents", as described in Section 5238(a) of the Law, including its Directors, officers, employees, and volunteers, and including persons formerly occupying any such position, and their heirs, executors, and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding, " as that term is used in said Section 5238(a), and including an action by or in the right of Friends, by reason of the fact that the person is or was a person described in that Section. "Expenses" shall have the same meaning as in said Section. Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article 8, Section 7.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any "proceeding" shall be advanced by Friends before final disposition of the proceeding upon

receipt by Friends of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by Friends for those expenses.

Friends shall have power to purchase and maintain insurance to the fullest extent permitted by law on behalf of any agent of Friends, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

ARTICLE 9: COMMITTEES

Section 1. Committees of Directors. The Board of Directors may, by resolution adopted by a majority of the Directors then in office, provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these bylaws. Each such committee shall consist of two (2) or more Directors, and may also include persons who are not on the Board, to serve at the pleasure of the Board. The Board may designate one or more alternate members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the Directors then in office, provided that a quorum is present. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

- (a) Approve any action that, under the Law, would also require the affirmative vote of the members if this were a membership corporation.
- (b) Fill vacancies on, or remove the members of, the Board of Directors or in any committee that has the authority of the Board.
- (c) Fix compensation of the Directors for serving on the Board or on any committee.
- (d) Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws.
- (e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.
- (f) Appoint any other committees of the Board of Directors or their members.
- (g) Approve a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or substantially all of the property and assets of Friends otherwise than in the usual and regular course of its business; or revoke any such plan.
- (h) Approve any self-dealing transaction, except as provided by Section 5233 of the Law.

No committee shall bind Friends in a contract or agreement or expend corporate funds, unless authorized to do so by the Board of Directors.

Section 2. Meetings and Actions of Committees. Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 7 of these bylaws, concerning meetings and actions of Directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by the committee itself. Special meetings of committees may also be called by the respective committees. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. The Board of Directors may adopt rules not inconsistent with the provisions of these bylaws for the government of any committee.

Section 3. Executive Committee. The Executive Committee shall have and may exercise all the authority of the Board in the management of the business and affairs of Friends between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Article 9, Section 1, except the Executive Committee shall also have the authority to appoint any other committees of the Board of Directors or their members.

The Executive Committee shall be composed of the Board officers and also include the Chair of the Governance and Board Excellence Committee. All members of the Executive Committee shall be voting members of the Board. The Executive Director may be present at an Executive Committee meeting at the invitation of the one or more Board officers, but shall not have a vote at such meetings.

Regular meetings of the Executive Committee shall be held at least four (4) times per year. The presence of a majority of the members of the Executive Committee then serving in office shall be necessary and sufficient to constitute a quorum, and the act of a majority of the members of the Executive Committee present at a meeting of the Executive Committee shall be the act of the Executive Committee. The Executive Committee shall keep full and fair records and accounts of its proceedings and transactions. All actions by the Executive Committee shall be reported to the Board of Directors at its next meeting.

Section 4. Governance and Board Excellence Committee.

The Governance and Board Excellence Committee (the “Committee”) shall be comprised of a chair and two to four Directors. The Chair of the Governance and Board Excellence Committee shall be the Vice-Chair of the Board. The Committee reports directly to the Board of Directors.

The Committee shall develop, and ensure appropriate implementation of the Board’s goals. The Committee will offer orientations and onboarding strategies to impart Director duties, review the Friends’ mission statement, and emphasize the appropriate respect of diversity, equity, and inclusion, among other subjects.

The Committee shall periodically review the defined and adopted mission and vision statements of the organization and determine whether they are consistent across documents and activities. It shall further review the governing documents of the organization and determine whether they are consistent with applicable laws and actual or desired organizational practices and

suggest amendments to such governing documents as necessary.

The Committee shall locate and recruit potential Directors and shall direct enrichment activities for the Board. The Committee shall establish Board composition priorities, meet with potential Directors to explain the work of Friends, and identify strengths of candidates for the Board of Directors. Meetings of the Committee shall be held as necessary, approximately two (2) or more times per year. The objectives of the Committee also include the following:

- Nomination of the Officers of the Board
- Development of criteria for selection of Directors
- Recommendations for nomination/re-nomination to Board membership
- Development of a strategy for cultivation of new Directors
- Development of tools for evaluation of overall Board performance
- Development of tools for individual Director's self-assessment
- Implementation of programs to promote the effectiveness of existing and new Directors through communication, training and orientation activities

Section 5. Committees. Other committees may be created to conduct the work of the Friends, either specifically to enhance the function of the Board or to work on raising additional funds for the Law Library, or for other purposes as determined by the Board and the Friends' Executive Director.

Section 6. Committee Meetings. Unless otherwise provided for in these bylaws, a majority of the members serving on a committee constitutes a quorum of the committee for the meeting of the committee and the vote of a simple majority of those present at a meeting at which a quorum is present constitutes an action of the committee. Each committee shall determine and schedule the number of regular meetings it will hold each year in connection with the Executive Director or the Chair.

ARTICLE 10: OFFICERS

Section 1. Officers. The officers of Friends shall consist of a Chair, Vice Chair Secretary and Treasurer and such other officers as the Board may designate by resolution; provided that at no time shall any Board of Trustees members or Law Library officers or employees serve concurrently as officers or employees of Friends. The same person may hold any number of offices, except that neither the secretary nor the treasurer may serve concurrently as the Chair (or president, if there is a president position created). The Chair may, however, assist the secretary and treasurer with the performance of their duties. In addition to the duties specified in this Article 10, officers shall perform all other duties customarily incident to their office and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and shall perform such additional duties as the Board of Directors shall from time-to-time assign.

The officers shall be chosen by the Board at its annual meeting, and shall serve at the pleasure of the Board, for a term of two (2) years which can be renewed and subject to the rights, if any, of any officer under any contract of employment. Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board of Directors, the Chair of the Board, the Executive Director, or the secretary of Friends, without prejudice, however, to the rights, if any, of Friends under any contract to which such officer is a party. Any resignation shall take effect on the date of the receipt of such notice or at any later time specified in the resignation; and, unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office, except that the Board of Directors may choose a new officer to fill a vacancy as soon as possible after the vacancy occurs, and need not wait until the annual meeting. The compensation, if any, of the officers shall be fixed or determined by resolution of the Board of Directors.

Section 2. Chair of the Board. The Chair of the Board (who may also be referred to as the “president” of the Board, if the Board so designates) shall, when present, preside at all meetings of the Board of Directors and Executive Committee. The Chair is authorized to execute in the name of Friends all contracts and other documents authorized either generally or specifically by the Board to be executed by Friends, except when by law the signature of the Executive Director is required.

Section 3. Vice Chair of the Board. The Vice Chair (who may also be referred to as the “vice-president” of the Board, if the Board so designates) shall, in the absence of the Chair, or in the event of his or her inability or refusal to act, perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair. The Vice Chair shall also chair the Governance and Board Excellence Committee, as set forth in Article 9, Section 4.

Section 4. Executive Director. Subject to the control, advice and consent of the Board of Directors, the Executive Director shall, in general, supervise and conduct the activities and operations of Friends, shall keep the Board of Directors fully informed and shall freely consult with them concerning the activities of Friends, and shall see that all orders and resolutions of the Board are carried into effect. Where appropriate, the Board of Directors shall place the Executive Director under a contract of employment. The Executive Director shall be empowered to act, speak for, or otherwise represent Friends between meetings of the Board. The Executive Director shall be responsible for the hiring and firing of all personnel, and shall be responsible for keeping the Board informed at all times of staff performance and for implementing any personnel policies adopted by the Board. The Executive Director is authorized to contract, receive, deposit, disburse, and account for funds of Friends; to execute in the name of Friends all contracts and other documents authorized either generally or specifically by the Board to be executed by Friends; and to negotiate all material business transactions of Friends. Unless otherwise specified by Board resolution, the Executive Director shall serve the functions of chief executive officer of Friends. Additionally, the Executive Director shall have the right to be present at all Board meetings of Friends; provided that the Executive Director shall not have the right to vote in any such meetings.

Section 5. Secretary. The secretary, or his or her designee, shall be custodian of all records and documents of Friends, shall act as secretary of all the meetings of the Board of Directors, and shall keep the minutes of all such meetings. The secretary, or his or her designee, also shall take minutes of all business conducted at the meetings of the Executive Committee, and be prepared, at the Chair's request, to send each Director of the Board of Directors, a summary report of the minutes of such meetings.

Section 6. Treasurer. The treasurer, or his or her designee, shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of Friends, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of Friends with such depositories as may be designated by the Board of Directors. The treasurer shall disburse or cause to be disbursed the funds of Friends as may be ordered by the Board of Directors, and shall render to the Chair, Executive Director, Directors, whenever they request it, an account of all of the treasurer's transactions as treasurer and of the financial condition of the Friends.

If required by the Board of Directors, the treasurer shall give Friends a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the treasurer's office and for restoration to Friends of all its books, papers, vouchers, money and other property of every kind in the treasurer's possession or under the treasurer's control on the treasurer's death, resignation, retirement, or removal from office. Friends shall pay the cost of such bond.

ARTICLE 11: EXECUTION OF CORPORATE INSTRUMENTS

Section 1. Execution of Corporate Instruments. The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon Friends.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of Friends, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of Friends, and other corporate instruments or documents, memberships in other corporations, and certificates of shares of stock owned by Friends, shall be executed, signed, or endorsed by the Chair of the Board, Vice Chair of the Board or the Executive Director and by the secretary or treasurer or any assistant secretary or assistant treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of Friends, or in special accounts of Friends, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Section 2. Loans and Contracts. No loans or advances shall be contracted on behalf of Friends and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of Friends may enter into any contract or execute and deliver any instrument in the name of and on behalf of Friends.

ARTICLE 12: ARTICLE 12: RECORDS AND REPORTS

Section 1. Maintenance and Inspection of Articles and Bylaws. Friends shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the Directors at all reasonable times during office hours.

Section 2. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns. Friends shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Section 3. Maintenance and Inspection of Other Corporate Records. Friends shall keep adequate and correct books and records of accounts, and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal office of Friends. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the corporation shall turn over to his or her successor or the Chair or Executive Director, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of Friends as have been in the custody of such officer, employee, or agent during his or her term of office.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of Friends and each of its subsidiary corporations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Section 4. Annual Report; Statement of Certain Transactions. The Board shall cause an annual report to be sent to all Directors of Friends within 120 days after the end of the corporation's fiscal year containing the following information:

(a) The assets and liabilities, including the trust funds, of Friends at the end of the fiscal year;

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(c) The revenues or receipts of Friends, both unrestricted and restricted for particular purposes, for the fiscal year;

(d) The expenses or disbursements of Friends for both general and restricted purposes during the fiscal year; and

(e) The information required by Section 6322 of the Law concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report of independent accountants, or, if there is no such report, the certificate of an authorized officer of Friends that such statements were prepared without audit from the books and records of Friends.

ARTICLE 13: FISCAL YEAR

The fiscal year for Friends shall begin on July 1 and shall end on June 30th.

ARTICLE 14: AMENDMENTS AND REVISIONS

These bylaws may be adopted, amended or repealed by the vote of a majority of the Directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws, unless such notice is waived in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote. Any adoption, amendment or repeal of these bylaws that adversely affects the rights granted to the Board of Trustees or the existing Directors of Friends under the bylaws, including without limitation the right to appoint Directors, to fill vacancies on the Board of Directors, and the rights granted by this Article 14, shall also require the approval of the Board of Trustees.

ARTICLE 15: CORPORATE SEAL

The Board of Directors may adopt, use, and alter a corporate seal. The seal shall be kept at the principal office of Friends. Failure to affix the seal to any corporate instrument, however, shall not affect the validity of that instrument.

ARTICLE 16: CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Corporation Law as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (1) the remainder of these bylaws shall be considered valid and operative, and (2) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently elected and acting secretary of the Friends of the Los Angeles County Law Library, a California nonprofit public benefit corporation and the above amended and restated bylaws, consisting of 15 pages, are the bylaws of Friends as amended and restated by the Board of Directors on _____, and that they have not been amended or modified since that date.

Executed on _____, at _____, California.

Secretary (signature)

Secretary (printed)

AMENDED AND RESTATED
BYLAWS

OF

FRIENDS OF THE LOS ANGELES COUNTY LAW LIBRARY
(a California Nonprofit Public Benefit Corporation)

ARTICLE 1: NAME

The name of the corporation is Friends of the Los Angeles County Law Library (“Friends”).

ARTICLE 2: PURPOSES

Friends has been formed for charitable purposes. The creation of Friends is not intended to supersede state policy regarding funding of county law libraries as provided under California Business and Professions Code Section 6300 et al., (or any successor section to that code, if applicable). Friends has been formed to raise funds (generally from the private sector) to support the collections, staff, facilities, and programs and services of the Los Angeles County Law Library (“Law Library”); funds raised by the corporation, except those retained for Friends’ reasonable administrative and operating expenses, shall be directed towards the Law Library in furtherance of Friends’ purpose to support the Law Library’s activities. In addition, Friends is formed for the purposes of performing all things incidental to, or appropriate in, achieving the foregoing specific and primary purposes. Friends shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary charitable purposes.

Friends shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation, provided, however, that Friends shall not engage in activities that are not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code. Additionally, Friends’ activities shall be limited in the following ways:

1. Friends shall act as a separate corporation in a fundraising capacity to the Law Library Board of Trustees (the “Board of Trustees”).

2. Friends is not the agent of the Law Library or of the Board of Trustees and shall have no right or authority to bind or contract for the Law Library or the Board of Trustees. Friends’ support of the Law Library shall not in any way enable it to control the policies, programs or services offered by the Law Library. The Board of Trustees shall have no right or authority to bind or contract for the Friends, and their primary role shall be as designated in Article 7, Section 3.

ARTICLE 3: PRINCIPAL OFFICE

The initial principal office of Friends shall be located in the City of Los Angeles, County of Los Angeles, State of California. Friends’ Board of Directors may at any time, or from time to time, change the location of the principal office from one location to another within said city and county.

The Board of Directors may at any time establish branch offices at any place where Friends is qualified to do business.

ARTICLE 4: NONPARTISAN ACTIVITIES

Friends has been formed under California Nonprofit Public Benefit Corporation Law, Sections 5110-6910 and any successor sections, as applicable (the “Law”) for the charitable purposes described above, and it shall be nonprofit and nonpartisan. Friends shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE 5: DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of Friends, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, Director, or officer of Friends. On liquidation or dissolution, all remaining properties and assets of Friends shall be distributed and paid over to another organization dedicated to charitable purposes that has established its tax-exempt status under Internal Revenue Code Section 501(c)(3).

ARTICLE 6: MEMBERSHIP

Friends shall not have Members within the meaning of Section 5056 of the California Corporations Code. Nothing contained in this Article 6 shall be construed to limit the right of Friends to refer to persons associated with Friends as “members” even though such persons are not members, as defined by the Corporations Code, and no such reference shall constitute anyone being a Member, within the meaning of Section 5056 of the Corporations Code. Upon designation of criteria for advisory membership by the Board of Directors, Friends may have advisory members who are not members within the meaning of Section 5056 of the Corporations Code.

ARTICLE 7: BOARD OF DIRECTORS

Section 1. Powers. Subject to the provisions and limitations of the Law and any other applicable laws, the business and affairs of Friends shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the day-to-day operation of the business of Friends to a management company, employed staff and/or consultants, committees (however composed), or other persons, provided that the activities and affairs of Friends shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 2. Number of Directors. The authorized number of Directors shall consist of not less than 9 (nine) positions nor more than 25 (twenty-five) positions, the exact number of Directors to be fixed, within the limits specified in this Article 7 Section 2, by resolution of the Board.

Section 3. Designation and Term of Office of Directors. The Board of Trustees shall appoint a majority of Directors of Friends; provided, that at no time shall any Board of Trustees members or Law Library officers or employees serve concurrently on the Board of Friends. The remaining Directors of Friends shall be appointed by the existing Directors of Friends as vacancies occur.

The term of office of each Director shall be two (2) years.

Except as otherwise provided in these Bylaws, each Director, including a Director appointed to fill a vacancy, shall hold office until expiration of the term for which appointed and until a successor has been appointed and qualified. Directors may serve consecutive terms so long as Directors appointed by the Board are proposed by the majority vote of the Governance and Board Excellence Committee and then approved by the Board.

Section 3.1. Board Composition. Friends' Board members shall collectively represent a diversity (e.g., race, ethnicity, and gender) of backgrounds and include members of the legal and business communities at-large and/or have demonstrated commitment to the Law Library as patrons, funders or supporters thereof. Every Director shall also actively serve on a Board committee to be determined by the Director and the Governance and Board Excellence Committee.

Section 3.2 Emeritus Directors

From time to time, and in the exercise of its sole discretion, the Board shall have the authority to appoint or remove as Director Emeritus one or more individuals from among current or former Directors, whom the Board shall determine are qualified by virtue of their eminent standing in the community. A Director Emeritus may receive upon request any notices, reports and/or publications sent to members of the Board, and may attend Board meetings as provided in this Section, except for meetings held in executive session. If a Director Emeritus attends a meeting, the Director Emeritus shall not count for the purposes of establishing a quorum and shall not have the right to vote, but shall give the Board the benefit of his or her knowledge and experience in matters affecting the Law Library or the Friends. Directors Emeritus do not count toward the authorized number of Directors set forth in Article 7 Section 2.

Section 4. Vacancies. A vacancy on the Board shall exist upon: (a) the death, resignation, or removal of any Director; (b) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Sections 5230-5239 of the Law dealing with standards of conduct for a Director, (c)

an increase in the authorized number of Directors; or (d) the failure of the Board of Trustees or the Friends of the Los Angeles County Law Library, at any annual meeting or otherwise, to appoint the full authorized number of Directors.

The Board of Directors, by affirmative vote of a majority of the Directors then in office, may remove any Director with or without cause at any regular or special meeting; provided that the Director to be removed and the Board of Trustees have been notified in writing in the manner set forth in Article 7, Section 5 that such action would be considered at the meeting.

Except as provided in this paragraph, any Director may resign effective upon giving written notice to the Chair of the Board, the Executive Director, the secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. Friends shall provide notice to the Law Library of the resignation of a Trustee-appointed Director. If the resignation is effective at a future time, a successor may be designated in accordance with the procedure set forth below in this paragraph to take office when the resignation becomes effective. Unless the California Attorney General is first notified, no Director may resign when Friends would then be left without a duly elected Director in charge of its affairs. All vacancies on the Board shall be filled by the Board of Trustees or the existing Directors of Friends, as the case may be and depending on whether the vacancy arose from a slot previously appointed by the Board of Trustees or the existing Directors of the corporation. In the event that the Board of Trustees does not fill vacancies to which it is entitled within a reasonable period of time, the existing Directors shall adopt a temporary Board resolution (lasting for not more than 90 days) resetting the authorized number of Board members so that the actual number of Board members constitutes the authorized number. If at the end of such period the Board of Trustees has not acted, then the remaining Board members shall make the determination whether to change the authorized number of Board members or to fill such vacancies themselves. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

Section 5. Meetings. The Board of Directors shall hold an annual meeting on the third Wednesday of September of each year for the purpose of seating Directors, electing officers of Friends, and for the transaction of other business, or at such time as the Board of Directors determines. Other regular meetings shall be held at such times as are fixed by the Board of Directors. Such regular meetings may be held without notice. Meetings may be held at any place designated by the Board chair, or, if not designated, at the principal office of Friends. Special meetings shall be held at any place designated in the notice of the meeting or, if not stated in the notice or if there is no notice, at the principal office of Friends. Notwithstanding the above, any meeting may be held at any place consented to in writing (including via e-mail) by the majority of the Directors, either before or after the meeting. Consents shall be filed with the minutes of the meeting.

Any meeting may be held by telephone conference or other communications equipment permitted by law, as long as all Directors participating in the meeting can communicate with one another and all other requirements of the law are satisfied. All such Directors shall be deemed to be present in person at such meeting.

Meetings of the Board for any purpose may be called at any time by the Chair of the Board, the Executive Director, the secretary, or any two (2) Directors. Notice of the date, time, and place of meetings shall be delivered personally to each Director or communicated to each Director by telephone (including a voice messaging system which records and communicates messages), facsimile, or electronic mail at least forty-eight (48) hours before the meeting, or communicated by express mail service, first-class mail, or by other means of written communication, charges prepaid, addressed to the Director at the Director's address as it is shown upon the records of Friends, deposited in the mails or given to the express mail company or other carrier at least four (4) days before the date of the meeting. The notice need not specify the purpose of the meeting. Notice of a meeting need not be given to any Director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such Director. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 6. Action at a Meeting. The presence of five (5) Directors at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws. Every act done or decision 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 Board of Directors, unless a greater number, or the same number after disqualifying one or more Directors from voting, is required by the Articles of Incorporation, these bylaws, or State Law. Directors may not vote by proxy. A meeting at which a quorum is initially present, including an adjourned meeting, may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a disinterested majority of the required quorum for such meeting, or such greater number as required by the Articles of Incorporation, these bylaws or the Law.

Section 7. Adjourned Meeting and Notice. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or 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. Such notice may be waived in the manner provided for in Article 7, Section 5.

Section 8. Action Without a Meeting. The Board of Directors may take any required or permitted action without a meeting, if the majority of the members of the Board shall individually or collectively consent in writing to such action. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors. For purposes of this section only, "all members of the Board" does not include any "interested Directors" as defined in Section 5233 of the Law.

Section 9. Fees and Compensation. Directors and members of committees may not receive any compensation for their services as such, but may receive reasonable reimbursement of expenses incurred in the performance of their duties, including advances as provided in Article 8, Section 2, as may be fixed or determined by resolution of the Board of Directors. Directors may not be compensated for rendering services to Friends in any capacity other than

Director, unless such compensation is reasonable and (a) approved as provided in Article 8, Section 4, and (b) allowable under Article 8, Section 6.

ARTICLE 8: STANDARD OF CARE

Section 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 interest of Friends 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 or presented by:

(a) one or more officers or employees of Friends 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 expert competence, or

(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 therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article 8, Section 3, a person who performs the duties of a Director in accordance with the above shall have no liability based upon 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 a public or charitable purpose to which Friends, or assets held by it, are dedicated.

Section 2. Loans. Friends shall not make any loan of money or property to, or guarantee the obligation of, any Director or officer, unless approved by the California Attorney General; provided, however, that Friends may advance money to a Director or officer of Friends or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or Director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 3. Self-Dealing Transactions. Except as approved in Section 4 below, the Board shall not approve a self-dealing transaction. A self-dealing transaction is one to which Friends is a party and in which one or more of the Directors has a material financial interest or a transaction between Friends and any person (other than a California nonprofit public benefit corporation) in which one or more of the Directors is a Director or between Friends and any person in which one or more of its Directors has a material financial interest. A Director shall not be deemed to have a "material financial interest" in a contract or transaction that implements

a charitable program of Friends solely because the contract or transaction results in a benefit to a Director or his or her family by virtue of their membership in the class of persons intended to be benefited by the charitable program, as long as the contract or transaction is approved or authorized by Friends in good faith and without unjustified favoritism.

Section 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, Friends and, after reasonable investigation under the circumstances, determines that Friends could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board, in good faith, with knowledge of the material facts concerning the transaction and the Director's interest in the transaction, and by a vote of the majority of the Directors then in office, provided that a quorum is present, without counting the vote of the interested Director or Directors.

Section 5. Mutual Directors. No contract or other transaction between Friends and any California nonprofit public benefit corporation of which one or more of its Directors are Directors of Friends is either void or voidable because such Directors are present at a meeting of the Board which authorizes, approves, or ratifies the contract or transaction if the material facts as to the transaction and as to such Director's other Directorship are fully disclosed or known to the Board and the Board authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the Director(s), or if the contract or transaction is just and reasonable as to Friends at the time it is authorized, approved or ratified.

Section 6. Restriction on Interested Directors. Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person currently being compensated by Friends for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by Friends.

Section 7. Indemnification. To the fullest extent permitted by law, Friends shall indemnify its "agents", as described in Section 5238(a) of the Law, including its Directors, officers, employees, and volunteers, and including persons formerly occupying any such position, and their heirs, executors, and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in said Section 5238(a), and including an action by or in the right of Friends, by reason of the fact that the person is or was a person described in that Section. "Expenses" shall have the same meaning as in said Section. Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article 8, Section 7.

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification in defending any "proceeding" shall be advanced by Friends before final disposition of the proceeding upon

receipt by Friends of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by Friends for those expenses.

Friends shall have power to purchase and maintain insurance to the fullest extent permitted by law on behalf of any agent of Friends, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

ARTICLE 9: COMMITTEES

Section 1. Committees of Directors. The Board of Directors may, by resolution adopted by a majority of the Directors then in office, provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these bylaws. Each such committee shall consist of two (2) or more Directors, and may also include persons who are not on the Board, to serve at the pleasure of the Board. The Board may designate one or more alternate members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the Directors then in office, provided that a quorum is present. The Board of Directors may also designate one or more advisory committees that do not have the authority of the Board. However, no committee, regardless of Board resolution, may:

- (a) Approve any action that, under the Law, would also require the affirmative vote of the members if this were a membership corporation.
- (b) Fill vacancies on, or remove the members of, the Board of Directors or in any committee that has the authority of the Board.
- (c) Fix compensation of the Directors for serving on the Board or on any committee.
- (d) Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws.
- (e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.
- (f) Appoint any other committees of the Board of Directors or their members.
- (g) Approve a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or substantially all of the property and assets of Friends otherwise than in the usual and regular course of its business; or revoke any such plan.
- (h) Approve any self-dealing transaction, except as provided by Section 5233 of the Law.

No committee shall bind Friends in a contract or agreement or expend corporate funds, unless authorized to do so by the Board of Directors.

Section 2. Meetings and Actions of Committees. Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 7 of these bylaws, concerning meetings and actions of Directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by the committee itself. Special meetings of committees may also be called by the respective committees. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. The Board of Directors may adopt rules not inconsistent with the provisions of these bylaws for the government of any committee.

Section 3. Executive Committee. The Executive Committee shall have and may exercise all the authority of the Board in the management of the business and affairs of Friends between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Article 9, Section 1, except the Executive Committee shall also have the authority to appoint any other committees of the Board of Directors or their members.

The Executive Committee shall be composed of the Board officers and also include the Chair of the Governance and Board Excellence Committee. All members of the Executive Committee shall be voting members of the Board. The Executive Director may be present at an Executive Committee meeting at the invitation of the one or more Board officers, but shall not have a vote at such meetings.

Regular meetings of the Executive Committee shall be held at least four (4) times per year. The presence of a majority of the members of the Executive Committee then serving in office shall be necessary and sufficient to constitute a quorum, and the act of a majority of the members of the Executive Committee present at a meeting of the Executive Committee shall be the act of the Executive Committee. The Executive Committee shall keep full and fair records and accounts of its proceedings and transactions. All actions by the Executive Committee shall be reported to the Board of Directors at its next meeting.

Section 4. Governance and Board Excellence Committee.

The Governance and Board Excellence Committee (the “Committee”) shall be comprised of a chair and two to four Directors. The Chair of the Governance and Board Excellence Committee shall be the Vice-Chair of the Board. The Committee reports directly to the Board of Directors.

The Committee shall develop, and ensure appropriate implementation of the Board’s goals. The Committee will offer orientations and onboarding strategies to impart Director duties, review the Friends’ mission statement, and emphasize the appropriate respect of diversity, equity, and inclusion, among other subjects.

The Committee shall periodically review the defined and adopted mission and vision statements of the organization and determine whether they are consistent across documents and activities. It shall further review the governing documents of the organization and determine whether they are consistent with applicable laws and actual or desired organizational practices and

suggest amendments to such governing documents as necessary.

The Committee shall locate and recruit potential Directors and shall direct enrichment activities for the Board. The Committee shall establish Board composition priorities, meet with potential Directors to explain the work of Friends, and identify strengths of candidates for the Board of Directors. Meetings of the Committee shall be held as necessary, approximately two (2) or more times per year. The objectives of the Committee also include the following:

- Nomination of the Officers of the Board
- Development of criteria for selection of Directors
- Recommendations for nomination/re-nomination to Board membership
- Development of a strategy for cultivation of new Directors
- Development of tools for evaluation of overall Board performance
- Development of tools for individual Director's self-assessment
- Implementation of programs to promote the effectiveness of existing and new Directors through communication, training and orientation activities

Section 5. Committees. Other committees may be created to conduct the work of the Friends, either specifically to enhance the function of the Board or to work on raising additional funds for the Law Library, or for other purposes as determined by the Board and the Friends' Executive Director.

Section 6. Committee Meetings. Unless otherwise provided for in these bylaws, a majority of the members serving on a committee constitutes a quorum of the committee for the meeting of the committee and the vote of a simple majority of those present at a meeting at which a quorum is present constitutes an action of the committee. Each committee shall determine and schedule the number of regular meetings it will hold each year in connection with the Executive Director or the Chair.

ARTICLE 10: OFFICERS

Section 1. Officers. The officers of Friends shall consist of a Chair, Vice Chair Secretary and Treasurer and such other officers as the Board may designate by resolution; provided that at no time shall any Board of Trustees members or Law Library officers or employees serve concurrently as officers or employees of Friends. The same person may hold any number of offices, except that neither the secretary nor the treasurer may serve concurrently as the Chair (or president, if there is a president position created). The Chair may, however, assist the secretary and treasurer with the performance of their duties. In addition to the duties specified in this Article 10, officers shall perform all other duties customarily incident to their office and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and shall perform such additional duties as the Board of Directors shall from time-to-time assign.

The officers shall be chosen by the Board at its annual meeting, and shall serve at the pleasure of the Board, for a term of two (2) years which can be renewed and subject to the rights, if any, of any officer under any contract of employment. Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board of Directors, the Chair of the Board, the Executive Director, or the secretary of Friends, without prejudice, however, to the rights, if any, of Friends under any contract to which such officer is a party. Any resignation shall take effect on the date of the receipt of such notice or at any later time specified in the resignation; and, unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office, except that the Board of Directors may choose a new officer to fill a vacancy as soon as possible after the vacancy occurs, and need not wait until the annual meeting. The compensation, if any, of the officers shall be fixed or determined by resolution of the Board of Directors.

Section 2. Chair of the Board. The Chair of the Board (who may also be referred to as the “president” of the Board, if the Board so designates) shall, when present, preside at all meetings of the Board of Directors and Executive Committee. The Chair is authorized to execute in the name of Friends all contracts and other documents authorized either generally or specifically by the Board to be executed by Friends, except when by law the signature of the Executive Director is required.

Section 3. Vice Chair of the Board. The Vice Chair (who may also be referred to as the “vice-president” of the Board, if the Board so designates) shall, in the absence of the Chair, or in the event of his or her inability or refusal to act, perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair. The Vice Chair shall also chair the Governance and Board Excellence Committee, as set forth in Article 9, Section 4.

Section 4. Executive Director. Subject to the control, advice and consent of the Board of Directors, the Executive Director shall, in general, supervise and conduct the activities and operations of Friends, shall keep the Board of Directors fully informed and shall freely consult with them concerning the activities of Friends, and shall see that all orders and resolutions of the Board are carried into effect. Where appropriate, the Board of Directors shall place the Executive Director under a contract of employment. The Executive Director shall be empowered to act, speak for, or otherwise represent Friends between meetings of the Board. The Executive Director shall be responsible for the hiring and firing of all personnel, and shall be responsible for keeping the Board informed at all times of staff performance and for implementing any personnel policies adopted by the Board. The Executive Director is authorized to contract, receive, deposit, disburse, and account for funds of Friends; to execute in the name of Friends all contracts and other documents authorized either generally or specifically by the Board to be executed by Friends; and to negotiate all material business transactions of Friends. Unless otherwise specified by Board resolution, the Executive Director shall serve the functions of chief executive officer of Friends. Additionally, the Executive Director shall have the right to be present at all Board meetings of Friends; provided that the Executive Director shall not have the right to vote in any such meetings.

Section 5. Secretary. The secretary, or his or her designee, shall be custodian of all records and documents of Friends, shall act as secretary of all the meetings of the Board of Directors, and shall keep the minutes of all such meetings. The secretary, or his or her designee, also shall take minutes of all business conducted at the meetings of the Executive Committee, and be prepared, at the Chair's request, to send each Director of the Board of Directors, a summary report of the minutes of such meetings.

Section 6. Treasurer. The treasurer, or his or her designee, shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of Friends, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of Friends with such depositories as may be designated by the Board of Directors. The treasurer shall disburse or cause to be disbursed the funds of Friends as may be ordered by the Board of Directors, and shall render to the Chair, Executive Director, Directors, whenever they request it, an account of all of the treasurer's transactions as treasurer and of the financial condition of the Friends.

If required by the Board of Directors, the treasurer shall give Friends a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the treasurer's office and for restoration to Friends of all its books, papers, vouchers, money and other property of every kind in the treasurer's possession or under the treasurer's control on the treasurer's death, resignation, retirement, or removal from office. Friends shall pay the cost of such bond.

ARTICLE 11: EXECUTION OF CORPORATE INSTRUMENTS

Section 1. Execution of Corporate Instruments. The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon Friends.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of Friends, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of Friends, and other corporate instruments or documents, memberships in other corporations, and certificates of shares of stock owned by Friends, shall be executed, signed, or endorsed by the Chair of the Board, Vice Chair of the Board or the Executive Director and by the secretary or treasurer or any assistant secretary or assistant treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of Friends, or in special accounts of Friends, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Section 2. Loans and Contracts. No loans or advances shall be contracted on behalf of Friends and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the Board, no officer or other agent of Friends may enter into any contract or execute and deliver any instrument in the name of and on behalf of Friends.

ARTICLE 12: ARTICLE 12: RECORDS AND REPORTS

Section 1. Maintenance and Inspection of Articles and Bylaws. Friends shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the Directors at all reasonable times during office hours.

Section 2. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns. Friends shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Section 3. Maintenance and Inspection of Other Corporate Records. Friends shall keep adequate and correct books and records of accounts, and written minutes of the proceedings of the Board and committees of the Board. All such records shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal office of Friends. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the corporation shall turn over to his or her successor or the Chair or Executive Director, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of Friends as have been in the custody of such officer, employee, or agent during his or her term of office.

Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of Friends and each of its subsidiary corporations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Section 4. Annual Report; Statement of Certain Transactions. The Board shall cause an annual report to be sent to all Directors of Friends within 120 days after the end of the corporation's fiscal year containing the following information:

(a) The assets and liabilities, including the trust funds, of Friends at the end of the fiscal year;

(b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;

(c) The revenues or receipts of Friends, both unrestricted and restricted for particular purposes, for the fiscal year;

(d) The expenses or disbursements of Friends for both general and restricted purposes during the fiscal year; and

(e) The information required by Section 6322 of the Law concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report of independent accountants, or, if there is no such report, the certificate of an authorized officer of Friends that such statements were prepared without audit from the books and records of Friends.

ARTICLE 13: FISCAL YEAR

The fiscal year for Friends shall begin on July 1 and shall end on June 30th.

ARTICLE 14: AMENDMENTS AND REVISIONS

These bylaws may be adopted, amended or repealed by the vote of a majority of the Directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws, unless such notice is waived in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger proportion of the Board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote. Any adoption, amendment or repeal of these bylaws that adversely affects the rights granted to the Board of Trustees or the existing Directors of Friends under the bylaws, including without limitation the right to appoint Directors, to fill vacancies on the Board of Directors, and the rights granted by this Article 14, shall also require the approval of the Board of Trustees.

ARTICLE 15: CORPORATE SEAL

The Board of Directors may adopt, use, and alter a corporate seal. The seal shall be kept at the principal office of Friends. Failure to affix the seal to any corporate instrument, however, shall not affect the validity of that instrument.

ARTICLE 16: CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Corporation Law as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (1) the remainder of these bylaws shall be considered valid and operative, and (2) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently elected and acting secretary of the Friends of the Los Angeles County Law Library, a California nonprofit public benefit corporation and the above amended and restated bylaws, consisting of 15 pages, are the bylaws of Friends as amended and restated by the Board of Directors on _____, and that they have not been amended or modified since that date.

Executed on _____, at _____, California.

Secretary (signature)

Secretary (printed)

January 2009

**AMENDED AND RESTATED
BYLAWS**

OF

**FRIENDS OF THE LOS ANGELES COUNTY LAW LIBRARY
(a California Nonprofit Public Benefit Corporation)**

ARTICLE 1: NAME

The name of this corporation is Friends of the Los Angeles County Law Library.

ARTICLE 2: PURPOSES

This corporation has been formed for charitable purposes. The creation of this corporation is not intended to supersede state policy regarding funding of county law libraries as provided under California Business and Professions Code Section 6300 et al., (or any successor section to that code, if applicable). This corporation has been formed to raise funds (generally from the private sector) to support the collections, staff, facilities, and programs and services of the Los Angeles County Law Library ("Law Library"); AH funds raised by the corporation, except those retained for the corporation's reasonable administrative and operating expenses, shall be directed towards the Law Library in furtherance of the corporation's purpose to support the activities of the Law Library. In addition, this corporation is formed for the purposes of performing all things incidental to, or appropriate in, the achievement of the foregoing specific and primary purposes. However, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary charitable purposes.

This corporation shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation, provided, however, that in no event shall the corporation engage in activities which are not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code. Additionally, the corporation's activities shall be limited in the following ways:

1. The corporation shall act as a separate corporation in a fundraising capacity to the Board of Trustees.
2. The corporation is not the agent of the Law Library or of the Law Library Board of Trustees (the "Board of Trustees") and shall have no right or authority to bind or contract for the Law Library or the Board of Trustees. The corporation's

support of the Law Library shall not in any way enable it to control the policies, programs or services offered by the Law Library.

ARTICLE 3: PRINCIPAL OFFICE

The initial principal office of the corporation shall be located in the City of Los Angeles, County of Los Angeles, State of California. The Board of Directors may at any time, or from time to time, change the location of the principal office from one location to another within said city and county.

The Board of Directors may at any time establish branch offices at any place where the corporation is qualified to do business.

ARTICLE 4: NONPARTISAN ACTIVITIES

This corporation has been formed under California Nonprofit Public Benefit Corporation Law, Sections 5110-6910 and any successor sections, as applicable (the "Law") for the charitable purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE 5: DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, director or officer of this corporation. On liquidation or dissolution, all remaining properties and assets of the corporation shall be distributed and paid over to another organization dedicated to charitable purposes that has established its tax-exempt status under Internal Revenue Code Section 501(c)(3).

ARTICLE 6: MEMBERSHIP

The corporation shall not have any members within the meaning of Section 5056 of the California Corporations Code. Nothing contained in this Article 6 shall be construed to limit the right of the corporation to refer to persons associated with the corporation as "members" even though such persons are not members, and no such reference shall constitute anyone being a member, within the meaning of Section 5056 of the California Corporations Code. Upon designation of criteria for advisory membership by the Board of Directors, the corporation may have advisory members who are not members within the meaning of Section 5056 of the California Corporations Code.

ARTICLE 7: BOARD OF DIRECTORS

Section 1. Powers. Subject to the provisions and limitations of the Law and any other applicable laws, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the day-to-day operation of the business of the corporation to a management company, committee (however composed), or other person, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 2. Number of Directors. Initially, a three (3) member Board of Directors shall govern this corporation. As of the date of the first annual meeting of the directors, the authorized number of directors shall consist of not less than 9 (nine) positions nor more than 25 (twenty-five) positions, the exact number of Directors to be fixed, within the limits specified in this Section 7.2, by resolution of the Board.

Section 3. Designation and Term of Office of Directors. The initial Board of Directors shall serve until their successors have been appointed and seated at the first annual meeting of the directors. After the first annual meeting of the directors, the Board of Trustees shall appoint a majority of directors of this corporation; provided, that at no time shall any Board of Trustees members or Law Library officers or employees serve concurrently on the board of this corporation. The remaining directors of this corporation shall be self-perpetuating and appointed by the existing directors of this corporation as vacancies occur.

The term of office of each director shall be two (2) years. At the first annual meeting, the directors shall be divided into two (2) groups (one group will be those directors who have been appointed by the Board of Trustees (the "Board of Trustees group" and the other group will be the remaining self-perpetuating directors (the "Self-Perpetuating group"). The Self-Perpetuating group shall initially serve two (2) year terms, and the Board of Trustees group shall initially serve a one (1) year term. Thereafter, the term of office of each director shall be two (2) years. If any annual meeting is not held or the Board of Trustees group or the Self-Perpetuating group is not appointed at the annual meeting, members of the Board of Trustees group or the Self-Perpetuating group may be appointed by the Board of Trustees or the existing directors, as the case may be, at any time thereafter.

Except as otherwise provided in these Bylaws, each director, including a director appointed to fill a vacancy, shall hold office until expiration of the term for which appointed and until a successor has been appointed and qualified. Directors may serve any number of consecutive terms.

The Board of this corporation shall act towards the Board of Trustees in a fundraising capacity only. The Board shall not act as an agent of the Law Library or of the Board of Trustees and shall have no right or authority to bind or contract for the Law Library or the Board of Trustees.

Section 3.1. Board Composition

This corporation's Board members shall collectively represent a diversity of relevant backgrounds and include members of the legal and business communities at-large and/or have demonstrated commitment to the Law Library either as patrons, funders or supporters thereof.

Section 4. Vacancies. A vacancy on the board shall exist on the occurrence of the following: (a) the death, resignation, or removal of any director; (b) the declaration by resolution of the board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Sections 5230-5239 of the Law dealing with standards of conduct for a director, or has missed three (3) consecutive meetings of the Board of Directors or a total of four (4) meetings of the board during any one calendar year; (c) an increase in the authorized number of directors; or (d) the failure of the Board of Trustees or the Friends of the Los Angeles County Law Library, at any annual meeting or otherwise, to appoint the full authorized number of directors.

The Board of Directors, by affirmative vote of a majority of the directors then in office, may remove any director with or without cause at any regular or special meeting; provided that the director to be removed and the Board of Trustees have been notified in writing in the manner set forth in Article 7, Section 5 that such action would be considered at the meeting.

Except as provided in this paragraph, any director may resign effective upon giving written notice to the chairperson of the board, the executive director, the secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be designated to take office when the resignation becomes effective. Unless the California Attorney General is first notified, no director may resign when the corporation would then be left without a duly elected director in charge of its affairs. All vacancies on the board shall be filled by the Board of Trustees or the existing directors of the corporation, as the case may be and depending on whether the vacancy arose from a slot previously appointed by the Board of Trustees or the existing directors of the corporation. In the event that the Board of Trustees does not fill vacancies to which it is entitled within a reasonable period of time, the existing directors shall adopt a temporary board resolution (lasting for not more than 90 days) resetting the authorized number of board members so that the actual number of board members constitutes the authorized number. If at the end of such period the Board of Trustees has not acted, then the remaining board members shall make the determination whether to change the authorized number of board members or to fill such vacancies themselves. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 5. Meetings. The Board of Directors shall hold an annual meeting on the third Wednesday of September of each year for the purpose of seating directors,

electing officers of the corporation and for the transaction of other business. Notice of the annual meeting shall be given in the manner set forth below. Other regular meetings shall be held at such times as are fixed by the Board of Directors. Such regular meetings may be held without notice. Meetings may be held at any place designated by the chairperson of the board, or, if not designated, at the principal office of the corporation. Special meetings shall be held at any place designated in the notice of the meeting or, if not stated in the notice or if there is no notice, at the principal office of the corporation. Notwithstanding the above, any meeting may be held at any place consented to in writing (including via e-mail) by all the directors, either before or after the meeting. Consents shall be filed with the minutes of the meeting.

Any meeting may be held by conference telephone or other communications equipment permitted by the Law, as long as all directors participating in the meeting can communicate with one another and all other requirements of the Law are satisfied. All such directors shall be deemed to be present in person at such meeting.

Meetings of the board for any purpose may be called at any time by the chairperson of the board, the executive director, the secretary, or any two (2) directors. Notice of the date, time, and place of meetings shall be delivered personally to each director or communicated to each director by telephone (including a voice messaging system which records and communicates messages), facsimile, or electronic mail at least forty-eight (48) hours prior to the meeting, or communicated by telegraph, express mail service, first-class mail, or by other means of written communication, charges prepaid, addressed to the director at the director's address as it is shown upon the records of the corporation, deposited in the mails or given to the telegraph company or express mail company or other carrier at least four (4) days before the date of the meeting. The notice need not specify the purpose of the meeting. Notice of a meeting need not be given to any director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to such director. The waiver of notice or consent need not specify the purpose of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 6. Action at a Meeting. ~~Presence of a majority of the directors then in office or of the authorized number of directors at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws.~~ The presence of five (5) directors at a meeting of the Board of Directors constitutes a quorum for the transaction of business, except as otherwise provided in these Bylaws. Every act done or decision 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 Board of Directors, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by the Articles of Incorporation, these bylaws, or the Law. Directors may not vote by proxy. A meeting at which a quorum is initially present, including an adjourned meeting, may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a

disinterested majority of the required quorum for such meeting, or such greater number as required by the Articles of Incorporation, these bylaws or the Law.

Section 7. Adjourned Meeting and Notice. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or 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. Such notice may be waived in the manner provided for in Article 7, Section 5.

Section 8. Action Without a Meeting. The Board of Directors may take any required or permitted action without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of such directors. For purposes of this section only, "all members of the board" does not include any "interested directors" as defined in Section 5233 of the Law.

Section 9. Fees and Compensation. Directors and members of committees may not receive any compensation for their services as such, but may receive reasonable reimbursement of expenses incurred in the performance of their duties, including advances as provided in Article 8, Section 2, as may be fixed or determined by resolution of the Board of Directors. Directors may not be compensated for rendering services to this corporation in any capacity other than director, unless such compensation is reasonable and (a) approved as provided in Article 8, Section 4, and (b) allowable under Article 8, Section 6.

ARTICLE 8: STANDARD OF CARE

Section 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 interest 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 or presented 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 expert competence, or
- (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 therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article 8, Section 3, a person who performs the duties of a director in accordance with the above shall have no liability based upon 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 a public or charitable purpose to which the corporation, or assets held by it, are dedicated.

Section 2. Loans. This corporation shall not make any loan of money or property to, or guarantee the obligation of, any director or officer, unless approved by the California Attorney General; provided, however, that this corporation may advance money to a director or officer of this corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such officer or director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

Section 3. Self-Dealing Transactions. Except as approved in Section 4 below, 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 financial interest or a transaction between this corporation and any person (other than a California nonprofit public benefit corporation) in which one or more of the directors is a director or between this corporation and any person in which one or more of its directors has a material financial interest. A director shall not be deemed to have a "material financial interest" in a contract or transaction that implements a charitable program of this corporation solely because the contract or transaction results in a benefit to a director or his or her family by virtue of their membership in the class of persons intended to be benefited by the charitable program, as long as the contract or transaction is approved or authorized by the corporation in good faith and without unjustified favoritism.

Section 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 this corporation could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the board, in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, and by a vote of the majority of the directors then in office, provided that a quorum is present, without counting the vote of the interested director or directors.

Section 5. Mutual Directors. No contract or other transaction between the corporation and any California nonprofit public benefit corporation of which one or more of its directors are directors of this corporation is either void or voidable because such directors) are present at a meeting of the board which authorizes, approves, or ratifies

the contract or transaction if the material facts as to the transaction and as to such director's other directorship are fully disclosed or known to the board and the board authorizes, approves, or ratifies the contract or transaction in good faith by a vote sufficient without counting the vote of the common director(s), or if the contract or transaction is just and reasonable as to the corporation at the time it is authorized, approved or ratified.

Section 6. Restriction on Interested Directors. Not more than forty-nine percent (49%) of the persons serving on the Board of Directors at any time may be interested persons. An interested person is (1) any person currently being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person. However, any violation of the provisions of this section shall not affect the validity or enforceability of any transaction entered into by the corporation.

Section 7. Indemnification. To the fullest extent permitted by law, this corporation shall indemnify its "agents", as described in Section 5238(a) of the Law, including its directors, officers, employees, and volunteers, and including persons formerly occupying any such position, and their heirs, executors, and administrators, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in said Section 5238(a), and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses" shall have the same meaning as in said Section. Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled apart from this Article 8, Section 7.

To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification in defending any "proceeding" shall be advanced by the corporation before final disposition of the proceeding upon receipt by the corporation of an undertaking by or on behalf of that person to repay such amount unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

The corporation shall have power to purchase and maintain insurance to the fullest extent permitted by law on behalf of any agent of the corporation, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

ARTICLE 9: COMMITTEES

Section 1. Committees of Directors. The Board of Directors may, by resolution adopted by a majority of the directors then in office, provided that a quorum is present, designate one or more committees to exercise all or a portion of the authority

of the board, to the extent of the powers specifically delegated in the resolution of the board or in these bylaws. Each such committee shall consist of two (2) or more directors, and may also include persons who are not on the board, to serve at the pleasure of the board. The board may designate one or more alternate members of any committee, who may replace any absent member at any meeting of the committee. The appointment of members or alternate members of a committee requires the vote of a majority of the directors then in office, provided that a quorum is present. The Board of Directors may also designate one or more advisory committees that do not have the authority of the board. However, no committee, regardless of board resolution, may:

(a) Approve any action that, under the Law, would also require the affirmative vote of the members if this were a membership corporation.

(b) Fill vacancies on, or remove the members of, the Board of Directors or in any committee that has the authority of the board.

(c) Fix compensation of the directors for serving on the board or on any committee.

(d) Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws.

(e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable.

(f) Appoint any other committees of the Board of Directors or their members.

(g) Approve a plan of merger; consolidation; voluntary dissolution; bankruptcy or reorganization; or for the sale, lease, or exchange of all or substantially all of the property and assets of the corporation otherwise than in the usual and regular course of its business; or revoke any such plan.

(h) Approve any self-dealing transaction, except as provided by Section 5233 of the Law.

No committee shall bind the corporation in a contract or agreement or expend corporate funds, unless authorized to do so by the Board of Directors.

Section 2. Meetings and Actions of Committees. Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article 7 of these bylaws, concerning meetings and actions of directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of

any committee and shall be filed with the corporate records. The Board of Directors may adopt rules not inconsistent with the provisions of these bylaws for the government of any committee.

Section 3. Executive Committee. Pursuant to Article 9, Section 1, the board may appoint an Executive Committee composed of three (3) or more directors, one of whom shall be the chairperson of the board, to serve as the Executive Committee of the board. The Executive Committee, unless limited in a resolution of the board, shall have and may exercise all the authority of the board in the management of the business and affairs of the corporation between meetings of the board; provided, however, that the Executive Committee shall not have the authority of the board in reference to those matters enumerated in Article 9, Section 1. The secretary of the corporation shall send to each director a summary report of the business conducted at any meeting of the Executive Committee.

ARTICLE 10: OFFICERS

Section 1. Officers. The officers of the corporation shall consist of an executive director, secretary and treasurer and such other officers as the board may designate by resolution; provided, that at no time shall any Board of Trustees members or Law Library officers or employees serve concurrently as officers or employees of this corporation. The same person may hold any number of offices, except that neither the secretary nor the treasurer may serve concurrently as the executive director or chairperson (or president, if there is a president position created). The Executive Director may, however, assist the Secretary and Treasurer with the performance of their duties. In addition to the duties specified in this Article 10, officers shall perform all other duties customarily incident to their office and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors, and shall perform such additional duties as the Board of Directors shall from time to time assign.

The officers shall be chosen by the board at its annual meeting, and shall serve at the pleasure of the board, subject to the rights, if any, of any officer under any contract of employment. Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by the board. Any officer may resign at any time by giving written notice to the Board of Directors, the chairperson of the board, the executive director, or the secretary of the corporation, without prejudice, however, to the rights, if any, of the corporation under any contract to which such officer is a party. Any resignation shall take effect on the date of the receipt of such notice or at any later time specified in the resignation; and, unless otherwise specified in the resignation, the acceptance of the resignation shall not be necessary to make it effective. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office, except that the Board of Directors may choose a new officer to fill a vacancy as soon as possible after the vacancy occurs, and need not wait until the annual meeting. The compensation, if any, of the officers shall be fixed or determined by resolution of the Board of Directors.

Section 2. Chairperson of the Board. The chairperson of the board (who may also be referred to as the president of the board, if the board so designates) shall, when present, preside at all meetings of the Board of Directors and Executive Committee. The chairperson is authorized to execute in the name of the corporation all contracts and other documents authorized either generally or specifically by the board to be executed by the corporation, except when by law the signature of the executive director is required.

Section 3. Vice Chairperson of the Board. The vice chairperson (who may also be referred to as the vice-president of the board, if the board so designates) shall, in the absence of the chairperson, or in the event of his or her inability or refusal to act, perform all the duties of the chairperson, and when so acting shall have all the powers of, and be subject to all the restrictions on, the chairperson.

Section 4. Executive Director. Subject to the control, advice and consent of the Board of Directors, the Executive Director shall, in general, supervise and conduct the activities and operations of the corporation, shall keep the Board of Directors fully informed and shall freely consult with them concerning the activities of the corporation, and shall see that all orders and resolutions of the board are carried into effect. Where appropriate, the Board of Directors shall place the Executive Director under a contract of employment. The Executive Director shall be empowered to act, speak for, or otherwise represent the corporation between meetings of the board. The Executive Director shall be responsible for the hiring and firing of all personnel, and shall be responsible for keeping the board informed at all times of staff performance and for implementing any personnel policies adopted by the board. The Executive Director is authorized to contract, receive, deposit, disburse, and account for funds of the corporation; to execute in the name of the corporation all contracts and other documents authorized either generally or specifically by the board to be executed by the corporation; and to negotiate all material business transactions of the corporation. Unless otherwise specified by board resolution, the Executive Director shall serve the functions of chief executive officer of the corporation. Additionally, the Executive Director shall have the right to be present at all board meetings of this corporation; provided, that the Executive Director shall not have the right to vote in any such meetings.

Section 5. Secretary. The secretary, or his or her designee, shall be custodian of all records and documents of the corporation which are to be kept at the principal office of the corporation, shall act as secretary of all the meetings of the Board of Directors, and shall keep the minutes of all such meetings in books proposed for that purpose. He or she shall attend to the giving and serving of all notices of the corporation, and shall see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these bylaws.

Section 6. Treasurer. The treasurer, or his or her designee, shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including accounts of its assets,

liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements.

The treasurer shall deposit or cause to be deposited all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. The treasurer shall disburse or cause to be disbursed the funds of the corporation as may be ordered by the Board of Directors, and shall render to the chairperson, executive director, directors, whenever they request it, an account of all of the treasurer's transactions as treasurer and of the financial condition of the corporation.

If required by the Board of Directors, the treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of the treasurer's office and for restoration to the corporation of all its books, papers, vouchers, money and other property of every kind in the treasurer's possession or under the treasurer's control on the treasurer's death, resignation, retirement, or removal from office. The corporation shall pay the cost of such bond.

ARTICLE 11: EXECUTION OF CORPORATE INSTRUMENTS

Section 1. Execution of Corporate Instruments. The Board of Directors may, in its discretion, determine the method and designate the signatory officer or officers or other person or persons, to execute any corporate instrument or document, or to sign the corporate name without limitation, except when otherwise provided by law, and such execution or signature shall be binding upon the corporation.

Unless otherwise specifically determined by the Board of Directors or otherwise required by law, formal contracts of the corporation, promissory notes, deeds of trust, mortgages, and other evidences of indebtedness of the corporation, and other corporate instruments or documents, memberships in other corporations, and certificates of shares of stock owned by the corporation, shall be executed, signed, or endorsed by the chairperson of the board, vice chairperson of the board or the executive director and by the secretary or treasurer or any assistant secretary or assistant treasurer.

All checks and drafts drawn on banks or other depositories on funds to the credit of the corporation, or in special accounts of the corporation, shall be signed by such person or persons as the Board of Directors shall authorize to do so.

Section 2. Loans and Contracts. No loans or advances shall be contracted on behalf of the corporation and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the Board of Directors. Without the express and specific authorization of the board, no officer or other agent of the corporation may enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation.

ARTICLE 12: ARTICLE 12: RECORDS AND REPORTS

Section 1. Maintenance and Inspection of Articles and Bylaws. The corporation shall keep at its principal office the original or a copy of its Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours.

Section 2. Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns. The corporation shall keep at its principal office a copy of its federal tax exemption application and its annual information returns for three years from their date of filing, which shall be open to public inspection and copying to the extent required by law.

Section 3. Maintenance and Inspection of Other Corporate Records. The corporation shall keep adequate and correct books and records of accounts, and written minutes of the proceedings of the board and committees of the board. All such records shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal office of the corporation. The minutes shall be kept in written or typed form, and other books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. Upon leaving office, each officer, employee, or agent of the corporation shall turn over to his or her successor or the chairperson or executive director, in good order, such corporate monies, books, records, minutes, lists, documents, contracts or other property of the corporation as have been in the custody of such officer, employee, or agent during his or her term of office.

Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts of documents.

Section 4. Annual Report; Statement of Certain Transactions. The board shall cause an annual report to be sent to all directors of the corporation within 120 days after the end of the corporation's fiscal year containing the following information:

- (a) The assets and liabilities, including the trust funds, of this corporation at the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenues or receipts of this corporation, both unrestricted and restricted for particular purposes, for the fiscal year;
- (d) The expenses or disbursements of this corporation for both general and restricted purposes during the fiscal year; and

(e) The information required by Section 6322 of the Law concerning certain self-dealing transactions involving more than \$50,000 or indemnifications involving more than \$10,000 which took place during the fiscal year.

The report shall be accompanied by any pertinent report of independent accountants, or, if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

ARTICLE 13: FISCAL YEAR

The fiscal year for this corporation shall begin on April 1 and shall end on March 31st.

ARTICLE 14: AMENDMENTS AND REVISIONS

These bylaws may be adopted, amended or repealed by the vote of a majority of the directors then in office. Such action is authorized only at a duly called and held meeting of the Board of Directors for which written notice of such meeting, setting forth the proposed bylaw revisions with explanations therefore, is given in accordance with these bylaws, unless such notice is waived in accordance with these bylaws. If any provision of these bylaws requires the vote of a larger proportion of the board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote. Any adoption, amendment or repeal of these bylaws that adversely affects the rights granted to the Board of Trustees or the existing directors of the corporation under the bylaws, including without limitation the right to appoint directors, to fill vacancies on the Board of Directors, and the rights granted by this Article 14, shall also require the approval of the Board of Trustees.

ARTICLE 15: CORPORATE SEAL

The Board of Directors may adopt, use, and alter a corporate seal. The seal shall be kept at the principal office of the corporation. Failure to affix the seal to any corporate instrument, however, shall not affect the validity of that instrument.

ARTICLE 16: CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Corporation Law as amended from time to time shall govern the construction of these bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a corporation as well as a natural person. If any competent court of law shall deem any portion of these bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the currently elected and acting secretary of the Friends of the Los Angeles County Law Library, a California nonprofit public benefit corporation, and the above amended and restated bylaws, consisting of 14 pages, are the bylaws of this corporation as amended and restated by the Board of Directors on _____, 2009, and that they have not been amended or modified since that date.

Executed on _____, 2009, at _____, California.

Secretary (signature)

Secretary (printed)

Staff Presentation:
Internships at LA Law Library

Presented by:
Director, Patron Services
Malinda Muller

July 27, 2022