

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

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We, the San Bernardino City Library Foundation, Inc. ("Foundation") Board of Directors, have the power and authority to amend the Amended Bylaws of the Foundation pursuant to Article X of such the Amended Bylaws dated May 4, 2012.

We hereby amend such Amended Bylaws in the following respect:

**FIRST:** "Article X AMENDMENTS" is hereby deleted in its entirety and replaced with the following

**"ARTICLE X  
CONTRACTS, ETC.**

Unless otherwise provided in the Bylaws of Foundation or by a specific written Resolution of the Foundation, any contract, agreement, or other instrument in writing, to be executed or entered into between the Foundation and any other person, shall be signed by one of the Foundation's administrative officers (which consists of the President and all Vice Presidents) and one of the Foundation's clerical officers (which consists of the Secretary, all Assistant Secretaries, the Treasurer and all Assistant Treasurers). In no event may one person sign as both an administrative officer and a clerical officer, but instead the signatures of two individuals shall be required, except as otherwise specifically provided in the Bylaws of Foundation or by a specific written Resolution of the Foundation."

**SECOND:** A new article is hereby added as follows:

**ARTICLE XI  
AMENDMENTS**

Except as otherwise specified hereafter, the Bylaws of the Corporation may be amended by the affirmative vote of a majority of the Board after notice of the proposed amendment given to each director not less than ten (10) days before any meeting at which the amendment is considered. If written notice of the proposed amendment is not given at least ten (10) days before the meeting at which such amendment is considered, then no such amendment may be approved at such meeting unless a majority of the directors are present at the meeting and at least ninety percent (90%) of the directors

present approve such amendment. Once members have been admitted to the Corporation, any bylaw specifying or changing a fixed number of directors or the maximum or minimum number or changing from a fixed to a variable board or vice versa may only be adopted by approval of the members. Additionally, any bylaw amendment to increase the required quorum for votes by members must be approved by the members.


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

**SECRETARY'S CERTIFICATE OF ADOPTION OF  
SECOND AMENDMENT TO THE  
AMENDED BYLAWS OF MAY 4, 2012  
OF THE  
SAN BERNARDINO CITY LIBRARY FOUNDATION, INC.**

I hereby certify that I am the duly appointed and acting Secretary of the San Bernardino City Library Foundation, Inc., a California nonprofit public benefit corporation ("Foundation"), and that the foregoing Second Amendment to the Foundation's Amended Bylaws of May 4, 2012 was approved by the Foundation's Board of Directors on April 21, 2014.

I further hereby certify that as of the date of execution of this Certificate, the complete Bylaws of the Foundation consist of the Amended Bylaws of May 4, 2012; the First Amendment added November 19, 2012; and this Second Amendment.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 21st day of April, 2014.

  
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SHERI L. GULINO, Secretary