

**BYLAWS OF THE GREAT BOOKS COUNCIL OF SAN FRANCISCO**

**A Non-Profit Corporation**

*Revised July 10, 2021*

**ARTICLE 1 NAME AND AFFILIATION**

Section 1.1 The name of this corporation shall be the Great Books Council of San Francisco and may hereinafter be designated as the Council or the Corporation unless otherwise indicated.

Section 1.2 The Council may affiliate or associate by duly executed resolution with any State or National organization dedicated to the promotion of the program of the Great Books Foundation, Inc.

**ARTICLE 2 PURPOSES**

Section 2.1 The purposes of the Council are those set forth in the Articles of Incorporation and may be expanded or otherwise altered only upon approval of the Council provided that such purposes shall not be inconsistent with the promotion of the Great Books Foundation Program.

Section 2.2 Nothing shall be done by the Council to change its character as a non-profit organization.

**ARTICLE 3 MEMBERSHIP**

Section 3.1 Council Members

There shall be considered as members of the Corporation (hereinafter referred to as "Council Members") each person who has attended during the twelve months preceding the date of determination either (i) at least three(3) monthly meetings of a Great Books discussion group or (ii) one or more Great Books reading events sponsored by the Council ("Events"). The decision of the Executive Committee (as defined in Section 5.1 below) in this matter shall be final.

Section 3.2 Voting

Each Council Member shall have one vote on each matter duly presented to the Council, including election of Directors (as defined in Section 5.2 below), at Annual or Special Meetings (as defined in Sections 3.3 and 3.4, respectively) of the Council.

Section 3.3 Annual Meetings of the Council

Regular meetings of the Council shall be called not less than once a year ("Annual Meeting") by the President or Vice President.

Section 3.4 Special Meetings of the Council

Special meetings of the Council may be called by the Executive Committee. Special meetings of the Council may also be called by the written request of a quorum of the

Council Members after not less than fourteen (14) days written notice to the Council Members.

Section 3.5 Notice of Annual Meeting of the Council

Notice of the time and place of an Annual Meeting of the Council shall be given not less than thirty (30) days prior to the date of the.

Section 3.6 Quorum

A quorum of the Council shall consist of not less than 25 Council Members.

**ARTICLE 4 OFFICERS AND FUNCTIONS**

Section 4.1 Number of Officers

The officers of the Council shall be a President, a Vice-President, a Secretary and a Treasurer (individually, an "Officer", collectively the "Officers"). Each Officer must be a Director at the time he or she is elected to office and during their term of office.

Section 4.2 Election and Term of Office

The Officers are to be elected for a term of one year by the Council at its Annual meeting at which a quorum is present; each shall serve at the discretion of the Council until his or her successor shall be elected, or his or her earlier resignation or removal.

Section 4.3 Removal, Resignation or Vacancy

a) Removal

Any Officer may be removed, with or without cause, by the affirmative vote of at least two-thirds (2/3) of the entire Executive Committee at any regular, Annual or Special meeting thereof.

b) Resignation

Any Officer may resign at any time by giving written notice to the Executive Committee. Any resignation shall take effect at the date stated therein or otherwise on the date of receipt without necessity of acceptance.

c) Vacancy

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled on an interim basis by the Executive Committee at its next regular meeting and to serve until the next election of officers.

Section 4.4 Duties of the Officers

a) President

The President (i) shall preside at meetings of the Executive Committee and Council; (ii) shall give, or cause to be given, notice of all meetings of the Executive Committee and the Council in accordance with these Bylaws; and (iii) shall exercise and perform such

other powers and duties as may from time to time be assigned to him or her by the Executive Committee or prescribed by these Bylaws.

b) Vice President

The Vice President shall, in the absence or disability of the President, perform all the duties of the President and, when so acting, have all the powers of and be subject to all the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as may be prescribed by the Executive Committee.

c) Secretary

The Secretary shall keep or cause to be kept a minute book in written form which shall contain a record of all actions by the Council and the Executive Committee including: (i) the time, date and place of each meeting; (ii) whether a meeting is regular, Annual or Special and, if Special, how called; and (iii) the minutes of all meetings. The Secretary shall prepare, certify, and file, or cause to be prepared, certified and filed, any required reports with the California Secretary of State, including without limitation, Form SI-100, the Statement of Information, and any additional form required to maintain the Council's nonprofit status.

d) Treasurer

(i) Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Council, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital and other matters customarily included in financial statements of organizations of the kind and character of the Council. The books of account shall be open to inspection by any Director at all reasonable times.

(ii) Financial Reports. The Treasurer shall prepare, certify, and file, or cause to be prepared, certified and filed, the financial statements to be included in any required reports including those required by the United States Internal Revenue Service and the California State Franchise Tax Board. The Treasurer shall prepare an Annual Report within sixty (60) days following the close of the Council's fiscal year and arrange for it to be posted promptly on the Council's web site for inspection by Members.

(iii) Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Council with such depositories as may be designated by the Executive Committee; shall disburse, or cause to be disbursed, the funds of the Council as may be authorized by the Executive Committee; shall render, or cause to be rendered to the President and Directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the Council; and shall have other powers and perform such other duties incident to the office of Treasurer as may be prescribed by the Executive Committee or these Bylaws.

**ARTICLE 5 BOARD OF DIRECTORS, EXECUTIVE COMMITTEE**

Section 5.1 Executive Committee as Board of Directors; Number

a) Management of the Council

Subject to the provisions of the Articles of Incorporation of the Council, California Nonprofit Corporation Law and any other applicable laws, the business and affairs of the Council shall be managed, and all corporate powers shall be exercised, by or under the direction of a board of directors (the "Executive Committee").

b) Size of Executive Committee

The Executive Committee shall be comprised of not less than ten (10) Council Members, the exact authorized number to be fixed by resolution of the Executive Committee.

Section 5.2 Qualifications

Each member of the Executive Committee (a "Director") must be a Council Member. Directors shall be elected by the Council at its Annual Meeting. In addition, the President during his or her term of office may designate up to five (5) Council Members as Directors, subject to Executive Committee approval at its next meeting and subject to standing for election by the Council at its next Annual Meeting.

Section 5.3 Terms of Office

Each Director shall serve at the pleasure of the Council until the Director's resignation or removal, with or without cause, by the affirmative vote of at least two-thirds (2/3) of the entire Executive Committee in accordance with these Bylaws and California Nonprofit Corporation Law.

Section 5.4 Meetings

a) Time and Place

The Executive Committee shall hold regular, Annual and Special meetings at such times, not less frequently than three (3) times each year, and at such places as it shall determine.

b) Quorum

A majority of the Directors then in office shall constitute a quorum for the transaction of business. .

**ARTICLE 6 SUBCOMMITTEES**

Section 6.1 Appointment of Subcommittees

The Executive Committee may create one or more committees ("Subcommittees") as it deems necessary, to aid it in the achievement of the purposes of the Council, to serve at the discretion of the Executive Committee. Chairpersons of the Committees shall be Directors. Members of the Subcommittees shall consist of two (2) or more Directors. In addition, each Subcommittee may contain one (1) or more Council Members. Any

Subcommittee, to the extent provided in the resolution of the Executive Committee, may be given the authority of the Executive Committee except that no Subcommittee may:

- (a) approve any action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the Council Members;
- (b) fill vacancies on the Executive Committee or in any committee which has the authority of the Executive Committee;
- (c) fix compensation of the Directors for serving on the Executive Committee or on any committee;
- (d) amend or repeal Bylaws or adopt new Bylaws;
- (e) amend or repeal any resolution of the Executive Committee which by its express terms is not so amendable or repealable;
- (f) appoint any other committees or the members of these committees;
- (g) expend corporate funds to support a nominee for Director after more persons have been nominated than can be elected; or
- (h) approve any transaction (i) between the Council and one or more of its Directors or (ii) between the Council and any entity in which one or more of its Directors have a material financial interest unless the conditions of Section 7.2 are satisfied.

## Section 6.2 Standing Committees

The Executive Committee has heretofore appointed Nominating, Publicity and Finance Subcommittees as standing Subcommittees prior to the date these Bylaws have been adopted. These Subcommittees may be comprised of Directors and Council Members who serve at the discretion of the Executive Committee and may be removed or replaced from time to time. The Executive Committee may at any time abolish or alter the membership or responsibilities of the Standing Committees or assign all or part of their responsibilities to other Subcommittees.

### a) Nominating

The Nominating Committee shall be comprised of the current President and the two most recent past Presidents and such other Directors and Council Members, if any, as the Executive Committee shall determine. The Nominating Committee shall meet at least three months prior to the Council's Annual Meeting. The Nominating Committee shall propose to the Council at its Annual Meeting each year a slate of Officers and a slate of Directors to be nominated to the Executive Committee.

### b) Publicity

The Publicity Committee shall be comprised of the Vice President, the coordinators of each Event, all publishers of Council information and newsletters, and such other

Directors and Council Members, if any, as the Executive Committee determines. The Publicity Committee shall meet from time to time as it shall determine necessary and shall consider ways and means to promote the public image of the Council and participation in its activities. The Publicity Committee shall coordinate the dates of the Council's events and maintain a calendar thereof on the Council's website.

c) Finance

The Finance Committee shall be comprised of the Officers and such other Directors and Council Members, if any, as the Executive Committee determines. The Finance Committee shall meet at least quarterly. The Finance Committee shall annually (i) prepare an investment policy and review the performance of the Council's financial assets and (ii) prepare a budget for the coming year to be proposed to the Executive Committee and review the Council's performance against the preceding year's budget. In addition, the Finance Committee shall consider such other matters concerning the Council's finances as they shall determine from time to time.

**ARTICLE 7      TRANSACTIONS BETWEEN COUNCIL AND DIRECTORS OR OFFICERS**

Section 7.1      Interested Party Transactions

Except as described in Section 7.2, the Council shall not be a party to any transaction:

- (a) in which one or more of its Directors or Officers has a material financial interest, or
- (b) with any corporation, firm, association, or other entity in which one or more Directors or Officers has a material financial interest.

Section 7.2      Requirements to Authorize Interested Party Transactions

The Council shall not be a party to any transaction described in 7.1 unless:

- (a) the Council enters into the transaction for its own benefit;
- (b) the transaction is fair and reasonable to the Council at the time the transaction is entered into;
- (c) prior to consummating the transaction or any part thereof, the Executive Committee authorizes or approves the transaction in good faith, by a vote of a majority of Directors then in office (without counting the vote of the interested Directors), and with knowledge of the material facts concerning the transaction and the interested Director's or Officer's financial interest in the transaction;
- (d) prior to authorizing or approving the transaction, the Executive Committee considers and in good faith determines after reasonable investigation that the Council could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and

(e) the minutes of the Executive Committee meeting at which such action was taken reflect that the Executive Committee considered and made the findings described in paragraphs (a) through (d) of this Section 7.2.

**ARTICLE 8      AMENDMENT OF BYLAWS**

Bylaws may be amended, altered, changed, added to or repealed by the affirmative vote of the majority of the quorum of Council Members in meeting assembled for the purpose after full written notice thereof of not less than two (2) weeks.

**ARTICLE 9      NOTICES**

Whenever in these Bylaws reference is made to notice, written notice, written request, give notice or the like, such notice may be given by electronic transmission, or by mail or other means of written communication to the intended recipient's address, phone number or email address as shown on the records of the Council. Notice of each Annual Meeting may also be published in the Council's newsletter at least thirty (30) days prior to the meeting and shall constitute notice duly given for each recipient thereof.