

FRIENDS OF THE CHESTNUT HILL LIBRARY BYLAWS

ARTICLE I

Name

The name of the corporation shall be the Friends of the Chestnut Hill Library (“FOCHL” or “Corporation”).

ARTICLE II

Purpose

The Corporation is a voluntary, non-profit corporation whose purposes are exclusively for charitable, scientific, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue Law (the “Code”). The activities of the corporation may include, but will not be limited to, operating a used bookstore to provide charitable support to the Chestnut Hill Library branch and to promote literacy, encourage lifelong learning, and inspire curiosity.

ARTICLE III

Membership

Section 1. The Corporation is a non-member corporation.

Section 2. Honorary Titles. The Board may create such classes of “membership,” such as contributing members or honorary members, as the Directors see fit, but such persons shall not have the rights of members under the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the “Act”).

ARTICLE IV

Governing Body

Section 1. The governing body of this association, responsible for the Corporation’s mission and management oversight, shall be the Board of Directors consisting of no fewer than seven (7) and no more than thirteen (13) directors nominated by the Governance Committee or Directors and elected by the Board. The Board shall also include the Chestnut Hill Library Branch Manager, ex officio without vote. Directors shall be elected by the Directors at the annual meeting of the Directors and shall serve for terms of two (2) years and until their successors are elected and qualified. There are not term limits for Directors. As nearly as possible, an equal number of terms shall expire each year.

First Revision 11.8.22	2nd Revision 2.24.23	
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ARTICLE V

Officers and Directors

Section 1. The Officers of this organization shall be a President, Vice President, Treasurer, and Secretary.

Section 2. Nominations of the Officers and Directors shall be submitted in writing by the Governance Committee as appointed by the President and with the consent of the nominees at least three weeks prior to the annual meeting of the Board. Additional nominations may be made in writing by a Director with the consent of the nominee and any such nominations must be received in writing by the Secretary at least five days before the annual meeting.

Section 3. Officers and Directors shall be elected by a majority vote of Directors eligible to vote. The offices of President, Vice President, Treasurer, and Secretary shall be filled at annual meetings.

Section 4. Officers and Directors shall be elected for two year terms and shall serve without compensation for their services as Officers and Directors. Officers and Directors may be elected and/or serve for consecutive terms.

Section 5. Any Officer or Director may resign their position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Corporation, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation shall not be required to make it effective.

Section 6. Filling Vacancies.

(a) If a vacancy exists among the positions available for Directors, by virtue of a desire to fill unfilled positions, or by reason of death, resignation, removal, disqualification or otherwise, the Directors may elect a person or persons who may serve as a Director for the remainder of the applicable term(s), by a majority of Directors eligible to vote, at any regular or special meeting, where a quorum is present.

(b) If the position of any officer becomes vacant, by an increase in the number of officers, or by reason of death, resignation, removal, disqualification or otherwise, the Directors may elect a person or persons who shall hold office for the remaining term, by a majority of Directors eligible to vote, at any regular or special meeting, where a quorum is present. Sections 7. Removal. Any Director may be removed from office, with or without the assignment of any cause, by a vote of a majority of Directors in office, at a duly convened meeting of the Board, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director may be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

Section 8. Quorum. A majority of all Directors shall constitute a quorum of the Board, and the acts of a majority of the Directors present at a duly convened meeting at which a quorum is present shall be the acts of the Board, unless a greater number is required by the Act or these Bylaws.

Section 9. Vote. Each Director shall be entitled to one (1) vote.

Section 10. Unanimous Consent of Directors in Lieu of Meeting. Unless otherwise restricted in these Bylaws, any action which may be taken at a meeting of the Board may be taken without a meeting, with notice, if a consent or consents in writing setting forth the action so taken shall be signed, before, on or after the effective date of the action, by all of the Directors in office and shall be filed with the Secretary of the Corporation.

ARTICLE VI

Duties of Officers

Section 1. President: The President shall preside at all meetings of the Directors and Executive Committee; shall generally supervise the business of the Corporation; and shall execute documents on behalf of the Corporation. The President shall be an ex-officio member of every Corporation committee.

Section 2. Vice President: The Vice President shall perform the duties of the President in the absence of the President and assist the President as requested.

Section 3. Treasurer: The Treasurer shall assure that accurate accounts of the receipts and disbursements of the Corporation are maintained; shall cause financial reports to be provided to the Board as requested, but not less than once a year; and shall perform such other duties as may be prescribed by the Board or by the President.

Section 4. Secretary: The Secretary shall assure that minutes are prepared and maintained for all meetings of the Board; shall assure that appropriate notice is given for all meetings of the Board; and shall perform such other duties as may be prescribed by the Board or by the President.

ARTICLE VII

Committees

Section 1. The Board may establish one or more committees to consist of one or more Directors of the Corporation. Standing committees may include Finance and Governance. Any such committee, to the extent provided in the resolution of the Board forming the committee, shall have and may exercise any of the powers and authority of the Board, except that no committee shall have any power or authority as to the following:

- (a) The filling of vacancies on the Board.
- (b) The adoption, amendment or repeal of the Bylaws.

(c) The amendment or repeal of any resolution of the Board.

(d) Action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.

If any person who is not a Director is appointed to any committee of the Board, such non-Director shall have no right to vote on any question that would create a binding obligation of the Corporation.

Section 2. Appointment to Committees. Unless otherwise determined by the Board, the President shall have the power to appoint and remove members and chairs of all committees.

Section 3. Creation and Composition of Advisory Committees. The Corporation may, in its discretion, establish Advisory Committee(s) that may include persons who are not Directors. Such Advisory Committee(s) shall have no power to bind the Corporation and shall have only such responsibilities and duties as may be delegated to them by the Board, Board President or the FOCHL Executive Director.

(a) Standing committees of the Board shall be comprised solely of Directors. The President may name individuals who are not Directors to serve on a standing committee, but such committee members shall be non-voting members of the standing committee.

(b) Advisory committees shall be comprised of individuals appointed by the President and need not be Directors.

(c) Other standing and ad hoc committees of the Board and advisory committees may be created by the President with the approval of the Board and shall be comprised of the individuals named and responsible for the duties set forth in the resolution establishing the committee.

Section 4. The President shall appoint a member of each committee to serve as its chair. All standing and ad hoc committees of the Board shall be chaired by a Director appointed by the President.

ARTICLE VIII

Meetings

Section 1. An Annual Meeting of the Corporation shall be held on a date to be determined by the Board. Unless the Board directs otherwise, the final meeting of the fiscal year (June 1- May 31) shall be the annual meeting. A majority of the current Directors shall constitute a quorum.

Section 2. Regular Meetings. Regular meetings of the Directors shall be held as determined by the Board, at least 3 times a year.

Section 3. Special Meetings. Special meetings of the Board may be called by the President or by one-quarter of the Directors at any time. At least five (5) days written notice stating the

time, place and purpose of any special meeting shall be given to the members of the Board.

Section 4. Teleconference Meetings. Any Director may participate in a meeting of the Board or any committee thereof by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other.

Section 5. Evaluation. The Directors shall at least every other year evaluate their own performance and the composition of the Board in terms of the skills, experience, diversity, and contributions of its members to identify ways it may improve its effectiveness by selection of new Directors and otherwise.

ARTICLE IX

Notice

Section 1. Notice. Whenever notice is required to be given to any person, it shall be given to such person either personally or by sending a copy thereof by first class or express mail, postage prepaid, or courier service, charges prepaid, to the person's address appearing on the books of the Corporation, or in the case of Directors, supplied by that person to the Corporation for the purpose of notice, or by facsimile transmission, e-mail or other electronic communication to the person's facsimile number or address for e-mail or other electronic communications supplied by the person to the Corporation for the purposes of notice. Notice by mail or courier shall be deemed to have been given when deposited in the United States mail or with a courier service for delivery. Notice by facsimile, email or other electronic communication shall be deemed to have been given when sent. Such notice shall specify the day, hour and geographic location of the meeting and any other information which may be required by the Act or these Bylaws.

Section 2. Unless otherwise noted in the By-Laws, notice is defined herein as seven (7) days.

Section 3. Waiver of Notice. Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at a meeting shall constitute a waiver of notice, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

ARTICLE X

Conflict of Interests

Section 1. The Board shall adopt a policy establishing a process for identifying and avoiding potential conflicts of interest among the Directors, former Directors, officers and the business of the Corporation.

Section 2. The Secretary shall ask each Director and Officer to certify in writing annually his or her acknowledgement of the Conflict of Interest Policy and to disclose any potential

conflicts. Any additional potential conflicts shall be disclosed to the Board as they arise.

ARTICLE XI

Liability and Indemnification

Section 1. General Rule. An Officer or Director shall not be personally liable for monetary damages as an Officer or Director for any action taken, or any failure to take any action, unless:

(a) the director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in Section 5712 of the Act and any amendments and successor acts thereto; and

(b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness;

Provided, however, that the foregoing provision shall not apply to (a) the responsibility or liability of a Director or Officer pursuant to any criminal statute or (b) the liability of a Director or Officer for the payment of taxes pursuant to local, state or federal law.

Section 2. Indemnification. The Corporation shall indemnify any Officer or Director who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the Corporation) (a "Proceeding") by reason of the fact that such person is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another domestic or foreign corporation for-profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such Proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, that no person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Corporation, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

Section 3. Procedure. Unless ordered by a court, any indemnification under Section XII

Section 2 or otherwise permitted by law shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:

(a) by a majority of the eligible Directors at a meeting where quorum is present. Eligible Directors will consist of those who are not parties to the action or proceeding; or

(b) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

Section 4. Advancement of Expenses. The Corporation shall advance expenses incurred by an Officer or Director who may be eligible for indemnification pursuant to this Article in defending a Proceeding unless such Proceeding is brought against the person by or in the right of the Corporation, and may advance such expenses in any case in which it decides indemnification may be appropriate, in advance of the final disposition of such Proceeding, upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

Section 5. Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an Officer or Director of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 6. Other Rights. This Article shall not be exclusive of any other right which the Corporation may have to indemnify any person as a matter of law.

ARTICLE XII

Amendments

Section 1. The Bylaws may be amended only by a majority vote of all Directors at any duly convened meeting of Directors after written notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

ARTICLE XIII

Miscellaneous

Section 1. Definitions.

(a) Written. Whenever a written document or written action is required by these Bylaws, it shall be sufficient if such document is provided or action is taken in Record Form.

(b) Record Form. “Record Form” means inscribed on a tangible medium or stored in an electronic or other medium and retrievable in perceivable form.

(c) Sign or Signature. Whenever these Bylaws require a signature or a signed document, it shall be sufficient if the person signing acts with present intent to authenticate or adopt information in Record Form and (1) manually signs or adopts a tangible symbol or (2) attaches to, or logically associates with, information in Record Form an electronic sound, symbol or process.

Section 2. Policies. The Board shall adopt policies dealing with conflicts of interest, whistleblower protection, and document retention and destruction.