

FRIENDS OF THE CHESTNUT HILL LIBRARY  
BYLAWS

ARTICLE I

Name

The name of the corporation shall be the Friends of the Chestnut Hill Library.

ARTICLE II

Purpose

The Friends of the Chestnut Hill Library (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 and to support literacy programs, encourage lifelong learning and inspire curiosity.

ARTICLE III

Membership

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

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 and elected by the Board. Board members missing three meetings, unexcused by the President, in a year shall be subject to removal. In addition, the two immediate Past Presidents and the Librarian shall be appointed as ex-officio with vote.

ARTICLE V

Officers

Section 1. The officers of this organization shall be a President, Vice President, Treasurer, Recording Secretary and Corresponding Secretary. With the exception of the President and Vice President, any other officers or assistant officers appointed by the Board need not be directors serving on the Board.

Section 2. Nominations of the Officers and Directors shall be submitted in writing by an ad hoc committee of the Board of Directors appointed by the President to serve as the nominating committee 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 nominees. These nominations must be received 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, Recording Secretary and Corresponding Secretary shall be filled at annual meetings held in even numbered years.

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

Section 5. Should any officer or be unable to complete his term of office, the Board shall appoint a successor to serve until the next annual meeting.

## ARTICLE VI

### Duties of Officers

Section 1. President: To preside over and conduct meetings, to appoint all committees, except as limited herein, and to be ex-officio a member of the committees.

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

Section 3. Treasurer: To keep and maintain the financial records of the organization and to cooperate with the Director and Budget Officer of the Free Library of Philadelphia with respect to the solicitation and receipt of dues, contributions and gifts.

Section 4. Recording Secretary: To record attendance at all meetings and to take minutes of all meetings.

Section 5. Corresponding Secretary: To keep a list of the membership; to notify the Friends and Executive Board of the time and place of meetings; and to conduct the correspondence of the organization.

## ARTICLE VII

### Committees

Section 1. The standing committees shall be Development and Finance, Membership, Programs, Bookstore, Advocacy, and Gardens.

- (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 2. 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. Directors shall be notified in writing prior to the date of the meeting in accordance with Article V, Section 2 and Article X.

Section 2. A special meeting of the Board may be called at any time by the Chair or upon written petition delivered to the Corresponding Secretary and Chair and signed by at least a third of the current Directors, with written notice of its purpose being mailed to the Directors at least five (5) days in advance.

Section 3. Meetings of the Board shall be held at least three times a year. Unless the Board directs otherwise, the final meeting of the calendar year shall be the annual meeting. A majority of the current Directors shall constitute a quorum.

## ARTICLE X

### Notice

Section 1. Whenever written notice is required to be given to any person, it may be given to the person, either personally or by sending a copy by first class, express mail, postage prepaid, courier service, charges prepaid, or by facsimile or electronic mail, to his or her address (or to his or her facsimile number or electronic mail address) supplied by the director or officer to the Corporation for the purpose of notice. If the notice is sent by mail, express mail, or courier service, it shall be deemed to have been given when deposited in the United States mail or with an overnight mail office or courier service for delivery to that person or, in the case of facsimile or electronic mail, when receipt has been confirmed. A notice of meeting shall specify the place, day and hour of the meeting and any other information required by the Act.

Section 2. Whenever any written notice is required to be given, a waiver in writing, signed by the person or persons entitled to the notice, whether before or after the time stated in the notice, shall be deemed equivalent to the giving of the notice. Neither the business to be transacted at, nor the purpose of, a meeting need be specified in the waiver of notice of the meeting.

Section 3. Attendance of a person at any meeting shall constitute a waiver of notice of the meeting except where a person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

## ARTICLE XI

### 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 Recording 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.

## ARTICLE XII

### Indemnification and Insurance

Section 1. The Corporation shall indemnify, to the extent permitted under the Pennsylvania Nonprofit Corporation Law (“PaNPCL”), any person who was or is a party (other than a party plaintiff suing on her or his own behalf or in the right of the Corporation), or who is threatened to be made such a party, to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative (including, but not limited to, an action by or in the right of the Corporation) by reason of the fact that she or he is or was a director, officer or employee of the Corporation, or is or was serving at the request of the Corporation as a director, officer or employee of another domestic or foreign corporation, for-profit or not-for-profit, partnership, joint venture, trust or other enterprise (such person being herein called an “Indemnified Person”), against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by her or him in connection with such action or proceeding (herein called collectively the “Indemnified Liabilities”), unless the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted self-dealing, willful misconduct or recklessness of the Indemnified Person. In addition, the Corporation shall indemnify any Indemnified Person against the Indemnified Liabilities to the full extent otherwise authorized by Pennsylvania law, including, without limitation, the indemnification permitted by Section 5741 et. seq. of the PaNPCL.

Section 2. The Corporation shall have the power to indemnify any person who is or was an agent of the Corporation, or is or was serving at the request of the Corporation as an agent

of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by her or him by reason of her or his services on behalf of the Corporation, except as prohibited by law.

Section 3. Expenses incurred by an officer, director, employee or agent in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such action or proceeding, as authorized in the manner provided in Section 4 of this Article, upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that she or he is not entitled to be indemnified by the Corporation as authorized in this Article.

Section 4. The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in her or his official capacity and as to action in another capacity while holding such office.

Section 5. Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another domestic or foreign corporation, for-profit or not-for-profit, partnership, joint venture, trust or other enterprise against any liability asserted against her or him and incurred by her or him in any such capacity, or arising out of her or his status as such, whether or not the Corporation would have the power to indemnify her or him against such liability under the provisions of this Article.

## ARTICLE X

### Amendments

Section 1. Amendments to these Bylaws may be made at any meeting of the Board by a two-thirds vote of the Directors present, after notification to each Director at least ten (10) days before the meeting at which voting is to take place.

## ARTICLE XI

### Parliamentary Procedure

Section 1. Robert's Rules of Order, revised, when not in conflict with these Bylaws, shall govern the proceeding of the organization.