

BYLAWS
OF
VERMONT PUBLIC LIBRARY FOUNDATION, INC.

(A Vermont Domestic Non-Profit Corporation)

Article 1 - Corporate Name

The name of the Corporation shall be the "Vermont Public Library Foundation, Inc."

Article 2 - Purposes

The corporation is organized exclusively for charitable purposes, the receiving of contributions and the making of distributions for the benefit and/or support of Vermont public libraries as defined by 22 V.S.A. § 101 and that qualify as publicly supported organizations under section 501(a)(1) or 501(a)(2) of the Internal Revenue Code and/or as public charities under section 501(c)(3) of the Internal Revenue Code or the corresponding sections of any future federal tax code, and all other lawful non-profit purposes for the benefit and support of Vermont public libraries.

Article 3 - Principal/Registered Office

Vermont Department of Libraries
109 State St.
Montpelier, VT 05609

Article 4 - Membership

The Corporation has no voting members.

Article 5 - Board of Directors

Section 1. Powers: The business and affairs of the corporation shall be managed by the board of directors. The board may appoint committees for any purpose, including an executive committee that may exercise any of the authority of the board.

Section 2. Tenure, and Qualifications: The board of directors of the Corporation, except for the State Librarian of Vermont, shall serve one year terms and must be residents of the state of Vermont.

Section 3. Regular Meetings: The Board of Directors shall provide for by resolution the time and place for the holding of the regular annual meeting(s) of the Board, and may provide, by resolution, the time and place for holding additional regular meetings of the Board without other notice than such resolution. However, there shall never be less than one annual meeting of the Board of Directors.

Section 4. Special Meetings: Special meetings of the board of directors may be called by or at the request of the president or any two directors and shall be held at the principal office of the corporation or at such other place as the directors may determine.

Section 5. Notice: Notice of any special meeting shall be given at least forty-eight (48) hours before the time fixed for the meeting, by written notice delivered personally or mailed to each director at his business address, or by fax. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid, not less than three days prior to the commencement of the above-stated notice period. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board of directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum: A majority of the number of directors fixed in these bylaws shall constitute a quorum for the transaction of business. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors. Any action consented to in writing by each and every director shall be as valid as if adopted by the board of directors at a duly warned and held meeting of the board, provided such written consent is inserted in the minute book.

Section 7. Voting: Any action that is proper for a special meeting may be conducted by written ballot in lieu of a meeting.

Section 8. Vacancies: Any vacancy occurring in the board of directors may be filled as provided for by the Articles of Incorporation. A director elected or appointed to fill a vacancy shall be elected or appointed for the unexpired term of his predecessor in office.

Section 9. Rules: Meetings of the board of directors shall be governed by Robert's Rules of Order, Newly Revised (1990).

Article 6 - Officers

Section 1. Number: The State Librarian shall serve as president of the Corporation. The remaining officers of the Corporation shall be a vice-president, secretary, and a treasurer, each of whom shall be elected by the board of directors. Any two or more officers may be held by the same person, except the offices of president and secretary.

Section 2. Election and Term of Office: The vice-president, secretary and treasurer of the Corporation shall be elected at the annual meeting of the board of directors. If the election is not held at such meeting, such election shall be held as soon as possible thereafter as is convenient. Each officer shall hold office until his or her successor has been duly elected and qualified or until his or her death, resignation, or removal in the manner hereinafter provided.

Section 3. Vacancies: A vacancy in the office of vice-president, secretary or treasurer because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors for the unexpired portion of the term.

Section 4. Powers and Duties: The powers and duties of the several officers shall be as provided from time to time by resolution or other directive of the board of directors. In the absence of such provisions, the respective officers shall have the powers and shall discharge the duties associated with such offices. The Vice President shall assume the duties of the President during the absence of the President. The secretary shall prepare minutes of all meetings of the board, and shall authenticate the records of the corporation upon request.

Article 7 - Contracts, Loans, Checks, and Deposits

Section 1. Contracts: The board of directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific business.

Section 2. Loans: No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts, or Orders: All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as from time to time shall be determined by resolution of the board of directors.

Section 4. Deposits: All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the board of directors shall select.

Article 8 - Fiscal Year

The fiscal year of the Corporation shall be July 1 to June 30 of the following year.

Article 9 - Waiver of Notice

Whenever any notice is required to be given to any director of the corporation under the provisions of law or these bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Article 10 - Amendments

These bylaws may be altered, amended, or repealed, and new bylaws may be adopted by the majority of the board of directors at any regular or special meeting of the board and as provided for in 11B VSA §10.20.

Article 11 - Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of directors and committees having and exercising any of the authority of the board of directors. All books and records of the corporation may be inspected by any director, or his or her agent or attorney, for any proper purpose at any reasonable time.

Article 12 - Distribution of Assets upon Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

We, the undersigned persons of majority age (18), constituting the initial board of directors of the Vermont Public Library Foundation, Inc., do hereby adopt these Bylaws of said corporation:

Sybil B McShane
Sybil Brigham McShane

Vermont Dept. of Libraries, 109 State St., Montpelier, VT 05609

8-14-00
Date

Joan Rahe
Joan Rahe, 414 Dewey St., Bennington, VT 05201

8-14-00
Date

Marianne Kotch
Marianne Kotch

Midstate Regional Library, 578 Paine Tpke N, Berlin, VT 05602

8-14-00
Date