

BYLAWS
OF
MIDDLE COUNTRY LIBRARY FOUNDATION, INCORPORATED

ARTICLE I
OFFICES, CORPORATE SEAL

Section 1.01. Registered Office. The registered office of the Corporation in New York is that shown in the Articles of Incorporation, or in a resolution of the Trustees filed with the Secretary of State changing the registered office.

Section 1.02. Other Offices. The Corporation may have such other offices, as the Trustees determine.

Section 1.03. Corporate Seal. The Corporation may have a corporate seal of a design and form to be determined by the Board of Trustees.

ARTICLE II
BOARD OF TRUSTEES

Section 2.01 Members. This Foundation will have no members. All corporate actions will be approved by the Board of Trustees as provided in these bylaws. All rights which would otherwise rest in the members will rest in the Trustees.

Section 2.02. General Powers. The property, affairs and business of the Corporation will be managed by the Trustees.

Section 2.03. Property. No Trustee will have any right, title or interest in or to the property of the Corporation.

Section 2.04. Number, Qualification and Term of Office. There will be at least five (5) Trustees, however, the number of voting Trustees may be increased or decreased to any odd number, by vote of the Trustees. Any change in the number of Trustees will be voted on and approved by a majority of the Trustees before it becomes effective. New Trustees shall be appointed by those remaining duly qualified Trustees. The Director and Board President of the Middle Country Public Library or their designees will hold permanent official seat with vote.

Each Trustee will serve a three-year (3-year) term following his or her election or until his or her successor is elected, or until his or her death, or until he or she resigns, or until he or she is removed in the manner provided. The initial Board of Trustees will draw lots for initial terms of office with terms for approximately one-third of the Trustees expiring each year. Trustees may be reelected to successive terms. Representatives of banks or trust companies which serve as Trustees, investment advisors, custodians, or agents for or with respect to funds of or held for the benefit of this Corporation, shall never constitute more than one-half of the Trustees.

Section 2.05. **Resignation.** Any Trustee may resign at any time by giving written notice to the Chair of the Board or to the Secretary. The resignation takes effect at the time specified by the Trustee and, the acceptance of the resignation is not necessary to make it effective.

Section 2.06. **Vacancies.** Any vacancy in the Board of Trustees will be filled by a person receiving a majority vote of the remaining Trustees. Any Trustee so elected will hold office for the remaining term of that Trusteeship or until his or her successor is duly elected and qualified.

Section 2.07. **Place of Meeting.** The Board of Trustees may hold its meetings at any location it chooses.

Section 2.08. **Annual Meeting.** As soon as practical and not more than sixty (60) days after the beginning of a new fiscal year, an annual meeting shall be held to elect officers and conduct any other business. Notice of the annual meeting will be given in writing not less than ten (10) days prior to the meeting date.

Section 2.09. **Regular Meetings.** Regular meetings of the Board of Trustees will be held at a time and place determined by a resolution adopted by a majority of the whole Board of Trustees. Verbal or written notice of regular meetings shall be given five (5) days prior to the meeting.

Section 2.10. **Special Meetings; Notice.** Special meetings may be may be called by the Chair of the Board or by two or more of the Trustees. Notice of special meetings will be mailed to each Trustee's residence or place of business, at least five (5) days before the day of the meeting, or delivered personally or by telephone, no later than two (2) days before the meeting. The notice must include the time and place of the meeting, but need not state the purposes except as provided in Sections 2.12 and 3.04. Any meeting of the Board will be a legal meeting without any notice having been given, if all of the Trustees of the Corporation then in office are present at the meeting or waive such notice in writing before, at, or after the meeting.

Section 2.11. **Quorum and Manner of Acting.** Except as otherwise provided by statute or these Bylaws, a minimum of 51% of the Trustees is required to constitute a quorum to transact business at any meeting, and the act of a majority of the Trustees present at such a meeting will be the act of the Board of Trustees. In the absence of a quorum, a majority of the Trustees present may adjourn the meeting. Notice of any adjourned meeting need not be given.

Section 2.12. **Removal of Trustees.** Any Trustee may be removed, with the exception of the seats held by the Director of the Middle Country Public Library and the representative of its Board, with or without cause at any time. Removal requires a vote of a majority of the Trustees at a special meeting called for that purpose. Proper notice must be given in writing ten (10) days prior to the a meeting. The resulting vacancy will be filled in the manner specified in Section 2.06.

Section 2.13. **Proxies.** Proxies shall not be allowed.

ARTICLE III OFFICERS

Section 3.01. **Number.** The officers will be a Chairman/Chairwoman (Chair) of the Board, a Secretary, a Treasurer, and, if the Board chooses, one (1) or more Vice Chairs and other officers. Any two (2) or more offices, except those of Chair of the Board and Vice Chair, may be held by the same person.

Section 3.02. **Election, Term of Office and Qualifications.** All officers will be Trustees and will be elected annually by the Trustees. Except in the case of officers appointed by the provisions of Section 3.10, each will hold office for one (1) year and until a successor is duly elected and qualified, or until death, or resignation, or removal in the manner herein provided.

Section 3.03. **Resignations.** Any officer may resign his or her office by giving written notice to the Board of Trustees. Any resignation will take effect at the time specified and, the acceptance of the resignation shall not be necessary to make it effective.

Section 3.04. **Removal.** Any officer may be removed, with cause, by a vote of the Board of Trustees at a meeting called for that purpose, and such purpose shall be stated in the notice.

Section 3.05. **Vacancies.** A vacancy in any office will be filled for the unexpired portion of the term in the manner prescribed in these Bylaws for election or appointment to such office.

Section 3.06. **Chairman/Chairwoman of the Board.** The Chair of the Board conducts the meetings of the Corporation, is its chief executive officer, and has general management of the business of the Corporation. When present, the Chair presides at all meetings of the Trustees. He or she sees that all orders and resolutions of the Board of Trustees are carried out. With the proper signature of one other duly qualified officer of the Corporation, the Chair may execute and deliver any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the Corporation, including without limitation, any instruments necessary or appropriate to enable the Corporation to donate income or principal of the Corporation to or for the account of such organizations, causes, and projects described in the Articles of Incorporation that the Corporation was organized to support. The Chair shall have all other such duties as are normally associated with the office of President.

Section 3.07. **Vice Chair.** Each Vice Chair, if any, will have such powers and duties as may be specified in the Bylaws or prescribed by the Board of Trustees or the Chair of the Board. In the event of absence or disability of the Chair, the Vice Chair shall succeed to his or her power and duties in the order designated by the Board of Trustees.

Section 3.08. **Secretary.** The Secretary or designee records the proceedings of the meetings of the Board of Trustees, notifies the Trustees of all meetings, and performs such other duties as required by the Board of Trustees or by the Chair and, in general performs all duties incident to the office of the Secretary.

Section 3.09. **Treasurer.** The Treasurer or designee, will keep accurate accounts of all moneys of the Corporation received or disbursed. He or she deposits moneys, drafts and checks to the credit of the Corporation in banks and depositories designated by a majority of the whole Board of Trustees. He or she may endorse for deposit all notes, checks and drafts received by the Corporation, and renders as required, an account of all transactions, and of the financial condition of the Corporation. Other duties may be prescribed by the Board of Trustees and, in general, the Treasurer shall perform all duties incident to the office.

Section 3.10. **Other Officers.** The Corporation may have other officers and agents as may be deemed necessary by the Board of Trustees. Their appointment, duties and terms will be determined by resolution of the Board of Trustees.

Section 3.11. Directors. The Board of Trustees may establish a body of any number of Directors to assist in the development and operation of the Foundation. Directors shall have no vote in foundation matters and no authority to affect foundation policy.

ARTICLE IV COMMITTEES

The Board of Trustees may act by and through committees specified in resolutions adopted by a majority of the whole number of Trustees. The duties and responsibilities will be designated by the Board of Trustees and each such committee will be subject to the direction of the Chair of the Board of Trustees. The Chair shall appoint all committee Chairs and Members.

ARTICLE V FISCAL AGENTS

This Corporation may designate such fiscal agents, investment advisors and custodians as the Board of Trustees may select by resolution. The Board of Trustees may at any time, with or without cause, discontinue the use of the services of any such fiscal agent, investment advisor, or custodian.

ARTICLE VI FIDUCIARY RESPONSIBILITY

It shall be the policy of this Corporation that the Board of Trustees shall assume and discharge fiduciary responsibility with respect to all funds held or administered by this Corporation.

ARTICLE VII POLICIES WITH RESPECT TO DISTRIBUTION OF PRINCIPAL AND INCOME AND RELATED MATTERS

Section 7.01. Annual Distributions. This Corporation will make annual distributions for one or more of the educational, scientific or charitable purposes for which it is organized in an amount determined by the Board of Trustees to be appropriate. This includes administrative expenses and amounts paid to acquire an asset used (or held for use) directly in carrying out one or more of its purposes. In any such distribution of funds there will be no discrimination on account of the age, sex, color, religious affiliation, national origin or disability of the individuals or programs to be benefited there by.

Section 7.02. No Self-Dealing. This Corporation will not engage in any act which would constitute "self-dealing" as defined in Section 4941 (d) of the Internal Revenue Code of 1986.

Section 7.03. No Jeopardy Investments. This Corporation will assure that no funds, whether owned by the Corporation or vested in a trust for the benefit of the Corporation, are invested or reinvested in such a manner that jeopardizes the carrying out of any educational purposes for which this Corporation is organized.

Section 7.04. **Expenditure Responsibility.** Through its Board of Trustees this Corporation will exercise "expenditure responsibility", as defined in Section 4945 (h) (1) and (2) of the Internal Revenue Code of 1986, as now enacted or as hereafter amended, with respect to all grants and distributions.

Section 7.05. **Reasonable Return.** The Board of Trustees will take steps to assure that each Trustee, agent, or custodian of the unrestricted trusts or funds that are a component part of this Corporation, administer them in accordance with accepted standards of fiduciary conduct to produce a reasonable (as determined by the Board of Trustees) return of net income.

ARTICLE VIII BOOKS OF RECORD, AUDIT, FISCAL YEAR, BOND

Section 8.01 **Books and Records.** The Board of Trustees of this Corporation will keep:

- (1) records of all proceedings of the Board of Trustees, and Committees; and
- (2) all financial statements of this Corporation; and
- (3) Articles of Incorporation and Bylaws of this Corporation and all amendments and restatements; and
- (4) other records and books of account necessary and appropriate to the conduct of the corporate business.

Section 8.02 **Audit and Publication.** The records and books of account of this Corporation will be audited at least once in each fiscal year in such a manner as may be deemed necessary or appropriate, and also shall make such inquiry as the Board of Trustees deems necessary or advisable into the condition of all trusts and funds held by any Trustee, agent, or custodian for the benefit of this Corporation, and shall retain such person or firm for such purposes as it may deem appropriate. Not later than six months after the close of each fiscal year of this Corporation, the Board of Trustees of this Corporation shall furnish to the Board of the Middle Country Public Library copies of the Corporation's financial statements for its immediately preceding fiscal year and may, if determined necessary or appropriate by the Board of Trustees, cause such financial statement to be published in one or more local newspapers having general circulation and distribution, as may be selected by the Board of Trustees.

Section 8.03. **Fiscal Year.** The fiscal year of the Corporation will be from July 1 to June 30 of each year.

Section 8.04. **Bond.** The Corporation will obtain bond on such people and in such amounts as may from time to time be deemed necessary by the Board of Trustees.

ARTICLE IX WAIVER OF NOTICE

Whenever any notice is required to be given by these Bylaws or any of the corporate laws of the State of New York, such notice may be waived in writing, signed by the person or persons entitled to said notice, whether before, at, or after the time stated therein, or before, at, or after the meeting.

**ARTICLE X
INDEMNIFICATION**

The Corporation will indemnify any present or former Trustee, Director, officer, employee or agent of this Corporation, to the fullest extent possible against expenses, including attorneys' fees, judgments, fines, settlements and reasonable expenses, actually incurred by such person relating to his or her conduct as a Trustee, Director, officer, employee, member or agent of this Corporation, except that the mandatory indemnification required by this sentence shall not apply (i) to a breach of the duty of loyalty to the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law; (iii) for a transaction from which such person derived an improper personal benefit; or (iv) against judgments, penalties, fines and settlements arising from any proceeding by or in the right of the Corporation, or against expenses in any such case, where such person shall be adjudged liable to the Corporation.

Service on the Board of Trustees of the Corporation, or as an officer, employee or agent thereof, is deemed by this Corporation to have been undertaken and carried on in reliance by such persons on the full exercise by the Corporation of all powers of indemnification which are granted to it under this Article and the New York Not For Profit Corporations Act as amended from time to time. Accordingly, the Corporation shall exercise all of its powers whenever, as often as necessary and to the fullest extent possible, to indemnify such persons. Such indemnification shall be limited or denied only when and to the extent provided above unless the New York Not for Profit Corporations Act or other applicable legal principles limit or deny the Corporation's authority to so act. This Article and the indemnification provisions of the New York Not For Profit Corporations Act (to the extent not otherwise governed by controlling precedent) shall be construed liberally in favor of the indemnification of such persons.

**ARTICLE XI
AMENDMENTS**

The Board of Trustees may amend this Corporation's Certificate of Incorporation, and these Bylaws to include or omit any provision which could be lawfully included or omitted. Any number of amendments, or an entire revision or restatement of the Certificate of Incorporation or Bylaws, may be submitted and voted upon at a single meeting of the Board of Trustees and be adopted at such meeting a quorum being present, upon receiving the affirmative vote of not less than two-thirds of the whole number of Trustees. However, amendment of Article IV (Purposes) of the Certificate of Incorporation may be made only with the unanimous approval and resolution of all qualified Trustees.



Secretary
Middle Country Library Foundation, Incorporated