

SHERMAN LIBRARY ASSOCIATION, INCORPORATED
BY-LAWS
AS AMENDED
[Date of Amendment]

ARTICLE I
DEFINITIONS

As used herein, the following terms have the meanings set forth below:

Section 1. “Board” means the body of Trustees referred to in Article IV hereof. The Board is the “board of directors” of the Corporation, within the meaning of CRNCA § 33-1080(a).

Section 2. “Code” means the Internal Revenue Code of 1986, as amended.

Section 3. “Corporation” means Sherman Library Association, Incorporated, a Connecticut nonstock corporation.

Section 4. “CRNCA” means the Connecticut Revised Nonstock Corporation Act, CONN. GEN. STAT. §§ 33-1000 et seq., as hereafter amended, and any successor statute.

Section 5. “FOIA” means the Connecticut Freedom of Information Act, CONN. GEN. STAT. §§ 1-200 et seq., as hereafter amended.

Section 6. “Signed” means executed or adopted by a person in any manner intended to provide authentication, including without limitation the affixation of an electronic signature, transmission of assent by electronic mail, or the use of any online electronic signing system.

Section 7. “Trustee” means a member of the Board.

Section 8. “Writing” and terms of comparable import include documents maintained exclusively in electronic form.

ARTICLE II
MEMBERS

Section 1. Members. Any person who has made a monetary contribution to the Corporation within the last twelve months shall be deemed a member, unless such person shall notify the Corporation that he or she elects to be excluded from membership. The Board may, but need not, prescribe a minimum required contribution from time to time by resolution.

Section 2. Eligibility for Membership; Terms and Conditions of Membership. Any person may become a member as aforesaid. Each member shall be entitled to receive notice of meetings of the members, and to participate and vote thereat, subject to and as provided

in these By-laws. All the rights, powers and privileges of any member shall cease upon death or resignation or upon failure of any member to have made a financial contribution during the preceding twelve months. There shall be no financial or other benefits of membership except as set forth in the following Section 3.

Section 3. Voting Rights of Members. The members shall have the right and power to elect the Board and to vote on all other matters as to which the members have the right to vote under the CRNCA, these By-laws, and the certificate of incorporation.

Section 4. Record Date. In order that the Corporation may determine the members entitled to notice of or to vote at any meeting of members, or at any adjournment of such a meeting, the Board may fix, in advance, a record date, which shall not be more than sixty nor less than ten days before the date of such meeting. If no record date is fixed, the record date shall be the day before notice is delivered to members. A determination of members entitled to notice of or to vote at a meeting of members shall apply to any adjournment of the meeting.

ARTICLE III MEETINGS

Section 1. Meetings. The meetings of the Corporation, including meetings of members or of the Board (except executive session, as defined by FOIA), or of Board Committees shall be open to the public. No member of the public shall be required, as a condition to attendance at a meeting of the Corporation to register their name, or furnish other information, or complete a questionnaire or otherwise fulfill any condition precedent to their attendance. Not later than seven (7) days after the date of all meetings the minutes of the meeting shall be available for public inspection and posted on the Corporation's website, if available. The Corporation shall make, keep and maintain a record of the proceedings of its meetings. The Corporation shall file no later than January thirty-first (31st) of each year in the office of the Town Clerk of the Town of Sherman the schedule of the annual meeting of members and of regular meetings of the Board for the ensuing year and shall post such schedule on the Corporation's website, if available. No such meeting of the Corporation shall be held sooner than thirty (30) days after such schedule has been filed.

Section 2. Annual Meetings. The annual meeting of members of the Corporation shall be held on the first or second Friday of October of each year prior to the annual meeting of the Board, as determined by the Board, with notice of the date, time and place of such meeting to be given by posting the same at the Corporation's website, if available, and filing the same in the office of the Town Clerk of the Town of Sherman as set forth above; provided, however, that if in any year the annual meeting is not, or cannot be, held on either such date, then the annual meeting may be called for any date or time before or after such date in the manner set forth below for calling special meetings. At each annual meeting of members, the members shall elect persons to the Board for the ensuing year and may bring up any matter relating to the affairs of the Corporation; provided, however, that

none of the Fundamental Matters defined in Article IV, Section 14 of these By-laws may be brought before the meeting unless described in the notice of the annual meeting.

Section 3. Special Meetings. Notice of each special meeting of members of the Corporation shall be posted not less than twenty-four (24) hours before the meeting to which such notice refers on the Corporation's website, if available, and given not less than twenty-four (24) hours prior to the time of such meeting by filing a notice of the time and place in the office of the Town Clerk of the Town of Sherman to be posted in the clerk's office. At each special meeting, the members may transact only such business as is within the purpose or purposes described in the notice of meeting. The notice of any Special Meeting at which a Fundamental Matter will be discussed must state that a Fundamental Matter will be discussed in the notice of the meeting.

Section 4. Adjournment of Members' Meetings. The members present or represented at any meeting of the members may adjourn to such future time and place as shall be agreed upon by them and announced at the meeting before adjournment.

Section 5. Notice; Waiver. Written notice of member meetings shall be given in accordance with these By-laws, or the CRNCA, as applicable. Written notice, for purposes of these By-laws, includes, but is not limited to, notice by electronic mail. A member may waive notice of any meeting required under these By-laws by a written instrument executed and filed with the Secretary of the Corporation either before or after the date and time specified in the notice. The Secretary shall cause any such waiver to be filed with the minutes or corporate records. A member attending or participating in a meeting shall be deemed to have waived any required notice to him or her of the meeting, unless the member, at the beginning of the meeting or promptly upon his or her arrival, objects to holding the meeting or transacting business at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

Section 6. Quorum. The members present in person or by proxy at a meeting of members shall constitute a quorum for the transaction of business.

Section 7. Voting Rights and Requirements. Each member of the Corporation as of the record date shall be entitled to vote on each matter submitted to members for action. Member action on any matter whatsoever shall require the affirmative vote of a majority of the members of the Corporation present at the meeting of the members in person or by proxy, except for the Fundamental Matters, which shall require the vote of two-thirds (2/3) of the members present in person or by proxy.

Section 8. Proxies. Members may vote by proxy. All proxies shall be in writing and shall be effective upon the filing of an executed appointment form with the Secretary of the Corporation not less than three (3) days before the meeting of members at which a proxy will vote. A proxy shall not be valid after eleven (11) months from its date of execution unless it specifies a greater length of time for which it is to continue.

Section 9. Place of Meetings. Meetings of the members shall be held at the principal office or place of business of the Corporation in Connecticut, or at such other place inside Connecticut, as designated in the notice of meeting.

ARTICLE IV BOARD OF TRUSTEES

Section 1. Powers. All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Corporation shall be managed by or under the direction of, the Board.

Section 2. Election, Size of Board; Term of Office. There shall be no fewer than seven (7) nor more than twelve (12) Trustees. The prescribed number of Trustees within this range shall be that number fixed by resolution of the members, or, if the members do not fix the number, then the prescribed number shall be the number of Trustees elected at the most recent annual meeting or meetings of the members. No Trustee shall be removed from office, or have his or her term of office shortened, because of a reduction in the prescribed number of Trustees. Trustees shall hold office for two (2) years and thereafter until their successors are properly elected and qualified; provided, however, that in the event that the members or the Board determine that staggered terms for the Trustees is desirable, the members may elect certain of the Trustees for a term of one (1) year and/or a term of three (3) years so that the terms can be staggered in the manner desired. Persons may serve as a Trustee for three (3) terms consecutively, and after at least 2 years hiatus may serve additional terms. Persons may be nominated for election to the Board by the Board, or by any member filing in writing with the Secretary, at least 45 days before the annual meeting of the members. The Board may create a Nominating Committee or develop a protocol or procedure for the nomination of candidates for positions on the Board.

Section 3. Removal. A Trustee may be removed from office at any time with or without cause upon the affirmative vote of two-thirds (2/3) of the Trustees present and voting or upon the affirmative vote of (2/3) of the members present in person and by proxy at a meeting of the members. Trustees may be removed by judicial proceedings to the extent provided by the CRNCA.

Section 4. Vacancies. Vacancies on the Board resulting from death, resignation or removal shall be filled for the unexpired portion of the term and up to one additional term by vote of the Board; provided, however, that notwithstanding the provisions of Section 9 of this Article IV, if the Trustees remaining in office constitute fewer than a quorum, as defined in Article IV Section 9, then they may fill the vacancy by the affirmative vote of a majority of all of the Trustees remaining in office.

Section 5. Annual Meeting. The annual meeting of the Board shall be held in each year immediately following the annual meeting of the members; provided, however, that if in any year the annual meeting of the Board is not, or cannot be, held on such date, then the annual meeting of the Board may be called for any date or time before or after such

date in the manner set forth below for calling special meetings of the Board. At least thirty (30) days' written notice of the annual meeting of the Board shall be given to each Trustee specifying the time, date and place of the meeting; provided, however, that notice need not be given to any Trustee who is elected to the Board at the annual meeting of the members preceding the annual meeting of the Board in question. At each annual meeting of the Board, the Board shall elect the officers of the Corporation for the ensuing year and may bring up any other matters relating to the affairs of the Corporation; provided, however, that none of the Fundamental Matters may be brought before the meeting unless specifically described in the written notice of the meeting.

Section 6. Regular Meetings. The schedule of regular meetings of the Board for the ensuing year shall be posted as defined in Article III Section 1. Notice of the agenda of regular meeting of the Board shall be posted not less than twenty-four (24) hours before the meeting to which such notice refers on the Corporation's website, if available, and given not less than twenty-four (24) hours prior to the time of such meeting by filing a notice of the time and place in the office of the Town Clerk of the Town of Sherman provided, however, that Fundamental Matters may not be brought before the regular meeting unless specifically described in a written notice of the meeting given at least thirty (30) days before the meeting. Upon the affirmative vote of two-thirds of the Trustees present and voting, any subsequent business not included in such filed agendas may be considered and acted upon at such meetings.

Section 7. Special Meetings. Special meetings of the Board may be called by the President and shall be called by the President upon the written request of any two (2) Trustees. If the President does not call the meeting within seven (7) days after receipt of the written request, the Trustees making the request may call the meeting. Notice may be given by the person calling the meeting. Notice of each special meeting of the Board shall be posted not less than twenty-four (24) hours before the meeting to which such notice refers on the Corporation's website, if available, and given not less than twenty-four (24) hours prior to the time of such meeting by filing a notice in the office of the Town Clerk of the Town of Sherman, and given to each Trustee; provided, however that Fundamental Matters may not be brought before the special meeting unless written notice of the special meeting is given at least ten (10) days before the meeting. Notice of a special meeting shall include the time and place of the meeting and a description of the purpose or purposes for which the meeting is called, and only those items included in the notice may be voted upon at the special meeting.

Section 8. Notice; Waiver of Notice. Written notice of meetings of the Board shall be given to all Trustees in accordance with these By-laws, FOIA or CRNCA. Written notice for the purposes of these By-laws, includes but is not limited to notice by electronic mail. The Corporation shall, where practicable, give notice by mail of each meeting of the Board which is called, at least one week prior to the date set for the meeting, to any person who has filed a written request for such notice with the Secretary, except that the Corporation may give such notice as it deems practical of special meetings and committee meetings called less than seven days prior to the date set for the meeting. Any request for such notice

filed with the Secretary shall be valid for one year from the date on which it is filed unless a renewal request is filed. Renewal requests for notice shall be filed within thirty days after January first of each year. The Corporation may establish a reasonable charge for sending such notice based on the estimated cost of providing such service. A Trustee may waive notice of any meeting required under these By-laws by a written instrument executed and filed with the Secretary of the Corporation either before or after the date and time specified in the notice. The Secretary shall cause any such waiver to be filed with the minutes or corporate records. A Trustee attending or participating in a meeting shall be deemed to have waived any required notice to him or her of the meeting, unless the Trustee, at the beginning of the meeting or promptly upon his arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 9. Quorum and Voting Requirements. A majority of the number of Trustees in office shall constitute a quorum for the transaction of business at any meeting of the Board, except that a quorum for any meeting at which a Fundamental Matter shall be voted upon shall be two thirds (2/3) of the Trustees in office. The affirmative vote of a majority of the prescribed number of Trustees present and voting shall be required for action by the Board on any matter, except for a vote to approve any of the Fundamental Matters which shall require the affirmative vote of two-thirds (2/3) of the Trustees in office. The votes of each Trustee shall be reduced to writing and made available for public inspection within forty-eight (48) hours and shall be recorded in the minutes of the meeting at which taken. Not later than seven (7) days after the date of all meetings the minutes of the meeting shall be available for public inspection and posted on the Corporations website, if available.

Section 10. Participation in Meeting by Teleconference or Similar Means. A Trustee may participate in a meeting of the Board by, or conduct the meeting through the use of, any means of communication by which all Trustees participating in the meeting may simultaneously hear one another during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.

Section 11. Transaction of Business Without Meeting. Any action required or permitted to be taken at a Board meeting may be taken without a meeting if the action is taken by all of the Trustees. The action shall be evidenced by one or more written consents describing the action taken, signed by each Trustee, and included with the minutes or filed with the records of the Corporation. Action taken by written consent is effective when the last Trustee signs the consent, unless the consent specifies a different effective date.

Section 12. Board Committees. The Board may designate two (2) or more Trustees to constitute an executive committee or other committee. Trustees or non-Trustees may serve on committees created under this Section 12. Each committee shall have and may exercise the authority of the Board as provided in the resolution establishing the committee; provided, however, that no committee may (a) fill vacancies on the Board or any of its committees, or (b) approve any of the Fundamental Matters. The provisions set forth in this Article IV above regarding meetings, transaction of business without a meeting, notice and

waiver of notice, teleconferencing, quorum and voting requirements of the Board shall also apply to Board committees and the committee members. Each such committee shall serve at the pleasure of the Board and shall keep minutes of its proceedings which shall be reported to the Board.

Section 13. Non-Board *Ad Hoc* Advisory Committees. In addition to the Board committees referenced in Section 12 of Article IV of these By-laws, the Board may from time-to-time form such *ad hoc* advisory committees as it believes are necessary and prudent for the promotion of the Corporation's activities and purposes set forth in its certificate of incorporation. The members of any *ad hoc* advisory committees need not be Trustees and shall be appointed by and serve at the pleasure of the Board. The *ad hoc* advisory committees shall be advisory only and shall promptly report their recommendations and suggestions to the Board. The *ad hoc* advisory committees shall not have or exercise any of the powers of the Board or of a committee created under Section 12 of this Article IV. The provisions set forth above in these By-laws regarding meetings, transaction of business without a meeting, teleconference meetings, notice and waiver of notice, and quorum and voting requirements shall also apply to committees and their members as applicable.

Section 14. Fundamental Matters. For purposes of these By-laws, the Fundamental Matters which require specific notice and the affirmative vote of two-thirds (2/3) of the Trustees in office *and* of two-thirds (2/3) of the members present at a meeting of the members in person or by proxy, are the following: (a) the approval of a plan of merger, or of the sale, lease, encumbrance, exchange or other disposition of all, or substantially all, of the real property or intangible personal property or library collection of the Corporation outside of the usual and regular course of affairs of the Corporation, (b) the dissolution and liquidation of the Corporation, and (c) the amendment of the By-laws under Section 4 of Article IX, and (d) the amendment of the certificate of incorporation under Section 6 of Article IX.

ARTICLE V OFFICERS

Section 1. Titles, Election, and Duties. The Trustees shall elect a President, a Secretary, and a Treasurer, and may from time to time elect one or more Vice-Presidents, an Assistant Treasurer, an Assistant Secretary, and such other officers as they deem expedient. The Trustees shall appoint and review annually an Executive Director. The Trustees shall elect an Audit Committee composed of a minimum of two Trustees to review the financial records of the corporation annually prior to the annual meeting of members. The President and Treasurer shall not serve on the Audit Committee. The duties of the officers of the Corporation shall be the duties imposed by these By-laws and prescribed by the Trustees.

Section 2. President. The President shall preside at all meetings of the Trustees. The President shall be the chief executive officer of the Corporation and shall have general charge and direction of the affairs of the Corporation. The President shall be subject to the control of the Board. The President shall appoint two (2) Trustees present at the meeting

to review the minutes at each meeting of the Corporation. The President is an ex-officio member of all committees with the exception of the Nominating Committee.

Section 3. Vice-President. The Vice-President, if any, or, if there shall be more than one, the Vice-Presidents in the order of seniority or in any other order determined by the Board shall, in the absence or disability of the President, perform the duties and exercise the powers of the President.

Section 4. Treasurer. The Treasurer shall be the chief financial officer of the Corporation and shall keep the fiscal accounts of the Corporation. The Treasurer may endorse checks, notes, and other obligations for and on behalf of the Corporation, and shall deposit the same and all monies and valuables in the name of and to the credit of the Corporation in the banks and depositories the Board shall designate; the Treasurer may delegate such activities to the Executive Director or to any Assistant Treasurer. The Treasurer shall prepare or have prepared the financial statements described in Section 3 of Article IX of these By-laws.

Section 5. Assistant Treasurer. The Assistant Treasurer, if any, shall assist the Treasurer in the performance of the Treasurer's duties and shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer.

Section 6. Secretary. The Secretary shall keep the minutes of the meetings of the Board and of the members, and shall authenticate records of the Corporation, unless any of such duties are delegated to another officer. The Secretary shall give or cause to be given notice of meetings as required in these By-laws. The Secretary shall have custody of the corporate seal and all books, records, and papers of the Corporation, except those in the custody of any other person authorized to have custody and possession of books, records, and papers by a resolution of the Board.

Section 7. Assistant Secretary. The Assistant Secretary, if any, shall assist the Secretary in the performance of the Secretary's duties and shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary.

Section 8. Terms of Office. Each officer shall serve for the term for which the officer is elected or until the officer's successor is duly elected and qualified, but any officer may be removed by a vote of the Board at any time with or without cause and with or without notice or hearing. Any vacancy in any office shall be filled by the Board.

ARTICLE VI EXECUTIVE DIRECTOR

Section 1. Title, Appointment and Duties. The Executive Director shall be appointed by a vote of the Board and shall operate the business of the Corporation according to the policies adopted by the Board. Among the Executive Director's duties and responsibilities shall be the direction and supervision of all staff in the performance of their duties; and the

submission to the Board of such proposed policies, procedures, and budgets as will, in his or her opinion, promote the efficiency of the library and its service to the people of the community.

**ARTICLE VII
DISTRIBUTION OF ASSETS**

Section 1. Generally. None of the income or assets of the Corporation shall ever be distributed to, or inure to the benefit of, its Trustees or officers or to any private individual. Nothing contained herein shall be deemed to preclude the payment by the Corporation of reasonable compensation for services actually rendered to the Corporation, provided that any payment to a Trustee for services is approved by a vote of the Board.

Section 2. Voluntary Dissolution and Liquidation. The Corporation may be dissolved and liquidated at any time as provided by its certificate of incorporation.

**ARTICLE VIII
COMPLIANCE PROGRAM**

The Corporation shall adopt and at all times maintain a compliance program, which shall include a conflict of interest policy. The compliance program shall articulate the Corporation's policies concerning high ethical practices in the conduct of all of its affairs. The compliance program shall be adopted, maintained, and revised from time to time by the Board. A copy of the compliance program shall be kept in the permanent records of the Corporation.

**ARTICLE IX
OTHER PROVISIONS**

Section 1. Indemnification and Advances. The Corporation shall indemnify its Trustees, officers, employees, and agents to the fullest extent permitted by law. In this regard, the Board may advance funds for the purpose of paying legal expenses in the defense of any claim for which indemnification may be available to the fullest extent permitted by law.

Section 2. Corporate Seal. The corporate seal shall be a circular seal with the full name of the Corporation set forth in the margin of the circle.

Section 3. Financial Statements. The fiscal year of the Corporation shall be July 1 through June 30. The Corporation shall prepare an annual financial statement that includes a balance sheet as of the end of the fiscal year, an income statement for that year, and a statement of disbursements and receipts for that year. If the annual financial statement is reported upon by a public accountant, then the report of the public accountant must accompany the statements.

Section 4. Amendment of By-laws. New By-laws may be adopted, and existing By-laws may be amended or repealed upon the affirmative vote of two thirds (2/3) of the members present in person or by proxy at a meeting of the members *and of* two thirds (2/3) of the Board, at a meeting or meetings for which notice of changes to the By-laws, or of the amendment or repeal, has been given to the members and the Board. No change shall be made in these By-laws which will affect the exempt status of the Corporation under Section 501(c)(3) of the Code.

Section 5. Record of Changes. Whenever a By-law is amended or repealed, or a new By-law is adopted, the action and the date on which it was taken shall be noted on the original By-laws in the appropriate place, or a new set of By-laws shall be prepared incorporating the changes.

Section 6. Amendment of Certificate of Incorporation. The certificate of incorporation of the Corporation may be amended as provided in such certificate.

Section 7. Inconsistencies with Certificate of Incorporation. In the event of any inconsistency between the certificate of incorporation and these By-laws, the terms of the Certificate of Incorporation shall prevail.

Section 8. Parliamentary Authority. The Corporation shall use the most current version of Robert's Rules of Order Newly Revised as its parliamentary authority.

Section 9. Compliance with FOIA. Nothing contained in these By-laws shall be deemed in derogation of the rights of any person under FOIA. In the event of any failure of these By-laws to provide such rights of inspection, notice, attendance or otherwise, as are required under FOIA, the provisions of FOIA shall be controlling.