

BYLAWS
OF THE
GREEN MOUNTAIN LIBRARY
CONSORTIUM, INC.

(Adopted May 28, 2008)

ARTICLE I

NAME AND PURPOSES

The name of the corporation and the purposes for which it is established shall be as set forth in its Articles of Incorporation, as amended from time to time.

ARTICLE II

BOARD OF DIRECTORS

Section 1. The Board of Directors shall consist of no less than three (3) members but no more than five (5) members. No more than forty nine (49%) percent of the individuals serving on the Board may be financially interested persons within the meaning of 11B V.S.A. §8.13 of the Vermont Nonprofit Corporation Act. The Board of Directors shall determine compensation, if any, for each member of the Board and the officers of the corporation. The Executive Director of the Corporation, ex-officio, will be permitted to participate in the meetings of the Board of Directors as a non-voting observer.

Section 2. The Board of Directors shall be responsible for the management of the business of the corporation and shall have all the powers and duties usually attendant thereto and may exercise all the powers of the corporation and do all such lawful acts and things as are authorized by law, by the Articles of Incorporation, and by these Bylaws including but not limited to: (i) overall fiscal management of the corporation including compliance with the Internal Revenue Code and accompanying regulations, (ii) project approvals, (iii) setting policy for the corporation, and (iv) setting fees for membership.

Section 3. The terms of directors shall be staggered so that one-third (or such number as approximates one-third insofar as practicable) shall be elected each year. Subject to shorter

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terms as may be required to effect a staggered board, each director shall generally hold office for a three (3) year term, and thereafter until the election and qualification of his or her successor. Each director may be re-elected for three (3) consecutive terms only. Accordingly, a director who serves for three (3) terms shall not be eligible for re-election until one (1) year has passed from the expiration of the third term. Directors shall be elected at the annual meeting of the Board of Directors by the Board provided that at all times a majority of the Board shall have received the approval of the member libraries (per Article VII, Section 4(a)). Directors need not be employed by a member library, and member libraries are free to nominate one or more persons for consideration as a director. Before the end of each term, the directors shall appoint a successor director to take the place of each retiring director. In the event of a director's death, resignation, removal, or inability to serve, such director's unexpired term shall be filled by the Board of Directors.

ARTICLE III

MEETINGS OF DIRECTORS

Section 1. Meetings of the Board of Directors, annual, regular, or special, may be held within or without the State of Vermont. Annual, regular or any other meeting of the directors may be conducted by means of any telecommunications mechanism, including video-conferencing or telephone conference call.

Section 2. Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board; *provided, however,* that the Board shall meet at least twice a year and shall hold an annual meeting during the month of December or such other month as the Board of Directors shall decide. Unless the

Board of Directors at a prior regular meeting has determined the time and place of the holding of the annual meeting of the Board, notice of the time and place thereof shall be given in the same manner as for a special meeting.

Section 3. Special meetings of the Board of Directors may be called by a majority of the directors. Notices of such special meetings of the Board of Directors shall be given to each director at least three (3) days before the proposed date of the meeting. The notice shall specify the time and place of the special meeting and the business to be transacted or discussed.

Section 4. A majority of the directors shall constitute a quorum for the transaction of business, and the action of the majority of the directors present at a meeting at which quorum is present shall be the action of the Board of Directors; *provided, however,* if for some reason there are an even number of directors and there is a split decision, then the affirmative vote of a majority of directors shall be required for the approval of any action and the failure of the directors to vote affirmatively for or against a proposed action under such circumstances shall be treated as if the Board of Directors failed to act. If a quorum is not present at any meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time to time until a quorum shall be present.

Section 5. Any action required and permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

Section 6. Any situation involving a business relationship between the corporation and a Board member shall be fully disclosed to the entire Board of Directors.

Section 7. All meetings of the directors of the corporation, or committees of the same, shall be conducted pursuant to the procedures determined by the directors. Without the consent of the directors present at the meeting, no non-director shall be allowed to speak or be present (except for the officer of the corporation recording the minutes of the meeting) at the meeting thereof, nor may any stenographic or other recording be made of the meeting except that taken as the minutes of the meeting by the duly authorized officer of the corporation.

ARTICLE IV

COMMITTEES

Section 1. The Board of Directors, by resolution of a majority of the directors in office, may designate and appoint such standing committees as it may deem necessary or advisable to promote the purposes and carry on the work of the corporation, except to the extent limited or prohibited by the Vermont Nonprofit Corporation Act. A majority of any committee, as constituted, shall be a quorum. The Board may also designate and appoint committees consisting of members and/or directors for the purpose of planning, implementing and coordinating individual projects.

ARTICLE V

NOTICES

Section 1. Notices to directors shall be in writing and delivered personally or by mail, telex, facsimile, telegram or e-mail to the directors at their address and/or telex and/or facsimile number appearing on the books of the corporation. Notices by mail shall be deemed to be given at the time when same shall be mailed and notices by facsimile, telex, or telegram shall be deemed to be given at the time of transmission. Notice by e-mail shall be deemed given when the e-mail addressee acknowledges receipt of the e-mail or when confirmation of transmission is established under recognized e-mail delivery protocols.

Section 2. Whenever any notice whatever is required to be given under law or under the provisions of the Articles of Incorporation and of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notices, whether before or after the date stated therein, shall be deemed the equivalent of the giving of such notice.

Section 3. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened. Neither the business to be transacted nor the purpose of the annual or of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless otherwise required by these Bylaws or the Articles of Incorporation.

ARTICLE VI

OFFICERS

Section 1. Officers. In addition to the officers described below and their duties, the Board of Directors shall elect officers at the discretion of the Board of Directors and shall prescribe the duties of such officers so elected. All officers shall be elected at the annual meeting of the Board of Directors. In the event of death, resignation or removal of any officer of the corporation, the Board of Directors shall fill such office, and the successor so chosen or appointed shall hold office for the unexpired term. All officers, whether elected annually or otherwise, shall serve at the pleasure of the Board.

Section 2. President. The Board of Directors shall elect from among its members a President who shall preside at all meetings of the Board of Directors at which he or she is present and in the absence of the President, the Vice President, if any, shall preside. The President shall have such other powers and duties as the Board of Directors may from time to time determine. The President may not simultaneously hold the office of President and Secretary.

Section 3. Vice President. The Board of Directors may elect a Vice President. In the absence of the President, the President shall preside at meetings of the Board of Directors. The Vice President shall have such other powers and duties as the Board of Directors may from time to time determine.

Section 4. Treasurer. The Board of Directors shall elect a Treasurer. The Treasurer shall have charge of the financial affairs of the corporation and of its money and securities. The Treasurer shall keep the accounts and suitable books which shall be the property of the corporation open to inspection at the request of the directors or any one of them whenever so

requested. The Treasurer shall have the power to endorse for deposit or collection all notes, drafts, checks and other obligations for the payment of money payable to the corporation or its order. The Treasurer shall deposit the same in such banks, brokerages or other depositories as the Board of Directors may from time to time designate, and he or she shall sign notes, drafts, and checks drawn upon any account of the corporation. The Treasurer shall render to the President or the Board of Directors, whenever directed by the President or the Board of Directors, an account of the financial condition of the corporation and of all his transactions as Treasurer. As soon as possible after the close of each fiscal year, the Treasurer shall make and submit to the Board of Directors a like report of such fiscal year. The Treasurer shall give bond, if any, in such form and in such sureties as shall be prescribed by the Board of Directors.

Section 5. Assistant Treasurer. The Board of Directors may elect an Assistant Treasurer of the corporation. The Assistant Treasurer shall assist the Treasurer in the performance of his duties, and in the absence, resignation, death or disability of the Treasurer shall perform his duties until the return of the Treasurer or until the vacancy is filled by the Board of Directors. The Assistant Treasurer shall perform such other duties as may be prescribed.

Section 6. Secretary. The Board of Directors shall elect a Secretary of the corporation. The Secretary shall attend all meetings of the Board of Directors and shall keep full, true and accurate records of such meetings and shall discharge all other duties pertaining to such office as may be prescribed by the Board of Directors. The Secretary shall give notice of all meetings in the manner prescribed in the Bylaws. The Secretary shall have custody of the record books. The

Secretary shall also have custody of the corporation seal. The Secretary may not simultaneously hold the office of Secretary and President.

Section 7. Assistant Secretary. The Board of Directors may elect one or more Assistant Secretaries of the corporation. Each Assistant Secretary shall assist the Secretary in the performance of his duties and in the absence, resignation, death or disability of the Secretary, shall perform his duties until the return of the Secretary or until the vacancy is filled by the Board of Directors. Each Assistant Secretary shall perform such other duties as may be prescribed.

Section 8. Other Officers. The Board of Directors may create such other offices and titles, and make such other appointments as are deemed appropriate to conduct the business of the corporation.

ARTICLE VII

MEMBERSHIP

Section 1. Qualification. The membership of the corporation shall consist of a single class of members. Any public, school, or academic library listed in the Library Directory of the Vermont Department of Libraries shall be entitled to membership in the corporation upon approval of their membership application by the Board of Directors and timely payment (or waiver, as discussed below) of annual dues.

Section 2. Dues. The dues schedule of the members shall be established by a majority vote of the Board of Directors from time to time. The President shall propose changes to the dues schedule for consideration by the Board when deemed necessary or beneficial to the corporation. If any member has not paid dues within 120 days of the due date, the member's

status as a member will terminate on such date without any further action. The dues shall not be pro-rated based upon the time of year a member joins the corporation or the number of projects in which the member participates. The Board of Directors may, in its discretion, waive fees for a member. Dues shall be payable on an annual basis in an amount and in a manner to be determined by the Board of Directors.

Section 3. Rights and Obligations. All members shall have the ability to vote as provided in Section 4 of this Article VII and to make recommendations to the Board of Directors for (1) potential members of the Board of Directors and (2) potential projects to be undertaken by the corporation. Members shall have access to all services and programs provided by the corporation. In addition, members shall have all rights afforded members under the Vermont Nonprofit Corporation Act.

Section 4. Annual and Special Meetings.

- (a) Each year there shall be an annual meeting of the members held at such time and at such place within the State of Vermont as the Board of Directors shall decide. At the annual meeting, the member libraries, by and through the Library Director of each such member library (or other authorized representative), shall vote to approve the directors selected by the Board at the most recent meeting of the Board of Directors. In the event of a majority of the directors selected by the Board are not approved by the member libraries, the member libraries shall elect the majority of the Board, and the remaining seats on the Board shall be filled by the members of the Board in office immediately prior to the member vote.

- (b) Special meetings of the members shall be called (i) by vote of a majority of the Board of Directors or (ii) by the Board of Directors upon delivery to any corporate officer of a written demand signed by members constituting at least five percent (5%) of the total membership, which demand must describe the purposes of such special meeting. Upon receipt of the written demand, the corporation shall give notice of the special meeting within 30 days of receipt of the written demand in the manner described in Section 4 below. To assist members in securing a written demand signed by members constituting at least five percent of the total membership, the corporation shall, upon receipt of a written request signed by at least 20 members and payment of the corporation's printing and postage costs, send a written notice to the entire membership which (i) states that a written demand has been received, (ii) explains the general nature of the demand and (iii) , if requested in the demand, lists the contact information of up to three individuals who are available to provide further information concerning the demand.
- (c) If stated in the notice of meeting, any annual or special meeting of the members may be conducted by means of any telecommunications mechanism, including video-conferencing or internet web-cast conferencing.

Section 4. Notice of Meetings.

- (a) Notice of the annual meeting of the members shall state the time, place, and general nature of business to be discussed. The notice shall be sent either

electronically or by mail at least ten (10) days prior to the annual meeting date but no sooner than sixty (60) days before the meeting date.

- (b) Notice of any special meeting shall state the time, place and a description of the matter or matters for which the meeting is being called. The notice shall be sent either electronically or by mail at least ten (10) days prior to the meeting date but no sooner than sixty (60) days before the meeting date.
- (c) Each member in good standing at the close of business 10 business days prior to the date on which the meeting is noticed shall be entitled to receive notice.
- (d) Notice may be waived by any member as provided under the Vermont Nonprofit Corporation Act.
- (e) Notices shall be sent to either the mailing or electronic address specified by the member on the member's membership application or to such other address as the member may provide from time to time by written notice to the corporation.

Section 5. Quorum. A quorum of the members shall consist of representatives of not less than 10% of the members or 10 members, whichever is smaller.

Section 6. Voting; Record Date. At any meeting of the members, each member in good standing at the close of business 10 business days prior to the meeting shall be entitled to one vote on each matter voted upon by the members. All of the members shall vote as a single class. Representation by proxy shall not be permitted.

Section 7. Approval. If a quorum is present (or achieved by written ballot), action on any matter by members is approved if votes cast by the members favoring the action exceeds the votes cast opposing the action.

Section 8. Action by Written Ballot. Any action which may be submitted to a vote of the members at any annual or special meeting of the members may be taken without a meeting if the corporation delivers a written ballot to every member in compliance with the Vermont Nonprofit Corporation Act.

ARTICLE VIII POWERS

Section 1. Powers. The corporation shall have all of the powers accorded to a nonprofit corporation under the laws of the State of Vermont except that the corporation shall at all times conduct its activities in a manner consistent with preserving its status as an organization exempt from tax under Section 501(c) (3) of the Internal Revenue Code (or comparable provision of later law).

ARTICLE IX GENERAL PROVISIONS

Section 1. Seal. The seal of the corporation, if any, shall bear the name of the corporation, the year of its incorporation, and otherwise shall be in such form and have cut or engraved thereon such words and figures as the Board of Directors may determine.

Section 2. Income and Profits; Gifts and Bequests. None of the income or profits of the corporation shall be divided among the directors or shall be used or appropriated for other than the salaries, expenses, and purposes of the corporation, and all monies and property, real or personal, received by grants, gifts, bequests, or otherwise, shall be devoted to the purposes of the corporation as set forth in the Articles of Incorporation and these Bylaws and in accordance with the laws of the State of Vermont. The Board of Directors is authorized to accept and receive in

the name of the corporation all such monies and property as may be given for the purpose of the corporation in trust or otherwise.

Section 3. Personal Liability. All persons or corporations extending credit to, contracting with, and having any claim against the corporation shall look only to the funds and property of the corporation for the performance of any contract or the payment of any claim or debt, damage, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation and the individual offices and directors, present or future, shall not be personally liable therefor.

Section 4. Indemnification. The corporation shall indemnify each director (and officer if applicable) in accordance with the provisions set forth in the Article of Incorporation of the corporation.

Section 5. Amendments. These Bylaws or any part thereof may be amended, repealed or changed only as provided in the Vermont Nonprofit Corporation Act.

Section 6. Execution of Documents. The President or the Treasurer or such other officer or agent of the corporation as may be authorized by the Board of Directors shall execute and deliver on behalf of the corporation all instruments and documents.