

**BY-LAWS
OF
KELLOGG-HUBBARD LIBRARY**

Amended November 15, 2017

ARTICLE I

Purposes

Section 1. The purposes of the Corporation shall be:

To own, operate and support the advancement of a public library or libraries for the inhabitants of Montpelier and its environs and other literary, educational and charitable purposes in connection therewith and to promote services and programs which are charitable, literary, scientific or educational;

The receipt in trust or otherwise from whatever source, and the administration of, gifts, legacies, and devises, grants and grants-in-aid, whether unrestricted or for specific purposes; the cooperation with, contribution to, and support of other organizations in promoting the purposes of this corporation; and the doing of all things incidental to the foregoing.

ARTICLE II

Board of Trustees

Section 1. Number and Terms. The Board of Trustees shall consist of not more than fifteen members, a majority from the City of Montpelier and at least one from each of the towns in the Corporation's service area as determined by the Trustees from time to time. Trustees shall serve three year staggered terms, be divided into three groups of equal size or as near as may be, and shall serve not more than three consecutive terms. A Trustee who has completed three consecutive terms shall be eligible for re-election two years after leaving the Board. As established below in Section 9, if a Trustee leaves the Board before completing his/her full term, the Board may appoint a replacement to complete that term, which shall constitute a partial term for the new appointee. Partial terms shall count in the limitation of three consecutive terms.

Section 2. Election and Composition. No more than two trustees may be nominated by the Montpelier City Council. All Trustees shall be elected at the annual meeting of the Trustees by majority of the Board of Trustees, to succeed those whose terms expire.

Section 3. Annual Meeting. The annual meeting shall be held during the month of January in each year on the date and at the time and place within Washington County set by the Board of Trustees.

Failure to hold the annual meeting at the designated time shall not result in a forfeiture or dissolution of the corporation. If such annual meeting is omitted during that month, a

special meeting shall be held in place thereof, and any business transacted at such special meeting shall be, for all purposes, the equivalent of the annual meeting. Such special meeting shall be called with the same notice as an annual meeting.

Section 4. Regular Meetings. At the annual meeting of the Trustees they shall set the regular meetings for the remainder of the calendar year. The schedule of regular meetings may be modified by the Board at any regular or special meeting.

Section 5. Special Meetings. Special meetings of the Board of Trustees shall be held on call of the President or on the request of any two Trustees.

Section 6. Procedures. All meetings of the Board of Trustees shall be open to the public, although the Board may hold an Executive session in conformance with the procedures and guidelines set forth in Vermont's open meeting law, as such law may be amended from time to time. Minutes shall be kept of all meetings of the Board of Trustees, and the Secretary shall submit the minutes to the Board for their approval. Such minutes shall be open for inspection by any person. Decisions of the Board shall be made by an affirmative vote of the majority of Trustees present and voting at a meeting at which a quorum is present. The Board shall attempt, whenever possible, to reach unanimous agreement on decisions.

Section 7. Notice. Notice of each meeting of the Board of Trustees shall be given by the president, first vice-president or Secretary to each member by U.S. mail, telex, telephone or other electronic or mechanical device not less than three days prior to the date of the meeting, except in case of emergency when notice may be given within 24 hours.

Section 8. Quorum. A majority of the Board of Trustees shall constitute a quorum.

Section 9. Vacancies. Vacancies on the Board of Trustees shall be filled by a vote of a majority of the remaining members of the Board, though less than a quorum. Each Trustee so selected shall serve the remainder of the term of the Trustee whose seat was vacated and until a successor is elected and qualified pursuant to these Bylaws.

Section 10. Powers. The Board of Trustees shall exercise and control the business and affairs of the Corporation and shall have all the powers and authority to do and perform all acts and functions not inconsistent with these Bylaws, the Articles of Association or the Vermont statutes.

Section 11. Waiver of Notice. A Trustee may waive notice of a meeting by the board, either before or after the meeting and such waiver shall be deemed the equivalent of giving notice. Attendance of a Trustee at a meeting shall constitute waiver of notice of that meeting unless attended for the express purpose of objecting to the transaction of business because the meeting has not been lawfully called or convened.

Section 12. Adjournment. A meeting of the Board of Trustees may be adjourned. Notice of the adjourned meeting or of the business to be transacted there, other than by

announcement at the meeting at which the adjournment is taken, shall not be necessary. At an adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

Section 13. Informal Action. Any action required or permitted to be taken at any meeting of the Board of Trustees may be taken without a meeting if all the Trustees consent to an action taken or to be taken by the Corporation and the writing or writings evidencing their consent are filed with the Secretary of the Corporation, and the action shall be valid as though it had been authorized at a meeting of the board. With the consent of each Trustee, action may also be taken through telephone or other device where each person participating may hear the others, or electronic device where each person participating may see the responses of the others and any action taken shall also be as valid as though authorized at a meeting of the Board.

Section 14. Removal. A Trustee may be removed only for cause. Cause sufficient for removal shall be any action by a Trustee that is seriously detrimental to the Corporation. Cause shall also include more than four consecutive absences from Board meetings, unless legitimate reasons for the absence and a continuing interest in participation on the Board are shown. Removal of a Trustee shall require a three-quarter vote of the Trustees present and voting at a duly warned meeting with a quorum present.

ARTICLE III

Officers and Committees

Section 1: Officers. The officers of the Corporation shall be a president and one or more vice presidents, secretary, treasurer and such other officers as may be elected by the Board of Trustees. Each officer shall serve until the next annual meeting of the Trustees or until his successor is elected and qualified. All officers shall be members of the Board of Trustees.

President and Vice Presidents. The president shall be the chief executive officer of the Corporation, shall preside at all meetings of the Trustees, have charge and supervision of the affairs of the Corporation, and perform such other duties as the Board of Trustees may direct. The president shall be an ex officio member of all committees.

The vice president or vice presidents shall have such duties and powers as the president or the Board of Trustees shall determine. The vice president, or first vice president if there is more than one, shall have and may exercise all the powers and duties of the president during the absence of the president or in the event of his inability to act.

Secretary. The secretary shall record all votes and proceedings of the Board of Trustees and shall maintain records of all meetings of the Trustees. The secretary shall give notice of all regular or special meetings as provided for in these Bylaws, or as may be requested by the president or first vice president and shall perform such other duties as usually pertain to the office.

Treasurer. The treasurer shall have charge of the funds of the Corporation and shall keep or cause to be kept proper records thereof and, subject to general oversight by the Finance Committee, attend to investment and handling of invested funds in accordance with the Endowment Policy and with the approval of the Finance Committee and the Board of Trustees. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful performance of the Treasurer's duties.

Section 2. Committees. The Board of Trustees shall elect such committees as from time to time may be required or appropriate for the efficient operation of the affairs of the Corporation, and define the duties of such committees. Each such committee shall be comprised of at least two Trustees, and may have advisory members who are not Trustees. The Officers of the Corporation, elected pursuant to Section 1 of this Article III shall constitute the Board's executive committee.

Section 3. Term Limits. All officers of the corporation, except treasurer shall serve no more than four consecutive one-year terms in the same office. The treasurer shall serve no more than six consecutive one-year terms in the same office.

ARTICLE IV

Special Corporate Acts

Section 1. Execution of Written Instruments. Contracts, deeds, documents, and instruments shall be executed by the president or a vice president unless the Board of Trustees shall in a particular situation designate another procedure for their execution.

Section 2. Signing of Checks and Notes. Checks and Notes shall be signed in accordance with the Financial Oversight Policy.

ARTICLE V

General Provisions

Section 1. Indemnification. The Corporation shall, to the extent legally permissible and only to the extent that the status of the Corporation as an organization exempt under Section 501 (c) (3) of the Internal Revenue Code is not affected thereby, indemnify each of its Trustees and officers against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by the Trustee in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which the Trustee may be involved or with which the Trustee may be threatened, while in office or thereafter, by reason of the Trustee being or having been such a Trustee or officer, except with respect to any matter as to which the Trustee shall have been adjudicated in any proceeding liable for gross negligence or misconduct in the performance of duty to the Corporation; provided, however, that as to any matter disposed of by a compromise payment by such Trustee or officer pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Corporation, after notice that it involves such indemnification:

(a) by a disinterested majority of the Trustees then in office; or (b) by a majority of the disinterested Trustees then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such Trustee or officer appears to have acted in good faith in the reasonable belief that the Trustee's action was in the best interests of the Corporation. Expenses, including counsel fees, reasonably incurred by any such Trustee or officer in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Corporation if the Trustee shall be adjudicated to be not entitled to indemnification under the laws of Vermont. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Trustee or officer may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the term "Trustees" and "Officer," include their respective heirs, executors and administrators, and an "interested" Trustee is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending.

Section 2. Charitable Purposes. The Corporation is organized exclusively for charitable, literary and educational purposes including for such purposes the making of distributions to organizations that qualify as exempt organizations under 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, Trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1(b) hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of pursuant to the provisions of subchapter 7 (dissolution) of Chapter 19 (Non Profit Corporations) of Title 11 Vermont Statutes Annotated or the corresponding

provision of any future Vermont Statutes.

ARTICLE VI

Amendments

The power to amend or repeal the Bylaws or to adopt a new code of Bylaws is reserved to the Board of Trustees, and shall require the affirmative action of two-thirds (2/3) of all of the Trustees.

Version History:

Amended and Adopted: November 15, 2017

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June 18, 2008
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