

**BYLAWS OF  
LOWER MACUNGIE LIBRARY, INC.**

**ARTICLE I. NAME**

The name of this nonprofit corporation is "Lower Macungie Library, Inc.." (the "Corporation").

**ARTICLE II. PURPOSE**

The Corporation is incorporated under the Nonprofit Corporation Law of 1988 of the Commonwealth of Pennsylvania, as amended (the "NCL") for the purpose of establishing a charitable and benevolent organization to engage in and do any lawful act concerning any and all lawful business for which corporations may be incorporated under the NCL, including to create a community library for Lower Macungie Township, provided that the Corporation shall conduct exclusively charitable, scientific and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any successor United States Internal Revenue law), and all activities of the Corporation shall be subject to the restrictions set forth in Article 4 of the Articles of Incorporation.

**FISCAL YEAR**

The fiscal year of the Corporation shall commence on the first day of January and shall end on the last day of December of each year.

**ARTICLE III. OFFICE**

Section 1. Office. The principal office of the Corporation shall be at 3400 Brookside Road, Macungie, Pennsylvania 18062.

Section 2. Other Offices. The Corporation may establish such other offices within the Commonwealth of Pennsylvania as the Directors may from time to time determine.

**ARTICLE IV. GOVERNANCE**

The Corporation and its assets and operations shall be governed by a Board of Directors, all of whom shall be appointed by the Lower Macungie Township Board of Commissioners (the "Commissioners"). The governance of the Corporation shall, at all times, be consistent with the terms of the Library Code of the Commonwealth of Pennsylvania, as amended from time to time.

**ARTICLE V. DIRECTORS**

Section 1. General Qualifications; Number

(a) The Corporation shall have Directors who shall be adult individuals, who shall not be Disqualified Persons and who shall be elected and shall qualify pursuant to these Bylaws (individually, a "Director" and collectively, "Directors"). For purposes of these Bylaws, an individual

(i) shall be considered an adult once he/she is eighteen (18) years old and (ii) shall be a Disqualified Person if he/she (A) has been removed for Cause as a Director under these Bylaws, (B) has ever threatened, commenced, participated in or supported any judicial, administrative or similar proceeding against the Corporation or its best interests or (C) is a paid employee of the Corporation.

(b) There shall be such number of Directors as the Commissioners of Lower Macungie Township may, from time to time determine, but there shall be no more, nor less than the number specified in the Library Code, which number of directors must be at least 5 and no more than 7. 24 Pa. Stat. Ann. § 4411..

#### Section 2. Election of Directors.

(a) Directors shall be appointed by the Commissioners in staggered three (3) year terms, such that, to the extent possible, an equal number of Director terms shall expire in each year. Directors shall be appointed at the first regular meeting of the Commissioners in January unless a vacancy requires an earlier appointment. If a successor to a Director whose term is expiring is to be appointed, and the appointment is not timely made, then the term of the Director whose successor is to be appointed shall be extended to the date of the appointment. The extension of the term of a hold over Director shall not, however, serve to extend the term of his or her successor. If, however, a motion for appointment is made and no one is chosen, the relevant Director position shall be considered vacant, until filled by a three/fifths vote of the Board of Commissioners, as set forth in Section 2(b) below.

(b) Directors shall be appointed by the affirmative vote of three/fifths of the Commissioners in office on the appointment date. Specific recommendations for the selection of Directors may be set forth in resolutions passed by the Directors from time to time.

Section 3. Powers. The Directors shall have all the powers given to Directors of a nonprofit Directorship corporation under the NCL. In addition to the foregoing, the following powers are hereby reserved to the Directors:

(a) The right to establish or amend the mission statement or purpose of the Corporation.

(b) The right to repeal or amend these Bylaws; provided, however, that no repeal or amendment shall become effective until approved by the Commissioners.

(c) The right to initiate and approve any of the following (i) any merger or consolidation of the Corporation with another corporation, (ii) any acquisition or disposition of the stock or assets of another corporation, (iii) any plan involving a split-up or division of the Corporation, (iv) a proceeding in bankruptcy or insolvency, (v) a plan of conversion to a business corporation, and (vi) the dissolution or liquidation of the Corporation.

(d) The right to annually review and approve a budget for the Corporation.

(e) The right to oversee and review all of the Corporation's activities, including but not limited to, activities relating to the security and preservation of the Corporation's assets.

(f) The right to oversee and control all investment of the Corporation's liquid and other investment assets.

(g) The right to approve the hiring and/or removal of any person for the position of Director of the Library.

In addition to the foregoing, if the Directors become aware that any officer or employee of the Corporation is engaging in activities that would constitute Cause for removal of a Director under Section 6 of this Article or which fail to comport with the purpose of the Corporation under Article II hereof, then, the Directors shall have the right to advise the Board of Directors of such person's activities.

#### Section 4. Voting Rights.

(a) Every Director shall be entitled to one vote. No Director shall sell his vote for money or anything of value. The right of a Director to vote shall cease on the date he or she is no longer a Director.

(b) Except as otherwise provided in these Bylaws, or under a mandatory provision of the NCL, or the Library Code, all actions taken by the Directors shall require the affirmative vote of a majority of the votes cast at a duly convened meeting.

Section 5. Vacancies. A vacancy or vacancies relating to the Directors shall exist if any of the following occur: (i) the death or resignation of a Director, (ii) if, at any organizational, regular or special meeting of the Commissioners of Lower Macungie Township at which any Director is to be appointed, the full number of Directors to be chosen at such meeting is not appointed, or if any of those appointed do not accept; or (iii) the removal of a Director. Any such vacancy or vacancies shall be filled by action of the Board of Commissioners, subject, however, to the provisions of this Article V.

Section 6. Removal. Any (delete this copy): of the Directors may be removed from office, for Cause, by the Library Directors and the Lower Macungie Township Board of Commissioners. The term "Cause" shall be defined as (1) a willful disregard of duties, (2) habitual absence from meetings, other than pursuant to an approved leave of absence, (3) any act or behavior by the Director which does, or could be reasonably expected to have the potential to, embarrass or bring the Corporation into disrepute, or (4) fraud related to the activities of the Corporation.

Section 7. Leave of Absence. No Director shall be entitled to take a leave of absence without the express permission of the Directors granted pursuant to a resolution passed at a regular or special meeting of the Directors. The Directors may, but shall not be required to, grant a Director's request for a leave of absence, and, in granting such request, may impose terms and conditions acceptable to the Directors. A Director on leave of absence shall, only for purposes of voting and establishing a quorum pursuant to these Bylaws, be treated as a Director who has resigned and not been replaced.

Section 8. Non-Transferability of Interest of Directors. No Director may transfer their interest as a Director or any right arising therefrom.

## ARTICLE VI. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Annual Meeting. The Annual Meeting of the Board of Directors (the "Annual Meeting") shall be held after the first regular meeting of the Lower Macungie Township Board of Commissioners in January of each year. The purpose is to introduce new Directors, elect all Officers, appoint the Executive Committee (President plus 3 Directors) and all Standing Committee Chairpersons, establish Goals/Objectives, meeting dates for all and to conduct such other business which may come before the Board. The Secretary shall provide the Directors with ten (10) days notice of the Annual Meeting..

Section 2. Regular Meetings. Unless expressly waived by the Directors, the Directors shall hold at least six (6) meetings each calendar year.

Section 3. Special Meetings. Special meetings of the Directors may be called either (a) at the discretion of the President, or (b) upon the written request of any four Directors. It shall be the responsibility of the Secretary to notify the Directors of a special meeting. A special meeting shall be held at such time and place as the Secretary may fix but in no event shall such special meeting be held less than ten (10) days nor more than sixty (60) days after the Secretary's receipt of such request. In the event the Secretary shall neglect or refuse to issue such call, the person or persons making the request may do so. All action taken at any special meeting of the Directors will be limited to those items on the agenda which have been provided to the Directors with the notice for the meeting.

Section 4. Quorum. A Directors' meeting duly called shall not be organized for the transaction of business unless a quorum is present. The presence in person or by telephone of a majority of the Directors entitled to vote shall constitute a quorum at all meetings of the Directors except as may be otherwise provided by law or by the Articles of Incorporation. The Directors present at a duly organized meeting may continue to carry out business until adjournment, notwithstanding the withdrawal of Directors during the course of the meeting leaving less than a quorum present. If a meeting cannot be organized because a quorum has not been attained, those present may, except as otherwise provided by statute, adjourn the meeting to such time and place as they may determine.

Sections 5. Action by Unanimous Consent. Except as may otherwise be provided in the Articles of Incorporation, any action which may be taken at a meeting of Directors may be taken without a meeting if a consent or consents in writing, setting forth the action to be taken, shall be signed by all of the Directors who would be entitled to vote at a meeting for such purpose, and shall be filed with the Secretary.

Section 6. Removed<sup>1</sup>

Section 7. Assent. A Director who is present at a meeting of the Directors or at a committee of the Directors, at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless, at such meeting, he or she dissents or abstains with respect to such matter. Nothing in this section shall bar a Director from asserting that minutes of the meeting incorrectly omitted his dissent or abstention if, promptly upon receipt of a copy of such minutes, the Director notifies the Secretary in writing of the asserted omission or inaccuracy.

<sup>1</sup>Pursuant to action taken during the 31 July 2002 Board of Directors meeting

Sections 8. Chairman. The President shall be the Chairman of the Board of Directors. The President shall have the right to vote.

Section 9. Location of Meetings. The meetings of the Directors shall be held at such places within Lehigh County, Commonwealth of Pennsylvania, as a majority of the Directors may from time to time designate.

Section 10. Notice of Meetings of Directors.

(a) Notice Requirement.

(1) Notice of a regular meeting of the Directors must be given to each Director in accordance with Article XVI hereof at least fourteen (14) business days prior to the scheduled meeting.

(2) Notice of a special meeting of the Directors shall be given to each Director in accordance with Article XVI hereof at least five (5) days before the time at which the meeting is to be held.

(b) Content. Every required notice of a meeting shall state the place, date and time of the meeting, and with respect to a special meeting, the business to be transacted at, and the purpose of, any such special meeting.

## **ARTICLE VII. OFFICERS**

Section 1. Officers; Term; Qualifications. The officers of this Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The officers of the Corporation shall be elected by the Board of Directors at the January Annual Meeting. Officers shall serve for a term of one (1) year which period shall automatically be extended, if necessary, to that date on which their respective successors are elected and qualified. Each officer of the Corporation (including the President) shall be elected by a majority vote of the Directors then in office. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in their judgment the best interests of the Corporation will be served thereby. All officers shall be adult individuals who are not Disqualified Persons. Any two or more offices may be held by the same person, except for the offices of President and Secretary. All officers shall be a Director at the date of his election. No paid employee of the Corporation shall serve as an officer of the Corporation.

Section 2. President. The President of the Corporation shall be the chief executive officer of the Corporation, and the Chairman of the Board of Directors. The President shall be a Director. It shall be the duty of the President to preside at all meetings of the Board of Directors, and the Executive Committee, shall be a member ex officio of all other Board Committees; and shall perform such other duties as outlined within these Bylaws. The President shall have general and active management of the affairs of the Corporation, shall see that all orders and resolutions of the Board of Directors are carried into effect, subject, however, to the right of the Directors to delegate specific powers. The President may periodically solicit agenda items from Directors. The President shall execute bonds, mortgages and other documents requiring a seal of the Corporation.

Section 3. Vice President. The Vice President shall discharge the duties of the President whenever the President for any reason cannot discharge the duties of his/her office.

Section 4. Treasurer. The Treasurer shall be accountable for the Corporation's funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation, and shall keep the moneys of the Corporation in a separate account to the credit of the Corporation. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and Directors, at the regular meetings of the Board of Directors, or whenever they may require it, an account of all their transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall make themselves reasonably available to the Directors to provide them with such financial information relating to the Corporation as they request from time to time.

Section 5. Secretary. The Secretary shall be custodian of the corporate seal, and shall maintain an accurate record of the meetings of the Board of Directors and attend to such correspondence as pertains to the office, and shall present proposed minutes of all Board of Directors meetings he/she shall record to the President within thirty (30) days of such meetings. The Secretary shall collect and maintain minutes of all Board of Directors and Committee meetings. Furthermore, each standing and ad-hoc committee shall appoint its own secretary, who has the responsibility to create the minutes and, after they are approved, to transmit them to the corporation's Secretary for permanent keeping.

Section 6. Vacancy. In the event of a vacancy in the office of President, Vice President, Secretary, or Treasurer, such vacancy shall be filled by the Board of Directors at the next regular meeting of the Board of Directors.

Section 7. Other Officers and Agents. The Board of Directors may create such other officer positions as it shall deem necessary. Once created, these positions shall be filled by election by the Board of Directors and persons so elected shall hold their offices for such terms and shall exercise such powers, and perform such duties as shall be determined from time to time by the Board of Directors.

## **ARTICLE VIII. TRANSACTION OF BUSINESS**

Section 1. Borrowing Money; Sale or Lease of Real Estate. The Corporation shall not borrow money, or purchase, sell, lease away, or otherwise dispose of any real estate, unless and until a resolution authorizing the same shall have been approved by 2/3 vote of the Directors. A resolution of the Directors authorizing the borrowing of money shall specify, by exact number or acceptable ranges, the sums, rates of interest and times of maturity of the loans. All proceeds derived from any loan, sale, lease, ground rent or mortgage, shall be faithfully and specifically used for or applied to the lawful activities of the Corporation.

Section 2. Collection of Money. The Corporation shall have the right and power to receive and collect moneys to the extent necessary for the accomplishment of the purpose or purposes for which it is organized. All moneys so received or collected shall be applied to the maintenance and operation or the furtherance of the lawful activities of the Corporation, and in no case shall such moneys be divided or distributed in any manner whatsoever among the Directors or officers.

Section 3. Checks and Notes. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers as the Board of Directors may from time to time designate.

## **ARTICLE IX. ANNUAL STATEMENT**

Section 1. Annual Statement. The President shall cause the permanent staff of the Corporation to send to the Directors, no later than May 1, a full and complete report of the activities and affairs of the Corporation for the preceding year and provide an audited financial report showing income and expenses. The officers of the Corporation shall keep accurate accounts of all trust funds, if any, separate and apart from the other funds of the Corporation.

## **ARTICLE X. BOOKS AND RECORDS**

Section 1. Register. The Corporation shall keep at its registered office, records of the proceedings of the Board of Directors, a Directorship register giving the names of the Directors in alphabetical order and appropriate and complete records of its finances.

Section 2. Review of Records. Upon written request to the President stating the purpose thereof, every Director shall have the right to examine, at the Director's expense, in person, or by agent or attorney, at any reasonable time or times, for any reasonable purpose, the books of account, the Directorship register and the records of the proceedings of the Board of Directors.

## **ARTICLE XI. COMMITTEES**

Section 1. Committees. The Board of Directors may, from time to time, create one or more committees to perform such functions as they may determine. Each committee shall provide minutes and other reports of their meetings to the Secretary within thirty (30) calendar days after their meeting, and the Secretary shall forward a copy of such minutes and other reports to all Directors."

Section 2. Standing Committees. Standing committees of the Board of Directors shall be as follows: Executive; Finance; Nominating; Facilities; Personnel, Compensation and Benefits and Marketing

Sections 3. Appointment; Term. All members of standing committees other than the Executive Committee, and the chairs of such committees, (i) shall be appointed by the President to serve for a period of one year and (ii) may be re-appointed by the President at the end of any term. A person who is not a Director may serve on a Board Committee other than the Executive Committee or the Nominating Committee, but no Disqualified Person shall serve on any committee. The President shall be an ex-officio, non-voting member of all standing and special committees of the Board of Directors, except that the President shall have the right to vote as a member of the Executive Committee. Except as otherwise provided in these bylaws, the President shall have the power to fill vacancies occurring in any committee other than the Executive Committee and to remove and replace any member of any committee other than the Executive Committee at any time for any reason. A Director or other person may serve on more than one committee. Except as otherwise provided in these bylaws, a majority of the members of a committee shall constitute a quorum for the transaction of business by the committee.

Section 4. Executive Committee.

(a) The Executive Committee shall consist of the President and two (2) Directors designated by the Board of Directors. The Executive Committee shall have power to transact business of the Board of Directors as may be necessary during the interim between Board meetings. For purposes hereof, the scope of the Committee's responsibility shall include and be limited to a state of affairs, facts or circumstances which would, absent expedited action by the Board of Directors, result in either (i) significant harm or damage to the Corporation or its assets or (ii) the loss, by the Corporation, of a significant opportunity or benefit. All members of the Executive Committee shall serve at the pleasure of the Board of Directors

(b) At any meeting of the Executive Committee, the presence (in person or as otherwise provided for in these Bylaws) of at least three (3) Directors of the committee shall be necessary to constitute a quorum for the transaction of business. One or more of the Directors may participate in a meeting of the Executive Committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting by means of conference telephone or other communications equipment shall constitute presence in person at the meeting.

Section 5. Finance Committee. The Finance Committee shall have responsibility for reviewing and making recommendations to the Board of Directors concerning (i) each item of income and expenditure and the current status of each budget item, (ii) the annual budget, (iii) the appointment of the independent auditors, and (iv) such policies as may be necessary to assure the fiscal viability and integrity of the Corporation. The Finance Committee shall meet at least once per quarter - during the two-week period immediately before the regular meeting of the Board of Directors. Furthermore, the Corporation's professional accounting consultant should be present when setting the annual budget.

Section 6. Nominating Committee. The Nominating Committee shall be responsible for providing nominees for officers of the Corporation and as specified in Article V, Section 2 (a), for suggesting potential Directors to the Commissioners. The Nominating Committee shall be responsible for identifying, screening, initially contacting and determining the suitability of such potential nominees.

Section 7. Personnel, Compensation and Benefits. The Personnel, Compensation and Benefits Committee shall meet at least three (3) times per year, (i) review the hiring, performance evaluations and salaries of all employees of the Corporation and (ii) provide periodic recommendations to the Board of Directors with respect to the foregoing.

Section 8. Facilities Committee. The Facilities Committee shall be responsible for oversight of the Corporation's existing and future buildings, grounds, equipment, books and periodical collections, and utilities.

Section 9. Marketing Committee. The Marketing Committee shall support the development and implementation by the library marketing staff, a complete marketing communication plan, as approved by the Board of Directors. This Plan will include all corporate communications, public relations, promotions, identity standards (branding) and database marketing.



Section 10. Other Committees. Other committees may be appointed from time to time by the President as approved by the Board of Directors for specific functions and responsibilities, provided that any committee which is not restricted to making recommendations to the Board of Directors but is authorized to exercise on its own any powers or authority of the Board of Directors shall (i) be established by resolution adopted by a majority of the directors in office, and (ii) consist solely of Directors who shall be appointed by and serve at the pleasure of the Board of Directors.

Section 11. Purpose and Responsibilities. All committees, standing and other, shall have a Director approved or prepared statement of purpose and responsibilities which will specify the assignments, responsibilities, conditions and the committee's relationship to the Board of Directors.

## **ARTICLE XII. CONFLICT OF INTEREST**

Section 1. Duty to Disclose. Directors and officers shall have an affirmative duty to disclose in writing in a timely fashion to the Board of Directors the material facts relative to any relationship or interest, financial or otherwise, which they, or any other corporation, partnership, association or other organization in which they have any interest, may have in any contract or transaction to which this Corporation is or is about to become a party.

Section 2. Bylaws; Certification. The President shall provide each Director and officer within thirty (30) days after his or her election or appointment, a copy of the Bylaws of this Corporation. Each Director and officer shall execute and certify that he or she has no conflict of interest, which requires disclosure under this Article XV which has not been disclosed.

## **ARTICLE XIII. AMENDMENTS TO BYLAWS**

Section 1. Amendment; Notice. Subject to the provisions of Article V, Section 3 hereof, the Bylaws may be amended at any meeting of the Directors by the affirmative vote of three-fourths (3/4<sup>ths</sup>) of the Directors then in office, provided that the amendments are not inconsistent with the provisions of the Articles of Incorporation.

## **ARTICLE XIV. LIMITATION OF PERSONAL LIABILITY OF DIRECTORS AND OFFICERS, INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER AUTHORIZED REPRESENTATIVES**

Section 1. General. The purposes of this Article XIV are to (i) limit, under defined circumstances, any liability which Directors or officers may incur, or become subject to, in connection with the performance of their duties for the Corporation and (ii) provide indemnity and payment of expense for Directors and officers in the event that a third party commences an action against any of them relating to the Corporation. The provisions of this Article are necessary in order to attract and retain qualified persons to serve as Directors and officers.

Section 2. Limitation of Personal Liability. A Director or officer of the Corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take action, unless:

(a) the Director or officer has materially breached or failed to perform in all material respects the duties of his or her office: and

(b) the breach or failure to perform constitutes self dealing, willful misconduct or recklessness.

The provisions of this Section shall not apply to:

(a) the responsibility or liability of a Director or officer pursuant to any criminal statute; or

(b) the liability of a Director or officer for the payment of taxes pursuant to local, state or federal law.

Sections 3. Indemnification in Third Party Proceedings. The Corporation shall indemnify and defend any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement in connection with such action, suit or proceedings if he acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action, no reasonable cause to believe his/her conduct was unlawful. The termination of or proceeding by judgment, order, settlement, conviction, or upon a plea of guilty or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not the best interest of the Corporation, and, with respect to any criminal action, that his or her conduct was unlawful.

Section 4. Indemnification in Derivative Actions. The Corporation shall indemnify and defend any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged by a court of competent jurisdiction to be liable for gross negligence or willful misconduct in the performance of his or her duty to the Corporation.

Section 5. Advancing Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the representative to repay such amount in the event that it shall ultimately be determined by a court of competent jurisdiction that he is not entitled to be indemnified by the Corporation, as authorized in Sections 1 through 4 above.

Section 6. Indemnification of Former Representatives. Each such indemnity shall continue as to a person who has ceased to be a representative of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 7. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any capacity or arising out of such person's status as such, whether or not the Corporation would otherwise have the power to indemnify such person against such liability.

Section 8. Reliance on Provisions. Each person who shall act as an authorized representative of the Corporation shall be deemed to be doing so in reliance upon the rights of indemnification provided by this Article.

## **ARTICLE XV. INTERESTED DIRECTORS OR OFFICERS; QUORUM**

Section 1. General Rule. A contract or transaction between the Corporation and one or more of its officers or Directors or between the Corporation and another corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall not be void or voidable solely for that reason, or solely because the Director or officer is present at or participates in the meeting of the Board of Directors which authorizes the contract or transaction, or solely because his or their votes are counted for that purpose, if:

(a) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors as appropriate, and the Directors or the Board as appropriate, in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors are less than a quorum;

(b) the material facts as to the relationship or interest and as to the contract or transaction are disclosed or are known to the Directors, as appropriate, and the contract or transaction is specifically approved in good faith by vote of the Directors, as appropriate; or

(c) the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors.

Section 2. Quorum. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes a contract or transaction specified in Section 1 above.

## **ARTICLE XVI. NOTICE GENERALLY; MISCELLANEOUS**

Section 1. Manner of Giving Notice. Whenever written notice is required to be given to any person under the provisions of the NCL or by the Articles of Incorporation or these Bylaws, except as otherwise provided in these Bylaws, it may be given to the person either personally or by sending a copy thereof by regular first class mail, with proof of mailing; by certified mail, postage prepaid, with return receipt requested; by telegram (with messenger service specified); by facsimile (with answer back received); or by courier service, charges prepaid, to the address (or to the facsimile number) of the person appearing on the books of the Corporation. If the notice is sent by mail, telegraph or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a telegraph office or courier service for delivery to that person. A notice

of meeting shall specify the place, day and hour of the meeting and any other information required by an other provision of the NCL, the Articles of Incorporation or these Bylaws.

Section 2. Waiver of Notice.

(a) Written Notice. Whenever any written notice is required to be given under the provisions of NCL, the Articles of Incorporation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to the notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of the notice. Neither the business to be transacted at, nor the purpose of a meeting need be specified in the waiver of notice of the meeting.

(b) Waiver by Attendance. If a person is not given proper notice of a meeting, attendance of such person at such meeting shall constitute a waiver of notice of the meeting except where a person attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Sections 3. Default Provisions; Miscellaneous Voting Provisions.

(a) Robert's Rules. To the extent that any procedural aspects relating to the governance of the Corporation are not regulated by the NCL, the Library Code, the Articles of Incorporation or these Bylaws, then such matters shall be governed by Robert's Rules of Order.

(b) Majority Vote. Except as may otherwise be provided in these Bylaws, the required vote for any action by the Directors or the Directors shall be the affirmative vote of a simple majority of the votes cast at a duly convened meeting. A tie vote shall not constitute a simple majority and shall result in the defeat of the action under consideration.

Section 4. Gender, etc. Unless expressly provided otherwise in these Bylaws or the context requires otherwise, the singular shall mean the plural, the plural shall mean the singular and the use of any gender shall include all genders.

## **ARTICLE XVII. DISSOLUTION**

Section 1 . Upon the dissolution or other termination of the Corporation, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the or members of the Board of Directors of the Corporation, but all such property and proceeds, subject to the discharge of valid obligations of the Corporation, and to the applicable provisions of the NCL, shall be distributed as directed by the Board of Directors of the Corporation to and among, in the following order of preference: the Emmaus Library, the Allentown Library, or to such other organization or organizations organized and operated for purposes similar to those of the Corporation, provided such recipient or recipients shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provision of any future United States Internal Revenue Law.

Secretary, Board of Directors

President, Board of Directors

Date of Approval

These signatures are pending the LMT Board of Commissioners review - see Amendment to ByLaws Article XIII and Article V, Section 3 for clarification of the Amendment process.