

Adopted: June 19, 2012

BYLAWS

OF

FRIENDS OF COLLEGEDALE PUBLIC LIBRARY  
(A Tennessee Nonprofit Corporation)

**BYLAWS**  
**OF**  
**FRIENDS OF COLLEGEDALE PUBLIC LIBRARY**  
**(A Tennessee Nonprofit Corporation)**

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**BYLAWS**  
**OF**  
**FRIENDS OF COLLEGEDALE PUBLIC LIBRARY**  
**(A Tennessee Nonprofit Corporation)**

**ARTICLE 1**  
**OFFICES**

The principal office of the corporation shall be located at 9318 Apison Pike, City of Collegedale, County of Hamilton, State of Tennessee 37315. The corporation may have such other offices, either within or without the State of Tennessee, as the Board of Directors may determine from time to time.

**ARTICLE 2**  
**DIRECTORS**

**2.1 General Powers and Qualifications.** All corporate powers of the corporation shall be exercised by and under the authority of, and the affairs of the corporation shall be managed under the direction of, the Board of Directors. All Directors must be natural persons and shall be at least eighteen (18) years of age. The Board of Directors may appoint committees of the Board, including an Executive Committee, and empower such committees as the Board of Directors deems appropriate. The Executive Committee shall have the power and authority to exercise all powers of the Board of Directors, to carry on the day-to-day business of the corporation, and to act for the Board in such other manner as the Board of Directors may direct.

**2.2 Number.** The number of Directors, including Initial Directors, shall consist of the Executive Committee, a minimum of five (5) additional members elected from the membership, and may include special ex-officio members without a vote, such as, but not limited to, the Mayor of Collegedale or designee and a Member of the Library Board. These Bylaws may be amended from time to time to increase or decrease the number of Directors within the limits provided by law, although at no time shall there be fewer than three (3) Directors.

**2.3 Initial Directors.** The Initial Directors are Nancy Bovell, Mildred Hammer, and Emily McDonald.

**2.4 Term.** The Initial Directors, as specified in Section 2.3, shall be divided into three (3) classes, designated Class I, Class II, and Class 3. Each class shall consist, as nearly as may be possible, of one-third (1/3) of the total number of Initial Directors. At the first annual meeting of the Board of Directors, Class I Directors shall be elected for a one (1) year term, Class II Directors for a two (2) year term, and Class III Directors for a three (3) year term. At each succeeding annual meeting of the Board of Directors, successors to the class of Directors whose term has expired prior to the annual meeting shall be elected for a three (3) year term. If the

number of Directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of Directors in each class as nearly equal as possible, and any additional Director of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of the class, but in no case will a decrease in the number of Directors shorten the term of any incumbent Director. A Director shall hold office until the annual meeting for the year in which his or her term expires and until his or her successor shall be elected and shall qualify, subject, however, to his or her prior death, resignation, retirement, disqualification or removal from office. A Director may serve successive terms as permitted by the Board of Directors.

**2.5 Election.** Upon the expiration of the three (3) year term of a Director, a successor shall be elected by vote of three-fifths (3/5) of the Directors then in office.

**2.6 Removal.** Any one or more of the Directors may be removed, with or without cause, by vote of three-fifths (3/5) of the Directors then in office.

**2.7 Removal by Judicial Proceeding.** Any court of record having equity jurisdiction in the county where a corporation's principal office is located may remove any Director in a proceeding commenced either by the corporation or the attorney general if the court finds that: (i) the Director engaged in fraudulent or dishonest conduct, or (ii) the Director engaged in gross abuse of authority or discretion, with respect to the corporation, or (iii) a final judgment has been entered finding that the Director has violated a duty set forth in Section 48-58-101, et seq., of the Tennessee Nonprofit Corporation Act, and (iv) that removal is in the best interest of the corporation.

**2.8 Vacancies.** Any vacancy occurring in the Board of Directors which is not filled as provided in Section 2.5 above, and any Directorship to be filled by reason of an increase in the number of Directors, shall be filled by the Board of Directors. A Director appointed to fill a vacancy shall serve for the unexpired term of his predecessor in office, which shall not exceed three (3) years.

**2.9 Compensation.** Directors shall not receive any compensation for their services, but by resolution of the Board of Directors, a reasonable fixed sum and expenses of attendance, if any, may be allowed for attendance at any regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving reasonable compensation for such service as determined by the Board of Directors.

**2.10 Indemnification.** With respect to claims or liabilities arising out of service as a Director of the corporation, the corporation shall indemnify and advance expenses to each present and future Director (and his or her estate, heirs, and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended.

**2.11 Immunity.** To the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended, each present and future Director (and his

or her estate, heirs, and personal representatives) shall be immune from suit arising from the conduct of the affairs of the corporation.

### **ARTICLE 3** **DIRECTORS MEETINGS**

**3.1 Annual Meetings.** An annual meeting of the Directors of the corporation shall be held during the month of January of each year, or at a time which is within the six (6) months following the close of any fiscal year, if the notice of the meeting designates it as an annual meeting.

**3.2 Special Meetings.** Special meetings of the Directors may be called by the chairman of the Board, the President, the Secretary or a majority of the Board of Directors.

**3.3 Place of Meetings.** Directors' meetings shall be held at the principal office of the corporation or at any other place, within or without the State of Tennessee, as the Directors may from time to time select.

**3.4 Action by Consent.** Whenever Directors are required or permitted to take any action by vote, such action may be taken without a meeting on written consent, setting forth the action so taken, signed by a majority of the Directors and delivered to the corporation to be filed with the minutes of the Directors. A committee of the Board may likewise act on written consent of a majority of the members of the committee.

**3.5 Notice Requirements.** Notice of each annual meeting shall be given at least two (2) weeks prior thereto, and notice of any special meeting shall be given at least five (5) business days prior thereto. The notices provided for in this Section shall be by electronic mail (email), telegram or written notice delivered personally or by facsimile or mailed or sent by Federal Express or United Parcel Service to each Director at his or her business or home address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If notice be given by electronic mail (email), telegram, facsimile, Federal Express or United Parcel Service, such notice shall be deemed to be delivered when said communication is delivered.

**3.6 Waiver of Notice.** Attendance of a Director at a meeting shall constitute a waiver of notice of the meeting, and a waiver of all other objections to the convention of the meeting, except where a Director states any such objection at the beginning of the meeting and does not thereafter vote for or assent to action taken at the meeting. Whenever the Board or any committee of the Board is authorized to take any action after notice, the action may be taken with notice to some or all of the members if at any time before or after the action is completed the person or persons not receiving notice submit a signed waiver of notice to be filed with the corporate records.

**3.7 Quorum.** At all meetings of the Board, a majority of the number of Directors then in office shall constitute a quorum for the transaction of business. The presence of a majority of the membership of a committee of the Board shall be required for the transaction of business by such

committee. Except with respect to indemnification proceedings, common or interested Directors may always be counted in determining the presence of a quorum at a meeting of the Board or of a committee which authorizes, approves or ratifies a transaction of the corporation. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any of those present and a meeting may be adjourned despite the absence of a quorum.

**3.8 Conduct of Meetings.** The order of business at any meeting of the Board of Directors shall be as follows:

- (a) Determination of Directors present and existence of quorum.
- (b) Proof and filing by Secretary of notice of meeting, if notice required.
- (c) Reading and disposal of prior unapproved minutes of the Board.
- (d) Reports of officers.
- (e) Unfinished business.
- (f) New business.
- (g) Adjournment.

**3.9 Board Decisions.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

**3.10 Voting.** The vote of a majority of the members present at a meeting at which a quorum is present shall be the act of the Board or any committee, except as otherwise specified.

**3.11 Presumption of Assent.** A Director who is present at a meeting of the Board, or any committee thereof, shall be deemed to have assented to the action taken at the meeting, unless the Director (i) objects to such business being conducted at the beginning of the meeting, (ii) dissents to such action and such dissent is entered in the minutes of the meeting or (iii) unless the Director shall submit a written dissent to the person acting as the Secretary of the meeting before the adjournment of the meeting or shall deliver or send such dissent by registered or certified mail to the Secretary of the corporation within a reasonable time not exceeding twenty-four (24) hours after the adjournment of the meeting. Such right to dissent shall not apply to a Director who, being present at the meeting, failed to vote against such action. A Director who is absent from a meeting of the Board, or any committee thereof, at which such action is taken shall be presumed to have concurred in the action unless he shall deliver or send by registered or certified mail his dissent to such action to the Secretary of the corporation or shall cause such dissent to be filed with the minutes of the proceedings of the Board or committee within a reasonable time after learning of such action.

**ARTICLE 4**  
**OFFICERS**

**4.1 Officers.** The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this article.

**4.2 Initial Officers.** The Initial officers of the corporation are as follows:

President	Mildred Hammer
Vice President	Emily McDonald
Secretary	Nancy Bovell
Treasurer	David Patterson

**4.3 President.** The President of the corporation shall be the corporation's principal executive officer and shall exercise general supervision and control over all the business and affairs of the corporation. The President shall have the following specific powers and duties:

- (a) To preside at all meetings of the Board of Directors and the Executive Committee at which he is present.
- (b) To have general and active management of the business of the corporation.
- (c) To see that all orders and resolutions of the Board are carried into effect.
- (d) To execute bonds, mortgages, deeds of trust, and other contracts requiring a seal, under the seal of the corporation, if any.
- (e) To ensure the safekeeping of the seal of the corporation, if any, and when authorized by the Board of Directors, to affix the seal to any instrument requiring it.
- (f) To vote the shares of stock of any other corporation that are held by this corporation, or to appoint proxies for such purpose, unless other provisions are made by the Board of Directors.
- (g) To have general superintendence and direction of all the other officers of the corporation and of the agents and employees thereof and to see that their respective duties are properly performed.
- (h) To operate and conduct the business and affairs of the corporation according to the orders and resolutions of the Board of Directors, and according to his own discretion whenever and wherever it is not expressly limited by such orders and resolutions.
- (i) To submit a report of the operations of the corporation to the Directors at the regular meetings, and from time to time to report to the Directors all matters within his knowledge that should be brought to their attention in the best interests of the corporation.



In addition to the foregoing, the President shall have such other powers, duties, and authority as may be set forth elsewhere in these Bylaws and as may be prescribed by the Board of Directors from time to time.

**4.4 Vice President.** In the absence of the President or in the event of his or her death, inability, or refusal to act, the Vice President shall perform the duties of the President (pending election, if necessary, of a successor), and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the office. Any Vice President shall perform such other duties as may from time to time be assigned to him or her by the President or by the Board of Directors.

**4.5 Secretary.** The Secretary of the corporation shall be the custodian of and shall maintain the corporate books and records and shall be the recorder of the corporation's formal actions and transactions. The Secretary shall have the following specific powers and duties:

- (a) To record or see to the proper recording of the minutes and transactions of all meetings of the Directors and to maintain separate minute books at the principal office of the corporation, or such other place as the Board of Directors may order, of all such meetings in the form and manner required by law.
- (b) To keep at the principal office of the corporation, record books showing the details required by law with respect to the membership certificates of the corporation, including ledgers and transfer books showing all memberships issued and transferred, and the date of each issuance and transfer; and also all other books of the corporation excepting books of account.
- (c) To keep at the principal office, open to inspection by members at all reasonable times, the original or a certified copy of the Bylaws of the corporation as amended or otherwise altered to date.
- (d) To keep the corporate seal, if any, and affix it to all papers and documents requiring a seal, and to attest by his signature all corporate documents requiring the same.
- (e) To attend to the giving and serving of all notices of the corporation required by law or these Bylaws to be given.
- (f) To attend to such correspondence and make such reports as may be assigned to him.

In addition to the foregoing, the Secretary shall have such other powers, duties, and authority as may be set forth elsewhere in these Bylaws and as may be prescribed by the President or Board of Directors from time to time.

**4.6 Treasurer.** The Treasurer of the corporation shall be its chief financial officer and the custodian of its funds, securities, and property. The Treasurer shall have the following specific powers and duties:

**4.10 Powers and Duties.** All officers shall have such powers and shall perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the powers and authority and shall perform and discharge the duties of officers of the same title serving in non-profit corporations having the same or similar general purposes and objectives as this corporation.

**4.11 Indemnification.** With respect to claims or liabilities arising out of service as an officer of the corporation, the corporation shall indemnify and advance expenses to each present and future officer (and his or her estate, heirs and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended.

## **ARTICLE 5** **EXECUTIVE AND OTHER COMMITTEES**

**5.1 Committee of Directors.** Except as otherwise provided, the Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more committees, including an Executive Committee, each of which shall consist of one (1) or more Directors, which committees, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the corporation; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Director, of any responsibility imposed on it or him or her by law. The provisions of Sections 3.1 through 3.11 above, which govern meetings, actions by consent, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, apply to committees and their members. So far as applicable, the provisions of law and these Bylaws relating to the conduct of meetings of the Board shall govern meetings of any committee.

### **5.2 Executive Committee.**

**5.2.1 Membership.** The Executive Committee shall be designated and approved by the Board of Directors. The designation of the Executive Committee and the delegation of authority thereto shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

**5.2.2 Initial Members.** The Initial Members of the Executive Committee are as follows:

Mildred Hammer  
Emily McDonald  
Nancy Bovell  
David Patterson

**5.2.3 Authority.** The Executive Committee, when the Board of Directors is not in session, shall have and may exercise all authority of the Board of Directors, including the power and authority to exercise all powers of the Board of Directors, to carry on the day-to-day business of the corporation, and to act for the Board in such other manner as the Board of

Directors may direct, except to the extent, if any, that such authority shall be limited by these Bylaws. However, the Executive Committee shall not have the authority of the Board of Directors with respect to filling any vacancy on the Board; the appointment or the termination of a President of the corporation; amending or repealing any resolution of the Board of Directors which by its express terms is not so amendable or repealable; amending or repealing the Charter or the Bylaws of the corporation; adopting a plan of merger or consolidation; selling, leasing, or otherwise disposing of all or substantially all the property and assets of the corporation, other than in the usual and regular course of its business; or voluntarily dissolving the corporation or revoking a voluntary dissolution. The provisions of Sections 3.1 through 3.11 above, which govern meetings, actions by consent, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, apply to committees and their members. So far as applicable, the provisions of law and these Bylaws relating to the conduct of meetings of the Board shall govern meetings of any committee.

**5.2.4 Procedure.** The Executive Committee may fix its own rules of procedure, provided such rules are not inconsistent with these Bylaws. The Executive Committee shall keep regular minutes of its proceedings and report its proceedings to the Board of Directors for its information at the next meeting of the Board held after such proceedings.

**5.3 Special Fund Committee.** The Board of Directors shall create a "Special Fund Committee" to determine the disposition of any assets of the corporation held in each "Special Fund" created under the provisions of Section 6.5. Any person may serve on the Special Fund Committee except for a Disqualified Person. A "Disqualified Person" with respect to any particular Special Fund Committee is any person who has made a disclaimer or renunciation of property or funds pursuant to United States Internal Revenue Code Section 2518 that, as a result of the disclaimer, was transferred to such Special Fund. Notwithstanding anything herein to the contrary, no Director who is a Disqualified Person with respect to a particular Special Fund may participate in any vote relating to the appointment, removal, or compensation of any member of the Special Fund Committee of said Special Fund.

**5.4 Other Committees.** Except as otherwise provided in this Article, other committees not having and exercising the authority of the Board of Directors in the management of the corporation may be designated by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation and the President of the corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

## **ARTICLE 6** **CONTRACTS, CHECKS, DEPOSITS, AND GIFTS**

**6.1 Contracts.** The Board of Directors may authorize any officer or officers or agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or may be confined to specific instances.

**6.2 Checks, Drafts, or Orders.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers or agent or agents of the corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or a Vice President of the corporation.

**6.3 Deposits.** All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

**6.4 Gifts.** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for any purpose of the corporation.

**6.5 Special Fund.** Notwithstanding anything herein to the contrary, the Treasurer shall segregate from the corporation's other assets any property the corporation receives as a result of a disclaimer or renunciation of property or funds by any person pursuant to United States Internal Revenue Code Section 2518. That disclaimed property shall be held in a separate account on the corporation's books, each such separate account to be designated a "Special Fund." No distributions (other than for regular expenses of that particular Special Fund) shall be made from the Special Fund unless directed by the Special Fund Committee as provided for under Paragraph 5.3 of that particular Special Fund.

## **ARTICLE 7** **BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, committees having and exercising any of the authority of the Board of Directors, and the membership committee, and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent or attorney, for any proper purpose at any reasonable time.

## **ARTICLE 8** **FISCAL YEAR**

The fiscal year of the corporation shall be the calendar year.

## **ARTICLE 9** **SEAL**

The Board of Directors may provide a corporate seal.

**ARTICLE 10**  
**WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of Section 48-58-203 of the Tennessee Nonprofit Corporation Act or under the provisions of the Charter or the Bylaws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE 11**  
**AMENDMENT OF BYLAWS**


The Bylaws of the corporation may be altered, amended, or repealed, and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least seven (7) days' written notice is given of the intention to alter, amend, or repeal or to adopt new Bylaws at such meeting.

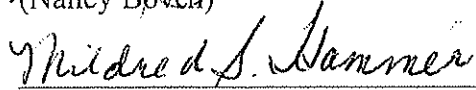
**ARTICLE 12**  
**LAW AND ARTICLES CONTROLLING**


Notwithstanding any provision of these Bylaws, any matters set forth herein contrary to applicable law or the articles of incorporation of the corporation shall be controlled by such applicable law or the Charter.

**CERTIFICATION**

The undersigned hereby certify that these Initial Bylaws for the corporation were duly adopted effective as of the 19<sup>th</sup> day of June, 2012.

  
\_\_\_\_\_  
(Nancy Bovel)

  
\_\_\_\_\_  
(Mildred Hammer)

  
\_\_\_\_\_  
(Emily McDonald)

DIRECTORS