

**BYLAWS
OF
CHILI PUBLIC LIBRARY FOUNDATION INC.**

ARTICLE I – NAME, PURPOSE, AND TERRITORY

1.1 Name. The name of this organization is Chili Public Library Foundation Inc. (the “Corporation”)

1.2 Purpose. The Corporation is organized for the charitable purpose of supporting the Chili Public Library through financial support, dedicated services and programs, public awareness, advocacy efforts, and community partnerships, and supporting the education and growth of the Town of Chili, New York community.

1.3 Territory. The principal office of the Corporation within the State of New York is located at 3237 Chili Avenue, Rochester, New York 14624. The Corporation may also maintain additional offices at other places within or outside the State of New York as the Board of Directors may from time to time determine.

ARTICLE II - MEMBERSHIP

2.1 Members. The Corporation shall have no members.

***ARTICLE III - BOARD OF DIRECTORS AND
MEETINGS OF BOARD OF DIRECTORS***

3.1 Powers. The Board shall have the power to conduct, manage and control the affairs and business of the Corporation and shall be charged with the responsibility of accomplishing its aims and objectives. Any chairperson of the board or any other comparable position shall not be an employee of the Corporation.

3.2 Compensation. The Board of Directors shall receive no compensation for their services but shall be reimbursed for the expenses reasonably incurred by them in the performance of their duties. Subject to the Conflicts of Interest Policies adopted by the Corporation, provided that there is full disclosure of the terms of such compensation and the arrangement has been determined to be fair and reasonable and approved by the Independent Directors of the Board as defined in an adopted Conflict of Interest Policy, this shall not in any way (i) limit reimbursement of or payment for services provided to the Corporation by the Director in any capacity separate from his or her responsibilities as a Director or (ii) by any organization with which a Director is affiliated.

3.3 Qualification and Election. Directors shall be elected annually by the existing directors of the Corporation at each annual meeting.

3.4 Board.

- (a) Number. The number of directors constituting the entire Board of Directors shall not be less than three (3) and no more than nine (9), as determined from time to time by the Directors. No more than two of the elected directors may be persons who are staff of the Chili Public Library.
- (b) Newly created directorships resulting from an increase in the number of directors elected and vacancies occurring in the Board for any reason, may be filled by vote of a majority of the directors then in office, although less than a quorum exists. A director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor, and until his or her successor is elected and qualified.

3.5 Term. Commencing on the first day of the month immediately following the Corporation's annual meeting each elected director shall hold office for a three (3) year term and until his or her successor is elected and qualified. Any director may be removed with or without cause by a vote of the majority of the directors of the Corporation or by a vote of two thirds (2/3) of the entire Board, at any regular or special meeting of the Board called for that purpose.

3.6 Vacancies. Any vacancy occurring on the Board may be filled by a vote of the majority of the remaining directors, even though such majority may be less than a quorum or a majority of the entire Board; and such person filling the vacancy shall hold office until the next regular annual meeting of the directors and the election and qualification of his or her successor. At such annual meeting a person shall be nominated and elected by the directors to fill the unexpired term, if any, of the director causing the vacancy.

3.7 Removal. Any director may be removed with cause by a majority vote of the Board of Directors, at any regular, annual, or special meeting called for that purpose. Any director may be removed with cause if any such director misses more than four (4) consecutive meetings (including regular, special, and Annual meetings) or more than sixty percent (60%) of the regular meetings held in any rolling twelve (12) month period at any regular, special, or Annual meeting of the Board of Directors; provided, however, that the Board may, for good cause shown, excuse such absence.

3.8 Resignation. Any director may resign from office at any time by delivering a resignation in writing to the Corporation. The resignation takes effect at the time specified in the resignation and unless otherwise specified, no acceptance of the resignation is necessary to make it effective.

3.9 Annual Meeting and Annual Report. The Annual Meeting of the Board of Directors shall be fixed by the Board of Directors and held annually. Notice of the Annual Meeting shall be

given in writing at least ten (10) and not more than fifty (50) days prior to its scheduled date. The election of directors and officers shall be held at the Annual Meeting, in addition to the transaction of other necessary or appropriate business, including the giving of the Annual report required by Section 519 of the Not-for-Profit Corporation Law. The President and Treasurer shall present at the Annual Meeting of the Board of Directors a report verified by the President and Treasurer or by a majority of the directors, or certified by an independent public or certified public accountant or firm selected by the Board.

3.10 Regular Meetings. Regular meetings of the Board shall be held at such times and places as the directors shall from time to time determine. Written notice of such regular meetings need not be given if the place, date and hour has been previously scheduled by the Board at a regular or special meeting.

3.11 Special Meetings. A special meeting of the Board may be called by the President at any time and shall be called upon written request of majority of directors to the President. Such meeting shall be held no later than ten (10) days after receipt of such request by the President. Notice of such special meeting shall be given electronically via email, in writing, or orally in person or by telephone to each director at least two (2) days before the meeting. Written, email, or oral notice of any special meeting shall specify the place, date and hour of such meeting.

3.12 Waiver of Notice. The notice requirement for any meeting of the Board, regular, annual, or special, shall be deemed waived by any director by his or her attendance at the meeting, unless such director openly objects to the lack of notice at the earliest possible time at the meeting and does not otherwise participate in the meeting. Notice may also be waived in writing at any time before or after such meeting. Waivers of notice may be sent via email, but such email must be able to be reasonably determined to be sent by the Director.

3.13 Quorum, Voting. At any meeting of the Board, regular or special, a majority of all of the directors shall constitute a quorum for the transaction of any business at such meeting, and, except as otherwise set forth herein, a vote of the majority of the directors present and voting at the time of the vote shall be the act of the Board. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time until further notice to any absent directors and until a quorum is present. The President or, in his or her absence, a Vice-President, shall preside at all meetings of the Board.

3.14 Participation in Meetings by Video or Telephone Conference. Any one or more directors of the Board or of any committee may participate in a meeting of the Board or such committee by means of a video or telephone conference or similar communications equipment allowing all participants to hear others at the same time and can participate in all matters before the Board. Participation by such means shall constitute presence at the meeting.

3.15 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all directors of the Board consent to the adoption of a resolution authorizing the action. Such consent may be written or electronic via email. If the consent is written, it must be signed by the director. If the consent is electronic via email, it must

be able to be reasonably determined to be sent by the Director. The resolution and the written consents thereto by the Directors shall be filed with the minutes of the proceedings of the Board.

3.16 Records. The Board and each committee shall maintain complete record of all business transactions, minutes and acts. The Board shall also maintain a complete record of proceedings of the directors of the Corporation and shall present at the regular annual meeting of the directors of the Corporation the annual report required by Section 519 of the New York Not-for-Profit Corporation Law and Article VII, Section 3, of these Bylaws.

3.17 Voting. The following acts of the Board require the affirmative vote of at least two-thirds (2/3) of the entire Board:

3.17.1 a purchase, sale, mortgage or lease of real property of the Corporation if the property constitutes all or substantially all of the assets of the Corporation; or

3.17.2 a sale, lease, exchange or other disposition of all or substantially all of the assets of the Corporation.

ARTICLE IV - OFFICERS

4.1 Officers of the Corporation. The officers of the Corporation shall be a President, a Vice President, a Treasurer, a Secretary and such other officers, and shall be selected from members of the Board of Directors during their term of office, as the Board may in its discretion elect from time to time. One person may hold more than one office in the Corporation except that no one person may hold the offices of President and Secretary. The following elected officers shall have the responsibilities hereinafter set forth:

4.1.1 President. The President shall serve as the chief executive officer of the Corporation. The President shall preside at all meetings of the Board of Directors and, subject to the supervision of the Board, shall perform all duties customary to that office and shall supervise and control all of the affairs of the Corporation in accordance with policies and directives approved by the Board.

4.1.2 Vice Presidents. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform other duties and have other powers as the Board of Directors may from time to time prescribe by standing or special resolution, or as the President may from time to time provide, subject to the powers and the supervision of the Board.

4.1.3 Secretary. The Secretary is responsible for the keeping of an accurate record of the proceedings of all meetings of the Board of Directors, shall give or cause to be given all notices in accordance with these Bylaws or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the Corporation, if any; and he or she shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by his or her signature. The Board may give

general authority to any officer to affix the seal of the Corporation, if any, and to attest the affixing by his or her signature.

4.1.4 Treasurer. The Treasurer shall have the custody of; and be responsible for, all funds and securities of the Corporation. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all monies and other valuable property of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. Whenever required by the Board, the Treasurer shall render a statement of accounts. He or she shall at all reasonable times exhibit the books and accounts to any officer or director of the Corporation, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the Board, and such other duties as shall from time to time be assigned by the Board. The Treasurer shall, if required by the Board, give such bond or security for the faithful performance of his or her duties as the Board may require.

4.2 Compensation. The Corporation shall not pay any compensation to officers for services rendered to the Corporation, except that officers may be reimbursed for expenses incurred in the performance of their duties to the Corporation, in reasonable amounts as approved by a majority of the entire Board.

4.3 Resignation. An officer of the Corporation may resign with or without stating a reason therefor at any time by giving written notice to the Board or the President. Such resignation shall take effect at the time specified in the notice or, if no time is specified, upon delivery.

4.4 Removal. Any officer of the Corporation may be removed from office, with or without cause, by the vote of a majority of the directors or two-thirds (2/3) of the entire Board at any regular or special meeting called for such purpose.

4.5 Vacancies. Officer vacancies occurring for any reason may be filled by a majority vote of the directors at any special or regular meeting of the Board of Directors. Any person so elected shall hold office until the next regular annual meeting of the directors and the election and qualification of his or her successor.

4.6 Agents and Employees. The Board of Directors may appoint agents and employees who shall have authority and perform duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to the removed person's contract rights, if any, and the appointment of a person removed shall not itself create contract rights.

The compensation of agents and employees appointed by the Board shall be fixed by the Board, but this power may be delegated to any officer, agent or employee as to persons under that person's direction or control. The Board may require officers, agents or employees to give security for the faithful performance of their duties.

ARTICLE V - COMMITTEES

5.1 Executive Committee. The Board may establish an Executive Committee which shall consist of not more than three (3) directors who shall be the President and two (2) directors selected by the Board. Subject to the restrictions upon the power of committees in general set forth in Section 5.7 of this Article, the Executive Committee shall have and may exercise all of the power and authority of the Board between meetings of the Board. The Executive Committee shall also have such other powers as may be granted to it by the Board, subject to the limitations specifically enumerated in Section 5.7.

5.2 Finance and Audit Committee. The Board may establish a standing Finance and Audit Committee composed of the Treasurer and at least two (2) other directors. The Finance Committee shall be responsible for the supervision and control of the Corporation's accounting and financial affairs, and the audit of the Corporation's financial statements. The Finance and Audit Committee shall report to the Executive Committee or the Board as required by either body.

5.3 Program Committee . The Board may establish a standing Program Committee composed of at least three (3) directors and such other persons as it deems appropriate to plan and carry out the general activities and programs of the Corporation. The Program Committee shall report to the Board or the Executive Committee as required by either body.

5.4 Personnel Committee. The Board may establish a standing Personnel Committee composed of at least a Vice President, two (2) other director and such other members as the Board may deem appropriate. The Personnel Committee shall have the responsibility to evaluate and report to the Board and Executive Committee the performance of the Executive Director, review and recommend staff and personnel policies and recommend staff salaries. It shall report to the Executive Committee or the Board as required by either body.

5.5 Nomination Committee. The Board may establish a nominating committee composed of three (3) to seven (7) persons for the purpose of identifying, screening, and nominating persons to serve as officers and directors of the Corporation. If established, the Nominating Committee shall present a proposed slate of officers and directors to the Board and obtain its approval prior to its submission of such slate to the members at the annual meeting. The Nominating Committee may be convened annually or as needed and shall report to the Board as requested. All nominating committees shall develop appropriate procedures for the consideration and nomination of qualified candidates who are not currently serving as officers or directors of the Corporation and who are representative of the community and population served by the Corporation.

5.6 Miscellaneous, Other Committees. The Board may, in its discretion, establish such other committees of the Corporation and of the Board as it may see fit from time to time for the purpose of accomplishing particular tasks consistent with the Corporation's purposes. Such committees shall carry out assignments as may be approved by the Board and shall report periodically to the Board on the nature and progress of their work. If such committee is a committee of the Corporation, the committee shall not have the authority to bind the Corporation

5.7 General Powers. Each committee of the Corporation and of the Board shall have the powers granted to it by the Board, except that no committee, including the Executive Committee, shall have authority as to the following matters:

5.7.1 The election of officers;

5.7.2 The filling of vacancies on the Board or on any committee;

5.7.3 The amendment or repeal of these Bylaws, the Certificate of Incorporation or the adoption of new Bylaws;

5.7.4 The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

Each committee shall serve at the pleasure of the Board and the Board, subject to the applicable provisions of these Bylaws, shall have the authority at any time to change the membership of any committee, to fill vacancies in it, or to dissolve it. All committees shall report to the Board whenever requested by the Board to do so and shall keep regular minutes of their meetings. At any meeting of a committee, a majority of all members of the committee shall constitute a quorum for the transaction of any business at such meeting, and a vote of the majority of the members present and voting at the time of the vote shall be the act of the committee. The President of the Corporation shall be a member, ex officio, of all committees.

ARTICLE VI – INDEMNIFICATION AND INSURANCE

6.1 Officers and Directors. The Corporation shall indemnify any person made a party to any action or proceeding by reason of the fact that he or she is or was a director or officer of the Corporation, including operating officers, and any director or officer of the Corporation, including operating officers, who served any other organization, corporation, partnership, joint venture or trust in any capacity at the request of the Corporation, in the manner and to the maximum extent permitted in Article 7 of the New York Not-for-Profit Corporation Law as amended from time to time.

6.2 Corporate Personnel. The Corporation may, in the discretion of the Board, indemnify all corporate personnel of the Corporation, other than directors and officers, in the same manner and to the same extent as any director or officer shall be indemnified as aforesaid by reason of his or her being, or having been, an employee of the Corporation or having served any other organization, corporation, partnership, joint venture or trust as aforesaid. In no case, however, may the Corporation indemnify, reimburse, or insure any person for any taxes imposed on that individual under chapter 42 of the Internal Revenue Code of 1986, as now in effect or as may be amended (“the Code”). Further, if at any time the Corporation is deemed to be a private foundation within the meaning of section 509 of the Code then, during that time, no payment may be made under this Article if the payment would constitute an act of self-dealing or a taxable expenditure, as defined in §4941(d) or §4945(d), respectively, of the Code.

If any part of this Article is found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

6.3 Insurance. The Corporation is not required to purchase directors' and officers' liability insurance, but the Corporation may purchase such insurance if authorized and approved by the Board of Directors. To the extent permitted by law, such insurance may insure the Corporation for any obligation it incurs as a result of this Article or operation of law and it may insure directly the Directors, Officers, employees, or volunteers of the Corporation for liabilities against which they are not entitled to indemnification under this Article as well as for liabilities against which they are entitled or permitted to be indemnified by the Corporation.

ARTICLE VII - FINANCES

7.1 Bank Accounts. Subject to Section 7.4 below, the President and the Treasurer each shall have the authority to establish bank accounts on behalf of the Corporation upon such terms and conditions as may be authorized by the Board.

7.2 Bills, Notes, etc. All checks, demands for money and notes or other instruments evidencing an indebtedness or other obligation of the Corporation shall be made in the name of the Corporation and shall be signed on behalf of the Corporation by the President, Treasurer or any other officers or persons as the Board may from time to time designate.

7.3 Investments. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restriction; provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of any exemption from taxation under the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

7.4 Limitation of Authority of Officers and Directors. No officer or director of the Corporation may, without the prior written approval of either the Vice President or President establish any bank account or commit or obligate the Corporation for any amount in excess of \$5,000.00. Further, any grant document, loan document, mortgage, pledge, hypothecation, employment contract, services contract, lease agreement, proxy, or any other agreement having a duration of in excess of one year must be executed by the Vice President, or in the alternative the President of the Corporation may execute such documents with the express written consent of the Vice President. In addition, no officer or director of the Corporation shall have the authority to divest the Corporation of any corporate assets, individually or in the aggregate in an amount in excess of \$25,000.00 without the express written consent of the Board of Directors or the Executive Committee of the Board of Directors.

7.5 Fiscal Year. The fiscal year of the Corporation shall commence January 1 in each fiscal year and end on December 31.

7.6 Loans to Directors or Officers. No loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, shall be made by the Corporation to its directors or officers, or to any other corporation, firm, association or other entity in which one or more of its directors or officers are directors or officers of the Corporation, or hold a substantial financial interest except that the Corporation may make a loan to any corporation which is a charitable corporation under the New York Not-for-Profit Corporation Law.

ARTICLE XIII - EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170, 2055, or 2522 of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE IX - AMENDMENTS

9.1 Amendment by Board. These Bylaws may be altered, amended, or repealed by a two-thirds (2/3) vote of the entire Board at any regular or special meeting called for such purpose. If any by-law regulating an impending election of directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of the directors for the election of directors the by-law so adopted, amended or repealed, together with a concise statement of the changes made.

9.2 Amendment of Certificate of Incorporation. The Certificate of Incorporation of the Corporation may be amended in the same manner as amendments to the Bylaws of the Corporation may be effected.

ARTICLE X – ANNUAL AUDIT

The accounts of the Corporation shall be audited in accordance with New York State Law by an independent Certified Public Accountant who is not an Officer, Director, or employee of the Corporation.

ARTICLE XI - HARASSMENT

Harassment of any kind is not productive and will not be tolerated by this Corporation. Any individual bound by these Bylaws who is subject to verbally abusive language relating to race, ethnicity, national origin, gender, religion, veteran status, marital status, age, disability or sexual orientation, or who experiences inappropriate physical touching or suggestive language is encouraged to report it immediately to the Chairperson. Any individual bound by these Bylaws who is aware of such verbally or physically abusive conditions should report such activity immediately. The general policy will be reflected in the personnel procedures and program procedures promulgated by the Corporation to cover its staff as appropriate. However, nothing in this Article will bind the staff of the Corporation, who will instead be covered by the procedures contained in their personnel policies and program procedures.