

**CODE OF REGULATIONS**  
**OF**  
**FRIENDS OF LAKE TOWNSHIP BRANCH LIBRARY, INC.**  
Also known as  
**Friends of the Lake Community Branch Library**  
or  
**Lake Community Friends of the Library**

**ARTICLE I – Membership**

**Section 1. Classes of Members.** Friends of Lake Community Branch Library, Inc. shall have one class of Members. However, the Board of Directors (sometimes referred to as “Board” and/or “Executive Board”) shall have the authority to designate different categories of members (e.g., individual, family, lifetime, institutional/business, etc.) for purposes of establishing the dues payable for each category. The Board of Directors shall establish the amount and due date of Membership dues at the annual meeting of the Board. The initial Members shall be Nancy McKnight, Brenda Heisroth, Karen S. Drake and Tom Besenyodi.

**Section 2. Meetings.** The Annual Meeting of Members shall be in the month of October. Special meetings of Members may be called by the President, or, in the case of the President’s absence, death, or disability, the Vice President; by the Directors by action at a meeting.

**Section 3. Notice of Meetings.** Written notice of each Annual Meeting of Members or special meeting stating the date, time and place thereof shall be given by mail, e-mail or other written or electronic media to each Member entitled to notice of the meeting, including posting at the Stark County Library, Lake Community Branch. Except as provided in Paragraph B of Section 1 of Article II and Paragraph A of Section 1 of Article VI, such notice need not specify the purposes of the meeting.

**Section 4. Place of Meetings.** Meetings of Members shall be held at the Lake Community Branch of the Stark County District Library unless otherwise notified.

**Section 5. Voting.** Each Member shall be entitled to one (1) vote on each matter submitted to a vote of the Members.

**Section 6. Quorum.** The lesser of ten (10) Members or ten percent (10%) of the Members shall constitute a quorum for the transaction of business to be considered at such meeting, unless a particular action within this Code of Regulations requires a greater number or percentage.

**Section 7. Action Without a Meeting.** Any action which might be taken at any meeting of the Members may be taken without such meeting by written notice, including electronic media, to the Board of Directors and approved by majority vote of the Board. The writing or

writings evidencing such action without a meeting shall be filed with the Secretary of the Corporation and inserted in the permanent records relating to meetings of the Members.

**Section 8. Termination of Membership.** Each Member shall continue as a Member until his or her resignation, incapacity, or death. If a Member fails to pay dues in the current year, the Executive Board shall notify such Member. If such Member fails to pay the appropriate Membership dues within thirty (30) days of such notice, Membership may be terminated. The Board of Directors may also, by affirmative vote of two-thirds of all member of the Board, terminate a member for cause.

## **ARTICLE II – Directors**

**Section 1. Number, Classes, Election and Term of Office.**

- A. The number of Directors may be increased to any number or decreased to not fewer than five (5) from time to time by amendment to this Section.
- B. The officers and chairpersons of Committees, if any, shall be Directors. One (1) Director shall be elected at each Annual Meeting of Members, or if such meeting is not held or Directors are not elected thereat, at a special meeting of Members called for that purpose. Elected Directors shall serve three (3) year terms, which shall not be consecutive. The Manager of the Lake Community Branch Library, or his designated staff member, shall be an ex-officio Director. Each Director shall be considered for quorum purposes and shall be entitled to vote at any meeting of the Directors.
- C. Procedures for Nominations:
  - 1. The president shall appoint at least 2 members to the nominating committee at the May meeting each year.
  - 2. The nominating committee shall present the slate of nominees at the September meeting and request any additional nominees.
  - 3. The nominating committee shall present the final slate of officers at the October meeting. Voting will take place at that meeting.
  - 4. The newly-elected officers/board members shall take office in January of the following year.

**Section 2. Resignation or Removal.** Any Director, by notice in writing to the Executive Board, may resign at any time. Any Director may be removed from office with cause by a majority vote of the Executive Board.

**Section 3. Vacancies.** A vacancy occurring in the Board of Directors may be temporarily filled by an appointment by a majority vote of the remaining Directors at a meeting of the Directors. A Director so appointed or elected shall hold office until a Director is elected by the Members.

**Section 4. Quorum.** A quorum of five (5) Directors of the Executive Board is required to conduct business at an official meeting.

**Section 5. Manner of Acting.** 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 statute, the articles of incorporation or these code of regulations.

**Section. 6. Meetings of Directors.** The Annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of Members or as soon thereafter as is practicable. The Executive Board shall hold at least two (2) meetings each year. Special meetings of the Board may be called by the President, the Vice President or any two (2) Directors.

**Section 7. Notice of Meetings of Board of Directors.** Written notice of the time and place of each meeting of the Directors shall be given not less than two (2) days nor more than sixty (60) days before the date of such meeting to each Director. Except as provided in Paragraph A of Section 2 of Article VI, such notice need not specify the purposes of the meeting and may be given by any reasonable means. Notice of any meeting shall be considered given if mailed or sent by electronic communication to the individual.

**Section 8. Powers.** The Board of Directors shall have general charge of the affairs, property and assets of the Corporation.

**Section 9. Committees.** The President may create standing and ad hoc committees of the Board, and may delegate to any such committee any of the authority that the Board delegates to the President, and may replace members of such committee. Each such committee shall serve at the pleasure of the Board, shall act only in the intervals between meetings of the Board, and shall be subject to the control and direction of the Board.

**Section 10. Action Without a Meeting.** Any action which might be taken at any meeting of the Directors or of any committee thereof (including, without limitation, any action provided for in Article VI) may be taken without such meeting by a writing or writings, including electronic media, and approved by majority vote of the Board. The writing or writings evidencing such action taken without a meeting shall be filed with the Secretary of the Corporation and inserted in the permanent records relating to meetings of the Directors.

**Section 11. Meetings Held Through Communications Equipment.** Meetings of the Board of Directors or any committee of the Board may be held through electronic media.

**Sections 12. Compensation.** Directors shall not receive any compensation for their services, but shall be entitled to reimbursement for all reasonable and necessary out-of-pocket business expenses incurred on behalf of Corporation.

## **ARTICLE III – Officers**

**Section 1. Election.** The officers of the Corporation shall consist of a President, a Vice President, a Treasurer and a Secretary, all of whom shall be Members, and such other officers as the Directors shall from time to time designate. The Members shall elect all officers. The President and the Vice President shall also serve as the Chairman and Vice Chairman, respectively, of the Board of Directors. Officers shall hold office for two years and until their successors are elected and qualified; provided, however, that any officer may be removed with cause by the Directors. No person with the exception of the Treasurer (amendment of December 15, 2004) shall serve the same office for more than two (2) consecutive terms.

**Section 2. Duties.** The officers shall have such authority and shall perform such duties as specified below:

**President.** The President shall call all meetings of the Members and the Executive Board, shall preside at all such meetings, and shall appoint and replace members of standing and ad-hoc committees.

**Vice-President.** The Vice-President shall act in the place of the President where occasion requires with the same authority when doing so.

**Secretary.** The Secretary shall keep the records and minutes of each meeting; shall keep or cause to be kept the names and last known address of each Member and Director; and perform such other duties that pertain to the office and act at the direction of the President and/or Executive Board.

**Treasurer.** The Treasurer shall be responsible and have custody of all funds. The Treasurer shall keep proper records of all receipts and disbursements and account for the same at each meeting. No funds shall be disbursed unless previously approved by the Directors or President. All records shall be surrendered annually for audit, or as otherwise directed by the Directors.

## **ARTICLE IV – Indemnification**

**Section 1. Authorization.**

- A. In the event that 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, seeks indemnification from the Corporation against expenses (including attorney fees), and in the case of actions other than those by or in the right of the Corporation, judgments, fines and amounts paid in settlement, incurred by such person in connection with such action, suit or proceeding by reason of the fact that such person is or was a Director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation (domestic or foreign, non-profit or for profit), partnership, joint venture, trust, or other enterprise, then, unless such indemnification is ordered by a court, the Corporation shall determine or cause to be determined in the manner provided in Section

1702.12(E)(4) of the Ohio Revised Code whether or not indemnification is proper in the circumstances because the person claiming such indemnification has met the applicable standards of conduct set forth in divisions (E)(1) and (E)(2) of Section 1702.12 of the Ohio Revised Code and, to the extent that it is so determined that such indemnification is proper, the person claiming such indemnification shall be indemnified.

- B. Expenses, including attorneys' fees, incurred in defending any action, suit or proceeding referred to in Paragraph A of this Section may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this Article.
- C. The indemnification provided by Paragraph A of this Section shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the law or any agreement, vote of Members or of disinterested Directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrator of such a person.

**Section 2. Insurance.** The Corporation, to the extent permitted by Chapter 1702 of the Ohio Revised Code, may purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation (domestic or foreign, non-profit or for profit), partnership, joint venture, trust or other enterprise.

## **ARTICLE V – Fiscal Year**

The fiscal year of the Corporation shall end on the last day of December, or on such other date as may be fixed from time to time by the Board of Directors.

## **ARTICLE VI – Voting Requirements for Certain Actions**

### **Section 1. Certain Actions by Members.**

- A. The affirmative vote of two-thirds (2/3) of the Members present at any annual meeting of Members or special meeting of Members shall be required to adopt or approve the following actions:
  - (i) Liquidation or dissolution of the Corporation;
  - (ii) Merger, consolidation or transfer of substantially all of the assets of the Corporation; and

- (iii) Repeal, modification, amendment, in whole or in part, or addition to the Articles of Incorporation or Regulations of the Corporation or adoption of new Articles of Incorporation or Regulations.

The notice of the meeting at which any such action is to be considered shall set forth the action or actions to be approved.

**Section 2. Certain Actions by Directors.**

- A. The affirmative vote of a majority of the Directors at any annual meeting of Directors or special meeting of Directors shall be required to adopt or approve the following actions:
  - (i) Distribution of assets dissolution of the Corporation; and
  - (ii) Transfer of assets of the Corporation constituting at the time of the transfer ten percent (10%) or more of the then value of the total assets of the Corporation.

The notice of the meeting at which any such action is to be considered shall set forth the action or actions to be approved.

IN WITNESS WHEREOF, we have hereunto subscribed our names, this \_\_\_\_\_ day of January, 2002.

\_\_\_\_\_  
Nancy McKnight, Director

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Brenda Heisroth, Director

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Karen S. Drake, Director

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Tom Besenyodi, Director