

BY-LAWS OF  
THE WRIGHT MEMORIAL PUBLIC LIBRARY FOUNDATION

ARTICLE I.  
NAME AND LOCATION

Section 1. Name. The name of this organization shall be the Wright Memorial Public Library Foundation.

Section 2. Location. The principal location of this organization shall be at such place in Oakwood (Montgomery County), Ohio, as may be designated from time to time by the Wright Memorial Public Library Foundation Board of Trustees.

ARTICLE II.  
PURPOSE

This organization is formed to operate exclusively for the purpose of advancing the goals, objectives, and priorities of the Wright Memorial Public Library as established by the Board of Trustees of the Wright Memorial Public Library (hereinafter referred to as the Library Board) and to receive, hold, invest, and administer property, and to make expenditures to or for the exclusive benefit of the Wright Memorial Public Library selected from priorities established by the Library Board.

ARTICLE III. FOUNDATION  
BOARD OF TRUSTEES

Section 1. Authority. The powers of the organization shall be exercised, its properties controlled, and its affairs conducted by a Foundation Board of Trustees (hereinafter referred to as the Foundation Board), which shall number at least five and not more than twelve trustees, such number to be fixed by the Foundation Board at its annual meeting. Each Foundation trustee shall abide by and be subject to these by-laws and to the statutory laws of Ohio governing non-profit organizations.

Section 2. Appointment. The Foundation Board shall be a self-perpetuating governing body. That is, additional appointments, the filling of vacancies, and the removal and replacement of Foundation trustees shall be effected by a majority vote of the Foundation Board.

Section 3. Membership. The Foundation Board will consist of at least five and up to twelve members-at-large. The current library director and a Library Board member appointed by the President of the Library Board shall attend Foundation Board meetings in a non-voting, ex-officio capacity. Individuals currently employed by Wright Memorial Public Library are not eligible to serve on the Foundation Board. Further, current Library Board members are not eligible to serve as at-large members of the Foundation Board.

Section 4. Term of Office. Trustees of the Foundation Board shall hold office for a term of three years. Trustees may serve two consecutive complete terms; a complete term is defined as any period exceeding eighteen months.

Section 5. Removal. A trustee may be removed from office by the vote of a majority of the trustees present at a Foundation Board meeting called for the purpose of removing the trustee.

Section 6. Committees of the Board of Trustees. The Foundation Board may create any committees it deems appropriate, with such membership powers and duties as may be deemed necessary or advisable in conducting the business activities and affairs of the Foundation, and shall elect or appoint the members thereof.

Section 7. Meeting, Call of Meetings, Quorum. The Foundation Board shall meet at least annually and conduct its business in accordance with Roberts Rules of Order. Additional meetings of the Foundation Board may be called by a majority of the Foundation trustees or by the President of the Foundation Board. A majority of the Foundation trustees shall constitute a quorum.

Section 8. Notice of Meetings. Notice of a meeting of the Foundation Board may be made by mail, telephone, personal communication, email, or any other means that is reasonably intended to notify all trustees of such meeting. Such notice shall be given no later than five days prior to the meeting. A Foundation trustee's attendance at the meeting, without objection, shall constitute waiver of or defect in said notice.

Section 9. Actions Taken by the Foundation Board. Any action taken by the Foundation Board must comply with these by-laws and applicable laws.

Section 10. Reasonable Reliance. Any trustee of the Foundation Board shall, in the performance of duties, be fully protected in relying in good faith upon the books of accounts or records made to the organization by any of its officials, by an independent certified accountant, or by an appraiser, or in relying in good faith upon other records of the organization.

Section 11. Minutes. The Foundation Board shall maintain written minutes of its meetings.

#### ARTICLE IV. OFFICERS

Section 1. Officers. The officers of the Foundation shall consist of a President, such number of Vice-Presidents as the Board may determine, a Secretary, and Treasurer. The Foundation Board may create such offices and appoint such other officers and assistant officers as it may determine. The Foundation Board shall elect the officers. The same person may hold any two of such offices; but no officer shall execute, acknowledge, or verify any instrument in more than one such capacity.

Section 2. Term of Office. The officers of the Foundation shall hold office until the organizational meeting of the Foundation Board following the date of their election and until their successors are chosen and qualified unless sooner removed by the Foundation Board. The Foundation Board may remove any officer at any time, with or without cause, by a majority vote. A vacancy in any office, however created, will be filled by the Foundation Board.

Section 3. President and Vice-president. The President shall preside at all meetings and shall be the chief executive officer of the Foundation. The President shall have general supervision, management, control, and oversight of the business of the Foundation and shall, in general, perform all the duties usually incident to the office of President or that may be imposed or required by the Foundation Board. In his or her absence or inability to act, the Vice-President shall discharge the duties of the President and shall perform such other duties as shall be determined by the Foundation Board.

Section 4. Secretary. The Secretary shall (a) keep minutes of all the meetings of the Foundation Board; (b) give notice of all meetings of trustees; (c) keep such books as may be required by the Foundation Board; (d) perform such other duties as may be assigned by the Foundation Board or the President. All books and papers pertaining to the office of the Secretary shall be subject at any time to the inspection of any Foundation trustee, and on the expiration of the Secretary's term of office, such Secretary shall deliver all books, papers, and other property of the Foundation in his or her possession or under his or her control to the President or the Secretary's successor in office. In general, the Secretary shall perform all duties pertaining to such offices as may be required by the President or the Foundation Board.

Section 5. Treasurer. The Treasurer shall have general supervision of all finances and shall receive and safely keep all monies belonging to the Foundation until he or she turns over such monies to The Dayton Foundation of which the Foundation is an affiliate. The Treasurer shall keep proper and accurate books of account of finances of the Foundation. At the annual meeting of the Foundation Board, he or she shall present a financial statement as supplied by The Dayton Foundation. Upon the expiration of the Treasurer's term of office, he or she shall deliver all money, books, papers, and other property of the Foundation that shall be in his or her possession or under such control to his or her successor in office.

#### ARTICLE V. INDEMNIFICATION OF TRUSTEES AND OFFICERS

Each trustee, officer, director, agent, employee, or volunteer of this Foundation, and any trustee, officer, director, agent, employee, or volunteer of any other Foundation serving as such at the request of this Foundation shall be indemnified by The Dayton Foundation under the standard set by and to the fullest extent allowable under Section 1702.12(E) Ohio Revised Code as it may be amended. This right of indemnification shall be in addition to any other rights to which any person seeking indemnification may be or become entitled by law.

#### ARTICLE VI. AMENDMENT OF BY-LAWS

The by-laws may be amended by the affirmative vote of a majority of the Foundation

