

BYLAWS
OF
DOVER LIBRARY FOUNDATION, INC.

ARTICLE I
NAME AND PURPOSE OF THE CORPORATION

1.01 NAME

The name of the corporation is Dover Library Foundation, Inc.

1.02 PURPOSE

The Corporation is organized exclusively to provide resources that enhance and enrich the Dover Public Library. To this end, the Foundation encourages investments in the future of the Library through a variety of giving opportunities, e.g. donations, grants, an endowment fund, Planned Giving, etc. The funds collected support projects which enhance the Library's facilities and programs to improve the Library's relevancy to the community.

This corporation is organized and operated exclusively for the charitable purpose stated in the Certificate of Incorporation and in these Bylaws for charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law.

No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign, including the publishing of statements on behalf of any political candidates or parties.

ARTICLE II
OFFICE

2.01 PRINCIPAL OFFICE

The principal office shall be the Dover Public Library, Office of the Director, 35 Loockerman Plaza, Dover, Delaware 19901. The resident in charge of the principal office shall be the Director of the Dover Public Library.

ARTICLE III
BOARD OF DIRECTORS

3.01 GENERAL POWERS

The general management of the corporation shall be vested in a Board of Directors, which board may exercise all the powers of the corporation.

3.02 NUMBER

The Board of Directors shall be of such number as a majority of the directors shall determine from time to time, but such number shall not be fewer than seven (7) and not more than fifteen (15). Each member shall have no more than one (1) vote.

3.03 FIRST BOARD OF DIRECTORS

The first Board of Directors shall be those persons listed as directors in the Dover City Council Resolution No. 2009-03, adopted January 12, 2009. The original Board members shall serve indefinitely until replaced by a majority of the board in accordance with Article III Section 3.04 or, if elected by reason of their office or appointment, replaced by persons designated by the governing body they represent in accordance with section 3.032.

3.04 DIRECTORS BY REASON OF OFFICE OR APPOINTMENT

At all times one of the Board of Directors shall be the (1) Director of the Dover Public Library; (2) the Dover City Manager; (3) a member of the Dover Library Advisory Commission; and (4) a person designated by the Board of The Friends of the Dover Public Library, which person may, but need not be a member of the Board of The Friends of the Dover Public Library.

The governing body of The Friends of the Dover Public Library and the Dover Library Advisory Commission shall provide written notice of their representatives to the Board of Directors of the Corporation seven (7) days prior to any annual or special meeting at which a new representative from its respective body is to be elected to fill a vacancy.

If the governing body of The Friends of the Dover Public Library and/or the Dover Library Advisory Commission fails to make such a designation, the Board of Directors may proceed to conduct the affairs of the Corporation and exercise their powers hereunder until the next annual meeting without regard to the requirements of this section that the Board of Directors include designees of The Friends of the Dover Public Library and the Dover Library Advisory Commission.

3.05 ELECTION, TERM OF OFFICE AND VACANCIES

At each annual meeting of the Board of Directors, new directors shall be elected.

The number of directors of the Foundation shall be not less than nine (9) nor more than (11). The exact number within such minimum and maximum limits shall be fixed by resolution of the directors from time to time. The number of directors may be increased or decreased by amendment to the Bylaws, without reference to the Articles of Incorporation. No decrease in number shall have the effect of shortening the term of any incumbent director. The term of the directors shall be for a period of three years except as hereinafter provided. No director shall serve more than two consecutive three-year terms, absent the Board's decision to waive this provision in a specific instance. It being appropriate to maintain continuity on the Board, two-thirds of the directors shall usually have been members of the Board for at least one year. To this end, upon the first annual election of directors, the directors shall be divided by lot into three classes. The first class shall serve a term of one year, the second class shall serve a term of two years and the third class shall serve a term of three years. Each director shall then hold office for the term for which he or she is elected and until his or her successor shall have been elected to serve a term of three years, except those elected to fill a vacancy left by a former director. If and when additional positions on the Board are created, the three classes shall be balanced in numbers so far as may be possible. A director elected to fill a vacancy or serving in a class in which his or her initial term was less than three years, may serve two consecutive three-year terms in addition to the period of time for which he or she was first elected. Prior to the expiration of the term of office for each director, the Board of Directors shall be vested with the responsibility of nominating and electing successor directors who have consented to serve. Each successor director shall be elected by the affirmative vote

of a majority of the directors then serving. The directors named in the Articles of Incorporation shall serve as directors until the first annual meeting of the corporation.

The three year terms of office shall not apply to the Directors who serve by reason of appointment.

3.06 RESIGNATION

Any director may resign at any time by giving written notice of such resignation to the Board President. Such resignation shall be effective upon receipt of such notice by the President, unless the notice specified a later effective date.

3.07 REMOVAL

A director may be removed or suspended for cause by an affirmative vote of two-thirds of the directors present at a special meeting called for that purpose, after such director has been given notice thirty days prior to the meeting and an opportunity to be heard.

3.08 DELEGATION

The Board of Directors at any meeting may delegate such of their powers as they consider advisable, except those powers which by law, the Certificate of Incorporation, or these By Laws may not be so delegated to any officer or agent of the corporation or to such committees as may from time to time be activated as provided herein.

3.09 COMPENSATION

Directors and officers shall receive no compensation for serving in such capacities, but may receive reasonable compensation for their services rendered in any other capacity, and may be reimbursed, subject to approval and ratification by the Board of Directors, for reasonable expenses incurred in connection with the affairs of the corporation, including attendance at meetings.

The Board of Directors may determine the salaries or other compensation of each employee or agent of the corporation. No employee or agent of the corporation shall be prevented from receiving compensation for serving as such by reason of the fact that he or she is also a director or officer.

ARTICLE IV MEETINGS

4.01 REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held as determined by the Board at a place, date, and hour designated by a majority of the Board or via telephone conference call, via video conference or via electronic transmission at such date and hour as may be designated by the President or by majority vote of the Board.

4.02 ANNUAL MEETINGS

The annual meeting of the Board shall be at a place and time as the Board of Directors may determine, and shall, unless otherwise determined, be held in the month of February.

4.03 SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the president or any five (5) directors.

4.04 NOTICE

Seven (7) days written, e-mail or telephonic notice shall be given of all meetings of the Board of Directors, stating the date, purpose, time and place of such meeting, provided, however, that if a purpose of any such meeting is to fill a vacancy on the Board of Directors caused by the death, resignation, or removal of any director theretofore designated, pursuant to Section 3.032 of ARTICLE III. At least seven (7) days written notice of such meeting shall be given to the governing board of the entity entitled to designate a person to fill such vacancy.

4.05 QUORUM AND VOTING AT MEETINGS

A majority of the directors then in office (one half plus one) shall constitute a quorum at all meetings, including annual meetings and special meetings called for any purpose. Voting at any meeting at which a quorum is present shall be by majority vote of those present except as any applicable law, the Certificate of Incorporation or these By-laws shall require.

4.06 ACTION WITHOUT A MEETING

Any action required or permitted to be taken by the Board of Directors, or by any committee thereof, may be taken without a meeting, if all those entitled to vote consent in writing, either before or after such action is taken, and if the written consents are filed with the records of the corporation. Such consents shall be treated for all purposes as a vote at a meeting.

4.07 TELEPHONIC PARTICIPATION IN MEETINGS

The directors or members of any active committee may participate in a meeting of the Board of Directors or such committee by means of a conference telephone call or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

4.08 MANNER OF ACTING

The latest edition of *Robert's Rules of Order* shall govern the proceedings of any meeting.

The act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, except in those instances when these Bylaws require an affirmative vote of two-thirds of the Directors present at a meeting.

ARTICLE V OFFICERS

5.01 OFFICERS

The officers of the corporation shall be a Board President, a Board Vice-President, a Board Secretary, a Board Treasurer. The Board of Directors may elect a single director to perform the duties incident to both the office of Secretary and Treasurer.

5.02 ELECTION AND TERM OF OFFICE

The Board of Directors shall, at each annual meeting, elect the officers, who shall serve for a one-year period and until their respective successors are elected and accept election.

A Nominating Committee, appointed by the Board President, shall provide a slate of nominees for consideration by the Board of Directors at the annual meeting of the Board at which elections are held.

Elected officers, if re-nominated and re-elected, may serve any number of consecutive terms with the exception of the President who shall be limited to serving two consecutive terms.

5.03 POWERS

The officers shall have the powers and perform the duties customarily belonging to their respective offices, including, but not limited to, the powers and duties listed below, and including any powers or duties as may be vested in their respective offices by the Board of Directors or these By-laws:

5.031 PRESIDENT

The President shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; and, in general, she/he shall perform all duties as may be prescribed by the Board of Directors from time to time.

5.032 VICE-PRESIDENT

In the absence of the President, the Vice-President shall perform all 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 such duties as may be assigned to her/him by the Board of Directors.

5.033 TREASURER

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for all monies due and payable to the corporation from any source whatsoever, and to endorse for deposit all such monies including checks, drafts, notes or other negotiable instruments in the name of the corporation in such banks, trust companies, and other depositories as the Board of Directors may from time to time designate; and, in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to her/him by the President or the Board of Directors.

Whenever required to do so by the Board of Directors or the Board President, the Treasurer shall submit to the Board of Directors an annual budget and a statement of accounts, consisting of a balance sheet and related statements of income and expenses and of changes in all funds for the reporting period requested.

5.034 SECRETARY

The Secretary shall record the minutes of the meeting of the Board of Directors and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the president or the Board of Directors.

5.035 SECRETARY-TREASURER

When the Board of Directors has elected a single director to perform the duties incident to both the office of Secretary and Treasurer, he/she shall perform the duties designated herein for those offices.

5.04 REMOVAL AND RESIGNATION

Any officer elected by the Board of Directors may be removed from office by the affirmative vote of two-thirds of the Board of Directors present at any meeting, whenever in its judgment the best interests of the corporation would be served thereby, after such director has been given notice thirty (30) days prior to the meeting and an has had an opportunity to be heard.

Any officer may resign at any time by giving written notice of such resignation to the Board President. Such resignation shall be effective upon receipt of such notice, unless the notice specifies a later effective date.

5.05 VACANCIES

A vacancy in any office because of death, disqualification, removal, resignation or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

ARTICLE VI COMMITTEES

6.01 ACTIVATION

The President or the Board of Directors may activate at any time any committee that the Board of Directors may establish and may appoint a chairperson and members of each such committee.

6.02 TERMS AND ELIGIBILITY

Except as provided by these By laws, the chairperson and members of each active committee shall serve one-year terms on the committee to which they are appointed, unless removed and replaced prior to the end of such term at the discretion of the President or the Board of Directors, and may be re-appointed, without limitation, for successive terms. Any committee to which the powers of the Board of Directors are delegated shall consist solely of directors.

6.03 MINUTES

To the extent requested by the Board of Directors, a report of all material actions taken by each committee shall be made to the Board of Directors no later than the next meeting of the Board of Directors. Minutes of each committee shall be available to any director for inspection.

6.04 QUORUM AND VOTING AT MEETINGS

Except as otherwise provided by law, a majority of the members of any committee then in office shall constitute a quorum at all meetings of such committee. Members of any committee may be present at and participate in such meetings by telephone, as provided in Article IV, Section 4.07 of these Bylaws. When a quorum is present at any committee meeting, the votes of a majority of the members present and voting shall be necessary and sufficient for the decision of any question brought before the meeting except as otherwise provided by law or the Certificate of Incorporation.

**ARTICLE VII
GENERAL**

7.01 CONTRACTS

The Board of Directors may authorize an officer or officers, 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. Such authority may be general or confined to a specific instance.

7.02 LOANS PROHIBITED

No loans shall be made by the Corporation to any officer or to any Director.

7.03 CHECKS AND DRAFTS

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation shall be signed by the Treasurer; or, by the Secretary-Treasurer, if the Board of Directors has elected a single director, to perform the duties of both offices. Any expenditure in excess of \$1,000 dollars shall also require the signature of another Officer of the Board of Directors.

7.04 FISCAL YEAR

The fiscal year of the Dover Library Foundation shall end on the 1st day of July of each year, unless otherwise determined by the Board of Directors.

7.05 INVESTMENTS

The Treasurer of the Dover Library Foundation is authorized to invest Foundation funds in accordance with the *Gift Acceptance and Endowment Funds Policy* and/or at the direction of the Board of Directors.

**ARTICLE VIII
BOOKS AND RECORDS**

8.01 BOOKS AND RECORDS

The Corporation shall keep current and complete books and records of account and minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

An annual review shall be conducted on the corporate books and records of account by a Certified Public Accountant. The Annual Report and Financial review will be available to the public.

**ARTICLE IX
CONFLICT OF INTEREST**

9.01 Except as otherwise provided by law or in the Certificate of Incorporation, no contract or other transaction of the corporation shall, in the absence of fraud, be affected or invalidated by the fact that any director or officer of the corporation or any corporation, firm or association of which he or she may be a director, officer, stockholder, member, employee or agent may be a party to or may have an interest, pecuniary or otherwise, in, any such contract or other transaction.

ARTICLE X
PERSONAL LIABILITY

10.01 PERSONAL LIABILITY

The directors and officers of the corporation shall not be personally liable for any debt, liability or obligation of the corporation except as such director or officer may be liable by reason of his or her own conduct or acts. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the corporation may look only to the funds and property of the corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the corporation

10.02 INDEMNIFICATION OF BOARD OF DIRECTORS AND OFFICERS

The Foundation shall indemnify 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 Foundation) by reason of the fact that the person is or was a director or officer of the Foundation, or is or was serving at the request of the Foundation as a director or officer or another foundation, corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement and actually and reasonably incurred by that person in connection with the action, suit or proceeding unless that person acted in bad faith and in a manner reasonably believed to be against or opposed to the best interest of the Foundation, and, with respect to any criminal action or proceeding, unless the person had reasonable cause to believe that the conduct was unlawful.

To the extent that a director or officer of the Foundation has been successful and the merits or otherwise in defense of any action, suit or proceeding referred to above, or in defense of any claim, issue or matter therein, that person shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred in connection therewith.

Any indemnification under this Article, unless ordered by a court, shall be made by the Foundation only, as authorized in the specific case upon a determination that indemnification of the director or officer is proper and the circumstances because that person has met the applicable standard of conduct set forth in this Article. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who are not parties to such action, suit or proceeding, or (2) if such quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs by independent legal counsel in a written opinion.

Expenses incurred in defending a civil or criminal action, suit or proceeding, may be paid by the Foundation in advance of the final disposition of such action, suit or proceeding if it is authorized as outlined in the paragraph immediately above upon receipt of a request by or on behalf of the director to repay that amount unless it shall ultimately be determined that person is entitled to be indemnified by the Foundation as authorized in this Article.

The indemnification provided by this Article shall not be deemed exclusive of any other right to which those indemnified may be entitled by law or under agreement, disinterested directors or otherwise, both as to action in that person's official capacity and as to action in another capacity for holding that capacity and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of that person.

ARTICLE XI

AMENDMENTS TO THE BYLAWS

11.01 AMENDMENTS

These bylaws may be amended or repealed, and new bylaws adopted, by the Board of Directors by a two thirds (2/3) affirmative vote of all Directors present, if a quorum is present. Prior to the adoption of the amendment, each Board member shall be given at least seven (7) days written notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment or repeal of amendments to the bylaws and shall contain a copy of the proposed amendment.

SIGNATURE AND ATTESTATION

The revised Bylaws of the Dover Library Foundation, Inc. were adopted by the Board of Directors on February 14, 2013.

President

Vice-President

Secretary/Treasurer

Approved by the Dover Library Foundation Board: February 12, 2009
Revised by the Dover Library Foundation Board: February 14, 2013
Revised by the Dover Library Foundation Board: February 11, 2016