

**Bylaws for the PGCMLS Foundation – updated 9/1/2020**

**Article V Section 1 revised 4-20-2023**

**Prince George’s County Memorial Library System Foundation Inc.**

**Bylaws**

**Article I General**

The Corporation shall be known as the “Prince George’s County Memorial Library System Foundation, Inc.”, (hereafter, the “Foundation”) and its principal place of business is located in Prince George’s County, Maryland. The office is located at 9601 Capital Lane, Largo, MD 20774.

**Section 1. Purpose:** The Foundation is organized as a public charity within the meaning of the Internal Revenue Code of 1986 for the purpose of promoting and supporting the Prince George’s County Memorial Library System (“PGCMLS”). Anything in these bylaws to the contrary notwithstanding, the purpose or purposes for which this corporation is formed are limited to those that will qualify it as an exempt organization under Internal Revenue Code Section 301(c)(3), including, for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under such code.

**Article II Powers**

The Foundation shall have the power, either directly or indirectly, alone or in conjunction with the cooperation of others, to do any lawful activities consistent with the purposes of the Foundation.

The Foundation shall also have the following powers:

- (a) To enter into and perform contracts with any individual, entity, firm, association or corporation, private, public or municipal, or with any government authority.
- (b) To receive any gift, grant, contribution or devise and hold and use for the general purposes or special purpose agreed upon by the donor and the Foundation.
- (c) To act as a trustee of any funds or property that it might receive under specific or limited grants or agreements or under any will or devise and to have and exercise the right to hold or manage such funds or property under the terms and conditions imposed by any such trust, grant, agreement, will or devise.

**Article III Board of Directors**

**Section 1. General Powers:** The affairs of the Foundation shall be managed by and under the direction of the Board of Directors (hereinafter the “Board”).

**Section 2. Number of Directors:** The Foundation shall be governed by a Board of Directors, which shall number not fewer than five (5) directors nor more than fifteen (15) directors. The following individuals

shall be non-voting, *ex officio* members of the Board of Directors: the PGCMLS chief executive officer and a member of the PGCMLS Board of Trustees.

**Section 3. Election and Terms of Office:** Election and Terms of Office: Directors shall be elected at the annual meeting of the Prince George's County Memorial Library Foundation by a majority vote. The term of each director shall be four (4) years. Directors shall serve no more than two full consecutive terms. The terms of the Board members shall be staggered as needed. Elected leadership roles (Chair, Vice-Chair, Secretary, and Treasurer) are for two years.

**Section 4. Vacancies:** The Board shall have the power to fill any vacancy. Candidates may be nominated at any regular or special meeting of the Board and shall be elected by a majority vote of those directors in attendance. A director elected to fill a vacancy shall hold office for the unexpired term of his/her predecessor in the position, or in the case of a newly created directorship, until the date specified by the Board.

**Section 5. Annual and Regular Meetings:** The annual meeting of the Board shall be held in January each year. Other regular meetings of the Board shall be held at least quarterly.

**Section 6. Place of Meetings:** Regular meetings shall be designated by the Board. The annual meeting shall be held at a PGCMLS Library Branch.

**Section 7. Special Meetings:** Special meetings of the Board may be called by the Chair or by a majority of directors. Such meetings shall be held at a place designated by the consent of the majority of directors.

**Section 8. Meeting Notice:** Notice of the time and place of the annual meeting shall be required at least seven (7) days prior to the date of the meeting. Notice of the time and place of any other regular or special meeting of the Board shall be required at least seventy-two (72) hours prior to the date of the meeting. Such notice shall be provided in writing by the Board Chair or the person or persons calling for the meeting. Notice of a special meeting shall state the specific purpose(s) for which the meeting is being called. In the absence of the unanimous consent of all incumbent directors, the only business which may be conducted at a special meeting shall be the stated purpose(s) for which the meeting was called. Notice may be served by personal delivery, first class mail or electronic mail. A notice served by first class mail shall be deemed to have been served on the second business day following mailing.

**Section 9. Quorum:** A quorum for conducting business at any regular or special meeting of the Board shall be a majority of the total number of incumbent directors. Only director's present at the meeting (in person, by phone, or by other electronic medium) shall be allowed to vote on business presented at the meeting.

**Section 10. Attendance:** Absences at board meetings may be deemed excused if the absent board member notifies the chair or a Board-approved designee in advance of the missed meeting(s). After three (3) consecutive unexcused absences at regular meetings of the Board, the director shall be deemed to have resigned from their position on the Board.

**Section 11. Confidentiality:** Directors shall maintain the confidentiality of non-public Foundation records, including but not limited to donor files and mailing lists. No personal or private donor information is to be shared with other individuals or organizations.

**Section 12. Removal:** A director may be removed from the Board by an affirmative vote of the majority of the incumbent directors of the Foundation.

**Section 13. Compensation:** The directors of the Foundation shall receive no compensation for their services.

#### **Article IV Officers**

**Section 1. Officers:** The officers of the Foundation shall be the chair, vice chair, treasurer and secretary. The officers shall be elected by a vote of the Board at its annual meeting. Officers elected shall hold office until their successors are duly elected.

**Section 2. Chair:** The chair shall preside at all meetings of the Board. They shall have the authority and power to perform such other duties as customary or prescribed by the Board.

**Section 3. Vice Chair:** In the absence of the chair, the vice chair shall perform the duties of the chair and when so acting have the powers of the chair. The vice chair shall perform such duties as assigned by the Board.

**Section 4. Treasurer:** The treasurer or a Board-approved assistant treasurer or other designee shall receive, hold and be responsible for all funds and securities of the Foundation and shall deposit said funds in the name of the Foundation in such banking institutions as directed by the Board. At each regular meeting of the Board, and at such other times as may be requested by the Chair or the Board, the treasurer shall present a full report and statement of the financial affairs of the Foundation. The treasurer shall perform all other duties usually pertaining to the office of treasurer, as well as any other duties assigned by the Board.

**Section 5. Secretary:** The secretary or a Board-approved assistant secretary or other designee shall keep an accurate record of all proceedings of meetings of the board of directors; see that all notices are duly given in accordance with these bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation.

#### **Article V Committees**

**Section 1. Committees:** Committees and task forces for specific purposes may be established by the Board of Directors. The Board Chair shall appoint and shall have the power to remove the chair and members of a committee or task force. *All members of the Board of Directors are expected to serve on at least one committee in addition to any other work they undertake.*

**Section 2. Committee Membership:** Board members who are appointed to committees shall be deemed voting members of the committee. Other individuals, who are not members of the Board, may be appointed as voting or non-voting members of a committee in order to provide helpful information, expertise or other assistance to the committee.

#### **Article VI Contracts, Checks, Deposits, and Funds**

**Section 1. Contracts:** The Board may, by resolution duly adopted, authorize any officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Foundation. Such authority may be general or confined to specific instances.

**Section 2. Checks and Payments:** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer or officers, agent or agents of the corporation and in such manner as the board of directors shall from time to time by resolution determine. In the absence of such determination, such instruments shall be signed by the treasurer or an assistant treasurer, and countersigned by the chair or vice chair of the Foundation.

**Section 3. Deposits:** All funds of the Foundation shall be recorded and deposited upon receipt to the credit of the Foundation in a bank or other financial institution as the Board may select.

**Section 4. Gifts and Contributions:** The Board may:

- Accept on behalf of the Foundation any contribution, gift, bequest, or devise of any type of property (“donations”), for the general and special charitable purposes of the Foundation, on such terms as the Board shall approve;
- Hold such funds or property in the name of the Foundation or of such nominee or nominees as the Board may appoint;
- Collect and receive the income from such funds or property;
- Devote the principal or income from such donations to such benevolent and charitable purposes as the Board may determine, consistent with the Foundation’s purpose; and
- Enter into an agreement with any donor to devote the principal or income from the donation to such particular purpose as the donor may designate, and after approval of such agreement by the Board devote the principal or income from that donation according to the agreement.

#### **Article VII Conflicts of Interest**

**Section 1. Duty of Loyalty:** Each officer, director and senior manager of the Foundation shall, in the course of performing duties on behalf of the Foundation, act with strict loyalty and fidelity to the best interests of the Foundation, exercise the utmost good faith in all matters and transactions involving the Foundation, and adhere to the highest ethical standards of fiduciary duty as an officer, director and senior manager of the Foundation.

**Section 2. Avoidance of Conflicts of Interest:** Each officer, director and senior manager of the Foundation shall endeavor to avoid, to the best of their ability, any situation which may result in a compromise of their duty to the Foundation, and each officer, director and senior manager shall

endeavor to avoid even the appearance of a conflict of interest which may have an adverse effect on the Foundation.

**Section 3. Disclosure of Conflicts:** All material facts concerning any situation which might be viewed as a conflict of interest shall be disclosed to the Board by the officer, director or senior manager. Where doubt exists whether a conflict exists or appears to exist, the matter shall be resolved by a vote of the Board, without counting the vote of any interested director.

**Section 4. Written Disclosure:** Each year, every officer, director and senior manager shall file a Disclosure Statement with the Board of Directors which lists (a) any outside employment or consulting work that could constitute a conflict, and (b) and board membership or affiliation with other organizations that could constitute a conflict. Each director, officer or senior manager shall provide additional written disclosures to the Board if additional material financial or other beneficial interests develop and if any potential conflict of interest develops.

**Section 5. Prohibited Actions:** No officer, director or senior manager may take part in any decision or action by the Foundation which would directly or indirectly benefit such officer, director or senior manager or any relative, business partner or organization with which any of the foregoing has a formal relationship. Such officer, director or senior manager may be present during or participate in the discussion but may not influence or take part in the decision regarding the matter under consideration.

#### **Article VIII Indemnification**

**Section 1. Indemnification:** The corporation 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 corporation) by reason of the fact that such person is or was a director, officer, or agent of the corporation, or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

**Section 2. Insurance:** The Foundation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of these sections.

## Article IX Miscellaneous

**Section 1. Fiscal Year:** The fiscal year of the Foundation shall be July 1 to June 30.

**Section 2. Financial Audit:** An annual audit of the Foundation's financial records shall be conducted by a qualified accountant within six months after the close of the fiscal year to be audited. The auditor's report shall be submitted to and approved by the Board.

**Section 3. Investment Guidelines:** The responsibility for the investment of the Foundation's assets rests with the Board. The Board shall, from time to time, review its investment guidelines to determine the compatibility of its investments with the investment guidelines.

**Section 4. Amendments to the Bylaws:** These bylaws may be amended at any regular meeting of the Board by a two-thirds majority vote of the incumbent directors, provided that the amendments have been submitted in writing to each voting member of the Board by mail or electronic mail, not less than 10 days prior to consideration.

**Section 5. Parliamentary Authority:** These bylaws are approved and adopted according to Robert's Rules of Order, which shall be the parliamentary authority for all matters of procedures not covered by these bylaws.

## Article X Dissolution

**Section 1. Dissolution:** The Foundation may be dissolved upon the affirmative vote of two-thirds of the incumbent directors at a regular or special meeting called for that purpose.

**Section 2. Notice of Dissolution:** Notice of a vote to dissolve shall be given to all members of the Board, and all *ex officio* members of the Board, not less than thirty (30) days prior to the meeting at which the vote will be taken, which notice shall include the basis for the recommendation to dissolve the corporation.

**Section 3. Distribution of Assets Upon Dissolution:** Upon dissolution of the Foundation, its assets shall be distributed, or applied, as follows: first, all liabilities and obligations of the Foundation shall be paid, satisfied and discharged, or adequate provision shall be made thereto; second, the remaining assets shall be distributed to the Prince George's County Memorial Library System.