



BY-LAWS OF THE
FOUNDATION OF THE ATLANTIC CITY FREE
PUBLIC LIBRARY, INC.

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AMENDED AND RESTATED BY-LAWS OF

THE FOUNDATION OF THE ATLANTIC CITY FREE PUBLIC LIBRARY, INC.

March 11, 2022

This instrument constitutes the Restated By-Laws of The Foundation of the Atlantic City Free Public Library, Inc. adopted for the purpose of regulating and managing the internal affairs of the corporation.

STATEMENT OF PURPOSE

The Foundation of the Atlantic City Free Public Library shall be operated for the purpose of advocacy and financial support of The Atlantic City Free Public Library.

ARTICLE I

MEMBERS

The corporation shall have no members. Any action or approval of the members or shareholders of a corporation which would otherwise be required by the terms of any agreement to which the corporation is a party, or by which the corporation is bound, or by the provisions of any law, rule or regulation to which the corporation is subject, requires only action or approval of the Board.

ARTICLE II

BOARD MEMBERS

Section 2.1 - Election. The business and charitable affairs of the corporation shall be managed by Board Members, the members of which shall be elected by the affirmative vote of a majority of the Members present at a duly held meeting. The number of Members shall be established from time to time by resolution of the Board Members.

Section 2.2 - Ex-Officio Members. The Director of the Atlantic City Free Public Library and one member of the Atlantic City Free Public Library Board of Trustees shall be an ex-officio member of the Board Members, with all of the other rights and privileges of a member including voting.

Section 2.3 - Term. Members shall serve for a term of three (3) years each, and shall be so elected that approximately one-third (1/3) of the Members within each group of Members is elected each year. A maximum of three (3) consecutive three (3) year terms may be served by Members who are elected in 2018 and thereafter. No Member may be eligible for election for more than three (3) consecutive three (3) year terms unless the Member is the Immediate Past Chair for one year immediately following the end of the Member's term as Chair.

Section 2.4 - Quorum. At all meetings of the Board Members, a majority of the Members then in office shall be necessary and sufficient to constitute a quorum for the transaction of business. Ex-officio Members shall not be considered in determining the presence or absence of a quorum.

Section 2.5 - Voting. Except where otherwise required by law, the Articles, or these Bylaws, the affirmative vote of a majority of the Members present at a duly held meeting shall be sufficient for any action. Each Member shall have one vote on each matter coming before the Board Members.

Section 2.6 - Action by Writing. Any action required or permitted to be taken at a meeting of the Board Members may be taken by written action signed or consented to by authenticated electronic communication by the number of Members required to take the same action at a meeting of the Board Members at which all Members were present. The written action is effective when signed by the required number of Members, unless a different effective date is provided in the written action. When written action is taken by less than all of the Members, all Members shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action.

Section 2.7 - Regular and Annual Meetings. The Board Members shall have regular meetings at such places and times as it shall establish by resolution. The Board Members may, by resolution, designate any meeting as an annual meeting.

Section 2.8 - Special Meetings. Special meetings of the Board Members may be called at any time upon request of the President or any two (2) Members, provided that any such request shall specify the purpose or purposes for the meeting. The President shall set the date for the special meeting within three (3) working days of making or receiving such a request and shall give not less than five (5) nor more than thirty (30) days written notice of the time, place and purpose of such special meeting.

Section 2.9 - Place of Meetings. The Board Members may hold their meetings at such places, whether in this state or in any other state, as a majority of the Members then in office may from time to time appoint. Upon failure to appoint any other place, such meetings shall be held at the principal offices of the corporation.

Section 2.10 - Notice. Whenever, under the provisions of these Bylaws, notice is required to be given to any Member, notice is given:

- (a) when mailed to the Member at an address designated by the Member at the last known address of the Member or at the address of the Member in the corporate records;
- (b) when communicated to the Member orally;
- (c) when handed to the Member;
- (d) when left at the office of the Member with a clerk or other person in charge of the office, or if there is no one in charge, when left in a conspicuous place in the office;
- (e) if the Member's office is closed or the Member has no office, when left at the dwelling or usual place of abode of the Member with a person of suitable age and discretion residing in the house;
- (f) when communicated to the Member by facsimile, e-mail, or other electronic means, at a facsimile number or e-mail address designated by the Member; or
- (g) when the method is fair and reasonable when all the circumstances are considered.

Notice by mail is given when deposited in the United States mail with sufficient postage.

Notice is considered received when it is given.

Section 2.11 - Waiver of Notice. Any Member may execute a written waiver of notice of any meeting required to be given by statute or by any provisions of these By-Laws either before, at, or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the Secretary, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a Member shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

Section 2.12 - Electronic Communications. A conference among Members by a means of communication through which the Members may simultaneously hear each other during the conference is a Board meeting, if the same notice is given of the conference as would be required for a meeting, and if the number of Members participating in the conference is a quorum. A Member may participate in a Board meeting by any means of communication through which the Member, other Members so participating, and all Members physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by any of the above-mentioned means is personal presence at the meeting.

Section 2.13 - Removal of Members. A Member may be removed from office, with or without cause, by the affirmative vote of a majority of the Members present at a duly held meeting. Notice of such meeting shall be given to each Member not less than five (5) days, nor more than thirty (30) days, prior to the meeting.

Section 2.14 - Vacancy. In the event of the death, removal or resignation of a Member, a successor to fill the unexpired term shall be elected by the affirmative vote of a majority of the Members present at a duly held meeting.

Section 2.15 - Compensation. Members shall not be compensated for their duties as Members. Members may be reimbursed for expenses incurred on behalf of the corporation.

ARTICLE III

COMMITTEES

Section 3.1 - Creation. The Board Members may establish one or more committees, including an executive committee, having the duties, power and authority as these By-Laws, or as the Board, from time to time, by resolution, may provide, and shall appoint, one or more members from the Board to act as chair of each such committee. The chairs of each of the committees, except the executive committee, shall appoint members to each such committee from the Board and if appropriate, non-directors with expertise to assist the work of the committee. At least two members of each committee must be members of the Board.

Section 3.2 – Executive Committee. The executive committee shall consist of the officers of the corporation and chairs and co-chairs of each committee. Except to the extent limited by resolution of the Board or as otherwise prohibited by the Articles of Incorporation, these By-Laws, or the laws of the State of New Jersey, the executive committee shall have all the power and authority of the Board Members, provided, that the executive committee shall have power to act only in the intervals between meetings of the Board Members and shall at all times be subject to the control and direction of the Board Members.

Section 3.3 - Meetings. Committee meetings shall be called at the direction of the Chairperson of the committee or any two members. Quorum requirements, notice of committee meetings, and actions taken by committees shall be controlled by those sections of these By-Laws which govern those matters for the Board Members.

ARTICLE IV

OFFICERS

Section 4.1 - Number. The officers of the corporation shall be an Immediate Past Chair for one year immediately following expiration of his/her term as Chair, a Chair, one or more Vice Chairs, a Secretary, a Treasurer, and such other officers, including a Chair-Elect as the Board Members may, from time to time, elect.

Section 4.2 - Duties. The duties of the officers of this corporation shall be:

- (a) Chair – The Chair shall preside at all official meetings of the Board Members. The Chair will represent the organization as its volunteer head and shall perform such other duties as may be determined from time to time by the Board Members.
- (b) Chair-Elect – When elected by the Board Members, the Chair-Elect shall perform such duties as may be determined from time to time by the Board Members. The Chair-Elect shall be vested with all powers of and perform all the duties of the Chair in the Chair's absence or inability to act, but only so long as such absence or inability continues.
- (c) Immediate Past Chair – For the one (1) year period immediately following the expiration of a Chair's term of office, the Immediate Past Chair shall serve as an officer. The Immediate Past Chair shall perform such duties as may be determined from time to time by the Board Members. The purpose of the Immediate Past Chair is to provide continuity and historical knowledge for the corporation.
- (d) Vice Chairs – The Vice Chairs shall perform such duties as may be determined from time to time by the Board Members. When no Chair-Elect has been elected by the Board Members, a Vice Chair shall be vested with all powers of and perform all the duties of the Chair in the Chair's absence or inability to act, but only so long as such absence or inability continues. If more than one Vice Chair has been elected by the Board Members, the Board Members shall designate an order of seniority solely for the purpose of determining the order in which the Vice Chairs shall act in place of the Chair in the event of such absence or inability.
- (e) Secretary - The Secretary shall attend all meetings of the Board Members and keep the minutes of such meetings, give notices, prepare any necessary certified copies of corporate records, and perform such other duties as may be determined from time to time by the Board Members. In the event the Secretary is absent at any meeting, the person serving as chairperson of the meeting shall appoint a temporary Secretary to take minutes of the meeting.

- (f) Treasurer - The Treasurer shall have charge of the corporate treasury, receiving and keeping the monies of the corporation, and disbursing corporate funds as authorized. The Treasurer shall perform such other duties as may be determined from time to time by the Board Members.

Section 4.3 - Requirements. The officers of the corporation shall be members of the Board Members.

Section 4.4 - Removal. Any officer may be removed, with or without cause, by the affirmative vote of a majority of the Members present at a duly held meeting of the Board Members.

Section 4.5 - Term Limits of Officers. An officer of the corporation shall not serve more than three (3) consecutive one (1) year terms in any given office.

ARTICLE V

DEALING WITH OTHER CORPORATIONS AND ORGANIZATIONS

Section 5.1 - Conflicts of Interest. A contract or other transaction between this corporation and one or more of its Members, or a member of the family of the Member, or between this corporation and an organization in or of which one or more of this corporation's Members, or a member of the family of the Member, are Members, directors, officers or legal representatives, or have a material financial interest, is not void or voidable because the Member or Members, or the other individual or organization are parties or because the Member or Members are present at the meeting of the Board Members or a committee at which the contract or transaction is authorized, approved, or ratified, if:

- A. The contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair and reasonable as to the corporation at the time it was authorized, approved or ratified; or
- B. The material facts as to the contracts or transaction and as to the Member's or Members' interest are fully disclosed or known to the Board or the committee, and a majority of the Board or committee authorizes, approves or ratifies the contract or transaction in good faith, but the interested Member or Members shall not be counted in determining the presence of a quorum and shall not vote.

Section 5.2 – Relationships Creating a Material Financial Interest. For the purpose of this Section: A Member has a "material financial interest" in each organization in which the Member, or the spouse, parent, child (and/or spouse of a child), brother and sister (and/or spouse of a brother or sister) of the Member, or any combination of them, have a material financial interest.

ARTICLE VI

FINANCE

Section 6.1 – Receipt of Contribution. Any dues, contributions, grants, bequests or gifts made to the corporation shall be accepted or collected only as authorized by the Board Members.

Section 6.2 – Depositories. All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such banks as shall be designated by the Board Members.

Section 6.3 – Signing of Documents. The signing of all contracts, checks and orders for the payment, receipt or deposit of money, and the access to securities of the corporation shall be as provided by the Board Members.

Section 6.4 – Budget. The annual budget of estimated income, expense and capital expense shall be approved by the Board Members.

Section 6.5 – Title to Property. Title to all property shall be held in the name of the corporation.

Section 6.6 – Financial Reports. A summary report of the financial operation of the corporation shall be made by the Treasurer at least annually to the Board Members.

ARTICLE VII

INDEMNIFICATION

To the full extent permitted by the New Jersey Nonprofit Corporation Act (Title 15A), as amended from time to time, or by other provisions of law, each 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, wherever and by whomsoever brought (including any such proceeding, by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a member, Member or officer of the corporation, or he or she is or was serving at the specific request of the Board Members of the corporation as a Member, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation 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; provided, however, that the indemnification with respect to a person who is or was serving as a Member, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the By-Laws.

ARTICLE VIII

AMENDMENT OF BY-LAWS

These By-Laws may be amended at any time and from time to time by the affirmative vote of two-thirds (2/3) of the Members who are present at a duly held meeting; provided that written notice of the meeting and of the proposed amendment shall be given to each Member not less than five (5) nor more than thirty (30) days before any meeting of the Board Members at which an amendment of the By-Laws is to be adopted.
