

**Ohio Library Council**  
**OLC CODE OF REGULATIONS**

*Amended October 2016*

---

**ARTICLE ONE**  
**MEMBERSHIP**

- 1.01 Categories of Members
- 1.02 Individual Members
- 1.03 Ohio Friends of the Library Members
- 1.04 Institutional Members
- 1.05 Associate Members
- 1.06 Honorary Members
- 1.07 Director Members
- 1.08 Dual Classification
- 1.09 Membership Records
- 1.10 Dues and Other Qualifications for Membership
- 1.11 Application for Membership
- 1.12 Termination of Membership
- 1.13 Voting and Non-Voting Members
- 1.14 Additional and Enlarged Membership Categories
- 1.15 Committees and Divisions

**ARTICLE TWO**  
**MEETINGS OF MEMBERS**

- 2.01 Annual Meeting
- 2.02 Special Meetings
- 2.03 Place of Meetings
- 2.04 Notice of Meetings
- 2.05 Waiver of Notice
- 2.06 Quorum
- 2.07 Vote Required
- 2.08 Order of Business
- 2.09 Members Entitled to Vote
- 2.10 Mail Ballot

**ARTICLE THREE**  
**DIRECTORS**

- 3.01 Authority and Qualification
- 3.02 Number of Directors
- 3.03 Terms of Office
- 3.04 Election of Directors
- 3.05 Nominating Committee and Candidate Qualifications
- 3.06 Removal
- 3.07 Vacancies
- 3.08 Meetings of the Board
- 3.09 Notice of Meetings of the Board
- 3.10 Waiver of Notice
- 3.11 Quorum
- 3.12 Compensation

- 3.13 Committees of Directors
- 3.14 Executive Committee
- 3.15 By-laws
- 3.16 Executive Director
- 3.17 Additional Ex Officio Members

**ARTICLE FOUR**  
**OFFICERS**

- 4.01 Officers
- 4.02 Term of Office; Succession
- 4.03 Removal
- 4.04 Vacancies
- 4.05 Duties of the Chair of the Board
- 4.06 Duties of the Vice Chair of the Board/Chair-Elect
- 4.07 Duties of the Secretary-Treasurer
- 4.08 Compensation

**ARTICLE FIVE**  
**INDEMNIFICATION AND INSURANCE**

- 5.01 Mandatory Indemnification
- 5.02 Court-Approved Indemnification
- 5.03 Indemnification for Expenses
- 5.04 Determination Required
- 5.05 Advances for Expenses
- 5.06 Article Five Not Exclusive
- 5.07 Insurance
- 5.08 Certain Definitions
- 5.09 Venue

**ARTICLE SIX**  
**MISCELLANEOUS**

- 6.01 Actions by the Members or Directors Without a Meeting
- 6.02 Computation of Time for Notice
- 6.03 Amendment
- 6.04 Electronic Means

## **ARTICLE ONE MEMBERSHIP**

Section 1.01 Categories of Members. The Ohio Library Council (the "Corporation") shall have six (6) categories of members and members of each category shall have the relative rights and privileges set forth in the Articles of Incorporation and this Article One. Where a category of members is given voting privileges in this Article One, the extent of such voting privileges shall be as provided in the Articles of Incorporation, these Regulations or expressly in the Ohio Revised Code. A "category" of members corresponds to one or more member "classes" for the purposes of the Articles of Incorporation and Chapter 1702, Ohio Revised Code.

Section 1.02 Individual Members. Any person who is (A) officially connected with any library or library organization in Ohio and who is not a member of the board of trustees or other governing committee of an Ohio public library, (B) regularly engaged in a program of library education such as a professor, administrator or instructor, (C) a student in a school of librarianship, library technology or a library trainee program, (D) a past member of the Ohio Library Association, past Member of the former Ohio Library Member class of this Corporation, or past Individual Member of this Corporation through qualification under clauses (A), (B), (C) or (E), who is not currently employed or who is retired from gainful employment, (E) an unsalaried member of a religious order who is engaged in library work, (F) a member of the board of trustees or other governing committee of an Ohio public library which is an Institutional Member of this Corporation or (G) a former member of the board of trustees or other governing committee of an Ohio public library which is an Institutional Member of this Corporation, is eligible for membership in the Corporation as an Individual Member upon compliance with such requirements as the Board may prescribe. Each Individual Member is entitled to all publications and services of the Corporation. Individual Members shall have voting privileges. Individual Members include the member

classes defined in Sections 6.01 and 6.02 of the Articles of Incorporation.

Section 1.03 Ohio Friends of the Library Members. (A) Any local Friends of the Library organization or similar group organized for the primary purpose of supporting one or more libraries in the State of Ohio is eligible for membership as an Ohio Friends of the Library member (hereinafter "OFL Member") upon compliance with such requirements as the Board may prescribe. Each OFL Member is entitled to all publications and services of the Corporation. Representatives of OFL Members are entitled to attend conferences, workshops and meetings of the Corporation at the same fees as paid by Individual Members. OFL Members shall have voting privileges, with each OFL Member having one vote. OFL Member voting privileges shall be exercised as described in subsection (B) below.

(B) Each OFL Member shall exercise its entitlement to vote at meetings of the members of the Corporation by designating in writing to the Secretary of the Corporation from time to time the name of a single Delegate who shall have the authority to vote on behalf of the designating OFL Member at such meetings. The duly designated Delegates of OFL Members shall be considered "voting members" of the Ohio Friends of the Library member category for the purposes of establishing at meetings of the members of the Corporation a quorum of voting members or for voting at such meeting. When voting by mail ballot or electronic means is required by these Regulations or provided by the Board, OFL Members shall exercise their entitlement to vote by timely returning a duly completed mail ballot or transmitting a ballot by electronic means, as may be required or permitted, in conformance with such requirements as the Board may prescribe.

(C) Notwithstanding Section 3.01 below, for the purposes of qualifying for service on the Board of Directors of the Corporation (hereinafter, the "Board"), an "Eligible OFL Individual" means persons who are members in good standing of an OFL Member.

Section 1.04 Institutional Members. Any library, library association or educational association is eligible for membership as an institutional member of the Corporation (hereinafter "Institutional Member") upon compliance with such requirements as the Board may prescribe. An Institutional Member is entitled to receive such publications and services of the Corporation as the Board may provide. Institutional Members shall not have voting privileges.

Section 1.05 Associate Members. Any individual or entity interested in library matters, libraries or the activities of the Corporation is eligible for membership as an associate member of the Corporation (hereinafter "Associate Member") upon compliance with such requirements as the Board may prescribe. Each Associate Member (or one representative of any Associate Member which is not an individual) is entitled to attend conferences, workshops and meetings of the Corporation at the same fees as paid by Individual Members, and shall be entitled to such other privileges of the Corporation or of another category of members as the Board may prescribe. Additional representatives of non-individual Associate Members may attend conferences, workshops, and meetings of the Corporation at such rates as the Board may prescribe. Associate Members shall not have voting privileges.

Section 1.06 Honorary Members. Any individual or entity that has rendered an outstanding contribution to the Corporation or to the library interests of the State of Ohio, as determined by the Board, is eligible for membership in the Corporation as an honorary member (hereinafter "Honorary Member") upon selection by the Board and upon compliance with such requirements as the Board may prescribe. Each Honorary Member shall be entitled to such rights, privileges and benefits, as the Board shall grant. Honorary Members shall not have voting privileges. Honorary Members shall have no obligation to pay dues.

Section 1.07 Director Members. (A) The Director Members of the Corporation are

defined as the members of the Board. Director Members shall have voting privileges as members. Nothing herein shall impair the voting privileges of members of the Board in their capacity as Directors of the Corporation, as such privileges are provided by law, the Articles of Incorporation or these Regulations. Notwithstanding Section 1.08 hereof, each Director Member shall retain any pre-existing membership classification held by such member prior to his or her election to the Board, and shall have the same rights, privileges and obligations as any other member of such category in addition to his or her separate rights, privileges and obligations as a Director Member and as a member of the Board, but shall have only one vote on any question properly before the voting members of the Corporation when they vote as a single category.

(B) Meetings of the Director Members (when they meet separately from other member categories) shall be governed by the provisions of Section 3.08 (as to the calling of special meetings), Section 3.09 (as to notice of meetings), Section 3.10 (as to waiver of notice) and Section 3.11 (as to quorum and voting) of these Regulations.

Section 1.08 Dual Classification. In the event that an applicant for membership qualifies for membership in more than one membership category the Board shall in its sole discretion designate the category to which the applicant shall belong. No member shall belong to more than one membership category at the same time.

Section 1.09 Membership Records. The Corporation shall keep membership records containing the name, membership category, and address of each member and the date of admission to membership.

Section 1.10 Dues and Other Qualifications for Membership. Membership dues and other qualifications for membership in the Corporation shall be established, from time to time, by the Board. Membership dues shall be assessed according to a dues schedule adopted by the Board and shall be payable at such times as the Board may provide.

Section 1.11 Application for Membership.

Application for membership in the Corporation shall be made and delivered in such form and manner as the Board shall prescribe from time to time. Membership in the Corporation shall become effective upon (A) confirmation that the applicant meets the established criteria for membership in a particular category (B) receipt and approval of the membership application by the Board or an officer designated by the Board to perform such duty, and (C) receipt of payment of the membership dues, if any, for the year in which the applicant seeks membership in the Corporation.

Section 1.12 Termination of Membership.

Membership of any member in the Corporation shall terminate upon (A) resignation of such member, (B) failure of such member to pay his, her, or its membership dues by such date as the Board may provide, (C) failure of such member to possess the qualifications for membership specified in Sections 1.02 through 1.06, as applicable, or (D) the affirmative vote of not less than a majority of the Directors then in office for willful violation by such member of the Articles of Incorporation, these Regulations, or for other good cause.

Notwithstanding the foregoing, no member shall be terminated pursuant to clauses (C) or (D) above unless and until such member has been given written notice by personal delivery, certified mail or facsimile not less than fourteen (14) days prior to the date fixed for the meeting of the Board at which a vote on the termination of such member's membership shall be taken, informing the member of (i) the grounds for termination of membership, (ii) the right to appear, in person, by designated representative or by counsel, at such meeting to present the member's position, (iii) the right to submit a written statement of the member's position, and (iv) the time and place of the meeting at which the Board shall vote on the proposed termination. A person's status as a Director Member shall terminate at such time as such person is no longer a Director of the Corporation. Upon termination of the membership of any member, all rights,

interests and privileges of the member in the Corporation and its property shall cease. Any amount of charge due and owing to the Corporation from any member is not discharged by reason of the termination of the membership of such member.

Section 1.13 Voting and Non-Voting Members. All references herein to "voting members" shall mean Individual Members, OFL Members, Director Members and any membership category with voting rights hereinafter created pursuant to Section 1.14. All references herein to "non-voting members" shall mean Institutional Members, Associate Members, Honorary Members and any membership category without voting rights hereinafter created pursuant to Section 1.14.

Section 1.14 Additional and Enlarged Membership Categories. The Director Members may enlarge the Individual Member category by adding additional types of Individual Members or may create a new membership category or categories from time to time by amendment to these Regulations in accordance with Section 6.03. Any new membership category shall have such rights and privileges as may be granted to it by the Director Members, and shall be subject to all provisions of general application in these Regulations.

Section 1.15 Committees and Divisions.

(A) The Board may from time to time establish or dissolve committees of members to address such issues as the Board may in its discretion determine.

(B) The Board may from time to time establish or dissolve Divisions of members that represent the interest of members in various aspects of librarianship and library service. Such divisions will establish goals and objectives and perform activities that are in the interest of their members.

Individual Members shall be entitled to designate membership in up to two Divisions of their choice without further payment of dues.

(C) The Board may adopt and, on its own initiative or upon petition of the Committee or Division, may amend from time to time, by-

laws or other instruments of governance for member Committees or Divisions, which by-laws shall not be inconsistent with law, the Articles of Incorporation, or these Regulations.

## **ARTICLE TWO MEETINGS OF MEMBERS**

Section 2.01 Annual Meeting. The annual meeting of the members of the Corporation for the consideration of reports to be laid before such members and for the transaction of such other business as may properly come before such meeting, shall be held on such date or time as may be fixed from time to time by the Board.

Section 2.02 Special Meetings. Special meetings of the members may be called by any of the following: (A) the Chair of the Board, or, in the case of the Chair of the Board's absence, death, or disability, the Vice Chair of the Board/Chair-Elect; (B) the Board by action at a meeting, or a majority of the Directors acting without a meeting; or (C) ten percent (10%) of the total number of voting members.

Section 2.03 Place of Meetings. All meetings of members shall be held at the principal office of the Corporation, unless otherwise provided by action of the Board. Meetings of members may be held at any place within or without the State of Ohio.

Section 2.04 Notice of Meetings. (A) Except as otherwise provided in subsection (B) hereof, notice in writing stating the time and place of any meeting of the members and, in the case of special meeting, the purpose or purposes for which the meeting is called, shall be given to each voting member by mail, courier service, personal delivery, or electronic means not less than fourteen (14) nor more than sixty (60) days before the date of the meeting. Such notice shall be addressed and/or delivered to the member at the member's address as it appears on the records of the Corporation (or, in the case of electronic means, the address provided by the voting member for transmissions by electronic means), and may be included in or with any mail ballot delivered to any member

pursuant to Section 3.04 hereof. Notice of any meeting also may in the Board's discretion be given to the non-voting members of the Corporation in such manner, including electronic means, and at such time as the Board may designate from time to time. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

(B) Following receipt by the Chair of the Board of the request in writing, specifying the purpose or purposes for which the persons properly making such request have called a special meeting, the Chair of the Board shall cause to be given notice of such special meeting in accordance with these Regulations; provided, however, that the special meeting shall be held on a date not less than fourteen (14) days nor more than (30) days after the receipt of such request, as the Chair of the Board may fix. If such notice is not given by the Chair of the Board, then, and only then, the persons properly calling the special meeting may fix the time and place of the special meeting and give notice thereof in accordance with the provisions of these Regulations.

Section 2.05 Waiver of Notice. Notice of the time, place, and purpose of any meeting of the members may be waived in writing (including a writing transmitted by electronic means), either before or after the holding of such meeting, by any voting member, which writing shall be filed with or entered upon the records of such meeting. The attendance of any voting member in person, by mail vote or by vote via electronic means at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice, shall be deemed to be a waiver by such member of notice of such meeting. Notwithstanding anything herein to the contrary, only voting members may protest the lack of proper notice of any meeting.

Section 2.06 Quorum. At any meeting of the members, the lesser of five percent (5%) of the total number of voting members or 100 voting members present in person shall constitute a quorum for such meeting,

provided, however, that no action required by law, the Articles of Incorporation, or these regulations to be authorized or taken by a specified portion or number of members may be authorized or taken by a lesser proportion or number. A majority of the voting members present at a meeting, whether or not a quorum is present, may adjourn such meeting from time to time. Voting members who have cast mail ballots or vote by electronic means and are not present in person and non-voting members at the meeting shall not be counted in determining the existence of a quorum.

Section 2.07 Vote Required. The affirmative vote of a majority of the voting members, present in person, at a meeting at which a quorum of voting members is present shall be necessary for the authorization or taking of any action voted upon by the voting members unless a different proportion or number of members is required by law, the Articles of Incorporation, or these Regulations.

Section 2.08 Order of Business. The order of business at any meeting of the members shall be determined by the officer of the Corporation acting as Chair of the Board of such meeting unless otherwise determined by a majority vote of the members, present in person, entitled to vote at such meeting.

Section 2.09 Members Entitled to Vote. Each voting member of record in the membership records of the Corporation on the date notice of any meeting is given shall be entitled at such meeting to one vote on each matter properly submitted to the voting members, for their vote, consent, waiver, release, or other action; provided, however, that on matters reserved to a particular category of members by law, the Articles of Incorporation, these Regulations or the By-Laws of the Board, only members of that particular category of members may vote.

Section 2.10 Ballot by Mail or Electronic Means. If the Board in its discretion so permits or directs and in addition to the right of voting members to elect Directors by mail ballot and/or via electronic means as set forth in Section 3.04, voting members may vote by mail ballot and/or via electronic means, as

determined by the Board, on any matter to be voted upon at any meeting of the members. If voting by mail ballot and/or via electronic means is to be permitted in lieu of voting at such meeting of the members the notice of such meeting shall so state, shall summarize the matter or matters to be voted upon at the meeting and shall describe the method by which a mail ballot may be obtained and cast or the method by which voting may occur by electronic means. Provided notice is properly given, the voting members which vote shall constitute a quorum and a majority of those voting shall determine the question, unless another percentage is required by law, the Articles of Incorporation or these Regulations.

## **ARTICLE THREE DIRECTORS**

### Section 3.01 Authority and Qualification.

(A) Except where the law, the Articles of Incorporation, or these Regulations otherwise provide, all authority of the Corporation shall be vested in and exercised by the Board, including but not limited to the authority and responsibility to establish policy, allocate resources and ensure resources are being effectively used to achieve desired results.

(B) Each Director must be either an Individual Member or an Eligible OFL Individual.

Section 3.02 Number of Directors. (A) Until changed in accordance with the provisions of these Regulations, and subject to temporary increase from time to time as provided in Section 3.17(B), the total number of Directors of the Corporation shall be thirteen (13).

(B) In addition to any Director who serves pursuant to Section 3.17(B), there shall be three classes of Directors: (i) Three (3) of the Directors shall be Individual Members holding a master's degree from a program in Library and Information Studies accredited at the time of the degree's award by the American Library Association and employed, as of the date of election to the Board, by an Ohio public library ("Librarian Directors"); (ii) Three (3) of the Directors shall be Individual Members who are, at the time of election to the Board, incumbent trustees of an Ohio

Public Library which is then an Institutional Member of the Corporation (“Trustee Directors”); and (iii) Seven (7) of the Directors shall be Individual Members or Eligible OFL Individuals (“At-Large Directors”)

(C) A Director elected in one class of Directors must maintain the qualifications (other than the qualifications attendant only at the time of election) relevant to that class as a condition of office, except for a Director serving pursuant to Section 3.17(B).

Section 3.03 Terms of Office. Except as provided in Section 3.17(B), each Director elected to fill the office of a Director whose term is set to expire shall serve for a three (3) year term beginning on January 1 of the year following his or her election and until his or her successor shall take office, or his or her earlier resignation, disqualification, removal from office, or death. Except as provided in Section 3.17(B), no Director shall serve for more than two (2) full consecutive three (3) year terms.

Section 3.04 Election of Directors.  
(A) Each calendar year, the Nominating Committee established under Section 3.05 below shall present its slate of successor Directors to the voting membership at such time and in such manner as is prescribed in the By-Laws or resolutions of the Board. The Board shall by appropriate resolution or in its By-Laws provide for (i) write-in candidacies and (ii) nominations by qualifying petitions of the voting members. Each year elections shall be held for one (1) Librarian Director, one (1) Trustee Director and two (2) At-Large Directors, except in every third year when an additional At-Large Director shall be elected. The Chair of the Board, or such other officer as the Board may direct, shall conduct and complete either or both of a mail ballot and/or a ballot via electronic means, among the voting members on or before the date of the annual meeting. The nominees receiving the greatest number of ballot votes shall be elected, and shall commence their term of office on January 1 of the following calendar year. The rules governing the casting of mail ballots or ballots via electronic means supplemental to any provisions herein shall

be set forth in the By-Laws or resolutions of the Board.

(B) Notwithstanding Section 3.04(A) above and anything else to the contrary set forth elsewhere in these Regulations, the persons serving as Directors of the Corporation as of the adoption of this 2016 Amended and Restated Code of Regulations shall continue in office, without regard to the qualifications otherwise set forth herein, for the remainder of their current term of office existing as of the adoption of these Regulations. The Board shall classify such current Directors according to the classes of Directors set forth in Section 3.02 for the sole purpose of determining qualifications of successor Directors.

Section 3.05 Nominating Committee and Candidate Qualifications. (A) A five-member Nominating Committee will be appointed by the Board and charged with the responsibility of developing a slate of candidates for open seats of the Board. The Immediate Past Chair of the Board will automatically serve on the Nominating Committee and constitute the chairperson of the committee, and one other Director selected by the Board will serve on the committee annually. If the Immediate Past Chair of the Board is unwilling or unable to serve, the Board shall appoint another Director to serve on the committee for one year. Of the remainder, each shall be an Individual Member or Eligible OFL Individual. In addition to the Immediate Past Chair of the Board (or replacement Director), one new Nominating Committee member will be appointed each year, and will serve one three-year term with no consecutive terms; provided that the initial Nominating Committee formed in 2004 shall be appointed with staggered terms.

(B) In selecting qualified candidates, the Nominating Committee will seek to achieve a slate of candidates representative of the perspectives, experiences and knowledge important to quality decision-making, e.g. geographic distribution, size of library, type of responsibilities (e.g., director, adult, children’s, technical services, etc.), years of experience, etc.

(C) The slate of candidates for election may or may not be a consensus slate; that is, more than one qualified candidate may be submitted to the membership for open seats on the Board. To ensure appropriate representation via the election process, the option of submitting multiple candidates for a seat will be available to the Nominating Committee.

(D) No candidate nominated by the Nominating Committee shall be, at the time of nomination, affiliated with the same library as (i) another nominee of the Nominating Committee or (ii) a Director whose current term of office extends beyond the current calendar year. For the purposes of this Section 3.05 (D), an individual shall be considered "affiliated with" a particular library when any one or more of the following conditions are met: (a) the individual is presently a trustee (or member of the governing board, however designated) of that particular library; (b) the individual is presently employed by that particular library; (c) the individual is presently serving as a member of the governing board of a Friends of the Library organization or similar group which is organized for the primary purpose of supporting that particular library; and/or (d) the individual is presently serving as an officer of a Friends Group which is organized for the primary purpose of supporting that particular library.

(E) No candidate nominated by the Nominating Committee shall be, at the time of nomination, a member of the Nominating Committee.

Section 3.06 Removal. A Director may be removed from office, with or without cause, by the vote of a majority of the total number of voting members. In case of any such removal (other than the removal of a Director serving pursuant to Section 3.17(B)), a new Director may be elected by the voting members at the same meeting for the unexpired term of each Director removed. The Director elected must possess the qualification requirements of the class of Directors to which the removed Director belonged. Failure to elect a Director to fill the unexpired term of any Director

removed shall be deemed to create a vacancy.

Section 3.07 Vacancies. The remaining Directors, though less than a majority of the whole authorized number of Directors may, by the vote of a majority of their number, fill any vacancy among the Directors for the unexpired term with a person possessing the qualification requirements of the class of Directors to which the vacancy pertains. Within the meaning of this section, a vacancy exists if a Director resigns, dies, becomes disqualified or has been removed, or if the voting members fail to elect the whole authorized number of Directors to the Board.

Section 3.08 Meetings of the Board. Meetings of the Board shall be held at least quarterly, on a regular basis, as called by the Chair of the Board. The Board may hold such other meetings as may, from time to time, be called, provided that such other meetings of the Board may be called only by the Chair of the Board or any two (2) Directors. Each meeting of the Board shall be held at the principal office of the Corporation, or at such other place within or without the State of Ohio, and at such time, as the Board may from time to time determine or, if not determined, as the person or persons properly calling the meeting may determine. Any meeting of the Board may be held through electronic means if all persons participating can communicate with each other, and participation in a meeting pursuant to this provision shall constitute presence at such meeting.

Section 3.09 Notice of Meetings of the Board. Notice of the time and place of each meeting of the Board for which notice is required by law, the Articles of Incorporation, these Regulations, or the By-Laws (as defined in Section 3.13) shall be given to each of the Directors by at least one of the following methods. (A) By a writing mailed (or sent by courier service) not less than four (4) days before such meeting and addressed to the residence or usual place of business of a Director, as such address appears on the records of the Corporation; or (B) By facsimile sent or delivered to the residence or usual



place of business of a Director, as such address appears on the records of the Corporation, later than the day before the date on which such meeting is to be held; or (C) By electronic mail sent not later than the day before the date on which such meeting is to be held, to the electronic mail address which appears on the records of the Corporation; or (D) Personally or by telephone provided not later than the day before the date on which such meeting is to be held. Notice given to a Director by any of the methods specified in these Regulations shall be sufficient, and the method of giving notice to all Directors need not be uniform. Notice of any meeting of the Directors may be given only by or at the direction of the Chair of the Board or by or at the direction of the Directors calling the meeting. Any such notice need not specify the purpose or purposes of the meeting. Notice of adjournment of a meeting of the Directors need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

Section 3.10 Waiver of Notice. Notice of the time, place and purposes of any meeting of the Directors may be waived in writing (including a writing transmitted by electronic means), either before or after the holding of such meeting, by any Director, which writing shall be filed with or entered upon the records of the meeting. The presence of any Director at any meeting of the Board without protesting, prior to or at the commencement of the meeting, the lack of proper notice, shall be deemed to be a waiver by the Director of notice of such meeting.

Section 3.11 Quorum. A majority of the whole authorized number of Directors shall be necessary to constitute a quorum for a meeting of the Board, except that a majority of the Directors in office shall constitute a quorum for filling a vacancy in the Board. The act of a majority of the Directors present at a meeting of the Board at which a quorum is present is the act of the Board, except as otherwise provided by law, the Articles of Incorporation, these Regulations, or the By-Laws.

Section 3.12 Compensation. The Directors shall serve without compensation, but they may be compensated for all reasonable out-of-pocket expenses if such expenses are approved by the Board. Further, a Director may receive compensation for services rendered to the Corporation in any capacity other than as a Director, if approved by the Board.

Section 3.13 Committees of Directors. In addition to the Executive Committee established under Section 3.14 below, the Board may create one or more committees of the Directors, to consist of not less than three (3) Directors, and may delegate to such committees any of the authority of the Board, however conferred, other than that of filling vacancies among the Directors or in the committees of the Directors. The Board may appoint one (1) or more Directors as alternate member(s) may take the place of any absent member or members at any meeting of such committee. Except for the Executive Committee, each such committee shall serve at the pleasure of the Board. Committees shall act only in the intervals between meetings of the Directors, and shall be subject to the control and direction of the Board. Each of such committees may act by a majority of its members at a meeting, by a writing or writings signed by all of its members or by an action via electronic means containing the affirmative vote or approval of all of its members. Meeting of such committees may be held through any electronic means if all persons participating can hear each other. Any act or authorization of an act by such committees within the authority delegated to it shall be effective for all purposes as the act or authorization of the Board. Notice of the time and place of each meeting of any such committee shall be given to each of its members by at least one of the methods specified in Section 3.09. A meeting of any such committee may be called only by or at the direction of the Chair of the Board or by or at the direction of a member of such committee.

Section 3.14 Executive Committee. There shall be an Executive Committee of the Board. The Chair of the Board, Vice Chair of

the Board/Chair-Elect, Secretary-Treasurer and Immediate Past Chair of the Board shall serve as members of the Executive Committee. In the intervals between meetings of the Directors and only in those instances, as reasonably determined by the Chair of the Board, where the Board cannot address a matter in a timely fashion, the Executive Committee shall have the final authority for the management and control of the business and affairs of the Corporation and shall exercise the full authority of the Board of Directors. All actions taken by the Executive Committee will immediately be reported to the Board.

Section 3.15 By-Laws. The Directors may adopt, and amend from time to time, By-Laws for their own governance, which By-Laws shall not be inconsistent with the law, the Articles of Incorporation, or these Regulations.

Section 3.16 Executive Director. The Executive Director or other chief administrative employee of the Corporation, to the extent such position is established by the Board in its discretion, shall be an ex-officio member of the Board, with a voice but without a vote, at every meeting, unless otherwise directed for any specific meeting by the Chair of the Board or the Board.

Section 3.17 Additional Ex-Officio Members. (A) The Ohio American Library Association Councilor shall be an ex-officio member of the Board, with a voice but without a vote, at every meeting, unless otherwise directed for any specific meeting by the Chair of the Board or the Board.

(B) If the Chair of the Board's term of service as a Director shall otherwise expire at the end of such Director's term as Chair of the Board (and such Director has not been re-elected to the Board), such Director's term shall be extended for one (1) additional year. No vacancy shall exist upon the removal, resignation, disqualification or death of such Director.

## **ARTICLE FOUR OFFICERS**

Section 4.01 Officers. The officers of the Corporation shall be elected by the Directors from among the Directors. The officers shall be the Chair of the Board, the Vice Chair of the Board/Chair-Elect, and the Secretary-Treasurer, and, if desired, any such officers and assistant officers as the Directors may from time to time elect. No person may be elected as Vice Chair of the Board/Chair-Elect who has, as of the commencement of such person's term of office, less than two (2) years remaining in such person's then current term as a Director.

Section 4.02 Term of Office; Succession. Each officer of the Corporation shall serve for a one (1) calendar year term; provided, that, beginning in calendar year 2005 the Vice Chair of the Board/Chair-Elect shall automatically succeed to the office of Chair of the Board upon the expiration of the one (1) calendar year term of the existing Chair of the Board, or if a vacancy exists in the office of Chair of the Board. If a Chair of the Board succeeded to office due to a vacancy, the term of office of that Chair of the Board shall expire at the end of the next succeeding calendar year. The Secretary-Treasurer may be re-elected to one or more consecutive terms.

Section 4.03 Removal. Any officer of the Corporation may be removed, with or without cause, by the vote of a majority of the Directors present at any meeting of the Directors at which a quorum is present.

Section 4.04 Vacancies. Subject to Section 4.02, the majority of the Board, though less than a majority of the whole authorized number of Directors, may elect any eligible Director to fill any vacancy among the officers for the unexpired term of such officer(s). Within the meaning of this section, a vacancy exists if an officer resigns, dies or is removed, or if a new office is authorized. No vacancy exists in the office of Vice Chair of the Board/Chair-Elect during any calendar year in which the Vice Chair of the Board /Chair-Elect has succeeded to the office of

Chair of the Board due to a vacancy in that office.

Section 4.05 Duties of the Chair of the Board The Chair of the Board shall be the chief officer of the Corporation; shall exercise supervision over the business of the Corporation; shall preside over all meetings of the members and the Directors; shall have the power and authority to sign all certificates evidencing membership in the Corporation and all deeds, mortgages, bonds, contracts, notes, and other instruments requiring the signature of the Chair of the Board of the Corporation; and shall have such additional powers and perform such other and further duties as the law, the Articles of Incorporation or these Regulations require or as may from time to time be assigned to him or her by the Board.

Section 4.06 Duties of the Vice Chair of the Board/Chair-Elect. In the absence of the Chair of the Board, or in the event of the Chair of the Board inability or refusal to act, the Vice Chair of the Board/Chair-Elect shall perform the duties of the Chair of the Board and, when so acting, shall have all the powers of and be subject to all restrictions upon the Chair of the Board. In addition, the Vice Chair of the Board/Chair-Elect shall exercise supervision over membership qualifications, dues, applications, recruiting, enrollment, and all other types and aspects of membership relations. The Vice Chair of the Board/Chair-Elect shall perform such other and further duties as the law, the Articles of Incorporation, and these Regulations require or as may from time to time be assigned to him or her by the Board.

Section 4.07 Duties of the Secretary-Treasurer. The Secretary-Treasurer shall attend and his/her designee shall keep minutes of all the proceedings of the members and the Board and make a proper record of the same, which shall be attested by him or her; shall attest that all deeds, mortgages, bonds, contracts, notes and other instruments are properly recorded and securely managed for the Corporation by the chief executive officer or his/her designee; and shall perform such other and further

duties as the law, the articles of incorporation or these regulations require or as may from time to time be assigned to him or her by the board.

In addition, the Secretary-Treasurer shall be the chief elected financial officer of the Corporation; shall attest that all money, bills, notes, chooses in action, securities, deeds, leases, mortgages and similar property belonging to the Corporation are properly recorded and securely managed by the chief executive officer or his/her designee; shall attest that all finances and business of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses, together with such other accounts as may be required are accurately accounted for by the chief executive officer or his/her designee and cause such accounts to be open for inspection and examination by the Directors; and shall perform such other and further duties as the law, the Articles of Incorporation, or these Regulations require or may from time to time be assigned to him or her by the Board.

Section 4.08 Compensation. The officers shall serve without compensation, but they may be compensated for all reasonable out-of-pocket expenses if such expenses are approved by the Board. Further, an officer may receive compensation for services rendered to the Corporation in any capacity other than as an officer if such compensation is approved by the Board.

## **ARTICLE FIVE INDEMNIFICATION AND INSURANCE**

Section 5.01 Mandatory Indemnification. The Corporation shall indemnify any officer or Director of the Corporation 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 (including, without limitation, any action threatened or instituted by or in the right of the Corporation), by reason of the fact that he or she is or was a Director, officer, employee or agent of or a volunteer of the Corporation, or is or was serving at the request of the Corporation as a

Director, officer, employee or agent of or a volunteer of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust or other enterprise, against expenses (including, without limitations, attorneys' fees, filing fees, court reporters' fees and transcript costs), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. A person claiming indemnification under this Section 5.01 of this Article 5 shall be presumed, in respect of any act or omission giving rise to such claim for indemnification, to have acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal matter, to have had no reasonable cause to believe his or her conduct was unlawful, and the termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, rebut such presumption.

Section 5.02 Court-Approved Indemnification. Anything contained in these Regulations or elsewhere to the contrary notwithstanding: (A) the Corporation shall not indemnify any officer or Director of the corporation who was a party to any completed action or suit instituted by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a Director, officer, employee or agent of or volunteer of the Corporation, or is or was serving at the request of the Corporations a Director, officer, employee or agent of another Corporation) domestic or foreign, nonprofit or for profit), partnership, joint venture, trust or other enterprise, (i) in respect of any claim, issue or matter asserted in such action or suit as to which he or she shall have been adjudged to be liable for negligence or misconduct in the performance of his or her

duty to the Corporation unless and only to the extent that the Court of Common Pleas of Franklin County, Ohio or the court in which such action or suit was brought determines upon application that, despite such adjudication of liability, and in view of all the circumstances of the case, he or she is fairly and reasonably entitled to such indemnity as such Court of Common Pleas or such other court considers proper or (ii) in respect of any action or suit in which liability is asserted against a Director and that liability is asserted only pursuant to Section 1702.55 of the Ohio Revised Code; and (B) the Corporation shall promptly make any such unpaid indemnification as is terminated by a court to be proper as contemplated by this Section 5.02 of this Article 5.

Section 5.03 Indemnification for Expenses. Anything contained in these Regulations or elsewhere to the contrary notwithstanding, to the extent that an officer or Director of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 5.01 of this Article 5, or in defense of any claim, issue or matter therein, he or she shall be promptly indemnified by the Corporation against expenses (including, without limitation, attorneys' fees, filing fees, court reporters' fees and transcript costs) actually and reasonably incurred by him or her in connection therewith.

Section 5.04 Determination Required. Unless ordered by a court and subject to Section 5.03 of this article. Any indemnification required under Section 5.01 of this Article 5 and not precluded under Section 5.02 of this Article 5 shall be made by the Corporation only upon a determination that such indemnification of the officer or Director is proper in the circumstances because he or she has met the applicable standard of conduct set forth in such Section 5.01. Such determination may be made only (A) by majority vote of a quorum consisting of Directors of the Corporation who were not and are not parties to, or threatened with, the action, suit or proceeding, or (B) whether or not such a quorum is obtainable and if a

majority of a quorum of disinterested Directors so directs, in a written opinion by independent legal counsel other than an attorney, or a firm having associated with it an attorney, who has been retained by or who has performed services for the Corporation, or any person to be indemnified, within the past five years, or (C) by the Members, or (D) by the Court of Common Pleas of Franklin County, Ohio or (if the Corporation is a party thereto) the court in which such action, suit or proceeding was brought, if any; any such determination may be made by a court under division (D) of this Section 5.04 of this Article 5 at any time [including, without limitation, any time before, during or after the time when any such determination may be requested of, by under consideration by or have been denied or disregarded by the disinterested Directors under division (A) or by independent legal counsel under division (B) or by the Members under division (C) of this paragraph]; and no failure for any reason to make any such determination, and no decision for any reason to deny any such determination, by the disinterested Directors under division (A) or by independent legal counsel under division (B) or by Members under division (C) of this paragraph shall be evidence in rebuttal of the presumption recited in Section 5.01 of this Article 5. Any determination made by the disinterested Directors under division (A) or by independent legal counsel under division (B) of this paragraph to make indemnification in respect of any claim, issue or matter asserted in an action or suit threatened or brought by or in the right of the Corporation shall be promptly communicated to the person who threatened or brought such action or suit, and within ten (10) days after receipt of such notification such person shall have the right to petition the Court of common Pleas of Franklin County, Ohio or the court in which such action or suit was brought, if any, to review the reasonableness of such determination.

Section 5.05 Advances for Expenses. Expenses (including, without limitation, attorneys' fees, filing fees, court reporters' fees and transcript costs) incurred in defending any action, suit or proceeding

referred to in Section 5.01 of this Article 5 shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding to or on behalf of the officer or Director promptly as such expenses are incurred by him, but only if such officer or Director shall first agree, in writing, to repay all amounts so paid in respect of any claim, issue or other matter asserted in such action, suit or proceeding in defense of which he or she shall not have been successful on the merits or otherwise:

(A) If it shall ultimately be determined as provided in Section 5.04 of this Article 5 that he or she is not entitled to be indemnified by the Corporation as provided under Section 5.01 of this Article 5; or

(B) If, in respect of any claim, issue or other matter asserted by or in the right of the Corporation in such action or suit, he or she shall have been adjudged to be liable for acting with a deliberate intent to cause injury to the Corporation or with reckless disregard for the best interests of the Corporation or misconduct (other than negligence) in the performance of his or her duty to the Corporation.

Section 5.06 Article Five Not Exclusive. The indemnification provided by this Article 5 shall not be exclusive of, and shall be in addition to, any other rights to which any person seeking indemnification may be entitled under the Articles of Incorporation or the Regulations or any agreement, vote of Members or disinterested Directors, or otherwise, both as to action in his or her 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 an officer or Director of the Corporation and shall insure to the benefit of the heirs, executors, and administrators of such a person.

Section 5.07 Insurance. The Corporation may purchase and maintain insurance or furnish similar protection, including but not limited to trust funds, letters of credit, or self-insurance, on behalf of any person who is or was a Director, Officer, employee or agent of or volunteer of the Corporation, or is or was

serving at the request of the Corporation as a Director, Officer, employee, or agent of or volunteer of another corporation (domestic or foreign, nonprofit or for profit), partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the obligation or the power to indemnify him or her against such liability under the provisions of this Article 5. Insurance may be purchased from or maintained with person in which the Corporation has a financial interest.

Section 5.08 Certain Definitions. For purposes of this Article 5, and as examples and not by way of limitation: (A) a person claiming indemnification under this Article 5 shall be deemed to have been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 5.01 hereof, or in defense of any claim, issue or other matter therein, if such action, suit or proceeding shall be terminated as to such person, with or without prejudice, without the entry of a judgment or order against him or her, without a conviction of him or her, without the imposition of a fine upon him or her and without his or her payment or agreement to pay any amount in settlement thereof (whether or not any such termination is based upon a judicial or other determination of the lack of merit of the claims made against him or her or otherwise results in a vindication of him or her); and (B) reference to an "other enterprise" shall include employee benefit plans; references to a "fine" shall include any excise taxes assessed on person with respect to an employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a Director, Officer, employee or agent of or volunteer of the Corporation which imposes duties on, or involves services by, such Director, Officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of participants and beneficiaries of an employee

benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" within the meaning of that term as used in this Article 5.

Section 5.09 Venue. Any action, suit or proceeding to determine a claim for indemnification under this Article 5 may be maintained by the person claiming such indemnification, or by the Corporation, in the Court of Common Pleas of Franklin County, Ohio. The Corporation and (by claiming such indemnification) each such person consent to the exercise of jurisdiction over its or his or her person by the Court of Common Pleas of Franklin County, Ohio in any such action, suit or proceeding.

## **ARTICLE SIX MISCELLANEOUS**

Section 6.01 Actions by the Members or Directors Without Meeting. Anything contained in these Regulations to the contrary notwithstanding, any action which may be authorized or taken at a meeting of the members or of the Directors or of a committee of the Directors, as the case may be, may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all the members, all of the Directors or all of the members of such committee of the Directors as the case may be, who would be entitled to notice of a meeting for such purpose or, in the case of members, such other proportion or number of voting members as the Articles of Incorporation or these Regulations permit, but in no case less than a majority of all of the members who would be entitled to notice of a meeting for such purpose. Any transmission by electronic means that contains the affirmative vote or approval of all of the Directors, all of the members of a committee of the Directors, as the case may be, or in the case of members, such other proportion or number of voting members as the Articles of Incorporation or these Regulations permit, but in no case less than a majority of all of the members who would be entitled to notice of a meeting for such purpose, is a signed writing for the purposes of this Section. Any such

writing shall be filed with and entered upon the records of the Corporation.

Section 6.02 Computation of Time for Notice. In computing the period of time for the giving of a notice required or permitted under the Articles of Incorporation, Regulations, the By-Laws of the Board or a member category or a resolution of the members or Board, the day on which the notice is given shall be excluded, and the day when the act for which notice is given is to be done shall be included, unless the instrument calling for the notice otherwise provides. If notice is permitted to be given by mail, the notice shall be deemed to have been given when deposited in the mail.

Section 6.03 Amendment. These Regulations may be amended for any purpose by the voting members voting together as a single class (i) at a meeting of the voting members at which a quorum is present called for such purpose, by the affirmative vote of a majority of the voting members present in person, (ii) or by mail ballot or electronic means pursuant to Section 2.10 of these Regulations by the affirmative vote of a majority of the voting members which vote. These Regulations may also be amended by the Director Members at any meeting of the Director Members at which a quorum is present called for such purpose, by the affirmative vote of a majority of the Director Members present in person, or through an action without a meeting pursuant to Section 6.01 of these Regulations, but solely for the purpose of enlarging the Individual Member category by adding additional types of Individual Members or adding new member categories and defining the rights and privileges of any such new member categories, increasing the number of directors of the Corporation to provide representation on the Board for any new member category with voting rights and providing a method for election of any such new trustee(s). In the case of action under this Section 6.03 by the Director Members, a copy of any such amendments to these Regulations shall be sent to all members of the Corporation within sixty (60) days thereafter.

Section 6.04 Electronic Means. "Electronic Means" as used in these Regulations, means communications equipment that provides a transmission, including, but not limited to, by telephone, telecopy, electronic mail or any other electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the member or Director involved and, with respect to meetings, allows all persons participating in the meeting to contemporaneously communicate with each other. The Directors shall, by rule, specify the processes and procedures by which electronic means other than telephone or telecopy may be used to give notices hereunder, to attend and participate in meetings, to deliver copies of documents or writing to members or Directors or to vote.