

**BYLAWS  
OF  
THE CRESCENDO CLUB LIBRARY ASSOCIATION, INC.**

**ARTICLE I  
ARTICLES OF INCORPORATION**

The name, location of the registered office, the registered agent, and the purposes of the Corporation shall be as set forth in the Articles of Incorporation and these Bylaws; the purposes and powers of the Corporation and of its directors and members, and all matters concerning the conduct and regulation of the business of the Corporation shall be subject to such provisions in regard thereto, if any, as are set forth in the Articles of Incorporation; and the Articles of Incorporation are hereby made a part of these Bylaws.

All references in these Bylaws to the Articles of Incorporation shall be construed to mean the Articles of Incorporation of the Corporation as from time to time amended.

**ARTICLE II  
MEMBERS**

Section 1. Annual Meeting. The annual meeting of members shall be held on the third Thursday of May each year. The annual meeting shall be held at such place and on such date and hour as shall be stated in the notice of the meeting, or in a duly executed waiver thereof. The purpose of the annual meeting shall be to elect a Board of Directors and to transact such other business as may properly be brought before the meeting. The annual meetings may be held inside or outside the State of Vermont and may be conducted by means of any telecommunications mechanism permitted under the Vermont Nonprofit Corporation Act.

Section 2. Special Meetings. Special meetings of the members may be called by the Board of Directors, for any purpose. Special meetings of the members shall be held if five percent (5%) of the members entitled to vote at the proposed special meeting deliver a written demand to the Corporation's Secretary describing the purpose or purposes for which the meeting is to be held. The meeting shall be held at such place and on such date and hour and for only the purpose or purposes as shall be stated in the notice of the meeting, or in a duly executed waiver thereof. Special meetings may be held inside or outside the State of Vermont and may be conducted by means of any telecommunications mechanism permitted under the Vermont Nonprofit Corporation Act.

Section 3. Notice of Meeting; Waiver. Notice of the place, date and hour at which an annual or special meeting is to be held shall be given not less than thirty (30) nor more than sixty (60) days before the meeting by or at the direction of the Board of Directors. Such notice may be oral if reasonable under the circumstances; otherwise, such notice shall be in writing. Notice of a special meeting shall include, in addition to the foregoing information, the purpose for which it is called. A written waiver of notice of a meeting, signed before or after the meeting by the person or persons entitled to notice, shall be deemed equivalent to notice, provided that such waiver of notice is filed with the Corporation's records of corporate proceedings. Such writing need not

waives objection to lack of notice or defective notice of the meeting unless the member makes timely objection to holding the meeting or transacting business at the meeting.

Section 4. Quorum. A majority of the members entitled to vote at a meeting shall constitute a quorum for the transaction of business at all meetings of the members.

Section 5. Action Without a Meeting. Membership action required or permitted to be taken at a members' meeting may be taken without a meeting if the action is taken by all of the members entitled to vote on the action, and if each member is given prior notice of the action proposed to be taken. Each action must be evidenced by one or more written consents describing the action taken, signed by all of the members entitled to vote on the action and delivered to the Corporation for inclusion in the minutes or filing with the corporate records.

Section 6. Eligibility; Admission of Members. A natural person shall become or remain a member so long as such person satisfies all requirements for membership as set by the Board of Directors, and upon the satisfaction of all of the following:

- (a) such person is dedicated to the promotion of the objectives of the Corporation; (b) such person shall not personally profit from the Corporation's activities; (c) such person shall abide by the Corporation's Conflict of Interest Policy and all other Corporation policies; and
- (d) such person shall have paid any required membership dues to the Corporation.

Section 7. Term and Termination of Membership. A member shall be and remain a member until the earliest of such member's termination pursuant to this Section 7 or such member's resignation pursuant to Section 8 of this Article II. In the event of the member ceasing, for any reason whatsoever, to meet the qualifications for membership, such member shall, immediately upon such cessation, automatically and without any action on the part of the member or the Corporation, cease to be a member.

Section 8. Resignation. A member may resign at any time by delivering an instrument in writing of intent to resign to the Board of Directors of the Corporation.

Section 9. Nontransferability of Membership. A member may not transfer any membership or any right arising therefrom, and any such attempt shall be null and void and of no force and effect whatsoever.

Section 10. Voting Rights of Members. Each member shall have one vote on each matter submitted to the members. Former members shall have no vote. Questions presented for consideration of the members shall be determined by a majority vote of the members present and entitled to vote on the action, unless otherwise provided in these Bylaws.

Section 1. Board of Directors; Number, Terms, Powers and Qualifications. The number of directors that shall constitute the Board of Directors shall be equal to the number of directors elected by the members plus five (5) directors who shall be the town-elected Varnum Memorial Library Trustees. The Board of Directors shall be elected annually. Each director shall hold office until his or her successor is elected and qualified or until his or her earlier resignation or removal. The Board of Directors shall have and may exercise all the powers of the Corporation, except such as are conferred upon the members by law, by the Articles of Incorporation, or by these Bylaws.

Section 2. Quorum and Voting. A majority of the total number of directors shall constitute a quorum for the transaction of business. The vote of the majority of the directors present and entitled to vote on the action shall be the act of the Board of Directors except as these Bylaws shall otherwise require.

Section 3. Committees. The Board of Directors may, by resolution passed by a majority vote of the whole board, designate one or more committees. Any such committee may have any number of non-director members, shall be advisory in nature, and shall not have and may not exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation. Any director may be a member of more than one (1) committee. Committee meetings shall be called by the chairperson of such committee. The Corporation shall, without limitation, have the following committees:

- (a) Building Committee: This committee shall be composed of members of the Corporation, vice president and nonmember volunteers with an interest in facilities management;
- (b) Finance Committee: This committee is composed of members of the Corporation, the president and the treasurer;
- (c) Publicity Committee: This committee is composed of members of the Corporation, vice president, and nonmember volunteers with an interest in promoting events and other news relevant to the Varnum Memorial Library; and
- (d) Programs Committee: This committee is composed of members of the Corporation and nonmember volunteers to identify, organize and present activities for the public and the Corporation.

Section 4. Place, Time and Notice of Meetings. The directors may hold meetings in such place or places, within or without the State of Vermont, as the Board of Directors may determine from time to time. The Board of Directors shall meet each year immediately following the annual meeting of members for the purpose of organization, election of officers, and consideration of any other business that may properly come before the meeting. No notice of any kind to either old or new members of the Board of Directors for such annual meeting shall be

necessary. Other meetings shall be held at the call of any member of the Board of Directors or of the Secretary. Notice of the date, time and place of directors' meetings, except the annual meeting, shall be given to each director at least two (2) days prior to each meeting. Such notice may be oral if reasonable under the circumstances; otherwise, such notice shall be in writing. Such notice may be waived by a director in writing signed either before or after the meeting for which such notice was required to be given, and shall be deemed waived by any director who

attends the meeting for which such notice was required to be given, unless such attendance is for the express purpose of objecting to the holding of the meeting and such director does not thereafter vote for or assent to action taken at the meeting.

Section 5. Telephone Meetings and Written Consents. Any action required or permitted to be taken at any meeting of the Board of Directors or committees thereof may be taken through the use of any means of communication, including telephone conference call, by which all directors participating may simultaneously hear each other during the meeting, and may also be taken without a meeting if all members of the Board or committee, as the case may be, consent to such action in writing and the writing or writings are filed in the minute book of the Board or committee.

Section 6. Resignation and Removal of Directors. Any director may resign at any time upon delivery of his or her resignation in writing to the President, Secretary, or the Board of Directors. Such resignation shall be effective upon delivery unless specified to be effective at a later date. A director may be removed by the members of the Corporation for cause or without cause. In order to remove a director, the number of votes cast to remove the director must exceed the number of votes cast not to remove the director. The vote shall take place only at a meeting called for the purpose of removing the director or directors. The meeting notice must state that the purpose or one of the purposes of the meeting is the removal of the director or directors.

Section 7. Vacancies. If any vacancies occur on the Board of Directors by reason of (i) the death of any director, (ii) the resignation of any director, or (iii) the retirement or removal from office of any director, the Board of Directors shall designate a replacement director. Unless sooner displaced, the directors so chosen shall hold office until the election of their successors at the next annual meeting of members.

#### ARTICLE IV OFFICERS

Section 1. Officers. The officers of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, a Past President and such other officers as may be properly elected or appointed. The President, Vice President, Secretary and Treasurer shall be elected by the directors at the annual meeting following the annual meeting of the members or at any other meeting and shall hold office for two (2) years. The President and Secretary shall be elected in even-numbered years and the Vice President and Treasurer shall be elected in odd-numbered years. The Past-President shall serve for the initial year of the President's term and shall perform all duties generally associated with such office. Other officers may be chosen by the directors at such meeting or at any other time. Each officer shall serve until his or her successor is elected

and qualified. Any officer may resign at any time upon delivering his or her resignation in writing to the President or other officer responsible for recording the minutes of the meetings of the members and directors. Such resignation shall be effective upon receipt unless otherwise specified. Any officer may be removed at any time for cause or without cause by majority vote of the Board of Directors. Neither notice nor a hearing need be given to any officer proposed to be so removed. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors at any time, at a meeting duly called and held in the same manner as provided

for ordinary elections of officers by directors, and an officer so chosen shall hold office until the next regular election for that office, or until earlier death, resignation or removal.

Section 2. President. The President shall be the Corporation's chief executive officer and shall have general authority over the business of the Corporation. It shall be the duty of the President to preside at all meetings of the members and all meetings of the Board of Directors. The President shall also have the following duties:

- (a) To be a *ex-officio* voting member of all committees;
- (b) To prepare agendas for all meetings;
- (c) To verify financial accounts with the Treasurer on a bi-annual basis; and (d) To execute all documents authorized by the Board of Directors and/or the members.

Section 3. Vice President. The Vice President shall perform all duties generally associated with such office. The Vice President shall also have the following duties:

- (a) To perform the duties of the President in the President's absence;
- (b) To assist the President;
- (c) To work with and assist the various committees and other individuals appointed by the President; and
- (d) Should a vacancy occur in the office of the President, the Vice President shall assume and perform the duties and responsibilities of the President until another President is elected by the Corporation

Section 4. Treasurer and Assistant Treasurers. The Treasurer shall, subject to the direction and under the supervision of the directors, have general charge of the financial concerns of the Corporation; care and custody of the funds and valuable papers of the Corporation; authority to endorse for deposit or collection all notes, checks, drafts and other obligations for the payment of money payable to the Corporation or its orders, and to accept drafts on behalf of the Corporation; and shall keep, or cause to be kept, accurate books of account, which shall be the property of the Corporation. The Assistant Treasurer, if any, shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Board of Directors and the Treasurer may from time to time prescribe and shall be responsible to and shall report to the Treasurer. The Treasurer shall also have the following duties:

- (a) To provide oversight for the preparation of the annual budget;
- (b) To collect and deposit all contributions and revenue from dues, grants, and fundraising activities;

- (c) To present oral and written financial reports at each meeting of the members or the Board of Directors;
- (d) To provide financial status of checking, savings and investment accounts at each meeting of the members or the Board of Directors;
- (e) To provide assistance in the completion of any financial statements and payments required by state and federal governments, including preparation of Form 990 and tax documents;
- (f) To provide assistance in the completion of any insurance forms and payments;

- (g) To prepare, record and distribute payroll; and
- (h) To oversee any monies relative to grants received by the Corporation.

Section 5. Secretary. The Secretary shall, in addition to any duties imposed upon him or her by virtue of his or her office pursuant to Vermont law, the Articles of Incorporation or these Bylaws, keep an attested copy of the Articles of Incorporation and amendments thereto, and of these Bylaws with a reference on the margin of said Bylaws to all amendments thereof, all of which documents and books shall be kept at the registered office of the Corporation or at the office of the Secretary. The Secretary shall keep or cause to be kept, at the registered office of the Corporation or at his or her office, the records of the Corporation, in which shall be contained the names of all members, their record addresses, and the time when they respectively became members. The Secretary shall also keep a record of the meetings of the directors and of the members and shall be responsible for authenticating records of the Corporation. The Secretary shall give or cause to be given such notice as may be required of all meetings of members and all meetings of the Board of Directors and shall post the time and location of all meetings of the members and the Board of Directors in the Varnum Memorial Library. The Secretary shall keep the seal of the Corporation in safe custody and affix it to any instrument when such action is incident to his or her office or is authorized by the Board of Directors. The Assistant Secretary, or if there are more than one, the Assistant Secretaries, in the order determined by the Secretary, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors and the Secretary may from time to time prescribe.

Section 6. Other Powers and Duties. Subject to these Bylaws, each officer shall have, in addition to the duties and powers specifically set forth in these Bylaws, such duties and powers as the directors or the President may from time to time delegate to him or her.

## ARTICLE V

### NOTES, CHECKS, DRAFTS AND CONTRACTS

Section 1. Notes, Checks and Drafts. The notes, checks and drafts of the Corporation shall be signed by such person or persons as the Board of Directors may from time to time designate and, in the absence of such designation, by the President or Treasurer. Manual signature or signatures shall be required on all notes and drafts of the Corporation. In the case of checks of the Corporation, either manual or facsimile signature or signatures may be used.

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Section 2. Contracts. Contracts of the Corporation shall be executed by such person or persons as may be generally designated by the Board of Directors and, in the absence of such designation, by the President or the President's designee.

## ARTICLE VI

### INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. The Corporation shall indemnify its directors and corporate officers ("Covered Persons") against any liability incurred by any of them in their capacity as

such, to the full extent permitted by the laws of Vermont, in accordance with the following provisions. In the event of conflict between this Article VI and the laws of Vermont, the provision most protective of Covered Persons shall prevail.

Section 2. Third Party Suits. The Corporation shall indemnify any Covered 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 Covered Person is or was a director, officer or advisory committee member of the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such Covered Person in connection with such action, suit or proceeding if such Covered Person acted in good faith and in a manner 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 such Covered Person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that such Covered Person did not act in good faith and in a manner which such Covered Person 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 reasonable cause to believe that such Covered Person's conduct was unlawful.

Section 3. Derivative Actions. The Corporation shall indemnify any Covered Person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was a director, officer or advisory committee member of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such Covered Person in connection with the defense or settlement of such action or suit if such Covered Person reasonably believed himself/herself to be acting in or not opposed to the best interests of the Corporation; provided, however, that no indemnification shall be made in respect to any claim, issue or matter as to which such Covered Person shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of such Covered Person's duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such Covered Person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

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Section 4. Payment in Advance. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of any undertaking by or on behalf of such Covered Person to repay such amount unless it shall ultimately be determined that such Covered Person is entitled to be indemnified by the Corporation as authorized in this Article VI.

Section 5. Non-exclusivity. The indemnification provided by this Article VI shall not be deemed exclusive of any other rights to which these seeking indemnification may be entitled under any agreement, vote of disinterested directors or otherwise, both as to action in such Covered

Person's 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 a director, officer or advisory committee member, and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 6. Insurance. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation against any liability asserted against such Covered Person and incurred by such Covered Person in any such capacity, or arising out of such Covered Person's status as such, whether or not the Corporation would have the power to indemnify such Covered Person against such liability under the provisions of this Article VI.

## ARTICLE VII MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be from January 1 to December 31.

Section 2. Registered Office and Registered Agent. The address of the registered office and the name of the registered agent shall be as specified in the Articles of Incorporation or as otherwise determined from time to time by the Board of Directors.

Section 3. Email Communication. Any provision herein that requires a writing or signature may be satisfied by electronic communication.

Section 4. Amendments. These Bylaws may be altered, amended or repealed by a majority vote of the members.

These Bylaws were adopted at a duly noticed meeting of the members on \_\_\_\_\_, 2010.

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Secretary



