

**CONSTITUTION AND BY-LAWS OF THE CALVERT COUNTY
PUBLIC LIBRARY FOUNDATION, INC.**

CONSTITUTION

Article I. NAME

The name of this organization shall be the Calvert County Public Library Foundation, Inc., but it is also known and referred to as Calvert Library Foundation, Inc., and is referred to in this document as the “Foundation”.

Article II. PURPOSE

The purpose of this organization shall be to improve public library services and facilities in Calvert County, Maryland by encouraging the generosity of the residents of the County and by securing major funding from business and private sources. The Foundation, upon consideration of requests of the Director of the Library and/or the Board of Trustees of the Library, shall determine how funds raised by the Foundation will be disbursed, with the objective that such funds should make possible significant improvements not otherwise obtainable through governmental or other institutional resources.

Article III.

Section 1. MEMBERSHIP

Anyone may be a member upon approval of a majority of members after having attended three Foundation regular meetings following nomination by a member. Members shall be known as Foundation Directors.

Section 2. VOTING

All members shall have the right to vote.

Section 3. LOSS OF MEMBERSHIP

Members shall lose their membership in the Foundation upon resignation or upon three unexcused absences from any of six successive regular meetings of the Foundation. Absences will be deemed unexcused when they occur without good cause; absence of good cause will be presumed if no prior notice is given and no explanation of good cause is provided by the next meeting. If good cause is at issue, it will be resolved by a simple majority vote of the members constituting a quorum.

A vacancy occurring on the Executive Board will be filled by a majority vote of the members of the Foundation at a regularly scheduled or special meeting.

Section 4. ADJUNCT MEMBERSHIP

Upon approval of a majority of the Board, anyone may be offered adjunct membership on the Board in recognition of his or her particular ongoing or anticipated contributions to the Foundation. Upon acceptance, the individual will be known as an Adjunct Foundation Director. Adjunct Foundation Directors will have no obligation to regularly attend meetings of the Board, nor will they be considered in establishing a quorum or have a vote in Foundation matters.

Article IV. AMENDMENTS

Amendments to the Constitution and By-Laws may be made at any regularly scheduled or special meeting by a majority of the members, with at least two weeks notice to the members.

Article V. FINANCE

Monies received from donations, projects, gifts or memorials will be used to further the purpose of the organization. The Foundation will approve all expenditures of funds. The fiscal year will be from January 1 to December 31.

BY-LAWS

Article I. MEETINGS

Section 1. Annual Meeting

The annual meeting will be held in January.

Section 2. Regular Meetings

Meetings of the Foundation shall be held a minimum of quarterly.

Section 3. Special Meetings

Special meetings may be called by the President, or at the request of any three members of the Foundation. Absent objection by a member of the Foundation, special meetings may be accomplished by email or other polling of the members to resolve specific issues which arise between regular meetings of the Foundation, but may not replace quarterly meetings.

Section 4. Quorum

A majority of the Members shall constitute a quorum.

Section 5. Open Meetings

All meetings shall be open to the public. By majority vote of the members present, an executive session may be convened. Executive sessions are not open to the public, but the results of such sessions, if any, shall be made a matter of public record.

Section 6. Voting

Members present at any meeting may vote as well as other members by proxy signed by the members.

Article II. OFFICERS

Section 1. President

The President shall:

- a) Preside at all meetings or appoint a member to preside if the President and Vice-President will not be available to do so.
- b) Appoint all committee chairpersons and coordinate their activities.
- c) Represent the Foundation before any group requesting their presence or appoint a member to represent the Foundation.
- d) Prepare a brief report for the annual meetings to include information on the activities of the past calendar year.

Section 2. Vice-President

The Vice-President shall act for the President when the President is unable to do so by reason of absence or incapacity.

Section 3. Treasurer

The Treasurer shall:

- a) Be the chief financial officer of the organization.
- b) Make quarterly financial reports to the Members.
- c) Keep an account of all money received by the organization and deposit funds in the accounts of the Foundation.
- d) Pay all bills as approved by the Foundation
- e) Facilitate financial reviews of the financial records of the Foundation when required by law or by the Foundation.

Section 4. Secretary

The Secretary shall:

- a) Keep the minutes of all meetings and distribute them to members.
- b) Conduct correspondence as directed by the President.

Article III. COMMITTEES

Section 1. Standing Committees

The President may appoint standing committees as necessary to conduct business.

Section 2. *Ad Hoc* Committees

The President may appoint *Ad Hoc* Committees for special studies or reports.

Article IV. PARLIAMENTARY PROCEDURE AND PRINCIPLES

Section 1. Rules

Robert's Rules of Order, Revised, when not in conflict with these By-Laws, shall govern the proceedings of this organization.

Section 2. Principles

The “Statement of Principles for the Ethical Conduct of the Foundation, Its Officers and Its Members” are hereby incorporated in these By-Laws and apply to all Foundation members.

Article V. DISSOLUTION OF ORGANIZATION

All assets of the organization, upon dissolution, shall be distributed in accordance with the Articles of Incorporation.

AMENDED CONSTITUTION AND BY-LAWS APPROVED:

Date Revised: March 15, 2010

[Signed]

Margaret Clark
Secretary

STATEMENT OF PRINCIPLES for the Ethical Conduct of the Foundation, Its Officers, and its Members.

The officers and members of the Foundation owe it a duty of loyalty. This requires them to act in the interest of this charitable organization and the Calvert Library rather than in their personal interest or in the interest of some other person or organization.

All activities of the Foundation will be conducted to afford equal opportunity to all residents of Calvert County. No officer or member of the Foundation will unlawfully discriminate against anyone on the basis of race, gender, creed, religion, nationality, ethnicity, sexual orientation, age or disability.

No part of the Foundation's funds will inure to the benefit of any individual member. [This does not preclude a Foundation member receiving a minor, incidental benefit (such as refreshment at a public event) that would be equally and appropriately available to any non-member participant in Foundation activities.]

No officer or member of the Foundation will receive compensation for his or her activities related to the Foundation.

Foundation financial records will be independently reviewed annually in a manner consistent with generally accepted accounting practices.

Neither the Foundation, nor any member of the Foundation in a capacity representing the Foundation (or appearing to represent the Foundation) will -- directly or indirectly -- comment upon, participate in, intervene in, or provide financial assistance to, any political campaign on behalf of, or in opposition to, a candidate for public office. [This prohibition does not preclude participation in non-partisan voter education activities.]

Neither the Foundation, nor any member of the Foundation in a capacity representing the Foundation (or reasonably appearing to represent the Foundation) will engage in substantial legislative activities (commonly referred to as lobbying), as defined by the Internal Revenue Service.

The Foundation will be conducted in a wholly transparent manner. The Constitution and By-Laws, this Statement of Principles, minutes of meetings, financial statements, financial reviews, documents filed with the Internal Revenue Service (IRS), and all other official records of the Foundation will be available for reasonable inspection by the Public (unless exempted from public disclosure by law or IRS regulation). Copies of such documents will be made available upon request when the cost thereof, in an amount consistent with IRS guidance, is paid in advance by the requestor. Selected records will also be made available on the Foundation Web Site. Contemporaneous records of Foundation meetings and decisions will be made. Records of the Foundation in final form will ordinarily be retained indefinitely, but in no event for less than three years.

All fundraising, investment and other financial decisions by the Foundation will be prudent, consistent with the purposes of the Foundation, and will be determined solely by what is in the best interest of the public for whose benefit the Foundation exists. Each member of the Foundation shares responsibility for insuring that such decisions are consistent with the charitable, Section 501(c)(3) tax-exempt status of the Foundation. Costs of fundraising will be kept as low as feasible to maximize the benefit of funds for Foundation purposes.

No officer or member will act on any matter in which he or she has a substantial personal, business, or financial, interest. Officers and members will declare any such interest that exists, or could reasonably be understood to exist, before taking part in any Foundation matter related to it. Where such a personal, business, or financial interest may appear to exist, and the officer or member has not voluntarily recused himself or herself, any other member may request the individual with the apparent interest to recuse himself or herself. If recusal does not follow such a request, the Foundation members (after appropriate discussion) will determine, by majority vote, whether the member with the apparent interest will or will not be permitted to participate in the matter. Recusals and resolutions of apparent conflicts of interest will be recorded in the minutes of the meeting during which they occur. A personal, business, or financial interest exists whenever significant interests of the individual, his or her family members, or his or her business or financial affiliations could reasonably be affected by the outcome of the matter under consideration by the Foundation, but does not ordinarily include attenuated interests such as ownership of mutual funds or where any foreseeable effect would otherwise be remote or attenuated.

Individuals who may wish to relate concerns regarding the activities of the Foundation are encouraged to bring them to the attention of the Foundation by correspondence or by requesting time to make a presentation at a meeting of the Foundation. Such concerns and their disposition will be made a matter of public record. Individuals who are not satisfied with the disposition of their concerns, or who are unwilling to bring them directly to the attention of the Foundation, may bring them to the attention of the Trustees of the Calvert Library.

Upon entering into membership, and at the beginning of each calendar year, each officer and member of the Foundation will review and sign a copy of this Statement of Principles, signifying that he or she has read, understood and will comply with these Principles.

Date Revised: March 15, 2010

[Signed]

Margaret Clark
Secretary

_____ Date _____
Member