

BY-LAWS
OF
CAMPBELL COUNTY IMAGINATION LIBRARY, INC.
A Kentucky Nonprofit Corporation

ARTICLE I

GENERAL PROVISIONS

(A) Description and Name. These are the By-Laws of **CAMPBELL COUNTY IMAGINATION LIBRARY, INC.** (hereinafter referred to as the “Corporation”), a Kentucky non-stock, nonprofit corporation, which was incorporated by the filing of Articles of Incorporation with the Kentucky Secretary of State on November/December __, 2019.

(B) Purpose. The Corporation, acting in accordance with its Articles of Incorporation and these By-Laws, and through its officers and Board of Directors, shall govern the affairs of the Corporation in a manner consistent with the purposes of the Corporation as specified in its Articles of Incorporation.

(C) Office. The principal office of the Corporation shall be located initially at **3920 Alexandria Pike, Cold Spring, Kentucky 41076**, and thereafter at such other office as the board may determine from time to time.

(D) Fiscal Year. The fiscal year of the Corporation shall be July 1 to June 30.

(E) Members. The Corporation shall have no members.

ARTICLE II

BOARD OF DIRECTORS

(A) Number and Qualification. The management of the Corporation shall be under the exclusive control and direction of a board of directors. The Board of Directors of the Corporation shall consist of not less than five (5) nor more than fifteen (15) persons, as may be determined by the Board from time to time. All appointments to the Board of Directors of the Corporation, including the initial appointments, shall be made by the Campbell County Public Library District Board of Trustees, Inc. (the “Library Trustees”). Provided, however, that each Campbell County School District participating in the Dolly Parton’s Imagination Library program (the “School District(s)”) shall nominate and have one representative on the Board of Directors. Three groups consisting of one-third (1/3), or an approximation thereof, of the initial Directors shall each be appointed for staggered terms of one, two, and three years. The President of the Corporation is vested with the authority to determine the respective terms of each of the

initial Directors. Thereafter, each newly elected Director shall be appointed for a term of three (3) years.

(B) Powers and duties. The Board of Directors shall have the powers and duties necessary for administration of the affairs of the Corporation, and may do all such acts and things not prohibited by law, the Articles of Incorporation or these By-Laws, which are in furtherance of the purposes of the Corporation.

(C) Regular Meetings of Directors. The Board of Directors shall meet annually at or near the beginning of each Fiscal Year. At the Annual Meeting, the Board shall elect its Chairperson and any other officers. The President shall preside at all meetings of the Directors. In the absence or incapacity of the President, the Chairperson of the Board shall preside.

(D) Special Meetings of Directors. Special meetings may be called by the President or by not less than three (3) Directors. The President shall notify each Director, Officer, and, if required, any employee(s) needed to provide information relative to the purpose of the meeting. The time, place, and subject matter of the special meeting shall be provided in advance by written notice as soon as possible, but in any event, not less than three (3) business days, advising them of the special meeting.

(E) Notice. Notice of all meetings shall be given at least three (3) business days prior thereto by written notice delivered personally, by electronic mail or by regular mail, to each Director at his or her address on file with the Corporation. If mailed, such notice shall be deemed to be delivered on the third (3) day after deposit into the United States mail in a sealed envelope so addressed, with first class postage thereon prepaid. Notice of any such meeting may be expressly waived by any Director, orally or in writing, at or prior to the meeting. The attendance of a Director at any such meeting shall constitute a waiver of notice thereof, except where a Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

(F) Voting. Each director shall be entitled to cast one vote at all meetings of the board of directors.

(G) Quorum and Decision of Board. Except as may otherwise be provided in these Bylaws, the presence in person of greater than 50% of the Directors shall constitute a quorum at all meetings of the Board of Directors, and at any meeting of the Board of Directors at which a quorum is present, the vote of greater than 50% in number of the Directors present and voting shall constitute the decision of the Board of Directors. If at any meeting of the Board of Directors there shall be less than a quorum present, any Director who is present may adjourn the meeting to a later time and place. At any such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting originally called may be transacted without further notice.

(H) Informal Action by Directors. Any action required or permitted to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent, in writing, setting forth the action so

taken, shall be signed by all of the directors. Such consent shall have the same effect as a unanimous vote. Directors may consent to any action by electronic transmission if such transmission may be retained, retrieved and reviewed by a recipient thereof, and may be directly reproduced in paper form by such a recipient.

(I) Compensation. No Director shall receive any compensation from the Corporation for acting as such.

(J) Liability of the Directors. The Directors shall not be liable for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct, gross negligence, or bad faith. The Corporation shall indemnify and hold harmless each of the Directors against all contractual liability to others, and all other loss, claim, cost, and expense (including but not limited to reasonable attorney fees), arising out of contracts made by the Board of Directors on behalf of the Corporation unless any such contract shall have been made in bad faith, with the cost and expense of any such indemnity to be a common expense of the Corporation. It is intended that the Directors shall have no personal liability with respect to any contract made by them on behalf of the Corporation.

(K) Chairperson. At each annual meeting, the Directors shall elect one of them to serve as Chairperson for that calendar year. The Chairperson shall preside at meetings of the Directors and is vested with all executive authority in the event of vacancy, absence or incapacity of the President.

(L) Vacancies. Any vacancy arising prior to the expiration of a Director's Term, whether due to death, resignation, removal, or other reason, may either be filled at a special or annual meeting and the person elected shall serve for the remainder of the unexpired term. Any such vacancy shall be filled by a majority vote of the *remaining* Directors, and the person elected shall serve for the remainder of the unexpired term. If the vacancy is in the office of a Director nominated by a School District, that School District may offer a nominee to the Board to serve for the remainder of the unexpired term.

Any vacancy caused by the expiration of a Director's Term shall be filled by the CCPL's Board of Trustees. If the vacancy is in the office of a Director nominated by a School District, the School District shall provide its written nomination of a replacement Director to the CCPL's Board of Trustees not less than sixty (60) days prior to the expiration of that School District Director's Term. If the District fails to provide the CCPL's Board of Trustees with such written nomination, the CCPL's Board of Trustees may appoint any person as Director.

Any vacancy caused by the addition of a new Director on the Board of Directors shall be filled simultaneously with the creation of the new position and the person elected shall serve for an initial term ending upon either the next annual meeting or the following annual meeting, as determined by the Board.

ARTICLE III

COMMITTEES OF THE BOARD OF DIRECTORS

The Board of Directors may establish such standing and *ad hoc* committees as it determines advisable. Persons other than Directors may be appointed to any committee, provided at least one (1) Board member must serve on each committee. Members of any committees established by the Board of Directors shall serve such term as established by the Board. Such members may be reappointed for successive terms. Appointments to serve on any committee shall be made by the Board, which shall also identify the Chairperson of each committee.

ARTICLE IV

OFFICERS

(A) Designation. The principal officers of the Corporation shall be the President, the Secretary, and the Treasurer, all of whom shall be elected by vote of the Board of Directors, subject to the provisions of these Bylaws. The Board of Directors may appoint an assistant treasurer, an assistant secretary, and such other officers as in the judgment of the Board of Directors may be necessary or desirable to assist in managing the affairs of the Corporation. Officers may, but need not be, a Director.

(B) Term and Election of Officers. Each Officer shall hold office until his or her successor shall have been duly elected and shall have qualified or until his or her death, until he or she shall have resigned, or until he or she shall have been removed in the manner hereinafter provided.

(C) Removal of Officers. Upon the affirmative vote of a majority of the Directors, any officer may be removed, either with or without cause, and his or her successor may be appointed at any regular meeting of the Board of Directors, or at any special meeting of the Board of Directors called for such purpose.

(D) President. The President shall be the chief executive officer of the Corporation and shall, in general, supervise and control all of the day-to-day business and affairs of the Corporation, subject to direction from the Board of Directors. The President shall preside at all meetings of the Board of Directors. Subject to any restrictions or limitations set forth herein, or as otherwise established by the Board, the President may sign any contracts or other instruments on behalf of the Corporation. The President shall perform such other duties as from time to time may be assigned by the Board of Directors. The initial President of the Corporation shall be the Director of the Campbell County Public Library and shall serve in such capacity until his or her death, incapacity, resignation or removal pursuant to these Bylaws.

(E) Secretary. The Secretary shall have general charge of the activities of the Corporation under the guidance of the Directors. The Secretary shall keep a careful record of the proceedings of the Directors and shall have charge of the correspondence and files of the Corporation. The Secretary shall (1) keep the minutes of all meetings of the Board of Directors;

(2) see that all notices are duly given in accordance with these By-Laws or as required by law; (3) be custodian of the corporate records; (4) attest the signature of the President or Chairperson to formal documents whenever necessary or desired; and (5) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board of Directors

(F) Treasurer. The Treasurer shall have the responsibility for collecting all funds received by the Corporation, depositing such funds in a financial institution if such is required by the Board of Directors, and disbursing such funds in a manner consistent with the purposes of the Corporation. The Treasurer shall also be responsible for keeping full and accurate records of receipts and disbursements, and for preparing all required financial data. The Treasurer shall, in general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors. The initial Treasurer of the Corporation shall be the Treasurer of the Campbell County Public Library's Board of Trustees and shall serve in such capacity until his or her death, incapacity, resignation or removal pursuant to these Bylaws.

(G) Compensation of Officers. Officers may be compensated for acting as such, in the discretion of the Board of Directors.

(H) Liability of Officers. The Officers shall not be liable for any mistake of judgment, negligence, or otherwise, except for their own individual willful misconduct, gross negligence, or bad faith. The Corporation shall indemnify and hold harmless each of the Officers against all contractual liability to others, and all other loss, claim, cost, and expense (including but not limited to reasonable attorney fees), arising out of contracts made by them on behalf of the Corporation unless any such contract shall have been made in bad faith, with the cost and expense of any such indemnity to be a common expense of the Corporation. It is intended that the Officers shall have no personal liability with respect to any contract made by them on behalf of the Corporation.

ARTICLE V

CONFLICT OF INTEREST

Any Board member or Officer having an interest in any contract or other transaction presented to the Board for authorization, approval or ratification shall make a prompt, full and frank disclosure of his or her interest to the Board prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be averse to the Corporation's interests or purposes. The Board shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract or transaction. Such person may not be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon, and, where applicable, the abstention from voting and

participation, and whether a quorum was present. For purposes hereof, a person shall be deemed to have an interest in a contract or other transaction if such person is the party (or one of the parties) contracting or dealing with the Corporation, or is a Board member or officer of, or has a significant financial or influential interest in, the entity contracting or dealing with the Corporation.

ARTICLE VI

FINANCE, CONTROLS, AND RESTRICTIONS

(A) Loans. No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name unless authorized by the Board of Directors.

(B) Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

(C) Charitable Contributions. No Director, Officer or employee shall make charitable contributions in the name of, from the funds or, or on behalf of the Corporation without prior authorization by the Board of Directors.

(D) Disbursement of Funds. The Board of Directors must authorize any unbudgeted disbursement of funds in excess of \$1,000.00. Unbudgeted disbursements in excess of that amount shall be made by check and signed by the Treasurer and Chairperson of the Board of Directors. Disbursements under that amount and budgeted expenditures shall not require the approval of the Board of Directors, but shall require dual signatures by the President and the Treasurer. All expenditures shall be reported to the Board by the Treasurer at each meeting. The Board may authorize the Treasurer to make disbursements by electronic transfer, so long as the electronic transfer requires dual authorization.

(E) Budget. The President shall compile an estimate of income and expenses for the coming year and submit it to the Directors at least 30 days prior to the Annual Meeting. An annual budget shall be approved and adopted by the Board at its Annual Meeting.

(F) Compliance with Charitable Purpose. The specific purpose for which the Corporation was formed is to improve early childhood literacy skills by promoting and funding the Corporation as an affiliate of Dolly Parton's Imagination Library. To that end, the Directors, Officer, and employees shall not engage in any conduct or take any action in contravention of the agreements, contracts, program guidelines, or other directives promulgated by the Dolly Parton Imagination Library.

ARTICLE VII

MISCELLANEOUS

(A) Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and shall keep at the principal office a record giving the names and addresses of the Directors entitled to vote. All books and records of the Corporation may be inspected by any Director, or his agent or attorney, for any proper purpose at any reasonable time.

(B) Use of Electronic or Facsimile Signatures. When authorized by the Board of Directors, the execution of any instrument or document on behalf of the Corporation may be by facsimile reproductions or electronic signatures of the proper Officers.

(C) Waiver of Notice. Whenever any notice is required to be given under the provisions of these By-Laws, the Articles of Incorporation, or the corporation laws of the Commonwealth of Kentucky, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

(D) Amendment or Modification of By-Laws. No changes shall be made in these By-Laws except at a regular meeting of the Directors and by a majority vote thereof; and notice, in writing, of the intention to propose such change, shall have been given to all Directors at least thirty days in advance of such meeting.

(E) Severability. The invalidity of any provision of these By-Laws shall not impair or affect in any manner the validity, enforceability, or effect of any other provision of these Bylaws.

(F) Captions. The captions herein are inserted only as a matter of convenience and for reference, and in no way define, limit, or describe the scope of these By-Laws, or the intent of any provision thereof.

(G) Gender; Number. The use of the masculine gender in these By-Laws shall be deemed to include the feminine gender, and the use of the singular shall be deemed to include the plural, whenever the context so requires.

(H) Applicable Law. Unless the context requires otherwise, the general provisions, rules of construction and definitions contained in KRS Chapter 273 shall govern the construction of these By-Laws.

CERTIFICATION

The undersigned does hereby certify that:

1. I am the duly appointed President of **CAMPBELL COUNTY IMAGINATION LIBRARY, INC.**, a Kentucky non-stock, non-profit corporation, and I have been authorized by resolution of the Board of Directors to execute these By-Laws.

2. The foregoing By-Laws constitute the By-Laws of the Corporation, as duly adopted by resolution of the Board of Directors dated 13 December, 2019.

IN WITNESS WHEREOF, the undersigned has hereunto subscribed his hand this 13th day of December, 2019.

**CAMPBELL COUNTY IMAGINATION LIBRARY, INC.,
a Kentucky Non-Stock, Non-Profit Corporation**

BY:

NAME: JC Morgan

TITLE: President

Attest:

Bill Bradford
Bill Bradford, Secretary