

**BYLAWS OF  
LIBRARY MARKETING CONFERENCE GROUP**

**ARTICLE I  
OFFICES**

The principal office of the corporation is to be located at 1190 Meramec Station Road, Suite 207, Ballwin, Missouri 63021 or at such other location in the St. Louis metropolitan area as may be determined from time to time by the Board of Directors. The corporation may have offices at such other places, both within and without the State of Missouri, as the Board of Directors may from time to time designate.

**ARTICLE II  
SEAL**

The Board of Directors is to determine whether or not the corporation is to have a corporate seal. If the Board of Directors determines that the corporation is to have a corporate seal, such seal is to have inscribed thereon the name of the corporation.

**ARTICLE III  
BOARD OF DIRECTORS**

Section 1. General Powers. The affairs of the corporation are to be managed by its Board of Directors. Taking into consideration that the principal purpose of corporation is to advance, promote, and support the knowledge and understanding of marketing and communications among library professionals, library staff, and those who work in or with all types of libraries or library organizations, the Board of Directors is to (a) determine the activities which the corporation is to conduct from time, (b) determine the fund raising activities which the corporation will undertake from time to time, (c) determine the services to be offered by the corporation, (d) review and approve all fiscal matters of the corporation, including, but not limited to, expenditures of the corporation's funds, fund raising activities, the lease, sale or purchase of real property and expenditures for capital improvements, (e) determine and control policies concerning the operation of the corporation, and (f) perform such other matters and conduct such other activities as are routinely delegated to the board of directors of nonprofit corporations in the State of Missouri. Notwithstanding the above, the Board of Directors may not cause the corporation to do anything in violation of its Articles of Incorporation.

Section 2. Number and Tenure.

(a) The number of Directors to constitute the Board of Directors shall be not less than three (3) and not more than twelve (12). The initial Directors are to be appointed by the incorporator of the corporation at an organizational meeting of the incorporator (or pursuant to minutes in lieu of an organizational meeting). At the first annual meeting of the Board of Directors, the initial Directors are to elect by a majority vote their replacements (one or more of whom may be an initial Director). Subsequent Directors are to be elected at the succeeding

annual meetings of the Board of Directors by a majority vote of the Directors then in office, except as otherwise provided in Section 2(c) and Section 3 of this Article. Each Director elected is to hold office until his successor is elected and qualified or until his removal or resignation as set forth herein.

(b) Each Director is to serve a term of three years, not counting periods of less than a full year as a result of being an initial Director (prior to the first annual meeting) or being elected a Director under Section 2(c) or Section 3 of this Article. A Director may be elected to successive terms. Notwithstanding the foregoing, at the first annual meeting of the Board of Directors (and at any meeting of the Board of Directors where additional Directors are being elected pursuant to Section 2(c) of this Article), the initial Directors are to designate those Directors who are to have an initial term of three (3) years, those Directors who are to have an initial term of two (2) years and those Directors who are to have an initial term of one (1) year so that not more than one-third of the Board of Directors are to be elected at any annual meeting of the Board of Directors (other than the initial annual meeting of the Board of Directors); provided, however, in the event the number of Directors shall be less than six (6), not more than half the Directors may have an initial term of one (1) year.

(c) At any time, the Board of Directors may, by resolution adopted by a majority of the then entire Board of Directors, enlarge or decrease the size of the Board (but in no event to fewer than three Directors). In the event that the Board of Directors is increased by such a resolution, the vacancy or vacancies so resulting are to be filled by a vote of the majority of the Directors then in office. No decrease in the Board of Directors may shorten the term of any incumbent Director.

(d) As used in these Bylaws, the term "entire Board" means the total number of Directors which the corporation would have if there were no vacancies.

Section 3. Vacancies. Any vacancy occurring in the Board of Directors, including a vacancy resulting from an increase in the number of Directors, may be filled by the affirmative vote of a majority of the then remaining Directors though the number of such remaining Directors constitutes less than a quorum of the Board of Directors. A Director who is elected to fill a vacancy is to be elected for the unexpired term of his/her predecessor in office until a successor is elected. A Director elected to fill a newly created position is to serve until the expiration of the term of his/her class.

#### Section 4. Removal and Resignation.

(a) Any one or more of the Directors of the corporation may be removed, with or without cause, upon 30 days' written notice from the Board of Directors to such Director. Such removal is to be effected by a vote of at least 51% (excluding the Director proposed to be removed) of the entire Board of Directors at a special meeting of the Directors called for that purpose. The notice or waiver of notice of such special meeting must state the business to be transacted. The Director to be removed, if he so requests, is to be allowed to attend any such meeting and be given an opportunity to explain why he/she should not be removed as a Director. Grounds for removing a Director for cause shall include: The Director has missed more than

three (3) consecutive meetings of the Board of Directors or more than twenty-five percent (25%) of the meetings of the Board of Directors in any twelve (12) month period without reasonable excuse.

(b) Any Director may resign as a Director (and as a member of any committee of the corporation) at any time. Such resignation must be made in writing and takes effect at the time specified therein, or, if no time is specified therein, upon receipt of such notice of resignation by the President of the corporation or by any Director. The acceptance of a resignation is not necessary to make it effective.

Section 5. Regular Meetings. The initial meeting of the Board of Directors is to be held as soon as practicable after the incorporation of the corporation at the principal office of the corporation. The regular annual meeting of the Board of Directors is to be held (without any notice other than these Bylaws) at the office of the corporation (or at any place designated by resolution of the Board of Directors or by unanimous consent of the Directors) on the last Tuesday in September, commencing with the year 2017. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings without notice other than such resolution.

Section 6. Special Meetings and Notice. Special meetings of the Board of Directors may be called by or at the request of the President, the Executive Director or any two Directors. Notice of any such meeting is to be given at least three (3) days prior thereto by written notice delivered or mailed to each Director at his/her home or business address. A Director may waive notice of any special meeting, and the attendance of a Director at any such meeting constitutes a waiver of notice of such meeting. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting unless required by another section of these Bylaws. The President, Secretary or two Directors calling the special meeting, whichever the case may be, may designate the place for holding such meeting (but which meeting must be held in the City of St. Louis or in St. Louis County).

Section 7. Quorum and Action.

(a) The lesser of a majority of (i) the entire Board of Directors or (ii) the number of the then Directors constitutes a quorum for the purpose of any meeting. The act or resolution of a majority of the Directors present at any meeting at which a quorum is present is the act or resolution of the Board of Directors.

(b) Any member of the Board of Directors, or of any committee designated by the Board, may participate in a meeting of the Board, or any such committee, as the case may be, by conference telephone or other communications equipment by means of which all persons participating in the meeting are able to communicate with each other.

Section 8. Action Without a Meeting. Any action which is required to be taken, or 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 actions so taken, is signed by all of the then Directors. Such consent

has the same force and effect as the unanimous vote of the Board of Directors at a meeting duly called.

Section 9. Compensation. The Directors are to serve without compensation, except that the Board of Directors may authorize the reimbursement of expenses incurred by any Director for the benefit of the corporation.

Section 10. Committees. The Board of Directors may, by resolution, designate and appoint committees, which committees will have such powers and authority as set forth in the resolutions authorizing such committees. Such committees may, but need not, be comprised of Directors, but any such committee must be chaired by a Director.

#### **ARTICLE IV OFFICERS AND DUTIES**

Section 1. Number of Officers. The officers of the corporation are to be a President, Vice President, Secretary, Treasurer, and such other officers as the Board of Directors may hereafter authorize and elect. The officers have the authority to perform the duties as set forth herein and as prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary. The officers of the corporation may, but need not, be Directors.

Section 2. Election and Term of Office. The officers of the corporation are to be elected by a majority of the Board of Directors at the annual meeting of the Board of Directors. Each officer is to hold office for a term of one year or until a successor has been duly elected and qualified or until his removal or resignation as set forth herein.

Section 3. Removal and Resignation of Officers and Agents.

(a) Any one or more of the officers of the corporation may be removed, with or without cause, upon 30 days' written notice from the Board of Directors to such officer. Such removal is to be effected by a vote of at least 51% (but, if applicable, excluding the Director proposed to be removed as an officer of the corporation) of the Board of Directors at a special meeting of the Directors called for that purpose. The notice or waiver of notice of such special meeting must state the business to be transacted. The officer to be removed, if he so requests, is to be allowed to attend any such meeting and be given an opportunity to explain why he should not be removed as an officer. Any such removal is without prejudice to the contract rights, if any, of the person so removed.

(b) Any officer may resign as an officer at any time. Such resignation must be made in writing and takes effect at the time specified therein, or, if no time is specified therein, upon receipt of such notice of resignation by the President of the corporation or by any Director. The acceptance of a resignation is not necessary to make it effective.

Section 4. Vacancies. A vacancy in any office of the corporation due to the death, resignation, removal, disqualification of an officer, or otherwise, may be filled by the Board of

Directors at a regular meeting of the Directors or at a special meeting called for that purpose. Any officer elected to fill such vacancy is to be elected for the unexpired term of his/her predecessor in office and is to serve until a successor has been duly elected and qualified or until his removal or resignation as set forth herein.

Section 5. President. The President is the chief executive officer of the corporation. He/she is to preside at all meetings of the Board of Directors. The President has all the powers that are normally and customarily conferred upon a president of a nonprofit corporation in the State of Missouri, and is to perform such other duties as may be prescribed by the Board of Directors from time to time, including, but not limited to, (a) performing or delegating the day-to-day duties related to the business of the corporation; (b) employing such other members of the staff as may be deemed necessary to carry on the work of the corporation; (c) managing the promotion, publicity and development activities of the corporation; (d) selecting chairpersons and assistants, as required, to conduct the various functions and activities of the corporation; and (e) establishing procedures and controls for the commitment and/or expenditure of funds by any chairperson, officer or assistant.

Section 6. Vice President. The Vice President, in the absence of the President, is to preside over all meetings at which the President is to preside as set forth herein and is to perform the duties of the President. In addition, the Vice-President is to perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. Secretary. The Secretary is to maintain the minutes of the meetings of the Board of Directors, be responsible for sending notices of the meetings and be the keeper of the corporate records.

Section 8. Treasurer. The Treasurer has the responsibility of keeping the Board of Directors informed of the corporation's financial status. In addition, the Treasurer is to keep an accurate account of all transactions of the corporation and is responsible for all funds and securities of the corporation.

Section 9. Executive Director. At its sole discretion, the Board of Directors may, by resolution, employ an Executive Director (who may or may not be a Director in the Board of Directors' sole discretion) whose powers, authority and duties will be as delineated by resolution of the Board. The Executive Director, if not otherwise a Director, is to be an *ex officio* member of the Board of Directors without voting rights, and as such has the right to attend and participate in meetings of the Board of Directors, other than the portion of any meeting in which the performance or compensation of the Executive Director is to be addressed. The Executive Director does not have the right to vote on any matters submitted to the Board for a vote unless the Executive Director is also a Director. The Board of Directors may appoint or employ such other administrative staff members as it may deem necessary to carry on the work of the corporation.

Section 10. Salaries. No salary is to be paid to any officer of the corporation unless approved by the Board of Directors. The Executive Director, if any, and members of administrative staff are entitled to such salaries as authorized by the Board of Directors.

## **ARTICLE V CONTRACTS, LOANS AND GIFTS**

Section 1. Contracts and Other Documents. The Board of Directors may, by resolution, authorize any officer or agent of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument or document in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans or other debts may be contracted on behalf of the corporation and no evidence of indebtedness may be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. Gifts. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purpose or for any specific purpose of the corporation.

Section 4. Operations To Comply With Requirements for Tax Exempt Status. Notwithstanding anything in these Bylaws to the contrary, the corporation is organized exclusively and is to be operated exclusively for educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") including, for such purposes, the receiving of gifts and grants and the making of distributions thereof for purposes and activities that qualify as exempt under Section 501(c)(3) of the Code. No part of the net earnings of the corporation may inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the corporation may be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation as set forth in the Articles of Incorporation and these Bylaws. Notwithstanding any other provision of these Bylaws, the corporation may not carry on any other activities not permitted to be carried on (a) by a corporation exempt from the Federal income tax under Section 501(c)(3) of the Code, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code and (c) by a corporation organized under the Missouri Nonprofit Corporation Act, as now existing or hereafter amended.

## **ARTICLE VI FINANCE**

Section 1. Depository Accounts.

(a) The funds of the corporation are to be deposited by the Treasurer of the corporation or the President or Executive Director in the name of the corporation in such bank or banks or other depository or depositories as the Board of Directors designate from time to time. Such funds may be withdrawn in accordance with the instructions of the Board of Directors.

(b) All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation are to be signed by such officer or officers, agent or agents of the corporation and in such manner as from time to time is determined by resolution of the Board of Directors. In the absence of such determination, such instruments are to be signed by the President or the Executive Director.

Section 2. Fiscal Year. The business affairs of the corporation are to be operated on a fiscal year basis with each fiscal year commencing on July 1 and ending on June 30.

Section 3. Surety Bonds. The Board of Directors may require, at the election and at the expense of the corporation, the Treasurer, the President, the Executive Director, or any other officer, agent or employee responsible for the funds, securities, bonds, or other valuable instruments, papers, and documents of the corporation, to furnish a surety bond in such amount as may be determined by the Board of Directors.

## **ARTICLE VII INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Section 1. Definitions. As used in this Article:

(a) Director means any person who is or was a Director of the corporation and any person who, while a Director of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, other enterprise or employee benefit plan.

(b) Corporation includes any domestic or foreign predecessor entity of the corporation in a merger, consolidation or other transaction in which the predecessor's existence ceased upon consummation of such transaction.

(c) Expenses includes attorneys' fees.

(d) Official capacity means (i) when used with respect to a Director, the office of Director in the corporation, and (ii) when used with respect to a person other than a Director, as contemplated in Section 5 of this Article, the elective or appointive office in the corporation held by the officer or the employment or agency relationship undertaken by the employee or agent in behalf of the corporation, but in each case does not include service for any other foreign or domestic corporation or any partnership, joint venture, trust, other enterprise, or employee benefit plan.

(e) Party includes a person who was, is, or is threatened to be made, a named defendant or respondent in a proceeding.

(f) Proceeding means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative.

Section 2. Power and Scope of Indemnification.

(a) The corporation has the power to indemnify any person made a party to any proceeding by reason of the fact that he is or was a Director if: (i) such person conducted himself in good faith; and (ii) such person reasonably believed (A) in the case of conduct in his official capacity with the corporation, that his conduct was in the corporation's best interests, and (B) in all other cases, that his conduct was at least not opposed to its best interests; and (iii) in the case of any criminal proceeding, such person had no reasonable cause to believe his conduct was unlawful.

(b) Indemnification may be made against judgments, penalties, fines, settlements and reasonable expenses actually incurred by the person in connection with the proceeding; except that if the proceeding was by or in the right of the corporation, indemnification may be made only against such reasonable expenses and is not to be made in respect of any proceeding in which the person has been adjudged to be liable to the corporation. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, is not, of itself, determinative that the person did not meet the requisite standard of conduct set forth in Section 2(a).

(c) Unless limited by the Articles of Incorporation, a Director who has been wholly successful, on the merits or otherwise, in the defense of any proceeding referred to in this Section 2, is to be indemnified against reasonable expenses incurred by him in connection with the proceeding.

Section 3. No Indemnification.

(a) A Director may not be indemnified under Section 2 of this Article in respect of any proceeding charging improper personal benefit to him, whether or not involving action in his official capacity, in which he has been adjudged to be liable on the basis that personal benefit was improperly received by him.

(b) No indemnification under Section 2 of this Article is to be made by the corporation unless authorized in the specific case after a determination has been made that indemnification of the Director is permissible in the circumstances because he has met the standard of conduct set forth in such Section 2. Such determination is to be made: (i) by the Board of Directors by a majority vote of a quorum consisting of Directors not at the time parties to the proceeding; or (ii) if such a quorum cannot be obtained, then by a majority vote of a committee of the Board, duly designated to act in the matter by a majority vote of the full Board (in which Directors who are parties may participate), consisting solely of two or more Directors not at the time parties to the proceeding; or (iii) by special legal counsel, selected by the Board of Directors.

Section 4. Reimbursement. Reasonable expenses incurred by a Director who is a party to a proceeding may be paid or reimbursed by the corporation in advance of the final disposition of such proceeding.

Section 5. Indemnification of Officers, Employees or Agents. Unless limited by the Articles of Incorporation,

(a) an officer of the corporation is to be indemnified as and to the same extent provided in Section 2 of this Article for a Director; and

(b) the corporation has the power to indemnify and to advance expenses to an officer, employee or agent of the corporation to the same extent that it may indemnify and advance expenses to Directors pursuant to this Article; and

Section 7. Insurance. The corporation has the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the corporation, or who, while a Director, officer, employee or agent of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise or employee benefit plan, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

## **ARTICLE VIII MODIFICATION OF BYLAWS**

These Bylaws may be altered, amended, or repealed and new Bylaws adopted only upon the written consent of at least fifty-one percent of the Board of Directors.