

**BYLAWS
OF
LADIES LIBRARY ASSOCIATION, A FOUNDATION**

ARTICLE I

Purpose

1. The Association's purpose shall be to build the collection of books and other media on the visual arts for the Ann Arbor District Library, and to support the Library in the development of other materials and programs related to the visual arts, at the discretion of the Association.

ARTICLE II

Membership

1. The affairs of the Association shall be managed by its Members.
2. Active Members shall be limited to twenty Members resident in Ann Arbor. When new Members are to be elected, the Nominating Committee shall assemble a list of nominees (with brief biographies) submitted by the Members at the spring meeting to be voted on at the fall meeting. Emerita Members shall be confined to women who have served for ten years or more as Members of the Association. Emerita Members may attend meetings and may vote if in attendance. They shall be entitled to all reports or publications of the Association, should they request them.
3. The Officers of the Association shall be selected by the Members, from among the Members, and shall be a President, Vice President, Secretary and Treasurer. The Members may also create other offices as are permitted by law, elect or appoint persons to fill them, and establish the authority and duties of such offices.

ARTICLE III

Officers

1. The officers shall have the authority to perform the following:

(a) The President shall preside at all meetings of the Association. The chair of any standing committee shall be appointed by the President. The President shall serve on all committees ex-officio except the Nominating Committee.

(b) The Vice President shall perform all the duties of the President in her absence. A vacancy in the office of President shall be filled by the Vice President for the remainder of the President's term in office or, if there is no Vice President, then by a member elected by a majority vote of the Executive Committee.

(c) The Secretary shall notify the Members of all meetings, keep the minutes of all meetings, and maintain the membership roll. She shall maintain the archives of the Ladies Library Association and give Historical Records to the Bentley Library. If a Ladies Library Association Historian is appointed, she will work with the Secretary.

(d) Only the Treasurer or Co-Treasurers shall receive, conserve and disburse the funds of the Association. Only she or they shall work with an accountant and a broker and present an end of the year fiscal report. No stocks or bonds will be bought without the consent of the Treasurer/Co-Treasurer.

ARTICLE IV

Meetings

1. The annual meeting shall be held in the spring, at which time annual reports shall be submitted by all elected Officers with such other reports as the President may deem desirable. The President shall call a second meeting sometime in the fall. A quorum shall consist of eight Members.

2. Special meetings may be called by the President or by two members of the Executive Committee whenever necessary. At least five days notice of the time and place of a special meeting shall be given to each Member in person, by mail or email.

3. Meetings shall be conducted according to Robert's Rules of Order.

4. The dues shall be ten cents a year, payable at the annual meeting.

ARTICLE V

Committees

There shall be an Executive Committee comprised of the Officers. The standing committees shall be a Nominating Committee, a Book Committee and an Art Committee. The President shall appoint the chairs of each committee. The chair of each of each committee shall determine committee membership and inform the President of the membership of her committee. The President may establish other committees at any time. The President may also designate one or more Members to represent the Association at civic events.

ARTICLE VI

Reports

At the Annual Meeting the Treasurer and the other Officers shall submit to the Members such reports as are appropriate to describe the activities of the Association during the previous year. The President may request that other reports be made at the Annual or any Special Meeting.

ARTICLE VII

Indemnification of Members and Officers

1. The Association shall have the power to indemnify a Member, Officer, or agent who was or is a party or is threatened to be made a party to a threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, other than an action by or in the right of the Association, by reason of the fact that he or she is or was a Member, Officer or agent of the Association, or is or was serving at the request of the Association as a Member, Officer, partner or agent of another foreign or domestic Association, business Association, partnership, joint venture, trust, or other enterprise, whether for profit or not for profit, against expenses, including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred in connection with the action, suit, or proceeding, if the person to be indemnified 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 Association, and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe the 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, does not, of itself, create a presumption that he or she did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

2. The Association shall have the power to indemnify a Member, Officer or agent who was or is a party to or is threatened to be made a party to a threatened, pending, or

completed action or suit by or in the right of the Association to procure a judgment in its favor by reason of the fact that he or she is or was a Member, Officer or agent of the Association, or is or was serving at the request of the Association as a Member, Officer, partner or agent of another foreign or domestic Association, business Association, partnership, joint venture, trust, or other enterprise, whether for profit or note, against expense, including actual and reasonable attorneys' fees, and amounts paid in settlement incurred by the person in connection with the action or suit, 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 Association. However, indemnification under this Section shall not be made for a claim, issue, or matter in which he or she has been found liable to the Association unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all circumstances of the case, he or she is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

3. An indemnification under Sections 1 or 2 hereof, unless ordered by a court, shall be made by the Association only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the applicable standard of conduct has been met. This determination shall be made in any of the following ways:

(a) By a majority vote of a quorum of the Members consisting of Members who were not parties to the action, suit, or proceeding.

(b) If the quorum described in subdivision (a) is not obtainable, then by a majority vote of a committee of Members who are not parties to the action. The committee shall consist of not less than two (2) disinterested Members.

(c) By independent legal counsel in a written opinion.

4. Expenses incurred in defending a civil or criminal action, suit, or proceeding described in Sections 1 or 2 above shall be paid by the Association in advance of the final disposition of the action, suit, or proceeding upon receipt of any undertaking by or on behalf of the person being indemnified to repay the expenses if it is ultimately determined that he or she is not entitled to be indemnified by the Association. The undertaking shall be by unlimited general obligation of the person on whose behalf advances are made but need not be secured.

5. If a person is entitled to indemnification under Sections 1 or 2 for a portion of expenses including attorneys' fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount thereof, the Association shall indemnify the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

6. The indemnification or advancement of expenses provided under Section 1 through 5 is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under the Bylaws of the Association, or a contractual agreement of the Association. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses. The indemnification provided for in Sections 1 through 5 continues as to a person who ceases to be a Member, Officer or agent and shall inure to the benefit of the heirs, executors, administrators of the person.

ARTICLE VIII

Depositories

The stocks and bonds and other assets of the Association shall be in an account with a broker. Historical Records shall be deposited with the Bentley Library. An historian may be appointed by the President for a term of three years and shall act as curator of Historical Records. She may write a history of the Association's activities at fitting times, as directed by the President.

ARTICLE IX

Amendments

These Bylaws may be amended by a 2/3 majority vote of the membership at a meeting provided two weeks notice of the proposed amendment has been given. Absentee Members may vote by absentee ballot before the meeting. These votes shall be included when the vote is taken at the meeting.

ARTICLE X

Fiscal year

The fiscal year of the Association shall be the calendar year.