

**BYLAWS
OF
CENTRAL ARKANSAS LIBRARY SYSTEM
A public body corporate and politic**

ARTICLE I. OFFICE

The principal office of Central Arkansas Library System, a public body corporate and politic in the State of Arkansas (the "Corporation") shall be located in the City of Little Rock, County of Pulaski. The Corporation may have such other offices as the Board of Directors may designate or as the business of the Corporation may require from time to time.

ARTICLE II. BOARD OF DIRECTORS

SECTION 1. General Powers. The affairs, activities and policies of the Corporation shall be administered and governed by its Board of Directors. The Board of Directors shall appoint an Executive Director, who shall be in charge of the daily operations of the Corporation. The Board of Directors shall have final approval of all budgets, shall fix the number and classification salaries of all employees of the Corporation, and shall ensure that all citizens of the participating public agencies have fair and reasonable access to diverse information subject only to those restriction imposed by the budget restraints.

SECTION 2. Number, Tenure, and Qualifications. The number of Directors of the Corporation shall be 13. Each Director shall hold office for a term of three (3) years; provided however, that the Directors shall serve initial terms of the duration set forth in the Application to Create a Public Body Corporate and Politic (the "Application") in order to provide for the staggering of terms. Each Director must reside within the city limits of the city he or she is appointed to represent and within the boundaries of the county he or she is appointed to represent (a "Jurisdiction"). A Nominating Committee of the Board of Directors shall recommend the appropriate public agency candidates for appointments to the board. The seven (7) Directors representing the City of Little Rock shall be appointed by the Little Rock Board of Directors; the two (2) Directors representing Pulaski County shall be appointed by the Pulaski County Quorum Court; the Director representing Perry County shall be appointed by the Perry County Quorum Court; the Director representing the City of Jacksonville shall be appointed by the Jacksonville City Council; the Director representing the City of Sherwood shall be appointed by the Sherwood City Council; and the Director representing the City of Maumelle shall be appointed by the Maumelle Board of Directors. No Director may serve more than two (2) full consecutive terms of three (3) years each, provided, however, a Director who is appointed to fill an unexpired term and serves less than two years of the unexpired term may be appointed to two consecutive full terms in addition to the unexpired term. Directors who resign or are not eligible for, or who have nor requested, reappointment shall serve until their replacement is named. Before entering

upon their duties, the Directors shall take and subscribe to an oath of office swearing or affirmations to discharge faithfully their duties in the manner provided by law.

SECTION 3. Regular Meetings. Regular meetings of the Board of Directors shall be held each month, the date and hour to be set by the Board. The Board of Directors may, however, at its discretion have two total meetings for the months of June, July, and August and a single combined meeting for the months of November and December. If the day fixed for a regular meeting shall be a legal holiday in the State of Arkansas, such meeting shall be held as soon thereafter as conveniently may be. The date and/or time for one or more regular meetings of the Board of Directors may be changed by a majority vote of the Directors, provided notice of the changed date and/or time is given to any persons scheduled to attend said meeting(s).

SECTION 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of any four (4) Directors, the President, or the Executive Director. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by such person or persons.

SECTION 5. Notice. Notice of any special meeting shall be given at least five (5) days previously thereto by written notice delivered personally or mailed to each Director at his or her home or business address, or by facsimile transmission or email. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by facsimile transmission or email, such notice shall be deemed to be delivered upon dispatch. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

SECTION 6. Quorum. A majority of the number of Directors specified in Section 2 of the Article II shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting.

SECTION 7. Manner of Acting.

- A. Action at Meeting: The affirmative vote of a majority of the Directors present at a meeting when a quorum is present shall be a valid and binding act of the Board of Directors.
- B. Action Without a Formal Meeting: The Board of Directors shall have the right to take any action without a meeting which they could take at a meeting by obtaining the written approval of the action from each of the Directors. Such written approval shall include electronic written approval (such as facsimile transmission or email communication).

Any action taken under this section shall be effective when the last director has signed or transmitted the approval, unless the proposal specifies a different effective date, and may be described as an official act of the board.

SECTION 8. Public Meeting Notice Requirements. Any proposed action of the Board of Directors without a formal meeting under Section 7 (B) must be undertaken in accordance with notice requirements for open public meetings set out in the Arkansas Freedom of Information Act of 1967. Arkansas Code Annotate § 25-19-106.

SECTION 9. Removal of Directors. A Director may be removed with or without cause by the vote of a majority of the Directors present at a meeting and for which the meeting notice state that the purpose, or one of the purposes, of the meeting is removal of a Director.

SECTION 10. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the public agency for which the vacancy exists, in the same manner as prescribed in Section 2 for the appointment of initial Directors. If a public agency fails to so fill a vacancy within forty-five (45) days after receipt of written notice that the vacancy exists, the Corporation's Executive Director may nominate a person residing within the Jurisdiction of the applicable public agency and, if that nomination is approved by the affirmative vote of a majority of the remaining Directors though less than a quorum, that vacancy shall be deemed validly and legally filled. A Director appointed to fill a vacancy shall be appointed for the unexpired term of his or her predecessor in office or until the selection, nomination and confirmation of a successor Director in accordance with Article II, Section 2, whichever occurs first. Any directorship to be filled by reason of an increase in the number of Directors, whether due to an increase in the number of public agencies participating in the Corporation or otherwise, shall be filled in the manner prescribed in Article II, Section 2 but if not so filled within forty-five (45) days, that directorship may be filled in the manner prescribed in this Article II, Section 10 for other vacancies.

SECTION 11. Conflict of Interest. Central Arkansas Library System (CALs) Board of Trustees members are obligated to avoid and disclose ethical, legal, financial, business, personal relationship or affiliation, or other conflicts of interest involving the library system, and remove themselves from a position of decision-making authority with respect to any conflict situation involving CALs. Board members must also avoid and disclose such conflicts which may create the perception of conflict of interest, bias, or favoritism. Such disclosures shall be made to the President of the CALs Board of Trustees, and affected board members will recuse themselves from deliberations or decisions in which they have a conflict. Any questions regarding conflict of interest should be brought to the attention of the President of the CALs Board of Trustees, who will present the matter to a committee of the board for review and determination of appropriate action.

ARTICLE III. OFFICERS

SECTION 1. Number. The officers of the Corporation may be President, a Vice-President, a Secretary, and a Treasurer. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors.

SECTION 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Directors at the January meeting of the Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. 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 or until he or she shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3. Removal. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

SECTION 4. Vacancies. A vacancy in any officer because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors of the unexpired portion of the term.

SECTION 5. President. The President shall be a Director and shall be the principal officer of the Corporation, shall preside at all meetings, regular and special, of the Board of Directors, and, subject to the control of the Board of Directors, shall in general supervise all of the business and policies of the Corporation. The President may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to the Executive Director or some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed, and the President shall in general perform all duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. Vice-President. In the absence of the President or in event of his or her death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to him or her by the President of by the Board of Directors.

SECTION 7. Secretary. The Secretary of the Secretary's designee shall: (a) keep the minutes of the proceedings of the Directors and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the

provisions of these Bylaws or as required by law; and (c) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

SECTION 8. Treasurer. The Treasurer shall: (a) provide a report on the financial condition of the Corporation at the annual meeting of the Directors and at such other times as may be requested by the Board of Directors, and (b) in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

ARTICLE IV. EXECUTIVE DIRECTOR

The Board of Directors shall appoint a qualified Executive Director who shall be the chief administrator of the Corporation. The Executive Director, whose compensation will be determined by the Board of Directors, shall serve at the Board of Directors' pleasure and be responsible for carrying out Board policy. The Executive Director shall be in charge of the daily operations of the Corporation and shall be held responsible for the proper direction and supervision of the staff, the hiring, dismissal and compensation of staff, the care and maintenance of library property, and the adequate and proper selection of materials in keeping with the stated policy of the Board, the efficient of library service to the public, and the financial operation of the Corporation within the limitation of the budgeted appropriation. The Executive Director shall submit an annual budget to the Board of Directors for approval.

ARTICLE V. COMMITTEES

SECTION 1. Establishment. The Board of Directors from time to time may establish, instruct, and discharge one or more committees of the Board. A committee may be established either as a standing committee or ad hoc committee for a special purpose. Each committee established by the Board of Directors shall consist of two or more Directors each of whom shall serve at the pleasure of the Board of Directors. The creation of each committee and the appointment of members shall be approved by the Board of Directors acting in any manner permitted under Article II of these Bylaws.

SECTION 2. Powers. The Board of Directors may delegate such of its powers as it deems necessary to such committees as it may from time to time establish; provided, however, that a committee of the Board may not (i) authorize distributions; (ii) approve or recommend to the Board dissolution, merger of the sale, pledge or transfer of all or substantially all of the Corporation's assets; (iii) elect, appoint, or remove Directors or fill vacancies on the Board of any of its committees; or (iv) adopt, amend, or repeal the Application of these Bylaws. Any

committee may exercise such of the Board's authority as the committee is granted by the Board of Directors, subject to the restrictions contained in the aforesaid Application, the Certificate of Incorporation or these Bylaws.

SECTION 3. Meetings and Action. The provisions of Article II of these Bylaws shall apply to govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of each committee and its members. Pursuant to those provisions, each committee shall fix the time and place of its meetings, shall keep minutes of its meetings, and shall promptly report its actions and recommendations of the Board of Directors.

ARTICLE VI. INDEMNIFICATION OF DIRECTORS AND OFFICES

SECTION 1. Mandatory Indemnification. The Corporation shall indemnify any Director or officer and his or her estate or personal representative who is wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director or officer is a party by virtue of his or her status as a Director or officer of the Corporation.

SECTION 2. Permissible Indemnification. Except as provided in Section 3 below, the Corporation may indemnify a Director or officer made a party to a proceeding by virtue of his or her status as a Director or officer, against liability incurred in the proceeding in the following conditions are met: (1) the Director or officer conducted himself or herself in good faith; (2) with respect to conduct in his or her official capacity, the Director of officer had reason to believe that his or her conduct was in the best interests of the Corporation; and (3) in cases of conduct not in his or her official capacity, the Director of officer had reason to believe that his or her conduct was at least not opposed to the best interests of the Corporation.

SECTION 3. Prohibition of Indemnification in Certain Cases. The Corporation shall not indemnify a Director or officer in connection with any proceeding by or in the right of the Corporation in which the Director of officer was adjudged liable to the Corporation, or in connection with any other proceeding charging improper personal benefit to the Director of officer, whether or not involving action in his or her official capacity, in which the Director of officer was adjudged liable on the basis that personal benefit was improperly received by the Director or officer.

SECTION 4. Procedure for Authorizing Indemnification of Directors. Before the Corporation may indemnify any Director pursuant to Section 2 above, a determination must be made that indemnification of a Director is permissible because the Director has met the standards of conduct set forth in Section 2 of his Article V. The Board of Directors shall make that determination by a majority vote of a quorum consisting of Directors who are not at the time parties to the proceeding; provided, however, that if such a quorum cannot be obtained, then the determination shall be made either by a committee designated by the Board of Directors or by

special legal counsel in accordance with A.C.A. § 4-33-855(b)(2) and (3). Furthermore, the Corporation may not indemnify a Director until twenty (20) days after the effective date of the written notice of the proposed indemnification to the Attorney General of the State of Arkansas. The Corporation may pay for or reimburse the reasonable expenses incurred by a Director or officer who is a party to a proceeding in advance of final disposition of the proceeding upon authorization made in accordance with A.C.A. § 4-33-855 and upon satisfaction of all the conditions prescribed in § 4-33-853. Mention herein of A.C.A. §§ 4-33-853 and 4-33-855 are for reference only, and shall not be deemed to infer that the Corporation is a private, nonprofit corporation.

SECTION 5. Insurance. The Corporation may purchase and maintain insurance on behalf of its Directors and officers to insure against liabilities asserted against or incurred by the Corporation's Directors and officers in that capacity or arising from their status as Directors and officers, whether or not the Corporation would have the power to indemnify them against the same liability under the proceeding sections of this Article V.

SECTION 6. Definitions. The following definitions apply to the indemnification provisions of this Article V:

- (a) Proceeding. "Proceeding" means any threatened, pending or completed civil action, suit or proceeding, whether judicial, administrative, or investigative, and whether formal or informal.
- (b) Liability. "Liability" means the obligation to pay a judgement, settlement, penalty, fine (including an excise regarding an employee benefit plan), or reasonable expenses actually incurred with respect to a proceeding.
- (c) Expenses. Indemnification against expenses which is mandated or permitted under this Article V is limited to reasonable expense, including attorney's fees, incurred in connection with a proceeding.
- (d) A.C.A. All Citations in these Bylaws to "Ark Code Ann." or to "A.C.A." shall refer to the Arkansas Code of 1987 Annotated, as amended from time to time by the Arkansas Legislature.

ARTICLE VII. CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, including but not limited to the Executive Director, to enter into any contract or execute and deliver any instrument 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 shall be made by the Corporation to its Directors or officers. Any Directors who vote for or assent to the making of a loan to a Director or officer, and any officer or officers participating in the making of such loan, shall be jointly and severally

liable to the Corporation for the amount of such loan until repayment thereof. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences or indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation, including but not limited to the Executive Director, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4. 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 Board of Directors may select.

ARTICLE VIII. FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

ARTICLE IX. DIVIDENDS PROHIBITED

The Corporation shall not have or issue shares of stock, and or dividend shall be paid and no part of the income of the Corporation shall be distributed to its Directors or officers. The Corporation shall not pay compensation to its Directors or officers, but may reimburse its Directors, officers and employees for expenses incurred in attending to their authorized duties; provided, however, that such expenses shall be evidenced by receipt or other proper document.

ARTICLE X. AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meetings of the Board of Directors; provided, however, that unless the amendments are unanimously adopted by action without a meeting pursuant to Section 8 of Article II hereof or unless notice is waived, the Corporation shall provide seven (7) days written notice to the Directors that the amendment will be voted upon at the meeting, and the notice must state that the purpose, or one of the purposes of the meeting is to consider the proposed amendment of the Bylaws, and the notice shall also contain or be accompanied by a copy or a summary of the amendment or state the general nature of the amendment. Any amendment must be approved by a majority of the Directors in office at the time the amendment is adopted.

CERTIFICATE

I, the undersigned, hereby state and certify that the foregoing is a true, correct and conformed copy of the Bylaws of the Central Arkansas Library System duly adopted by the Board of Directors of said organization on the _____ day of _____, _____, and that the same have been altered, modified, amended or repealed in any respect and remain in full force and effect on this date.

Secretary

Adopted 12/15/00
Amended 1/23/03 (Art. II, Sec. 7, Art. III, Sec. 1)
Amended 12/11/03 (Art. II, Sec. 2)
Amended 8/23/07 (Art. II, Sec. 11)
Amended 7/21/16 (Art. II, Sec. 3, 7-8)
Amended 10/26/17 (Art. II, Sec. 2)
Amended 8/23/18 (Art. II, Sec. 3)
Amended 9/27/18 (Art. II, Sec. 2)