

FOUNDATION FOR THE ADVANCEMENT OF CHRISTIAN LIBRARIES

Also known as

THE ASSOCIATION OF CHRISTIAN LIBRARIANS

BYLAWS ADOPTED DECEMBER 31, 2009

ARTICLE I – ORGANIZATION

1. NAME

The name of this not-for-profit corporation is the Foundation For The Advancement Of Christian Libraries and it is also known as The Association of Christian Librarians, hereinafter referred to as the “Corporation.” The Corporation is organized as a not-for-profit corporation and it is tax exempt under Internal Revenue Code section 501(c)(3).

2. MANAGEMENT OF THE CORPORATION

The Corporation shall be managed by the Board of Directors which shall consist of four Officers, the President, Vice President, Secretary, and Treasurer, and not less than three Directors-at-Large. The immediate Past President will remain as a voting member of the Board of Directors for one year. Each member of the Board of Directors shall be at least 21 years of age.

3. OFFICES

The Corporation shall continuously maintain in the State of Illinois, a registered office. The principal business office of the Corporation shall be in the town of Cedarville, County of Greene, State of Ohio. The Corporation may also have offices at such other places as the Board of Directors may from time to time determine or the business of the Corporation may require.

4. CONSTRUCTION

If there be any conflict between the provisions of the Articles of Incorporation and these Bylaws, the provisions of the Articles of Incorporation shall govern.

5. BOOKS AND RECORDS

The Corporation, at its offices, shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors, executive committee, and teams. All books and records of the Corporation may be inspected by a Director or his/her agent or attorney at any reasonable time.

ARTICLE II– PURPOSE

The Purpose of the Corporation is as follows:

Foundation for the Advancement of Christian Libraries is organized and operated exclusively for charitable and religious purposes in accord with Sec. 501(c)(3) of the Internal Revenue Code of 1986 (or a corresponding provision of any future United States Internal Revenue law, referred to below as the “Code”). More specifically, the Corporation is organized to provide for the advancement of library sciences, especially within Christian organizations, both within and outside of North America. To further this objective, the Corporation shall research and publish studies and provide assistance with organizing and managing collections, training of staff and development of library infrastructure

To achieve the Purpose, the Corporation shall direct and carry on these and other related activities:

- 1) Promote the continued professional, scholarly and spiritual growth of all Christian librarians in

- institutions of higher learning.
- 2) Encourage the development of libraries in institutions of higher learning – especially Christian institutions – by exchanging ideas and materials.
  - 3) Advance the standards of library service in institutions of higher learning

### ARTICLE III – STATEMENT OF FAITH

We believe that there is one God, eternally existing in three persons: Father, Son, and Holy Spirit.

We believe the Bible in its original writings to be the only infallible, authoritative Word of God.

We believe in the Deity of our Lord Jesus Christ, in His virgin birth, in His sinless life, in His miracles, in His vicarious death and atonement through His shed blood, in His bodily resurrection, in His ascension to the right hand of the Father, and in His personal and visible return in power and glory.

We believe that man was created in the image of God, that he was tempted by Satan and fell, and that, because of the exceeding sinfulness of human nature, regeneration by the Holy Spirit is absolutely necessary for salvation.

We believe in the present ministry of the Holy Spirit by Whose indwelling the Christian is enabled to live a godly life, and by Whom the Church is empowered to carry out Christ's great commission.

We believe in the bodily resurrection of both the saved and the lost, those who are saved unto the resurrection of life and those who are lost unto the resurrection of damnation.

### ARTICLE IV - MEMBERSHIP

#### 1. QUALIFICATIONS FOR MEMBERSHIP

##### a. Full members

A full member shall be a Christian librarian subscribing to the purposes of the Corporation who is affiliated with an institution of higher learning. A full member is eligible to hold office or serve on the Board of Directors. Retirement, employment transitions, or return to college/university for further study shall not change the status of a member or make him/her ineligible to hold office or serve on the Board of Directors.

##### b. Associate members

Associate members shall include the following individuals who are in agreement with the purposes of the Corporation:

1. Christian librarians not affiliated with institutions of higher learning.
2. Non-librarians.

All full and associate members shall be eligible to vote and to enjoy all benefits of membership with the exception that associate members may not hold elective office nor serve on the Board of Directors.

#### 2. MEMBERSHIP DUES

Annual full and associate member dues shall be assessed on a graduated scale based on a member's yearly income and shall be determined by a majority vote of the Board of Directors.

#### 3. ANNUAL MEMBERSHIP MEETINGS.

The annual membership business meetings of the Corporation shall be held during the Annual Conference. Members will be notified at least 30 days before the scheduled date of such meeting. Such notice may be by mail or by email.

A quorum shall be a majority of the members attending the conference and shall be necessary to conduct the business of the Corporation, provided the number is not less than 5 percent of the total voting membership.

Business meetings may include the following: reports of the executive committee and teams, state of the Corporation Report, old and unfinished business, new business, informal observations by members about the work of the Corporation.

#### 4. SPECIAL MEETINGS.

Special meetings of the Corporation may be called by the Board of Directors. Members will be notified at least 30 days before the scheduled date of such meeting. Such notice may be by mail or email and shall state the date, time, place, and purpose of the meeting.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting. A quorum for special meetings shall be no less than 25 percent of the total current membership.

#### 5. ACTION BY MEMBERS WITHOUT A MEETING.

Whenever members are required or permitted to take any action by vote, such action may be taken via secure online voting or email voting without a meeting. A majority of the members casting votes shall be necessary to carry a resolution without a meeting, provided that the number of members casting votes would constitute a quorum if such action had been taken at a meeting. Voting must remain open for not less than 5 days from the date the ballot is delivered; provided, however, in the case of a removal of one or more directors, a merger, consolidation, dissolution or sale, lease or exchange of assets, the voting must remain open for not less than 20 days from the date the ballot is delivered. Any action taken by members pursuant to this section shall become effective only if, at least 5 days prior to the effective date of such action, a notice in writing of the proposed action is delivered to all of the members entitled to vote with respect to the subject matter thereof.

#### 6. MANNER OF ACTING.

At any Annual or Special Meeting, all current full and associate members shall be entitled to one vote. Any member absent from any Annual or Special Meeting may cast an absentee ballot electronically. A majority of all members voting shall be necessary to carry a resolution at any Annual or Special Meeting.

#### 7. FIXING RECORD DATE.

For the purpose of determining member eligibility to vote at any meeting of members or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining the members entitled to receive any distribution or any allotment of any rights, or for the purpose of any other action, the Board of Directors shall fix, in advance, a date as the record date. Such date shall not be more than 60 nor less than 20 days before any such meeting, nor more than 60 days prior to any other action.

#### 8. PROXIES.

All members entitled to vote at a meeting of members or express consent or dissent without a meeting may authorize another person or persons to act for them by proxy. Every proxy must be in writing and signed by the member or the member's attorney-in-fact. No proxy shall be valid after the expiration of 11 months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

## ARTICLE V – BOARD OF DIRECTORS

### 1. ELECTION, TERM, AND DUTIES OF BOARD OF DIRECTORS.

Eligibility to be nominated for election to the Board of Directors shall be established by attendance at 2 of the preceding 5 Annual Conferences.

The membership shall annually elect Officers and Directors-at-Large for all terms which have expired. All Officers and Directors-at-Large shall hold office until the expiration of the term for which they were elected and until their successors have been elected.

The immediate Past President will remain as a voting member of the Board of Directors for one year. The Board of Directors, in its discretion, may invite the immediate Past President to serve for a second year in the same capacity in which he/she served in the first year.

The number of Directors-at-Large may be increased or decreased by a vote of a majority of the entire Board of Directors. Under no circumstances shall there be fewer than 3 Directors-at-Large. No decrease in number of Directors-at-Large shall shorten the term of any incumbent Director-at-Large.

The Board of Directors shall determine the policies, procedures, orders and resolutions necessary for the successful ongoing of the affairs of the Corporation.

The Board of Directors hires the Executive Director, Business Manager or other positions as deemed necessary.

### 2. VACANCIES, RESIGNATIONS AND REMOVAL

When vacancies in the office of Director-at-Large occur because of election to another position on the Board of Directors, the unexpired term will be filled by the nominee for the Director-at-Large position receiving the next highest number of votes at the election where the vacating Director-at-Large was elected. When vacancies in the office of Director-at-Large occur because of the death, resignation or removal of a Director-at-Large, the unexpired term will be filled by the appointment of a successor elected by the remaining members of the Board of Directors.

When an Officer of the Board of Directors is elected to another position on the Board of Directors, the unexpired term will be filled by a subsequent vote of the membership as soon as possible.

A member of the Board of Directors may resign at any time by giving written notice to the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Officer and the acceptance of the resignation shall not be necessary to make it effective.

In the event of the death, resignation, or removal of an Officer, the Board of Directors, at its discretion, may appoint a successor or hold a vote of the membership to fill the unexpired term.

Any member of the Board of Directors may be removed by the affirmative vote of two-thirds of the votes of members of the Corporation present and voting. No director shall be removed at a meeting of members unless the written notice of such meeting is delivered to all members entitled to vote on removal of directors. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more directors named in the notice. Only the named director or directors may be removed at such meeting.

### 3. QUORUM.

A majority of the Directors then in office shall constitute a quorum for the transaction of the business at any meeting of the Board of Directors, provided that if fewer than half of the Directors are present at the said meeting, a majority of the Directors present may adjourn the meeting to another time without further notice. Each member shall have one vote.

### 4. REGULAR MEETINGS OF THE BOARD OF DIRECTORS.

The Board of Directors may meet at a place, time and method as deemed appropriate and in executive session as determined and announced by the President.

The Board of Directors may meet at the conference at which they have been elected and at specific dates determined and announced by the President.

The annual meeting of the Board of Directors shall be held immediately prior to the Annual Conference of the Corporation.

Any meeting of the Board of Directors may be conducted in simultaneous multiple locations through the use of communications equipment. Board members may participate in and act at any such meeting provided all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting.

All sessions of Board of Director meetings shall be announced in advance and any member, employee or appointee of the Corporation may be invited to or make a request to attend a specific meeting.

Directors shall not receive compensation for their services as Directors. Expenses of all meetings, regular or special, will be covered by Corporation funds following established policies. However, the Corporation covers only housing and meal costs for the annual meeting of the Board of Directors; travel and all conference costs remain the member's responsibility.

### 5. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President or the Secretary.

No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business.

### 6. NOTICE OF MEETINGS OF THE BOARD, ADJOURNMENT.

Notice of any meeting of the Board of Directors shall be delivered not fewer than 5 days nor more than 60 days prior to the date of the scheduled meeting. Written notice shall be delivered to each Director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Notice of any Special Meeting of the Board of Directors may be waived in writing signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the expressed purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. 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 such meeting, unless specifically required by law or by these Bylaws.

Notwithstanding the above provisions of this paragraph, the notice requirements may be satisfied by sending a facsimile communication or an email communication in a timely manner. Telephone may be useful for establishing the time and place of meeting but shall not be used in lieu of the above notice

provisions. At any duly convened meeting of the Board of Directors, a resolution may be approved concerning future meetings of the Board. Timely mailing or emailing of the Board minutes to each member of the Board of Directors may qualify as notice of the next meeting of the Board of Directors if the minute concerning the meeting is clearly set forth and concise in its composition.

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of adjournment shall be given to all directors who were absent at the time of the adjournment and, unless such time and place are announced at the meeting, to the other directors.

#### 7. MANNER OF ACTING.

The act of a majority of the directors present at a duly convened meeting shall be the act of the Corporation unless the act of a greater number is required by statute, these Bylaws or the Articles of Incorporation. Directors may not vote by proxy or under any other power of attorney.

#### 8. ACTION OF BOARD OF DIRECTORS WITHOUT A MEETING.

Any action required by the Illinois Not-for-profit Corporation Law, to be taken at a meeting of the Board of Directors of the Corporation, or any other action which may be taken at a meeting of the Board of Directors or a committee thereof, 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 and all of any non-director committee members of such committee, as the case may be. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more Directors or committee members. All of the approvals evidencing the consent shall be delivered to the Secretary to be filed in the corporate records. The action taken shall be effective when all the Directors or the committee members, as the case may be, have approved the consent unless the consent specifies a different effective date. Any such consent signed by all the Directors or all the committee members as the case may be, shall have the same effect as a unanimous vote and may be stated as such in any document filed with the Secretary of State.

#### 9. CHAIRPERSON.

The President shall preside at all meetings of the Board of Directors. In the President's absence the Vice President shall preside. In the absence of both of these, a chairperson, chosen by the Board of Directors, shall preside.

#### 10. EXECUTIVE DIRECTOR

The Executive Director shall serve at the pleasure of, and shall be responsible to, the Board of Directors. The Executive Director shall meet regularly with the Board of Directors with voice but without vote.

### ARTICLE VI – EXECUTIVE COMMITTEE AND OTHER COMMITTEES

#### 1. CREATION AND AUTHORITY OF COMMITTEES.

The Board of Directors shall have power to appoint the executive committee and other committees for the purpose of conducting certain aspects of the corporate business. Committees shall serve at the pleasure of the Board of Directors and may be dissolved at any time by the Board of Directors. Committees may not act on behalf of the Corporation unless such authority is delegated to the committee by the Board of Directors and the committee otherwise meets the requirements of the law applicable to committees with authority to act on behalf of a corporation.

#### 2. LIMITATIONS ON THE AUTHORITY OF COMMITTEES.

To the extent specified by the Board of Directors or in the Articles of Incorporation or Bylaws, each duly-constituted committee may exercise the authority of the Board of Directors, provided, however, that a

committee may not:

- (1) Adopt a plan for the distribution of the assets of the Corporation or for dissolution;
- (2) Approve or recommend to members any act that the Illinois Not for Profit Corporation Act requires to be approved by members, except that committees appointed by the Board of Directors or otherwise authorized by the bylaws relating to the election, nomination, qualification, or credentials of Directors or other committees involved in the process of electing Directors may make recommendations to the members relating to electing Directors;
- (3) Fill vacancies on the Board of Directors or on any of its committees;
- (4) Elect, appoint or remove any officer of the Board or director or member of any committee, or fix the compensation of any member of a committee;
- (5) Adopt, amend, or repeal the bylaws or the articles of incorporation;
- (6) Adopt a plan of merger or adopt a plan of consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the Corporation; or
- (7) Amend, alter, repeal or take action inconsistent with any resolution or action of the Board of Directors

### 3. MEMBERSHIP

The executive committee shall be composed entirely of Directors.

If any committee of the board will have authority to act on behalf of the corporation by signing contracts, that committee shall have two or more Directors, and a majority of its membership shall be Directors. Otherwise, members of committees may be any persons deemed to be qualified by the Board of Directors who have actively demonstrated a willingness to work toward the goals of the Corporation. All committee members shall be appointed by, and serve at the pleasure of, the Board of Directors.

### 4. COMMITTEE MEETINGS

Meetings of any committee may be called by the Board of Directors, the President, the chairman of the committee, or a majority of the committee's voting members. Notice of the time and place of any meeting of a committee shall be given at least 3 days prior to the meeting.

### 5. RESIGNATION AND REMOVAL

Any member of a committee may resign at any time by giving written notice to the chairman of the committee and to either the President or Secretary of the Corporation who shall convey such notice to the Board of Directors. Such resignation shall take effect on the date of receipt or at any later time specified therein. Any member of a committee may be removed at any time by the Board of Directors.

### 6. QUORUM AND MANNER OF ACTING

A majority of the voting members of any committee shall constitute a quorum for the transaction of the business at any meeting provided that if fewer than a majority of the voting committee members are present at the meeting, a majority of those present and entitled to vote may adjourn the meeting to another time without further notice. Unless otherwise provided in these bylaws or in the resolution of the Board of Directors designating a committee, the act of a majority of those present and entitled to vote at any duly convened committee meeting shall be the act of the committee.

### 7. RULES

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Directors.

### 8. ELECTRONIC MEETING

Any committee meeting may be conducted in simultaneous multiple locations through the use of communications equipment. Committee members may participate in and act at any meeting of such

committee provided all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

#### 9. INFORMAL ACTION BY COMMITTEES

Any action which may be taken at a meeting of a committee of the Corporation may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the committee members entitled to vote with respect to the subject matter thereof. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and bears the signature of one or more committee members. All of the approvals evidencing the consent shall be delivered to the Secretary to be filed in the corporate records. The action taken shall be effective when all the committee members entitled to vote have approved the consent unless the consent specifies a different effective date. Any such consent signed by all the committee members entitled to vote shall have the same effect as a unanimous vote.

### ARTICLE VII. TEAMS, TASK FORCES, AND OTHER ADVISORY COMMISSIONS

The Board of Directors may from time to time appoint teams, task forces, or other advisory commissions or bodies for specific purposes that do not require corporate action. The composition of such bodies may include persons with professional skills or special experience necessary to advise and inform the Board. Each team, task force, or other advisory body may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

### ARTICLE VIII - OFFICERS

#### 1. ELECTION, TERM, AND DUTIES OF OFFICERS

The Officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, each of whom shall be a full member of the Corporation and shall be elected by the general membership. These Officers shall hold office for the terms for which they are elected and until their successors have been elected or appointed. No person may hold two offices concurrently. Nothing in these Bylaws shall prevent the potential of consecutive terms of office.

#### 2. PRESIDENT.

The President shall be the chief elected officer of the Corporation; this Officer shall preside at all meetings of the members and of the Board of Directors; shall have the general oversight of the affairs of the Corporation; and shall see that all policies and motions of the Board of Directors are put into effect. No person shall be eligible to be nominated for the office of President unless s/he has previously served on the Board of Directors.

#### 3. VICE PRESIDENT.

During the absence or disability of the President, the Vice President shall have all the powers and functions of the President. The Vice President shall perform such other duties as the Board of Directors shall prescribe. No person shall be eligible to be nominated for the office of Vice President unless s/he has previously served on the Board of Directors.

#### 4. SECRETARY.

The Secretary shall keep the minutes of the Board of Directors and of membership meetings. This Officer shall perform all the duties assigned to this position.

#### 5. TREASURER.

The Treasurer shall have the oversight of all the funds, securities, and budget of the Corporation. The



Treasurer shall present an annual budget as well as an annual report setting forth in full the financial conditions of the Corporation.

#### 6. SURETIES AND BONDS.

In case the Board of Directors shall so require, any officer or agent of the Corporation shall execute to the Corporation a bond in such a sum and with such surety or sureties as the Board of Directors may direct, conditioned upon the faithful performance of the person's duties to the Corporation and including responsibility for negligence and for the accounting for all property, funds, or securities of the Corporation which may come into this individual's hands.

### ARTICLE VIII – FINANCES

The fiscal year of the Corporation shall be from January 1 to December 31. The Treasurer shall issue at least two financial reports each year to the Board of Directors, one of which must be for the fiscal year. The financial records of the Corporation shall be kept and retained according to standard business and accounting practices.

The Business Manager, Treasurer and President shall be authorized to issue checks and draw on the savings accounts. Anyone authorized to write checks shall be bonded. An individual authorized to issue checks may not appear on any check as both the payee and the payer or signatory

The Executive Director, Treasurer and President shall be authorized to enter into any contracts 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.

Money raised by a grant for a particular purpose may not be used for any other purpose.

Funds shall be maintained by the Business Manager according to established accounting practice. Payment shall be made by the Business Manger on the approval of the officer or team coordinator concerned for items on the budget and up to the budgeted amount. The Treasurer shall co-sign checks over \$3,000.00. In the event the Treasurer is unable to sign a check, the President will sign. In the event the President is unable to sign a check, the Vice President will sign.

### ARTICLE IX- CHAPTERS

The Board of Directors may establish a Chapter when 20 or more members of the Corporation in a geographic area request the establishment of such Chapter. The application can be made only after the requesting group has held regular meetings, workshops, or conferences prior to application for Chapter status. An appropriate set of bylaws compatible with Corporation Bylaws must accompany the application. Chapter names or designations shall be approved by the Board of Directors. No group may identify itself as a Chapter of the Corporation until such status is officially granted by the Board of Directors.

### ARTICLE X – ANNUAL CONFERENCE

The Annual Conference of the Corporation shall usually be held in the week of the second Tuesday in June. If dates vary from this schedule, they should be determined and announced at least one year in advance.

#### ARTICLE XI– CHRISTIAN LIBRARY CONSORTIUM MEMBERSHIP

Christian Library Consortium membership in the Corporation shall be open to the library of any Christian academic institutions of higher education which have a full member of the Corporation in their employment at the time of application for or renewal of membership. Christian Library Consortium membership is maintained by annually paying dues and fees as shall be determined by a majority vote of the Board of Directors.

The purposes of Christian Library Consortium membership shall be to promote the sharing of resources between member libraries, to provide other benefits, and to help sponsor the activities of the Corporation.

The Board of Directors of the Corporation may withdraw membership of any Christian Library Consortium member, without cause, by a majority vote.

The Christian Library Network is an organization of Christian Library Consortium members that have joined the OCLC access group CL@N for the purpose of resource sharing and cooperation among members.

#### ARTICLE XII - CONFLICT OF INTEREST

Each Director should scrupulously avoid transactions in which the Director has a personal or material financial interest, or with entities of which the Director is an officer, director, or general partner. However, if a transaction is approved in accordance with this provision and is fair to the Corporation at the time it is authorized, approved or ratified, the fact that a Director of the Corporation is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.

In the event that a Director or member of a Director's immediate family has an actual or potential conflict of interest, including but not limited to proposed transactions directly or indirectly between the organization and a Director, the Director shall promptly disclose the material facts of such conflict or transaction in writing to the Board of Directors as a matter of record.

The Director shall briefly state the nature of the conflict and answer pertinent questions of other Directors when such Director's knowledge of the subject will assist the Board of Directors or any of its committees or teams. After such disclosure is made and the Board of Directors has had the opportunity to ask pertinent questions of such Director, and discuss the matter without the Director present, an affirmative vote of a majority of disinterested Directors entitled to vote shall be required to carry the action. The presence of the interested Director may not be counted for purposes of declaring a quorum, nor may that person vote on the matter.

Minutes of the meeting shall reflect that such disclosure was made, the matter was fully discussed, that a quorum (excluding the interested Director) was present, and that such Director abstained from voting on the issue.

#### ARTICLE XIII – CONCILIATION OF DISPUTES

In the event a dispute may arise between two or more persons operating under the authority of the Bylaws and such dispute cannot be resolved according to the Biblical mandate found in Matthew 18:15-17, the parties to the dispute shall submit the circumstances and issues to the dispute for mediation and

arbitration as follows:

- 1) Each party to the dispute shall select a trusted person to hear the matter in a fair and impartial manner. Such person may not be in any way related to the choosing party by way of family connections employment, or contractual relations.
- 2) The person so selected shall appoint one or more additional person(s) as may be necessary to provide an odd numbered mediation panel and such additional person(s) shall be similarly qualified as to all of the parties in the conflict.
- 3) When the mediation panel is assembled, the parties in conflict shall be permitted to present evidence and arguments in support of their position and the panel shall deliberate as necessary to resolve the problems. In all matters, the panel shall first seek to reconcile the conflicting parties. If reconciliation is not possible, then the panel shall arbitrate a solution and such solution shall be binding upon all parties.
- 4) No person shall bring any dispute under these Bylaws to any court of law or chancery without first proceeding under the above conflict resolution procedure. Unless the determination of the mediation panel is clearly in conflict with the laws of the State of Ohio or such venue as is appropriate, no court shall reverse or otherwise amend the determination except as may be necessary to correct a minor discrepancy.

#### ARTICLE XIV – INDEMNIFICATION OF DIRECTORS AND OFFICERS

##### 1. INDEMNIFICATION IN ACTIONS OTHER THAN BY OR IN THE RIGHT OF THE CORPORATION.

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, if such person 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 Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her 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, shall not, of itself, create a presumption that the person 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 Corporation, or, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that his or her conduct was unlawful.

##### 2. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION.

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, if such person 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 Corporation, provided that

no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless, and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

### 3. RIGHT TO PAYMENT OF EXPENSES.

To the extent that a Director, officer, employee or agent of the Corporation has been successful, on the merits or otherwise, in the defense of any action, suit or proceeding referred to in Sections (A) and (B) of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

### 4. DETERMINATION OF CONDUCT.

Any indemnification under Sections (A) and (B) of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case, upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections (A) and (B) of this Article. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such faction, suit or proceeding; (2) if such a quorum is not obtainable, or, even if attainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion; or (3) by the Members entitled to vote, if any.

### 5. PAYMENT OF EXPENSES IN ADVANCE.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

### 6. INDEMNIFICATION NOT EXCLUSIVE.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested Directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such a person.

### 7. INSURANCE.

The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article.

### 8. REFERENCES TO CORPORATION.

For purposes of this Article, references to “the Corporation” shall include, in addition to the surviving corporation, any merging corporation (including any corporation having merged with a merging corporation) absorbed in a merger which, if its separate existence had continued, would have had power and authority to indemnify its Directors, officers, and employees or agents, so that any person who is or was a Director, officer, employee or agent of such merging corporation or is or was serving at the request of such merging corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued.

#### 9. OTHER REFERENCES.

For purposes of this Article, references to “other enterprises” shall include employee benefit plans; reference to “fines” shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to “serving at the request of the corporation” shall include any service as a director, officer, employee or agent of the corporation which imposes duties on or involves services by such Director, officer, employee or agent with respect to an employee benefit plan, its participants, or beneficiaries. A person who acted in good faith and in a manner he or she reasonably believed to be in the best interests of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner “not opposed to the best interests of the corporation” as referred to in this Article.

#### ARTICLE XV- DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization organized and operated exclusively for charitable or religious purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such exempt purposes.

#### ARTICLE XVI – SEVERABILITY

The invalidity or unenforceability of any provision in these Bylaws shall not affect the validity or enforceability of the remaining provisions.

#### ARTICLE XVII – AMENDMENTS

The Bylaws may be adopted, amended, or repealed pursuant to the procedure set forth in this section.

The Board of Directors shall adopt a resolution setting forth the proposed adoption, amendment, or repeal and directing that it be submitted to a vote at an annual membership meeting.

Written or printed notice setting forth the proposed adoption, amendment, repeal, or a summary of the changes to be effected thereby shall be given to each member entitled to vote at such meeting within the

time and in the manner provided in these Bylaws for the giving of notice of annual membership meetings. The proposed adoption, amendment, repeal, or a summary as aforesaid, may be included in the notice of the annual membership meeting.

At such meeting, at which there is a quorum of members, a vote of the members entitled to vote on the proposed adoption, amendment, or repeal shall be taken. The proposed adoption, amendment, or repeal shall be adopted by receiving the affirmative vote of at least two-thirds of the votes present and voted.

If any bylaw regulating an impending election of directors is adopted, amended, or repealed, there shall be set forth in the notice of the next meeting of members for the election of directors the bylaw so adopted, amended, or repealed, together with a concise statement of the changes made.

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