

STATE OF MARYLAND

360312

DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

DATE: MAY 02, 1975

THIS IS TO ADVISE YOU THAT THE ARTICLES OF INCORPORATION FOR
FRIENDS OF THE TAKOMA PARK, MARYLAND LIBRARY, INC.
WERE RECEIVED AND APPROVED FOR RECORD ON MAY 1, 1975 AT 3:19 PM.

FEE PAID:

85.00



JOSEPH V. STEWART
CHARTER SPECIALIST

STATE OF MARYLAND

360313

DEPARTMENT OF ASSESSMENTS AND TAXATION

301 West Preston Street Baltimore, Maryland 21201

I, JOSEPH V. STEWART OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT SAID DEPARTMENT, BY THE LAWS OF SAID STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATE CHARTERS, OR OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE; AND I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT FRIENDS OF THE TAKOMA PARK, MARYLAND LIBRARY, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND SAID CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN THE STATE OF MARYLAND.



IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE THIS 2ND DAY OF MAY, 1995.

Joseph V. Stewart
JOSEPH V. STEWART
CHARTER SPECIALIST

Friends of the Takoma Park, Maryland Library, Inc.

Articles of Incorporation

FIRST: The undersigned, Ellis J. Kock, whose post office address is 7825 Tuckerman Lane, Suite 210, Potomac, Maryland 20854, being over eighteen (18) years of age and acting as incorporator, hereby forms a nonstock corporation under the Maryland General Corporation Law.

SECOND: The name of the corporation (which is hereinafter called the "Corporation" is:

FRIENDS OF THE TAKOMA PARK, MARYLAND LIBRARY, INC.

THIRD: The Corporation is organized and shall be operated exclusively as a nonstock charitable, scientific and educational organization within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 for the following purposes:

(a) The purpose of the Corporation is to further the mission and goals of the Takoma Park, Maryland Library (the "Library") by encouraging broad community involvement and participation in all aspects of support and use of the Library. The Corporation will focus attention on Library services, facilities and needs; attract and raise extramural funds and gifts in-kind; encourage volunteer support; advocate on behalf of the Library; and, when necessary, support its adherence to the American Library Association "Library Bill of Rights."

(b) To have and to exercise to the extent necessary or desirable for the accomplishment of any of the aforesaid purposes, and to the extent that they are not inconsistent with the charitable, scientific and educational purposes of the Corporation, any and all powers conferred upon nonstock corporations by the Maryland General Corporation Law.

FOURTH: The post office address of the principal office in this State is 101 Philadelphia Avenue, Takoma Park, Maryland 20912. The resident agent of the Corporation in this State is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The Corporation is not authorized to issue any capital stock.

SIXTH: (a) The business and affairs of the Corporation shall be managed under the direction of its Board of Directors.

(b) The following persons shall serve as Directors until the first annual meeting of the board of Directors or until their successors are duly elected and qualify:

Tanner Wray	Terry Berkeley	Richard Goss
Tricia Vierra	Susan Borke	Hailey Leithauser
Gary Gaines	Steven Morse	

Thereafter the Directors shall be appointed by a vote of the membership in accordance with Bylaws.

SEVENTH: The powers of the Corporation shall be subject to the following terms, provisions and limitations:

(a) The Corporation is organized and at all time hereafter shall be operated exclusively for the support or benefit of the Takoma Park, Maryland Library or for programs which support or benefit said organization and is not to engage in any activity which is not consistent with such purpose.

(b) No part of the net earnings a of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any private person, except that reasonable compensation may be paid for services actually rendered to or for the Corporation, and no member, director or officer of the Corporation, or any private person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. Except as provided and permitted under Sections 501 (h) and 4911 of the Internal Revenue Code of 1986 and regulations thereunder, as they now exist or as they may hereafter be amended (hereinafter collectively referred to as the "Code"), no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidates for public office.

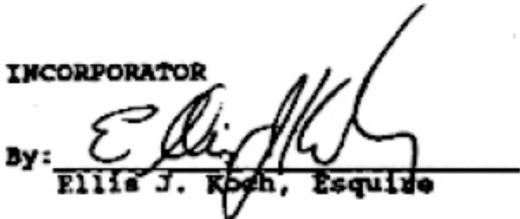
(c) Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Code or by an organization, contributions to which are deductible under Section 170 (c) (2) thereof.

(d) In the event of the liquidation, dissolution or winding up of the Corporation in any manner or for any reason whatever, all of the assets Corporation, after the payment of the obligations and liabilities of the Corporation, shall be transferred to the Takoma Park Maryland Library or its successors or designees, as determined by the Directors. Provided, however, that if said organization or its successor or designee does not qualify under the provisions of Section 501 (c) (3) or the Code; is no longer in existence; or is unwilling or unable to accept such assets, then the assets of the Corporation shall be transferred to one or more corporations or associations having a similar or analogous character or purpose as may be selected by the Corporation's Directors; provided, further, however, that any transferee corporation shall qualify under the provisions of Section 501 (c) (3) of the Code.

EIGHTH: The Corporation reserves the right to make from time to time, by the vote or written assent of two-thirds of the membership present at a general meeting or special meeting called for that purpose, any amendments to these Articles which may now or hereafter be authorized by law.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on the 28th day of April, 1995 and had acknowledged the same to be his act.

WITNESS:


INCORPORATOR
By: 
Ellis J. Koch, Esquire

Friends of the Takoma Park, Maryland Library, Inc.

Bylaws

Article I Offices

Section 1. **Principal Office.** The principal office of the corporation in the State of Maryland shall be located in Takoma Park, Maryland or at any place or places as the board of directors may designate.

Section 2. **Additional Offices.** The corporation may have additional offices at such places as the board of directors may from time to time determine the business of the corporation may require.

Article II Membership

Section 1. **Qualification.** Membership shall be open to all persons in the community having an interest in furthering the purposes of the Corporation.

Section 2. **Categories of Membership.** There shall be two categories of membership, voting and non-voting. Voting membership shall be granted to any person paying the dues as established by the Board of Directors. Non voting members are limited to salaried permanent Library staff who elect to join the Corporation but do not pay any dues.

Section 3. **Meetings of Members.** Members shall meet once a year in March at a date, time and place established by the Board of Directors. A written notice, including the Nominating Committee slate, shall be published and posted at least two weeks in advance of this meeting. A notice shall be deemed published if it appears in the newsletter of the Corporation or in a local paper having circulation in Takoma Park.

At the annual meeting, the members will elect the officers and Directors-at-large to serve on the Board of Directors. A quorum to conduct the annual meeting shall exist when ten (10) of the voting members are present either in person or by proxy. Any business of the Corporation may be conducted at the annual meeting.

Special meetings of the voting members shall be held at the request of the Board of Directors or upon petition by twenty-five (25%) of the voting members. If a special meeting is called, a written notice of such meeting shall be published and posted two weeks prior to the special meeting which notice shall set forth the reason for the calling of such special meeting. No business other than that contained in the special meeting notice shall be conducted.

Section 4. **Voting.** Each member who is current in his/her dues shall be entitled to one vote.

Article III

Directors

Section 1. **General Powers.** The business and affairs of the corporation shall be managed under the direction of its board of directors. In addition to the powers expressly conferred upon them by these Bylaws, the board of directors may exercise all of the powers of the corporation.

Section 2. **Number, Tenure, and Qualifications.** The numbers of directors of the corporation shall be not less than three and shall be that number established at the annual meeting of members. The Board shall consist of the Directors-at-large, the officers and the chairperson of the standing committees. Each director shall serve for a term of two years and until his successor is elected and qualifies or until his death, resignation or removal in the manner hereinafter provided. The terms of the directors shall be staggered such that no more than fifty percent (50%) of the Board is elected in any one year.

Section 3. **Regular Meetings.** The directors shall meet monthly to conduct the business of the Corporation.

Section 4. **Special Meetings.** Special meetings of the board of directors may be called by or at the request of the president or by a majority of the directors then in office. The person or persons authorized to call special meetings of the board of directors may fix any place, in Takoma Park, Maryland, as the place for holding any special meeting of the board of directors called by them.

Section 5. **Notice.** Notice of any special meeting shall be given by written notice delivered personally, telegraphed or mailed to each director at his business or residence address. Personally delivered or telegram notices shall be given at least two days prior to the meeting. Notice by mail shall be given at least five days prior to the meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail properly addressed, with postage thereon prepaid. If given by telegram, such notice shall be deemed to be given when the telegram is delivered to the telegraph company. The business to be transacted at, and the purpose of, any special meeting of the board of directors shall be stated in the notice.

Section 6. **Quorum.** A majority of the board of directors then in office shall constitute a quorum for transaction of business at any meeting of the board of directors, provided that, if less than a majority of such number of directors are present at said meeting a majority of those present may adjourn the meeting from time to time without further notice.

Section 7. **Voting.** The action of the majority of the directors present at a meeting at which a quorum is present shall be the action of the board of directors, unless the concurrence of a greater proportion is required for such action by applicable statute.

Section 8. **Telephone Meetings.** Members of the board of directors may participate in a meeting by means of a conference telephone or similar communications equipment if any persons participating in the meeting can hear each other at the same time. Participation in a meeting by these means shall constitute presence in person at the meeting.

Section 9. **Informal Action by Directors.** Any action, required or permitted to be taken at any meeting of the board of directors may be taken without a meeting, if a consent in writing to such action is signed by each director and such written consent is filed with the minutes of the proceedings of the board of directors.

Section 10. **Vacancies.** Any vacancy on the board of directors for any cause other than an increase in the number of directors may be filled by a majority vote of the remaining directors, although such majority is less than a quorum. Any vacancy on the board of directors by reason of an increase in the number of directors may only be filled by a vote of the members. A director elected by the board of directors to fill a vacancy shall serve until the next annual meeting of members and until his successor is elected and qualifies or until his death, resignation or removal in the manner hereinafter provided.

Section 11. **Compensation.** Directors shall not receive any salary for their services as directors but, by resolution of the board of directors, expenses of attendance, if any, may be allowed to directors for attendance at each annual, regular or special meeting of the board of directors or of any committee thereof; but nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 12. **Removal of Directors.** The directors may, at any time, remove any director, with or without cause, by a majority vote of the entire board of directors, and may elect a successor to fill any resulting vacancy for the balance of the term of the removed director. Any director whose removal is being considered shall be given an opportunity to be heard at this meeting, however such director will not be deemed a director for purposes of determining the existence of a quorum at the removal proceedings.

Section 13. **The Library Director** shall be a member ex officio of the Board but shall have no vote.

Section 14. **The board of directors may appoint standing Committees and general committee** as deemed necessary to conduct the business of the Corporation. The Board of Directors shall appoint the chairperson of each standing committee which chairperson shall become a member of the Board of Directors for a period of two years. The Board shall appoint a nominating committee to nominate officers and Directors-at-large. The Nominating Committee shall not be a standing committee.

Article III Officers

Section 1. **Powers and Duties.** The officers of the corporation shall be elected bi-annually by the members at the annual meeting of members. If the election of officers shall not be held at such meeting such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until his successor is elected and qualifies or until his death, resignation or removal in the manner hereinafter provided. Any two or more offices except president and vice-president may be held by the same person. Election or appointment of an officer or agent shall not of itself create contract rights between the corporation and such officer or agent. No person shall serve more than two consecutive two year terms as President or Vice-President.

Section 2. **Removal.** Any officer or agent of the corporation may be removed by the board of directors if in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 3. **Vacancies.** A vacancy in any office may be filled by the board of directors for the balance of the term.

Section 4. **President.** The president shall be the principal executive officer of the corporation and shall in general supervise and control all the business and affairs of the corporation. Unless the president is not a member of the board of directors, he shall preside at all meetings of the board of directors and shall be ex officio a member of all committees other than the Nominating Committee that may, from time to time, be constituted by the board of directors. He may execute any deed, mortgage, bond, contract or other instrument which the board of directors has authorized to be executed, except in cases where the execution thereof shall be expressly delegated by the board of directors or by these bylaws to some other officer or agent of the corporation or shall be required by law to be otherwise executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the board of directors from time to time.

Section 5. **Vice-Presidents.** In the absence of the president, or in the event of a vacancy in such office, the vice-president (or in the event thereof more than one vice-president, the vice-presidents in the order designated at the time of their election or, in the absence of any designation, then in the order of their election) 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; and shall perform such other duties as from time to time may be assigned to him by the president or by the board of directors. The board of directors may designate one or more vice-presidents as executive vice-president or as vice-president for particular areas of responsibility.

Section 6. **Secretary.** The secretary shall (a) keep the minutes of the proceedings of the members, the board of directors and committees of the board 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; (c) be custodian of the corporate records and of the seal of the corporation; and (d) in general perform such other duties as from time to time may be assigned to him by the president or by the board of directors.

Section 7. **Treasurer.** The treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the board of directors.

He/she shall disburse the funds of the corporation as may be ordered by the board of directors, taking proper vouchers for such disbursements, and shall render to the president and board of directors, at the regular meetings of the board or whenever they may require it, an account of all his transactions as treasurer and of the financial condition of the corporation.

If required by the board of directors, he/she shall give the corporation a bond in such sum and with such surety or sureties as shall be satisfactory to the board of directors for the faithful performance of the duties of his office and for the restoration to the corporation, in cases of his death, resignation, retirement or removal from office, all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the corporation.

Section 8. **Assistant Secretaries and Assistant Treasurers.** The assistant secretaries and assistant treasurers, in general, shall perform such duties as shall be assigned to them by the secretary or treasurer, respectively, or by the president or the board of directors. The assistant treasurers shall, if required by the board of directors, give bonds for the faithful performance of their duties in such sums and with such sureties as shall be satisfactory to the board of directors.

Section 9. **Annual Report.** The president or other executive officer of the corporation shall prepare or cause to be prepared annually a full and correct statement of the affairs of the corporation, including a balance sheet and a statement of the results of operations for the preceding fiscal year, which shall be

submitted at the annual meeting of the members and filed within 20 days thereafter at the principal office of the corporation in the State of Maryland.

Section 10. **Salaries.** The salaries of the officers, if any, shall be fixed from time to time by the board of directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the corporation.

Article IV

Contracts, Loans, Checks and Deposits

Section 1. **Contracts.** The board of directors may authorize any officer or agent to enter into any contract or to 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. **Checks and Drafts.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by the President or Treasurer of the Corporation. The Board of Directors shall by resolution establish a limit on expenditures to be made without special Board authorization.

Section 3. **Deposits.** All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may designate. The moneys of the Corporation shall be deposited in interest or non-interest bearing accounts or savings certificates at such banks or depositories as may from time to time be designated by the board of directors or invested in such bonds, securities or investments as may be authorized by the vote of a majority of the directors attending any meeting at which a quorum of directors is present and shall be subject to check as designated by the board of directors. Such income may be deposited, pending disposition, in such checking accounts as the board of directors may authorize from time to time. Disposition of the principal amount of such deposits or investments may be authorized only by the affirmative vote of the majority of all of the directors. No funds of the corporation may be distributed except for the purposes, and subject to the restrictions, set forth in the charter.

Article V

Fiscal Year

The board of directors shall have the power, from time to time, to fix the fiscal year of the corporation by a duly adopted resolution.

Article VI

Seal

Section 1. **Seal.** The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Incorporated Maryland". The board of directors may authorize one or more duplicate seals and provide for the custody thereof.

Section 2. **Affixing Seal.** Whenever the corporation is required to place its corporate seal to a document, it shall be sufficient to meet the requirements of any law, rule or regulation relating to a corporate seal to place the word "(SEAL)" adjacent to the signature of the person authorized to execute the document on behalf of the corporation.

Article VII
Indemnification

To the maximum extent permitted by Maryland law in effect from time to time, the corporation shall indemnify, and shall pay or reimburse reasonable expenses in advance of final disposition of a proceeding to, (i) any individual who is a present or former director or officer of the corporation or (ii) any individual who serves or has served another corporation, partnership, joint venture, trust, employee benefit plan or any other enterprise as a director or officer of such corporation or as a partner or trustee of such partnership, joint venture, trust or employee benefit plan at the request of the corporation. The corporation may, with the approval of its board of directors, provide such indemnification and advancement of expenses to a person who served a predecessor of the corporation in any of the capacities described in (i) or (ii) above and to any employee or agent of the corporation or a predecessor of the corporation.

Neither the amendment nor repeal of this Section, nor the adoption or amendment of any other provision of the bylaws or charter of the corporation inconsistent with this Section, shall apply to or affect in any respect the applicability of the preceding paragraph with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

Article VIII
Waiver of Notice

Whenever any notice is required to be given pursuant to the charter or bylaws of the corporation or pursuant to applicable law, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Neither business to be transacted at nor the purpose of any meeting need be set forth in the waiver of notice, unless specifically required by statute. The attendance of any person at any meeting shall constitute a waiver of notice of such meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Article IX
Amendment of Bylaws

Section 1. These Bylaws may only be amended at any general meeting of the Corporation with an affirmative vote by two-thirds of the members present, provided that the proposed amendment and notice of the meeting have been published and posted at least two weeks before the meeting.

Section 2. In addition to these Bylaws, the Board of Directors may recommend for approval by a simple majority of the members present at any general meeting those by-laws it deems necessary to the orderly management of the Corporation.

The foregoing are certified as the bylaws of the Corporation adopted by the board of directors on _____, 19____.

Secretary