

BY-LAWS OF
Hawkins County Library System

ARTICLE I - GENERAL PURPOSE

1. The purposes for which Hawkins County Library System (the "Corporation") is formed are: to operate exclusively for charitable, educational, and other purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, by raising funds to provide support for the free access to resources and services to meet changing educational, recreational, and informational needs and interests. Furthermore, the purpose of the Corporation is generally to engage in any other lawful endeavor or activity in furtherance of any of the foregoing purposes.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers or other private individuals or persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for good and services rendered and to make payments in furtherance of the purposes set forth in the preceding paragraph.

Notwithstanding any provisions of the Charter of the Corporation, the Corporation shall not carry on any endeavors or activities not permitted to be carried on by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal revenue Code of 1986, or corresponding section of any future federal tax code.

2. The Corporation shall have the power to borrow money to be used in payment of property bought by and for erecting buildings, making improvements, and for other purposes germane to the objects of its creation and to secure the repayment of the money borrowed by mortgage, pledge or deed of trust, upon such property, real, personal or mixed that may be owned by it; and may in like manner secure by mortgage, pledge, or deed of trust on existing indebtedness which it may have lawfully contracted; and may acquire real and personal property by purchase, gift, devise or bequest; and to issue bonds or notes and to secure same by mortgage of deed of trust on corporate assets; all of which purposes are to be carried out without profit and without shares of stock, but simply to promote the moral, social, and educational welfare of those persons whom it serves, and, the Corporation shall have the power to do everything necessary, suitable and proper for the accomplishment or furtherance of the purposes, objects or powers set forth herein and in general, to carry on any business or activity in connection therewith as to have and exercise all powers permitted under applicable law and generally, to do the things that are incident and necessary thereto.

3. The organization is a non-profit organization and does not pay dividends or interest but functions for the purposes set forth above.

ARTICLE II - OFFICES

1. The principal office shall be in Rogersville, Tennessee.
2. The Corporation may also have offices in such other places as the Board of Directors may from time to time appoint, or the business of the Corporation may require.

ARTICLE III - DIRECTORS

1. The business and affairs of the Corporation shall be managed by a Board of Directors (herein referred to as "Board of Directors", "Board", "Directors" or individually as "Director"), which originally shall consist of not less than seven (7) persons. The number of Directors may be increased from time to time.
2. The composition of the Board shall be comprised of two (2) Directors representing the Town of Rogersville, Church Hill, and Hawkins County (at large), and one (1) Director representing the Town of Surgoinsville.
2. Each Director shall serve the term of three (3) years or until his or her successor shall have been duly elected and qualified. No Director shall serve on the Board of Directors for more than two (2) consecutive terms of three (3) years. There must be a three (3) year break between terms.
3. The Board of Directors may hold its meetings at the office of the Corporation in Rogersville, Tennessee, or at such other place or places, either in the state of Tennessee or elsewhere, as the Board of Directors may from time to time determine.
4. A majority of the Board of Directors at a meeting duly assembled shall be necessary to constitute a quorum for the transaction of business, and the vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law, by the Charter, or these By-Laws.
5. No salary shall be paid the Directors or Officers of the Corporation.
6. From time to time, the Directors may appoint any committee or committees for any purpose or purposes to the extent allowed by the laws and statutes of the State of Tennessee and such committees shall have such powers as shall be specified in their appointment.

ARTICLE IV - POWERS OF DIRECTORS

1. The Board of Directors shall have, in addition to such powers as are hereinafter expressly conferred on it and all such powers as may be conferred on it by law, all such powers as may be exercised by the Corporation, subject to the provisions of the law, the Charter, and these By-Laws.

2. In the event a member of the Board of Directors ceases for any reason to be a member of the Board of Directors, then and in that event the President of the Board of Directors shall call a special meeting for the purpose of replacing that member within ninety (90) days from the date the member ceases to be a member of the Board of Directors, or at the next regular meeting, whichever shall come first.

3. The Directors shall have the general management and control of the business and affairs of the organization and shall exercise all the powers that may be exercised or performed by the organization under the statutes of the State of Tennessee, the Charter, and the By-Laws.

4. No board member may engage in commerce with the library in any such manner that can be construed as a conflict of interest. A conflict of interest is defined as any commercial activity that would enhance the wealth of the Board member by virtue of influence they may have with the library system. Exceptions include sealed bids through the competitive bidding process for procurement purposes for which there is no competition within the service area of the libraries.

ARTICLE VI - MEETINGS OF DIRECTORS

1. After each annual election of Directors, the newly elected Directors may meet for the purpose of organization, the election of the Chairman of the Board of Directors, Officers and the transaction of other business, at such place, day and hour as shall be fixed by the President or the Directors, and, if a majority of the Directors be present at such place, day and hour, no prior notice of such meeting shall be required to be given to the Directors. The Chairman of the Board of Directors shall preside at all meetings of the Board of Directors.

2. Special meetings of the Directors may be called by the President or Chairman of the Board of Directors on five (5) days' notice if in writing or on two (2) days' notice if delivered by facsimile transmission or electronic transmission ("E-mail") to each Director if confirmation of delivery of said notice by said electronic means is received by the person or persons calling such special meeting. The notice shall state the purpose or purposes for which the meeting is called and the place, day and hour where it is to be held. Matters not specified in the notice shall not be taken up at the meeting without approval of all Directors present.

ARTICLE VI - MEETINGS OF DIRECTORS (continued)

3. Special meetings of the Directors may be held at any time on written waiver of notice or by consent of all the Directors.

4. A majority of the Directors shall constitute a quorum, but a smaller number may adjourn from time to time, without further notice, until a quorum is secured.

5. The Directors may take action which they are required or permitted to take without a meeting on written consent, setting forth the action so taken, signed by all of the Directors entitled to vote thereon.

6. Members of the Board of Directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can simultaneously hear each other during the meeting, and the participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

ARTICLE VII - OFFICERS

1. The Officers of the Corporation shall be chosen by the Directors for a term of one (1) year and shall serve until their successors are elected and qualified. The Officers of the Corporation shall consist of a President and a Secretary, and such number of Vice Presidents as the Board may, from time to time, determine and appoint. The Officers need not be Directors.

The Directors may also employ an Executive Director and employ an Administrative Assistant to assist the Executive Director in his or her duties.

2. Any Officer elected or appointed by the Board shall be subject to removal at any time, with or without cause, by the affirmative vote of a majority of the Board of Directors.

ARTICLE VIII - THE PRESIDENT

The President shall be charged with the active management and administration of the business of the corporation, with power to conduct the regular and ordinary business of the Corporation. The President may appoint and discharge agents and employees of the Corporation and fix their compensation subject to the general supervisory powers of the Board of Directors. The President may do and perform such other duties as from time to time may be assigned by the Board of Directors and as may be authorized by law.

ARTICLE IX - VICE PRESIDENTS

The Vice Presidents shall exercise the powers of the President in the absence of the President and shall perform such of the duties and exercise such of the powers as the Board of Directors shall prescribe.

ARTICLE X - SECRETARY

The Secretary shall attend all sessions of the Board and record all votes and the minutes of all proceedings in a book to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Board of Directors and shall perform such other duties as are incident to the office or as may be prescribed by the Board of Directors or the President, under whose supervision the Secretary shall be.

ARTICLE XI - TREASURER

1. The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies 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.

2. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board or by the President, taking proper vouchers for such disbursements, and shall render to the Board or the President, whenever they may require it, an amount of all transactions as Treasurer and of the financial condition of the Corporation, and at the regular annual meeting of the Board, a like for the preceding year.

ARTICLE XII – COMMITTEES

1. Standing committees of the Board shall include the Executive Committee, the Finance Committee, and the Nominating and Development Committee, Committee chairs may also appoint non-Board members to their Committee.

- a. Executive Committee: Consisting of the officers of the Board, the Executive Committee may address certain policy matters, subject to the approval of the Board; may handle policy and other matters in emergencies; and serves as a personnel committee, handling personnel matters confidentially.

ARTICLE XII – COMMITTEES (Continued)

- b. Finance Committee: The Finance Committee matches resources to program needs by assisting the Executive Director in the preparation of the annual budget, review financial statements regularly, reviews annual audits and prepares institutional response to findings and monitors administration of purchasing policy.
- c. Nominating and Development Committee: The nominating and Development Committee annually secures officers for the Board, cultivates new members to ensure a full complement of the membership on the Board, and recommends the at-large position. The nominating report is on the May Agenda, and the elections are voted on in June.

2. The President may appoint special committees for such specific purposes as the business of the Board may require. Any such committee shall be considered to be discharged upon completion of the purpose for which it was appointed and after the final report is made to the Board.

ARTICLE XIII - FISCAL YEAR

The initial fiscal year of the Corporation shall be the calendar year. The Board of Directors of the Corporation shall have authority from time to time to determine whether the Corporation shall operate upon a calendar year basis or upon a fiscal year basis; and if the latter, said Board shall have power to determine when the said fiscal year shall begin and end.

ARTICLE XIV - NOTICES

1. Whenever under the provisions of these By-Laws notice is required to be given to any Director or Officer, it may be given in writing by depositing the same in the United States Mail, addressed to such Director or Officer at such address as appears on the books of the Corporation; and such notice shall be deemed to be given at the time when the same shall be thus deposited. Notice may also be given by overnight courier to the address as it appears in the records of the Corporation and by facsimile transmission or electronic transmission (“E-mail”) to each Director or Officer if confirmation of delivery of said notice by said electronic means is received by the person or persons required to send such notice.

2. Any Director or Officer may waive any notice or any meeting required to be given under these By-Laws before, at, or after the meeting.

ARTICLE XV - AMENDMENTS

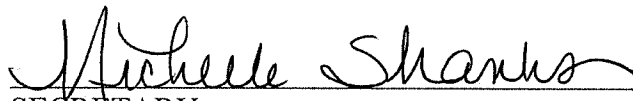
1. Any of the By-Laws may be amended by the majority vote of the Directors at any annual meeting or at any special meeting called for that purpose.
2. The Board of Directors may adopt additional By-Laws in harmony herewith.

ARTICLE XVI - INDEMNIFICATION

To the extent allowed by the laws of the State of Tennessee, no Director, Officer, or former Director, Officer or employee of the Corporation (or his or her estate, heirs and personal representatives) shall be liable to the Corporation for monetary damages for breach of fiduciary duty as a Director or Officer of the Corporation. Any liability of a Director (or his or her estate, heirs and personal representatives) shall be further eliminated or limited to the fullest extent allowed by the Charter of the Corporation and by the laws of the State of Tennessee, as may hereafter be adopted or amended.

With respect to claims or liabilities arising out of service as a Director or Officer of the Corporation, the Corporation shall indemnify and advance expenses to each Director or Officer (and his or her estate, heirs, and personal representatives) to the fullest extent allowed by the Charter of the Corporation and by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended.

Approved by meeting of the Directors this 9th day of December 2024.



SECRETARY