

**BYLAWS OF THE  
GREATER ROCHESTER TEEN BOOK FESTIVAL**

**ARTICLE I – THE CORPORATION**

**Section 1. Name.**

The name of the corporation is **GREATER ROCHESTER TEEN BOOK FESTIVAL, INC.**

**Section 2. Offices.**

The principal office of the corporation shall be in the County of Monroe, State of New York. The Corporation may also have offices at such other places within the State of New York as its Board of Directors may from time to time determine or the business of the Corporation may require.

**Section 3. Purposes.**

The Corporation shall have the purposes set forth in its Certification of Incorporation, as restated and amended from time to time.

**ARTICLE II – BOARD OF DIRECTORS**

**Section 1. No Members.**

Pursuant to Section 601 of the New York Not-for-Profit Corporation Law, the Corporation shall have no members.

**Section 2. Authority of the Board.**

All affairs, property, business and policies of the Corporation shall be under the charge, control and direction of the Board of Directors.

**Section 3. Number of Directors.**

The Board shall consist of not less than three (3) and not more than fifteen (15) directors. Within such limits, the number of directors shall be determined from time to time by the Board, provided that no decrease in the number of directors shall shorten the term of any incumbent director. The President shall serve as an ex-officio member of the Board and shall be entitled to vote on all matters coming before the Board.

**Section 4. Election and Term of Directors.**

- (a) The Board shall initially consist of the directors names in the Certificate of Incorporation of the Corporation.
- (b) Directors shall hold office for a minimum period of three (3) years with the option terms should it be determined that continuity in office is prudent for the business of

the corporation or so that not all officers are rolling off at the same time. The terms of each office shall expire on alternating years so that not all officers are being elected in any one year. Except for the President, who shall serve ex-officio, new directors shall be elected by the existing continuing Directors at the annual meeting of the corporation.

- (c) In the event that the number of directors is increased, or if vacancies are created, new directors may be elected to serve until the next annual meeting of the Board or until their successors have been elected and qualified.

### **Section 5. Annual Meeting of the Board.**

The Board of Directors shall hold an annual meeting each year at a convenient time and location designated by the Board and not later than six months after the end of the Corporation's prior fiscal year. Written notice of the annual meeting shall be sent to each member of the Board at least one (1) week in advance of the meeting. At the annual meeting, officers shall be elected and the Board may transact such other business as may properly come before the meeting.

### **Section 6. Annual Report.**

At the annual meeting of the Board, the President and the Treasurer shall present an annual report showing in appropriate detail the following information:

- (a) the financial condition of the Corporation for the fiscal year immediately preceding the date of the report showing the assets and liabilities, principal changes in assets and liabilities, revenue, receipts, expenses and disbursements of the Corporation; and
- (b) a summary of the activities of the Corporation during the preceding year.

The annual report shall be filed with the minutes of the annual meeting.

### **Section 7. Regular Meetings of the Board.**

Regular meetings of the Board of Directors will be held not less than twice a fiscal year at such times and locations as may be determined by the Board. Notice of each meeting shall be given at least two (2) days before each meeting to the directors in person, in writing, by telephone or by electronic mail as the President may determine.

### **Section 8. Special Meetings of the Board.**

Special meetings may be called at any time by the President, and shall be called by the President or the Secretary within five (5) days of receipt of a written request from any three (3) members of the Board. Notice of each special meeting shall be given at least two (2) days before the date of such special meeting to each member of the Board in person, by telephone, by mail or by electronic mail. The notice shall state the business for which the special meeting has been called, and that no business other than that stated in the notice shall be transacted at the special meeting.

### **Section 9. Waiver of Notice.**

Notice of any meeting of the Board need not be given to any Director who submits a waiver of notice either before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement the lack of notice.

### **Section 10. Place of Board Meetings.**

The Board may hold its meetings at the office of the Corporation or at such other places within the State of New York as it may from time to time determine.

### **Section 11. Quorum of Directors.**

- (a) The presence in person of one-half of the entire Board shall be necessary to constitute a quorum at all meetings of the Board for the transaction of business.
- (b) A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Formal notice of the adjournment need to be given to Directors who were absent at the time of the adjournment.

### **Section 12. Action by the Board.**

- (a) Each Director shall be entitled to one (1) vote on each matter properly submitted to the Directors for action at any meeting of the Board. Unless otherwise required by law or provided in these Bylaws, the vote of a majority of Directors present at the time of the vote at a duly convened meeting shall be the act of the Board.
- (b) Any action required or permitted to be taken by the Board or any committee thereof may be taken without a meeting if all members of the Board or the committee thereof consent in writing to the adoption of a resolution authorizing the action. This action can also be by means of electronic mail. The resolution and written consent thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee. (*Amended: August 14, 2012*)
- (c) Any one (1) or more members of the Board, or of any committee thereof, may participate in a meeting of such Board or committee by means of a conference telephone or similar equipment that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such at meeting.

### **Section 13. Minutes.**

The Secretary or his/her designee shall maintain complete and accurate minutes of each Board meeting and shall retain each unanimous written consent executed by Directors. Said minutes and written consents shall be maintained in the permanent records of the Corporation.

## **Section 14. Newly Created Directorships and Vacancies.**

Newly created directorships resulting from an increase in the number of Directors or for any other reason shall be filled by a majority vote of the Board of Directors at the annual or a regular meeting of the Board, or at a special meeting called for that purpose. A director elected to fill a vacancy caused by resignation, death, disability or removal shall be elected to hold office until the next annual meeting, and such partial term shall not be counted as a full elected term for determining the number of successive terms the director may serve.

## **Section 15. Removal.**

Following an opportunity to be heard, a Director may be removed from office for conduct detrimental to the interests of the Corporation at any time by a two-thirds (2/3) vote of the Board.

## **Section 16. Resignation.**

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

## **Section 17. Attendance at Meetings.**

Attendance at each meeting of the Board shall be recorded by the Secretary in the minutes thereof. Absence from a meeting may be excused for good cause shown.

## **Section 18. Compensation.**

No Director or the Corporation shall receive, directly or indirectly, any salary, compensation or emolument from the Corporation in his/her role as Director. Directors shall not be reimbursed for expenses incurred in the performance of duties to the Corporation without prior approval of the Board. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

## **Section 19. Property Rights of Directors.**

No Director of the Corporation shall have any rights or interests in or to the property or assets of the Corporation. In the event that the Corporation is liquidated or dissolved or ceases to actively carry on its business, all of the remaining property and assets of the Corporation after necessary expenses thereof shall be distributed to such organizations as shall qualify under Section 501 (c) 3 of the Internal Revenue Code of 1986, as amended, subject to an order of a Justice of the Supreme Court of the State of New York.

# **ARTICLE III – OFFICERS**

## **Section I. Designation and Election of Officers.**

The officers of the Corporation, who may be selected from among the Board, and shall consist of a President, a Treasurer, and a Secretary and such other officers as the Board may authorize. Except when an officer resigns, is removed or becomes disabled, officers shall hold office for a period of two years and until their successors shall have been duly elected and qualified. If it is felt that continuity of the position is needed, officers can be re-elected to serve additional terms with the majority of votes by the Board. The President, Treasurer, and Secretary shall be elected by the Board at its annual meeting. Officers may be removed by a majority of the entire Board at any time, with or without cause. Any vacancy occurring in such offices may be filled by the Board of Directors at any meeting. Except for the offices of President and Secretary, any two or more offices may be held by the same person.

### **Section 2. President.**

The President shall preside at all meetings of the Board of Directors, and shall appoint committee chairs and members. The Chair shall also perform such duties as may be assigned to him/her from time to time by the Board.

### **Section 3. Treasurer.**

The Treasurer shall maintain complete and accurate records of the financial transactions of the Corporation and shall present to the Board, at the regular meetings of the Board or whenever the Board requires it, reports of the financial transactions and condition of the Corporation and perform such other acts as are incidental to the office or are directed by the Board or the Chair.

### **Section 4. Secretary.**

The Secretary shall be responsible for supervising the reporting of complete and accurate minutes of all meetings of the Board and the members and all unanimous written consents executed by the Board and performing such other duties as pertain to the office or as may be prescribed by the Board or the Chair.

## **ARTICLE IV COMMITTEES OF THE BOARD OF DIRECTORS AND CORPORATION**

### **Section 1. Appointment of Committees.**

Committees of the Board and the Corporation shall include such standing committees and special committees as the Board may designate. Except as otherwise stated in these bylaws, the chairs and all members of these committees shall be appointed by the President following the annual meeting of the Corporation, subject to approval by the Board. Committees may include person who are not members of the Board.

### **Section 2. Committee Meetings.**

At all committee meetings, a quorum shall be equal to a majority of the members of the committee. A vote by a majority of the members present at a duly organized committee meeting shall constitute the action of the committee. A committee may act by unanimous written consent

in lieu of a majority vote at a duly convened meeting. Each committee shall submit minutes of its meeting to the Secretary of the Corporation. Committees shall meet at the frequency determined by the Board.

## **ARTICLE V INDEMNIFICATION AND INSURANCE**

### **Section 1. Indemnification.**

The Corporation may indemnify, including advancement of expenses in defending litigation, its directors and officers to the fullest extent authorized and permitted by law and as set forth in: (1) the Certification of Incorporation of the Corporation; (2) these Bylaws; (3) a resolution of members or of directors; (4) an agreement providing for such indemnification. The Corporation's members and directors are hereby authorized to adopt such resolutions and the Corporation is further authorized to indemnify its employees and other personnel to the fullest extent permitted by law.

### **Section 2. Insurance.**

The Corporation may purchase directors and officer's liability insurance if authorized and approved by the Board of Directors.

## **ARTICLE VI – FISCAL YEAR**

The fiscal year of the Corporation shall begin on the 1<sup>st</sup> day of July and end on the 30<sup>th</sup> day of June of each year.

## **ARTICLE VII – CORPORATE SEAL**

The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization, and the words "Corporate Seal, New York". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. However, nothing herein shall be deemed to require that the Corporation have a corporate seal.

## **ARTICLE VIII – BYLAWS CHANGES**

These bylaws may be amended, repealed or adopted by a majority of the entire Board of the Directors, at any regular or special meeting of the Board.