

Digital Public Library of America, Inc.
(a Delaware Nonstock Corporation)
By-Laws

ARTICLE I – Offices; Seal; Purpose

1. Offices. The principal office of the Corporation and such other offices as it may establish from time to time shall be located at such place or places, either within or without the State of Delaware, as may be designated from time to time by the Board of Directors or by the officers pursuant to authority from the Board of Directors.
2. Seal. The seal of the Corporation, if any, shall be in such form as the Board of Directors shall prescribe.
3. Purposes. The Corporation is a corporation organized under the laws of the State of Delaware for the purposes enumerated in its Certificate of Incorporation, as they may be amended from time to time.

ARTICLE II – Directors

1. Powers. The affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors shall possess, and may exercise, any and all powers granted to the Corporation by law, the Certificate of Incorporation, and these Bylaws.
2. Number. The number of directors constituting the entire Board shall be established from time to time by the Board of Directors and shall be a minimum of three (3) but not more than eleven (11).¹ The minimum and maximum numbers of directors constituting the entire Board of Directors may be increased or decreased by amendment of these Bylaws provided that no such amendment may reduce the total number of directors to less than one (1), and no reduction in the number of directors shall have the effect of shortening the term of any director in office at the time such amendment becomes effective.
3. Qualifications. Directors need not be residents of the State of Delaware.
4. Election. Directors shall be elected by a majority vote of directors then in office.
5. Tenure. Subject to the remainder of this paragraph, a director shall serve

¹ Amendment to the maximum number of Board members was voted into effect on September 15, 2014.

from the date of his or her election for a term of three (3) years and until his or her successor is elected and qualified. A director shall not serve for more than two full consecutive three-year terms. The term of office of any individual director shall terminate upon the effective date of his or her resignation, upon his or her death, or upon his or her removal from office.

6. Resignation. Any director may resign at any time by giving written or electronic notice of his or her resignation to the Chairperson of the Board of Directors or the Secretary. Unless otherwise specified in such notice, the resignation shall be effective upon delivery and no acceptance of such resignation shall be necessary to make it effective.

7. Removal. Any director may be removed from office, with or without cause, at a meeting of the Board of Directors called for the purpose of removing such director. The meeting notice shall state that the purpose, or one of the purposes, of the meeting is the removal of such director. Such director may be removed from the Board by the majority vote of the other directors then in office.

8. Vacancies. Any vacancy in the Board of Directors, including a vacancy created by an increase in the number of directors, shall be filled by majority vote of the directors then in office. A director so elected shall serve for a term of three (3) years and until his or her successor is elected and qualified.

9. Chairperson. The Board of Directors shall appoint from among its members a Chairperson, who shall preside at meetings of the Board of Directors and shall have such powers and perform such duties as shall be defined by the Board of Directors.

10. Reimbursement. Members of the Board of Directors and Advisory Committees thereof, as specified in Article IV below, shall receive no compensation for their services, but, by resolution of the Board of Directors, may be reimbursed for reasonable expenses paid while acting on behalf of the Corporation. Nothing herein shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefore as authorized by the Board of Directors.

ARTICLE III – Meetings of Directors

1. Place of Meetings. The Board of Directors may hold meetings, annual, regular, or special at any place either within or without the State of Delaware.

2. Annual Meeting. The Board of Directors shall hold a regular annual meeting at a time and place set by the Board of Directors. Notice of such meeting shall be given

to each director at least ten (10) days prior to the date of the meeting unless the Board, by resolution, otherwise provides.

3. Regular Meetings. Additional regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined from time to time by the Board of Directors; provided that any director who is absent when such a determination is made shall be given notice of the determination.

4. Special Meetings. Special meetings of the Board of Directors may be held at any time and place designated in a call by the Chairperson of the Board, the Chief Executive Officer, two (2) or more directors, or by one (1) director in the event that there is only a single director in office.

5. Notice of Special Meetings. Notice of the date, place (if any), and time of any special meeting of directors shall be given to each director by the Secretary or by the officer or one of the directors calling the meeting. Notice shall be duly given to each director (a) in person or by telephone at least twenty-four (24) hours in advance of the meeting, (b) by sending written notice by reputable overnight courier, telecopy, facsimile or electronic transmission, or delivering written notice by hand, to such director's last known business, home or electronic transmission address at least forty-eight (48) hours in advance of the meeting, or (c) by sending written notice by first-class mail to such director's last known business or home address at least seventy-two (72) hours in advance of the meeting. A notice or waiver of notice of a meeting of the Board of Directors need not specify the purposes of the meeting.

6. Quorum; Vote. At all meetings of the Board of Directors, the presence of a majority of the number of directors fixed pursuant to these Bylaws shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a meeting of the Board of Directors duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number is required by law or by the Certificate of Incorporation. If a quorum is found to exist at a meeting, it shall be deemed to exist until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum.

7. Adjournment. Whether or not a quorum is present, a majority of directors present at a meeting of the Board of Directors may adjourn the meeting to another place, date, or time. When a meeting is adjourned to another place, date, or time, and the place, date, and time of the adjourned meeting are announced at the meeting at which adjournment is taken, written notice need not be given of the adjourned meeting unless the date thereof is more than thirty (30) days after the date for which the meeting was originally noticed. At any such adjourned meeting at which a quorum is present,

any business may be transacted that might have been transacted at the meeting as originally noticed.

8. Action By Consent. Any action required or permitted to be taken at a meeting of the Board of Directors or of any committee may be taken without a meeting if written consents or electronic transmissions setting forth the action taken are signed by all of the members of the Board of Directors or of such committee, as the case may be. Such consents (which may be in one instrument or several instruments) shall be filed with the minutes of the proceedings of the Board of Directors or of the committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

9. Meetings by Telephone. The members of the Board of Directors or of any committee may participate in a meeting by means of a conference telephone or similar communications equipment by which all directors participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at such meeting.

ARTICLE IV – Committees

1. Committees of the Board. The Board of Directors may, by resolution passed by a majority of all directors in office, establish such committees, including, without limitation, an Executive Committee, as it deems necessary or proper. Each committee must be composed of at least one (1) member of the Board of Directors. The Board of Directors may designate any director(s) as an alternate member(s) of any committee to replace any absent or disqualified member(s) at any meeting of such committee. The Board of Directors may make such provisions for appointment of the chairpersons of such committees, establish such procedures to govern the committees' activities, and delegate to the committees such authority as may be necessary or desirable for the efficient management of the property, affairs, business, and activities of the Corporation. However, the Board of Directors shall not delegate to any committee the power or authority to (1) amend, adopt, or repeal the Certificate of Incorporation or these Bylaws; (2) adopt or approve a plan of merger or consolidation; (3) authorize the voluntary dissolution of the Corporation; (4) elect, appoint, or remove any director or officer; or (5) amend or repeal any resolution of the Board of Directors which by its terms is not amendable or repealable. Unless otherwise specified in the resolution establishing a committee, a committee's authority shall continue until terminated by the Board of Directors.

2. Advisory Committees. Other committees not having and exercising the authority of the Board of Directors may be constituted and members thereof appointed

by a resolution adopted by a majority of the directors present at a meeting of the Board of Directors at which a quorum is present.

3. Records. Minutes shall be kept of each meeting of each committee. Copies of the minutes of each such meeting shall be filed with the corporate records in paper or electronic form and supplied to each member of the Board of Directors.
4. Committee Meetings. Meetings of any committee shall, to the extent not otherwise specified in resolutions of the Board of Directors, be conducted in accordance with the foregoing provisions of these Bylaws.

ARTICLE V – Notice

1. Form; Delivery. Whenever, under the provisions of law, the Certificate of Incorporation, or these Bylaws, notice is required or permitted to be given to any director or other person, such notice may be given in writing, by mail, addressed to such person at his or her post office address as it appears on the current records of the Corporation. Such notice shall be deemed to be given at the time it is deposited, with postage prepaid thereon, in the United States mail. Notice may also be communicated orally in person or by telephone; or given by telegraph, teletype, other form of wire or wireless communication, or private carrier, except as otherwise provided by law, the Certificate of Incorporation, or these Bylaws.
2. Waiver. Whenever any notice is required or permitted to be given under the provisions of law, the Certificate of Incorporation, or these Bylaws, a written waiver thereof, signed by the person entitled to such notice and delivered to the Secretary for inclusion with the records of the meeting, whether before or after the time stated therein, shall be deemed to be the equivalent of such notice. In addition, any director who attends a meeting of the Board of Directors, or any member of a committee who attends a committee meeting, shall be conclusively deemed to have waived notice of such meeting, unless he or she objects at the beginning of the meeting or promptly upon his or her arrival to the lack of such notice and does not thereafter vote for or assent to action taken at the meeting.

ARTICLE VI – Officers

1. Officers. The officers of the Corporation shall be a Chairperson, a Secretary, a Treasurer, and such other officers as the Board of Directors may determine are necessary or desirable. Any two or more offices may be held by the same person.
2. Agents and Employees. The Board may appoint agents and employees who

shall have such authority and perform such duties as may be prescribed by the Board of Directors. The Board of Directors may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

3. Election. The officers shall be elected by the Board of Directors.
4. Tenure. An officer shall serve from the date of his or her election until his or her successor has been elected and qualified or until his or her death, resignation, or removal from office with or without cause by the Board of Directors. Any officer may be removed by the Board of Directors with or without cause at any time.
5. Resignation. An officer may resign at any time by giving written notice of his or her resignation to the Chairperson of the Board of Directors or the Secretary. Unless otherwise specified in such notice, the resignation shall be effective upon delivery.
6. Vacancies. The Board may, by resolution, appoint a successor to fill any vacancy resulting from any death, resignation or removal. An officer appointed to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office, and until his or her successor is elected and qualified.
7. Compensation of Officers, Agents and Employees. The Corporation may award compensation in reasonable amounts to officers of the Corporation for services rendered to the Corporation, such amounts to be fixed by the Board.

The Corporation may award compensation in reasonable amounts to agents and employees of the Corporation for services rendered to the Corporation, such amounts to be fixed by the Board, or, if the Board of Directors delegates power to any officer or officers, then by such officer or officers.

8. Powers and Duties. Except as otherwise provided by the Board of Directors, the officers shall have such powers and perform such duties as typically pertain to their offices, as well as such additional powers and duties as are prescribed from time to time by the Board or (in the case of officers other than the Chairperson) by the Chairperson, and that are not inconsistent with law, the Certificate of Incorporation, or these Bylaws.

ARTICLE VII – Fiscal Administration; Books and Records

1. Documents. All disbursements of monies or incurrence of debts on behalf of the Corporation may be undertaken by such officer(s) or agent(s) of the Corporation,

and in such manner, as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board of Directors.

2. Deposits and Accounts. All funds of the Corporation not otherwise employed shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board of Directors may select, or as may be selected by any officer(s) or agent(s) of the Corporation to whom such power may from time to time be delegated by the Board of Directors. For the purpose of deposit and for the purpose of collection for the account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by such officer(s) or agent(s) of the Corporation as shall be determined by the Board of Directors.

3. Corporate Books and Records. The Corporation shall keep at its principal place of business (a) the original or a duplicate record of the proceedings of the Board of Directors and committees, (b) the original or a copy of the Certificate of Incorporation and these Bylaws, including all amendments thereof to date, certified by the Secretary, (c) appropriate, correct, and complete books and records of account, and (d) a current list of the members of the Board and officers of the Corporation along with their residential addresses. Any of the books, minutes and records of the Corporation may be in written form or in any other form capable of being converted into written form within a reasonable time.

ARTICLE VIII – Accounting Period

The annual accounting period of the Corporation shall be the calendar year or such other period as may be fixed by the Board of Directors.

ARTICLE IX – Amendments

1. Bylaws. These Bylaws may be amended by the affirmative vote of a majority of the directors present at a meeting of the Board of Directors at which a quorum is present.

2. Certificate of Incorporation. The Certificate of Incorporation may be amended by the directors if (1) the Board adopts a resolution setting forth the proposed amendment and declaring its advisability, and (2) at a subsequent meeting of the Board held, on notice stating the purpose thereof, not earlier than ten (10) and not later than sixty (60) days after adoption of the resolution, a majority of all directors in office votes

in favor of such amendment.

ARTICLE X – General Provisions

1. Gender. The personal pronoun “he” or possessive pronoun “his,” when appropriate, shall be construed to mean “she” or “her”.
2. Certificate of Incorporation. All references in these By-Laws to the Certificate of Incorporation shall be deemed to refer to the Certificate of Incorporation of the Corporation, as amended and in effect from time to time.

Last amended: October 28, 2015