

# BYLAWS OF THE BURROUGHS BIBLIOPHILES, INC.

## ARTICLE I

### NAME, LOCATION, AND PURPOSES

Section 1. NAME: This Corporation shall be known as THE BURROUGHS BIBLIOPHILES, INC., and is organized on a non-stock, nonprofit basis under the laws of the Commonwealth of Kentucky.

Section 2. LOCATION: The Corporation shall have and continuously maintain in the Commonwealth of Kentucky a Registered Agent whose office is identical with the Registered Office as required by law. The Registered Office may be, but need not be, identical with the principal office of the Corporation. The address of the Registered Office and Registered Agent may be changed from time to time by the Board of Directors.

Section 3. PURPOSE: The purposes for which this Corporation is formed and the powers which it may exercise are set forth in the ARTICLES OF INCORPORATION duly filed with the Secretary of State and with the Clerk of Jefferson County, Kentucky.

## ARTICLE II

### BOARD OF DIRECTORS

Section 1. The CONTROL and MANAGEMENT of the affairs of this Corporation and the distribution and use of its assets shall be vested in a Board of Directors of not fewer than three (3) or more than nine (9) individuals. The initial Board will consist of the three (3) Directors named in the Articles of Incorporation.

Section 2. The term of each Director shall be for three (3) years, or until the election of his or her successor. Directors may be reelected to serve additional terms. Election is by a MAJORITY VOTE of the Board of Directors who are in attendance and voting. A QUORUM for the transaction of business at any meeting of the Board of Directors shall consist of a majority of the Directors then in office. MAJORITY VOTE is defined as any number over one half of the votes cast by the members of the Board of Directors comprising a QUORUM at a duly called meeting and voting. Abstentions do not count in tallying the vote negatively or positively; when members abstain, they are in effect attending only to contribute to a QUORUM. The term of the Chairman and Vice-Chairman, both of whom must be members of the Board of Directors, shall be for one (1) year and both shall stand for re-election annually, or a successor shall stand for election in his or her place and be elected by MAJORITY VOTE of the Board of Directors.

Section 3. QUALIFICATION OF DIRECTORS: Each candidate for the Board of Directors shall be a member in good standing of The Burroughs Bibliophiles for at least twelve (12) months prior to election.

Section 4. The Board of Directors shall have the right to increase or decrease, within the limits

set forth above, its number of Directors. If increased, the then existing Board of Directors shall elect the additional Directors by a MAJORITY VOTE of the Board at a properly called annual meeting, and such additional Directors shall serve three years until the next Board election, or until their successors are elected. The Board may terminate a Director's tenure for conduct deemed detrimental to The Burroughs Bibliophiles. A TWO-THIRDS (2/3) MAJORITY VOTE of the Board members currently serving is required for the removal of any Director.

Section 5. Any vacancy occurring on the Board of Directors shall be filled by a MAJORITY VOTE. The Director elected to fill such vacancy shall serve for the remainder of his or her predecessor's term, or until a successor is elected. Notice of such vacancy being filled by the Board shall be published in the next issue of THE GRIDLEY WAVE.

Section 6. An annual meeting of the Board of Directors shall be held in conjunction with The Burroughs Bibliophiles' annual meeting of each calendar year or at such time and place as determined by a MAJORITY VOTE. The annual meeting and additional (termed special) Board meetings, if necessary, can be conducted in person, electronically, or by telephone. The Secretary shall give thirty (30) days written notice to the general membership, physical or electronic, of the annual meeting of the Board of Directors, which shall include the date, location, time, and such other information as shall be designated by the Chairman of the Board of Directors. Attendance by members of the Board of Directors at the annual meeting may be physical, telephonic, or electronic.

Section 7. Special meetings of the Board of Directors shall be held at the principal office of the Corporation or at such other place, either within or without the State of Kentucky, whenever called by the Chairman or by a majority of the Board. Notice of special meetings of the Board of Directors shall be given to each Director, orally or written, physical or electronic, at least fifteen (15) days before the time fixed for the meeting, and such notice shall advise each Director as to the time, place, and general purpose of the meeting. Attendance by members of the Board of Directors at special meetings may be physical, telephonic, or electronic.

Section 8. As defined in Article II, Section 2, a QUORUM for the transaction of business at any meeting of the Board of Directors shall consist of a majority of the Directors then in office. A MAJORITY VOTE at a duly called meeting at which a QUORUM is present shall be sufficient for the transaction of any and all business, except for the removal of a Director or Officer and an amendment to these Bylaws, and as it is hereinafter provided.

Section 9. Directors shall receive no compensation for their services to the Corporation in their capacity as Directors, but may be entitled to reimbursement for reasonable expenses incurred on behalf of the Corporation. The Editor of THE BURROUGHS BULLETIN and THE GRIDLEY WAVE, HOUSE OF GREYSTOKE publications, or other special projects may receive remuneration for their services in those capacities in whatever amounts the Board of Directors may from time to time determine, whether or not such parties are also Officers or are otherwise members of the Board of Directors of the Bibliophiles.

### ARTICLE III OFFICERS

Section 1. The Officers of the Corporation shall consist of a Chairman, Vice-Chairman, a Secretary, a Treasurer, an Assistant Treasurer, and such other Officers as may be determined by the Board of Directors. The Office of President has been retired in memory of and in honor of Clarence “Bob” Hyde, who had been President in perpetuity.

Section 2. Any person, provided s/he is a member in good standing of The Burroughs Bibliophiles for at least twelve (12) months prior to election, may serve as an Officer of this Corporation, provided that the Chairman and Vice-Chairman must be members of the Board of Directors.

Section 3. The Officers of the Corporation shall be elected by the Board of Directors at the annual meeting of The Burroughs Bibliophiles. The same person may hold any two or more offices. The term of each Officer, except for the Chairman and Vice-Chairman, as stipulated in Article II, Section 2, shall be for a term of three (3) years, or until the election of his or her successor.

Section 4. Any Officer elected by the Board of Directors may be removed by a TWO-THIRDS (2/3) MAJORITY VOTE of the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served thereby.

Section 5. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired term prior to the next annual meeting. In the event of the death, voluntary retirement, or removal of the EDITOR for conduct deemed detrimental to The Burroughs Bibliophiles, the Chairman shall, within a period of no less than six (6) weeks and no more than ten (10) weeks, call a special meeting of the Board of Directors to elect his or her successor in order to ensure the uninterrupted continuation of all publications, and Corporation business. A TWO-THIRDS (2/3) MAJORITY VOTE of the Board members currently serving is required for the removal of the EDITOR.

Section 6. The Chairman shall be the Chief Executive Officer of the Corporation and shall supervise and control all of the business and affairs of the Corporation. S/he shall preside at all meetings of the Board of Directors. S/he may sign, with the Secretary or any other proper Officer of the Corporation authorized by the Board of Directors, any contracts or other instruments which the Board of Directors has authorized to be executed. The Chairman and Vice-Chairman should provide leadership to ensure that the Board’s actions support and promote the mission of The Burroughs Bibliophiles.

Section 7. In the absence of the Chairman or in the event of his or her inability or refusal to act, the Vice-Chairman, or the most senior Officer in the order of their election, shall perform the duties of the Chairman, and, when so acting, shall have all of the powers of, and be subject to, all restrictions upon the Chairman. Any Officer shall perform such other duties as may from time to time be assigned by the Chairman or by the Board of Directors.

Section 8. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipt for monies due and payable to the Corporation from any source whatsoever, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected and so designated by the Board of Directors. The Treasurer shall perform all duties normally incident to such office and such other duties as, may, from time to time, be assigned by the Chairman or by the Board of Directors. Additionally, the Treasurer shall have on-hand at the annual meeting a roster of members in good standing to check status of any person nominated to serve as a Director or Officer, and shall provide the Chairman with the roster no earlier than thirty (30) days before the annual meeting. The Treasurer shall prepare and present appropriate financial reports at the annual meeting, including but not limited to, a balance sheet, a statement of retained earnings, and a proposed budget for the upcoming year. The financial report must be approved by a MAJORITY VOTE, as defined in Article II Section 2 herein, at an annual meeting of the Board. As a minimum, the Chairman, Treasurer, Assistant Treasurer, and Secretary shall be authorized signers for all such accounts.

Section 9. The Secretary of the Corporation shall have charge and custody of the corporate records, including all records and minutes of all official meetings. The Secretary shall maintain a complete record of the physical mailing and e-mail addresses of all members of the Board of Directors, all Officers, and, in general, perform all duties incident to the office of Secretary and such other duties as may be reasonably assigned from time to time by the Chairman or the Board of Directors. The Secretary shall be responsible for giving notice of all meetings of the Board of Directors and all meetings of the membership.

#### ARTICLE IV COMMITTEES

Section 1. The Board of Directors may, by a MAJORITY VOTE, designate an Executive Committee consisting of two (2) or more Board members and may delegate to such committee the powers and authority of the Board in the management of the business and affairs of the Corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

Section 2. The Chairman, with the approval by MAJORITY VOTE of the Board of Directors, may appoint committees of members of The Burroughs Bibliophiles in good standing of such size as may be necessary to carry out the activities and effect the objects and purposes of the Corporation. Such committees shall perform such duties and activities as the Chairman and the Board of Directors may direct. These committees shall consist of persons in good standing who may or may not be members of the Board and shall act in an advisory capacity to the Board. Appointments to such committees shall be for time periods as determined by the Board of Directors and individuals may be appointed multiple times.

## ARTICLE V AWARDS

The Corporation, with the approval of the Board of Directors, may present honorary awards on an annual basis to individuals and organizations who have made significant contributions to the objectives of the Corporation. The Board will approve guidelines for administration of the awards program, and the Secretary will maintain records of awardees.

## ARTICLE VI REGIONAL CHAPTERS

Section 1. Upon proper application and approval by a MAJORITY VOTE of the Board of Directors, any regional group may organize a Chapter of its own whose purpose shall be to pursue the objectives of THE BURROUGHS BIBLIOPHILES to the maximum extent by encouraging and enlarging memberships, by participation in, and hosting of, national meetings, and by development of programs which contribute to the research and knowledge of Edgar Rice Burroughs, his works, and his legacy.

Section 2. All Chapters must adhere to the laws and restrictions that govern the actions of THE BURROUGHS BIBLIOPHILES. Failure to do so can result in the revocation of their Chapter status. THE BURROUGHS BIBLIOPHILES will not be held responsible for any legal actions arising from the activities of the individual Chapters.

Section 3. An informal annual report shall be submitted to the Secretary by each Regional Chapter, such report to be available for review at the annual meeting of the Board of Directors.

## ARTICLE VII INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. The Board of Directors, by a MAJORITY VOTE, may require any Officer or employee to give bond for the faithful discharge of their respective duties in such sum, and with such corporate surety, as the Board shall determine. The cost of such bond with surety shall be paid by the Corporation.

Section 2. The Corporation shall indemnify any Director or Officer who was, or is, a party to any threatened, pending, or completed action, suit or proceeding, whether criminal, administrative, or investigative, by reason of the fact that s/he is, or was, a Director or Officer of the Corporation, against expenses including professional fees, fines, or any amounts paid in settlements or reasonably incurred in the connection with such action, suit, or proceeding if s/he acted in good faith, and in a manner s/he 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 to have been unlawful. Any such indemnification shall be made by the Corporation only as authorized in the specific case under determination; that indemnification of the Director or Officer is proper under the circumstances because s/he met the applicable standards of conduct set forth above. Such determination shall be made by MAJORITY VOTE

of the members of the Board of Directors who were, or are not, parties to such action, suit, or proceeding. The Corporation may purchase insurance to fund these obligations for indemnification.

## ARTICLE VIII DISSOLUTION OF THE CORPORATION

Upon dissolution of the Corporation, in accordance with the provisions of the Kentucky Revised Statutes, the assets remaining after payment of all obligations of the Corporation shall be distributed to an organization then holding a tax-exempt status under the provisions of Section 501(c)(3) of the Internal Revenue Code. The Board of Directors, by a MAJORITY VOTE of the then current members of the Board of Directors, shall select one or more qualifying organizations to be the recipient of corporate assets only after receiving written verification of the required tax-exempt status. Qualifying organizations shall be submitted to the Board of Directors for consideration. Final dissolution of the Corporation shall not be concluded until all assets have been so distributed.

## ARTICLE IX NOTICE OF WAIVERS

Section 1: The membership shall be notified of special meetings of the Board of Directors by electronic means, including but not limited to, THE GRIDLEY WAVE. Notifications shall be fifteen (15) days prior to the date of a special meeting and thirty (30) days prior to the date of the annual meeting.

Section 2. Whenever any notice of a meeting is required to be given to any Director of this Corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of the Commonwealth of Kentucky, a waiver of notice in writing signed by the Director, whether before or at the meeting, shall be equivalent to the giving of such notice.

Section 3. The rules contained in the current edition of The New Robert's Rules of Order shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with the provisions of these Bylaws.

## ARTICLE X AMENDMENTS

The Board of Directors shall have the power to alter or amend the Bylaws of the Corporation provided a written copy of any such proposed change is provided to each Director at least thirty (30) days prior to a duly called meeting at which such proposed changes are to be acted upon by the Board. A TWO-THIRDS (2/3) MAJORITY VOTE of all serving members of the Board of Directors shall be required to adopt any such changes.

## ADOPTION OF BYLAWS

We, the undersigned, are all of the Board of Directors of THE BURROUGHS BIBLIOPHILES, and we consent to, and hereby do, adopt the forgoing Bylaws, consisting of this page and the six (6) preceding pages, as the Bylaws of this Corporation.

Dated: July 23, 2023

## BOARD OF DIRECTORS: THE BURROUGHS BIBLIOPHILES

1. Gary Buckingham\_\_\_\_\_
2. Mike Conran\_\_\_\_\_
3. Henry G. Franke III\_\_\_\_\_
4. Jim Goodwin\_\_\_\_\_
5. Scott Tracy Griffin\_\_\_\_\_
6. Bill Hillman\_\_\_\_\_
7. Robert Lupton\_\_\_\_\_
8. Robert McGeeney\_\_\_\_\_
9. Bill Wagner\_\_\_\_\_