



Board of Trustees Bylaws
and
Articles of Incorporation

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Board of Trustee Bylaws

Created 21 Nov 1978
Revised 19 Mar 2013
Reviewed 20 Oct 2021

The Campbell County Public Library District (hereafter, "Library") and its Board of Trustees (hereafter, "Board") were established by a petition of the citizens of Campbell County and subsequent act of the Campbell County Fiscal Court in September 1976 under the Kentucky Revised Statutes (173.710-800).

This Board now resolves that the following Bylaws be adopted by majority vote of its members.

Article I (Purpose)

The purpose of the Board is to serve as the Governing Body and Body Corporate through which the best and most efficient library service may be provided for the people of Campbell County.

Article II (Membership)

The Membership of the Board shall consist of five Members.

Article III (Appointment and Terms)

Members of the Board shall be appointed in accordance with KRS 173.725. Terms shall begin on October 1 of the year of appointment. Terms will expire after four years. Members may serve no more than two consecutive terms. When a Member resigns or is removed prior to the end of his/term, a successor will be designated by the appointing authority. The successor shall fulfill the term of the departing Member.

Article IV (Quorum and Voting)

Section 1. A majority of the Members shall constitute a quorum and a quorum shall be necessary for the transaction of any official business. If the quorum consists of three members of the Board, their vote upon any official business brought before them must be unanimous.

Section 2. Each member of the Board shall be entitled to one vote on all matters. No voting shall be done by proxy.

Article V (Election of Officers)

Section 1. The Officers of the Board shall be a President, a Vice-President, a Secretary, and a Treasurer.

Section 2. Officers shall be nominated by a Nominating Committee selected by the President. Additional nomination(s) will be permitted from the floor after the Nominating Committee has reported but before final action is taken.

Section 3. All elected Officers shall serve for a term of two years and until their successors have been elected and qualified. Officers are eligible to succeed themselves.

Article VI (Duties of Officers)

Section 1. The President shall preside at all meetings of the Board and is eligible to vote on all matters coming before the Board. The President shall appoint all special committees of the Board and can serve as an ex-officio member at any special committee meeting. The President oversees the preparation all agendas, conducts all meetings in an orderly manner, and performs generally those duties of a presiding officer.

Section 2. In the absence of the President, the Vice-President shall perform all the duties and assume all the responsibilities of the President at a regular or special meeting of the Board.

Section 3. The Secretary shall oversee the keeping of accurate accounts of all the proceedings of Board meetings to include records of attendance of Board members; notification of any member who has missed three regular meetings in any one year of his/her term; and notification of any member of his/her automatic resignation upon missing four regular monthly meetings in any one year of his/her term. The Secretary shall ensure the safekeeping of all official minutes and other official records of the Board. The Secretary shall perform all the duties and assume all the responsibilities of the President in his/her absence and in the absence of the Vice-President at a regular or special meeting of the Board.

Section 4. The Treasurer shall be in charge of the funds, securities, and obligations belonging to the Library. The Treasurer shall ensure that a budget for the expenditure of the funds of the Library throughout its fiscal year is presented to and approved by the Board. The Treasurer shall see that the Library maintains proper financial records, that a qualified auditor performs an inspection of those records for each fiscal year, and that the Board receives a full report of the audited information. The Treasurer shall see that a financial report is prepared for and presented to the Board at each regular meeting. The Treasurer shall ensure that proper reporting of financial information is generated for county and state authorities as required.

Article VII (Regular Meeting Dates and Locations)

The regular meetings of the Board shall be open to the public and held each month. Meetings shall be held at a branch of the Library unless exception is noted and posted. Date, time, and location shall be announced at each meeting for the following month. Changes to the schedule or location will be posted in a timely manner.

Article VIII (Special Meetings)

Special meetings of the Board shall be called by the President, or by the request of any two Members of the Board. A minimum of twenty-four hours of notice is required to call a special meeting. The notice must contain the item(s) of business to be considered at the special meeting and the business conducted during the meeting will be limited to the posted item(s). The notification of the meeting and agenda must be posted at all branches of the Library twenty-four hours prior to the meeting.

Article IX (Annual Meeting)

The Board shall hold an annual meeting each year in October. Election of Officers shall occur during this meeting bi-annually on even numbered years.

Article X (Duties of Members)

In order that the Library be furnished with the best and most efficient library service, the Members of this Board shall:

- Secure adequate funds for the operation of the Library;
- Hire an interested, trained, capable Library Director;
- Determine, review and revise the Library's policies as necessary;
- Approve expenditure of the Library's funds;
- Encourage and receive gifts to the Library;
- Work actively for the improvement of all libraries by supporting library legislation in Kentucky and the nation.

Article XI (Attendance)

Absence of a Member from four regular monthly meetings of the Board during any one calendar year of the Member's term shall constitute automatic resignation from the Board by the Trustee.

Article XII (Amendments to Bylaws)

The Bylaws, as officially adopted, shall be amended only in accordance with the following procedure:

1. All Members shall be furnished a written copy of the proposed changes and/or amendments.
2. Any changes and/or amendments shall be presented at a regular meeting of the Board with any vote upon their adoption occurring at the next scheduled regular meeting.
3. Favorable votes of three Members shall be deemed sufficient to adopt any changes and/or amendments.

Motion made by Paul Johnson, seconded by Steven Trumbo, that the Bylaws, as set forth herein, be adopted and declared by the President to be the official Bylaws of the Campbell County Public Library District Board of Trustees.

Resulting Vote 5 Yes 0 No. Done this the 19th day of March, 2013.

Bob's Rules Of Order

*AS ADOPTED BY THE
CAMPBELL COUNTY PUBLIC LIBRARY
BOARD OF TRUSTEES
20 OCT 2021*

Introduction

Robert's Rules of Order, published in 1876 and taken primarily from the rules of conduct for the United States House of Representatives, is a set of rules for use in non-legislative assemblies throughout the country. Even though Henry Roberts sought to make these rules less onerous, they are nonetheless difficult to follow and unwieldy for most public library board meetings.

According to the preface in *Robert's Rules of Order*, "parliamentary law is a complex subject... [and] the expertise of a professional parliamentarian is necessary to interpret this book. ...very few attorneys have credentials in parliamentary law, and the organization should not seek to obtain both skills in one person."

In 1980 the Kentucky Attorney General opined that library boards may adopt their own rules of procedure. [OAG80-216] However, most boards' bylaws state that the Library's Board of Trustees will follow *Robert's Rules of Order* in conducting its meetings. Therefore, the need arose to create a set of procedures that will work in the informal atmosphere of most library board meetings while still maintaining a business-like structure for a public body. This set of procedures is so simplified it can no longer be called a version of Robert's—hence the name *Bob's Rules of Order*. It has a genesis in the formal dictates, but blends in actual practice as observed in many Kentucky public library board meetings. Use it as you will in adopting your own rules of procedure. [Note: if you design your own procedures, you must attach a written set to your bylaws. If you wish to use this set of procedures, you will need to attach them to your bylaws as well as they are not formally recognized.]

A public library board of trustees and the way it functions are governed by Kentucky Revised Statutes (KRS), the library's bylaws, the library's board policies, and parliamentary rules of order—in that order. Nothing in the bylaws may conflict with statutes; nothing in the board policies may conflict with the bylaws; nothing in the adopted rules of order may conflict with the board policies. Bylaws are considered so important that special requirements are set for changing them. These usually include advance notice and a larger-than-majority vote for the adoption of amendments. Board policies may be changed by a simple majority vote during an official meeting of the board. (The bylaws may state that the Board meets monthly, but day and time are better left to board policy. This allows for easily changing the set day and time should it become necessary as board membership changes.)

Parliamentary law rests on certain principles. Perhaps the most important is the principle of rights: the right of the majority ultimately to rule; the right of the minority to be heard; and the right of the individual to participate in decision making.

Definitions

CHAIR: The presiding officer of a meeting, regardless of office held.

PRESIDENT: The officer of the Board who usually chairs the meetings.

COMMITTEES: Committees are either provided for in the bylaws (**Standing Committees**) or appointed for a special purpose (**Ad Hoc Committees**). Their powers are limited to those specifically given them by the bylaws or by direction of the board. They report to the board and are not authorized to act on their own in the name of the library. Committee members are not limited to members of the governing board, but may include library staff, members of the Friends of the Library chapter, and/or citizens with skills and knowledge to contribute.

DEBATE: Debate is any spoken comment on the merits of a pending motion, whether or not a clear preference for or against the motion is expressed. Merely asking a question is not considered debate.

FLOOR: The position of persons other than the presiding officer of the right to have the attention of the group. Thus, when a motion is "on the floor," it is the topic to which the group should direct its attention. When a member "has the floor," he/she has the opportunity to speak and should be given attention.

MEETING: An official gathering of members in one place to transact business for a period during which there is no interruption longer than a recess.

MEMBER: A person duly appointed to the board, with the right to full participation, including the right to vote.

MOTION: A formal proposal by a member of the meeting in an open meeting, with a quorum present, that the board take certain action. The proposal is formal in that it has prescribed wording; it is also formal in that it is not casual. The motion must be made by a member, not a guest. ["Guest" includes both the library director and the regional librarian.] The motion must occur in the context of a meeting, not before or after or otherwise apart from a meeting.

QUESTION: When a member calls for the question, he/she is informally calling for a vote on a motion.

SESSION: One or more connected meetings transacting a single order of business.

TABLE: The "desk"—and, by extension, the care—of the secretary. "Laying on the table" or simply "table" means entrusting to the care of the secretary.

Officers of the Board

Officers of the board have additional, specifically defined duties listed in the *Kentucky Public Library Trustee Manual*, but only for the purpose of conducting meetings. Those duties are:

President: presides at or chairs the meetings. The title *president* is assigned by law. The president *chairs* the meetings. While s/he may be referred to as the Chair, it is correct usage only to describe the function of presiding over the meetings.

Vice-President: acts in the place of the president when necessary and presides at meetings when the president temporarily vacates the chair. If the president is going to be absent from a meeting, the vice-president will preside and the president cannot appoint someone else.

Secretary: is the legally recognized recording office, though in practice taking minutes may be delegated to someone else (such as an administrative assistant to the director). The secretary signs the minutes, but should not use the expression "respectfully submitted." When the minutes have been approved, the secretary should so note on them; if they are approved with corrections, the corrections should be made. The secretary is the legal custodian of the minutes.

In the absence of both the president and vice-president, the secretary conducts an election of a chair *pro tem* to preside temporarily.

In the absence of the secretary, a secretary *pro tem* should be elected.

Treasurer: is responsible for the library funds and keeping the board informed of all financial matters by monthly financial reports. The specific duties of the treasurer vary from library to library, but all must be bonded according to statute.

Motions

Business is conducted by acting on motions. A subject is introduced by a **main motion** and once this has been seconded and stated by the presiding officer, nothing else may be taken up until it is disposed of. Long and complicated motions should be submitted in writing, but must still follow the process above. The main motion requires a second, may be debated, may be amended, and requires a majority vote to pass. *Making a motion or seconding a motion does not necessarily mean endorsement of the motion; it is merely allowing an opportunity for discussion to proceed.*

While the main motion is being considered, other parliamentary motions, which affect either the main motion or the general conduct of the meeting, may be made. Those most frequently used are briefly described below in their most basic context; there are numerous exceptions and modifications according to Robert, but not to Bob. A chart follows for ready reference regarding these basic motions.

Amend: used when a trustee wishes to change, add, or omit words in the main motion. The motion to amend requires a second, may be debated, may have an amendment (second amendment) itself, and requires a majority vote.

Postpone: used to delay a motion until a more suitable time, until other decisions have been made or until more information is available. The motion to postpone must include a specific, future time for reconsideration. This motion requires a second, may be debated, may be amended, and requires a majority vote.

Lay on the Table or Table: used to temporarily lay aside action on the motion. This motion requires a second, may not be debated, may not be amended, and requires a majority vote.

Close Debate: used to end debate that has become lengthy or repetitious. This motion requires a second, may not be debated, may not be amended, and requires a 2/3 vote [4 of a 5 member board].

Kill the Motion or Postpone Indefinitely: used to remove the main motion from consideration without a direct vote on it. It is most likely to be used to dispose of motions on which the board feels it is prudent to avoid a direct vote. This motion requires a second, may be debated, may not be amended, and requires a majority vote.

Make Follow the Agenda (Orders of the Day): used to urge compliance with the adopted agenda, including times set for discussion of an item of business, if applicable. This motion does not require a second, may not be debated, may not be amended, and is a demand that must be automatically obeyed *unless* the rules in question have been suspended by a 2/3 vote of the board.

Take a Break or Recess: used to temporarily stop the meeting for a short period of time (cannot be overnight) without officially closing it. After a recess, the meeting is resumed at the point where it was interrupted. This motion requires a second, may not be debated, may be amended, and requires a majority vote.

Close Meeting or Adjourn: used to end the meeting. If there is a time set for adjournment and it is reached without further business on the agenda, the presiding officer may declare the meeting adjourned without a formal motion. A board member may move to adjourn the meeting at any time *except* when a speaker has the floor or a vote is in process. If the motion carries, the meeting is immediately adjourned. This motion requires a second, may not be debated, may not be amended, and requires a majority vote.

The following motions are considered incidental motions and are not bound to an order of precedence. They arise incidentally and are decided immediately.

Point of Order: used to enforce rules of procedure anytime a member of the board feels they are not being followed. The member says, "Point of order," and the presiding officer says "State your point of order." Upon hearing it, the presiding officer may say, "Your point is well taken" to "Your point is not well taken." This action does not require a second, may not be debated, may not be amended, and does not require a vote.

Divide Motion: used to break complicated motions into two or more separate motions. The motion must include precisely how the division must be made. Any other member wishing to change the proposed way of dividing the motion may do so by amendment. This motion requires a second, may not be debated, may be amended, and requires a majority vote.

Request for Information or Point of Information: used when a member wishes to be given more information on the matter under discussion. The presiding officer responds to the question or refers it to the proper person. This action does not require a second, may not be debated, may not be amended, and does not require a vote.

Reconsider: used to allow the board to consider again a motion on which a vote has been taken during that meeting. This motion must be made by someone from the prevailing side of the previous vote. A motion can be reconsidered only once. The *first* vote is on whether the motion should be reconsidered; the *second* vote is on the motion itself. This motion requires a second, may or may not be debated depending upon other considerations, may not be amended, and requires a majority vote.

Rescind or Annul: used to cancel a previously adopted main motion. It cannot be applied to a main motion that has been executed in its entirety or to any parts already executed. This motion requires a second, may be debated, may be amended, and requires a 2/3 vote *or* a majority vote with previous notice.

Debating the Motion

The presiding officer opens debate, on a debatable motion, by restating it and saying, "Are you ready for the question?" This is simply an invitation to discuss the issue and not a call for the vote.

The member making the motion speaks first. The presiding officer asks for a rebuttal. All members wishing to speak about the motion receive the opportunity to speak before any one member speaks for a second time. The maker of the motion, though he/she can vote against it, cannot speak against it during debate.

Decorum must be observed at all times during debate. It is the issues that are in question, not the motives or integrity of the individual members.

Debate can be ended by the motion to order the previous question, close debate, that debate cease, or other such words. Some motions have the effect of suspending debate even though that may not be their primary purpose—tabling discussion, for example.

MAIN MOTIONS are listed in order of precedence. A motion can be introduced if it is higher on the chart than the pending motion.

PURPOSE:	YOU SAY:	2ND?	DEBATE?	AMEND?	VOTE?
Close meeting (adjourn)	I move to adjourn	Yes	No	No	Majority
Take a break	I move to recess for ...	Yes	No	Yes	Majority
Make follow the agenda	I call for orders of the day	No	No	No	None
Put aside temporarily	I move to lay the question on the table	Yes	No	No	Majority
Close debate (call for vote)	I move the previous question	Yes	No	No	2/3
Limit or extend debate	I move that debate be limited to ...	Yes	No	Yes	2/3
Postpone to a certain time	I move to postpone the motion to ...	Yes	Yes	Yes	Majority
Refer to committee	I move to refer the motion to ...	Yes	Yes	Yes	Majority
Change wording for motion	I move to amend the motion by ...	Yes	Yes	Yes	Majority
Kill main motion	I move that the motion be postponed indefinitely	Yes	Yes	No	Majority
Make a motion (bring business before the board)	I move that [or] I move to	Yes	Yes	Yes	Majority

INCIDENTAL MOTIONS have no order of precedence and are decided immediately.

Enforce rules	Point of order	No	No	No	None
Divide motion into two or more parts	I move to divide the question	Yes	No	Yes	Majority
Request for information about the process or the particular motion	Point of information	No	No	No	None
Take matter from table	I move to take from the table ...	Yes	No	No	Majority
Cancel previous action (rescind)	I move to rescind ...	Yes	Yes	Yes	2/3 [or] Majority with notice
Reconsider motion	I move to reconsider	Yes	Varies	No	Majority

Voting

All votes of the library board must be done in open meetings with a quorum present. No member is allowed to explain his/her vote during the voting process; such an explanation is debate and should have been offered prior to the vote. A member must be present to vote, but need not have been present during the debate. Unless otherwise prescribed by the bylaws, the board may vote by any of the following methods.

General Consent avoids a formal vote on routine matter where there is no opposition. The presiding officer says, "If there are no objections (pause) ..." and declares the decision made. This is typically used for agenda, minutes, financial reports, etc.

Voice Vote, saying "aye" (yes) or "nay" (no), is the most common method used but should be avoided where more than a majority is needed.

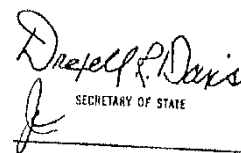
Show of Hands is a good alternative in small groups; **Standing** for larger ones.

Roll Call Vote is used if the presiding officer is unsure of the result or a member requests it. The presiding officer calls each member's name, recording a response of "yes" or "no." Upon completion of the roll call, the presiding officer reads aloud the names of those who answered in the affirmative and those in the negative, so that mistakes may be corrected. The minutes must record the names of all voting in the affirmative and in the negative. The presiding officer need only vote to break a tie.

Ballot voting is used only when required by the bylaws or when the board orders the vote to be taken by ballot. The typical procedure is to issue slips of paper upon which each member, including the presiding officer, writes his/her vote. The votes are then collected, counted, and announced.

Any **vote** taken should indicate whether it was unanimous (all present voting the same result) or, if a split vote, each member's name recorded with his/her vote. The results of a vote are recorded in the meeting minutes.

Abstaining rather than voting "yes" or "no" on a motion should be a rare occurrence. Trustees are appointed to express an opinion on the issues and abstaining expresses no opinion. If an abstention creates a tie vote, the motion fails to pass.



SECRETARY OF STATE

DEC 061978

ARTICLES OF INCORPORATION OF CAMPBELL COUNTY PUBLIC LIBRARY DISTRICT BOARD OF TRUSTEES

KNOW ALL MEN BY THESE PRESENT:

That we, Betty Daniels, Dr. Gene Scholes, Norman Veatch, Laura Bradley, and Arthur Woeste, having been appointed as members of the Board of Trustees of the Campbell County Public Library District by order of Campbell County Judge/Executive Lambert Hehl and pursuant to Orders of the Fiscal Court of Campbell County, Kentucky, dated October 3, 1978 and October 17, 1978, have associated and to hereby associate to form a non-profit and non-stock Corporation pursuant to the Kentucky Nonprofit Corporation Act (Sections 273.161 to 273.390 of the Kentucky Revised Statutes), and do hereby adopt the following Articles of Incorporation:

ARTICLE 1. NAME

The Corporation shall be named and known as:

CAMPBELL COUNTY PUBLIC LIBRARY DISTRICT
BOARD OF TRUSTEES, INCORPORATED

ARTICLE 2. PERPETUAL EXISTENCE

The Corporation shall have perpetual existence, subject to the dissolution provisions of the aforesaid Statutes.

ARTICLE 3. PURPOSES

The purposes for which this Corporation is formed are:

- a. As a non-profit corporation, primarily, to own, maintain and conduct a public library in the County of Campbell, Commonwealth of Kentucky, in order to promote civic benefits, to enable said Corporation to operate an adequate public library system in and for the County of Campbell, Kentucky, for the public interest and well-being of the people of the County.
- b. To acquire real estate, or any interests therein, by lease or otherwise, located in Campbell County, Kentucky, to construct or otherwise acquire and/or equip buildings, structures or improvements thereon which may be utilized by the Campbell County Public Library District or by any department or agency thereof.
- c. To promote the common good and general welfare of the County of Campbell and its residents by providing the aforesaid facilities as hereinbefore described.
- d. To borrow the necessary funds to pay the cost of acquiring, constructing, maintaining and operating such properties and facilities, the indebtedness for which borrowed money may be evidenced by securities of the Corporation of any kind or character issued at any one or more times, which may be either secured or unsecured by any mortgage, trust deed or other lien upon part of all of the properties or assets at any time then or thereafter owned or acquired by the Corporation.
- e. To receive, hold and disperse donations, bequests and other funds for the purposes of said Corporation.
- f. To conduct the business and affairs of this Corporation so that no profit or income from the operation thereof shall inure to any member, trustee or officer of this Corporation and no distribution shall ever be made of any of the properties or assets of this Corporation to any member thereof.
- g. To carry on the purposes of a "literary or educational organization" within the meaning of Section 501 (c) (3) of the Internal Revenue Code of the United States of America.
- h. And, without limiting the generality of the foregoing, this Corporation shall have all of the powers, privileges and rights necessary or convenient for carrying out the purposes for which this Corporation is formed, and the members hereby claim for this Corporation all of the benefits, privileges, rights and powers created, given, extended or conferred by the provisions of all applicable laws of the State of Kentucky pertaining to non-profit corporations.

ARTICLE 4. CORPORATE POWERS

The Corporation shall have and exercise all of the powers available to non-profit corporations in Kentucky in Section 273.171 of the Kentucky Revised Statutes, including the power to issue bonds, notes or other evidences of indebtedness to evidence its obligations.

ARTICLE 5. NONPROFIT

This Corporation shall have no capital stock, shall have no power to issue certificates of stock or to declare dividends, and is not formed for and shall not be operated for profit, but is created to carry out the purposes and exercise the powers set out above.

ARTICLE 6. LIMITATION ON USE OF ASSETS

All of the assets and earnings of the Corporation shall be used exclusively for the purposes herein set out, including the payment of expenses incidental thereto; and no part of the net earnings of this Corporation shall inure to the benefit of any member, trustee or individual, and no substantial part of its activities shall be for political purposes, intervening in a political campaign, the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall the Corporation engage in any activity which may affect the status of the Corporation as a non-profit non-stock corporation exempt from Federal and State Income taxes within the meaning of the Internal Revenue Code and the Kentucky Revised Statutes, and with interest on its obligations being exempt from Federal and State income taxes under said Statutes and Code.

ARTICLE 7. INCORPORATORS

The names, addresses and places of residence of each of the incorporators are as follows:

<u>NAMES</u>	<u>PLACE OF RESIDENCE AND ADDRESS</u>
Betty Daniels	14 Tower Place Fort Thomas, Kentucky 41075
Dr. Gene Scholes	33 Madonna Cold Spring, Kentucky 41076
Norman Veatch	913 Clayton Court Bellevue, Kentucky 41072
Laura Bradley	2222 Joyce Newport, Kentucky 41071
Arthur Woeste	Route 1, Box 365 California, Kentucky 41007

ARTICLE 8. PRINCIPAL OFFICE: PROCESS AGENT

The address of the registered office of the Corporation in this State is as follows:

Campbell County Public Library District Board of Trustees, Inc.
7967 Alexandria Pike
Alexandria, Kentucky 41001

The name and address of the registered agent of the Corporation for service of process, until changed by action of the members, shall be:

J. Robert Jennings
7967 Alexandria Pike
Alexandria, Kentucky 41001

ARTICLE 9. MEMBERS, BOARD OF TRUSTEES

The incorporators named above shall be the members of the Corporation and shall constitute the governing body of the Corporation, to be known as its Board of Trustees.

The Trustees may elect officers of the Corporation and may make and adopt By-Laws and rules to regulate the business of the Corporation and may do all other things necessary and incident to carrying out the purposes of the Corporation, not inconsistent with these Articles or with the laws of the Commonwealth of Kentucky.

The initial members constituting the Board of Trustees were named by Order of Campbell County Judge/Executive Lambert Hehl and pursuant to Orders of the Campbell County Fiscal Court, dated October 3, 1978, and October 17, 1978.

The Board may select and employ such agents and employees and make such expenditures as may be necessary and proper to carry out the purposes of the Corporation. No member of the Board or Corporation shall receive any salary, wages, income or profit of any kind from the Corporation.

The members and Board of Trustees of the Corporation shall have the right immediately to transact business on behalf of the Corporation after these Articles of Incorporation have been filed in the office of the Secretary of State of Kentucky and in the office of the County Clerk of Campbell County, Kentucky.

ARTICLE 10. CORPORATE SEAL

The Seal of the Corporation shall be and is the following wording impressed by a metallic instrument:

CAMPBELL COUNTY PUBLIC LIBRARY DISTRICT
BOARD OF TRUSTEES, INCORPORATED

ARTICLE 11. CORPORATE OFFICERS

The officers of the Corporation shall consist of a Chairperson, a Vice Chairperson, a Recording Secretary, a Corresponding Secretary and a Treasurer, each of whom shall be elected at such time and in such manner as prescribed in the By-Laws. In the absence of any such provision, all officers shall be elected, appointed and subject to removal at any time by the Board of Trustees.

ARTICLE 12. NO DEBT LIMIT

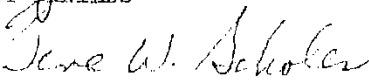
The maximum indebtedness or liability which the Corporation may incur at any time is unlimited and its property shall not be used or applied except for the payment of its debts lawfully incurred. The Corporation shall incur no indebtedness or liability without the approval of a majority of the Trustees, as reflected by the records of the Corporation.

ARTICLE 14. NO PERSONAL LIABILITY OF MEMBERS

The private property of the incorporators, members or Trustees shall not be subject to or in any way liable for any debt or contract of the Corporation.

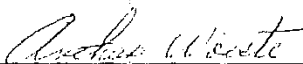
IN TESTIMONY WHEREOF, witness our signatures this 21st day of November, 1978.


BETTY DANIELS


DR. GENE SCHOLES


NORMAN VEATCH


LAURA BRADLEY

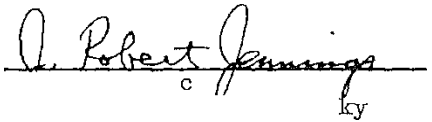

ARTHUR WOESTE

STATE OF KENTUCKY

COUNTY OF CAMPBELL

I, the undersigned Notary Public in and for the State and County aforesaid, hereby certify that the foregoing articles of Incorporation of the CAMPBELL COUNTY PUBLIC LIBRARY DISTRICT BOARD OF TRUSTEES, INCORPORATED were on this day produced to me in said County and State by Betty Daniels, Dr. Gene Scholes, Norman Veatch, Laura Bradley, and Arthur Woeste, personally known to me to be the parties mentioned in the foregoing Articles of Incorporation, and said parties duly acknowledged the execution of said instrument to be their free act and deed, respectively.

IN TESTIMONY WHEREOF, witness my signature and notarial seal
this 21st day of November, 1978.

Handwritten signature of J. Robert Jennings in cursive, written over a horizontal line. Below the signature, the letters 'c' and 'ky' are printed, likely indicating the county and state.

My Commission Expires: November 18, 1979.

Notary Public
Campbell County, Kentucky

THIS INSTRUMENT PREPARED BY:

J. Robert Jennings
Attorney at Law
7967 Alexandria Pike
Alexandria, Kentucky 41001