

# **Lyrasis**

## **A Pennsylvania Nonprofit Corporation (Membership)**

### **AMENDED AND RESTATED BYLAWS AS OF NOVEMBER 8, 2024**

#### **ARTICLE 1. PURPOSES AND OBJECTIVES**

- 1.1 Purposes. The purposes of Lyrasis (“the Corporation”) are exclusively charitable and educational as set forth in the Articles of Incorporation. In pursuing such purposes, the Corporation shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.
- 1.2 Objectives. The objectives of the Corporation are to help libraries, museums, and cultural heritage institutions strengthen their services and advance their missions with community-driven resource sharing and technology tools.

#### **ARTICLE 2. OFFICES**

- 2.1 Registered Office. The registered office of the Corporation shall be at such location in Pennsylvania as the Directors may from time to time determine.
- 2.2 Other Offices. The Corporation may also have offices at such other places as the Directors may select and the business of the Corporation shall require.

#### **ARTICLE 3. MEMBERS**

- 3.1 Number and Dues. The Corporation shall have two (2) types of Members:
- a. Institutional Members. Institutional Members shall be individual organizations such as a college or university library, a public library, a state library, an archive, a museum, an historical society, or like organizations. In instances in which more than one organization that is a sub-unit of a larger institution receives Lyrasis services, the larger institution shall be considered the Institutional Member.
  - b. Group Members. Group Members shall be organizations representing groups of institutions, such as state library agencies, local consortia, networks, systems, or associations of libraries and/or cultural heritage organizations with a similar focus served by a central administrative agent).

Dues, if any, for each Membership type shall be determined each year by the Board of Directors. Increases exceeding ten percent (10%) of the preceding year’s dues shall be subject to approval by a majority vote of Members (see article 3.8 “Voting”). All other changes in dues shall be approved by majority vote of the Directors.

- 3.2 Regular Meetings. At least one (1) regular meeting of the Members shall take place each year at a time and place to be determined by the Board of Directors, with notice provided thirty (30) days in advance to the Members.
- 3.3 Participation. Membership meetings shall be conducted in such a manner as to allow for virtual participation by Members. Members participating virtually will be required to follow instructions communicated in the notice of each meeting which may include, but not be limited to, prior registration. Processes shall be adopted to manage participation by both in-person and virtual participants as appropriate.
- 3.4 Special Meetings. Special meetings of the Membership may be called in three ways: by the Chair of the Board, or by at least five (5) members of the Board, or at the written request of ten percent (10%) of the Members. At least five (5) days' written notice stating the time, place, and purpose of any special meeting shall be given to the Members entitled to participate. Like regular meetings, special meetings shall be conducted in such a manner as to allow for virtual participation by Members.
- 3.5 Quorum. Ten percent (10%) of the total membership, whether present in person or virtually, shall constitute a quorum for the transaction of business at any meeting.
- 3.6 Voting. The director or equivalent administrator of each Member shall have the right to vote on behalf of the Member ("Voting Representative"). Any Member may designate a new Voting Representative as necessary. Each Member shall be entitled to one vote, in person, by ballot, by mail, by electronic mail, or by proxy in accord with Section 3.8 below.

Unless otherwise required by these Bylaws, the manner of voting on any matter, including changes in these Bylaws or the Articles of Incorporation, may be by voice vote, by show of hands, or by ballot, as determined by the Members present; or by mail or electronic mail if so determined by the Board of Directors and if a ballot is sent with notice of the question(s) to be voted upon. A majority of Members voting shall decide questions brought before the Members unless otherwise required by these Bylaws.

- 3.7 Voting by Proxy. Any absent Member eligible to vote at any meeting of the Members may be represented as present and may vote at such meeting by a proxy authorized in writing by the Voting Representative. Such written authorization must specify the matter with respect to which the proxy is granted and the person entitled to vote, must be signed and dated by the Voting Representative granting the proxy, and must be filed in advance with the Secretary of the Board. Only another Voting Representative may vote as a proxy. A proxy shall be revocable at will but the revocation shall not be effective until notice of the revocation has been given to the Secretary of the Board.
- 3.8 Unanimous Written Consent of Members in Lieu of a Meeting. Any action which may be taken at a meeting of Members may be taken without a meeting if consent or consents in writing setting forth the action to be taken are signed by all of the Members and filed with the Secretary of the Board.

- 3.9 Resignation from Membership. Members may resign from the Corporation by stating their intention to do so in writing to the Chief Executive Officer, such resignation to take effect from the time of its receipt unless some later time may be fixed in the written notice. Acceptance of the resignation by the Board shall not be required to make it effective. Any Member shall be deemed to have resigned if such Member fails to pay required dues within 90 days after notice that such dues are overdue.
- 3.10 Expulsion from Membership. Any Member may be expelled from Membership, with cause, upon a majority vote of all Directors at a duly convened meeting of the Board of Directors, provided that written notice of the intention to expel and reasons therefore have been provided in the notice of the meeting. No Member shall be expelled without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.
- 3.11 Additional Membership Types. The Board may create such additional classes of “membership” as it sees fit (e.g., Contributing Member, Honorary Member), but institutions in any such classes shall not have the same rights as Members under the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the “Act”), including, but not limited to, the right to vote.

#### **ARTICLE 4. BOARD OF DIRECTORS**

- 4.1 Roles and Responsibilities. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, which delegates management of the day-to-day operations to the Chief Executive Officer. The Board of Directors shall make recommendations to the Members with respect to matters of policy, shall act for the Members in the administration of established policies and programs, and shall report on its activities at the scheduled membership meeting following any such activity.
- 4.2 Powers. The powers of the Board shall include, but not be limited to, the following:
- a. Ensuring that the mission and tax-exempt purpose of the Corporation are maintained;
  - b. Selecting, appointing, establishing compensation for, evaluating, and, if necessary, dismissing the Chief Executive Officer of the Corporation;
  - c. Authorizing the Chief Executive Officer to negotiate agreements and contracts with various groups and outside agencies as may be necessary for the conduct of business, subject to policies and guidelines promulgated by the Board;
  - d. Approving strategic objectives, governance policies, and annual budgets; and
  - e. Recommending guidelines for operation.

4.3 Size and Composition of the Board and Qualifications of Directors.

- a. Size and Composition of the Board. The Board shall consist of not fewer than twelve (12) and not more than fifteen (15) Voting Directors, with the actual number to be determined by majority vote at any regular or special meeting of the Board. Any Director(s) in excess of twelve (12) shall be added as follows:
- the thirteenth (13<sup>th</sup>), if there is one, shall be elected by the Members;
  - the fourteenth (14<sup>th</sup>), if there is one, shall be appointed by the Board; and
  - the fifteenth (15<sup>th</sup>), if there is one, shall be elected by the Members.

In addition to these Voting Directors, the Chief Executive Officer of the Corporation shall serve *ex officio* as a non-voting Director.

There shall be two kinds of Voting Directors, those elected by the Members and those appointed by the Board, as follows:

- i. Elected Directors: Not fewer than six (6) and not more than eight (8) Directors shall be elected by the Members, and shall represent Member institutions of the following types:
- a. At least two (2) representing academic library Institutional Members;
  - b. At least two (2) representing public library Institutional Members;
  - c. At least one (1) representing academic research library Institutional Members; and
  - d. At least one (1) representing special library or cultural heritage institution Institutional Members.

If the Board is larger than twelve (12) Directors, as set forth above, the additional Elected Directors may represent any of the above institutional types.

The elected membership of the Board shall, as nearly as possible, reflect the geographic, demographic, professional, and budgetary diversity of the Members.

- ii. Appointed Directors: Not fewer than six (6) and not more than seven (7) Directors shall be appointed by the Board, as follows:
- a. Two (2) representing Community-Supported Technology Programs;
  - b. Two (2) representing Group Members; and
  - c. At least two ( 2) individuals selected for their particular expertise or experience, regardless of their affiliation.

If the Board is larger than twelve (12) Directors, as set forth above, the additional Appointed Director may be selected at the Board's discretion.

- b. Qualifications of Directors. The following provisions shall apply to all Voting Directors:
- Each Director shall be an individual of at least 18 years of age, who need not be a resident of Pennsylvania.
  - No single institution shall be represented by more than one (1) Director.
  - None of the institutional types specified in 4.3.a.i shall be represented by more than three (3) Directors.
  - Any Director affiliated with an institution must be at a “senior” level, defined here as a person in a position to have an influence on and/or implement relevant policies at that institution (or school or division for large institutions).

4.4 Terms of Voting Directors.

- a. Voting Directors, except non-Member Voting Directors, shall be chosen annually by ballot of the Members and shall serve for terms of three (3) years or until their successors are elected and qualified. Non-Member Voting Directors shall be elected by the other Voting Directors at the final regular meeting of the Board each fiscal year and shall serve for terms of three (3) years or until their successors are elected and qualified. The Board may by resolution lengthen or shorten by one (1) year the terms of specified elected or appointed Directors to ensure that less than fifty percent (50%) of Directors’ terms expire in the same year.
- b. Terms for Voting Directors begin and end, as applicable, at the beginning of the first meeting of the Directors of the Corporation in each fiscal year.
- c. A Voting Director may serve no more than two (2) consecutive terms and, upon serving two (2) consecutive terms, may serve again after an interim of one (1) year. In instances in which a Voting Director serves a partial term of less than eighteen (18) months duration, such partial term shall not be considered a term with regard to the two-term limit. Serving a partial term of eighteen (18) months or more, however, shall be considered as serving a full term with respect to the two-term limit.

4.5 Removal. Any Director may be removed from office, with or without cause, by a vote of a majority of Directors in office, or of Members present, at a duly convened meeting of the Board or Members, as the case may be, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

4.6 Regular Meetings. At least one (1) regular meeting of the Board shall take place each year at a time and place to be determined by the Board.

4.7 Participation. Directors are expected to participate in all regularly scheduled meetings of the Board. Meetings of the Board shall be conducted in such a manner as to allow for in-person or virtual participation by Directors. Directors participating virtually will be required to follow instructions communicated in the notice of each meeting which may include, but not be limited to, prior registration. Processes shall be adopted to manage participation from both in-person and virtual participants as appropriate.

- 4.8 Special Meetings. Special meetings of the Board may be called by the Chair or at the written request of three (3) Voting Directors at any time. At least five (5) days' notice stating the time, place or electronic means, and purpose of any special meeting shall be provided to the Directors. Like regular meetings, special meetings shall be conducted in such a manner as to allow for virtual participation by Directors.
- 4.9 Quorum. A majority of all Voting Directors shall constitute a quorum for the transaction of business at any meeting, and the acts of a majority of the Voting Directors present at a duly convened meeting at which such a quorum is present shall be considered the acts of the Board, unless a greater number is required by the Act or these Bylaws.<sup>1</sup>
- 4.10 Vote and Tie-Breaker Procedure. Every Voting Director shall be entitled to one (1) vote. If any matter requiring a simple majority vote yields an equal number of votes by the Voting Directors for and against before the Chair votes, the matter shall be voted on a second (2<sup>nd</sup>) time. If the second (2<sup>nd</sup>) vote again yields an equal number of votes by the Voting Directors for and against before the Chair votes, the Chair shall cast the tie-breaking vote.
- 4.11 Unanimous Consent in Lieu of Meeting. Any action which may be taken at a meeting of the Board may be taken without a meeting if consent or consents in writing setting forth the action so taken shall be signed by all of the Directors in office and shall be filed with the Secretary of the Board.
- 4.12 Evaluation. At least every other year, the Board shall evaluate its performance and composition in terms of the skills, experience, and contributions of its members in order to identify ways it may improve its effectiveness by selection of new Directors or otherwise.

## ARTICLE 5. OFFICERS

- 5.1 Officers of the Corporation. The officers of the Corporation shall be the President and/or Chief Executive Officer, the Chief Operating Officer (who may be called the Vice President), the Chief Financial Officer (who may be called the Treasurer), the Chief Human Resources Officer (who may be called the Secretary), and such other officers as may be determined by the Board of Directors from time to time. When duties do not conflict, one person may hold more than one of these offices, except that neither the Treasurer nor the Secretary can concurrently serve as President.

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<sup>1</sup> Section 5546 of the Pennsylvania Nonprofit Corporation Law (the Act) requires the affirmative vote of two-thirds (2/3) of the Directors in office to approve the purchase, sale, mortgage, leasing away, or other disposition of real estate if there are fewer than 21 members on the Board, or a majority of all Directors if there are 21 or more members on the Board.

- 5.2 Responsibilities. The responsibilities of the Officers of the Corporation include the following:
- a. President or Chief Executive Officer (CEO).  
Reports directly to the Board of Directors, acting as the link between the Directors and staff and overseeing all aspects of the Corporation according to goals set by the Board.
  - b. Chief Operating Officer (COO).  
Serves as the Vice President of the Corporation, administering day-to-day operations and working with other corporate officers, executives, and department heads to ensure that objectives are met.
  - c. Chief Financial Officer (CFO). Manages the finances of the organization, including overseeing the work of its Treasurer and reporting to the CEO on its financial health.
  - d. Chief Human Resources Officer (CHRO).  
Serves as the Secretary of the Corporation, maintaining its records according to its Articles of Incorporation, these Bylaws, and federal and state laws.

- 5.3 Officers of the Board. The officers of the Board shall include a Chair, one or more Vice-Chairs, an Immediate Past Chair, a Treasurer, and a Secretary, all of whom shall be elected by the Voting Directors from among the Voting Directors following the annual election of new Directors, and who shall serve for a term of one (1) year and until their successors are elected and qualified. The Voting Directors may elect such other officers or assistant officers, who need not be members of the Board, as they deem appropriate from time to time.

Officers may be elected for two (2) consecutive terms. Upon serving two (2) consecutive terms in the same office, a Director may serve in that office again after an interim of one (1) year. Service for six (6) months or more of a term shall be considered service for a full term. Service for less than six (6) months shall not be considered service for a term.

- 5.4 Responsibilities. The responsibilities of the Officers of the Board include the following:
- a. Chair.  
Shall serve on the Executive Committee; shall preside at all meetings of the Members and Directors; shall have the authority to execute all appropriate legal documents; shall appoint members of all committees that are created by the Board; and shall perform such other duties as the Board of Directors shall direct. The Chair shall be an *ex-officio* voting member of every Board committee.
  - b. Vice Chair(s).  
Shall serve on the Executive Committee; shall chair the Board's Audit Committee; and shall have such responsibilities and authority as may be prescribed by the Board of Directors or by the Chair.
  - c. Immediate Past Chair.  
Shall serve on the Executive Committee; shall conduct the annual performance review of the Chief Executive Officer; shall chair the Board's Nominating Committee; and shall perform such other duties as may be prescribed by the Board or by the Chair.

- d. Treasurer. Shall serve on the Executive Committee; shall chair the Board's Finance Committee; and shall perform such other duties as may be prescribed by the Board or by the Chair.
- e. Secretary. Shall serve on the Executive Committee; shall ensure that minutes are prepared and maintained for all meetings of the Board and of the Members; shall ensure that appropriate notice is given for all meetings of the Board and of the Members; and shall perform such other duties as may be prescribed by the Board or by the Chair.

5.4 Removal of Officers. Any officer, whether of the Corporation or the Board, may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby. Such removal shall require the approval of a minimum of three-quarters (3/4) of Voting Directors and shall be without prejudice to the contract rights, if any, of any person so removed.

## **ARTICLE 6. CONFLICT OF INTEREST**

All Directors and Officers shall, annually, complete and submit a Conflict of Interest form to the Secretary of the Corporation.

If any Director or Officer has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of such interest and b) withdraw from discussion, lobbying, and voting on the matter.

## **ARTICLE 7. COMMITTEES**

- 7.1 Establishment. The Board may establish committees including at least one (1) Voting Director of the Corporation. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise any of the powers and authority of the Board, except that no committee shall have any power or authority as to the following:
- a. The filling of vacancies on the Board;
  - b. The adoption, amendment, or repeal of the Bylaws;
  - c. The amendment or repeal of any resolution of the Board; and
  - d. Action on matters committed by the Bylaws or by resolution of the Board to another committee of the Board.

If any person who is not a Director is appointed to any committee of the Board, such non-Director shall have no right to vote on any question that would create a binding obligation of the Corporation.

- 7.2 Appointment to Committees. Unless otherwise determined by the Board or set out in these Bylaws, the Board Chair shall appoint members of all committees.



**ARTICLE 8. DIRECTOR AND OFFICER  
RESIGNATIONS AND VACANCIES**

- 8.1 Resignations. Any Director or Officer may resign such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Corporation, unless some later time may be fixed in the resignation. The acceptance of the resignation by the Board shall not be required to make it effective.
- 8.2 Filling Vacancies.
- a. If an unexpected Director vacancy arises, the Directors in office may choose a person or persons to serve as a Director for the remainder of the applicable term.
  - b. If an unexpected Officer vacancy arises, the Directors in office may choose a person or persons to hold office for the remaining term.

**ARTICLE 9. MEETINGS AND NOTICE**

- 9.1 Place of Meetings. Meetings may be held at such place within or outside Pennsylvania or via electronic means as the Board may from time to time determine.
- 9.2 Notice. Whenever written notice is required to be given to any person, it may be delivered via electronic mail or the postal service appropriate under the particular circumstances. Such notice shall specify the place or electronic means of the meeting, the day and hour(s) of the meeting, and any other information which may be required by the Act or these Bylaws, including, in the case of a special meeting of Members, the general nature of the business to be transacted.
- 9.3 Electronic Mail. Any action which may be carried out, or is required to be carried out, in writing under these Bylaws or the Act, including agreement to a unanimous written consent, shall be valid if sent and received by electronic mail.

**ARTICLE 10. LIABILITY AND INDEMNIFICATION**

- 10.1 General Rule. A Director shall not be personally liable for monetary damages as Director for any action taken, or for any failure to take an action, unless:
- a. the Director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in Section 5712 of the Act and any amendments and successor acts thereto; and
  - b. the breach or failure to perform constitutes self-dealing, willful misconduct, or recklessness, provided, however, that the foregoing provision shall not apply to (a) the responsibility or liability of a Director pursuant to any criminal statute or (b) the liability of a Director for the payment of taxes pursuant to local, state, or federal law.
- 10.2 Indemnification. The Corporation shall indemnify any Officer or Director who was or is a party to, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, (a "Proceeding") by reason of the fact that such person is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another domestic or foreign corporation (for-profit or not-for-profit), partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with such Proceeding if such person acted in good faith

and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal.

No person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness. In instances of a claim by or in the right of the Corporation, indemnification shall not be made under this section in respect of any claim, issue, or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

- 10.3 Procedure. Unless ordered by a court, any indemnification under Section 10.2 of these Bylaws or otherwise permitted by law shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the Officer or Director has met the applicable standard of conduct set forth under that section. Such determination shall be made:
- a. by the Board of Directors by a majority vote of a quorum of Directors who are not parties to the action or Proceeding (“disinterested Directors”);
  - b. by independent legal counsel in a written opinion, if such a quorum of disinterested Directors is not obtainable or if it is obtainable but a majority vote of the quorum so directs; or
  - c. by the Members.
- 10.4 Advancement of Expenses. The Corporation shall advance expenses incurred by an Officer or Director who may be eligible for indemnification pursuant to this Article in defending a Proceeding unless such Proceeding is brought against the person by or in the right of the Corporation; and, may advance such expenses in any case in which it decides indemnification may be appropriate, in advance of the final disposition of such Proceeding, upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.
- 10.5 Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall continue for any person who has ceased to be an Officer or Director of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such person.
- 10.6 Other Rights. This Article shall not be exclusive of any other right which the Corporation may have to indemnify any person as a matter of law.

## ARTICLE 11. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order* shall govern the Corporation in all cases in which they are applicable and in which they are not inconsistent with the Act, the Articles of Incorporation, these Bylaws, or the policies of the Board of Directors.

## ARTICLE 12. AMENDMENTS

- 12.1 Articles of Incorporation. Proposed amendment(s) to the Corporation's Articles of Incorporation must be approved by a majority of the members of the Board of Directors, with at least ten (10) days' advance notice. If a majority of Directors votes in favor of said proposed amendment(s), they shall be recommended to the Membership for a vote.
- 12.2 Bylaws. Proposed amendment(s) to the Corporation's Bylaws must be approved by a majority of the members of the Board of Directors, with at least ten (10) days' advance notice. If a majority of Directors votes in favor of said amendment(s), they shall be recommended to the Membership for a vote.
- 12.3 Voting. Proposed amendments to the Corporation's Articles of Incorporation or its Bylaws must be approved by a majority of all Members voting (by mail, electronic ballot, or in person), with at least ten (10) days' advance notice.
- 12.4 Editorial Updates. The Board of Directors may make such editorial changes in these Bylaws as do not change their substance or meaning.

## ARTICLE 13. MISCELLANEOUS

- 13.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June.
- 13.2 Bond. If required by the Board, any person shall give bond for the faithful discharge of their duty in such sums and with such sureties as the Board shall determine.
- 13.3 Subventions. The Corporation shall be authorized, by resolution of the Board of Directors, to accept subventions according to terms and conditions not inconsistent with the Act, and to issue certificates for such subventions.
- 13.4 Corporate Seal. The corporate seal of the Corporation shall be in circular form and shall bear the name of the Corporation and the words "Corporate Seal, Pennsylvania 1936."

Adopted November 8, 2024