

**THE WILLIAM A. AND MARGARETTA TAYLOR MEMORIAL ASSOCIATION
dba CUYAHOGA FALLS LIBRARY**

BYLAWS

**ARTICLE I
MEETINGS**

Section 1. OATH OF OFFICE. The Oath of Office shall be administered in accord with the rules prescribed by the Ohio Library Council (Ohio Library Trustees Handbook, Fourth Edition, copyright 2019, and as amended) to all newly appointed Trustees. The oath shall be administered at the next regular board meeting or any other time as determined by the President of the Board of Trustees.

Section 2. ANNUAL MEETING. The annual meeting of the Board of Trustees of The William A. and Margaretta Taylor Memorial Association, dba Cuyahoga Falls Library (hereinafter known as “Association” or “Library”), for the purpose of election of officers, appointment of the Fiscal Officer and/or Deputy Fiscal Officer, and the adoption of an annual report shall be held on the same date as the regular meeting held in January of each year.

Section 3. REGULAR MEETINGS. The regular meetings of the Board of Trustees shall be held on the third Tuesday of each month at a place and time to be determined by the President of the Board of Trustees with the exception of the January meeting that shall be held on the fourth Tuesday of the month.

Section 4. SPECIAL MEETINGS. Special meetings of the Board of Trustees may be called by the Secretary, at the direction of the President, or at the request of six (6) members of the Board of Trustees, for the transaction of business; notice of the time and place of any special meeting must be communicated to all members of the Board of Trustees at least forty-eight (48) hours prior to the time of the special meeting.

Section 5. QUORUM: PUBLIC MEETING. A quorum for transaction of business at an annual, regular or special meeting shall consist of a majority of the duly appointed and elected trustees physically present at the time of such meeting. All meetings are open to the Public.

Section 6. ATTENDANCE OF TRUSTEES. Any trustee who is absent from the annual, regular or special meetings of the Board for three (3) such meetings in one (1) calendar year, without said absence being duly excused, shall be deemed to have voluntarily resigned from the Board and shall be replaced in accordance with the Articles of Incorporation governing election and appointment of Trustees.

Section 7. EXECUTIVE SESSION. The Board can go into executive session for one of the following reasons in compliance with Ohio Revised Code Section 121.22 as amended:

- a. Personnel. To consider the appointment, employment, dismissal, discipline, promotion, demotion, or compensation of a public employee or official, or to consider the investigation of charges for complaints against a public employee, official, licensee, or regulated individual. Courts have determined that this exception may NOT be used unless the matters to be discussed directly affect a specific person or to discuss the creation of a new position.
- b. Property. To consider the purchase of property, or the sale of property by competitive bid.
- c. Court Action. A library may discuss pending or imminent court action in executive session, but the library's duly appointed legal counsel must be present.
- d. Collective Bargaining. To discuss, prepare for, conduct, or review collective bargaining issues.
- e. Confidential Matters. To discuss security arrangements and emergency response protocols where the disclosure of that information could be expected to jeopardize the security of the library.

No decision-making can be done in executive session. In executive session, the only vote that can be taken is a motion to adjourn or recess the session.

In order to begin an executive session there must be a motion and second that states the specific matters to be discussed and who will be in attendance in the session. The vote on the motion must be done by roll call.

Section 8. PROCEDURE. The procedure of all meetings of the Board of Trustees shall be governed by Roberts Rules of Order Newly Revised, except where said rules of order conflict with these Bylaws.

Section 9. ARCHIVAL OF RECORDS. The archival of records shall be the responsibility of the Director or the Fiscal Officer. Records shall be maintained in accordance with Ohio Records Retention guidance.

Section 10. VOTING. Voting by Board members is to be in person. Members attending via authorized communications equipment are not eligible to vote. When a board member cannot be physically present, the members who are not physically present at a meeting of voting members may attend the meeting using authorized communication equipment that provides an opportunity to participate in the meeting, including an opportunity to read or hear the proceedings of the meeting, participate in the proceedings, and contemporaneously communicate with the persons who are physically present at the meeting.

ARTICLE II
OFFICERS

Section 1. OFFICERS. The officers of the Board of Trustees shall be a President, a Vice-President, a Secretary and a Treasurer. The officers shall be elected from the members of the Board of Trustees at the annual meeting.

Section 2. NOMINATING COMMITTEE. A Nominating Committee consisting of not less than three (3) members of the Board of Trustees shall be appointed by the President three (3) months prior to the annual meeting. The committee will present a slate of officers at the regular December meeting. Additional nominations for any office may be made from the floor at the annual meeting.

Section 3. TERM OF OFFICE. The term of office for all officers shall be one (1) year, beginning immediately upon election at the annual meeting and ending at the beginning of the next succeeding annual meeting. No member of the Board of Trustees shall serve in the same office for more than two (2) consecutive terms, except the Treasurer, who may serve up to four (4) consecutive terms. After such office has been held for at least one term by another member of the Board of Trustees, then the original office holder immediately becomes eligible for an additional two (2) consecutive terms (or for an additional four (4) consecutive terms for the Treasurer).

Section 4. VACANCIES. In the event the President resigns, moves from the City of Cuyahoga Falls, Ohio, or the Village of Silver Lake, Ohio, dies, or in any way becomes unable or unwilling to serve, the Vice-President shall succeed the President and perform the President's duties until the next annual meeting. The Board of Trustees shall elect a new Vice-President not later than the second regular meeting following the vacancy created by the succession of the Vice-President to the Presidency. In the event any other officer moves from the City of Cuyahoga Falls, Ohio, or the Village of Silver Lake, Ohio, dies, or in any other way becomes unable or unwilling to serve his or her term of office, the Board of Trustees shall elect a new officer to such vacancy not later than the second regular meeting following the creation of said vacancy.

Section 5. PRESIDENT. The President shall preside at all meetings of the Board of Trustees, authorize calls for special meetings, execute all documents authorized by the Board of Trustees, appoint all committees and any chairs thereof, and shall serve as an ex-officio member of all said committees with the exception of the Nominating Committee. The President shall have a vote on any matter that may come before the Board of Trustees at any meeting of said Board the same way as any other members of the Board of Trustees.

Section 6. VICE-PRESIDENT. The Vice-President, in the event of the absence or disability of the President, or in the event of a vacancy of that office, shall assume and perform the duties and functions of the President.

Section 7. SECRETARY. The Secretary shall keep a true and accurate record of all meetings of the Board of Trustees and the minutes shall include a record of those members of the Board of Trustees present at such meetings, shall issue notice of all regular, special and annual meetings, shall oversee the minutes of all meetings

and transcription of said minutes into a permanent record as soon as possible after each meeting, and provide each member of the Board of Trustees with a copy of said minutes as soon as possible after each meeting.

Section 8. TREASURER. The Treasurer shall serve as chair of the Finance/Audit Committee and report to the Board on all matters addressed by the Committee in the exercise of its duties. The Treasurer, or another officer of the Board of Trustees, shall sign instruments for the financial operation of the Library upon proper preparation and certification by the Fiscal Officer. Proper certification shall include an attested statement by the Fiscal Officer assuring the availability of funds for expenditures and such documentation as shall be required by the Board of Trustees.

Section 9. OTHER OFFICERS UNDER ARTICLE II. Other officers may be established by the Board, who shall determine the duties of each such officer.

Section 10. AUTHORITY AND DUTIES. The officers shall have such authority and perform such duties in addition to their duties specifically set forth in these Bylaws as the Board of Trustees may determine.

Section 11. MEETINGS OF OFFICERS. Officers of the Board of Trustees may meet between Board meetings to discuss urgent or confidential matters. These special Executive Committee meetings can be used to gather information and/or provide options that then must be presented to the Board for decision and/or vote. This Executive Committee has limited powers.

ARTICLE III DIRECTOR AND FISCAL OFFICER

Section 1. DIRECTOR. The Board of Trustees shall appoint a qualified librarian as Director of the Library who shall serve as executive and administrative officer of the Library on behalf of the Board of Trustees and be directly responsible to the Board. Once the Board has established an employee position and specified the duties thereof, the Director may hire employees of the Library who are not addressed in the Bylaws, subject to final approval by the Board. The Director shall be held responsible for the proper care and maintenance of library property, for an adequate and proper selection of books and other media in accordance with the stated policy of the Board of Trustees, for the efficiency of library service to the public, for providing necessary input into the development process of the yearly budget and appropriations, for operation of the Library within budgetary constraints, and for such other duties as the Board may prescribe. The Director shall serve as the Statutory Agent of the Library. The Director serves the Board ex officio with no voting rights.

The Director is expected to attend regular and special meetings of the Board of Trustees and shall provide a report at each regular meeting of the Board concerning the operations of the Library and shall submit for Board consideration recommendations concerning all matters requiring action by the Board.

Section 2. FISCAL OFFICER. The Board shall appoint a qualified individual as the Fiscal Officer, who shall be directly responsible to the Board. The Fiscal Officer shall also communicate with the Director on operational matters and shall coordinate with the Director on all items associated with fiscal responsibility. The Fiscal Officer shall have full charge of the financial operations of the Library in accordance with the objectives and policies adopted by the Board and subject to direction and review by the Board. The Fiscal Officer shall follow the educational requirements for fiscal officers as identified in the Ohio Library Council's Ohio Library Trustees Handbook, Fourth Edition, copyright 2019, and as amended.

The Fiscal Officer's duties shall include, but not be limited to the following:

- a. Ensuring funds and assets of the Library are secure;
- b. Ensuring all financial accounting operations comply with State, Federal, and Local laws;
- c. Assisting the Executive Director and the Finance Committee in development of an annual Budget pursuant to which operations will be managed;
- d. Presenting timely and accurate reports to the Board on Library financial activities; and
- e. Participating in long-range planning for the Library.

The Fiscal Officer shall present to the Board analyses of revenue, expenditures, and inventory.

The Fiscal Officer is expected to attend regular and special meetings of the Board of Trustees and shall provide a report at each regular meeting of the Board concerning the financial operations of the Library and shall submit for Board consideration recommendations concerning all matters requiring action by the Board. The Fiscal Officer shall consult with the President and the Chairpersons of the standing committees concerning the work of the Library. The Fiscal Officer serves the Board *ex officio* with no voting rights.

ARTICLE IV
COMMITTEES

Section 1. STANDING COMMITTEES. The standing committees of the Board of Trustees shall be Building, Bylaws/Policies Review, Finance/Audit, Graefe Memorial, Personnel, Scholarship, and Strategic Planning.

- a. Building Committee. The Building Committee shall work with the Library Director to determine building, grounds, furniture, fixtures and equipment needs. The committee shall make recommendations to the Board of Trustees regarding these needs.
- b. Bylaws/Policies Review Committee. The Bylaws/Policies Review Committee shall be responsible for review and modification of all library policies when asked by the Director or the Board of Trustees. The Committee shall also be responsible to review and revise all Bylaws as needed or when a request has been submitted by the Board of Trustees.
- c. Finance/Audit Committee. The Finance/Audit Committee shall be chaired by the Treasurer. In consultation with the Library Director and the Fiscal Officer, the committee shall advise the Board of Trustees on all matters relating to the library's budget, appropriations, funds and investments. The Finance/Audit Committee shall serve as the Board of Trustees' liaison with the auditor.
- d. Graefe Memorial Committee. The Graefe Memorial Committee shall see that the graves of Mr. and Mrs. Graefe are decorated at appropriate times of the year. A Board member may utilize any member of the public in assistance with this matter.
- e. Personnel Committee. The Personnel Committee handles the hiring, evaluations and termination of the Director and Fiscal Officer. The personnel committee shall be involved in any additional matters as determined by the Board.
- f. Scholarship Committee. The Scholarship Committee shall oversee the Caroline Affleck Scholarship Fund and any subsequent scholarship funds. The committee shall review applications for the scholarship and recommend recipients, if any, to the Board.
- g. Strategic Planning Committee. The Strategic Planning Committee will be composed of members of the Board of Trustees and will make recommendations to the Board regarding any issues related to strategic planning. The committee will work in consultation with the Library Director.

Section 2. Other standing committees may be formed with the approval of the Board of Trustees as the business of the Library may require.

Section 3. Standing committee members and chairs shall be appointed by the president annually.

Section 4. Ad hoc committees may be appointed by the President as necessary. Ad hoc committees shall be considered to be discharged upon the completion of the purpose for which they were appointed and after the final report of the ad hoc committee has been presented to the Board of Trustees.

ARTICLE V. CONFLICT OF INTEREST

Section. 1. CONFLICT OF INTEREST. Trustees must avoid situations in which their personal interests conflict with the needs of the Library, particularly with respect to decisions involving financial transactions entered into by the Library. Trustees shall avoid any situation in which there may be an appearance of a conflict of interest and which might result in injury to the standing of the Board or Library in the eyes of the community. A conflict of interest shall be defined as any situation in which the personal interests of a Trustee might be served or the financial benefit gained at the expense of Library users or at the expense of the Library. A direct conflict exists whenever there is a proposed transaction or arrangement in which a Trustee has any actual or potential involvement, interest, relationship or gain. An indirect conflict exists in the following situations: when any party involved in a transaction with the Library is an entity in which the Trustee has a material (no more than 5% equity interest) or financial interest, or if a Trustee has a business affiliation or family relationship with a party involved in a transaction with the Library.

Under no circumstances shall any Trustee participate in any decision in which the Trustee has a direct or indirect conflict of interest. Any resolution shall hold the Library's interest paramount, and shall maintain the highest level of integrity. The foregoing is intended to supplement but not replace any applicable federal or state laws governing conflicts of interest applicable to nonprofit and tax-exempt entities.

Section 2. ETHICS STATEMENT. Should any Trustee perceive a direct or indirect conflict of interest, it must be brought to the attention of the Board immediately, and the Board shall examine the nature and extent of the potential conflict. If the Board determines that the extent of a Trustee's conflict of interest warrants disqualification from office, the Board may remove a Trustee from office by an affirmative vote of eight (8) Trustees.

All Trustees of the Board are required to sign annually a copy of an ethics statement. Such statement shall be kept on file with the Secretary of the Board. The ethics statement shall be substantially as appears in Appendix "A" and may be modified in part by the Board as needed.

The ethics statement signed by each member of the Board of Trustees shall be maintained by the Director or Fiscal Officer in accordance with Ohio law.

ARTICLE VI
LIBRARY AFFILIATED ORGANIZATIONS

Section 1. DEFINITIONS. A library affiliated organization (affiliate) shall be defined as an organization that is directly or indirectly using the Cuyahoga Falls Library, its name, or presenting itself as being associated with the Library, in all matters public or private.

Section 2. PURPOSE. The purpose of an affiliated organization shall be to promote the needs, programs, and benefits of the library to the public. The organization is to be involved in at least one of the following: levy support, public presentations, book sales, and/or any other supportive functions that benefit the Library.

Section 3. OPERATION. Organizations wishing to be affiliated with the Cuyahoga Falls Library must first submit a proposal for such affiliation. The proposal is to be submitted to the Cuyahoga Falls Library Board of Trustees and shall be voted on by a simple majority for approval or denial of the affiliation. Said organization(s) shall be of a nonprofit status and registered as such with the IRS. Approved affiliated organizations shall be governed by a mutually agreed upon memorandum of understanding (MOU).

The Cuyahoga Falls Library Board of Trustees shall have the authority to terminate any agreement with any affiliated organization if it is determined by the Board of Trustees that the organization misrepresented the Library and/or its employees in a negative way. Further, if funds are utilized in a manner inconsistent with Library use or support, that action shall be cause for termination of the agreement.

The Cuyahoga Falls Library Board shall appoint a Trustee as a liaison between the approved organization(s).

The Cuyahoga Falls Library is not obligated to provide space or resources for any affiliated organization(s). The Library Board of Trustees, at its discretion, may provide space and/or resources that are specific to the needs of the organization.

An affiliated organization shall submit a yearly audit of finances of the organization to the Cuyahoga Falls Library Board of Trustees. Any proceeds raised by the affiliated organization, on behalf of the Library, are to be directed to the Library (excluding operational expenses of the organization) with a coordinated submission to the Fiscal Officer. Expenditure of funds generated shall be determined by the Director of the Library with input from the Fiscal Officer and the affiliated organization.

In the event of a termination between the organization and the Library, any funds retained by the organization that were generated on behalf of the Library, shall be turned over to the Fiscal Officer of the Library forthwith.

This article does not apply to a political action committee (PAC) acting in support of levy campaigns.

ARTICLE VII
AMENDMENTS

These Bylaws of The William A. and Margaretta Taylor Memorial Association dba Cuyahoga Falls Library may be amended as follows:

A proposed amendment shall be presented at a regular meeting of the Board of Trustees by any member of the Board or group of members. The full language of the proposed amendment and the name of the member or members proposing such amendment shall be recorded in the minutes of the meeting at which it is presented.

After being read and so recorded, the proposed amendment shall be held over until the next succeeding regular meeting when it shall be taken up for action during the period devoted to old business. The member who presented the proposed amendment at the earlier meeting shall move for its adoption and upon proper second and discussion, the roll shall be called of those members present and the amendment shall be adopted and become part of the Bylaws of The William A. and Margaretta Taylor Memorial Association dba Cuyahoga Falls Library if the roll call shows at least seven (7) affirmative votes.

ARTICLE VIII
LIABILITY OF TRUSTEES AND OFFICERS

Section 1. INDEMNIFICATION. In accordance with Ohio Revised Code Section 1702.12(E), the Association shall provide full indemnification of any trustee, officer, employee, agent of or volunteer of the Association who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative or investigative action, suit, or proceeding, by reason of the fact that individual was a trustee, officer, employee or agent of or volunteer of the Association, against expenses, including attorney fees, judgments, fines and amounts paid in any settlement actually and reasonably incurred by any one of the class herein set forth.

The Association shall advance expenses, including attorney fees, to any trustee, director, officer, or employee or agent of or volunteer of the Association where such person or persons would be threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit or proceeding, where it is claimed or alleged that such person or persons were serving as such trustee, officer, employee or agent of or volunteer of the Association.

The two previous paragraphs in this section shall apply to all such trustees, officers, employees, or agent of or volunteer of the Association in the event any civil, criminal, administrative or other investigative action, suit or proceeding should commence against such named persons after their term or terms as such trustee has terminated or their employment as an officer, employee, agent of or volunteer of the Association has terminated.

Section 2. INSURANCE. The Association is hereby authorized to purchase and maintain insurance for or on behalf of any person who is or was a trustee, officer,

employee, agent or volunteer of the Association against any liability asserted against the person and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the corporation would have the power to indemnify the person against liability under Ohio Revised Code 1702.12(E)(7), and as amended.

Section 3. GENERAL. No indemnification shall be made with respect to any claim, issue, or matter for which that person has been finally adjudged to be liable for gross negligence or intentional misconduct in the performance of their duty to the Library, unless the Board deems indemnification appropriate in view of all the circumstances.

APPENDIX A
CUYAHOGA FALLS LIBRARY TRUSTEE ETHICS STATEMENT

Cuyahoga Falls Library Trustees are accountable for the resources of the Library and accountable to ensure that the Library provides the best possible service to its community.

Every Trustee makes a personal commitment to contribute the time and energy to execute faithfully his/her duties and responsibilities effectively and with absolute truth, honor, and integrity.

- Trustees shall respect the opinions of their colleagues and not be disrespectful when they disagree or oppose a viewpoint different from their own.
- Trustees shall demonstrate good faith complying with all the laws, rules and regulations applicable to their position.
- Trustees shall fulfill their responsibilities as fiduciaries and shall exercise their duties in the best interests of the Library.
- Trustees shall uphold library patrons' rights to privacy in the use of library resources.
- Trustees shall not disclose information required to be confidential bylaw or by the Board of Trustees.
- Trustees shall comply, in good faith, with freedom of information laws.
- Trustees shall avoid situations in which personal interests might be served or personal financial benefits gained for either themselves or other Trustees, Library Officers, and Board Committee members, as a result of their position.
- Trustees have the duty to abstain from discussion and voting on any issue in which he or she has the appearance of a conflict of interest.
- Trustees shall not use their position to gain unwarranted privileges or advantages for themselves or others from the Library or from those who do business with the Library.
- Trustees shall not interfere on an individual basis with the management responsibilities of the Director or the supervision of Library Staff.
- Trustees shall abide by Article VI. Sections 1 and 2 of the Bylaws.

By signing below I agree to be bound by the ethics statement herein while I occupy the Library position of Trustee, accepting that a breach of such obligations subjects me to potential disqualification from my position, among other possible consequences. I further and specifically certify that I, except as I note in writing at the end of this statement, am not now, or at any time during the past year, have been a participant, directly or indirectly, in any arrangement, agreement, investment or other activity with any vendor, supplier, or other party doing business with the Cuyahoga Falls Library which has resulted or could result in a personal benefit to me.

Signature: _____

Date: _____

Printed Name: _____

APPENDIX B
AD HOC COMMITTEES

Section 1. AD HOC COMMITTEES. The ad hoc committees of the Board of Trustees shall be Art, Library Affiliated Organizations, Records Retention, and any other committees deemed to be necessary on an ad hoc basis by the Board of Trustees.

- a. Art Committee. The Art Committee shall be composed of members of the Board of Trustees and the Library Director. They shall review any art work offered to the library and will make recommendations to the Board of Trustees as to whether or not to accept it. The Committee will also make recommendations to the Board of Trustees regarding the promotion of items in the Library art collection and the maintenance of an art inventory. The Art Committee shall have the authority to dispose of or sell any artwork determined to no longer be of purpose or value to the library. Such sale or disposal shall be approved by the Board of Trustees.
- b. Library Affiliated Organizations. One member of the Board of Trustees shall be appointed to serve as a liaison between the Board and the affiliated organization. The committee name shall be that of the affiliated organization (example: Allied Supporters of the Cuyahoga Falls Library (ASCFL)). A Library affiliated organization may also include a foundation directly tied to the Library. A listed foundation will have a least one Library Board Trustee on its Board.
- c. Records Retention Committee. The Records Retention Committee is responsible for the appropriate disposal of any library records in accordance with the laws of the State of Ohio, using an approved records retention policy and appropriate procedures as approved by the State.

APPENDIX C
OATH OF OFFICE

“Do you solemnly swear (or affirm) that you will support the Constitution of the United States and the Constitution of the State of Ohio; and that you will faithfully and impartially discharge your duties as a member of the Board of Trustees of the Cuyahoga Falls Library in the County of Summit, Ohio to the best of your ability, and in accordance with the laws now in effect and hereinafter to be enacted, during your term of office?”

Amended and approved by the Taylor Memorial Public Library Board of Trustees, October 15, 2002.

Amended and approved by the Cuyahoga Falls Library Board of Trustees, April 19, 2005.

Amended and approved by the Cuyahoga Falls Library Board of Trustees, July 16, 2013.

Amended and approved by the Cuyahoga Falls Library Board of Trustees, February 18, 2014.

Amended and approved by the Cuyahoga Falls Library Board of Trustees, December 18, 2018.

Revised: Article II, Section 8 - 9, approved by the Cuyahoga Falls Library Board of Trustees, March 19, 2019.

Addition: Article VI, approved by the Cuyahoga Falls Library Board of Trustees, March 19, 2019.

Addition: Cuyahoga Falls Library Trustee Ethics Statement, approved by the Cuyahoga Falls Library Board of Trustees, March 19, 2019.

Amended Article II, Section 8 by the Cuyahoga Falls Library Board of Trustees, May 18, 2021.

Major Revision. All changes included as Additions, Moved, and Revisions approved by the Cuyahoga Falls Library Board of Trustees on March 21, 2023.

*Additions: Article I - Meetings, sections 1, 7, 9 and 10
Article VI – Library Affiliated Organizations
Article VIII – Liability of Trustees and Officers
Appendix B – Ad Hoc Committees
Appendix C – Oath of Office*

*Moved: Article VII – Amendments was previously Article V
Article V – Conflict of Interest was previously Article VI*

Revisions: All other Articles, Sections and Appendices were completely reviewed and revised where appropriate in addition to citations above

Reference: Appendix D – Articles of Incorporation (included for reference only, not subject to change)

APPENDIX D
ARTICLES OF INCORPORATION

THE WILLIAM A. AND MARGARETTA TAYLOR MEMORIAL ASSOCIATION

WITNESSETH, that we, the undersigned, all of whom are citizens of the State of Ohio, desiring to form a corporation, not for profit, under the general corporation laws of said State, do hereby certify:

FIRST. The name of said corporation shall be THE WILLIAM A. AND MARGARETTA TAYLOR MEMORIAL ASSOCIATION.

SECOND. Said corporation is to be located at Cuyahoga Falls in Summit County, Ohio, and its principal business there transacted.

THIRD. Said corporation is to be formed for the purpose of receiving gifts, devices or trust funds, and to use the same income therefrom for the purpose of erecting, establishing and maintaining a library and museum of natural and other curiosities and specimens and works of art; the diffusion of useful knowledge and the acquirement of the arts and sciences by the establishment of a library of scientific and miscellaneous books for general circulation and reading and to keep the said library and museum open to the public and all citizens of Cuyahoga Falls, without reference to race, or religious belief on reasonable terms and at reasonable times, and under such rules as govern and control other public libraries, and which the trustees of this association may from time to time adopt and promulgate. This association is formed for the further purpose of fully carrying out the provisions and terms of the will of Margaretta Taylor, deceased, and to that end and for that purpose the undersigned hereby prescribe the following rules for the government of this association, to-wit:

There shall be eleven (11) Trustees elected and appointed in three (3) classes as follows:

(a) Five (5) Life Trustees of this association who must be residents of the City of Cuyahoga Falls, Ohio or Village of Silver Lake, Ohio; the tenure of office of said Trustees shall be for life; upon death, resignation or removal of residence from Cuyahoga Falls or Silver Lake of any Trustee, the remaining Trustees shall choose and elect from the patrons of said library another Trustee, a resident of Cuyahoga Falls or Silver Lake, to fill such vacancy.

(b) Four (4) Trustees appointed by the Mayor of the City of Cuyahoga Falls, Ohio, with confirmation of the Council of the City of Cuyahoga Falls. The term of two of the initial appointees of the Mayor shall be for a period of one (1) year and the term of the remaining initial Trustees shall be for a period of three (3) years, thereafter all appointees shall have terms of three (3) years, except that upon death, resignation, removal of residence from Cuyahoga Falls or Village of Silver Lake, or acceptance of a public office, a successor shall be appointed by the Mayor, with confirmation of the Council, for the unexpired term. If a vacancy which is to be filled by appointment of the Mayor of the City of Cuyahoga Falls remains unfilled for a

period of ninety (90) days then it shall be filled by appointment by the Council of Cuyahoga Falls.

(c) Two (2) Trustees appointed by the Board of Education of the City of Cuyahoga Falls; the term of one of the initial appointees of the Board of Education shall be for a period of one (1) year and the term of the remaining appointee shall be for three (3) years. Thereafter all appointees of the Board of Education shall be for three (3) year terms, except that upon death, resignation, removal of residence from Cuyahoga Falls or Village of Silver Lake, or acceptance of a public office, a successor shall be appointed by the Board of Education for the unexpired term. If a vacancy which is to be filled by appointment by the Board of Education of the Cuyahoga Falls City School District remains unfilled for a period of ninety (90) days, then such vacancy shall be filled by appointment by the Mayor of the City of Cuyahoga Falls.

No Trustee of this association shall hold any other public office except that of Notary Public or member of the state militia or armed forces.

Said Trustees shall have the exclusive management and control of all the property and trust funds of the corporation and the investment thereof, and shall have the exclusive management of the library and museum, and the library building owned by this corporation, and they shall be charged with the duty of carrying out any trust created or imposed by the terms of any gift or devise which said corporation, or which said trustees accept and receive.

Amended by the Trustees of the William A. and Margaretta Taylor Memorial Association and approved by the Cuyahoga Falls Library Board of Trustees, August 15, 2006