

Amended Bylaws
of the
JOHANN FUST LIBRARY FOUNDATION, INC.,
A Non-Profit Corporation

ARTICLE I
Organization

SECTION 1: The name of this corporation shall be JOHANN FUST LIBRARY FOUNDATION, INC., a corporation not for profit (hereinafter “the corporation”).

SECTION 2: Its principal office shall be located in Boca Grande, Florida, at such address or place as the Board of Directors may choose.

ARTICLE II
Directors & Members

SECTION 1: The business and property of the corporation shall be managed by the Board of Directors, who shall also constitute all of the corporation’s members which shall not be less than seven (7) nor more than fifteen (15). Directors shall receive no compensation for their services as a director.

SECTION 2: The number of directors may be increased only upon a vote of the Board of Directors. Vacancies caused by resignation, death, incompetency, disqualification, increase in number of directors, or other causes shall be filled by the remaining members of the Board of Directors.

SECTION 3: In addition, if at the end of a Board of Director member’s service the Board concludes that the director has served the corporation with particular distinction, the Board may, in its discretion, elect such member as an *emeritus* director who shall receive Board meeting materials and be encouraged to attend Board meetings as a non-voting participant.

ARTICLE III
Meetings

SECTION 1: Regular meetings of the directors shall be held at a place to be designated by the President and/or at such time or times as the Directors may by resolution determine.

SECTION 2: Special meetings of the Board of Directors shall be held in the principal office of the corporation unless otherwise designated by the President, may be called by the President or any two (2) directors, and may be held with notice or waiver thereof.

SECTION 3: Notice of all regular and special meetings shall be mailed or delivered electronically to each Director by the Secretary, at least ten (10) days before the date fixed for the meeting, unless written waiver of notice is signed by all directors. All notices of

special meetings shall state the purposes thereof.

SECTION 4: A quorum for the transaction of business at any regular or special meeting of the directors shall consist of half of the number of board members plus one, but a majority of those present at any regular or special meeting shall have power to adjourn the meeting to a future time.

SECTION 5: Only a Director who is present in person at the meeting may participate in a regular or special meeting. A Director may not act by means of a proxy.

SECTION 6: Any or all Directors may participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE IV

Elections

SECTION 1: The Board shall elect the members of the Board and officers of the corporation at the annual Board meeting in March.

SECTION 2: Board members shall be elected to a three-year term commencing on April 1 following the election and may be elected for one additional three-year term, not to exceed six consecutive years served, except that a Board member still actively engaged in important projects at the end of their sixth year of service may be elected to up to two (2) additional years to complete a Board-designated specific project.

SECTION 3: Officers shall be elected to a one-year term commencing on April 1 following the election and may be elected for additional terms, providing that no officer shall exceed six consecutive years served. An officer may be removed at any time by a two-thirds (2/3) vote of the full Board of Directors.

ARTICLE V

Officers

SECTION 1: The officers of this corporation shall be a President, a Vice President, a Treasurer, an Assistant Treasurer and a Secretary and such other officers or agents as may be deemed necessary by the Board of Directors. Officers shall be elected for the term of one year and shall hold office until their successors are duly elected and qualified. The President and Vice President shall be members of the Board of Directors. Other officers need not be members of the Board of Directors.

SECTION 2: The President shall preside at all meetings of the membership and directors; shall have general supervision over other officers, and shall perform all such other duties as are incident to the office. In the absence or temporary disability of the President, these

duties shall be performed by the Vice President. In the absence or temporary disability of both the President and the Vice President, the duties of the President shall be performed by a member of the Board of Directors who has then served for the longest period of time.

SECTION 3: If the President shall be removed, resign, die, or become incompetent or be otherwise permanently unable to perform the duties of the President, the Vice President shall succeed to the Presidency and a Vice President shall be elected by the Board of Directors.

SECTION 4: The Secretary shall issue notices of all directors and membership meetings, and shall attend and keep the minutes of the same; shall have charge of all non-financial corporate books, records and papers; shall be custodian of the corporate seal; shall attest with the Secretary's signature and impress with the corporate seal all written contracts of the corporation and shall perform all such other duties as are incident to the office.

SECTION 5: The Treasurer shall have charge of the funds, securities and financial records of the corporation and shall deposit and invest such funds and securities in the name and to the credit of the corporation in such manner as may be approved by the Board of Directors. The Treasurer shall sign all written contracts of the corporation and perform all such other duties as are incident to his office.

SECTION 6. The Assistant Treasurer shall be appointed by the Board of Directors and shall perform the duties of the Treasurer in the absence of disability of the Treasurer.

ARTICLE VI

Funds of the Corporation

SECTION 1: Checks or other orders for the payment of money issued in the name of the corporation shall be signed by such officers or other agents of the corporation as may be determined from time to time by resolution of the Board of Directors.

ARTICLE VII

Amendments

SECTION 1: Amendments to these bylaws may be made by vote of two-thirds (2/3) majority of the Directors present and voting, provided, however, that ten (10) days notice in writing shall be mailed to each director before any vote may be taken, said notice to specify the nature of the proposed change.