

**BYLAWS OF
ORANGE COUNTY LIBRARY FOUNDATION, INC.**

ARTICLE I

NAME

This corporation shall be known as ORANGE COUNTY LIBRARY FOUNDATION, INC. (the "Corporation"), a Florida nonprofit corporation.

ARTICLE II

MEMBERS

This Corporation shall have no Members.

ARTICLE III

PURPOSES

The purposes of the Corporation are to engage in charitable, religious, educational, and scientific activities, within the meaning of Section 501(c)(3) and Section 170 of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder (the "Code"), together with all other activities permitted by Chapter 617, Florida Statutes, as amended from time to time (the "Florida Nonprofit Corporation Act"), which further its exempt purposes, as specified herein, including, but not limited to, the payment of overhead expenses, administrative costs, and reasonable salaries to its officers and employees where necessary to carry out the exempt purposes of the Corporation. The Corporation's purposes include, but are not limited to, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, raising funds from individuals,

businesses, foundations, and other lawful sources to support and advance the Orange County Library System by enhancing library services and programs, promoting literacy and lifelong learning, providing scholarships, supporting staff development, and elevating the services and impact of the Orange County Library System for the benefit of the community. Provided, however, that: (i) no part of the net earnings of the Corporation shall inure to the benefit of any member of the Corporation or other individual; (ii) no substantial part of the Corporation's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation engage in subversive activities; (iii) the Corporation shall not participate or intervene in (including, but not limited to, the publishing or distribution of statements) any political campaign on behalf of any candidate for public office; and (iv) the Corporation shall not conduct its business or affairs in such a manner as to discriminate against any person on the basis of race, color, religion, sex, or age. It is the specific intention of the Corporation that the purposes and application of the Corporation be as broad as permitted under the Florida Nonprofit Corporation Act, but only to the extent that the Corporation qualifies as a tax-exempt organization within the meaning of Section 501(c)(3) and Section 170 of the Code.

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Code of 1986, and the applicable rules and regulations thereunder.

No compensation shall be paid to any officer, director, creator, or organizer of the Corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Corporation.

The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Qualifications, Election, and Term. The members of the Board of Directors must be natural persons who are eighteen (18) years of age or older and a resident or taxpayer in the tax district that supports the Orange County Library System. Directors shall be elected by a majority vote of the Board of Directors at the annual meeting. Unless removed or resigned, each director shall serve a term of three (3) years and until their successor is elected and qualified. Directors may succeed themselves for one additional term. Terms may be staggered as determined by the Board.

Section 2. Duties of the Board. The Board of Directors shall transact all business of the Corporation, determine the policies of the Corporation, hire and terminate employees, adjust responsibilities of employees, and in general assume responsibility for the guidance and the affairs of the Corporation. Each director and member of a Board committee shall discharge their duties in accordance with the standards of conduct applicable under the Florida Nonprofit Corporation Act.

Section 3. Quorum. The presence of a majority of all the directors shall be necessary at any meeting to constitute a quorum to transact business. The act of a majority of directors present at a meeting when a quorum is present shall be the act of the Board of Directors. If at any meeting there shall be less than a quorum, a majority of those present may adjourn the meeting to a place and time indicated and a copy of such

adjournment action shall be delivered by hand or by U.S. Mail to all members of the Board of Directors.

Section 4. Director Conflicts of Interest. No director's conflict of interest transaction shall be void or voidable, or give rise to equitable relief, damages, or other sanctions, solely because of the director's relationship or interest, if the transaction is authorized, approved, effectuated, or ratified in accordance with the Florida Nonprofit Corporation Act.

Any director having an actual or potential conflict of interest shall disclose the material facts of the transaction and the director's interest in the transaction to the Board of Directors or applicable committee. Following such disclosure, the transaction may be authorized, approved, or ratified by the vote required under the Florida Nonprofit Corporation Act, including approval by qualified directors to the extent required or permitted by applicable law.

Interested directors may be counted in determining the presence of a quorum at a meeting at which such transaction is considered to the extent permitted by the Florida Nonprofit Corporation Act.

The Board of Directors shall adopt, maintain, and periodically review a written Conflict of Interest Policy applicable to directors, officers, employees, and committee members. All actual or potential conflicts of interest shall be disclosed and addressed in accordance with such policy and the Florida Nonprofit Corporation Act.

Section 5. Executive, Finance and Other Committees. The Board of Directors, by resolution adopted by a majority of the full Board of Directors, may designate from among its members an executive committee, a finance committee and one (1) or more other committees each of which, to the extent provided in such resolution, shall carry out the

duties set forth therein and shall have and may exercise all the authority of the Board of Directors, except that no committee shall have the authority to:

- (a) approve any action required by the Florida Nonprofit Corporation Act, the Articles of Incorporation, or these Bylaws to be approved by the full Board of Directors or by Members, if any,
- (b) fill vacancies on the Board of Directors or any committee thereof, or
- (c) alter, amend or repeal the Bylaws.

The executive committee shall consist of such directors as may be designated by the Board of Directors from time to time. Each committee must have two (2) or more members who serve at the pleasure of the Board of Directors. The Board of Directors, by resolution adopted in accordance with this section, may designate one (1) or more directors as alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee. The designation of any committee and the delegation of authority thereto shall not alone constitute compliance by any director who is not a member of the committee with such director's duties under the Florida Nonprofit Corporation Act.

Section 6. Time of Meeting. Regular meetings of the Board of Directors may be held on a particular day or days as established by the Board of Directors, Annual Meetings as determined by the Board of Directors each year, and Special Meetings at other times upon the call of the Chairman of the Board, the President, or by a majority of the directors. Unless each director shall waive notice thereof before, at, or after the meeting, notice of each regular meeting and Annual Meeting shall be given by the Secretary (or their administrative designee) to each director at least five (5) days before the meeting, and notice of each Special Meeting shall be given by the Secretary to each director at least

three (3) days before the meeting. Notice may be delivered personally, by U.S. Mail, or by electronic transmission, including email, to the address designated by each director.

Section 7. Vacancies. Any vacancy occurring on the Board of Directors may, if elected by the Board of Directors, be filled by the affirmative vote of the majority of the remaining directors, even though the remaining directors constitute less than a quorum, or by the sole remaining director, as the case may be. Each person so elected to fill a vacancy shall serve the remainder of the unexpired term of the director whose position is being filled and thereafter shall be eligible for election to two full terms.

(a) Automatic Vacancies: Any director with three consecutive, unexcused absences or absences constituting fifty percent (50%) or more of the Board's meetings within any twelve (12) month period shall automatically vacate their position on the Board, and such position shall be deemed vacant.

(b) Unexcused Absences: Failure to attend a regularly scheduled or special Board meeting without prior notice to the Chairman of the Board or designated staff liaison, or without a reason deemed acceptable by the Board.

Section 8. Power to Elect Officers. The Board of Directors shall elect a President, a Vice President, a Secretary and a Treasurer. The Board of Directors shall have the power to appoint such other officers and employees as the Board may deem necessary for the transaction of the business of the Corporation. The Board shall have the power to fill any vacancy in any office, occurring for any reason whatsoever.

Section 9. Removal of Directors, Officers, and Employees. Any director may be removed in the manner permitted by the Florida Nonprofit Corporation Act, the Articles of Incorporation, and these Bylaws. Any officer or employee may be removed by a majority

vote of the Board of Directors whenever, in the judgment of the Board, the best interests of the Corporation will be served thereby.

Section 10. Delegation of Powers. For any reason deemed sufficient by the Board of Directors, the Board may delegate any power or duty of any officer or director to any other officer or director.

Section 11. Annual Reports. The President and Treasurer shall present their respective reports of the operation of the Corporation for the preceding year, at the first meeting of the year of the Board of Directors.

Section 12. Compensation. Members of the Board of Directors, as such, shall not receive a regular salary for their services as a member of the Board of Directors. However, such members of the Board of Directors shall receive reimbursement of such directors' out-of-pocket expenses associated with their duties as directors, including attending regular and special meetings. In addition, such directors may receive additional compensation for serving the Corporation in a separate capacity.

Section 13. Action Without a Meeting is Prohibited. Notwithstanding anything to the contrary contained herein or otherwise permitted under the Florida Nonprofit Corporation Act, the Board of Directors shall not take action by written consent in lieu of a meeting. All official actions of the Board shall be taken at a duly noticed meeting conducted in accordance with applicable Florida law, including any applicable public meetings requirements.

Section 14. Meetings of Directors. For the purpose of facilitating attendance at meetings by directors who might otherwise be unable to physically attend meetings, the Board of Directors may provide for the holding of meetings of the directors by telephone conference, video conference or other means of communication by which all directors

participating may simultaneously hear each other during the meeting; provided, however, that any such meeting shall be conducted in compliance with all applicable provisions of Florida law, including any applicable public meetings, notice, access, and Sunshine Law requirements. Directors participating in meetings by telephone conference, video conference, or other similar means shall be deemed to be present at such meetings and shall be entitled to vote to the extent permitted by applicable law.

Section 15. Public Meetings and Public Records. Notwithstanding anything to the contrary contained in these Bylaws, the Board of Directors shall conduct its meetings and take official action in accordance with all applicable provisions of Florida law governing public meetings, including Article I, Section 24 of the Florida Constitution and Section 286.011, Florida Statutes, as each may be amended from time to time. Notice of meetings shall be provided as required by applicable law. The Corporation shall maintain its records in a manner consistent with all applicable public records requirements, including Chapter 119, Florida Statutes, as amended from time to time.

Section 16. Number. The Board of Directors shall consist of at least three (3) members but no more than nine (9) members. The number of members of the Board of Directors may be increased or decreased from time to time by the majority vote of the Board of Directors of the Corporation, but shall never be less than three (3).

Section 17. Resignation. The resignation of a director shall be effective as of the date of delivery of a written notice to the Board of Directors or at a later date, if specified in the written notice.

Section 18. Order of Business. The order of business at Board of Directors' meetings shall be as follows:

- (a) Roll call.
- (b) Reading of the minutes of the prior meeting of directors.

- (c) Reports of committees.
- (d) Treasurer's Report.
- (e) Old and unfinished business.
- (f) Action Items.
- (g) Open Discussion.
- (h) Adjournment.

ARTICLE V

MANAGEMENT OF CORPORATION'S ASSETS

The assets of the Corporation shall be held, managed and invested by the Board of Directors. However, at no time may said assets be used or administered other than in furtherance of the exempt purposes of the Corporation, within the meaning of Section 501(c)(3) of the Code and as provided herein. All investments of funds of the Corporation shall be first approved by the Board of Directors.

ARTICLE VI

OFFICERS

Section 1. Officers. The officers of this Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors, and shall serve for a term of one (1) year and may be reelected for up to three consecutive terms in the same office, if approved by majority vote of the Board of Directors. Such other officers and assistant officers and agents (including but not limited to Assistant Secretaries and Assistant Treasurers) as may be deemed necessary may be elected or appointed by the Board of Directors from time to time.

The failure to elect a President, a Vice President, a Secretary, or a Treasurer shall not affect the existence of this Corporation. The Board of Directors may elect a Chairman of the Board to preside at its meetings, if it sees fit to do so.

Each officer shall discharge their duties in accordance with the standards of conduct applicable to officers under the Florida Nonprofit Corporation Act.

Section 2. President. The President of this Corporation shall:

- (1) preside at all meetings of the Board of Directors;
- (2) have general supervision over the affairs of the Corporation;
- (3) perform all other duties usually pertaining to the office of President.

Section 3. Vice President. The Vice President of this Corporation shall have the powers and perform such duties as may be delegated by the Board of Directors, or in the absence of such action by the Board, then by the Chairman of the Board or by the President. In case of the death, absence, or inability of the President to act, except as may be expressly limited by action of the Board of Directors, the Vice President may perform the duties and exercise the powers of the President following such death of the President or during the absence or inability of the President to act; and, in such case, concurrently with the President, shall at all times have the power to execute all contracts, deeds, notes, mortgages, bonds and other instruments and documents in the name of the Corporation on its behalf which the President is authorized to do, but subject to the control and authority at all times of the Board of Directors.

Section 4. Secretary. The Secretary of this Corporation shall:

- (1) record the minutes of all meetings;
- (2) transcribe the minutes promptly following the meeting;
- (3) confer with the President for possible omissions;

- (4) send a duplicate copy of the minutes to all members of the Board of Directors;
- (5) have custody of the seal of the Corporation;
- (6) give notices of all meetings required by statutes, Bylaws or resolutions;
- (7) take the attendance record at meetings;
- (8) maintain committee reports;
- (9) carry on all necessary correspondence of the Corporation;
- (10) perform such other duties as may be delegated by the Board of Directors.

Section 5. Treasurer.

A. The Treasurer of this Corporation shall:

- (1) be custodian of all funds and securities of the Corporation and collect interest thereon;
- (2) keep a record of the accounts of the Corporation and report thereon at each regular meeting of the Board of Directors;
- (3) make a report at the annual meeting and special reports when requested;
- (4) deposit all moneys of the Corporation in the name of ORANGE COUNTY LIBRARY FOUNDATION, INC., in a financial institution selected and designated by the Board of Directors subject to withdrawal for authorized purposes, upon the joint signatures of two (2) of the officers of the Corporation, one (1) of whom shall be the Treasurer or an Assistant Treasurer, and the other of whom shall be

the President or Vice President; or any other officer or assistant officer of the Corporation.

(5) give bond in such amount as the Board of Directors may require, the Corporation shall pay the premium for such bond;

(6) see that all government agency reports and returns are prepared and filed.

B. All securities and other valuable papers shall be stored at the Corporation's office.

C. The Treasurer's accounts and records may be audited from time to time by a firm of certified public accountants at the expense of the Corporation if determined necessary by the Board of Directors.

Section 6. Resignation. The resignation of an officer shall be effective as of the date of delivery of a written notice to the Board of Directors or at a later date, if specified in the written notice.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Corporation shall align with the fiscal year of the Orange County Library District.

ARTICLE VIII

DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed by the Board of Directors to any one (1) or more organizations qualified as

exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder. Any such assets not so disposed of shall be distributed by the Circuit Court of the county in which the principal office of the Corporation is located, to such organization(s) as said Court shall determine. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

ARTICLE IX

CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer, officers, or assistant officers, agent or agents, of the Corporation and in such manner as determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE X

LOANS TO DIRECTORS AND OFFICERS

Loans, other than through the purchase of bonds, debentures, or similar obligations of the type customarily sold in public offerings, or through ordinary deposit of funds in a bank, may not be made by the Corporation to its directors, officers or employees, or to any other corporation, firm, association or other entity in which one (1) or more of its directors, officers, or employees is a director, officer or employee or holds a substantial financial interest, except a loan to a corporation which is exempt from federal income taxation under Section 501(c)(3) of the Code. A loan made in violation of this Article is a violation of the duty to the Corporation of the directors or officers authorizing it or participating in it, but the obligation of the borrower with respect to the loan may not be affected thereby.

ARTICLE XI

PAYMENT OF DIVIDENDS AND DISTRIBUTION OF INCOME TO DIRECTORS AND OFFICERS PROHIBITED

A dividend may not be paid, and any part of the income or profit of the Corporation may not be distributed, to its directors or officers. The Corporation may pay compensation in a reasonable amount to its directors or officers for services rendered and may confer benefits upon its directors in conformity with its purposes, so long as such payment or benefit does not violate Article III of these Bylaws.

ARTICLE XII

AMENDMENTS TO THE BYLAWS

The Bylaws of the Corporation shall be initially adopted by a majority vote of the Board of Directors, and thereafter may be altered, amended or rescinded by a majority vote of the Board of Directors at the annual meeting of the Board or at a duly called meeting of the Board.

ARTICLE XIII

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS

Section 1. Action Against Party Because of Corporate Position. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that they are or were a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, partner, officer, employee, trustee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees inclusive of any appeal), judgments, fines, and amounts paid in settlement actually and reasonably incurred by them in connection with such claim, action, suit, or proceeding if they acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct unlawful. The termination of any claim, action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption

that the person did not act in good faith and in a manner which they reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that their conduct was unlawful.

Section 2. Action by or in the Right of Corporation. The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed claim, action, or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that they are or were a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, partner, officer, employee, trustee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorneys' fees inclusive of any appeal) actually and reasonably incurred by them in connection with the defense or settlement of such claim, action, or suit if they acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of their duty to the Corporation unless and only to the extent that a court of competent jurisdiction (the "Court") in which such claim, action, or suit was brought shall determine 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 which the Court shall deem proper.

Section 3. Reimbursement if Successful. To the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any claim, action, suit, or proceeding referred to in Sections 1 or 2 of this

Article XIII, or in defense of any claims, issue, or matter therein, they shall be indemnified against expenses (including attorneys' fees inclusive of any appeal) actually and reasonably incurred by them in connection therewith, notwithstanding that they have not been successful (on the merits or otherwise) on any other claim, issue, or matter in any such claim, action, suit, or proceeding.

Section 4. Authorization. Any indemnification under Sections 1 and 2 of this Article XIII (unless ordered by the Court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because they have met the applicable standard of conduct set forth in Sections 1 or 2. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, or by independent legal counsel in a written opinion.

Section 5. Advanced Reimbursement. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that they are entitled to be indemnified by the Corporation as authorized in this Article.

Section 6. Indemnification Not Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, rule of law, provision of Articles of Incorporation, Bylaws, agreement, vote of disinterested directors, or otherwise, both as to action in their official

capacity and as to action in another capacity, while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Where such other provision provides broader rights of indemnification than these Bylaws, said other provision shall control.

Section 7. Insurance. The Corporation shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, trustee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, partner, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the Corporation would have the power to indemnify them against such liability under the provisions of this Article.

THE UNDERSIGNED, constituting the initial members of the Board of Directors of
ORANGE COUNTY LIBRARY FOUNDATION, INC., hereby adopt and approve the
foregoing Bylaws.

Adopted: August 3, 2026.

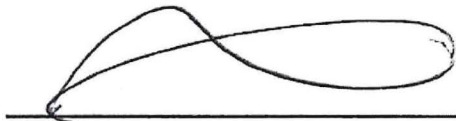
INITIAL BOARD OF DIRECTORS:



Steve Powell



Melissa Stillman



Brian Tillman