

EXHIBIT B

LYRASIS
formerly known as
PALINET AND UNION LIBRARY CATALOGUE OF PENNSYLVANIA

A Pennsylvania Nonprofit Corporation
(Membership)

Amended and Restated Bylaws

ARTICLE 1 PURPOSES

- 1.1 The purposes of 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.

ARTICLE 2 OFFICES

- 2.1 Registered Office. The registered office of the Corporation shall be at such location in Pennsylvania as the Trustees may from time to time determine.
- 2.2 Other Offices. The Corporation may also have offices at such other places as the Trustees 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 who shall have the same rights:
- (a) Institutional Member. Institutional Members shall be organizations representing single institutions, such as a university library, public library, archives, museum, historical society, or like organizations.
 - (b) Group Member. Group Members shall be organizations representing groups of institutions, such as networks and consortia.

Membership fees, if any, for each Membership type shall be determined each year by the majority vote of Members (see article 3.8 "Voting").

- 3.2 Requirements for Membership. The Board of Trustees may establish additional criteria for Membership and may admit additional Members of the Corporation. No institution or group shall become a Member unless specifically approved pursuant to a process established by the Board. Such approval may be denied for any reason deemed sufficient by the Trustees even though the applicant may meet the stated criteria for Membership. To the extent that Member responsibilities, obligations, and benefits are contractually set forth, each Member shall execute such agreements as the Board may require from time to time.

- 3.3 Electronic Attendance. Any Member may attend a meeting of Members by any means of communication equipment by which all persons participating in the meeting can hear each other.
- 3.4 Regular Meetings. Meetings shall be held as determined by the Trustees.
- 3.5 Annual Meetings. The annual meeting of the Members shall be held at a time and place to be determined by the Board of Trustees or via electronic means, with notice provided thirty (30) days in advance to the Members.
- 3.6 Special Meetings. Special meetings of the Membership may be called in three ways: by the Chair of the Board, or at least five (5) members of the Board, or at the written request of 10% of the Members. At least five days' written notice stating the time, place or electronic means, and purpose of any special meeting shall be given to the Members entitled to participate.
- 3.7 Quorum. 10% of all Members, present in person or by proxy, shall constitute a quorum for the transaction of business at any meeting.
- 3.8 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, by written notice to the Secretary of the Board, designate a new Voting Representative. Each Member shall be entitled to one vote, in person, by ballot, by mail, by electronic mail or by proxy in accord with Section 3.9. Unless otherwise required by these Bylaws, the manner of voting on any matter, including changes in the articles or bylaws, may be by voice vote, show of hands, or by ballot, as determined by the Members present, or by mail or electronic mail if determined by the Board of Trustees and a ballot is sent with notice of the question to be voted upon. A majority of Members voting shall decide questions brought before the Members unless otherwise required by these Bylaws.
- 3.9 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 with the Secretary of the Board. The person voting as a proxy shall only be another Voting Representative. 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.
- 3.10 Unanimous 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 a consent or consents in writing setting forth the action to be taken shall be signed by all of the Members and shall be filed with the Secretary of the Board.
- 3.11 Resignation from Membership. Members may resign from the Corporation by signifying their intention 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, and then from that time. The 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 and that the Member shall be deemed to have resigned if such dues are not paid within such 90 day period.

- 3.12 Expulsion from Membership. Any Member may be expelled from Membership, with or without the assignment of any cause, upon a majority vote of all Trustees at a duly convened meeting of the Trustees, 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.
- 3.13 Honorary Titles. The Board may create such additional classes of “membership” as they see fit, but such institutions shall not have the rights of Members under the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the “Act”), including, but not limited to, the right to vote.

ARTICLE 4 TRUSTEES

- 4.1 Powers. The business and affairs of the Corporation shall be managed by the Board of Trustees, except as otherwise required by the Act, these Bylaws or a resolution duly adopted by the Board. The powers of the Board shall include, but not be limited to, the following:
- (a) Ensuring the mission and tax-exempt purpose of the Corporation are maintained
 - (b) Selecting, appointing, and establishing compensation for, as well as 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;
 - (e) Recommending guidelines for operation.
- 4.2 Qualifications of Trustees. Each Trustee shall be an individual of at least 18 years of age, who need not be a resident of Pennsylvania. The Chief Executive Officer of the Corporation shall be an ex officio non-voting Trustee.

The Voting Trustees shall represent the following types of institutions, with a minimum of one (1) state library agency; one (1) Group Member; two (2) public libraries; three (3) academic libraries; two (2) academic research libraries; one (1) special library or cultural heritage institution; and two (2) at-large Members, which may be of any type. The Board of Trustees shall further appoint three additional Voting Trustees who are not representatives of Members of the Corporation (“non-member Voting Trustees”) to serve in staggered terms. The Voting Trustees shall, as nearly as possible, represent institutions which are geographically diverse. The Board shall consist of not fewer than 15 or more than 21 persons as determined from time to time by the Voting Trustees. As nearly as possible, an equal number of terms shall expire each year.

- 4.3 Terms of Voting Trustees.
- (a) Commencing with the 2010 election, Voting Trustees, except non-member Voting Trustees, shall be chosen annually by ballot of the Members and shall serve for terms of three (3) years and until their successors are elected and qualified. The non-member Voting Trustees shall be elected by the other Voting Trustees at the

final regular meeting of the Board each fiscal year and shall serve for terms of three (3) years until their successors are elected and qualified.

- (b) Terms for Voting Trustees begin and end, as applicable, at the beginning of the first meeting of the Trustees in each fiscal year of the Corporation.
 - (c) A Voting Trustee may serve no more than two consecutive terms and, upon serving two consecutive terms, may serve again after an interim of one year. In instances where a Voting Trustee 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 shall be considered as serving a full term with respect to the two-term limit. Service on the board of either PALINET or SOLINET prior to the Merger of the two corporations shall not count toward the two-term limit.
- 4.4 Removal. Any Trustee may be removed from office, with or without the assignment of any cause, by a vote of a majority of Trustees 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 Trustee has been included in the notice of the meeting. No Trustee shall be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.
- 4.5 Quorum. A majority of all Voting Trustees shall constitute a quorum for the transaction of business at any meeting, and the acts of a majority of the Voting Trustees present at a duly convened meeting at which a quorum is present shall be the acts of the Board, unless a greater number is required by the Act or these Bylaws.¹
- 4.6 Vote. Every Voting Trustee shall be entitled to one vote.
- 4.7 Unanimous Consent of Voting Trustees in Lieu of Meeting. Any action which may be taken at a meeting of the Board may be taken without a meeting if a consent or consents in writing setting forth the action so taken shall be signed by all of the Trustees in office and shall be filed with the Secretary of the Board.
- 4.8 Regular Meetings. Regular meetings of the Board shall be held as determined by the Board.
- 4.9 Annual Meeting. The annual meeting of the Board shall be held promptly after the annual meeting of the Members.
- 4.10 Special Meetings. Special meetings of the Board may be called by the Chair or by the written request of three (3) Voting Trustees at any time. At least five days notice stating the time, place or electronic means, and purpose of any special meeting shall be given to the members of the Board.
- 4.11 Teleconference Meetings. Any Trustee may participate in a meeting of the Board or any committee thereof by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other.

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

- 4.12 Evaluation. The Trustees shall at least every other year evaluate their own performance and the composition of the Board in terms of the skills, experience, and contributions of its members to identify ways it may improve its effectiveness by selection of new Trustees and otherwise.

ARTICLE 5 OFFICERS

- 5.1 Positions, Election, Term. The officers of the Board shall include a Chair, one or more Vice-Chairs, a Secretary and a Treasurer, who shall be elected by the Voting Trustees from among the Voting Trustees promptly following the annual election of new Trustees and shall serve for a term of one (1) year and until their successors are elected and qualified. The Trustees may elect such other officers or assistant officers, who need not be members of the Board, as they deem appropriate from time to time.
- 5.2 Consecutive Terms. Officers may be elected for two (2) consecutive terms. Upon serving two (2) consecutive terms in the same office, a Trustee may serve in that office again after an interim of one (1) year. Service for six months or more of a term shall be considered service for a full term. Service for less than six months shall not be considered service for a term.
- 5.3 Duties. The duties of the officers shall include the following:
- (a) The Chair shall preside at all meetings of the Members and Trustees; shall have the authority to execute all appropriate legal documents; appoint members of all committees which are created by the Board; and perform such other duties as the Board of Trustees shall direct. The Chair shall be an ex-officio voting member of every Corporation committee.
 - (b) A Vice Chair shall have such powers and perform such duties as the Board of Trustees may prescribe or as the Chair may delegate.
 - (c) The Secretary shall assure that minutes are prepared and maintained for all meetings of the Board and the Members; shall assure that appropriate notice is given for all meetings of the Board and Members; and shall perform such other duties as may be prescribed by the Board or by the Chair.
 - (d) The Treasurer shall assure that accurate accounts of the receipts and disbursements of the Corporation are maintained; shall cause financial reports to be provided to the Board and the Members as requested, but not less than once a year; and shall perform such other duties as may be prescribed by the Board or by the Chair.
- 5.4 Removal of Officers. Any officer or agent may be removed by the Board whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

ARTICLE 6 COMMITTEES

- 6.1 Establishment. The Board may establish one or more committees to consist of one or more Trustees 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.
- (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 Trustee is appointed to any committee of the Board, such non-Trustee shall have no right to vote on any question that would create a binding obligation of the Corporation.

- 6.2 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 7 TRUSTEE AND OFFICER RESIGNATIONS AND VACANCIES

- 7.1 Resignations. Any Trustee 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, and then from that date. The acceptance of the resignation by the Board shall not be required to make it effective.

- 7.2 Filling Vacancies.

- (a) If a vacancy exists among the positions available for Trustees, by virtue of a desire to fill unfilled positions, or by reason of death, resignation, disqualification or otherwise, the Trustees in office may choose a person or persons who may serve as a Trustee for the remainder of the applicable term.
- (b) If the position of any officer becomes vacant, by an increase in the number of officers, or by reason of death, resignation, disqualification, or otherwise, the Trustees may choose a person or persons who shall hold office for the remaining term.

ARTICLE 8 MEETINGS AND NOTICE

- 8.1 Place of Meetings. Meetings may be held at such place within or without Pennsylvania or via electronic means as the Board may from time to time determine.

- 8.2 Notice. Whenever written notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof by first class or express mail, postage prepaid, or courier service, charges prepaid, or by facsimile transmission or electronic mail, to that person's address (or facsimile number or e-mail address) appearing on the records of the Corporation, or in the case of Trustees, supplied by that person to the Corporation for the purpose of notice. If the notice is sent by mail or courier service, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with the courier service for delivery to such person or, in the

case of facsimile or electronic mail when dispatched. Such notice shall specify the place or electronic means, day, and hour 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.

- 8.3 Waiver of Notice. Any required notice may be waived by the written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.
- 8.4 Electronic Mail. Any action which may be done, or is required to be done, 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 9 LIABILITY AND INDEMNIFICATION

- 9.1 General Rule. A Trustee shall not be personally liable for monetary damages as Trustee for any action taken, or any failure to take any action, unless:
- (a) the Trustee has breached or failed to perform the duties of Trustee 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 Trustee pursuant to any criminal statute or (b) the liability of a Trustee for the payment of taxes pursuant to local, state or federal law.
- 9.2 Indemnification. The Corporation shall indemnify any officer or Trustee who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the Corporation) (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, provided, however, that 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; and provided, further, however, 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.

9.3 Procedure. Unless ordered by a court, any indemnification under Section 9.2 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 he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:

- (i) by the Board of Trustees by a majority vote of a quorum consisting of Trustees who were not parties to the action or proceeding;
- (ii) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Trustees so directs, by independent legal counsel in a written opinion; or
- (iii) by the Members.

9.4 Advancement of Expenses. The Corporation shall advance expenses incurred by an officer or Trustee 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.

9.5 Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be an officer or Trustee of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such person.

9.6 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 10 AMENDMENTS

10.1 Articles of Incorporation. The Articles of Incorporation of the Corporation may be amended by a majority of all Members casting votes by mail or electronic ballot or at any duly convened meeting of Members, after not less than 10 days notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

10.2 Bylaws. The Bylaws may be amended by a majority of all Members voting by mail or electronic ballot or at any duly convened meeting of Members, after not less than 10 days notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

ARTICLE 11 MISCELLANEOUS

11.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June.

- 11.2 Conflicts of Interest. The Board shall adopt a policy on dealing with conflicts of interest.
- 11.3 Headings. In interpreting these Bylaws, the headings of articles shall not be controlling.
- 11.4 Bond. If required by the Board, any person shall give bond for the faithful discharge of his or her duty in such sums and with such sureties as the Board shall determine.
- 11.5 Subventions. The Corporation shall be authorized, by resolution of the Trustees, to accept subventions on terms and conditions not inconsistent with the Pennsylvania Nonprofit Corporation Law and to issue certificates therefore.
- 11.6 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."
- 11.7 Parliamentary Authority. The rules in the most recent edition of *Robert's Rules of Order Newly Revised* shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with the Act, the Articles or Bylaws of the Corporation, or the policies of the Board of Trustees.

Adopted February 4, 2009; Effective April 1, 2009