

GUNNISON COUNTY LIBRARY DISTRICT FOUNDATION

BY—LAWS

ARTICLE ONE

NAME AND LOCATION

Section 1.1. The name of this organization shall be the Gunnison County Library District Foundation.

Section 1.2. Location: The office of this organization in the State of Colorado shall be 307 N. Wisconsin, Gunnison, CO 81230

ARTICLE TWO

MISSION AND GOAL

Section 2.1. Mission: The Gunnison County Library District's mission is to bring people, information and ideas together to enrich lives and build community. The Gunnison County Library District Foundation supports the Library by raising public awareness of the importance of libraries, generating private sector financial support to complement public tax funding, supporting programs and adult education to better serve the needs of our community. We do this by securing the Libraries are an indispensable community resource.

Section 2.2. Goal: The goal of the Foundation is to enhance, not replace, traditional tax-based support for the Library by:

- A. Seeking additional funds to support enhanced Library operations.
- B. Managing Library investments for the present and future benefits of the Library.

ARTICLE THREE

THE FOUNDATION BOARD

Section 3.1. Authority: The powers of this organization shall be exercised, its properties controlled, and its affairs conducted by a Foundation Board (hereafter referred to as Board), which shall number not less than five or more than twelve members.

Section 3.2. Appointment: The founding members of the Foundation Board shall be appointed by the Gunnison County Library District Trustees (hereafter referred to as Library Trustees). Library Trustees appointed to the Board shall serve one-year renewable terms. All other members of the Board are appointed for three-year renewable terms and appointed by the Board. The terms of the non-Trustee initial members of the Board shall be staggered to create three approximately equal classes. The appointment and reappointment of members to the Board may take place at any regular or special meeting of the Library Trustees.

Section 3.3. Ex-Officio Member: The Executive Director of the Gunnison County Library District shall be an Ex-Officio member of the Board.

Section 3.4. Terms: The terms of Board members begin and end with the Annual Meeting of the Foundation (See 4.1 and 4.2).

Section 3.5. Vacancies: A vacancy on the Board caused by any reason other than the expiration of a term shall be filled by appointment of the Library Trustees for the unexpired portion of the term.

Section 3.6. Removal: A Board member may be removed from office by the vote of a majority of members present at a meeting called for the removal of the member.

Section 3.7. Resignation: A Board member may resign by giving written notice to the Foundation. The resignation is effective when the notice has been received and acknowledged by the Foundation.

Section 3.8. Compensation: Board members serve as volunteers without compensation provided; however, they may be reimbursed for expenses incurred in the interest of the Foundation.

ARTICLE FOUR

MEETINGS

Section 4.1. Regular Meetings: The Foundation Board shall meet no less than semi-annually. The final meeting in the calendar year shall be the Annual Meeting of the Foundation.

Section 4.2. Annual Meeting: The business of the Annual Meeting shall include, but not be limited to, review of the previous year's actions, review of the Foundation's financial affairs, the election of officers and the setting of dates for the regular meetings in the next calendar year.

Section 4.3. Special Meetings: Special meetings may be called by the President, the Executive Committee or at the request of one-third (1/3) of the members of the Board (See 6.2).

Section 4.4. Notice of Meetings: Notice of meetings may be made by any means that is reasonably intended to notify all members. Notice shall be given no less than five days prior to the meeting.

Section 4.5. Quorum: A majority of Board members shall constitute a quorum. No meeting may be convened absent a quorum. If a quorum is present when a meeting is convened, business may continue until adjournment.

Section 4.6. Informal Action: Any action required or permitted to be taken at any meeting may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed by all of the members.

Section 4.7. Telephone Meetings: Meetings may be held by telephone provided all members are able to hear all of the members participating in the meeting.

ARTICLE FIVE

OFFICERS

Section 5.1. Officers: The officers of the Foundation shall be a President, a Vice-President, a Secretary and a Treasurer.

Section 5.2. Election and Terms: The President, Vice-President Secretary, and Treasurer shall be elected annually by the Board at the Annual Meeting of the Foundation. Each officer holds office until a successor has been duly elected.

Section 5.3. Removal: An officer of the Foundation may be removed by majority vote of the Board.

Section 5.4. President: The President shall be the chief executive officer of the Foundation and shall exercise general supervision and control over all activities of the Foundation. The President:

- A. Shall preside at all meetings of Foundation Board members.
- B. May sign, with the Secretary or other officer duly authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments the execution of which has been authorized by the Board, except in cases where the signing and execution of such instruments has been expressly delegated by the Board by these by-laws, or to some other office or agent of the Foundation by law.
- C. Shall perform all other duties generally incident to the office of President and such other duties as may be prescribed by the Board.

Section 5.5. Vice-President: In the absence of the President or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. Any Vice- President shall perform such additional duties as may from time to time be assigned to him or her by the President or by the Board.

Section 5.6. Secretary: The Secretary shall:

- A. Keep the minutes of meetings of the Board in one or more books provided for that purpose.
- B. See that all notices are duly given in accordance with these by-laws or as required bylaw.
- C. Be a custodian of the Foundation records.
- D. Keep a membership book containing the names and addresses of all Foundation Board members and with respect to any membership that has been terminated, record that fact together with the date of termination.
- E. Exhibit to any Trustee of the Foundation, or to a Trustee's agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these by-laws, the certificate of incorporation, the minutes of any meeting and the other records of the Foundation

Section 5.7. Treasurer: If so required by the Board, the Treasurer shall:

- A. Have charge and custody of, and be responsible for, all funds and securities of the corporation.
- B. Receive and give receipts for moneys due and payable to the Foundation from any source and deposit all such moneys in the name of the Foundation in such banks, trust companies, or other depositories as shall be selected by the Board.
- C. Perform all duties generally incidental to the office of Treasurer and such other duties as may from time to time be assigned to the Treasurer by the President of by the Board.

ARTICLE SIX

COMMITTEES

Section 6.1. Committees: The committees of the Board are the Executive Committee, the Investment Committee and the Development Committee. The Board may create additional permanent committees. Ad hoc committees may be created by the President.

Section 6.2. Executive Committee: The Executive Committee:

- A. Organizes the activities of the Board, plans its meetings, and is authorized to act for the Board between meetings.
- B. Consists of the Officers of the Foundation and the executive director of the Gunnison County Library District as Ex. Officio.

Section 6.3. Investment Committee: The Investment Committee:

- A. Implements and monitors the investments of the Foundation and Library District in accordance with the investment policies approved by the Board.
- B. Reviews the annual audit pertaining to the Foundation and prepares a summary report for the Board.
- C. Consists of the Treasurer of the Foundation, the Executive Director of the Library District, and one or more members appointed by the President of the Foundation. The Finance Administrator of the Library District is staff to the Committee.

Section 6.4. Development Committee: The Development Committee, appointed by the President of the Foundation, develops plans for building the endowment and seeking supplemental funds for the Library through direct solicitation, campaigns, and special events.

ARTICLE SEVEN

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 7.1. Contracts: The Board may authorize the President of the Foundation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

Section 7.2. Checks, Drafts, Etc.: All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officers or agents of the Foundation and in such manner as shall from time to time be determined by the Board.

Section 7.3. Deposits: All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks, trust companies or other depositories as the Board may select.

Section 7.4. Gifts: The Board may accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Foundation.

ARTICLE EIGHT

GIFTS AND DISTRIBUTION

Section 8.1. Gifts: The Board shall establish policies for the acceptance or rejection of any gift, bequest or devise intended for the purposes of the Foundation.

Section 8.2. Distribution: The Board shall distribute funds to the Library District in keeping with the purposes of the Foundation and the wishes of donors of restricted or designated gifts.

ARTICLE NINE

FISCAL YEAR

Section 9.1. Fiscal Year: The Fiscal Year of the Foundation shall coincide with the fiscal Year of the Library District. The books of the Foundation shall be audited annually as part of the annual audit of the Library District.

ARTICLE TEN

INDEMNIFICATION

Section 10.1 Indemnification: The Foundation shall indemnify every director, officer, agent and employee and any former director, officer, agent and employee, against all loss, costs and expense, including counsel fees, reasonably incurred in connection with any action, suit, or proceeding to which such person may be made a party by reason of being or having been a director, officer, agent or employee of the Foundation, except for matters in which such person shall be finally adjudged in such action, suit, or proceeding to be liable for gross negligence or fraud. Any such indemnification may be paid out of the insurance proceeds provided by an insurer furnishing officers' and directors' errors and omissions insurance

coverage or any other insurance protecting the Foundation from liability because of the negligent acts of its servants, including insurance covering motor vehicles or public liability, property damage, medical and other similar coverage, it being the intent and purpose of this provision to limit all payments or settlements in indemnification to the actual proceeds of insurance policies. If no such insurance is maintained by the Foundation, such indemnification may be funded from such other sources as are approved by the Board of the Foundation. No indemnification shall be provided for acts constituting gross negligence, or for fraud, or for more reprehensible conduct. In the event of a settlement, the settlement shall be approved by the insurance proceeds. The foregoing rights shall not be exclusive of other rights to which such director or officer may be entitled. The cost of such insurance coverage shall be treated and handled by the Foundation as a common expense.

ARTICLE ELEVEN

DISSOLUTION

Section 11.1 Dissolution Resolution: A recommendation to consider dissolution of the Foundation must be given to the Board ninety (90) days prior to the meeting where dissolution is to be considered. Two-thirds (2/3) of the Board members present and voting shall be required to approve the dissolution resolution. Upon such approval, the Foundation shall be dissolved pursuant to the Laws of the State of Colorado.

Section 11.2. Distribution of Assets: Upon dissolution, after payment of or adequate provision for the debts and obligations of the Foundation, all remaining assets, including funds, estates, real or personal property belonging to the Foundation shall be distributed to a non-profit fund, foundation or corporation which shall be organized and operated for charitable purposes and shall have tax-exempt status under Section 503(c) (3) of the Internal Revenue Code.

ARTICLE TWELVE

AMENDMENTS

Section 12.1 Board Approval: These By-Laws may be amended by a majority vote of Board members present and voting at any regular or special meeting of the Board providing that members have been advised in writing of the proposed changes at least fourteen (14) days prior to the meeting.

Section 12.2 Ratification: Following affirmative action by the Foundation Board, amendments become effective when ratified by majority vote of the Foundation Board

