

Delta County Public Library District

*“Serving and Empowering People
Providing Resources for Life, Leisure and Learning”*

Delta County Public Library Trust and Endowment Association, INC (Foundation) By-Laws

This revision, dated 12/13/2017, overrides all previous versions of **Delta County Public Library District FOUNDATION BY-LAWS** and any verbal/oral policies, actions and behavior in existence prior to this date.

Article One: Name and Location

Section 1.1. The name of this organization shall be the Delta County Public Library District Trust and Endowment, INC. The organization shall adopt Delta County Public Library District Foundation as a trade name.

Section 1.2. The office of this organization shall be 149 E Main Street, Hotchkiss, Colorado, County of Delta. The mailing address associated with this organization shall be PO Box 858, Delta, CO, 81416.

Article Two: Mission and Goal

Section 2.1. Delta County Public Library District Foundation (hereafter referred to as the Foundation), a 501(c)(3) entity, encourages, solicits, receives, holds and manages gifts, bequests, and reserves on behalf of Delta County Public Library District (hereafter referred to as the Library), so that these assets and their earnings may provide ongoing support for facilities, staff, programs, and services to help in achieving the Library’s mission to “Serve and Empower People, Provide Resources for Life, Leisure and Learning.”

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

- A. Building an endowment to ensure the viability and sustainability of the Library.
- B. Seeking additional funds to support enhanced Library operations.
- C. Managing Foundation investments for the present and future benefits of the Library.

Article Three: Foundation Board Membership

Section 3.1. Authority: The powers of this organization shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, which shall number not less than five members and not more than ten members.

Section 3.2. Appointment: The Directors of the Foundation Board shall be appointed by the Library’s Board of Trustees (hereafter referred to as the Library Board) at the annual meeting. The Library Board will consider recommendations from the Foundation Board prior to appointment. Foundation Directors shall serve 4-year renewable terms. Initial Board members shall serve staggered terms of 1 and 2 years. All subsequent terms shall be 4 years. The appointment and reappointment of the members to the Foundation Board will take place annually at a meeting of the Library Board.

Section 3.3. District Director: The District Director of the Library shall serve as a voting member of the Board with full voting rights.

Section 3.4. Dual Membership: At least one member of the Library Board shall serve on the Foundation Board.

Section 3.4. Terms: The terms of Board members begin and end on the 31st day of January every 4 years.

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

Section 3.6. Removal: If a Director fails to contribute to the performance of the Foundation Board's required duties, or undertakes actions deemed to be contrary to the best interests of the Library, the Foundation Board shall make a recommendation to the Library Board for the removal of that Director. The Library Board may remove a Director with a two-thirds majority vote.

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 Library Board.

Section 3.8. Compensation: Board members serve as volunteers without compensation provided, except, however, they may be reimbursed by the Foundation for expenses incurred in the interest of the Foundation. Such expenses will be at the approval of the Library Board.

Article Four: Meetings

Section 4.1. Regular Meetings: The Foundation Board shall meet no less than quarterly. The final meeting of the year (hereafter referred to as the Annual Meeting) shall include, but not be limited to, review of previous year's actions, review of the Foundation's financial affairs, the election of officers, and setting dates for the regular meetings in the upcoming year. All meeting agendas are set by the President, with approval of the District Director.

Section 4.2. Special Meetings: Special Meetings may be called by the president, the District Director, or at the request of one-third of the members of the Board. Notice stating the time and place of any special meetings and the purpose for which called shall be communicated to the District Director as soon as scheduled.

Section 4.3. Notice of Meetings: Notice of the 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 4.4. 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 adjourned.

Section 4.5. Annual Meeting: The Annual Meeting shall include the Library Board for the purpose of electing new members and officers to the Foundation Board, and coordinating goals and objectives for the next year.

Section 4.6. 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, Vice-President, Secretary and Treasurer.

Section 5.2. Election and Terms: All officers shall be elected annually by the Foundation Board at the Annual Meeting. Each officer holds office until a successor has been duly elected. Foundation Board.

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

- A. Preside at all meetings of Foundation Board members
- B. Call special meetings when necessary
- C. Appoint committees
- D. Carry out assignments and instructions given by vote of the Foundation Board
- E. Keep the District Director informed and active in Foundation matters
- F. Meet with the District Director at least quarterly to discuss and prepare the agenda for all meetings
- G. Perform such other duties as customarily pertain to the office of President

Section 5.5: Vice-President: Presides at meetings of the Foundation Board in the absence of the President. Acts as President in discharging the responsibilities of that office when the President is unable to do so. Provides administrative support to the President.

Section 5.6. Secretary: Takes minutes at each meeting of the Foundation Board and prepares them in a form suitable for distribution to the Foundation Board for approval at the next meeting. Prepares correspondence as requested by the Foundation Board. Keeps a membership book with all the pertinent information for each Board member, such as date of appointment and date of termination.

Section 5.7. Treasurer. Has charge and custody of, and is responsible for, all Foundation funds and securities. Aids the President and District Director in preparation of the annual budget and monthly financial reports. Receives and gives 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.

Article Six: Duties and Powers of the Foundation Board

Section 6.1. Members of the Foundation Board shall:

- A. Be an advocate for the Library
- B. Engage in activities which promote fundraising in the community, including, but not limited to planning and executing one major fundraising event in the fall, and assisting with the 'Love Your Libraries' campaign in February.
- C. Determine Foundation policy
- D. File the required federal and state tax returns
- E. Meet all required financial reporting requirements
- F. Hold, at minimum, quarterly meetings with regular participation by the District Director
- G. Recruit, evaluate, and recommend to the Library Board candidates suitable for the foundation
- H. Be familiar with and adhere to all Library policies

Section 6.2 In addition to the powers and authorities which these By-laws expressly confer upon them, the Foundation Board may exercise all such corporate powers and do all such lawful acts not prohibited or restricted by the Articles of Incorporation or by these By-laws.

Article Seven: Committees

Section 7.1. Committees shall be appointed by the President as deemed necessary to carry on the work of the Foundation Board.

Section 7.2. Each year, a nominating committee shall be appointed to prepare and submit recommendations for Board membership to the Library Board.

Section 7.3. A development committee shall be appointed to seek supplemental funds for the Library through direct solicitation, campaigns, and special events

Article Eight: Funds

Section 8.1. The funds raised by the Foundation shall be strictly and solely used to benefit the Library.

Section 8.2. All funds of the Foundation shall be deposited to the credit of the Foundation in such banks, trust companies, or other depositories as the Board may direct.

Section 8.3. The Board may accept on behalf of the Foundation any contribution, gift, bequest or device for the general purpose of the Foundation.

Section 8.4. The funds raised by the Foundation may be restricted or unrestricted and the Foundation has the sole right to approve receipt of restricted gifts to ensure they meet the mission of the Library.

Article Nine: Transaction of Business

Section 9.1. The Foundation shall act in a manner consistent with its Articles of Incorporation and Section 501(c)(3) of the Internal Revenue Code.

Section 9.2. The President and Treasurer, along with the District Director, have account authority. Two authorizations are required for any amount of \$100 or more.

Section 9.3. The Board shall establish policies for the acceptance or rejection of any gift, bequest, or device intended for the purposes of the Foundation.

Section 9.4. The Board shall distribute funds to the Library in keeping with the purposes of the Foundation and the wishes of the donors.

Article Ten: Fiscal Year

Section 10.1. The fiscal year of the Foundation shall coincide with the fiscal year of the Library. The books of the Foundation shall be audited annually as part of the annual audit of the Library.

Article Eleven: Amendments

Section 11.1. These Bylaws may be amended at any regular meeting of the Foundation Board by a vote of two-thirds its members, provided such Bylaw changes are not inconsistent with the Articles of Incorporation, the Library Board's Bylaws, or the Colorado Non-profit Act.

Section 11.2. Further, the Articles of Incorporation may be amended at any regular meeting of the Foundation by a vote of two-thirds its members, provided such changes would not disqualify the Corporation from federal income tax exemption under Section 501(c)(3).

Section 11.3. All proposed changes to the Bylaws or the Articles of Incorporation must be provided in writing to all members of the Board at least 14 days prior to the meeting in which they will be considered for approval.

Section 11.4. Following affirmative action by the Foundation Board, amendments become effective when ratified by a majority vote of the Library Board.

Article Twelve: Dissolution

Section 12.1. A recommendation to consider dissolution of the Foundation must be given to the Foundation Board ninety (90) days prior to the meeting where the dissolution is to be considered. A two-thirds vote of the Foundation Board is required to approve the dissolution. It must then be transferred to the Library Board for consideration. Final action to dissolve the Foundation will require a two-thirds vote of the Library Board. Upon such approval, the Foundation shall be dissolved pursuant to the Laws of the State of Colorado.

Section 12.2. Upon dissolution, the remaining assets of the Foundation shall be paid or transferred over to the Library, or to one or more exempt organizations as defined by Section 501(c)(3) of the Internal Revenue Code.

President _____ Date _____

Secretary _____ Date _____

