

By-Laws  
Scottsbluff Public Library Foundation, Inc.

ARTICLE I

NAME:

The name of this non-profit corporation shall be known as the Scottsbluff Public Library Foundation, Inc. (Foundation).

ARTICLE II

BOARD OF DIRECTORS:

Section 1: General Powers

The affairs of the corporation shall be managed by a Board of Directors.

Section 2a: Number, Tenure and Qualifications.

The number of Directors shall be nine, consisting of community leaders dedicated to the long-term sustainability of the Scottsbluff Public Library. Individual members of the Library Board of the Scottsbluff (Nebraska) Public Library and any individual holding elected or appointed public office are disqualified from serving as a Foundation Director. The terms of the individual Directors of the corporation shall be measured three years. If approved by the remaining directors and accepted by the individual, Directors may serve consecutive terms. The Foundation Board shall be self-perpetuating and have exclusive power of election/appointment and removal of Directors.

Section 2b: Non-Voting, Special Advisors.

The Library Director and two individual members of the Library Board of Scottsbluff Public Library appointed by the Library Board from time to time shall serve as Special Advisors to the Foundation Board. Special Advisors shall attend all meetings of the Scottsbluff Public Library Foundation, but shall not vote on actions taken by the Foundation. Special Advisors shall receive all notices that Foundation Directors receive.

Section 3: Regular Meetings.

Meetings of the Board of Directors may be held without notice other than this bylaw immediately after, and at the same place, as the regular of other duly called meetings of the Library Board of the Scottsbluff Public Library. The annual meeting of the Board of Directors shall be held within the City of Scottsbluff as called by the Directors during the month of June unless members are notified one week in advance of the changed meeting date.

Section 4: Special Meetings.

Special meetings of the Board of Directors may be called at the request of the President or any two Directors, who may fix any place within the City of Scottsbluff, Nebraska, as the place for holding any special meeting of the Board called by them.

Section 5: Notice.

Notice of any special meeting of the Board of Directors shall be given at least two days previous thereto by written notice delivered electronically or by mail to each Director at the addresses as shown by the records of the corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting or special meeting of the Board of Directors needs to be specified in the notice or waiver of notice of such meeting, unless specifically required by law.

Section 6: Quorum.

A majority of the Board of Directors shall constitute a quorum for the transaction of any business at any meeting of the Board.

Section 7: Action by Directors Without a Meeting.

Any action required by the provisions of the Nebraska Non-Profit Corporation Act or which otherwise may be taken at a meeting of the Board of Directors, may be taken without a meeting of the Directors, if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Board of Directors in office.

## ARTICLE III

### OFFICERS

Section 1: Election and Term of Office.

The President, Vice-President, Treasurer and Secretary shall be elected or appointed annually by the Board of Directors. Such other officers and assistant officers as may be deemed necessary or desirable may be elected or appointed by the Board of Directors to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Each officer shall hold office until a successor shall have been duly elected or appointed and shall have qualified.

Section 2: Removal.

The President shall be a member of the Board of Directors. The President shall be the chief executive officer of the corporation and shall preside at all meetings unless absent or

disqualified. The President shall have general authority to supervise, direct and manage the business and affairs of the corporation and shall be responsible for carrying out the orders and resolutions of the Board of Directors. The President shall execute, on behalf of the corporation, all contracts, agreements, deeds, conveyances, leases, notes, obligations, powers and undertakings of the corporation except as the Treasurer is authorized herein to exercise the rights and powers of the corporation. The President shall have all the general powers and duties of supervision and management ordinarily vested in the office of the President of the corporation.

#### Section 4: Vice-President.

The Vice-President shall be a member of the Board of Directors and shall, in the absence, disability or disqualification of the President, perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors may prescribe from time to time.

#### Section 5: Treasurer.

The Treasurer may, but need not, be a member of the Board of Directors. The Treasurer shall be the principal financial and fiscal officer of the corporation. The Treasurer shall supervise the safekeeping of all monies, funds and securities of the corporation; and maintain or cause to be maintained, adequate books and records of all transactions relating thereto; which books and records shall be available for inspection at any reasonable time to any member of the Board of Directors. The Treasurer shall make or cause to be prepared accurate and adequate accounts and reports to the Board of Directors at each of its annual meetings and at such other times as the President or the Board may require disclosing of the financial and fiscal affairs, transactions and position of the corporation. The Treasurer shall, when necessary and proper, introduce on behalf of the corporation for deposit to the account of the corporation any and all items payable to the corporation. The Treasurer shall, with the approval of the Board of Directors, select an appropriate depository or depositories for the corporation's monies, funds and securities and with the co-signature of the President or Vice-President or any Director designated by the Board of Directors, draw checks, drafts or orders upon the corporation's bank accounts for proper corporate purposes. The Treasurer shall have the authority to perform the duties generally handled and performed by the Treasurer of the corporation, subject at all times to the direction and control of the Board of Directors. If the Board of Directors shall so require, the Treasurer shall give a bond at the expense of the corporation in such sum and with such safekeeping of monies, funds, and securities coming into the Treasurer's possession.

#### Section 6: Secretary.

The Secretary may, but need not, be a member of the Board of Directors. The Secretary shall keep the minutes of all meetings of the Board of Directors and shall keep the records and files of the corporation's correspondence and other transactions except for those dealing principally with the corporation's funds and accounts, which shall be maintained by the Treasurer. The Secretary shall perform the duties generally ascribed to the Secretary of a corporation and such functions as shall be assigned by the President of the Board of Directors.

Section 7: Assistant Officers.

The Board of Directors may appoint assistant officers as it shall deem advisable or find necessary to have the authority and perform the duties prescribed, from time to time, by the Board of Directors, including those of the Treasurer or Secretary, during the absence or disability of any officer of the corporation.

ARTICLE IV

COMMITTEES

The Board of Directors, by resolution adopted by the majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of two or more Directors, to have and exercise such authority of the Board of Directors in the management of the corporation as provided in the resolution, except such authority as is reserved from committees by the Nebraska Non-Profit Corporation Act and, provided, the designation and appointment of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or the Director by law.

ARTICLE V

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1: Contracts.

The Board of Directors may authorize any officer or officers, agent or agents, of the corporation, in addition to the officers so authorized by these by-laws, 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: Checks, Drafts, Etc.

All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice-President of the corporation.

Section 3: Deposits.

All funds of the corporation 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. Additionally, funds of the corporation may be placed with a local, regional, or national community foundation, such as the Oregon Trail Foundation or its successor.

Section 4: Gifts.

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VI

BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall keep minutes of proceedings of its Board of Directors and its committees having any authority of the Board of Directors.

ARTICLE VII

FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of July and end on the last day of June.

ARTICLE VIII

AMENDMENTS TO THE BY-LAWS

These by-laws may be altered, amended, or repealed and new by-laws may be adopted by a majority of the Board of Directors present at any regular meeting of the Board.

ARTICLE IX

PARLIAMENTARY AUTHORITY

Robert, Henry M., RULES OF ORDER shall serve as the parliamentary authority for the Board meetings insofar as it is not contrary to these by-laws.

ARTICLE IX

DISSOLUTION

In the event of the dissolution of the Scottsbluff Public Library Foundation, Inc. all

remaining assets of the corporation shall be distributed for charitable purposes, in accordance with Nebraska law.

Revised 2-26-2018