

**BY-LAWS OF**  
**THE LIBRARY FOUNDATION, INC.**

**ARTICLE I**

Charter

This corporation, known as The Library Foundation, Inc., shall be governed by its Articles of Incorporation as certified by the State of Wyoming.

**ARTICLE II**

Nature

The Library Foundation, Inc. shall be a nonprofit corporation. Articles of Incorporation shall be continuously on file in the office of the Secretary of State. The Library Foundation, Inc. shall follow all laws, rules and regulations of Section 501(c)(3) of the Internal Revenue Code for educational organizations.

**ARTICLE III**

Purpose

The purpose of the corporation shall be exclusively for literary and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) which purposes shall include the following:

- a. Actively solicit, encourage and develop sources of fund raising for the Foundation to be used for library purposes.
- b. Oversee the investment of such funds in the Foundation.
- c. Administer funds given through gifts, endowments, memorials or by sale of donated items.
- d. Develop an active community relations program to create awareness of, interest in and support for the Foundation and its purpose.
- e. Provide direct financial assistance by purchasing for the Campbell County Library System, special, unusual or much needed items, by subsidizing desirable staff-related activities or fulfill the specified desires stated for specific endowments or memorials.
- f. Administer acquisition and maintenance of assets owned by The Library Foundation, Inc.
- g. Actively acquire, protect, maintain and promote the Library Art Collection.

**ARTICLE IV**

Organization and Control

**1. Board of Directors and Officers** shall consist of a Board of Directors of not more than nine (9) who shall serve without pay or recompense. The Library Foundation, Inc. Board shall select its own replacements, except that the Library Director may be a member of the Foundation Board but shall not hold an office or be able to vote. Except for the Library Director, members shall serve for terms of three (3) years, said terms being staggered annually. Members may be reappointed for additional three-year terms. The Library Foundation, Inc. Board shall elect its own officers annually from its members. The Board is completely autonomous in deciding for what purposes funds and assets of the Foundation set out in Article III above, except when donations have been encumbered by the donor. The Officers of the Foundation shall be President Vic-President, Secretary, and Treasurer. Election of Officers are held at the annual meeting.

2. Regular Meetings. A regular annual meeting of the Board of Directors shall be held in July or August. The purpose of this meeting shall be the election of the officers of the corporation, and the transaction of such other business as shall come before the meeting. The Board of Directors may provide by resolution the time and place, either within or without the State of Wyoming, for the holding of additional regular meetings of the Board without other notice than such resolution.

3. Special Meetings. A special meeting of the Board of Directors may be called by, or at the request of, the President or any two (2) directors, and shall be held at the principal office of the corporation or at such other place as the directors may determine. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously there to by written notice delivered personally or sent by mail or email to each director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage there on prepared. If notice be given by email such notice shall be deemed to be delivered when sent to the email address provided. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver notice of any such meeting, except where a director attends a meeting for the express purpose of objecting to the translation 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 or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws.

4. Powers of Directors. The directors shall have the general management and control of the activities, property and affairs of the corporation and shall exercise all the powers that may be exercised or performed by the corporation under the statutes, its charter and these By-Laws. On all matters submitted to the vote of the Board of Directors, the directors alone shall be entitled to vote and each director shall have one (1) vote.

5. Directors' consent. Any resolution, in writing, approved and signed by all of the directors entitled to vote, shall have the same force and effect as if the same were passed by all of the directors at a meeting duly called and held for the purpose, and such resolution shall be recorded by the secretary in the minute book of the corporation.

6. Quorum. The majority of the board will constitute a quorum.

- a) Electronic voting (voting by email) is permissible.
- b) Any positive electronic vote will be confirmed at the next in-person board meeting and recorded in the meeting minutes.

7. Vacancies. Any vacancy occurring in the Board of Directors and any directorship to be filled by reason of an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, through less than a quorum of the Board of Directors.

8. Compensation. Directors as such shall not receive any stated salaries for their services.

9. Informal Action by Directors. Any action required by law to be taken at a meeting of directors, or any action which may be taken at a meeting of directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

10. Attendance. Any Director who misses three (3) consecutive meetings without approval from the Board of Directors shall be automatically terminated.

11. Committees. The Board of Directors may establish committees as needed. At least one board member needs to be a part of each committee.

## **ARTICLE V**

### Fiscal year

The fiscal year of the corporation shall begin on July 1 and end on June 30.

## **ARTICLE VI**

### Amendments of By-Laws

These By-Laws may be altered, amended or repealed by the affirmative vote of a majority of the Board of Directors at any regular or special meeting, if notice of the proposal is in the meeting notice. The amendment of By-Laws may also take place by resolution, provided that a notice is sent to every Board member.

## **ARTICLE VII**

### Execution of Papers

All deeds, mortgages, leases, transfers, contracts, bonds, notes, powers of attorney and other obligations made, executed or endorsed by the corporation, except checks, for the payment of money shall be signed by any two officers.

## **ARTICLE VIII**

### Books and Records

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members and the Board of Directors.

## **ARTICLE IX**

### Waiver and Notice

Whenever notice is required to be given under the provisions of the Wyoming Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or by the By-Laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## **ARTICLE X**

### Gifts

The Board of Directors may accept or reject, on behalf of the corporation, any contribution, gift, bequest or devise of the general purposes or for any special purpose of the corporation. The following procedure is established for the receipt of funds:

- a. All donations will be properly acknowledged with a letter of thanks. Monetary donations can be made by check or in cash. Checks should be made payable to The Library Foundation, Inc.

## **ARTICLE XI**

### Dissolution

In the event that the Board of Directors approve dissolution, The Library Foundation, Inc. will donate all assets to Campbell County Public Library System.

## **Article XII**

### Indemnification

The Foundation shall indemnify, defend, and hold harmless any Director for any claims made against that Director arising out of the Director acting on behalf of the foundation within the Director's scope of duties.