

BYLAWS OF DOUGLAS COUNTY LIBRARY FRIENDS AND FOUNDATION

Amended and Approved on April 20, 2020

The name of the organization is Douglas County Library Friends and Foundation, which is organized in accordance with the Minnesota Statutes, Chapter 317A, as amended. The organization has not been formed for the making of any profit or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit, the directors or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization. This organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

ARTICLE I

MEETINGS

Section 1. Membership. Members shall be those whose dues are paid for the current year.

Section 2. Meeting. An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors.

Section 3. Special Meetings. Special meetings may be requested by the President or Board of Directors. A special meeting of directors is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the directors have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the directors, pose questions, and make comments.

Section 4. Postponement of Meeting of the Members. In the event of inclement weather or the occurrence of a catastrophic event, natural disaster, or other good cause, any annual or special meeting of the members may be postponed and rescheduled by the President or, in the President's absence, by any other available officer of the Board.

Section 5. Place of Meeting. Meetings shall be held at the Douglas County Library Meeting Room unless otherwise stated in a notice of the meeting. Unless stated otherwise in articles of incorporation or bylaws, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication through which all directors participating may simultaneously read or hear each other's comments during this meeting. A director participating in a meeting by this means shall be deemed to be present in person at the meeting.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Number of Directors. The organization shall be managed by a Board of Directors consisting of nine (9) voting directors and two (2) non-voting members. The two non-voting members will be the Douglas County Library Director and one (1) representative from the Douglas County Library Board, who need not be the same person attending each board meeting.

Section 2. Election and Term of Office. The directors shall be elected at the annual meeting. Each director shall serve a term of 1 year or until a successor has been elected and qualified. Potential members of the Board of Directors are selected through a nomination process coordinated by the board. Any board member may present a recommendation to the Board of Directors, who make the final nomination(s) by voting. The Board of Directors then presents the slate of candidates to the membership for the vote at the annual meeting.

Section 3. Quorum. A majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum.

Section 4. Regular Meeting. The Board of Directors shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons, and for transacting any other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 5. Procedures. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these bylaws for a particular resolution. A director of this organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 6. Authorization Without Meeting: Any action that may be taken at a meeting of the Board may be taken by written action without a meeting if authorized by the Board.

Section 7. Removal/Vacancies. A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal, or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 8. Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers, and authorities of such committees.

ARTICLE III

OFFICERS

Section 1. Number of Officers. The officers of the organization shall be a President, Vice-President, a Treasurer, and a Secretary. Two or more offices may be held by one person. The President may not serve concurrently as a Vice President.

President. The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board.

Vice President. The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.

Secretary. The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of all meetings of the Board of Directors and all committee meetings.

Treasurer. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Board of Directors.

Section 2. Election and Term of Office. The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting. Each officer shall serve a one year term or until a successor has been elected and qualified, or until their death, or until they shall resign or be removed. All officers shall be selected from among the members of the Board of Directors.

Section 3. Resignation. Any officer may resign at any time by written notice of resignation to the Board of the Directors.

Section 4. Removal. The Board of Directors shall have the power to remove an officer or agent of the organization, either with or without cause, by a vote of a majority of the total number of Directors, at any annual or special meeting called for such purpose.

Section 5. Vacancy. Any vacancy that occurs for any reason may be filled for the unexpired portion of the term by a majority vote of the Board of Directors.

ARTICLE IV

CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the

President or any Vice President and the Secretary or Treasurer. All other instruments executed by the organization, including a release or mortgage or lien, may be executed by the President or Vice President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE V

AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting. The text of the proposed change shall be distributed to all board members at least ten (10) days before the meeting.

ARTICLE VI

DISSOLUTION

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of the members present at that special meeting. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization(s), organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

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