

St. Joseph Public Library Foundation Bylaws

Article I

Offices

The principal office of St. Joseph Public Library Foundation (the "Foundation") is in the State of Missouri and shall be located in the City of St. Joseph, County of Buchanan. The Foundation may have such other offices, either within or without the State of Missouri, as the Board of Trustees may determine or as the affairs of the Foundation may require from time to time.

The Foundation shall have and continuously maintain in the State of Missouri a registered office, and a registered agent whose office is identical with such registered office, as required by Missouri law. The registered agent and the registered office may be changed from time to time by the Board of Trustees.

Article II

Members

The Foundation shall not have any members.

Article III

Purpose and Objectives

- Section 1. Purpose and Objectives. The Board of Trustees shall act to ensure that the following purposes, philosophies, and objectives of the Foundation are implemented and maintained by the Foundation:
- A. The Foundation is a nonprofit organization organized solely and exclusively for literary and educational, religious, or scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.
 - B. The Foundation shall receive contributions, donations, gifts, grants, devises and bequests or other gratuities of a charitable nature, including both personal and real property, to accumulate a fund and to invest, administer and distribute the principal or income of such fund in furtherance of the purposes of the Foundation.
 - C. The Foundation recognizes the importance of providing literary and educational services and activities to the public through the St. Joseph Public Library (the "Library") and the benefit of providing public funding for additional programs of that kind and nature.
 - D. Broad based public support is necessary to provide the public with continued literacy education, understanding, and enjoyment through the use of special programs, activities, and projects of the Library.
 - E. The Foundation has the responsibility to work with the Library to raise money through public contributions so that such programs, activities, and capital projects may be provided to the general public. The funds raised by the Foundation are not to be used for the funding of day-to-day operations of the Library.

F. The Foundation shall not discriminate on the basis of age, sex, race, color, creed, national origin, marital status or disability with regard to receipt of services, appointment or election to voluntary office, or hiring, for assignment to, or promotion of staff positions.

G. The Foundation shall not perform any act or transact any business that will jeopardize the tax exempt status of the corporation under Section 501(c)(3) and Section 509 of the Internal Revenue Code and their regulations as such Sections and regulation now exist or may hereafter be amended or under corresponding laws and regulations hereafter adopted.

Section 2. Funding for the Library

A. In furtherance of the above stated purposes and objectives of the Foundation, the Foundation shall invite the Library to submit requests for funding of said special literary programs, activities, and capital projects. Upon receipt of such a request, the Foundation Executive Committee shall review the request and shall submit its recommendation to the Foundation Board of Trustees for its determination at its next regular board meeting.

Article IV

Board of Trustees

Section 1. General Powers.

The affairs of the Foundation shall be managed by its Board of Trustees.

Section 2. Number and Tenure.

A. There shall be 7 initial Trustees of the Foundation (“Initial Trustees”). The Initial Trustees shall serve until the first annual meeting. The following individuals shall serve as the Initial Trustees:

1. Sidney Breese
2. Drew Brown
3. Sharon Kosek
4. Patt Lilly
5. Bill McMurray
6. Carlos Moya
7. Bette Tolbert

B. The number of Trustees shall be at least seven and no more than twenty. At least 75% shall be residents of Buchanan County. It is not necessary that all positions on the board be filled. If at the time of the annual meeting of the Foundation there are positions available on the Board, the Trustees in office shall have the discretion to determine whether said positions should be filled, by a majority vote of such Trustees.

C. The Nominating Committee of the Foundation shall submit the names of individuals who shall be eligible for election to the Board at the annual meeting of the Foundation. At each annual meeting of the Foundation, one-third of the Board shall be elected for a term of three (3) years.

D. The President and one to two members of the St. Joseph Public Library Board, as appointed by that Board, shall serve as Trustees for special one-year terms.

E. Ex officio non-voting members of the Foundation may be appointed by the Board.

Section 3. Qualifications.

- A. Trustees must be residents of Buchanan County of the State of Missouri, unless an exception is granted by the Board of Trustees subject to provisions of Article IV section 2B.
- B. No salaried employee of the Foundation shall be eligible to serve as a Trustee.
- C. A Trustee who has served a full term of three (3) years shall be eligible to succeed himself or herself in office for one additional term of three (3) years. For the purpose of the foregoing limitation, time served by a Trustee in filling a vacancy or as a Trustee elected for a short term of less than three years shall be disregarded when calculating the beginning of the Trustee's first term on the Board. After serving as a Board member for two three year terms, the Trustee must stay off the Board for at least one year before becoming eligible for re-election to the Board.
- D. The Foundation shall seek to involve broad based support from the general public by involving people on its Board of Trustees with diverse business, professional, and personal experience.
- E. No "disqualified person" as defined pursuant to the Internal Revenue Code Section 509 and its applicable regulations shall be eligible to serve as a Trustee. Foundation managers and publicly supported organizations are not disqualified persons for purposes of this prohibition.

Section 4. Vacancies.

A vacancy in the office of a Trustee may be temporarily filled by a vote of the Board at a regular or special meeting until a successor is elected for the unexpired term by the Board of Trustees at an election to be held at its next annual meeting following such vacancy. Any Trustee who has three (3) consecutive absences from regular meetings of the Board, beginning with the first meeting subsequent to his election, shall be considered as having resigned his position unless the Board excuses one or more of the absences, and said vacancy shall be filled as set forth above in this Article IV.

Section 5. Annual and Regular Meetings.

The annual meeting of the Board of Trustees shall be held in July of each year. The Board of Trustees may provide by resolution a time and place, either within or without the State of Missouri, for the holding of regular meetings of the Board without other notice than such resolution. Said regular meetings shall not be held less frequently than quarterly.

Section 6. Special Meetings.

Special meetings of the Board of Trustees may be called by or at the request of the President or any two Trustees. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Missouri, as the place for holding any special meeting of the Board called by them.

Section 7. Notice.

Notice of any special meeting of the Board of Trustees shall be given at least five (5) days previously thereto by written notice delivered personally or sent by mail or via electronic means to each Trustee at his address as shown by the records of the Foundation. 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 thereon prepaid. If notice is given by electronic means, such notice shall be deemed to be delivered when the sender's machine acknowledges the receiver's receipt of transmission. Any Trustee may waive the notice of a meeting. The attendance of a Trustee at any special meeting shall constitute a waiver of notice of such meeting, except where a Trustee 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 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.

Section 8. Quorum.

Unless a greater number as to any particular matter is required by statute, the Articles of Incorporation of these bylaws, a majority of the Board of Trustees shall constitute a quorum of the transaction of business at any meeting of the Board. If less than a majority of the Trustees are present at said meeting, a majority of the Trustees present may adjourn the meeting from time to time without further notice.

Section 9. Manner of Acting

The act of a majority of the Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless the act of greater number is required by law or these by-laws.

Section 10. Compensation.

Trustees as such shall not receive any stated salaries for their services, but by resolution by the Board of Trustees a fixed sum and expense of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any Trustee from serving the Foundation in any other capacity and receiving compensation therefore.

Section 11. Informal Action by Trustees

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

Article V

Officers

Section 1. Officers

The Officers of the Foundation shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provision of this Article. The Board of Trustees may elect or appoint such other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable; such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Trustees.

Section 2. Election and Term of Office

The officers of the Foundation shall be elected annually by the Board of Trustees at the regular annual meeting of the Board of Trustees. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Trustees. Each officer shall hold office until his successor has been duly elected and has qualified.

The person elected to the position of Vice President shall always be the president elect of the Foundation with the intention that said person shall be elected president of the Foundation the next year.

Section 3. Removal.

Any officer elected or appointed by the Board of Trustees may be removed by the Board of Trustees whenever in its judgment the best interest of the Foundation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Trustees for the unexpired portion of the term.

Section 5. President.

The President shall be the principal executive officer of the Foundation and shall, in general, supervise and control all of the business and affairs of the Foundation. He or she shall preside at all meetings of the Board of Trustees, execute any deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Trustees or by these bylaws or by statute to some other officer or agent of the Foundation; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Trustees from time to time.

Section 6. Vice President.

In the absence of the President or in the event of his/her inability or refusal to act, the Vice Presidents 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. The Vice President shall perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Trustees.

Section 7. Treasurer.

If required by the Board of Trustees, the Treasurer shall give bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Trustees shall determine. He or she shall have charge and custody of and be responsible for all funds and securities of the Foundation; receive and give receipts for moneys due and payable to the Foundation from any source whatsoever, and deposit all such moneys in the name of the Foundation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VII of these bylaws and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Trustees.

Section 8. Secretary.

The Secretary shall keep the minutes of the meetings of the Board of Trustees in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Foundation and see that the seal of the Foundation is affixed to the all documents, the execution of which on behalf of the Foundation under its seal is duly authorized in accordance with the provisions of these bylaws; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Trustees.

Section 9. Assistant Treasurers and Assistant Secretaries.

If required by the Board of Trustees, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Trustees shall determine. The Assistant Treasurer and the Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or Board of Trustees.

Article VI

Committees

Section 1. Committees of Trustees.

The Board of Trustees, by resolution adopted by a majority of the Trustees in office, may designate and appoint one or more committees, each of which shall consist of two or more Trustees, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Trustees in the management of the Foundation, except that no such committee shall have the authority of the Board of Trustees in reference to amending, altering or repealing the bylaws; electing, appointing or removing any member of any such committee or any Trustee or officer of the Foundation; amending the articles of incorporation; restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Foundation; authorizing the voluntary dissolution of the Foundation or revoking proceedings therefore; adopting a plan for the distribution of assets of the Foundation; or amending, altering or repealing any resolution of the Board of Trustees which by its terms provides that it shall not be amended altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any individual Trustee, of any responsibility imposed upon them by law.

Section 2. Other Committees.

Other committees not having and exercising the authority of the Board of Trustees in the management of the Foundation may be appointed in such manner as may be designed by a resolution adopted by a majority of the Trustees present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be Trustees of the Foundation, and the President of the foundation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Foundation shall be served by such removal.

Section 3. Nominating Committee.

The Nominating Committee shall be appointed annually as a standing committee of the Foundation. The President of the Foundation shall appoint three (3) members from among the members of the Board, one of whom shall be designated as chairman of the committee. This committee shall have responsibility for preparing and submitting to the Board at its annual meeting a list of nominees for the positions of Trustee and for the offices of the Board.

Section 4. Executive Committee.

The Executive Committee shall be comprised of the officers of the Board. This committee shall have the responsibility of assisting the President with the day-to-day operations of the Foundation. It shall receive requests for funding from the Library,

shall review the requests, and shall make funding recommendations to the Board of Trustees for its final determination at its next regular meeting.

Section 5. Term of Office.

Each member of a committee shall continue as such until the next annual meeting of the Trustees of the Foundation and until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member cease to qualify as a member thereof.

Section 6. Chairman.

One member of each committee shall be appointed chairman by the person or persons authorized to appoint members thereof.

Section 7. Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 8. Quorum.

Unless otherwise provided in the resolution of the Board of Trustees designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 9. Rules.

Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the Board of Trustees.

Article VII

Contracts, Check Deposits, and Funds

Section 1. Contracts.

The Board of Trustees may authorize any officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these bylaws, 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 2. Checks, Drafts, Etc.

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation, shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Trustees. In the absences of such determination by the Board of Trustees,

such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Foundation.

Section 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 of Trustees may select.

Section 4. Gifts.

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

Article VIII

Books and Records

Section 1. Recording.

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

Section 2. Reporting to the Library.

Copies of all minutes shall be sent to the Library Board once accepted by the Trustees of the Foundation. In addition, the President of the Foundation shall annually report to the Library Board advising it of the activities and condition of the Foundation.

Section 3. Accounting.

The Foundation's accountants shall be set by resolution of the Board of Trustees. An annual audit of the Foundation's financial condition and activities shall be performed by said accountants.

Article IX

Fiscal Year

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

Article X

Seal

The Board of Trustees may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the Foundation and the word "Corporate Seal."

Article XI

Prohibition of Distribution of Net Earnings

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered, to make payments of interest and principal upon loans advanced to the Foundation, and to make payments and distributions in furtherance of the purposes set forth above.

Article XII

Distribution of Assets of Foundation Upon Dissolution

Upon the dissolution of the Foundation, the Board of Trustees shall after paying or making provisions for the payment of all of the liabilities of the Foundation, distribute all of the assets of the Foundation to the St. Joseph Public Library and if it is not then in existence, to organizations that are organized exclusively for the charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as heretofore and hereafter amended and to corresponding section of any subsequent federal tax law, as the Board of Trustees shall determine. Any such assets not so disposed of, shall be disposed of by order of the Circuit Court of Buchanan County, Missouri, to such organization(s) which are organized and operated exclusively for such charitable purposes.

Article XIII

Amendments to Bylaws

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Trustees present at any regular meeting or at any special meeting, if at least five (5) days written notice is given of intention to alter, amend or repeal, or to adopt new bylaws at such meeting.

Date adopted

Drew H. Brown, Incorporator