

CLEARVIEW LIBRARY DISTRICT FRIENDS & FOUNDATION BYLAWS

ARTICLE I – NAME AND LOCATION

Section 1. Name. The name of this non-profit organization shall be the Clearview Library District Friends & Foundation, hereinafter referred to as the Foundation.

Section 2. Location. The principal office of the Foundation shall be housed within the Clearview Library District (the Library) located at 720 3rd Street, Windsor, Colorado 80550.

Section 2.01. The Foundation may be relocated elsewhere in the State of Colorado as the Foundation Board of Directors (the Board) shall determine or future business of the Foundation may require.

ARTICLE II – PURPOSE, OPERATION, AND MISSION

Section 1. Purpose. The Foundation shall be formed exclusively for non-profit purposes that will advance and encourage appreciation, understanding, enjoyment, and public use of the educational and cultural facilities at the Library.

Section 1.01. The Foundation and the Library are separate entities. The relationship between the Foundation and the Library is a cooperative venture intended to accomplish mutual goals.

Section 2. Operation. The Foundation shall operate in full compliance with IRS Code Section 501(c)(3) and C.R.S. § 7-121-101 to 137 of the Colorado Revised Statutes.

Section 3. Mission. The core mission of the Foundation shall be to develop supplemental funding for the Library and to provide, sponsor, or support programs that align with the Library’s mission: “Cultivate Curiosity. Enlighten the Mind. Strengthen the Community”.

Section 3.01. In support of the mission, actions undertaken by the Foundation shall include, but not be limited to the following:

- Work cooperatively with members of its complementary organization, the Friends (see also Article III, Section 3); library staff; and as appropriate, other community members to achieve fundraising objectives.
- Assist local educational organizations by providing programs that help achieve teaching, learning, and/or research goals.
- Support local businesses and entrepreneurship by developing valuable human networks that become ongoing resources.

Section 3.02. The Board shall periodically review the Foundation’s budget in light of the mission to ensure expenditures are in alignment.

ARTICLE III – ELECTION OF BOARD MEMBERS AND FRIENDS MEMBERSHIP

Section 1. Foundation Board. Members shall be appointed at the end-of-the-year annual meeting and will serve as directors the following year.

Section 1.01. The Library Director shall be an ex officio, non-voting member of the Board.

Section 1.02. When possible, a student representative of high-school age will join the Board as a non-voting member and shall attend meetings as his or her schedule allows.

Section 1.03. A member of the Clearview Library District Board of Trustees shall join the Foundation Board and act as a liaison between the two entities.

Section 2. Number of Board Members. The Board shall consist of at least 5 but not more than 11 individuals, including the officers. As possible, the Board will strive to maintain an odd number of members, which is desirable for the voting process. Each voting director is considered a member.

Section 2.0.1. There should be at least one director from each of the areas served by the Library (i.e., Windsor, Severance, West Greeley).

Section 2.0.2. At least two-thirds of Board members shall be independent--they themselves nor anyone related to them shall be compensated by the Library. For the purpose of dermining independence by relation, please see Article IV, Section 3.

Section 3. Friends. A group of community volunteers comprise the Friends, which acts as a standing committee of the Foundation and shares its purpose to support library programs. The Friends shall develop and maintain an association of library supporters and foster their involvement in Foundation fundraising projects as well as free events.

Section 3.01. Any person or organization who supports the purposes of the Foundation may become a member of the Friends by payment of annual dues.

Section 3.02. Types of Friends memberships, the dues schedule, and the dates of the membership year shall be developed by the Friends Committee and approved by vote of the Foundation.

ARTICLE IV – BOARD ROLE, TERMS, AND CONFLICT OF INTEREST

Section 1. Board Role and Expectations. The Foundation shall be managed by a Board of Directors whose members will act as the Executive Planning Team by developing, implementing, and overseeing a strategic plan that reflects the Foundation’s objectives, projects, and programs as stated in Article II.

Section 1.01. Directors shall gain a comprehensive knowledge of the Foundation and the Library’s missions, programs, and financial conditions.

Section 1.02. Directors shall support the Foundation's fundraising goals through (1) an annual personal financial commitment made to the Clearview Library District during the first quarter of each fiscal year and (2) by building and maintaining ongoing relationships with prospective donors.

Section 1.03. Directors shall volunteer their participation and leadership in support of the Foundation and the Library.

Section 1.04. Directors shall not receive monetary compensation for their Board duties other than reimbursement for reasonable Board-related expenses.

Section 2. Terms, Removal, Vacancies, and Resignations. The length of Board member terms shall be three years with a one-year waiting period before being considered for a new term.

Section 2.0.1. An immediate past president shall continue to serve on the Board an additional year to aid in transition to new leadership.

Section 2.0.2. Whenever possible, terms shall be staggered, with one-third of the directors being elected by the Foundation each year at the annual meeting to replace those directors whose terms are expiring in that year.

Section 2.0.3. A vacancy occurring on the Board may be filled by a majority vote of the sitting directors; a director elected by this provision shall serve for the unexpired term of the predecessor.

Section 2.04. A Board member may be removed when he or she is unable to fulfill individual responsibilities (e.g., nonattendance or inactivity), does not abide by the rules set by the Board for itself, or displays illegal and unethical behavior.

Section 2.05. Any director may be removed by a two-thirds vote of the full Board at a special meeting called expressly for that purpose.

Section 2.06. Any director may resign by submitting a letter of resignation to the president of the Board, with the resignation taking immediate effect.

Section 3. Conflict of Interest. Each director is a fiduciary to the Foundation and has a duty to act in the best interests of the Foundation. A conflict is a matter in which the financial, economic, or employer interests of the director could result in a personal or professional gain as a result of action by the Foundation. A gain includes benefits to spouses or children in the immediate family of the director.

Section 3.0.1. If a director has a conflict of interest, the director shall disclose such conflict to the Board prior to any action requiring a vote.

Section 3.0.2. A director with a conflict shall abstain from all action by the Foundation pertaining to the matter creating a conflict. Disclosure of every conflict shall be disclosed in the Board minutes.

ARTICLE V – COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. Committee Designation. The Board shall establish standing committees, as appropriate, with each committee consisting of one or more of the directors of the Foundation. The Board also may designate one or more directors as alternate members of any committee who may replace any absent or disqualified member.

Section 1.01. The Board shall designate specific areas of activity for each committee (i.e., events, fundraising, etc.).

Section 1.02. Each committee shall conduct its business and report to the Board at regular monthly meetings.

Section 1.03. A non-director volunteer may join and/or lead a committee as long as at least one Board director is a member of said committee and serves as liaison to the Foundation board.

VI – MEETINGS, DOCUMENTATION, AND VOTING

Section 1. Meetings. Three-to-five days in advance of Foundation meetings, the Board president shall send notice electronically to all Board members or instruct the secretary or administrative assistant to do so; Board members should prepare for meetings by reading the previous meeting minutes and any additional information provided (e.g., agenda, committee reports, etc.).

Section 1.01. Regular Board meetings shall take place monthly, or at another frequency approved by the members. At minimum, the Board shall meet quarterly. Regular Board meetings shall be open to the public, and dates shall be posted on the Foundation website and/or in other communication vehicles the Library may offer (e.g., newsletter).

Section 1.02. The annual meeting of the Foundation shall be held in the last quarter of every fiscal year at a specific time and place determined by the Board.

Section 1.03. The annual meeting shall include the election of directors for the coming year; approval of the budget for the coming year; and a review of the Board's mission, purpose, and organization, including committee structures. In addition, the Board may invite individuals it wishes to acknowledge or those whose accomplishments it would like to celebrate.

Section 1.04. One month in advance of the annual board meeting, the Board president shall send notice electronically to all Board members, or instruct the secretary or administrative assistant to do so.

Section 1.05. Special meetings of the Foundation may be called by the president or the Board. The notice shall be sent electronically to all the directors a minimum of 48 hours in advance of the meeting and include a description of the business to be discussed.

Section 1.06. Committees shall hold regular meetings as agreed upon by a majority of committee members.

Section 2. Documentation. Minutes shall be taken at all Board meetings and include descriptions of actions taken by the Board. Said minutes shall become permanent records of the Foundation as required by Colorado State Law in C.R.S. § 7-136-101.

Section 3. Voting. A quorum must be present in order to vote on a motion. A majority of the full Board shall constitute a quorum. If less than a quorum is present, the meeting shall be adjourned and reconvened the following month, or within 30 days if the Board is meeting on a less than monthly schedule.

Section 3.01. Voting at Board meetings shall be in person, and a majority vote shall rule. Each director shall have one vote.

Section 3.02. Voting on an action may take place through electronic or computer-mediated communication (e.g., conference call, e-mail, etc.) if (a) each Board member has received written information about the proposed action and vote, and (b) the number of electronic voters fulfills the requirement of having a quorum.

ARTICLE VII – DUTIES OF THE OFFICERS

Section 1. Officers and Responsibilities. Foundation officers shall be president, vice president, treasurer, and secretary, each being a Board member and eighteen years of age or older. No two offices may be held by the same individual.

Section 1.01. The president shall preside at all meetings of the Board and appoint standing committees (e.g., friends, events, fundraising, public relations) and the chairpersons thereof. The president shall be an ex officio member of all committees. The president also shall be responsible for signing checks, contracts, or other financial instruments which the Board has authorized.

Section 1.02. The vice president shall, in the absence or disability of the president, become acting president of the Foundation and perform all the functions of the president with the exception of the duty of signing checks, which shall become the responsibility of the treasurer.

Section 1.03. The treasurer shall handle all Foundation monies and keep appropriate and accurate records. In the event of the disability of the president, the treasurer shall sign checks, drafts, etc. However, transactions or drafts of more than \$10,000 require signatures of two Foundation officers. In addition, the treasurer shall

- (a) deposit all funds upon receipt into such banks, trust companies, or other depositories as selected by the Board;

- (b) prepare such financial data as may be necessary for returns or reports required by state or federal government to be filed by the Foundation or work with a certified public accountant designated by the Foundation to do so; and
- (c) present a report of Foundation finances at all regular Board meetings and at the annual meeting.

Section 1.04. The secretary shall handle Foundation correspondence and present to the Board any communication addressed to the Foundation. In addition, if the administrative assistant is unable to be present to record meeting minutes, the secretary shall step in to (a) record the minutes, (b) distribute the minutes to all Board members as soon as possible after a meeting, and (c) make any corrections prior to acceptance of the minutes.

ARTICLE VIII – FINANCE

Section 1. Fiscal period. The fiscal year of the association shall start on January 1 and end on December 31.

Section 2. Annual Budget. The Board shall review and approve an annual budget for the upcoming year during the annual meeting held the last quarter of each year.

Section 2.0.1. The Foundation shall establish and maintain an endowment fund as described in the Endowment Fund Investment Policy (see *Appendix A, Endowment Fund Investment Policy for the Clearview Library District Friends & Foundation*).

Section 2.0.2. Funds generated from general fundraising efforts (e.g., beer tent, Clearview Reads, etc.) shall be allocated between the Endowment and Operating Funds.

Section 2.0.3. The Board shall vote on the percentage of distribution prior to any funds being deposited in either the endowment or operating fund.

Section 2.0.4. The Foundation shall establish and maintain a reasonable amount of funds in its operating budget to support those programs it has identified in pursuance of its mission.

Section 3. Audit Report. An independent certified public accountant may be retained by the Board to conduct an audit or review of financial statements at such time and frequency as the Board sees fit.

ARTICLE IX – INDEMNIFICATION

The Foundation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the Foundation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved

by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the Foundation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Foundation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE X – AMENDMENTS TO BYLAWS

Section 1. These bylaws may be amended, in whole or in part, by two-thirds vote of those directors present at a meeting of the Foundation provided that prior notice and a summary of the proposed change(s) was given.

ARTICLE XI – DISSOLUTION

Upon the dissolution of the Foundation, assets shall be distributed for tax exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, to the Clearview Library District, Windsor, Colorado.

DATE OF ADOPTION

We, the undersigned being all of the officers and directors of the Clearview Library District Friends & Foundation, do hereby ratify and adopt the foregoing bylaws as the bylaws for the regulation of the affairs of said organization.

Dated this _____ day of _____, _____.

Signatures of Officers:

APPENDIX A

Endowment Fund Investment Policy for the Clearview Library District Friends & Foundation

Foundation Investment Policy and Practices. This document provides both investment guidance to the Board and information about the Foundation's investment policy and practices to donors and interested members of the public.

Responsibilities. The Board has overall responsibility for managing the Endowment Fund and shall annually approve the investment strategy and any investment manager(s), if applicable.

Finance Committee. The Board may establish a Finance Committee, or, if such a committee is not established, the Board shall assume, but not be limited to, the following responsibilities:

- Annually reviewing this investment policy to ensure investments are handled accordingly.
- Making recommendations for a professional investment manager and annually reviewing said manager's performance.
- Regularly reporting the status of investments.

Endowment Fund Objectives, Asset Allocation, and Fund Distribution. Endowment Funds are the proceeds from the various fundraising events the Foundation conducts each year.

Goals. The Foundation's long-term goal is for investments to produce a reliable and growing income, while the short-term goal is to preserve capital while seeking consistent asset growth. The preferred short-term goal for the Endowment Fund assets is approximately \$100,000.

Investments. When the Endowment Funds are at a level to warrant investment, the Board shall direct the fund manager or an officer of the Board (see Bylaws, Article VII—Duties of the Officers) to purchase Certificates of Deposit (CD) with guaranteed deposit insurance. Once obtained, income generated from these investments shall be reinvested until such time as the Board votes otherwise.

Distributions. Distributions from the fund must be approved and voted on by the Board.

Donor-Restricted Funds. Funds donated by Mr. Vince Murphy are to be used specifically for funding an annual speaker series in memory of his wife, Kathy Murphy, past director of the Windsor-Severance Library. These funds are held at The Community Foundation Serving Greeley and Weld County located in Greeley, Colorado. Requests for disbursement and to confirm balances should be made directly to them.