

BYLAWS OF GARDEN CITY PUBLIC LIBRARY FOUNDATION, INC.

ARTICLE I – NAME

The name of the Corporation is “Garden City Public Library Foundation, Inc.”

ARTICLE II – PURPOSE, VISION AND MISSION

PURPOSE

Consistent with our Articles of Incorporation, the Corporation’s purpose is to provide resources for the development, maintenance and operation of the Garden City Public Library beyond those normally provided through public funding. The Corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the non-profit public benefit corporation law for charitable purposes. The purposes for which this corporation is formed are exclusively charitable within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986.

VISION – OUR “WHY”:

The Corporation knows that it is the smaller, less privileged communities that deserve a thriving library the most. We are passionate about making sure that every child in our community has access to library books and we envision a near future in which the Garden City Public Library offers life-enriching services to people of all ages and is a powerful, dynamic hub of the community.

MISSION – OUR “WHAT” & “HOW”:

The Corporation exists to support the Garden City Public Library Board of Trustees and Staff in their efforts to fulfill their own mission and goals, which include offering a welcoming environment with access to library services and materials which encourage early literacy and lifelong learning for patrons. The Corporation does this by raising monies for special programs and capital improvements outside of the library’s City-approved operating budget.

ARTICLE III – BASIC POLICIES

The following are basic policies of the Corporation:

1. The Corporation shall be noncommercial, nonsectarian, and nonpartisan.

BYLAWS OF GARDEN CITY PUBLIC LIBRARY FOUNDATION, INC.

2. The name of the Corporation or the names of any members in their official capacities shall not be used in connection with a commercial concern or with any partisan interest or for any purpose not appropriately related to the promotion of the objects of the Corporation.
3. The Corporation shall cooperate with the Garden City Public Library to support the improvement of the Garden City Public Library system in ways that will not interfere with the administration of the Garden City Public Library and shall not seek to control its policies.
4. The Corporation may cooperate with other organizations and agencies concerned with the libraries, but persons representing the Corporation in such matters shall make no commitments that bind the Corporation.

ARTICLE IV - OFFICES

Section 1. Principal Office. The principal office of the Corporation shall be located in Garden City, Idaho. The Corporation may have such other offices as the Board of Directors may designate or as the business of the Corporation may require from time to time.

Section 2. Registered Office and Agent. The initial registered office of the Corporation to be maintained in the State of Idaho shall be located at 6015 Glenwood Street, Garden City, Idaho 83714. The registered office and the registered agent set forth in the Articles of Incorporation may be changed from time to time by a majority vote of the Board of Directors.

ARTICLE V - BOARD OF DIRECTORS

Section 1. General Powers and Standards of Care. The business and affairs of the Corporation shall be managed under the direction of the Board of Directors except as otherwise provided in the Act or the Articles. If any such provision is made in the Articles, the powers and duties conferred or imposed upon the Board of Directors by the Act shall be exercised or performed to such extent and by such person or persons as shall be provided in the articles.

The duties of the Board of Directors shall be to:

- a) Transact all business of the Corporation;
- b) Create Standing Committees;

BYLAWS OF GARDEN CITY PUBLIC LIBRARY FOUNDATION, INC.

- c) Approve the plans of work of the Standing Committees;
- d) Prepare a budget for the fiscal year; and
- e) Approve all bills within the limits of the budget.

Section 2. Number, Tenure, and Qualifications. The number of Directors shall not be less than five (5) or more than fifteen (15), which number shall be established by a resolution of the Board of Directors from time to time. If the number of Directors is more than five (5), at least one (1) of the Directors shall also be a member of the Board of Trustees of the Garden City Public Library.

Directors shall serve for a term of (3) years. Each Director shall hold office until the end of the term or until a successor shall be elected. A Director may serve two successive three-year terms. At the conclusion of two terms, a Director may take a one-year hiatus from the Board. The initial Directors shall hold office until their terms expire. Directors shall be elected by the existing Directors at the annual meeting of the Board of Directors.

To serve as a Director, an individual should have prior experience serving on a not for profit board, general business or entrepreneurial experience, and have a desire to pay it forward with what they have, know, or have access.

Section 3. Vacancies. Any vacancy occurring in the Board of Directors, and any Directorship to be filled by reason of any increase in the number of Directors, shall be filled by an affirmative vote of a majority of the Board of Directors. Directors appointed to fill a vacancy shall serve for the unexpired term of their predecessor in office.

Section 4. Any Member of the Board of Directors may withdraw from membership by giving written notice to the President or Secretary of the Corporation. The resignation shall become effective upon the date specified therein, or if no date is specified, upon receipt thereof. Acceptance shall not be necessary to render the resignation effective.

Section 5. Removal of Directors. Any Director may be removed from office for cause by a two-thirds (2/3) majority vote of the total Directors. "For cause" will include accruing two (2) unexcused absences within any twelve-month period of any Board meeting.

Section 6. Annual Meeting; Regular Meetings. A regular annual meeting of the Board of Directors shall be held during the month of October in each year beginning in 1995. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board.

BYLAWS OF GARDEN CITY PUBLIC LIBRARY FOUNDATION, INC.

Regular meetings of the Board of Directors shall be held every month unless the Board agrees to a different schedule, the time and dates to be fixed by the Board at its first meeting of the year.

Section 7. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair of the Board or any two (2) Directors. The person or persons authorized to call special meetings of the Board may designate any place as the place for holding any special meeting of the Board called by them.

Section 8. Notice. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previous thereto by written notice delivered personally or sent by mail or e-mail to each Director at the address as shown by the records of the Corporation. The attendance of a Director at any meeting shall indicate that such Director received notice of such a meeting. The purpose of any special meeting of the Board shall be specified in the notice or waiver of notice of such meeting.

Section 9. Quorum. A majority of the Board of Directors shall constitute a quorum at a meeting of the Board. If less than a majority of Directors is present, a majority of the Directors present may adjourn the meeting without further notice. Once a quorum is established, it shall remain for the duration of the meeting.

Section 10. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise provided by law or these Bylaws.

Section 11. Informal Action. Any action that would normally require a meeting of the Board of Directors may be taken without a meeting if consent in writing or via email, setting forth the action so taken, shall be signed either by paper or e-signature by a majority of the Directors.

Section 12. Open Meetings. It is the intent of the Corporation to conduct its business in open sessions whenever possible. However, in those circumstances where the Board is discussing or acting upon strategy with respect to litigation, implementation of security systems, purchase or encumbrance of property or other assets, interviews with prospective employees, and discussion of personnel matters, the meeting shall be closed to the general public. On any other matter that the Board feels must be dealt with in a confidential manner, the Board may close its meeting to the general public. An affirmative two-thirds (2/3) vote of the Board members present is necessary to close the meeting.

Section 13. Compensation. No salary or any other compensation shall be paid Directors for their services. However, nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation in

BYLAWS OF GARDEN CITY PUBLIC LIBRARY FOUNDATION, INC.

such other capacity. Nor shall it preclude Directors from being reimbursed for expenses incurred in pursuit of authorized corporation activities.

ARTICLE VI - OFFICERS

Section 1. Executive Officers. The Executive Officers of the Corporation shall be the Chair, Vice-Chair, Treasurer and Secretary. The offices of Treasurer and Secretary may be held by the same person and designated as Secretary-Treasurer. Officers will be elected by the Directors at the annual meeting and shall hold office for one year. Any officer may continue in his or her respective office beyond that year until such time as his or her successor is appointed. Officers shall perform the usual duties pertaining to their respective offices, and other duties as may from time to time be ordered by the Board of Directors.

Section 2. Additional Officers and Agents. The Board of Directors may appoint such other officers or agents as deemed necessary, who shall perform such duties prescribed by the Board of Directors. The Board of Directors may vest the power to appoint agents as necessary.

Section 3. Removal. All officers and agents of the Corporation shall be subject to removal at any time by the affirmative vote of a majority of the whole Board of Directors. All agents and employees not appointed by the Board of Directors shall hold office at the discretion of the committee or of the officer appointing them.

Section 4. Powers. The Executive Officers shall have the following powers and responsibilities:

(a) Chair of the Board. The Chair of the Board of the Corporation shall preside at all meetings of the Board of Directors and shall exercise and perform such other powers and duties as may from time to time be ordered by the Board of Directors or prescribed by these Bylaws.

(b) Vice Chair. The Vice Chair shall perform the duties and exercise the powers of the Chair in the event the Chair is unavailable. The Vice Chair shall have such other powers and duties as May, from time to time, be ordered by the Board of Directors or prescribed by these Bylaws.

(c) Secretary. The Secretary shall attend all meetings of the Board of Directors and members held at the office of the Corporation, and act as clerk thereof, and record all votes and minutes of all proceedings in the corporate books to be kept for that purpose.

BYLAWS OF GARDEN CITY PUBLIC LIBRARY FOUNDATION, INC.

The Secretary shall perform like duties for the Executive and Standing Committees when required. The Secretary shall give notice of meetings when required by the Articles, Bylaws or any resolution of the Board of Directors. The Secretary shall have such other powers and duties as may from time to time be ordered by the Board of Directors or prescribed by these Bylaws.

(d) Treasurer. The Treasurer shall keep a full and accurate account of the receipts and disbursements and books belonging to the Corporation and shall deposit all funds and other valuable effects in the name and to the credit of the Corporation in such financial institutions as may be designated by the Board of Directors. While fraud and other knowing misconduct shall not be tolerated and may incur personal liability, the Treasurer shall not be personally liable for the safekeeping of any funds and other valuables so deposited, in accordance with these bylaws. The Treasurer shall disburse funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursement.

The Treasurer shall render to the Board of Directors at the regular meetings of the board and whenever requested by the board, accounts of all transactions and the financial condition of the Corporation. The Treasurer shall perform the duties incident to the office of treasurer and such duties as may from time to time be ordered by the Board of Directors or prescribed by these Bylaws.

(e) Delegation of Powers. In the absence of any officer of the Corporation, or for any reason deemed sufficient by the Board of Directors, the Board of Directors may delegate the duties and powers of an absent officer to any other director or officer. Any two or more elective offices may be held by the same person except the offices of the chairman and vice-chairman, the chairman and secretary and the chairman and treasurer.

ARTICLE VII - ADVISORY BOARD

There is hereby created an Advisory Board, which shall exist for the purposes of providing advice to the Board of Directors and promoting the goals of the Corporation. The number of members of the Advisory Board and the term of the members shall be established by the Board of Directors of the Corporation. The members of the Advisory Board shall be selected by and shall serve at the pleasure of the Board of Directors. The Advisory Board may form committees, and shall meet at such times and places as established by the Corporation's Board of Directors. The Advisory Board shall have no responsibility for the management of the affairs of the Corporation, and shall have no authority to act on behalf of the Corporation,

BYLAWS OF GARDEN CITY PUBLIC LIBRARY FOUNDATION, INC.

except as such may be specifically established by a resolution of the Board of Directors. The Director of the Garden City Library or designee will attend to provide input and guidance. The Friends of the Library will be invited to keep the foundation informed of their activities and provide input.

ARTICLE VIII - INDEMNIFICATION

Section 1. The Corporation shall indemnify and hold harmless each member of the Board of Directors and Officer now, heretofore or hereafter serving the Corporation, and the heirs, executors, administrators, and personal representative of each Director and Officers, from and against all costs and expenses which may be imposed upon or incurred by them in connection with or resulting from any claim, demand, action, suit, prosecution, administration or court proceeding, in which they or any of them may be involved by reason of any such Director or Officer having been a director or officer of the Corporation, whether or not she/he continues to be Director or Officer at the time such costs and expenses are imposed or incurred. As used herein the term "costs and expenses" shall include but not be limited to counsel fees, costs of investigation and preparation, amounts of judgments, decrees, fines or penalties against the amounts paid in settlement by any such Director or Officer, provided, however, that no such Director or Officer shall be indemnified:

- a) With respect to any manner as to which such Director or Officer shall, in any action, suit, or proceeding, be finally adjudged guilty of negligence or willful misconduct in the performance of his duties as a Director or Officer, or
- b) In the event of settlement of any such claim, demand, or action, suit, or proceeding unless:
 - i. Such settlement shall with the knowledge of the indemnification provided for hereby, be approved by the Court having jurisdiction of such action, suit or proceeding or by any other Court of proper jurisdiction in an appropriate action, or
 - ii. Such settlement shall have been determined by the Board of Directors and/or the Executive Committee to be for the best interests of the Corporation and shall have been made upon the written opinion of legal counsel selected by or in a manner determined by the Board of Directors to the effect that there is no reasonable ground of liability or negligence or willful misconduct on the part of such Director or Officer and that the entire cost of such settlement will not substantially exceed the estimated cost of defending such claim, action, suit or proceeding to a final conclusion.

BYLAWS OF GARDEN CITY PUBLIC LIBRARY FOUNDATION, INC.

Section 2. The foregoing right of indemnification shall not be deemed exclusive of any other right to which such Director may otherwise be entitled and shall inure to the benefit of his heirs, executors, administrators and personal representative. The Corporation shall have the right to intervene in, defend, hire counsel, or incur reasonable expense in the defense of all such actions, suits, proceedings or claims brought or asserted against any such Director of the Corporation arising out of his acting or having acted as such Director or Officer.

ARTICLE IX - GENERAL PROVISIONS

Section 1. Seal. The Board of Directors may provide a suitable seal, which includes the name of the Corporation and the words "corporate seal", which shall be in the charge of the secretary.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be designated by the Board of Directors.

Section 3. Corporate Books. The Corporation shall maintain correct and complete books, records and accounts of its business and properties, in accordance with the laws of the State of Idaho. Such books, records and accounts shall be kept at the principal office of the corporation, in written form or in another form capable of conversion into written form within a reasonable time. Such books, records and accounts shall be available for inspection by any member of the Corporation at any reasonable time, subject to the restrictions found in Idaho Statutes, sections 30-30-1101 through 30-30-1106 as amended.

Section 4. Negotiable Instruments. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons in such manner as shall be determined from time to time by resolution of the Board of Directors.

Section 5. Execution of Documents. The Board of Directors may, except as provided in these Bylaws, authorize any officer or agent to enter into any contract or execute any document in the name of, and on behalf of, the Corporation. Unless authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by contract, or to pledge its credit, or to render the Corporation liable for any purpose or for any amount.

ARTICLE X - AMENDMENT OF BYLAWS

The Bylaws of the Corporation may be amended or repealed, and new Bylaws adopted by a two-thirds affirmative vote of the Board of Directors.

BYLAWS OF GARDEN CITY PUBLIC LIBRARY FOUNDATION, INC.

First adopted December, 1994.

Revised and adopted May 15, 2018

Signed:

Susan C. Philley