

Adopted 10.05.2010; Amended 12.06.2011; Amended 09.04.2012.

**BY-LAWS**  
**OF**  
**JEFFERSON COUNTY LIBRARY FOUNDATION**

ARTICLE I

Name

The name of the corporation shall be JEFFERSON COUNTY LIBRARY FOUNDATION.

ARTICLE II

Purposes

The purpose or purposes for which the corporation is organized are generally to promote charitable, scientific and educational purposes. The charitable and educational purposes for which this corporation is formed shall include:

- A. To receive donations and raise funds for contribution to the **Jefferson County Library District** for the support of:
  - 1) Efforts to support and cooperate with the Jefferson County Library District in developing library services and facilities for the community.
  - 2) Efforts to support the collections, programs and services of the Jefferson County Library District for the benefit of the patrons thereof;
  - 3) Activities to facilitate programs and services for the Jefferson County Library District, including educational projects and programs for which funds are unavailable in the regular library budget;
  - 4) Activities to solicit, collect and otherwise raise funds for the support of the Jefferson County Library District; and to contribute, disburse, and distribute the same or the income thereof for such purposes either directly to or indirectly for the Jefferson County Library District and
  - 5) Scholarships, grants and awards to the Jefferson County Library District to recognize and promote professional development and district initiatives.
- B. To involve the community and its inhabitants in efforts to support and enhance the Jefferson County Library District.
- C. To build an endowment to perpetuate funds for library purposes including, but not limited to, enhancement of collections (both paper and electronic) or technology (equipment and services).
- D. To own personal property and real estate in carrying out the other purposes of the corporation.
- E. To exercise all other legal powers and take other legal actions permitted a nonprofit corporation.

ARTICLE III

Offices

The corporation shall have and continuously maintain in this state a registered office and a registered agent whose office is identical with such registered office, and may have other offices within the State of Missouri as the Board of Directors may from time to time determine.

ARTICLE IV

Directors

Section 1. Powers. The affairs of the corporation shall be managed by its Board of Directors. They shall have control of its financial affairs and they shall have power and authority to do all things which the corporation is authorized to do by the Articles of Incorporation and by the laws of the State of Missouri in carrying out the purposes of this corporation.

Section 2. Number, Tenure and Qualifications. There shall be a minimum of five (5) members and a maximum of fifteen (15) members<sup>1</sup> of the Board of Directors, all of whom shall be from the public at large and residents of the state of Missouri. The President of the Jefferson County Library Board of Trustees, the Director of the Jefferson County Library and the Assistant Director of Finance of the Jefferson County Library shall serve as Advisors to the Board of Directors, but shall have no vote in actions required to be, or which may be taken, at a meeting of the Board of Directors, or of the Executive Committee or any other committee of directors. Notice of all meetings shall be given and the right to attend such meetings shall be extended to said Advisors. The initial Board of Directors shall serve terms as follows: three members of the Board of Directors shall serve for a term of two years and two members of the Board of Directors shall serve for a term of three years. The first Board of Directors and the term of the initial directors shall be as follows:

<u>Member</u>	<u>Term</u>
Vernon Sullivan	2 years (October 2010-March 2012)
Eric Knoll	2 years (October 2010-March 2012)
Carroll Anderson <sup>3</sup>	2 years (October 2010-March 2012)
Sandy May <sup>2</sup>	3 years (October 2010-March 2013)
David Mangelsdorf	3 years (October 2010-March 2013)

Thereafter, directors shall be elected by the Board of Directors at their annual meeting for a three (3) year term. Provided however that appointment for any vacated or unappointed member may be made at any meeting of the Board of Directors. Said appointment shall run until the next annual meeting of the Board of Directors at which time the initial term of the director shall expire and any re-election of the director shall be for a term not to exceed three years and said term shall be determined by the appointing directors so as to maintain a balance of staggered terms of directors. Directors shall continue to hold office until their successors shall have been elected and qualified or until they shall resign or until they are removed by a vote of two-thirds of the members of the Board of Directors.

Section 3. Meetings. The annual meeting of the Board of Directors shall be the first (1st) Tuesday in March at 10:00 a.m. The Board shall also meet at such other and regular times as is established by the Board or as otherwise called by the President, Secretary or any two (2) members of the Board of Directors.

Section 4. Manner of Acting. The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the action of the Board of Directors. Any action which is required to be or which may be taken at a meeting of the Board of Directors, or of the Executive Committee or any other committee of directors, may be taken without a meeting if consents in writing, setting forth the actions so taken, are signed by all of the members of the Board or of the committee as the case may be. Such consents shall have the same force and effect as a unanimous vote at a meeting duly

held, and may be stated as such in any certificate or document filed by the corporation. The secretary shall file the consents with the minutes of the meeting of the Board of Directors or of the committee as the case may be.

Section 5. Quorum. A quorum of the Board of Directors shall consist of a majority of the directors then holding office.

Section 6. Compensation. Directors shall not receive any compensation as such for their services.

Section 7. Vacancies. If a vacancy occurs in the Board of Directors, it may be filled by the Board of Directors for the unexpired term.

## ARTICLE V

### Officers

Section 1. Officers, Election and Term of Office. The corporation shall have the following officers elected from among the Board of Directors: President, Vice-President, Secretary and Treasurer. The officers shall be elected at the initial meeting of the Board of Directors to serve until the first annual meeting at which annual meeting and each subsequent annual meeting, officers shall be elected for terms of one (1) year. Officers shall serve until their successor has been elected and qualified. An officer may be removed by a two-thirds (2/3) vote of the directors present at a duly organized meeting of the Board of Directors. Vacancies shall be filled by the Board of Directors to serve until the next annual meeting of the Board of Directors.

Section 2. President. The President shall preside at all meetings of the Board of Directors, shall be the chief executive officer of the corporation unless otherwise provided by the Board, and shall perform such other duties as may be assigned to the President by the Board of Directors.

Section 3. Vice-President. The Vice-President shall, in the absence of the President, occupy and discharge the office of the President and shall perform such other duties as the Board of Directors may assign.

Section 4. Secretary. The Secretary shall issue notices of meetings, arrange for the timely filing of all IRS, Missouri Department of Revenue and other filings required by Missouri, and shall keep the minutes; shall have charge of the seal of the corporation and the corporate books, shall carry on all correspondence, shall keep a roster of the Board of Directors, and shall perform such other duties as may be properly required of the Secretary by the Board of Directors.

Section 5. Treasurer. The Treasurer shall have custody of all monies and securities of the corporation and shall keep regular books of account and balance the same each month. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the corporation, and shall deposit all monies and other valuable property of the corporation in the name and to the credit of the corporation in such bank or depositories as the Board of Directors shall designate. The Treasurer shall disburse or cause to be disbursed such funds as are necessary for budgeted, non-budgeted, and individual expenditures in accordance with these By-Laws and purposes of this corporation. The Treasurer shall perform other duties as are properly required of the Treasurer by the Board of Directors.

Section 6. Compensation. Officers shall not receive any compensation as such for their services.

ARTICLE VI

Committees

There shall be a Governance and Administration, Finance, Programs and Allocations, Development, Community Relations, and Investment Committee and such other committees or sub-committees of the corporation as the Board of Directors establishes with such chairman and members as may be appointed by the President with the consent of the Board, and otherwise in accordance with the procedures established by the Board of Directors. Committee members may be selected by committee chairpersons and submitted to the President for nomination and approval of the Board.

ARTICLE VII

Finances

Section 1. The monies of the corporation shall be deposited in the name of the corporation in such banks, savings and loans or other depositories as the Board shall select annually. Monies shall be drawn out only by instruments signed by any two (2) of the Board directors authorized by the Board of Directors to be such signatories.

Section 2. The books of the corporation shall be audited annually **by a qualified person who is not a director, officer, or employee of the Jefferson County Library District or this corporation. The report thereof shall be submitted to the President and the Finance Committee who shall file a report of such audit with the Board of Directors and the Jefferson County Library District.**

Section 3. Expenditures shall be only those budgeted; any non-budgeted, individual expenditures in excess of \$500.00 must be approved by the Board of Directors.

Section 4. The Board of Directors is authorized on behalf of the corporation to authorize the borrowing of money and the giving of security therefor and to authorize the entering of the corporation into contracts.

Section 5. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the purposes of the corporation.

ARTICLE VIII

Resignation

Any director, officer or committee member may resign from such directorship, office or committee membership by giving written notice to that effect to the Secretary.

ARTICLE IX

Property

Any and all property, real, personal or mixed, that is actually owned by the corporation, shall be held in the name of JEFFERSON COUNTY LIBRARY FOUNDATION.

ARTICLE X

Notice and Waiver of Notice

Regular meetings and special meetings of the Board of Directors established at regular meetings of the Board of Directors may be held without further notice. Other special meetings of the Board of Directors may be held upon written or verbal notice thereof given at least **twenty-four (24) hours** in advance. Whenever any notice whatsoever is required to be given under the provisions of the General Not-for-Profit Corporation Act of Missouri, or under the provisions of the By-Laws of the corporation, a waiver thereof in writing signed by a person or persons entitled to such notice, whether before or after the time stated therein, for attendance of a director at such meeting shall be deemed a waiver of notice or the equivalent to the giving of such notice.

ARTICLE XI

Meeting Procedures

All regular business meetings of the Board shall be conducted in a manner that is consistent with good practice and *Robert's Rules of Order, Revised*.

ARTICLE XII

Amendment of By-Laws

These By-Laws may be altered, amended, or repealed, utilizing the following procedure: The amendment shall be presented in written form at a meeting of the Board of Directors and after consideration of the same, the Board shall table the same to a later meeting, at which later meeting the amendment to the By-Laws may be passed by the affirmative vote of a majority of the members of the Board present at such meeting wherein a quorum is established. No such amendment shall change the purpose of the corporation so as to impair its rights and powers under the laws of this State and the United States or to waive any provision for the safety or security of the property and funds of the corporation, or the intended tax-free status thereof.

Adopted by the Board of Directors of the corporation on the 5th day of October, 2010.

David Mangelsdorf

President

ATTEST:

Eric Knoll

Secretary

<sup>1</sup>AMENDMENT to Article IV Section 2 approved December 6, 2011; SECOND AMENDMENT to Article IV Section 2 approved September 4, 2012; THIRD AMENDMENT to Article IV Section 2 approved September 2, 2014.

<sup>2</sup>May resigned March 2011, replaced by Gary Hobbs March 2011-March 2013.

<sup>3</sup>Anderson resigned July 2011, replaced by Nancy Bergfeld September 2011-March 2012