

**BYLAWS OF HIGH PLAINS LIBRARY DISTRICT FRIENDS & FOUNDATION
(A NONPROFIT CORPORATION)**

ARTICLE I – NAME

The name of this Corporation is HIGH PLAINS LIBRARY DISTRICT FRIENDS & FOUNDATION (hereinafter referred to as “the Corporation”).

ARTICLE II – OFFICERS

The principal offices of the Corporation shall be maintained at such locations as the Board of Directors shall, by a majority vote from time to time, direct. The office shall be at 2650 W. 29th Street, Greeley, Colorado 80631.

ARTICLE III – DIRECTORS

Section 1 General Power

The business and affairs of the Corporation shall be managed by its Board of Directors (“Board of Directors” or “Board”). The operations of the Corporation shall be managed by the Foundation Director.

Section 2 Friends

The business and affairs of the Corporation’s Friends Membership and Volunteer program shall be managed by its Board of Directors. The operations of the Corporation’s Friends Membership and Volunteer program shall be managed by the Foundation Director.

Section 3 Number and Tenure of Board

The Board of Directors shall consist of not less than seven (7) nor more than nine (9) members. A minimum of two (2) shall be current members of the High Plains Library District (hereinafter referred to as “HPLD”) Board of Trustees and the remaining Directors shall be appointed from the community at large. All members of the Board of Directors must reside within High Plains Library District Boundaries. The term of the initial Board of Directors may be varied somewhat to achieve the membership goal of that Board, in terms of numbers. In addition to the aforementioned members of the Board, the Executive Director of the High Plains Library District is an ex officio, non-voting member of the Board.

Section 4 Meetings

Regular meetings of the Board of Directors shall be held at such times as determined by the Board and upon call by the Chair, at least annually. Written notice or email of such meeting shall be sent to the members of the Board of Directors, at least one (1) week prior to the annual meeting.

Section 5 Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the Chair or a majority of the Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place within the State of Colorado as the place for holding any special meeting of the Board of Directors so called.

Section 6 Notice

Notice of any special meeting shall be given at least three (3) days previously thereto by written notice, emailed or sent by courier to each member. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for any 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 of Directors need to be specified in the notice or waiver of notice of such meeting.

Section 7 Voting Procedure

Fifty-five Percent (55%) of the Board of Directors, two of whom must be officers, shall constitute a quorum for the transaction of business at any scheduled meeting of the Board of Directors. The Directors may conduct official business face-to-face or via audio or video conferencing. The agenda shall be established by the Chair of the Board, the Vice-Chair, the Foundation Director and the Executive Director of the District.

Section 8 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. The Board may also act through consent minutes without a meeting, providing the minutes are signed by a majority of the Directors including the Chair.

Section 9 Vacancies

Vacancies shall be filled for the remainder of the unexpired term as soon as possible at any regular or special meeting of the Board of Directors.

Section 10 Compensation

Directors shall not receive any stated salary for their services.

Section 11 Powers

The Corporation shall be responsible for visioning, planning and organizing fundraising events and opportunities as well as collecting and transferring donations in support of the HPLD. Programming for the HPLD is the sole responsibility of the HPLD. All the corporate powers, except such as are otherwise provided for in these Bylaws and in the laws of the State of Colorado, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may, by general resolution, delegate to the committees of their own number or the administrators of the Corporation such powers as they may see fit.

Section 12 Removal

A Director may be removed only by a majority vote of all Friends & Foundation members, but only upon a showing of good cause. Good cause may include, but not be limited to: either failure to attend three consecutive regular Board meetings or ongoing failure to attend Board meetings without such absence being recognized as excused by the Chair; criminal, fraudulent or otherwise illegal activity; refusal to sign the Corporation's conflict of interest policy, whistle blower policy, and/or ethics policy.

ARTICLE IV – OFFICERS

Section 1 Number

The Officers of the Corporation shall be a Chair, a Vice-Chair, a Secretary/Treasurer and such other officers as the Board deems necessary.

Section 2 Election and Term of Office

Trustees shall serve concurrently with their HPLD Trustee Board terms as members of the Friends & Foundation Board as appointed. Terms of non-trustee Board members shall be three (3) years, with no more than two (2) terms concurrently served.

Section 3 Removal

Any officer may be removed by a vote of the Board whenever, in the Board's judgement, the best interests of the District will be served thereby.

Section 4 Vacancies

Vacancies shall be filled for the remainder of the unexpired term as soon as possible at any regular or special meeting of the Board of Directors.

Section 5 Chair

The Chair shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. They shall preside at all meetings of the Directors. They may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments, that the Board of Directors has authorized to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Directors from time to time. The Chair shall be a current member of the HPLD Board of Trustees.

Section 6 Vice-Chair

In the absence of the Chair or in the event of their inability or refusal to act, the Vice-Chair shall perform all the duties of the Chair. When so acting, the Vice-Chair shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair shall perform such other duties as from time to time may be assigned to them by the Chair or by the Directors. The Vice-Chair shall be a current member of the HPLD Board of Trustees.

Section 7 Secretary/Treasurer

The Secretary/Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation from any source whatsoever and oversee the deposit and expenditure of all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be the selected Chair in accordance with the provisions of Article VI of these Bylaws. The Secretary/Treasurer shall in general perform all the duties incident to the office of secretary and such other duties as from time to time may be assigned to them by the Chair or the Board of Directors.

Section 8 Pronouns – Singular Plural and Gender Specific

Unless the context requires otherwise, words denoting the singular may be construed as denoting the plural and vice-versa, and words denoting a certain gender may be construed as denoting such other gender as is appropriate.

ARTICLE V – COMMITTEES

Section 1 Appointments

The Board of Directors from time to time shall appoint whatever committees the Board deems necessary.

Section 2 Corporation Chairman as Ex-Officio Member

The Chairman of the Corporation shall be an ex-officio member of all committees, with voting privileges, and shall be notified of all committee meetings.

Section 3 Reports

The Foundation Director shall be required to submit to the Board of Directors a written financial report and update as to general activities, at least annually.

Section 4 Outside Expertise

At the Foundation Director's discretion and invitation, employees of the HPLD or other professionals not serving on the Corporation's Board may attend committee meetings based on their expertise.

ARTICLE VI – CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1 Contracts

The Board of Directors may authorize any officer(s), or agent(s), to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2 Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors, at a meeting of the Board of Directors at which a quorum of the Board of Directors is present. Such authority may be general or confined to specific instances.

Section 3 Checks, Drafts and Payments

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer(s), or agent(s) of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 4 Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VII – FISCAL YEAR

The fiscal year of the Corporation shall commence on January 1st of each year and end on December 31st of the same year.

ARTICLE VIII – WAIVER OF NOTICES

Whenever any notice whatsoever is required to be given under the provisions of these Bylaws, or under the provisions of the Articles of Incorporation, or under the provision of the law under which this Corporation is organized, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX – AMENDMENTS

These Bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Board of Directors at any meeting of the Board of Directors at which a majority of the Board of Directors is present, one of whom must be an officer.

ARTICLE X – INDEMNIFICATION

In consideration for the services provided to the HIGH PLAINS LIBRARY DISTRICT FRIENDS & FOUNDATION by its officers, directors and staff, the HIGH PLAINS LIBRARY DISTRICT FRIENDS & FOUNDATION undertakes to defend all claims and indemnify its officers, Directors, and staff from any and all liability, loss or damage, the officers, directors, and staff may suffer as a result of claims, demands, costs or judgements against them arising out of and in the scope of their duties and activities as officers, Directors and staff members of the HIGH PLAINS LIBRARY DISTRICT FRIENDS & FOUNDATION.

ARTICLE XI – CONTRIBUTIONS AND DEPOSITORIES

Section 1 Contributions

Any contribution, bequest or gift made to the HIGH PLAINS LIBRARY DISTRICT FRIENDS & FOUNDATION or its Board of Directors shall be accepted or collected and deposited only in such a manner as shall be designated by the Board of Directors.

Section 2 Depositories

The Board of Directors shall use the depositories used by the HPLD Board of Trustees as long as such depositories are located within the County of Weld, State of Colorado, are authorized to transact business by the State of Colorado and are federally insured. All checks exceeding the amount of \$5000 and orders for the payment of money from said depositories shall bear the signature of at least two (2) authorized individuals. These two (2) individuals shall be the Chair and the Secretary or other directors as approved and authorized by the Board of Directors. In addition, the Board of Directors may, in its discretion, designate an ex-officio Board member to be an authorized signatory on the Corporation's checking account.

ARTICLE XII – PARLIAMENTARY AUTHORITY

The American Institute of Parliamentarians Standard Code of Parliamentary Procedure, newly revised, shall be the parliamentary authority for all matters or procedures not specifically covered by the Articles of Incorporation, these bylaws, or by special rules of procedure adopted by the Board of Directors.

Attested by:

Teresa Nunez
Teresa Nunez (May 20, 2024 16:41 MDT)

Teresa Nuñez
Chair
High Plains Library District Friends & Foundation

20/05/2024

Date

Julie Forland
Julie Forland (May 7, 2024 14:27 MDT)

Julie Forland
Secretary/Treasurer
High Plains Library District Friends & Foundation

07/05/2024

Date