

POPLAR BLUFF MUNICIPAL LIBRARY
FOUNDATION, INC. BY-LAWS

ARTICLE I
MISSION

Poplar Bluff Municipal Library Foundation, Inc. (the “Foundation”) is organized as a not for profit organization to secure contributions to help support the operational and capital needs of the Poplar Bluff Municipal Library.

ARTICLE II
NAME AND LOCATION

The Foundation shall be named “Poplar Bluff Municipal Library Foundation, Inc.” The principal office is located at 318 North Main Street, Poplar Bluff, Missouri 63901.

ARTICLE III
BOARD OF DIRECTORS

Section 1: Number of Directors

The Foundation shall be governed by a Board of Directors consisting of nine (9) members. One (1) of the nine (9) members shall be appointed by the Poplar Bluff Library Board of Trustees. One (1) of the nine (9) members shall be appointed by the Friends of the Poplar Bluff Public Library Board of Directors. One (1) of the nine (9) members shall be the Assistant Director of the Poplar Bluff Municipal Library. These three (3) members shall be voting members of the board and, in the case of the members from the Board of Trustees and Friends of the Library, serve until their respective successors are named. The Library Director will be an ex-officio member of the Board with all rights and responsibilities, except voting privileges.

Section 2: Election and Term of Office

The remaining six Directors, not covered by Section 1, shall be elected at the annual meeting of the Foundation by majority vote, to a term of three (3) years. Such terms shall be staggered by the Board so that no more than two seats shall be up for nomination each year. A nominating committee shall be appointed by the Board President, which will propose a slate of Directors and Officers at the August meeting.

Section 3: Powers of Directors

Subject to the powers of the Foundation as provided by state law and the Articles of Incorporation, all corporate powers shall be exercised by or under the authority of the Board of Directors. The Board of Directors shall have the following specific powers; without limiting the general powers mentioned above:

A) To select, remove, and fix the compensation of all agents and employees of the Foundation; to prescribe such powers and duties for them as are consistent with state law, the Articles of Incorporation, and the By-Laws.

B) To conduct, manage, and control the affairs and business of the Foundation as they may deem best, and to make sure its rules and regulations are consistent with state law, the Articles of Incorporation, and the By-Laws.

C) To change the principal office for the transaction of the business of the Foundation from one location to another, and to designate any place for the holding of any Directors' meetings.

D) To elect the Officers and the new members of the Board of Directors at the Annual Meeting of the Foundation.

E) To borrow funds on such terms and conditions as approved by the Board by majority vote, and to pledge the assets of the Foundation to secure said loan and to designate such officers and/or Directors to sign said documents as required by the lender.

Section 4: Vacancies

Any vacancy or vacancies resulting from any cause other than the expiration of the term of office shall be filled by majority vote of the remaining Directors. A person filling a vacancy shall serve for the remainder of the unexpired term.

Section 5: Place of Meeting

Regular meetings of the Board of Directors shall be held at any place within the State of Missouri which has been designated from time to time by resolution of the Board.

Section 6: Regular Meetings of Directors

Regular meetings of the Board of Directors shall be held quarterly upon seven (7) days' notice. At its discretion, the Board may decide to omit a regular meeting.

Section 7: Special Meetings

Special meetings of the Board of Directors may be called by the President, or by a majority of the Directors, with at least 24 hours' notice. Such meetings shall be held at a place designated by the consent of a majority of the Directors, including a virtual or remote meeting.

Section 8: Remote Participation in Meetings and Electronic Voting

The Board of Directors is required to act in a timely manner. To that end, where expedited action is required of the Board, the Board must have the ability to make critical decisions without undue delay. Any Director shall be authorized to participate at a regular Board meeting, special Board meeting, or committee meeting by means of telephone or video conference which permits the Director to hear and be heard during any such meeting. Such participation shall constitute attendance at said meeting and shall count toward a quorum.

A written notation shall be placed in the minutes of any meeting where remote participation was undertaken and the notation "BY REMOTE PARTICIPATION" shall be placed next to the name of the Director in the roll call section of the minutes of the meeting.

The Board may also vote on any matter that is necessary between meetings by email or text messaging, providing that a copy of the email or text is kept and the vote is ratified at the next regular Board meeting.

Section 9: Quorum

A quorum for conducting business at any regular or special meeting of the Board of Directors shall be a majority of the total number of Directors in office at that time. Only Directors present at the meeting shall be allowed to vote on business presented at the meeting.

Section 10: Removal

A Director may be removed from office for good cause shown, by majority vote of all the Directors of the Foundation.

Section 11: Compensation

Directors of the Foundation shall receive no compensation for their services.

ARTICLE IV ANNUAL MEETING

The Annual Meeting of the Foundation shall be held during the month of August at such time, date, and place as may be fixed by the Board of Directors. All Directors of the Foundation must be notified in writing or by electronic means of the date, time, and place of the Annual Meeting at least seven (7) days prior to the date of the Annual Meeting. The Directors shall prepare a financial report for the Annual Meeting. As a courtesy, a copy of this report shall be provided to the Board of Trustees of the Poplar Bluff Municipal Library.

ARTICLE V OFFICERS

Section 1: Officers

The Officers of the Foundation shall be a President, Vice-President, Secretary, and Treasurer, and other such Officers as the Board of Directors may deem necessary. All Officers shall be Directors of the Foundation.

Section 2: Election and Term of Office

Officers shall be elected by the Board of Directors at the Annual Meeting. Officers shall be nominated in the same manner as Directors as described in Article III, Section 2 of these ByLaws. Each Officer shall serve for no more than three (3) consecutive terms of one (1) year each in any one office or until their respective successors are elected.

Section 3: Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors.

Section 4: Removal

An Officer may be removed from office for good cause shown by majority of all the Directors of the Foundation.

Section 5: President

Subject to the control of the Board of Directors, the President shall have general supervision, direction, and control of the business and affairs of the Foundation. The President shall preside at all meetings of the Directors and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

Section 6: Vice-President

In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and in so acting shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 7: Secretary

The Secretary shall keep, or cause to be kept, a full and complete record of the proceedings of the Board of Directors, and shall discharge such other duties as pertain to the office or as prescribed by the Board of Directors. As a courtesy, the Secretary shall provide a copy of the minutes of the meetings of the Board of Directors to the Trustees of the Poplar Bluff Municipal Library.

Section 8: Treasurer

The Treasurer shall receive and safely keep, or cause to be kept, all funds of the Foundation and deposit the same in such bank(s) or financial institution(s) as may be designated by the Board of Directors. The Treasurer is responsible for accounting for the funds of the Foundation in a manner consistent with generally accepted accounting standards. The Treasurer shall provide updated financial reports at the regular meetings.

ARTICLE VI OPERATING COMMITTEES

The President, with the approval of the Board of Directors, may appoint operating committees from time to time to carry out the business of the Foundation. Members of such committees need not be members of the Board. The rights and duties of said committees shall be prescribed by the President of the Board as said committees are appointed.

ARTICLE VII
FISCAL YEAR

The fiscal year of the Foundation shall be January 1 to December 31.

ARTICLE VIII
EXECUTION OF DOCUMENTS

Section 1: Contracts and Agreements

The Board of Directors, except as otherwise provided in these By-Laws, may authorize by majority vote any agent or agents of the Foundation to enter into any contract or execute and deliver any contract or other instrument in the name and on behalf of the Foundation, and such authority may be general or confined to specific instances. Unless authorized to do so by these By-Laws or by the Board of Directors, no Officer, agent or employee shall have any power or authority to bind the Foundation by any contract or agreement, or to pledge its credit, or to render it liable pecuniarily for any purpose or to any amount.

Section 2: Checks, Invoices, and Drafts

All checks, invoices, drafts, or other orders for the payment of money, obligations, notes or other evidence of indebtedness and insurance certificates of the Foundation, shall be signed or endorsed by such Officer(s), employee(s), or agent(s) of the Foundation as shall from time to time be determined by resolution of the Board of Directors.

ARTICLE IX
CONFLICT OF INTEREST

The Foundation shall adopt and follow a Conflict of Interest policy. The Board of Directors shall each individually complete a Conflict of Interest disclosure form on an annual basis.

ARTICLE X
CONFIDENTIALITY AGREEMENT

The Foundation shall adopt and follow a Confidentiality Statement. The Board of Directors shall each individually sign a Confidentiality Statement on an annual basis.

ARTICLE XI
INDEMNIFICATION

The Foundation shall indemnify, to the fullest extent allowed by law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a Director, committee member, Officer, employee or agent of the Foundation against expenses (including attorneys' fees), judgments, penalties, fines, settlements and reasonable expenses actually incurred by the person in connection with the proceeding.

Indemnification will be provided so long as that person conducted himself or herself in good faith and he or she reasonably believed that his or her conduct was in the best interests of the Foundation and that he or she had no reasonable cause to believe his or her conduct was unlawful.

ARTICLE XII
EQUAL OPPORTUNITY

The Foundation is committed to the principle of equal opportunity in education and employment. The Foundation does not discriminate against individuals on the basis of race, color, sex, sexual orientation, gender identity, religion, disability, age, genetic information, veteran status, ancestry, or national or ethnic origin in the administration of its policies, programs, and activities.

ARTICLE XIII
AMENDMENTS

All By-Laws of the Foundation shall be subject to alteration or repeal. New By-Laws consistent with the laws of the State of Missouri and the Articles of Incorporation may be made by a majority vote of the Board of Directors, taken at any meeting at which a quorum shall be present, provided that notice of the proposed alteration or repeal or of the proposed new By-Laws is included in the notice of such meeting.

ARTICLE XIV
DISSOLUTION

In the event of dissolution of the Foundation, the Board of Directors, after paying and making provisions for the payment of all liabilities, shall distribute all the assets of the corporation to the Poplar Bluff Municipal Library. If this Library is no longer in existence, assets will be distributed to its successor not for profit public library, or if neither is in existence, to an organization recognized as a 501(c)(3) organization by the Internal Revenue Service (or corresponding section of any future tax code), or to a local, State, or Federal government for a public purpose.

ARTICLE XV
OTHER PROVISIONS

No part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Approved by Board of Directors

Poplar Bluff Municipal Library Foundation, Inc.

Kathy Sanders, Board President

Dated

William Hirtz, Board Vice-President

Dated

ATTEST:

Jennie Randolph, Board Secretary

Dated