

**BY - LAWS
OF
CEDAR RAPIDS PUBLIC LIBRARY FOUNDATION**

**ARTICLE I
Name**

The name of the Corporation is “CEDAR RAPIDS PUBLIC LIBRARY FOUNDATION” and it is sometimes referred to in the Bylaws as “Corporation”.

**ARTICLE II
PURPOSES**

The Corporation is organized exclusively for scientific, educational and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, and consistent with those purposes, it is operated exclusively for the benefit of and to carry out the purposes of the Cedar Rapids Public Library by providing resources for the development, maintenance and operation of the Cedar Rapids Public Library to the extent not normally met by public funding.

**ARTICLE III
Basic Policies**

The following are basic policies of the Corporation:

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

ARTICLE IV
Officers and Their Election

1. Officers.

(a) The officers of the Corporation shall consist of a President, a Vice President, a Secretary and a Treasurer.

(b) Officers shall be elected by ballot at the annual meeting. However, if there is but one nominee for any office, it shall be in order to move that the Secretary cast the elective ballot of the Corporation for the nominee.

(c) Officers shall assume their official duties following the close of the annual meeting and shall serve for a term of one year and until the election and qualification of their successors.

2. Vacancy. A vacancy occurring in any office shall be filled for the unexpired term by a person elected by a majority vote of the members of the executive committee or, if there is no such committee, by the Board of Directors, notice of such election having been given. In case a vacancy occurs in the office of President, the Vice President shall serve notice of the election.

ARTICLE V
Duties of Officers

1. The President shall preside at all meetings of the Corporation and of the Board of Directors at which the President may be present; shall perform such other duties as may be prescribed in these By-Laws or assigned to the President by the Corporation or by the Board of Directors and shall coordinate the work of the officers and committees of the Corporation in order that the purposes may be promoted.

2. The Vice President shall act as aide to the President and shall perform the duties of the President in the absence or disability of that officer to act.

3. The Secretary shall record the minutes of all meetings of the Corporation and of the Board of Directors and shall perform such other duties as may be delegated to that office.

4. The Treasurer shall present a financial statement at every meeting of the corporation and at other times when requested by the Board of Directors and shall make a full report at the annual meeting. The Treasurer shall keep a full and accurate account of receipts and expenditures; shall invest the assets of the corporation; shall make disbursements in accordance with directives by the Board of Directors; and shall be responsible for the maintenance of appropriate books of account and records.

5. All officers shall:

(a) Perform the duties prescribed in the parliamentary authority in addition to those outlined in these By-Laws and those assigned from time to time.

(b) Deliver to their successors all official material not later than ten days following the election of their successors.

ARTICLE VI
Board of Directors

1. The Board of Directors shall consist of not less than nine (9) nor more than twelve (12) Directors, **three of whom shall be members of the Cedar Rapids Public Library Board of Trustees.** Directors shall serve for a term of three (3) years, provided that the terms of one-third of the directors shall expire each year. No director shall serve more than two consecutive three-year terms (6 years). An individual may be re-elected as a director after an absence of one year. Each year, at the annual meeting of the Board of Directors, vacancies resulting from the expirations of Directors' terms shall be filled with the appropriate number of persons.

2. Any Member of the Board of Directors may withdraw from membership by a notice in writing 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.

3. Any vacancy among the Directors by reason of death, resignation, inability to act or any other circumstances, may be filled for the unexpired portion of the term by the Board of Directors at any meeting of the Board.

4. The duties of the Board of Directors shall be (a) to transact all business of the Corporation; (b) to create Standing Committees; (c) to approve the plans of work of the Standing Committees; (d) to appoint an auditor or an Auditing Committee at least two (2) weeks before the annual meeting to audit the Treasurer's accounts; (e) to prepare a budget for the fiscal year; and (f) to approve all bills within the limits of the budget.

5. 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.

ARTICLE VII
Standing and Special Committees

1. The Board of Directors may create such standing committees as it may deem necessary to promote the purpose and carry on the work of the Corporation. The term of each chair shall be one year and until the election and qualification of a successor, subject to earlier termination by the Board of Directors.
2. The chair of each standing committee shall present a plan of work to the Board of Directors for approval. No committee work shall be undertaken without the consent of the Board of Directors.
3. The power to form special committees and appoint their members rests with the Board of Directors.
4. The President shall be a member ex officio of all committees except the nominating committee.

ARTICLE VIII
Annual Meeting

1. The annual meeting of the Board of Directors (constituting the sole voting membership) shall be held on the first Tuesday in June of each year or at such other time within sixty (60) days of said date as may be determined by action.
2. At each such meeting the Board of Directors shall, among other actions to be taken:
 - (a) Determine the number of members to serve as such during the ensuing year.
 - (b) Elect the members to the Board of Directors for the following year, within the limits, however, as specified in Article VI, paragraph 2 hereof.
3. Written notice of all meetings of the Board of Directors, annual or special, unless otherwise provided by law, shall be given not less than five (5) days nor more than thirty (30) days prior to the date thereof, and, unless otherwise specified by law, it shall not be necessary to specify in the notice the character of the business to be transacted.
4. At all meetings of the Board of Directors, the members thereof may vote in person. Proxy voting is not permitted.
5. Special meetings of the Board of Directors may be called at any time upon the written request of any three (3) Directors or at the request of the President or the Secretary of the Corporation.
6. The annual or special meetings of the Board may be held at such places, within or without the State of Iowa, as may be designated in the notice thereof.
7. Quorum. At any time when the Board consists of less than nine (9) members, a majority shall constitute a quorum. When more than nine (9) members are then serving on the Board, one-third of said membership shall constitute a quorum, except in those instances where by law a larger number of Board members are required to be present to constitute a quorum.

8. Attendance without objection at any meeting shall constitute waiver of notice thereof. Waiver of notice executed in writing before or after the date of the meeting shall be equivalent to receipt of notice by the individual Board member executing the waiver.

9. Any action required to be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent stating the action so taken shall be signed by two-thirds of the members of the Board of Directors who are entitled to vote with respect thereto.

ARTICLE IX Fiscal Year

1. The fiscal year of the Corporation shall end on the 30th day of June of each year.

ARTICLE X Indemnification

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 representatives of such Directors 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 he continues to be a 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 and 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 matter 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, action, suit or proceeding unless:

1) 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

2) 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 and/or the Executive Committee to the effect that there is no reasonable ground of liability for 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.

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

ARTICLE XI

Amendments

Any of the provisions of these By-Laws may be amended, altered or repealed at any regular or special meeting of the Board of Directors on the affirmative vote of a majority of said Board, one of whom must be a Trustee Representative, or as may be otherwise provided by law, and all rights conferred on the members of the Board to modify these By-Laws herein are granted subject to the following reservation; provided, however, that no amendment shall be made to change the objects and purposes of this Corporation to include objects and purposes which would in any way jeopardize the exempt status of this Corporation under 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent United States Internal Revenue Code), or be inconsistent with the general objects and purposes herein expressed or which would permit the net income or assets of the Corporation or any part thereof to inure to the benefit of any individual having a personal or private interest in the activities of this Corporation. Notice for amendments to By-Laws of the Corporation must be provided via electronic or written communication no less than seven (7) days prior to the proposed action. The notice must include proposed language for said amendments as well as a summary of the proposed action(s).