

BYLAWS OF SILVER LAKE PUBLIC LIBRARY FOUNDATION, INC.

ARTICLE I – NAME AND PURPOSE

Section 1 – Name: The name of the organization shall be the Silver Lake Public Library Foundation, Inc. It shall be a not for profit organization incorporated under the laws of the State of Kansas.

Section 2 – Purpose: the Silver Lake Public Library Foundation, Inc. is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The purpose of this corporation is to further educational purposes through improvement and support of library services in Silver Lake, Kansas. Specific purposes and goals are:

1. To seek, receive, invest and distribute funds to support the programs of the Silver Lake Public Library.
2. To perform other activities to support the programs of the Silver Lake Public Library, including but not limited to contracts for service, mortgage agreements or lease-purchase contracts.

ARTICLE II – MEMBERSHIP

Section 1 – Membership: Membership shall consist of the board of directors.

ARTICLE III – BOARD OF DIRECTORS

Section 1 – Board role, size, and compensation: The board is responsible for overall policy and direction of the foundation, consistent with the foundation's purposes, and delegates responsibility of day-to-day operations to its resident agent, and to such committees as the Board shall designate. The board shall have up to 9, but not fewer than 6 members. The board receives no compensation other than reasonable expenses.

Section 2 – Terms: Initial Board terms shall be for terms of one or two years in order that terms of approximately 50% of board members shall expire in each calendar year. Thereafter, all board members shall serve two-year terms. Board members are eligible for election for up to three full consecutive terms.

Section 3 – Meetings and notice: The board shall meet at least annually, at an agreed upon time and place, and at such other times, as the board shall determine. Regular board meetings requires that each board member have written notice at least one week in advance. Special meetings may be called by the Board Chair, or by one-third of board members.

Section 4 – Board elections and appointments: Two-thirds of the Directors of the Foundation shall be appointed by the Board of Trustees of the Silver Lake Public Library. Those appointments shall be made no later than the last meeting of the calendar year.

The remaining directors shall be elected during the last meeting of the fiscal year at a meeting of the board of directors of the corporation by a majority of directors present at such a meeting, provided there is a quorum present. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

Section 5 – Director Terms: New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next calendar year.

Section 6 – Quorum: A quorum must be attended by a majority of board members for business transactions to take place and motions to pass.

Section 7 – Vacancies: When a vacancy on the board exists mid-term, those vacancies shall be filled by appointment or election in the same manner in which they were originally made. These vacancies will be filled only to the end of the particular board member's term.

Section 8 – Resignation, termination, and absences: Resignation from the board must be in writing and received by the secretary. A board member shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed for other reasons by a three-fourths vote of the remaining directors.

ARTICLE IV – OFFICERS

Section 1 – Officers and Duties: Officers shall be elected at the first meeting of the calendar year. In the event an elected officer cannot fulfill their duties, the president will appoint a board member to fulfill the office. There shall be four officers of the board, consisting of a Chair, Vice-chair, Secretary and Treasurer. Their duties are as follows:

The chair shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer.

The secretary shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The treasurer shall ensure that a financial report is made at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

ARTICLE V – COMMITTEES

Section 1 – Committee formation: The board may create committees as needed. The board Chair appoints all committee chairs.

Section 2 – Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the articles of incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the

intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

Section 3 – Finance Committee: The treasurer is the chair of the Finance Committee. The Finance Committee is responsible for developing and reviewing fiscal procedures and annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The *fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to board members and the public.

ARTICLE VI – STAFF AND EXECUTIVE DIRECTOR

Section 1 – Staff. The Silver Lake Public Library shall provide staff support for the Foundation subject to mutual agreement, and the Foundation may hire additional staff as required.

Section 2 –Executive Director: The Director of the Silver Lake Public Library shall serve as Executive Director and resident agent for the foundation. The executive director shall have no vote on the Board of Directors but shall have the responsibility for carrying out the organization’s goals and policies, and will attend all board meetings, report on the progress of the organization, and answer questions of the board members.

ARTICLE VII – AMENDMENTS

Section 1 – Amendments: These bylaws may be amended by two-thirds majority of the board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on April 1, 2014.

Connie Kelsey, Secretary

Date

Revised April 2016