

**BYLAWS OF THE  
ANACORTES PUBLIC LIBRARY FOUNDATION**

**ARTICLE I. NAME AND PURPOSE**

**Section 1. Name.** The name of the organization is the Anacortes Public Library Foundation (hereinafter referred to as the "Foundation").

**Section 2. Purpose.** The Anacortes Public Library Foundation is organized exclusively for charitable, scientific and educational purposes, more specifically as detailed in the Anacortes Public Library Foundation Mission Statement.

**ARTICLE II. MEMBERSHIP**

The Foundation will have a Board of Directors. There will be no other members.

**ARTICLE III. BOARD OF DIRECTORS**

**Section 1. General Powers.** The affairs of the Foundation shall be managed by the Board of Directors. The Board is responsible for overall policy and direction of the Foundation and delegates responsibilities to the various Directors, Officers and, committees.

**Section 2. Number.** The number of Directors of the Foundation elected for fixed terms shall not be fewer than seven or more than seventeen. In addition, the following shall be ex-officio members of the Board (subject to their express voluntary consent): the Library Director (with vote); the President or a representative of the Anacortes Public Library Board of Trustees (with vote); a representative of the Friends of Anacortes Public Library (with vote). The Board, by amendment of these Bylaws, may increase or decrease the number of Directors; provided that no decrease in number shall have the effect of shortening the term of any incumbent or reducing the number of Directors to less than five.

**Section 3. Election and Term.** At the November meeting Directors shall be elected for a two year term. The term of office shall begin on January 1st and end on December 31st of the following year. It is the intention of these Bylaws that there be two groups of Directors, each serving a two year term ending in alternate years.

Effective with this revision of the Bylaws the current Directors will be divided into two groups. The term of the first group will expire on December 31, 2014; the term of the second group will expire on December 31, 2015.

Directors are eligible for reelection.

**Section 4. Removal.** A Director may be removed for cause by an affirmative vote of two thirds of the Directors present at a regular or special meeting after such Director has been given reasonable notice and opportunity to be heard. Any such removal shall be documented in the minutes and the Director who is the subject of the vote shall be provided with a copy of the minutes within five business days after such meeting.

**Section 5. Vacancies.** Any vacancy occurring in the Board shall be filled by the Board by the election of a Director for the unexpired term of his/her predecessor in office. A position of Director occurring because of increase in the number of Directors pursuant to these Bylaws shall be filled by the Board by the election of a person for the remainder of the term specified for such position. These elections can be held at any regular or special Board meeting.

#### **ARTICLE IV. MEETINGS OF BOARD OF DIRECTORS**

**Section 1. Regular Meetings:** Regularly scheduled meetings of the Board shall take place monthly. The meetings shall be held at any place and time of the day as the Board may direct.

**Section 2. Special Meetings.** Special meetings of the Board may be held at any place and time, whenever called by the President, Secretary, or any two or more directors. Together with notice, an agenda must be provided for the special meeting.

**Section 3. Notice of Meetings.** Notice of the place and time of any meeting (regular and special meetings) of the Board shall be required and shall be given by the Secretary, or by the person or persons calling the meeting, by mail, email, or by personal communication, over the telephone at least three business days prior to the date on which the meeting is to be held.

**Section 4. Quorum.** At least one half of the total number of voting Board members plus one shall constitute a quorum for the transaction of business. The act of the majority of voting Board members present at a meeting at which a quorum is present shall be an act of the Board of Directors. At any meeting of the Board at which a quorum is present, any business may be transacted and the Board may exercise all of its powers. If a quorum is not present at a meeting, a majority of the Directors present may adjourn the meeting.

**Section 5. Meetings by Telephone.** Members of the Board may participate in a Board meeting by means of a teleconference, video-conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting. The rules of Quorum shall apply. The Recording Secretary shall take the meeting minutes. If the Recording Secretary does not participate in the teleconference, one member shall be appointed before any business takes place to take minutes of the meeting.

**Section 6. Presumption of Assent.** All members of the Board present at a Board meeting at which action on any matter is taken shall be presumed to have assented to the action taken unless his or her dissent or abstention is entered in the minutes of the meeting, or unless such Director files a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or forwards such dissent or abstention by registered mail, return receipt requested, to the Recording Secretary of the Foundation immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a Director who voted in favor of such action.

**Section 7. Meeting attendance.** Board Member attendance is required at half of the regularly scheduled meetings called in any calendar year.

## **ARTICLE V. COMMITTEES OF BOARD OF DIRECTORS**

**Section 1. Executive and Other Committees.** The Board, by resolution adopted by a majority of the Directors in office, may designate and appoint from time to time as needed, standing or temporary committees consisting each of no fewer than three (3) committee members, one of which shall be designated as the Committee Chairperson. Such committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board of Directors, provided however, that no such committee shall have that authority of the Board to do any of the following acts:

- (a) Amend, alter or repeal these Bylaws;
- (b) Elect, appoint, or remove any Director or Officer of the Foundation;
- (c) Amend the Articles of Incorporation;
- (d) Adopt a plan of merger or consolidation with another Board or Foundation;
- (e) Authorize the sale, lease, exchange or mortgage, of any or all or substantially all of the property and assets of the Foundation;
- (f) Authorize the voluntary dissolution of the Foundation;
- (g) Amend, alter, or repeal any resolution of the Board which by its term provides that it shall not be amended, altered, or repealed by such committee.

All committees so appointed shall keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose in the office of the Foundation. The designation of any such committee and delegation of the authority thereto, shall not relieve the Board of any responsibility imposed by law.

**Section 2. Committee Meetings.** By agreement, each committee may specify the date, place and time for the holding of regular committee meetings. Special meetings may also be called by the Chairperson of the committee. Notice of the place and time of such special meetings shall be given by the Chairperson by mail, email, or by personal communication over the telephone to all committee members. Meetings may be by teleconference. Reports by the special committees shall be submitted to the Board as required.

**Section 3. Standing Committees.** The Board shall have the following Standing committees.

**Section 3(a): Investment Management Committee.** The Foundation shall have an Investment Management Committee (IMC) as a standing committee. The IMC shall have oversight responsibility for the investment of Foundation funds and its functions shall include the following:

- i. Develop Memorandums of Agreement (MOA) between the donors of funds and the Foundation to define the intent of the donor on how the funds will be used, spent and managed. In the event that an MOA is not required by the donor, then the donation shall be placed with the general funds of the Foundation.
- ii. Based on a competitive bid process, select a financial institution which will manage the funds for the Foundation, taking into account terms of the MOA between the donor and the Foundation, goals set by the Foundation for financial investments, and other factors that may be deemed relevant at the time of selection. *In all* instances, a minimum of three competitive proposals will be solicited prior to selecting the financial institution which will manage funds for the Foundation.
- iii. Report the result of the competitive bid process to the Foundation, and may make a committee recommendation based on the bid results. *Final* selection of the institution to manage Foundation funds will be by vote of the Foundation Board of Directors.
- iv. Have oversight responsibility for the financial institution while the funds are invested and obtain a semi-annual report on the performance of the invested funds. These reports shall be communicated to the Foundation Board of Directors.
- v. A Board member may be a member of the Investment committee for no more than three consecutive one year terms.

**Section 3(b): Fundraising Committee.** There shall be a Fundraising Committee which shall generate major fundraising ideas for the Foundation for consideration by the Board.

#### **ARTICLE VI. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Each director or officer now or hereafter serving the Foundation and each person who, at the request of or on behalf of the Foundation, is now serving or hereafter serves as a trustee, director, officer, or agent of the Foundation, whether for profit or not for profit, and his/her respective heirs, executors, and personal representatives shall be indemnified by the Foundation against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of being or having been such trustee, director or officer, except in relation to matters as to which he/she shall be adjudged in such action, suit, or proceeding to be liable for any dishonest, fraudulent or criminal wrongful act.

The Foundation shall not amend this article in any way that may adversely affect the indemnity protection for a former Board member.

## **ARTICLE VII. Directors and Officers Insurance**

The Foundation shall at all times maintain Directors and Officers Liability Insurance with a limit of no less than one million dollars. Any retention required for coverage shall be paid by the Foundation as directed by the Board. The policy shall provide defense costs outside of the limit of liability.

## **Article VIII. Officers**

**Section 1. Officers Enumerated.** The Officers of the Foundation shall be a President, President-elect, a Recording Secretary, a Corresponding Secretary, a Treasurer, and such other Officers as may be deemed necessary by the Board of Directors, each of whom shall be elected by the Board at the December meeting for a one year term and shall serve until his/her successor is duly elected and qualified. In addition to the powers and duties specified below, the officers shall have such powers and perform such duties as the Board of Directors may prescribe. Officers can be re-elected.

**Section 2. The President.** The President shall serve as the executive officer of the Foundation. In addition, the President shall:

- Be responsible for the general management of the Foundation.
- Execute documents on behalf of the Foundation as designated by the Board.
- Act as the Foundation representative at events or programs to which the Foundation is invited.
- Ensure that resolutions of the Board are carried out.
- Develop an agenda and preside at Board meetings.
- Have any other powers and duties as may be prescribed by the Board
- At the end of his/her tenure and as immediate past President, remain as a member of the Board and serve as an adviser to the incoming President for one year.

**Section 3. The President-elect.** The President-elect shall act as President during such times when the President is absent and shall assume the position of President when the current President's term is completed.

**Section 4. The Recording Secretary.** The Recording Secretary shall keep records of the proceedings of the Board meetings, send out meeting announcements and distribute copies of the agenda and minutes of the meeting. Any administrative assistance will be provided by the staff of the Library.

**Section 5: The Corresponding Secretary.** The Corresponding Secretary shall handle all outgoing correspondences on behalf of the Foundation as directed by the Board, including thank you letters to all who give financial contributions to the Foundation. The Corresponding Secretary will also coordinate any mailings that the Foundation may produce to promote the Foundation and fundraising events.

**Section 6. The Treasurer.** The Treasurer shall review financial records and report to the Board at each regular meeting. The Treasurer shall cause to be deposited all funds and other valuable effects of the Foundation, in such depositories as may be designated by the Board of Directors, assist in preparation of the budget, provide financial help in developing fundraising plans and make financial information available to the Board. In general, he/she shall perform the entire duties incident to the office of Treasurer as is normally required in the usual course of business for the Foundation.

**Section 7. Vacancies.** Vacancies in any office arising from any cause shall be filled by the Board at any regular or special meeting.

**Section 8. Compensation.** Officers of the Foundation shall serve without compensation, but may be reimbursed for expenses incurred in performing their duties, provided that he/she can substantiate such expenses in writing by providing copies of such documentation to the Treasurer within a reasonable amount of time prior to such reimbursement. Subject to approval by the Board of Directors, the Treasurer shall then reimburse the Officer for the expenses no later than the date of the next regularly scheduled meeting, preferably sooner.

#### **ARTICLE IX. AGENTS**

The compensation, if any, of all agents of the Foundation shall be fixed by the Board.

#### **ARTICLE X. ADMINISTRATIVE AND FINANCIAL PROVISIONS**

**Section 1. Fiscal Year.** The fiscal year of the Foundation shall be January 1st to December 31st.

**Section 2. Loans Prohibited.** No loans shall be made by the Foundation to any officer or to any Director.

**Section 3. Corporate Seal.** The Foundation shall not have a seal.

**Section 4. Books and Records.** The Foundation shall keep current and complete books and records of accounts and minutes of the proceedings of its Board and committees having any of the authority of the Board. Each Officer and Director shall have access to the complete books and records for the purposes of inspection and copying, provided that the Officer and/or Director provides at least five business days written notice to the Recording Secretary of such request. Further, the books and records shall be inspected and copied at the Anacortes Public Library during regular business hours. Copies of all major donor agreements shall maintained as part of Foundation records.

**Section 5. Checks, Drafts and Orders of Payment.** All checks, drafts and orders for the payment of money, notes and other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as the Board of Directors shall from time to time by resolution determine. In the absence of such determination, such instruments shall be signed by the Treasurer, and countersigned by the president or President-Elect of the Foundation. In the event that the President or President-elect is not available to

countersign such instruments, the immediate past President will serve as an alternate signatory.

**Section 6. Amendment of Bylaws.** These Bylaws may be altered, amended, or repealed by the affirmative vote of a majority of the Board at any regular or special meeting of the Board, provided such a vote is documented by the Recording Secretary, with the number of Board members present at the meeting, and the number of affirmative and negative votes, but the names of persons voting either for or against shall not be documented.

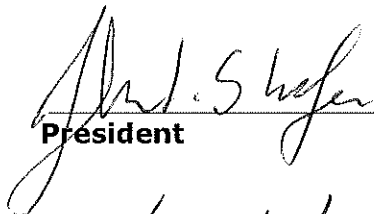
**Section 7. Annual Report and Audit.** A Financial Audit shall be required every three years. The Board may appoint a special committee within the Board to conduct the Financial Audit or sub-contract same to an outside entity.


At least once a year, the Board shall determine whether an internal audit is necessary.

**Section 8. Rules of Procedure.** The rules of procedure at meetings of the Board of the Foundation shall be the rules contained in Robert's Rules of Order on Parliamentary Procedure, as amended, so far as applicable and when not inconsistent with the Bylaws, the Articles of Incorporation, or any resolution of the Board.

**Accepted by the Anacortes Public Library Foundation Board of Directors on**

11/10/14, 2014

 12/5/14  
President Date

 8 Dec 2014  
Recording Secretary Date