



LIBRARY FOUNDATION

BYLAWS

ARTICLE I – GENERAL

SECTION I – NAME. The name of this non-profit corporation is IMAGINEIF LIBRARY FOUNDATION.

SECTION II – PURPOSE. The ImagineIF Library Foundation is organized for the charitable, literary and educational purposes as stated in Article III of its Articles of Incorporation. It shall receive, administer and disburse funds, grants, bequests and gifts for the benefit, improvement and welfare of ImagineIF Libraries, its programs, services and facilities. It is not the purpose of this corporation to accept monies to be used for the regular operating expenses of the Library, such expenses properly being the concern and obligation of Flathead County.

SECTION III – ACTIVITIES. The ImagineIF Library Foundation and its activities shall be charitable, literary and educational in nature. The corporation shall take no part in, nor lend its support or influence to any political party or any candidate for political office. No substantial portion of its activities shall involve the attempt to influence legislation.

SECTION IV – OFFICES. The principal office of the corporation shall reside at 44 2nd Ave West, Suite 104, Kalispell, Montana 59901. The corporation may also have offices at other such places as the Board of Directors may from time to time appoint or the purposes of the corporation require.

SECTION V – DURATION. The corporation shall exist perpetually, unless voluntarily dissolved by the corporation or by operation of law. In the event of dissolution, assets will be distributed in accordance with Section III of the Articles of Incorporation of ImagineIF Library Foundation.

SECTION VI – MEMBERSHIP. The members of the Board of Directors constitute the membership of the corporation.

ARTICLE II – BOARD OF DIRECTORS

SECTION I – POWERS AND DUTIES. The business and assets of the corporation shall be managed and controlled by a Board of Directors. The Board of Directors shall have the authority and power to:

- A. Amend, alter or repeal the bylaws;
- B. Elect, appoint or remove any member of a committee or any officer or director of the corporation;
- C. Carry out any and all purposes of the Foundation;
- D. Authorize the sale, lease or exchange of all or substantially all of the property and assets of the corporation;
- E. Amend, alter or repeal any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed; and,
- F. Authorized the voluntary dissolution of the corporation or revoke proceedings thereof;
- G. Adopt a budget and policies for the acceptance and disbursement of charitable contributions.

SECTION II – COMPOSITION OF BOARD. There shall be no more than twenty (20) nor fewer than nine (9) directors. The President (or a designated representative) from the Friends of the ImagineIF Libraries shall serve as a non-elected, voting director. In addition, the Director of the ImagineIF Libraries system, the chairperson (or a designated Trustee) of the ImagineIF Libraries Board of Trustees, and the Executive Director of the ImagineIF Library Foundation shall serve as ex-officio non-voting members of the board.

SECTION III – ELECTION. Elected directors shall be elected by a majority of the Board of Directors at the board’s discretion. Persons shall be nominated to be a director by a nominating committee and the list of nominees shall be presented to the board for election and confirmation.

SECTION IV – TERM OF OFFICE. Directors shall be elected to office for a term of three (3) years, or until their successors are duly elected and qualified. A director may be elected to no more than three consecutive three-year terms. A director filling out a vacated term is eligible for two (2) three-year terms following completion of the unexpired term. A director having completed three consecutive three-year terms may be reelected following a lapse of no less than one year off the board. The non-elected directors shall serve as long as they hold tenure in the position they represent.

SECTION V – RESIGNATION AND REMOVAL OF DIRECTORS. Any elected director may resign by giving written notice of his or her resignation to the Board or President or Secretary of the corporation. Such resignation shall take effect at the time specified in such notice, and the acceptance of such resignation shall not be necessary to make it effective. Any elected director may be removed, with or without cause, by a two-thirds majority vote of all directors then serving in office. Absence from three consecutive meetings of the Board of Directors may be considered cause for removal.

SECTION VI – VACANCIES. Vacancies on the Board may be filled by a majority vote of the directors at any meeting at which a quorum is present. Persons shall be nominated to fill a vacancy by the nomination committee and elected per Section III. A person elected to fill a mid-term vacancy shall serve the remainder of the unexpired term, and then may be eligible for election to a full term, as defined in Section IV.

SECTION VII – COMPENSATION. Directors shall not receive compensation for their services, although reasonable, bona fide expenses, as approved by a majority of the directors, may be reimbursed from corporation assets. No director or officer shall have any right or entitlement to any asset of the corporation.

SECTION VIII – BONDING. The Board of Directors may, at its discretion, require bonding of the Treasurer or any other person having custody of corporation assets or property. Bonding costs may be paid from corporate assets.

ARTICLE III – OFFICERS

SECTION I – PRINCIPAL OFFICERS. The board shall elect from its membership a president, vice president, secretary and treasurer.

SECTION II – TERM OF OFFICE. The officers of the corporation shall normally be elected at the first meeting of each calendar year, by a vote of the majority of the elected directors present in person at the meeting. Persons shall be nominated for offices by a nominating committee and the list of nominees shall be included with the notice of the meeting at which the election is to be held. Officers shall be elected to serve one-year terms and shall hold office until the first meeting of the following calendar year or until a successor has been elected and qualified.

SECTION III – REMOVAL OF OFFICERS. Any officer may be removed, with or without cause, by a two-thirds majority vote of the directors then serving, at any board meeting at which a quorum is present.

SECTION IV – VACANCIES. Vacancies among officers shall be filled by a majority vote of directors present at any meeting of the Board at which there is a quorum present. A vacancy shall be filled to serve the remainder of the unexpired term.

SECTION V – PRESIDENT. The president shall be the Chief Executive Officer and shall preside at all meetings of the Board of Directors. The president shall perform all duties incident to the office, and in addition, shall be an ex-officio member of all committees. The president shall serve as a non-voting, ex-officio member of the Executive Committee for one year after his or her term as President has been completed.

SECTION VI – VICE PRESIDENT. The vice president shall exercise the powers and perform the duties of the president in their absence or inability to serve. The vice president shall also generally assist the president and shall have such other powers and perform such other duties as may from time to time be designated by the president or by the Board. In the absence or inability of the vice president to act, a member shall be chosen from the directors to act as president as provided in Article III, Section IV of these bylaws. The vice president shall typically accede to the office of Board President upon completion of the Board President's term of office.

SECTION VII – TREASURER. The treasurer shall act under the supervision of the Board and shall have charge and custody of, and be responsible for, all funds of the corporation and shall be responsible for keeping or causing to be kept, accurate and adequate records of the assets, liabilities and transactions of the corporation. The treasurer shall deposit, or cause to be deposited, all monies and other valuable effects of the corporation in the name of and to the credit of the corporation in such banks, trust companies, or other depositories as may be designated from time to time by the Board. He or she shall disburse, or cause to be disbursed, the funds of the corporation based upon proper vouchers for such disbursement. The treasurer shall perform all duties incident to the office and such other duties as may from time to time by the president or by the Board.

SECTION VIII – SECRETARY. The secretary shall act as secretary of, and keep the minutes of, all meetings of the Board and shall see that minutes of the meetings of the Board are distributed to all members of the Board. He or she shall see that all notices are duly given in accordance with these bylaws and as required by law. The secretary shall have charge of the books, records and papers of the corporation relating to its organization as a corporation and shall see that all reports, statements and other documents required by law are properly kept or filed by the treasurer. The secretary shall perform all duties incident to the office and such other duties as may from time to time be assigned by the president or by the Board.

ARTICLE IV – MEETINGS

SECTION I – REGULAR MEETINGS. The regular meetings of the Board of Directors of the corporation shall be held a minimum of five (5) times a year at a time and place designated by the President.

SECTION II – SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the president, the executive director of the Foundation, or at the request of any three directors.

SECTION III – NOTICE OF MEETINGS. Notice of the time, place and agenda of regular meetings shall be provided in writing or via email to each director by the secretary or board designee at least seven (7) days prior to the date of such meetings. Written, email or telephonic notice of special meetings shall be given to each director not less than two days prior to the date of such meetings. In case of an emergency, the required notice period may be waived and directors contacted by telephone or email.

SECTION IV – QUORUM. A quorum at any regular or special meeting of the Board of Directors shall be fifty percent of the members of the board.

SECTION V – VOTING. Each director present in person shall be entitled to one vote and, except as otherwise provided by law or by these bylaws, the act of a majority of the elected directors present in person at any meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION VI – ACTIONS WITHOUT MEETINGS. Any action required or recommended be taken at a meeting of the Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by each of the Directors entitled to vote with respect to the subject matter thereof. Such action can be taken by email if an electronic copy of the resolution of action is printed out, signed and returned to the secretary by all voting directors. Such consent shall have the same effect as a unanimous vote and shall be recorded in the minutes by the Secretary.

SECTION VII – ELECTRONIC TRANSMISSIONS. Unless otherwise provided in these bylaws, and subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms “written” and “in writing” as used in these bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means, and may include electronic transmissions, such as facsimile or e-mail, provided (i) for electronic transmissions from the Corporation, the Corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication; (ii) for electronic transmissions to the Corporation, the Corporation has in effect reasonable measures to verify the sender is the individual purporting to have sent such transmission; and (iii) the transmission creates a record that can be retained, retrieved and rendered into a clearly legible, tangible form.

ARTICLE V – COMMITTEES

SECTION I – GENERAL. The president shall appoint committees, either standing or special to perform such duties as may be delegated by the Board of Directors. A minimum of two members of all committees shall be members of the Board of Directors. A director shall serve as chairman of each committee. The remaining committee members need not be Board members.

SECTION II – EXECUTIVE COMMITTEE. The executive committee shall be composed of the officers of the corporation, the immediate past president, the Foundation director and the library director. The president of the board shall serve as the Chairman. The immediate past president shall serve for one year as a non-voting, ex-officio member of the committee, even if he or she no longer serves on the board.

The executive committee shall, during intervals between meetings of the Board, exercise all powers of the Board in the management of the business and affairs of the corporation, except as otherwise provided by law, by these bylaws or by a resolution of the Board. The presence of a majority of the executive committee members shall be necessary to constitute a quorum of the committee. The committee shall keep full and fair records and accounts of its proceedings and transactions. All actions by the committee shall be reported to the Board at the next meeting following the committee's meeting and must be approved at that meeting.

SECTION III – COMMITTEE MEETINGS. Unless otherwise provided for in these bylaws, a majority of the members serving on any committee constitutes a quorum for the meeting of that committee, and the vote of a simple majority of those present at a meeting at which a quorum is present constitutes an action of the committee. Any action voted on or taken by the committee shall be presented to the Board at its next meeting.

Each committee shall determine and schedule the number of meetings it will hold. All committees, special and standing, shall keep full and fair records and accounts of their proceedings and transactions.

ARTICLE VI – FISCAL YEAR

The fiscal year of the corporation shall begin on July 1 of each year and end on June 30. At a regular meeting, the Board of Directors shall adopt an annual budget for the fiscal year.

ARTICLE VII – ANNUAL REPORTS

An annual report shall be filed with the office of the Secretary of State of the State of Montana in the manner and form prescribed by Chapter 35, Montana Code Annotated. A copy of this annual report will be on file at the Foundation office and shall be made available to any interested person.

ARTICLE VIII – CONTRACTS, CHECKS, BANK ACCOUNTS, INVESTMENT ACCOUNTS

The Board of Directors is authorized to select such banks or depositories as it shall deem proper for the funds of the corporation. The Board shall determine who, if anyone, in addition to the president and the treasurer, shall be authorized from time to time on the corporation's behalf to sign checks, drafts, or other orders for the payment of money, acceptances, notes, or other evidences of indebtedness, to enter into contracts or to execute and deliver other documents and instruments, and such authority may be general or confined to a specific instance. Unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or in any amount.

ARTICLE IX – AGENTS AND REPRESENTATIVES

The Board of Directors may appoint such agents and representatives of the corporation with such powers to perform such acts or duties on behalf of the corporation as the Board of Directors may see fit, so far as may be consistent with these bylaws, and to the extent authorized or permitted by law.

ARTICLE X – INVESTMENTS

The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgement of the Board of Directors, provided that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 504 of the Internal Revenue Code and its regulations as they now exist, or as they may hereafter be amended.

ARTICLE XI – PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No director, or employee of, or any person connected with the corporation shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for the services rendered to or for the corporation in effecting any of its purposes as shall be fixed by the Board of Directors; and no such person/s shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. All members of the corporation shall be deemed to have expressed consent that upon such dissolution or winding up of affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, shall be distributed, transferred, conveyed, delivered and paid over exclusively to ImagineIF Libraries.

ARTICLE XII – INDEMNIFICATION

Every person who is or shall be or has been a director or officer of the corporation and his or her personal representative shall be indemnified by the corporation against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been a director or officer of the corporation, except in relation to such matters to which he or she shall finally be adjudicated in such action, suit or proceeding to have acted in bad faith and to have been liable by reason of willful misconduct or willful negligence in the performance of his or her duty as director or officer. Costs and expenses of actions for which this article provides shall include, among other things: attorneys' fees, damages, and reasonable amounts paid in settlements. As provided in Chapter 35-2-411, Montana Code Annotated, the Directors, officers and employees of the corporation shall not, as such, be liable for its obligations.

ARTICLE XIII – AMENDMENTS

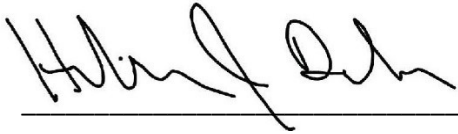
These bylaws may be altered, amended or repealed by a two-thirds majority vote of directors serving in office and present at a regular meeting. Proposed changes must be delivered (by hand, email, mail or fax) to all directors not less than 10 days prior to the meeting at which such amendment(s) are to be considered.

ARTICLE XIV – EXEMPT ACTIVITIES

Notwithstanding any other provisions of these bylaws, no director, employee or representative of this corporation shall take any action on behalf of the corporation not permitted to be taken by an organization exempt under Section 501(c)3 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be

amended, or by an organization the contributions to which are deductible under Section 170(c)2 of such code and regulations as they now exist or as they may hereafter be amended.

The undersigned, as Secretary of ImagineIF Library Foundation, hereby certifies that the above and foregoing bylaws represent and are the bylaws of the Foundation duly adopted on this 16th day of March, 2022, by unanimous vote of all directors present.

A handwritten signature in black ink, appearing to read "Hilary Devlin", written over a horizontal line.

Hilary Devlin, Secretary

Attest:

A handwritten signature in blue ink, appearing to read "Sara Busse", written over a horizontal line.

Sara Busse, President