

**BYLAWS
OF
HIGH PLAINS LIBRARY DISTRICT FOUNDATION
(A NONPROFIT CORPORATION)**

ARTICLE I – NAME

The name of this Corporation is HIGH PLAINS LIBRARY DISTRICT FOUNDATION (hereinafter referred to as “the Corporation”).

ARTICLE II - OFFICES

The principal offices of the Corporation shall be maintained at such locations, as the Board of Directors shall, by a majority vote from time to time, direct. The office shall be at 2650 W. 29th Street, Greeley, Colorado, 80631.

ARTICLE III - DIRECTORS

Section 1 General Power

The business and affairs of the Corporation shall be managed by its Board of Directors.

Section 2.Number and Tenure of Board

The Board of Directors shall consist of not less than seven (7) or more than nine (9) members. Five (5) or more members, however many comprise a majority, of the corporation’s Board of Directors shall be current members of the HPLD Board of Trustees and the remaining members shall be elected or appointed from the community at large. The term of the initial Board of Directors may be varied somewhat to achieve the membership goal of that Board, in terms of numbers.

Section 3 Meetings

Regular meetings of the Board of Directors shall be held at such times as determined by the Board and upon call by the Chairman, at least annually. Written notice or email of such meeting shall be sent to the members of the Board of Directors, at least one (1) week prior to the annual meeting.

Section 4 Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the Chairman or a majority of the Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place within the State of Colorado as the place for holding any special meeting of the Board of Directors so called.

Section 5 Notice

Notice of any special meeting shall be given at least three (3) days previously thereto by written notice, emailed or sent by courier to each member. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for any express purpose of objecting to the transaction of any business

because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6 Voting Procedures

Sixty Percent (60%) of the Board of Directors, one of whom must be an officer, shall constitute a quorum for the transaction of business at any scheduled meeting of the Board of Directors.

The Directors may conduct official business face-to-face or via conferencing, at which all persons participating in the meeting can hear each other simultaneously. The agenda shall be established by the Chairman of the Board, the Vice-Chairman, the Foundation Director and the Executive Director of the District.

Section 7 Manner of Acting

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. The Board may also act through consent minutes without a meeting, providing the minutes are signed by a majority of the Directors including the Chairman.

Section 8 Vacancies

Vacancies shall be filled for the remainder of the unexpired term as soon as possible at any regular or special meeting of the Board of Directors. .

Section 9 Compensation

Directors shall not receive any stated salary for their services.

Section 10 Powers

All the corporate powers, except such as are otherwise provided for in these Bylaws and in the laws of the State of Colorado, shall be and are hereby vested in and shall be exercised by the Board of Directors. The Board of Directors may, by general resolution, delegate to the committees of their own number or the administrators of the Corporation such powers as they may see fit.

Section 11 Removal

A Director may be removed only by a majority vote of all foundation members, but only upon a showing of good cause. Good cause shall include: failure to attend three consecutive regular board meetings or ongoing failure to attend board meetings; criminal, fraudulent or otherwise illegal activity; refusal to sign High Plains Library District Foundation's conflict of interest policy.

ARTICLE IV- OFFICERS

Section 1 Number

The Officers of the Corporation shall be a Chairman, a Vice-Chairman, a Secretary, a Treasurer and such other officers as the board deems necessary.

Section 2 Election and Term of Office

Trustees shall serve concurrently with their HPLD Trustee board terms as members of the Foundation board as appointed. Terms of non-trustee board members shall be three (3) years, with no more than two (2) terms concurrently served.

Section 3 Removal

Any officer may be removed by a vote of the Board whenever, in the Board's judgment, the best interests of the District will be served thereby.

Section 4 Vacancies

Vacancies shall be filled for the remainder of the unexpired term as soon as possible at any regular or special meeting of the Board of Directors.

Section 5 Chairman

The Chairman shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the Directors. He may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments, that the Board of Directors has authorized to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of Chairman and such other duties as may be prescribed by the Directors from time to time.

Section 6 Vice-Chairman

In the absence of the Chairman or in the event of his inability or refusal to act, the vice-Chairman shall perform all the duties of the Chairman. When so acting, the vice-Chairman shall have all the powers of and be subject to all the restrictions upon the Chairman. The vice-Chairman shall perform such other duties as from time to time may be assigned to him by the Chairman or by the directors.

Section 7 Treasurer

The treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation from any source whatsoever, and oversee the deposit and expenditure of all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these bylaws.

Section 8 Secretary

The secretary shall in general perform all the duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the Chairman or the Board of Directors.

Section 9 Pronouns — Singular, Plural, and Gender Specific

Unless the context requires otherwise, words denoting the singular may be construed as denoting the plural and vice-versa, and words denoting a certain gender may be construed as denoting such other gender as is appropriate.

ARTICLE V - COMMITTEES

Section 1 Appointments

The Board of Directors from time to time shall appoint whatever committees the Board deems necessary.

Section 2 Corporation Chairman as Ex-Officio Member

The Chairman of the Corporation shall be an ex-officio member of all committees, with voting privileges, and shall be notified of all committee meetings.

Section 3 Reports

The Foundation Director shall be required to submit to the Board of Directors a written financial report and update as to general activities, at least annually.

ARTICLE VI- CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1 Contracts

The Board of Directors shall authorize any officer(s), or agent(s), to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2 Loans

No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors, at a meeting of the Board of Directors at which a majority of the Board of Directors is present. Such authority may be general or confined to specific instances.

Section 3 Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer(s), or agent(s) of the Corporation and in such manner as shall from time to time be determined by resolution of the directors.

Section 4 Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VII- FISCAL YEAR

The fiscal year of the Corporation shall commence on January 1st of each year and end on December 31st of the same year.

ARTICLE VIII- WAIVER OF NOTICES

Whenever any notice whatsoever is required to be given under the provisions of these bylaws, or under the provisions of the Articles of Incorporation, or under the provision of the law under which this Corporation is organized, waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE IX-AMENDMENTS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority of the Board of Directors at any meeting of the Board of Directors at which a majority of the Board of Directors is present, one of whom must be an officer.

ARTICLE X - INDEMNIFICATION

In consideration for the services provided to the **HIGH PLAINS LIBRARY DISTRICT FOUNDATION** by its officers, directors and staff, the **HIGH PLAINS LIBRARY DISTRICT FOUNDATION** undertakes to defend all claims and indemnify its officers, directors and staff from any and all liability, loss or damage, the officers, directors and staff may suffer as a result of claims, demands, costs or judgments against them arising out of and in the scope of their duties and activities as officers, directors and staff members of the **HIGH PLAINS LIBRARY DISTRICT FOUNDATION**.

ARTICLE XI- CONTRIBUTIONS AND DEPOSITORIES

Section 1 Contributions

Any contribution, bequest or gift made to the **HIGH PLAINS LIBRARY DISTRICT FOUNDATION** or its Board of Directors shall be accepted or collected and deposited only in such manner as shall be designated by the Board of Directors.

Section 2 Depositories

The Board of Directors shall use the depositories used by the HPLD Board of Directors as long as such depositories are located within the County of Weld, State of Colorado, are authorized to transact business

by the State of Colorado, and are federally insured. All checks, exceeding the amount of \$5000 and orders for the payment of money from said depositories, shall bear the signature of at least two (2) authorized individuals. These two (2) individuals shall be the Chairman and the Secretary, or other directors as approved and authorized by the Board of Directors. In addition, the Board of Directors may, in its discretion, designate an ex-officio Board member to be an authorized signatory on the Corporation's checking account.

ARTICLE XII - PARLIAMENTARY AUTHORITY

The Standard Code of Parliamentary Procedure, by Sturgis, newly revised, shall be the parliamentary authority for all matters or procedures not specifically covered by the Articles of Incorporation, these by-laws, or by special rules of procedure adopted by the Board of Directors.

Attested by:

Lucile Arnusch, Ch.
Chair - HPLD Foundation Board

Date: 4-20-15

Stephanie Malone
Secretary - HPLD Foundation Board

Date: 4/20/15