

**BY-LAWS**  
**of**  
**DICKINSON PUBLIC LIBRARY FOUNDATION**

**ARTICLE I**

Offices

SECTION 1. OFFICE. The principal office of the corporation shall be located in the City of Dickinson, North Dakota. The corporation shall have and continuously maintain in the State of North Dakota a registered office and a registered agent, as required by North Dakota law. The registered office may be, but need not be, identical with the principal office of the corporation, and the address of the registered office may be changed from time to time by the Board of Directors.

SECTION 2. REGISTERED AGENT. The registered agent of the corporation shall be a resident of the State of North Dakota, whose business office is identical with the registered office of the corporation. The registered agent of the corporation may be changed from time to time by the Board of Directors.

**ARTICLE II**

Purpose

SECTION 1. PURPOSE. This Foundation is organized for the purpose of promoting, enhancing and developing library services for individuals and groups in the Dickinson, North Dakota area: and of receiving, holding and dispersing grants, contributions and gifts of money and other property for the benefit, promotion, enhancement and development of library services.

SECTION 2. NONPROFIT STATUS. This nonprofit corporation is one organized and operated exclusively for educational and cultural purposes, no part of the net earnings of which will inure to the benefit of any private shareholder or individual. No substantial part of the activities of this corporation will be carrying on propaganda or otherwise attempting to influence legislation, nor will this corporation participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

SECTION 3. NO BENEFITS INURING TO INDIVIDUALS. In the event of the dissolution of this corporation, and prior to the completion thereof, all liabilities and obligations of the corporation shall be paid, satisfied and discharged, and all of the remaining assets, property and income owned or held by the corporation shall be expended for or applied to the purposes of the corporation, or one or more of such purposes, by transferring and conveying such assets, property and income to one or more corporations or organizations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes, to which exemption from income taxes has been granted under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and no part

of such remaining assets, property or income shall be distributed to any individual persons whatsoever.

### **ARTICLE III**

#### **Board of Directors**

**SECTION 1. GENERAL POWERS.** The affairs of the corporation shall be managed by its Board of Directors. All Directors shall be residents of the State of North Dakota.

**SECTION 2. NUMBER, TENURE AND ELECTION.** The initial number of Directors shall be nine, but additional Directors may be elected thereafter, with the total number of Directors serving at any time not to exceed fifteen. That the Director of the Dickinson Public Library and the Deputy City Administrator for the City of Dickinson shall serve as “ex officio”, non-voting members of the Foundation Board. The Director of the Dickinson Public Library and the Deputy City Administrator for the City of Dickinson shall be in addition to the regular Board members of the nine to fifteen member Board. The other Directors shall each hold office for a period of three years, except as provided in this Section in connection with establishing a rotation system, and until his successor shall have been duly elected. The terms of office of the Directors shall be arranged so that not more than one-third of the Directors shall be elected each year. The term of office of each Director elected under the provisions of the Section shall commence immediately following the annual meeting of the Board of Directors.

In order to establish a rotation system, one-third of the initial nine Directors shall be elected for one-year terms, one-third for two-year terms and one-third for three-year terms. If additional Directors are elected, the initial term of each of the first two of them shall be one year, the initial term of each of the next two of them shall be two years and the initial term of each of the final two shall be three years. Thereafter, all terms shall be three years in length.

The Directors shall be elected by the Board of Directors at the annual meeting of the Board. The President of the Library Board of the Dickinson Public Library or his designated representative, the Director of the Library and the President of the Friends of the Library or his designated representative shall automatically be members of the Board of Directors, as provided herein, and need not be elected.

**SECTION 3. REGULAR MEETINGS: ANNUAL MEETING.** The regular meetings of the Board of Directors shall be held quarterly. The first regular meeting in the second calendar quarter in each year shall be the annual meeting of the Board, at which officers and Directors shall be elected.

**SECTION 4. SPECIAL MEETINGS.** Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, within the State of North Dakota, as the place for holding any special meeting of the Board called by them.

**SECTION 5. NOTICE.** Notice of any regular meeting of the Board of Directors shall be given at least five days previous thereto, and notice of any special meeting of the Board of

Directors shall be given at least three days previous thereto. In either case by written notice delivered personally or sent by mail or email to each Director at his address as shown by the records of the corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law by these by-laws.

SECTION 6. QUORUM. Five members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, but if fewer than seven Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Also, to constitute a quorum, at least two of the executive officers shall be present.

SECTION 7. MANNER OF ACTING. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

SECTION 8. VACANCIES. Any vacancy occurring on the Board of Directors may be filled by the Board at any regular meeting, at any special meeting or by mail or email ballot. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION 9. COMPENSATION. Directors as such shall not receive any compensation for their services, but by resolution of the Board of Directors expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board, but nothing herein contained shall be construed to preclude any Director from serving the corporation in any other capacity and receiving compensation therefor.

SECTION 10. ACTION WITHOUT MEETING. Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by each of the Directors. Any such action may be taken on the basis of written ballots submitted to the Directors, and the execution of such a ballot by a Director shall be deemed to constitute such consent. Such action may be taken and approved via email.

SECTION 11. REMOVAL AND RESIGNATION. A Director may be removed for cause at a meeting called expressly for that purpose by a vote of two-thirds of the Directors then in office, and the purpose of the meeting shall be stated in the notice of the meeting. Any Director may resign by filing a written notice of resignation with the President, and the resignation shall be effective when stated in the notice or, if no date is stated, shall be effective upon receipt of the notice of resignation by the President.

## ARTICLE IV

### Officers

SECTION 1. OFFICERS. The officers of the corporation shall be the President, Vice-President, Secretary and Treasurer, each of them to be elected from among the members of the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Vice-President and the offices of President and Secretary. The Director of the Library and the President of the Friends of the Library or his/her designated representative and the Deputy City Administrator for the City of Dickinson, shall not be eligible nor hold any of the offices of the Foundation, except for Director as provided for in Article III above.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the Board of Directors at the annual meeting. Each officer shall hold office until his successor shall have been duly elected and accepted into office, or until his death or until he shall resign or shall have been removed in the manner hereafter provided.

SECTION 3. REMOVAL. Any officer elected by the Board of Directors may be removed by a majority vote of all the Directors whenever, in their judgment, the best interests of the corporation would be served thereby.

SECTION 4. VACANCIES. A vacancy in any office due to death, resignation, removal, disqualification or other cause may be filled by appointment by the President until the next regular or special meeting of the Board, at which time the appointee may be elected to the position by the Board, or the Board may elect a different person to serve in such office, as it chooses.

SECTION 5. PRESIDENT. The President shall preside at all meetings of the Board of Directors and, subject to the control of the Board, shall be charged with the general supervision, management and control of all of the business and affairs of the corporation. He shall sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board, any contract or other instrument which the Board has authorized to be executed, except in cases where the execution thereof shall be especially delegated by the Board, or by these by-laws, to some other officer or agent of the corporation, or shall be required by law to be otherwise executed. The President shall perform such other duties as from time to time may be prescribed by the Board of Directors.

SECTION 6. VICE-PRESIDENT. In the absence of the President, or in the event of his death, inability or refusal to act, the Vice-President shall perform the duties of the President, and, when so acting, shall have all of the powers of and be subject to all of the restrictions upon, the President.

SECTION 7. SECRETARY. The secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose, shall arrange for all notices to be duly given in accordance with the provisions of these by-laws or as required by law, shall be the custodian of the corporation's records and in general shall perform all duties incident to the office of Secretary, together with such other duties as from time to time may be prescribed by the President of the Board of Directors.

SECTION 8. TREASURER. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such form and with such surety as the Board of Directors shall determine. The Treasurer shall have charge and custody of all corporation funds, shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements and shall deposit all funds and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the Board of Directors. The Treasurer shall disburse the funds of the corporation, taking proper vouchers for such disbursements, and shall render to the President and Directors at the meetings of the Board or whenever requested by them an account of all his transactions as Treasurer and of the financial condition of the corporation. The Treasurer shall be an ex officio member of any committee of the corporation empowered to disburse or commit funds of the corporation.

SECTION 9. COMPENSATION AND EXPENSES. Officers shall serve without salary for the performance of their duties as officers of the corporation. Expenses incurred in connection with the performance of their official duties may be reimbursed to officers upon approval by the Board of Directors.

## **ARTICLE V**

### Authority

SECTION I. Without limiting or enlarging the above provisions, the Foundation has authority to:

- A. Sue or be sued;
- B. Take and hold interest in real and personal property;
- C. Have and alter at its pleasure, a corporate seal, the affixing of which shall not affect the validity or enforceability of any instrument;
- D. Purchase, lease, encumber, convey or dispose of real or personal property in the manner provided by these By-laws;
- E. Enter into obligations or contracts or do any act incidental to the transaction of its business or expedient to the purposes stated in the Articles of Incorporation;
- F. Acquire, hold, mortgage, pledge or dispose of shares, bonds, securities and evidence of indebtedness of any domestic or foreign corporation, either public or private, and if it shall be the owner thereof, to exercise all the rights, powers and privileges of ownership, including the right to vote; (APPROVED UPDATE 8/15/05)
- G. Conduct its affairs within or outside the State;
- H. Make, amend and repeal By-laws not inconsistent with Law of its Articles of Incorporation, for the administration and regulation of its affairs;

- I. Make donations to the Dickinson Library and other libraries, organized under the laws of the State of North Dakota or otherwise aid such organizations in its work; and make donations to other non-profit corporations or associations, organized for the purpose of promotion, enhancement and development of library services;
- J. Do any other act authorized by the law under which this Foundation is formed and furtherance of the purposes of the Foundation as set forth in the Articles of Incorporation;
- K. Dissolve and conclude its affairs.

## **ARTICLE VI**

### EMPLOYEES

The Board of Directors may establish such positions of employment as it deems desirable from time to time and shall fix the duties and salaries for any position so established.

## **ARTICLE VII**

### ACCOUNTING YEAR AND AUDIT

SECTION 1. ACCOUNTING YEAR. The accounting year of the Foundation shall be the calendar year.

SECTION 2. AUDIT. An independent auditor engaged by the Board of Directors shall, at such time as the Board may determine and require, audit the financial records of the corporation.

SECTION 3. PUBLICATION OF FINANCIAL REPORTS. The Board of Directors shall, at least annually, make such distribution of a written report of its financial condition and activities to representative persons and organizations in the State of North Dakota as will, in the opinion of the Board, reasonably inform the interested public of the operation of the corporation.

SECTION 4. ACCOUNTING SYSTEM. The Board of Directors shall prescribe and adopt such systems and forms for carrying on the business, keeping books and accounts and such other matters of business regulation as may be necessary for the proper conduct of the business of the Foundation.

SECTION 5. RECEIVING GIFTS, GRANTS, DONATIONS AND BEQUESTS. Gifts, grants, donations, bequests and any other revenue may be given directly to the Foundation with directions that the principal or the income therefrom shall be used for certain specified purposes, providing those purposes are within those set forth in the Articles of Incorporation and By-laws of the Foundation.

SECTION 6. DISPERSING GIFTS, GRANTS, DONATIONS AND BEQUESTS. Unless some special purpose accompanies such gifts, grants, donations, bequests or revenues, the Board of Directors may disburse the principal and income of such gifts, grants, donations, bequests or revenues for the purposes specified in the Articles of Incorporation and By-laws of the Foundation.

## **ARTICLES VIII**

## COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE. The Executive Committee shall be made up of the President, the Vice-President, the Secretary, the Treasurer and two other Directors as may be elected by and from the Board of Directors. The President shall also serve as chairman of the Executive Committee. The Executive Committee, during the interim period between meetings of the Board of Directors, shall possess and exercise all of the powers and authority of the Board of Directors, except that the Executive Committee may not:

- (a) Elect or remove any officer of the corporation;
- (b) Elect or remove a member of the Board of Directors;
- (c) Authorize payment of expenses under Article IV;
- (d) Amend, alter, repeal or adopt new by-laws;
- (e) Amend, restate or adopt new articles of incorporation.

The Executive Committee shall meet from time to time as necessary to conduct the business of the corporation at the call of the President, and the presence of any three members of the Executive Committee shall constitute a quorum at a meeting thereof for the transaction of business. In the event of a vacancy occurring on the Executive Committee for any reason, the President may appoint a replacement to serve until the next regular or special meeting of the Board, at which time the appointee may be elected to the position or another individual may be chosen to serve, as the Board chooses.

SECTION 2. OTHER COMMITTEES. The Board of Directors may act by and through such other committees as may be specified in resolutions adopted by a majority of the Directors. Each committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors. Each such committee shall, at all times, be subject to the direction of the Board of Directors. Each such committee may establish a time for its regular meetings and may change that time from time to time as deemed advisable. Special meetings of any committee may be called by the chairman of the committee or by the President. Five days notice by mail, telephone or email shall be given of any special meeting of a committee. At all meetings of a committee, each member thereof shall be entitled to cast one vote on any question coming before such meeting. The presence of one-third of the membership of a committee of this corporation, except the Executive Committee, shall constitute a quorum at a meeting thereof for the transaction of business, but the members of a committee present at any such committee meeting, although less than a quorum, may adjourn the meeting from time to time. A majority vote of the members of a committee present at any meeting, if there be quorum, shall be sufficient for the transaction of the business of the committee.

## **ARTICLE IX**

### AMENDMENT OF BY-LAWS

These by-laws may be altered, amended or repealed and new by-laws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting if a least five days' written notice is given of the intention to alter, amend, repeal or adopt new by-laws at such meeting.

## **ARTICLE X**

## MISCELLANEOUS

Whenever necessary in these by-laws and where the context admits, the singular term and the related pronoun shall include the plural and the masculine the feminine.

Amended May 16, 2000

Amended August 19, 2020