

BY-LAWS

Butte-Silver Bow Public Library Foundation

ARTICLE I - GENERAL

SECTION 1. – NAME – The name of the corporation is **Butte-Silver Bow Public Library Foundation.**

SECTION 2 – PURPOSE – The purposes for which the corporation is formed are to receive and maintain a fund or funds of real or personal property, or both, from gifts, donations, memorials bequests, grants and other available sources; and to use and apply the whole or any part of the income therefrom, and the principal thereof, exclusively for charitable, literary or educational purposes and, in particular for the benefit, improvement and welfare of the Butte-Silver Bow Library, Butte, Montana, and its patrons, by providing books, records, tapes, films, furnishings and other items, materials or objects, including facilities, useful, helpful or beneficial in the operation of a public library, all as would be acceptable to the Board of Trustees of the Butte-Silver Bow Library.

SECTION 3 – ACTIVITIES – The Butte-Silver Bow Library Public Foundation and its activities shall be charitable, literary, and educational in nature. The corporation shall take no part in, or lend its support or influence to any political party or any candidate for political office. No substantial part of its activities shall involve the attempt to influence legislation.

SECTION 4 – OFFICES – The principal office of the corporation shall be at 226 W. Broadway St., Butte MT 59701. The corporation may also have offices at such other places as the board of directors may from time to time appoint or the purposes of the corporation may require.

SECTION 5 – DURATION – The corporation shall exist perpetually, unless voluntarily dissolved by the corporation or by operation of the law.

ARTICLE II - MEMBERSHIP

There shall be no members of the corporation.

ARTICLE III - BOARD OF DIRECTORS

SECTION 1 – PURPOSE, POWERS, AND DUTIES – The property, assets, business, and affairs of the corporation shall be managed and controlled by a Board of Directors. The Board of Directors is vested with all the powers of the corporation itself. The Board of Directors shall have general authority to sell, lease, mortgage, exchange, or otherwise dispose of the whole or any part of the property and assets of the corporation.

SECTION 2 – NUMBER OF DIRECTORS – The number of elected directors shall be at least three and no more than seven, of which not more than one shall be members of the Library Board of Butte-Silver Bow Trustees. In addition, there shall be one non-elected, non-voting director who shall be the director of the Butte-Silver Bow Library. The number of directors may be altered by amendment to these bylaws, except that a director's term may not be shortened by a change in the size of the Board.

SECTION 3 – ELECTION, TERM OF OFFICE – Elected directors shall normally be elected by the Board of Directors at the first regular meeting of each calendar year. Persons shall be nominated for directors by a nominating committee and the list of any such nominees shall be included with the notice of the meeting at which the election is to be held. Directors shall be elected to office for a term of three years, or until their successors are duly elected and qualified. A director may be elected to a second consecutive three-year term, but may not

be elected to a third consecutive three-year term. A director may be reelected to the Board after a lapse of one year following completion of two consecutive three-year terms in office. The elected directors shall be divided into three classes to provide for the election of one-third of the elected directors at the first meeting of each calendar year. The division into three classes shall be accomplished by random lot at the first regular meeting after these bylaws are adopted.

SECTION 4 – RESIGNATION AND REMOVAL OF DIRECTORS – Any director may resign by giving written notice of his or her resignation to the Board or to the 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 director may be removed with or without cause, by a two-thirds vote of all directors then serving in office.

SECTION 5 – VACANCIES – Vacancies on the Board, however arising, shall be filled by a majority vote of the elected directors at any meeting at which a quorum is present, except that if, due to a high number of vacancies on the Board, the number of directors required to constitute a quorum is greater than the number of a majority of the elected directors then serving in office, vacancies on the Board shall be filled by a majority vote of directors then serving in office. Persons shall be nominated to fill a vacancy for elected director by a nominating committee and the list of any such nominees shall be included with the notice of the meeting at which the election is proposed. A vacancy shall be filled to serve the remainder of the unexpired term which has been vacated.

ARTICLE IV - MEETINGS

SECTION 1 – REGULAR MONTHLY MEETINGS – The regular meetings of the Board of Directors of the corporation shall normally be held quarterly. The business shall include reports of officers and committees, particularly as to the finances and activities of the corporation during the preceding quarter.

SECTION 2 – SPECIAL MEETINGS – Special meetings of the Board of Directors may be called by the president of the Board or at the request of any two directors or the secretary of the board.

SECTION 3 – PLACE OF MEETINGS – Meetings of the Board may be held at the principal offices of the corporation or at any other place. The notice of the meeting shall include the place and time of the meeting.

SECTION 4 – NOTICE OF MEETINGS – written notices of the time and place of regular monthly meetings shall be sent to each director at least five days prior to the date of such meetings. Written or telephonic notice of special meetings shall be sent to each director not less than two days prior to the date of such meetings.

SECTION 5 – QUORUM – A quorum at any regular or special meeting of the Board of Directors shall be more than 50% of the Board. The non-elected director may not be counted for purposes of determining a quorum.

SECTION 6 – VOTING – At any meeting of the directors, every elected director present in person at such meeting 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 directors.

SECTION 7 – COMPENSATION – Directors shall not receive any compensation for their services; provided, however, they shall be entitled to reimbursement of reasonable expenses as approved by a majority of the directors.

ARTICLE V - OFFICERS

SECTION 1 – PRINCIPAL OFFICERS – The principal officers of the corporation shall be a president, a vice-president, a treasurer, and a secretary. The president shall be elected from among the directors then serving in office. The secretary will be the library director.

SECTION 2 – TERM OF OFFICE – The officers of the corporation shall normally be elected at the first meeting of each calendar year of the Board of Directors, by a vote of the majority of the elected directors present in person at the meeting. An officer shall be elected to serve a one-year term and shall hold office until the first monthly meeting of the following calendar year or until his or her successor shall have been elected and qualified, except in the case of death, resignation, or removal as provided for in these bylaws.

SECTION 3 – REMOVAL OF OFFICERS – Any officer may be removed, with or without cause, at any time at any board meeting at which a quorum is present by a vote of two-thirds of the directors then serving in office.

SECTION 4 – VACANCIES – Vacancies among the officers, however arising, shall be filled by a majority vote of elected 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 which has been vacated.

SECTION 5 – 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.

SECTION 6 – VICE-PRESIDENT – Due to the absence or inability of the president, the vice-president shall exercise the powers and perform the duties of president. 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 elected directors to act as president as provided in Article V, Section 4 of these bylaws.

SECTION 7 – TREASURER – The treasurer shall act under the supervision of the Board and shall have charge and custody of, and be responsible for, all the funds of the corporation and shall keep or cause to be kept, and shall be responsible for the keeping of, accurate and adequate records of the assets, liabilities, and transactions of the corporation. He or she 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. In general, he or she shall perform all the duties incident to the office of treasurer and such other duties as may from time to time be assigned to him or her by the president or by the Board.

SECTION 8 – SECRETARY – The office of the secretary shall be held by the director of the Butte-Silver Bow Library. The secretary shall act as secretary of, and keep the minutes of all meetings of the Board in one or more books provided for that purpose 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. He or she 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. In general, he or she shall perform all duties incident to the office of secretary and such other duties as may from time to time be assigned to him or her by the president or by the Board.

ARTICLE VI - COMMITTEES

SECTION 1 – GENERAL – The Board of Directors may appoint committees, either standing or special, each of which shall have a chairman, to perform such duties as may be delegated by the Board of Directors.

SECTION 2 – EXECUTIVE COMMITTEE – There shall be an executive committee which shall include in its membership the officers of the corporation. The president of the Board shall serve as the chairman. The executive committee shall, during intervals between meetings of the Board, exercise all the powers of the Board in the management of the business and affairs of the corporation, except as otherwise provided by law, these bylaws, or by a resolution of the Board. The presence of a majority of the elected members of the executive committee then serving in office shall be necessary and sufficient to constitute a quorum of the executive committee, and the act of a majority of the elected members of the executive committee present at a meeting of the committee at which a quorum is present shall be the act of the executive 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 Board meeting following the committee's meeting and must be approved at the next Board meeting.

SECTION 3 – COMMITTEE MEETINGS – Unless otherwise provided for in these bylaws, a majority of the elected members then serving on any committee constitutes a quorum for the meeting of the 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. Each committee shall determine and schedule the number of meetings it will hold.

ARTICLE VII - 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, to the extent authorized or permitted by law.

ARTICLE VIII - CONTRACTS, CHECKS, BANK ACCOUNTS, ETC.

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 - 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 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 or persons 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, then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered, and paid over exclusively to the Butte-Silver Bow Library.

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 judgment of the Board of Directors, provided, however, 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 - FISCAL YEAR

The fiscal year of the corporation shall commence on January 1 of each year and end on December 31 of the following calendar year.

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.

ARTICLE XIII - AMENDMENTS

These bylaws may be altered, amended, or repealed in whole or in part at any duly organized meeting of the Board of Directors of the corporation, by a majority vote of the elected directors then serving in office. Any proposal to amend these bylaws must be included in a notice mailed to all directors not less than thirty days prior to the meeting at which the amendment is to be approved.

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 the Butte-Silver Bow Library Public Foundation, hereby certifies that the above and foregoing bylaws represent and are the bylaws of the Foundation duly adopted on September 21, 2012 by the unanimous vote of all directors present.

Lee Miller
Secretary, March 21, 2014

ATTEST:

Patty Higinbotham
March 21, 2014

Adopted by the Foundation Board on , 2012
Ammended by consent on March 21, 2014