BY-LAWS OF THE PORTNEUF DISTRICT LIBRARY FOUNDATION, INC.

ARTICLE 1. PHYSICAL LOCATION

Section 1. **Principle Office.** The principle office of this foundation (“Foundation”) shall be located in Chubbuck, Idaho. The Foundation may have such other offices as the Officers of the Foundation designate.

Section 2. **Registered Office.** The registered office of the Foundation required by the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code (“Act”), to be maintained in the state of Idaho shall be located at 5210 Stuart Avenue, Chubbuck, Idaho, 83202, and may be changed as necessary by the Officers of the Foundation.

ARTICLE 2. OFFICERS OF THE FOUNDATION

Section 1. **General Powers and Standard of Care.** All corporate powers shall be exercised by or under authority of the Officers of the Foundation. An Officer shall perform their duties, including duties as a member of any committee upon which the Officer may serve, in good faith, in a manner such Officer reasonably believes to be in the best interest of the Foundation. In performing such duties, an Officer shall be entitled to any information, opinions, reports, statements, and/or financial information created by and for the Officers of the Foundation.

Section 2. **Presumption of Agreement.** An Officer of the Foundation who is present at a meeting of its Officers of the Foundation at which any action is taken shall be presumed to have agreed to the action unless such Officer’s dissent is entered into the minutes of the meeting.

Section 3. **Number, Appointment, and Qualifications of Officers.** The Officers of the Foundation of the Foundation shall consist of at least 5 members who will serve for a term of two (2) years. Such persons will hold office until their successors have been appointed and qualified.

Section 4. **Vacancies.** Any vacancy occurring in the Officers of the Foundation may be filled by the affirmative vote of a majority of the remaining Officers through a quorum. An Officer elected to fill a vacancy shall be elected for the unexpired term of the predecessor’s office.

Section 5. **Removal of Officers.** Any Officer of the Officers of the Foundation may be removed, with or without cause, at any time, by a majority vote of the remaining Officers.

Section 6. **Committees.** The Officers of the Foundation may designate committees to work on its behalf. Each committee will consist of two (2) or more persons who are involved with the Foundation and report their work to the Foundation.

Section 7. **Officers’ and Committee Meetings.** Meetings of the Officers of the Foundation will occur at least once, annually, in October, for the election of the Officers of the Foundation. Other meetings should be held regularly and will be requested no less than three days prior to the calling of the meeting. Meetings can be requested by any Officer. Foundation meetings must have at least three
members of the Officers of the Foundation to be considered a meeting, and minutes of the meeting must be taken and distributed to all involved parties of the Foundation. Committee meetings must have a majority attendance, determined by the total number of persons acting on the committee, to reach Quorum.

Section 8. **Quorum and Voting Requirements.** Quorum for Foundation meetings and Board meetings are met by having three (3) members of the Officers of the Foundation in attendance. Quorum for committee meetings are met by having the majority of the committee in attendance, based on the total number of individuals participating on that committee. Any voting held and counted during meetings that meet Quorum will stand as a decision by the Foundation.

Section 9. **Action without a Meeting.** Any action requiring attention may occur without a regular meeting if the action is approved and signed in writing by all Officers.

Section 10. **Compensation and Loans to Officers.** No Officer or committee member shall receive compensation for their work for the Foundation. Likewise, the Foundation shall not loan money or use its credit to assist Officers and/or committee members outside of the purpose of benefitting the Foundation.

Section 11. **Liability of Officers Regarding the Distribution of Assets.** Officers shall not be held liable for the distribution of Foundation assets as long as decisions are based upon the financial records kept by the Foundation’s treasurer, or an accountant hired to represent the Foundation’s financial assets, and are made in the best interest of the Foundation.

ARTICLE 3. OFFICERS

Section 1. **Number.** The officers of the Foundation shall consist of a President, Vice President, a Secretary, a Treasurer, and a Marketing Chair each of whom shall be elected into office by the Officers of the Foundation.

Section 2. **Election and Term of Office.** The officers of the Foundation shall be elected bi-annually at the meeting of the Officers of the Foundation held in October. Each officer shall hold office until a successor is elected or until such officer’s death or resignation or removal.

Section 3. **Removal.** Any officer or agent may be removed by the Officers of the Foundation whenever in its judgment the best interests of the Foundation will be served by their removal.

Section 4. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Officers of the Foundation for the unexpired portion of the term.

Section 5. **President.** The President shall be the principle executive officer of the Foundation and, subject to the control of the Officers of the Foundation, shall supervise and control all business and affairs of the Foundation. The President shall, when present, preside over all the meetings of the Officers of the Foundation. The President may sign, with the signature of any other Officer, any promissory notes, deeds, mortgages, leases, contracts or other interments that the Officers of the
Foundation has authorized. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Officers of the Foundation from time to time.

Section 6. **Vice President.** In the absence of the President or in the event of the President's death, inability, or refusal to act the Vice President shall perform the duties of the President and, when so acting, shall have all the; powers of and be subject to all the restrictions upon the President and shall perform such other duties as from time to time that are assigned to the Vice President by the President or Officers of the Foundation. Section 7. **Secretary.** The Secretary shall attend all meetings of the Officers of the Foundation and shall prepare, maintain, and distribute proper minutes of the meetings. If the Secretary cannot meet, the Secretary must find a replacement to attend the Secretary’s duties in their stead for missed obligations of the Foundation. The Secretary shall post notice of all Board meetings as required. The Secretary shall have custody of all paperwork relevant to the Foundation. The Secretary shall perform all duties of the office of Secretary and such other duties from time to time that are assigned by the President or Board of Officers.

Section 8. **Treasurer.** The Treasurer shall be the principal financial officer of the Foundation and shall have charge and custody of and be responsible for all the funds and paperwork associated with the finances of the Foundation. The Treasurer shall sign and authorize all checks and payments on behalf of the Foundation, and will manage all deposits into banks and accounts on behalf of the Foundation. The Treasurer will keep adequate and correct accounts for the Foundation, including accounts of its assets, liabilities, receipts and disbursements. The Treasurer shall submit to the Officers of the Foundation and the President when required statements of the financial affairs of the Foundation. The Treasurer shall in general perform all of the financial duties incident to the office of Treasurer and such other duties as assigned from time to time by the President or by the Officers of the Foundation.

Section 9. **Marketing and Media Chair.** The Marketing Chair shall facilitate advertising and social media presence for the Foundation. The marketing chair shall work closely with the treasurer on approving marketing and media costs and is authorized to purchase advertising on behalf of the foundation within set limits. The Marketing and Media Chair is authorized on costs up to the amount of $50 between foundation board meetings. Any cost in excess $50 must first be approved by the board. 

**ARTICLE 4. MISCELLEANEOUS**

Section 1. **Books and Records.** At its registered office, the Foundation shall keep correct and complete books and records of any accounts, minutes of the proceedings of its Officers of the Foundation.

Section 2. **Checks, Drafts, etc.** All checks, drafts or other orders for the payment of money, notes or other indebtedness issued in the name of the Foundation, shall be signed by the officers or agents of the Foundation provided in the Bylaws or as directed by the Officers of the Foundation. Checks over the amount of $200 must be signed by two officers.

Section 3. **Deposits.** All funds of the Foundation not otherwise employed shall be deposited from time to time to the credit of the Foundation in Foundation bank or trust accounts.

Approved by the Officers of the Foundation April 13th, 2018
Section 4. **Annual Financial Statements.** The Officers of the Foundation shall cause a balance sheet as of the closing date of the fiscal year, together with a statement of Income and Expenditures for the year ending of that date.

Section 5. **Fiscal Year.** The Fiscal year of the Foundation shall begin on the first day of October and end on the last day of September.

Section 6. **Amendments.** These Bylaws may be altered, amended or replaced and new Bylaws may be adopted by the Officers of the Foundation of the Foundation at any regular or special meeting.

Section 7. **Grants.** The library may write grants on behalf of the Foundation for library purposes. Records of all grants shall be shared with the Foundation and stored at the Foundation’s office.

We, the undersigned, being the members of Officers of the Foundation of the Portneuf District Library Foundation, Inc., hereby certify that the foregoing Bylaws were adopted as the official Bylaws of that Foundation on this ___ day of ______________.

OFFICERS

________________________________________________________________________
President

________________________________________________________________________
Vice-President

________________________________________________________________________
Treasurer

________________________________________________________________________
Secretary

________________________________________________________________________
Marketing and Media Chair

Approved by the Officers of the Foundation April 13th, 2018