

BYLAWS OF BERTHA BARTLETT PUBLIC LIBRARY FOUNDATION

Mission: The Bertha Bartlett Public Library Foundation will exclusively support and improve the Bertha Bartlett Public Library.

ARTICLE I OFFICES

SECTION 1. REGISTERED OFFICE. The registered office of the corporation required by the Iowa Nonprofit Corporation Act to be continuously maintained in Iowa shall be initially as provided in the Articles of Incorporation subject to change from time to time by resolution of the Board of Directors and filing of a statement of said change as required by law.

ARTICLE II MEMBERS

SECTION 1. MEMBERSHIP. The corporation shall have no members.

ARTICLE III DIRECTORS

SECTION 1. GENERAL POWERS. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors.

SECTION 2. NUMBER AND ELECTION OF DIRECTORS. The number of directors shall be a maximum of twelve (12). Two of the directors shall be directors by reason of their serving in the following capacities:

1. Member of the Bertha Bartlett Public Library Board of Trustees.
2. Director of the Bertha Bartlett Public Library.

The other ten directors shall be interested persons elected from the community at large. The number of directors may be fixed or changed from time to time by amendment to these bylaws by the Board of Directors. No decrease in the number of directors shall have the effect of shortening the term of office of any incumbent director. At the organizational meeting of the Board of Directors and at each annual meeting thereafter, the current Board of Directors shall elect the directors to hold office until the next annual meeting, and each director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified.

SECTION 3. ANNUAL MEETING. The annual meeting of the Board of Directors shall be held at the same time and place as any regular meeting of the Board of Directors, such meeting to be specified by the Board of Directors each year.

SECTION 4. REGULAR MEETINGS. The Board of Directors may provide by resolution the time and place, either within or without the State of Iowa, for the holding of regular meetings without other notice than such resolution.

SECTION 5. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President, or any two directors.

SECTION 6. NOTICE OF ANNUAL OR SPECIAL MEETINGS. Notice stating the place, day and hour of the annual meeting and, in the case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than three days before the date of the meeting by or at the direction of the President or the Secretary, to each director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to each director at his or her address as it appears on the books of the corporation, with postage thereon prepaid. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting unless the director at the beginning of the meeting or promptly upon the director's arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

SECTION 7. QUORUM AND VOTING. A simple majority of the number of directors currently in office shall constitute a quorum for the transaction of business. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present is the act of the Board of Directors.

SECTION 8. ACTION WITHOUT MEETING. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a different effective date. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

SECTION 9. VACANCY ON BOARD. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum.

SECTION 10. COMPENSATION OF DIRECTORS. The election of a director does not in itself create contract rights. Directors shall serve without monetary compensation. No

private, material gain shall inure to any director by reason of any transaction with the corporation, either directly or indirectly. Directors may be reimbursed for their out-of-pocket expenses, if any, incurred in the conduct of official corporation business, including the expenses, if any of attendance at each meeting of the Board of Directors.

ARTICLE IV OFFICERS

SECTION 1. NUMBER. The officers of the corporation shall consist of a President, a Vice-President, a Secretary and a Treasurer, and such other officers as may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected by the Board of Directors at the organizational meeting of same, and then annually at the annual meeting. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been duly elected or until his or her death or until he or she shall resign or shall have been removed.

SECTION 3. RESIGNATION AND REMOVAL OF OFFICERS. An officer may resign at any time by delivering notice to the corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. Any officer or agent may be removed by the Board of Directors at any time with or without cause.

SECTION 4. COMPENSATION OF OFFICERS. The appointment of an officer does not in itself create contract rights. Officers shall serve without monetary compensation. No private, material gain shall inure to any officer by reason of any transaction with the corporation, either directly or indirectly. Officers may be reimbursed for their out of pocket expenses, if any, incurred in the conduct of official corporation business.

SECTION 5. THE PRESIDENT. The President 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 or she shall preside at all meetings of the Board of Directors. Her or she may sign, with the Secretary, deeds, notes, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed. In general, he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. THE VICE PRESIDENT. In the absence of the President or in the event of his or her inability or refusal to act, the Vice President shall perform the duties of the President. When so acting, they shall have all the powers of the President, and shall

perform such other duties as may be assigned to him or her by the President or the Board of Directors.

SECTION 7. THE SECRETARY. The Secretary shall keep the minutes of meetings of the Board of Directors in one or more books provided for that purpose; authenticate records of the corporation when required; see that all notices are duly given; be custodian of the corporate records; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. He or she may sign, with the President, deeds, notes, mortgages, bonds, contracts, or other instruments which the Board of Directors have authorized to be executed.

SECTION 8. THE TREASURER. The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation, and deposit all such moneys in the name of the corporation in such banks or other depositories as shall be selected in accordance with these Bylaws. He or she shall in general perform all duties incident to the office of Treasurer and such other duties as from time to time be assigned by the President or by the Board of Directors.

ARTICLE V CONTRACTS, CHECKS AND DEPOSITS

SECTION 1. CONTRACTS AND OTHER INSTRUMENTS. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation.

SECTION 2. 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 or officers, agent or agents, of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 3. 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 VI FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January in each year and end on the last day of December in each year.

ARTICLE VII
INDEMNIFICATION

Any person with respect to whom corporations are empowered to grant Corporation Act, shall be entitled to the full benefits of such indemnification as a matter of right by this corporation by reason of past or present service as a director, officer, employee or agent of this corporation, or past or present service at the request of this corporation, in any of such capacities in or of another corporation, partnership, joint venture, trust or enterprise.

ARTICLE VIII
AMENDMENTS

These Bylaws and the Articles of Incorporation may be altered, amended or repealed and new Bylaws or Articles may be adopted at any meeting of the Board of Directors of the corporation by the vote of two-thirds (2/3) of the directors then in office.

Revised & approved: 5/16/22
Mission Statement approved: 1/9/23