

BY-LAWS OF THE FRIENDS AND FOUNDATION OF THE NORTHFIELD  
PUBLIC LIBRARY

Adopted March 8, 2011

ARTICLE I  
NAME

Section 1.1 – Name. The name of the corporation is Friends and Foundation of the Northfield Public Library.

Section 1.2 – Former Name. The former name of the corporation was Friends of the Northfield Public Library.

ARTICLE II  
MISSION

Section 2. 1 – Awareness. The corporation shall raise awareness of the Northfield Public Library as a community resource and act as an advocate for public support of the Library.

Section 2. 2 – Financial Support. The corporation shall provide the Northfield Public Library with financial support to enhance the Library and its programs through ongoing fundraising and the responsible stewardship of bequests and endowments.

Section 2. 3 – Education. The corporation shall educate citizens about the Library's resources and programs and thereby encourage their fullest use by the community.

Section 2. 4 – Cooperation. The corporation shall support and cooperate with the Library in developing services and facilities for the community, particularly those which build literacy and encourage life-long learning.

ARTICLE III  
MEMBERS

Section 3.1 – Membership. Membership is open to all persons. Active members have voting privileges in the election of the Board of Trustees. Each Member shall have one vote. Active membership is limited to members who are current in their membership dues. Other classes of members may be established as the Board of Trustees determines from time to time.

Section 3.2 – Board of Trustees. Active members may be elected to and serve on the Board of Trustees.

Section 3.3 – Termination. Membership shall terminate automatically when a Member ceases to remain current in membership dues.

Section 3.4 – Annual Meeting. An annual meeting of the Members of the corporation shall be required.

#### ARTICLE IV BOARD OF TRUSTEES

Section 4.1 – Election. The business and charitable affairs of the corporation shall be managed by a Board of Trustees. The Board of Trustees shall be elected by an affirmative vote of a majority of the Members present at a duly held annual meeting.

Section 4.2 – Size of Board of Trustees. The minimum number of Trustees shall be eight (8) and the maximum shall be established from time to time by resolution of the Board of Trustees.

Section 4.3 – Ex-Officio Members. The Director of the Northfield Public Library shall be an ex-officio member of the Board of Trustees, without vote, but with all of the other rights and privileges of a member of the Board of Trustees.

Section 4.4 – Term. Trustees shall serve for a term of three (3) years each, and shall be so elected that approximately one-third ( $1/3$ ) of the Trustees are elected each year. Trustees who are in office in 2011 may serve two (2) additional three (3) year terms beyond their current term. No Trustee who is elected in 2012 or a later year may be eligible for election for more than three (3) consecutive three (3) year terms unless the Trustee is: a) serving as an officer; b) serving as chair of a committee; or c) involved in a project extending beyond the expiration of the Trustee's term of office, the progress of which would be impeded by the termination of the Trustee's service.

Section 4.5 – Quorum. At all meetings of the Board of Trustees, a majority of the Trustees then in office shall be necessary and sufficient to constitute a quorum for the transaction of business. Ex-officio Trustees shall not be considered in determining the presence or absence of a quorum.

Section 4.6 – Voting. Except where otherwise required by law, the Articles, or these By-Laws, the affirmative vote of a majority of the Trustees present at a duly held meeting shall be sufficient for any action. Each Trustee shall have one vote on each matter coming before the Board of Trustees.

Section 4.7 – Action by Writing. Any action required or permitted to be taken at a meeting of the Board of Trustees may be taken by written action signed by the number of Trustees required to take the same action at a meeting of the Board of Trustees at which

all Trustees were present. The written action is effective when signed by the required number of Trustees, unless a different effective date is provided in the written action. When written action is taken by less than all of the Trustees, all Trustees shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action.

Section 4.8 – Regular Meetings. The Board of Trustees shall have regular meetings at such places and times as it shall establish by resolution, with a minimum of one meeting each quarter.

Section 4.9 – Special Meetings. Special meetings of the Board of Trustees may be called at any time upon request of the Chair or any two (2) Trustees, provided that any such request shall specify the purpose or purposes for the meeting. The Chair shall set the date for the special meeting within three (3) working days of making or receiving such a request and shall give not less than five (5) nor more than thirty (30) days written notice of the time, place, and purpose of such special meeting to all Trustees.

Section 4.10 – Place of Meetings. The Board of Trustees may hold their meetings at such places, whether in this state or in any other state, as a majority of the Trustees then in office may from time to time appoint.

Section 4.11 – Notice. Whenever under the provisions of these By-Laws notice is required to be given to any Trustee, such notice may be given in writing, in person, or by mail deposited in a post office or letter box within the State of Minnesota, in a post-paid, sealed wrapper addressed to such Trustee or committee member at his or her last known address, or by email correspondence at the last known email address. Notice shall be deemed to have been given at the time when thus delivered in person, mailed or deposited, or emailed.

Section 4.12 – Waiver of Notice. Any Trustee may execute a written waiver of notice of any meeting required to be given by statute or by any provisions of these By-Laws, either before, at, or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the Secretary, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a Trustee shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

Section 4.13 – Rules of Order. Unless otherwise determined by these By-Laws or by rules adopted by the Board of Trustees, all questions of parliamentary procedure shall be governed by Roberts Rules of Order, Newly Revised.

Section 4.14 – Removal of Trustees. A Trustee may be removed from office, with or without cause, by the affirmative vote of a two-thirds (2/3) majority of the Trustees present at a duly held meeting of the Board of Trustees.

Section 4.15 – Vacancy. In the event of the death, removal, or resignation of a Trustee, a successor to fill the unexpired term shall be elected by the affirmative vote of a two-thirds (2/3) majority of the Trustees present at a duly held meeting of the Board of Trustees.

Section 4.16 – Compensation. Trustees shall not be compensated for their duties as Trustees. Trustees may be reimbursed for expenses incurred on behalf of the corporation.

## ARTICLE V COMMITTEES

Section 5.1 – Creation. The Board of Trustees may establish one or more committees, including an executive committee, having the duties, power and authority as these By-Laws, or as the Board, from time to time, by resolution, may provide. The Board of Trustees may appoint or provide for the appointment of a Chairperson of such committees from among the Board of Trustees and may appoint or provide for the appointment of members of such committees from among the Board of Trustees, active members of corporation, and other persons from the community at large.

Section 5.2 – Executive Committee. Except to the extent limited by resolution of the Board or as otherwise prohibited by the Articles of Incorporation, these By-Laws, or the laws of the State of Minnesota, the executive committee shall have all the power and authority of the Board of Trustees, provided that the executive committee shall have power to act only in the intervals between meetings of the Board of Trustees and shall at all times be subject to the control and direction of the Board of Trustees.

Section 5.3 – Meetings. Committee meetings shall be called at the direction of the Chairperson of the committee or any two members. Quorum requirements, notice of committee meetings, and actions taken by committees shall be controlled by those sections of these By-Laws which govern those matters for the Board of Trustees.

## ARTICLE VI OFFICERS

Section 6.1 – Number. The officers of the corporation shall be a Chair, one or more Vice Chairs, a Secretary, a Treasurer, and such other officers, including a Chair-Elect, as the Board of Trustees may, from time to time, elect.

Section 6.2 – Duties. The duties of the officers of this corporation shall be:

- A. Chair – The Chair shall preside at all official meetings of the Board of Trustees. The Chair will represent the organization as its volunteer head and shall perform such other duties as may be determined from time to time by the Board of Trustees.
- B. Chair-Elect – When elected by the Board of Trustees, the Chair-Elect shall perform such duties as may be determined from time to time by the Board of Trustees. The Chair-Elect shall be vested with all powers of and perform all the duties of the Chair in the Chair's absence or inability to act, but only so long as such absence or inability continues.
- C. Vice Chairs – The Vice Chairs shall perform such duties as may be determined from time to time by the Board of Trustees. When no Chair-Elect has been elected by the Board of Trustees, a Vice Chair shall be vested with all powers of and perform all the duties of the Chair in the Chair's absence or inability to act, but only for so long as such absence or inability continues. If more than one Vice Chair has been elected by the Board of Trustees, the Board of Trustees shall designate an order of seniority solely for the purpose of determining the order in which the Vice Chairs shall act in place of the Chair in the event of such absence or inability.
- D. Secretary – The Secretary shall attend all meetings of the Board of Trustees and any committee thereof, and keep the minutes of such meetings, give notices, prepare any necessary certified copies of corporate records, and perform such other duties as may be determined from time to time by the Board of Trustees. In the event the Secretary is absent at any meeting, the person presiding at the meeting shall appoint a temporary Secretary to take minutes of the meeting.
- E. Treasurer – The Treasurer shall have charge of the corporate treasury, receiving and keeping the monies of the corporation, and disbursing corporate funds as authorized. The Treasurer shall perform such other duties as may be determined from time to time by the Board of Trustees.

Section 6.3 – Requirements. The officers of the corporation shall be members of the Board of Trustees.

Section 6.4 – Removal. Any officer may be removed, with or without cause, by the affirmative vote of a two-thirds (2/3) majority of the Trustees present at a duly held meeting of the Board of Trustees.

Section 6.5 – Term Limits of Officers. An officer of the corporation shall not serve more than three (3) consecutive one (1) year terms in any given office.

## ARTICLE VII

### DEALING WITH OTHER CORPORATIONS AND ORGANIZATIONS

Section 7.1 – Corporations. Transactions between this corporation and a Trustee, or a person or entity related to a Trustee, shall not be deemed invalid by reason of such relationship, in the absence of fraud.

Section 7.2 – Individuals and Other Organizations. A contract or other transaction between this corporation and one or more of its Trustees, or between this corporation and an organization in or of which one or more of this corporation's Trustees are Trustees, Directors, Officers or legal representatives, or have a material financial interest, is not void or voidable because the Trustee or Trustees or the other organizations are parties or because the Trustee or Trustees are present at the meeting of the Board of Trustees or a committee at which the contract or transaction is authorized, approved, or ratified, if:

- A. The contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair, and reasonable at the time it was authorized, approved, or ratified; or
- B. The material facts as to the contract or transaction and as to the Trustee's or Trustees' interest are fully disclosed or known to the Board or the committee, and a majority of the Board or committee authorizes, approves or ratifies the contract or transaction in good faith, but the interested Trustee or Trustees shall not be counted in determining the presence of a quorum and shall not vote on the motion to authorize, approve, or ratify, the contract or transaction.

Section 7.3 – Relationships Creating a Material Financial Interest. For the purpose of this Section, a Trustee has a "material financial interest" in each organization in which the Trustee, or the spouse, parents, children (and/or spouses of children), brothers and sisters (and or spouses of brothers and sisters) of the Trustee, or any combination of them, have a material financial interest.

## ARTICLE VIII

### FINANCE

Section 8.1 – Receipt of Contribution. Any dues, contributions, grants, bequests, or gifts made to the corporation shall be accepted or collected only as authorized by the Board of Trustees.

Section 8.2 – Depositories. All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such financial institutions as shall be designated by the Board of Trustees.

Section 8.3 – Signing of Documents. The signing of all contracts, checks, and orders for the payment, the receipt or deposit of money, and the access to securities of the corporation shall be as provided by the Board of Trustees.

Section 8.4 – Budget. The annual budget of estimated income, income expense, and capital expense shall be approved by the Board of Trustees.

Section 8.5 – Title to Property. Title to all property shall be held in the name of the corporation.

Section 8.6 – Financial Reports. A summary report of the financial operation of the corporation shall be made by the Treasurer at least annually to the Board of Trustees.

#### ARTICLE IX INDEMNIFICATION

Section 9.1 – Indemnification. To the full extent permitted by the Minnesota nonprofit corporation act, as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Trustee or Officer of the corporation, or he or she is or was serving at the specific request of the Board of Trustees of the corporation as a Trustee, Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation against expenses, including attorneys' fees, whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the By-Laws.

#### ARTICLE X AMENDMENT OF BY-LAWS

Section 10.1 – Amendment of By-Laws. These By-Laws may be amended at any time and from time to time by the affirmative vote of two-thirds (2/3) of the Trustees who are present at a duly held meeting of the Board of Trustees.