

PROPOSED AGENDA
LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT FOUNDATION
Board of Directors Meeting
September 22, 2022

DATE: Thursday, September 22, 2022

TIME: 12:00 p.m. to 1:30 p.m.

PLACE: Windmill Library, 7060 W. Windmill Lane, Board Room

Zoom

Join Zoom Meeting

<https://us06web.zoom.us/j/86948626035?pwd=Q0NIRVBRMDN5aTdmYngrR1NQYUw3UT09>

Meeting ID: 869 4862 6035

Passcode: 149789

I. Roll Call

II. Public Comment

Topics raised under this item must be limited to matters on today's Agenda. If you wish to comment on an item appearing on this agenda, you may send an email to walkers@lvccld.org. Please identify on which agenda item you are commenting. Any comments not so identified will be read at the end of this meeting.

The public comment period at Library Foundation board meetings shall be limited to a maximum of forty-five (45) minutes for both periods of public comment. Remarks by speakers during the public comment period shall be limited to three (3) minutes, each. A speaker may not transfer time to another speaker; although, the chair has the authority to grant additional time to a speaker. When more than fifteen (15) people wish to comment, the chair shall proportionately reduce the time allotted to the forty-five minute maximum.

III. Board action to accept proposed agenda

IV. Board action to accept minutes from June 15, 2022

V. Review financial statements and budget, Jane Mac

VI. Discussion and possible action to review and amend Foundation By-Laws and formation of committees.

VII. Discussion and possible action on Foundation Media Policy

VIII. Discussion and possible action, Election of Officers and Directors

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- IX. Discussion and possible action 2023 proposed gala
- X. Development Report, JoAnn Prevetti
- XI. Library District Executive Director's Report
- XII. Announcements
 - a. Audited Financial Statements will be presented on November 8, 2022

XIII. Public Comment

Topics raised under this item cannot be acted upon until the notice provisions of the open meeting law have been met. If you wish to comment on an item appearing on this agenda, you may send an email to walkers@lvccld.org. Please identify on which agenda item you are commenting. Any comments not so identified will be read at the end of this meeting.

XIV. Adjournment

NOTE: AT ANY TIME, ANY ITEM ON THIS AGENDA MAY BE TAKEN OUT OF ORDER, COMBINED WITH ONE OR MORE OTHER ITEMS ON THE AGENDA OR REMOVED FROM THE AGENDA, EITHER AT THE DISCRETION OF THE CHAIR OR BY VOTE OF THE BOARD.

NOTE: REASONABLE EFFORTS WILL BE MADE TO ASSIST AND ACCOMMODATE PERSONS WITH PHYSICAL DISABILITIES DESIRING TO ATTEND THE MEETING. PLEASE CALL SHERRY WALKER AT (702) 507-6183 SO THAT ARRANGEMENTS FOR ATTENDANCE MAY BE MADE.

NOTE: PLEASE CONTACT SHERRY WALKER AT (702) 507-6183 OR walkers@lvccld.org TO REQUEST THE SUPPORTING MATERIAL FOR THIS MEETING. SUPPORTING MATERIAL WILL BE MADE AVAILABLE AT THE MEETING LOCATION ON THE DAY OF THE MEETING AFTER 3:00 P.M.

Pursuant to NRS 241.020, written notice of the meeting of the Las Vegas-Clark County Library District Foundation Board of Directors was given on Thursday September 15, 2022, i.e., given at least three (3) working days before the meeting, including in the notice the time, place, location and agenda of the meeting:

- A. By delivering a copy of the notice to each Foundation Board Member;
- B. By posting a copy of the notice at the principal office of the Foundation, or if there is no principal office, at the building in which the meeting is to be held, and at least three other separate, prominent places within the jurisdiction of the Foundation, to wit:
 - 1. Clark County Library
1401 E. Flamingo Road
Las Vegas, NV 89119

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2. Enterprise Library
8310 South Las Vegas Blvd.
Las Vegas, NV 89123
 3. West Charleston Library
6301 W. Charleston Boulevard
Las Vegas, NV 89146
 4. Windmill Library
7060 W. Windmill Lane
Las Vegas, NV 89113
 5. Las Vegas-Clark County Library District Foundation website
www.lvccldfoundation.org
 6. Nevada Public Notice Website: <https://notice.nv.gov/>
- C. By mailing a copy of the notice to each person, if any, who has requested notice of the meetings of the Las Vegas-Clark County Library District Foundation Board of Directors in the same manner in which notice is requested to be mailed to a member of the Library Foundation Board of Directors.

Minutes

LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT FOUNDATION

Board of Directors Meeting

June 15, 2022

The Board of Directors of the Las Vegas-Clark County Library District Foundation met on June 15 2022, at the Windmill Library and via Zoom at 12:00 p.m.

Board Members in

Attendance:

Elaine Sanchez, President
Jane Mac, Secretary-Treasurer
Kelly Benavidez, Director
Keiba Crear, Director
Chaka Crome, Director
Michael Kalish, Director
Tamar Hoapili
Nicole Rogers, Director
Chris Way, Director
Kelvin Watson, Ex-Officio Director

Board Members Absent:

Felipe Ortiz, Director
John Pourciau, Director
Dan Sarazin, Director

Guests:

Cameron Garner, Crescent Capital Growth
Dennis Martinez, Crescent Capital Growth
Floresto Cabias, Library District CFO

Roll Call
(Item I)

President Sanchez called the meeting to order at 12:05 p.m. All members listed above represent a quorum.

Public Comment
(Item II)

None

Board Action to
accept proposed
agenda
(Item III)

Treasurer Mac moved to approve the proposed agenda, Director Ortiz seconded the motion. All voted in favor, motion carried.

Board Action to
accept minutes from
March 24, 2022
(Item IV)

President Sanchez reviewed the Minutes from March 24, 2022 noting the section that stated, **"Ms. Prevetti told the board that the Foundation is planning on hosting a gala in May 2023 that will incorporate naming opportunities along with table sales"**. President Sanchez asked that the record reflect that the board has not discussed a gala and it has not been voted on as an agenda item. The last time there was a discussion about an event was two years ago and the event was scheduled to take place at a library.

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President Sanchez continued that if the Foundation is going to host a gala the board needs to know what the total expense will be for that event. She asked that the record reflect that the board has not voted to agree on hosting a gala. President Sanchez asked if there were any questions or need for further discussion. Hearing none, President Sanchez made a motion to accept the Minutes from March 24, 2022. All voted in favor, motion carried.

Discussion and Action to approve contract with Crescent Capital Growth for New Markets Tax Credits (Item V)

President Sanchez introduced Cameron Garner from Crescent Capital growth and asked that he review the proposed New Markets Tax Credits project for the West Las Vegas Library. Mr. Garner stated that he believes most of the board members were involved in the New Markets projects of East Las Vegas and Mesquite, both of which were extremely successful. He continued that the West Las Vegas project has fairly straightforward financing and will be less complex than the East Las Vegas project.

Mr. Garner said he would like to start with any questions that the board might have about what the next steps will be over the next six months. Treasurer Mac asked if the existing West Las Vegas library building is going to be remodeled or will there be an entirely new building on a different piece of property. Director Watson answered that the current building would be sold to the City of Las Vegas and the Library District would build a new building at a new location

Treasurer Mac then asked about the expected timeline for the entire project. Mr. Garner replied that the New Market Tax Credits are awarded annually by the Department of the Treasury. At this time, he believes the awards will come out in late October to mid-November and the financing takes about 3 to 4 months to close. The earliest close date would be the first quarter of 2023. Mr. Garner emphasized that the Library District does not have to wait on the NMTC financing to close to start construction. He believes that he **can find several CDE's that would wait until May or June to close to** accommodate the Library District construction schedule.

President Sanchez asked Mr. Cabias what he sees as the time frame for the Library District getting the information to Crescent for them to begin marketing the project. Mr. Cabias replied that the District is making good ground and would like to move forward in a timely manner to capture as many costs as possible as there is a three-year recapture period and maximizing costs will maximize the benefits.

President Sanchez asked if the Foundation could receive a fee for participating in the NMTC project. Mr. Garner replied that in the last two deals, the Foundation acted as the leveraged lender in the project and there is typically not a fee associated with that. He continued that if a fee for the Foundation is something the board would like to explore, we could talk about that.

President Sanchez asked if there were any more questions from the board. Hearing none, Director Way made a motion to authorize the

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Discussion and possible action to adopt annual budget (Item VI)

Foundation to participate as a leveraged lender in a New Markets Tax Credit transaction for the West Las Vegas Library including the engagement of Crescent Capital Growth as consultants for the project. Director Kalish seconded the motion, all voted in favor. Ms. Prevetti welcomed everyone and stated that she would be presenting the budget. She asked if the board preferred that she reviewed each line item or just the ones that were significantly modified from last year. President Sanchez replied that Ms. Prevetti should review the line items that she feels are necessary to explain and the board will ask if they have further questions.

Ms. Prevetti began with the line item under expenses titled Outside Computer Services/Orange Boy. She stated that expense was increased from \$6,000 to \$50,000 to include a subscription to Orange Boy, which will provide digital marketing services targeted to individuals of wealth through geo fencing to raise awareness and donations for the Foundation. The 12-month contract cost is \$42,000 for a year and in return, Orange Boy will provide 4.5 million digital ads on various social media platforms.

President Sanchez asked if there were any questions from the board on this line item. Director Way stated he would like to see the proposal from Orange Boy to understand what CPM they are targeting and from a direct response perspective what is the ROI. He asked who is doing the creative work for this project and how are we looking at the performance of the creative, is there a test and then modifications of the creative after the test, what is the strategy after we launch.

Ms. Prevetti replied that Orange Boy would be responsible for the creative based on information provided to them by the Foundation and with oversight provided by the District marketing department. She continued that modifications of the ads could be made at any time based on performance. Director Watson added that the Library District uses Orange Boy for their marketing efforts and it has worked very well. President Sanchez asked what kind of return could be expected on the investment of \$42,000. Ms. Prevetti replied that for the 4.5 million ads she expects to get a 10% return, almost half a million dollars.

Director Chrome asked if there was any data from other Foundations that have used the Orange Boy program. Ms. Prevetti replied that she does not have that data but can request it from Orange Boy. Treasurer Mac asked for clarification on the revenues expected from Orange Boy and grant funds that have been committed for the tutoring program from the City of Las Vegas.

Treasurer Mac stated that the Foundation budget is getting more **complex due to Ms. Prevetti's fundraising efforts and we need to** make it more clear in the budget which of the revenue is restricted to specific programs.

Director Hoapili asked about the revenue from contributions and

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events, specifically what events are included in that line item, and is a gala included in the events? Ms. Prevetti replied that the events are all up for discussion and the Development Department would like to host small donor events in addition to a gala.

Ms. Prevetti continued to the next line item of conference, meeting, and donor relations. She stated that the development department will be having a large increase in donor meeting this year and many of those meetings are breakfast or lunch. She added that the donors usually cover the cost but she would like to have funds available to pay for those meetings if needed. President Sanchez asked if there were any questions from the board on that line item. Hearing none, she asked Ms. Prevetti to continue to the next item.

Ms. Prevetti moved on to the budget line item for media, marketing and videographer, stating that this number has been increased to allow for hiring an outside videographer and graphic designer. She explained that outside contractors would allow for more flexibility as **the library district's marketing department has a lengthy** lead-time of 8 weeks. Ms. Sanchez asked if there were contracts in place for these services. Ms. Prevetti replied no, these expenses are being proposed in the Foundation budget but no contracts have been signed. President Sanchez asked if there were any other questions on this line item, all replied no.

President Sanchez asked about the line item costs of printing, postage, and gala invitations that increased from \$2,000 to \$25,000. Ms. Prevetti replied that the Development Department is proposing a gala for May 2023 and these funds would be used for invitations and mailing if the board decides to move forward on the event. President Sanchez stated that she is not comfortable voting on expenses for an event that has not been discussed as an agenda item. She would like to remove all gala expenses from the proposed budget and discuss the event at the next meeting. If the gala is approved, the budget can then be augmented to include the expenses.

Ms. Prevetti agreed that all expenses related to the gala can be removed from the budget and the event can be placed on the agenda for the next meeting. Director Hoapili stated that she is excited about the prospect of a gala, but she too would like more discussion before including it in the budget. Ms. Prevetti added that the goal is to have a sponsor who would cover the costs of the event and she would be happy to present the concept and the anticipated costs and revenues later.

Director Crome asked about the increase in line item of Library District Programs, Foundation Initiatives, and Events. Ms. Prevetti replied that she anticipates bringing in more funding this year from new partnerships and increased marketing activities that will result in an increase in funding for new initiatives that can be funded with this line item. Director Crome asked if there were reserve funds in the event of a recession. Ms. Prevetti replied yes, this budget projects a net revenue of \$149,409.

Executive Director Watson added that the Library District has hired a grant writer and the grant funding to both the library district and Foundation has increased significantly already.

President Sanchez asked if there were any further questions about the budget. Treasurer Mac stated that she would like to have the miscellaneous expenses reduced, as \$5,000 seems excessive relative to actual expenses for the past year. She asked if bookstore **funds are available to be used for the Director's funds according to** the agreement on book sales with the library district. Treasurer Mac also inquired if more funds should be allotted for volunteer expenses since the Foundation activities are increasing.

Executive **Director Watson replied that the Executive Director's fund** is strictly for new library district programs and initiatives that were not included in the District budget with reports given to the Foundation on how the funds were spent. Treasurer Mac suggested **the line item of Executive Director's fund be removed and** those funds be included with the line item of library district programs and foundation initiatives to give Director Watson more flexibility with the funds.

Ms. Prevetti stated that the Foundation has ample volunteers to support Foundation activities in our system and there is no need to increase the volunteer expenses line item.

Director Hoapili thanked Ms. Prevetti and Executive Director Watson for answering all the board questions.

President Sanchez asked if there were any more questions from the board. Hearing none, Director Hoapili made a motion to accept the budget with the edits of removing gala invitations, removing the line **item Executive Director's fund (\$50,000), adding \$50,000 to Library** programs and Foundation Initiatives, and removing Orange Boy expenses. Director Mac added that she would like to see the restricted revenues and expenses separated from the unrestricted funds and the miscellaneous expenses removed. Director Rogers seconded the motion; all voted in favor with the exception of Director Way who asked to see the revised budget. Motion passed. President Sanchez stated the revised budget would be presented at the next meeting.

Review Financial
Statements (Item
VII)

Treasurer Mac presented the Foundation financial statements through May 31, 2022 stating that the Foundation has revenues of \$545,433 and expenses of \$485,162 highlighting the need for classifying the expenses for clarity. Treasurer Mac also explained that the interest revenue and expenses for the New Markets Tax Credits will be net zero, but due to the timing of payments, the statement reflects an interest expense.

President Sanchez asked if there was an issue with the purchase of

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Discussion and possible action to approve contract for financial statement audit and tax preparation with Hilburn and Lein, CPAs (Item VIII)

gift cards. Treasurer Mac asked if there were safeguards in place to track the gift cards. Ms. Walker explained the tracking procedures for the gift cards for volunteers and tutors including recording the amount, the recipients and dates of distribution.

Hearing no other questions, Director Hoapili made a motion to accept the financial statements as of May 31, 2022. Director Way seconded the motion, all approved.

Ms. Walker explained that the Foundation has used the services of Hilburn & Lein for the past several years to conduct the annual **financial audit. The firm has agreed to conduct this year's audit,** pending board approval, for a cost of between \$10,000- \$12,000.

Director Hoapili asked the fee for the audit is included in the proposed budget. Ms. Walker replied yes, under the line item of financial and legal fees.

Treasurer Mac made a motion to approve the engagement of Hilburn & Lein, CPA's for the preparation of the Financial Statements for the years ended June 30, 2021 and 2022 and preparation of the 2021 federal income tax returns for the Foundation. Director Hoapili seconded the motion, all approved, motion passed.

Development Update (Item IX)

Ms. Prevetti began her presentation by sharing one of the PSA's that will start running on Cox, thanking Director Hoapili for her generous offer to run 10 PSA's for the Foundation on Cox stations throughout the year.

Ms. Prevetti introduced Virginia Weidenfeller, the new grant writer for the library district, who previously worked at UNLV.

Ms. Prevetti gave an overview of the 60+ meetings that the Development Department has had with community partners, elected officials, nonprofits, Foundations, and local businesses. Ms. Prevetti explained she is using these meetings to raise awareness of the programs the library operates and generate funding depending on the interest of the donor. She added that several individuals have expressed interest in a seat on the Foundation board. Ms. Prevetti would like to have clear direction and procedures in place for the steps to present someone as a potential board member as vacancies arise and asked if this could be added as an agenda item at the next meeting.

Ms. Prevetti continued her presentation reviewing new partnerships with the Sunrise Hospital, a cell phone distribution program with the Nevada Homeless Alliance and Nevada Partnership for Homeless Youth, and Best Buy. Ms. Prevetti showed a promotional video highlighting the cell phone distribution at the Clark County Library.

Ms. Prevetti reviewed the current and pending grants for both the Foundation and the Library District, noting the increase in grant funding over the past four months. Ms. Prevetti also discussed the examples of philanthropy marketing ads that have been created for

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the Foundation. The Orange Boy presentation was moved to the next meeting.

Library District
Update (Item X)

Executive Director reviewed his written report highlighting an additional \$20,000 in grant funding to purchase more cell phones, the opening of the West Charleston Youth Hub, a partnership with Hope for Prisoners, and Chef Jeff. Executive Director Watson announced that today is the kick off the 100 Black Men of Las Vegas book club at the Sahara West Library.

Announcements
(Item XI)

President Sanchez asked if there were any questions on the report. Hearing none, she thanked Ms. Prevetti and Director Watson for their time and explanations of agenda items. Director Hoapili congratulated Executive Director Watson for his feature story in the July edition of Black Image magazine.

Public Comment

The board agreed that the next meetings would be held on September 22, 2022 and November 8, 2022.
None

(Item XII)
Adjournment
(Item XIII)

The meeting was adjourned at 1:41 pm

Respectfully submitted,

Jane Mac, Secretary

**LAS VEGAS - CLARK COUNTY
LIBRARY DISTRICT FOUNDATION**

Item V: Financial Statements and Budget Review

Financial Statement Review				
August 31, 2022				
	YTD 8/31/2022	2 - Months	2 - Months	12 - Months
	2 - Months			
	Actual	FY2023 Budget	Over/(Under)	FY2022 Budget
Revenues				
Individual/ Business Contributions	2,218	8,333	(6,115)	50,000
Grants	-	125,000	(125,000)	750,000
Bookstore Sales	49,611	50,000	(389)	300,000
Investment Interest Income	1,276	7,235	(5,959)	43,409
	53,106	190,568	(137,463)	1,143,409
Expenses				
Foundation Initiatives & District Programs	80,849	156,667	(75,818)	940,000
Book Store Operations	9,511	18,333	(8,822)	110,000
Other Expenses	3,905	7,667	(3,761)	46,000
NMTC (net interest expense)	24,498	-	24,498	-
	118,762	182,667	(63,904)	1,096,000
Net Income (Loss)	(65,657)	7,902	(73,558)	47,409
WF & NSB Checking Account Balances	343,602			

Las Vegas Clark County Library District Foundation

Statement of Financial Position

As of August 31, 2022

	<u>Total</u>
ASSETS	
Current Assets	
Bank Accounts	
1000 Petty cash	100.00
1020 Wells Fargo Commercial Checking	146,501.15
1050 Nevada State Bank	197,100.74
1070 Chase Bank	0.00
1080 Nevada Weath Advisors - Opr	0.00
1081 Ameritrade - Opr Cash & MM	1,547.09
1090 Nevada Wealth Advisors - ICA	0.00
1091 Ameritrade - Cash & MM	231,340.41
1095 Short-Term Investment	0.00
1096 Ameritrade CD - Short-Term	1,717,913.30
1097 Ameritrade - US Treasuries ST	261,801.45
Total Bank Accounts	\$ 2,556,304.14
Accounts Receivable	
1200 Interest Receivables	137,859.48
1210 Pledges receivable	0.00
1240 Grants receivable	0.00
Total Accounts Receivable	\$ 137,859.48
Other Current Assets	
1280 Gift Cards	0.00
1299 Undeposited Funds	0.00
1450 Prepaid expenses	0.00
Total Other Current Assets	\$ 0.00
Total Current Assets	\$ 2,694,163.62
Other Assets	
1250 Other Receivables	1,527.65
1300 Inventory	146,188.00
1500 Long-Term Investment	0.00
1501 Ameritrade CD - Long-Term	-13,003.42
1502 Ameritrade - US Treasuries LT	-22.74
1503 Ameritrade - Corp Bonds/Notes	1,200,615.67
1600 Long-Term Note Receivable - ELV	11,335,600.00
1700 Long-Term Note Receivable - MQ	6,646,000.00
Total Other Assets	\$ 19,316,905.16
TOTAL ASSETS	\$ 22,011,068.78
LIABILITIES AND EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	

2010 Accounts payable		0.00
Total Accounts Payable	\$	0.00
Credit Cards		
2050 Credit card # 1778		0.00
2055 Credit Card # 4841 WF		0.00
2060 Credit Card #2942 NV State Bank		-209.58
Credit card (7230)		0.00
Total Credit Cards	-\$	209.58
Other Current Liabilities		
2700 Due to Related Party - QALICB		88,102.86
2760 Due to Related Party - LVCCLD		9,303.85
2800 Unearned Revenue		0.00
8900 Payroll Liability		404.00
8910 Payroll taxes- employee		242.24
Total 8900 Payroll Liability	\$	646.24
Total Other Current Liabilities	\$	98,052.95
Total Current Liabilities	\$	97,843.37
Total Liabilities	\$	97,843.37
Equity		
3001 Opening Bal Equity		0.00
3010 Fund Balance		21,978,882.21
Net Revenue		-65,656.80
Total Equity	\$	21,913,225.41
TOTAL LIABILITIES AND EQUITY	\$	22,011,068.78

Monday, Sep 12, 2022 03:49:26 PM GMT-7 - Accrual Basis

**LAS VEGAS - CLARK COUNTY
LIBRARY DISTRICT FOUNDATION**

Item V: Financial Statements and Budget Review

Las Vegas Clark County Library District Foundation					
July 2022- June 2023 Budget					
		Unrestricted Funds	Bookstore Restricted Funds	Restricted Funds	Total
Revenue					
Foundations/ Trust Grants		-	-	350,000	350,000
Restricted Grant Funds City of Las Vegas				400,000	400,000
Individual/ Business Contributions		50,000	-	-	50,000
Bookstore Sales		-	300,000	-	300,000
Interest Income		43,409	-	186,849	230,258
Total Revenue		93,409	300,000	936,849	1,330,258
Expenses					
Administrative Costs					
Payroll		-	40,000	-	40,000
Contract Services		-	-	-	-
Financial and Legal Fees		25,000	-	-	25,000
Outside Computer Services		10,000	-	-	10,000
Insurance		3,000	-	-	3,000
Travel & Transportation		-	-	-	-
Conference, Convention & ,Meeting			10,000	-	10,000
Supplies		1,000	-	-	1,000
Printing, Copying and Postage		2,000	-	-	2,000
Program Supplies- Bags, Headphones, Flash Drives		-	10,000	-	10,000
Bank Fees		5,000	-	-	5,000
Media and Marketing			50,000	-	50,000
Total Administrative Costs		46,000	110,000	-	156,000
Program Costs					
Volunteer Program- Recruiting, Training, Appreciation		-	20,000	-	20,000
After school tutoring				400,000	400,000
Library District Programs, Foundation Initiatives		40,000	150,000	330,000	520,000
Interest Expenses NMTC				186,849	186,849
Total Program Costs		40,000	170,000	916,849	1,126,849
Total Expenses		86,000	280,000	916,849	1,282,849
Revenue over Expenses		7,409	20,000	20,000	47,409

NOMINATING AND GOVERNANCE COMMITTEE CHARTER

The Las Vegas Clark County Library Foundation Board of Directors

Purpose

The purpose of the Nominating and Governance Committee (the “Committee”) is to ensure that the Board of Directors (the “Board”) fulfills its legal, ethical and functional responsibilities through adequate governance policy development, recruitment, strategies, training programs, monitoring of Board activities and evaluation of Board members’ performance.

Membership

The Committee shall be comprised of three or more directors approved by the Board to serve one year terms.

Meetings

The Committee shall meet at least four times per year, or more frequently as the Committee considers necessary. The Committee Chair, who shall be nominated by the Committee and elected by the Board, shall preside at all meetings. Meetings may be in person or telephonic and the Chair shall present findings or recommendations to the Board. The Committee can take unanimous written consent. A quorum shall consist of a majority of the members.

Recruitment & Selection

The Committee will ensure that:

1. The Board does not fall below the number of directors required by the bylaws

**LAS VEGAS - CLARK COUNTY
LIBRARY DISTRICT FOUNDATION**

Item VI Review Foundation By-Laws and Formation of Committees

2. The Board is comprised of members who provide a broad range of skills, experience, and community representation to the Foundation
3. Directors elected to the Board understand and agree with the mission of the organization and the code of ethics for directors
4. Directors elected to the Board understand and agree to the time and participation requirements of Board members
5. Directors elected to the Board understand and agree to the financial requirements of Board members
6. Elections and appointments to the Board comply with bylaws and other legal requirements

Responsibilities

The Committee will ensure that the Board is able to govern the Foundation effectively through:

1. Creation of governance policies and procedures
2. Recruiting and nominating suitable board members
3. Providing orientation and training programs for members of the Board
4. Evaluating the performance of individual members and the Board as a whole

The Committee will conduct an annual performance self-assessment review, including the adequacy of the committee charter, and recommend any changes to the Board.

Governance Policy Development

The Committee will ensure that policies are created and periodically received which define the:

1. Rights and responsibilities of the Board members
2. Duties and responsibilities of the directors and officers
3. Policies to avoid actual or perceived conflicts of interest
4. Procedures for nomination, selection, and removal of directors

Education

The Committee will ensure that directors are able to discuss, debate and plan the following from a basis of knowledge regarding the:

1. Foundation's mission, goals, objectives, programs, and services
2. Foundation's budget and financial statements
3. Roles, duties and responsibilities of the Board, committees, individual directors, and the President

Evaluation

The Committee will ensure that Board, its committees, and its members participate in an annual process to evaluate the activities in terms of achievements, abilities and strengths and areas for improvement.

Accountability

The Committee is accountable to the Board for the following tasks:

1. Annual evaluation of the Board's strengths and weaknesses
2. Creation and annual review of a 3-5 year plan for Board development based on the Foundation's strategic plan and annual Board evaluation
3. Ongoing recruitment of members who can augment the Board's strengths and add their skills in areas that need improvement
4. Training, coaching, and mentoring of directors to develop their own skills as Board members
5. Monitoring the attendance and contributions of members
6. Drafting governance policies and budgets for Board development
7. Keeping records of director recruitment, names suggested, qualifications, contacts with candidates and final outcomes
8. Producing and keeping current documents needed for recruitment efforts

Documentation

All actions of the Committee and all recommendations of the Board will be documented in contemporaneous minutes maintained with the Board's records.

BYLAWS

OF

LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT FOUNDATION, INC.
A Nevada Non-Profit Corporation

ARTICLE 1 NAME

The name of this organization shall be:

LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT FOUNDATION, INC.

ARTICLE 2 OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office for the transaction of business of the corporation is located at 833 N. Las Vegas Boulevard, Las Vegas in Clark County, Nevada.

SECTION 2. CHANGE OF ADDRESS

The Board of Directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these Bylaws:

_____ Dated: _____, 20__

_____ Dated: _____, 20__

_____ Dated: _____, 20__

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

ARTICLE 3
OBJECTS AND PURPOSES

This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c) 3 of the Internal Revenue Code, or corresponding section of any future federal tax code, and in this connection, subject to the restrictions set forth below, the objects and purposes of the corporation and the nature of the business to be carried on by it are as follows:

- (a) To aid, support, and assist the promotion, growth, and improvement of the Las Vegas-Clark County Library District, its staff, facilities, and collections, and to enhance and stimulate the quality of library services and the standards and potentials of the Las Vegas-Clark County Library District without supplanting any state or federal and local funding sources, or becoming a substitute source for such funding.
- (b) To receive, maintain, and administer a fund of real and personal property derived from all sources whatsoever, and subject to the terms of any specific gift, grant, bequest, or devise and to the restrictions set forth below, to use, apply, and distribute the income from and the principal of such fund exclusively for the benefit of, or to carry out the purposes of, the Las Vegas-Clark County Library District.
- (c) To serve as an innovative, flexible, and efficient vehicle to facilitate the solicitation and management of gifts, grants, bequests, and devises for the benefit of the Las Vegas-Clark County Library District.
- (d) To do and engage in all lawful activities that further or are consistent with the preceding objects and purposes of the corporation.

ARTICLE 4 MEMBERSHIP

The Board of Directors of the Las Vegas-Clark County Library District Foundation, Inc. shall constitute the membership of the corporation.

ARTICLE 5 DIRECTORS

SECTION 1. POWERS

Subject to the provisions of the laws of this state and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 2. NUMBER

The corporation shall have not less than three (3) and not more than fifteen (15) directors and collectively they shall be known as the Board of Directors. The exact number of directors

shall be fifteen (15) until changed, within the limits specified above, by a Bylaw amending this section, duly adopted by the Board of Directors.

SECTION 3. QUALIFICATIONS

Directors shall be at least 18 years of age, the age of majority in this state.

Two (2) members of the Board of Directors shall, at all times, be appointed from the current membership of the Las Vegas-Clark County Library District Board of Trustees. If any member of the Board of Directors appointed from the Library District Board of Trustees dies, resigns, is removed, or ceases to be a member of the Library District Board of Trustees, the Library District Board of Trustees shall appoint a replacement to serve the remaining term of that member.

The Executive Director of the Las Vegas-Clark County Library District shall also, at all times serve as a member of the Foundation Board of Directors in an ex-officio capacity.

SECTION 4. DUTIES

It shall be the duty of the directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these Bylaws;

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers of the corporation;

(c) Supervise all officers of the corporation to assure that their duties are performed properly;

(d) Meet at such times and places as required by these Bylaws;

(e) Register their physical address, telephone numbers, and email address with the Secretary of the corporation. Notices of meetings mailed, telegraphed, sent by facsimile or electronic mail to them at such addresses shall be valid notices thereof.

SECTION 5. TERM OF OFFICE

Each director shall hold office for a period of three years and until his or her successor is elected and qualifies. Each elected director may serve for two consecutive terms, and may be re-elected to the Board after a period of one year following the last month of their last Board term has passed.

At each annual meeting of the Board of Directors the board, by affirmative vote of the majority of the directors in office, shall elect the directors to fill the terms that have expired.

SECTION 6. COMPENSATION

Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board as shall be determined by resolution of the Board of Directors. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by resolution of the Board of Directors.

SECTION 8. REGULAR MEETINGS

Regular meetings of the Board of Directors shall be held at such times as shall be determined by resolution of the Board of Directors, but not less frequently than semi-annually. One of these meetings shall also be constituted as the Annual Meeting of the Board of Directors.

SECTION 9. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the Chairperson of the Board, the President, the Vice-President, the Secretary, by any two directors, or, if different, by the persons specifically authorized under the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of the corporation or, if different, at the place designated by the person or persons calling the special meeting.

SECTION 10. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these Bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the board of directors:

(a) Regular Meetings. No notice need be given of any regular meeting of the board of directors.

(b) Special Meetings. The Secretary of the corporation shall give at least one-week prior notice to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, by facsimile machine, or electronic mail and shall state the place, date and time of the meeting and the matters proposed to be acted upon at the meeting.

(c) Waiver of Notice. Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this state, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 11. QUORUM FOR MEETINGS

A quorum shall consist of one-third (33%) of the members of the Board of Directors.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

SECTION 12. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 13. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Board of Directors in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Board of Directors may adopt

SECTION 14. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this state.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the board of directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office or by a sole remaining director. A person elected to fill a vacancy on the board shall hold office until the next election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 15. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 16. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

SECTION 17. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 6 OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The corporation may also have a Chairperson of the Board, one or more Vice Presidents, and other such officers and assistant officers as may be determined from time to time by the Board of Directors. Officers other than the President may hold more than one office at the same time. All officers shall serve until the next annual meeting of the Board and until their respective successors are elected and qualified or until their earlier resignation, removal from office, inability to act, or death.

SECTION 2. QUALIFICATIONS

All officers shall be members of the Board of Directors.

SECTION 3. ELECTION AND TERM OF OFFICE

At the first meeting and at each annual meeting thereafter, the Board of Directors shall elect a President, a Vice President, a Secretary, and a Treasurer, and such other officers and assistant officers as may be deemed appropriate by the Board.

SECTION 4. REMOVAL AND RESIGNATION

The Board of Directors may remove any officer, either with or without cause, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract that has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled, as the board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF 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 all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.

Exhibit at all reasonable times to any director of the corporation, or to his or her agent or attorney, on request therefore, the Bylaws and the minutes of the proceedings of the directors of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. DUTIES OF TREASURER

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE 7 COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of three (3) board members and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the board may at any time revoke or modify any or all of the Executive Committee authority so delegated, increase or decrease but not below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the board. The Executive Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the board may require.

SECTION 2. OTHER COMMITTEES

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 8 EMPLOYEES

The Corporation shall have no employees.

ARTICLE 9 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

All deeds, mortgages, bonds, checks, contracts and other instruments pertaining to the business and affairs of the Corporation shall be signed on behalf of the Corporation by the President of the Board of Directors.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer of the corporation.

SECTION 3. DEPOSITS

All funds of the corporation 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.

SECTION 4. GIFTS TO THE FOUNDATION

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation, as follows:

- (a) Gifts and Acceptance. Donors may make gifts to the Foundation by naming or otherwise identifying the Foundation. The Foundation need not accept a gift if the **Board of Directors determines that the gift is not in the Foundation's best** interests. Gifts shall vest in the Foundation upon receipt, unless such gift is subsequently rejected, provided, however, that any gift subject to a restriction shall not vest until accepted by the Board of Directors.
- (b) Gifts in Trust. If a gift is made in trust under which the Foundation has a present or remainder interest, only actual trust distributions to the Foundation shall be subject to the Articles of Incorporation and these Bylaws. The trustees may take such actions, as they deem necessary to protect the **Foundation's rights to receive** such distributions.
- (c) Donor Agreements. The Foundation may enter into agreements with donors with respect to gifts made to the Foundation. Such agreements may provide for **restrictions which are consistent with the Foundation's** purposes regarding (1) the particular Library District program or project to be supported, (2) the manner of distribution, including amount, times, and conditions of payments, and (3) the recognition name, as a memorial or otherwise, for a fund given, or addition to a fund previously held, or the anonymity of the gift. Any such donor agreement shall contain a provision that the Foundation shall follow any restrictions except as otherwise provided in these Bylaws.
- (d) Investment of Gifts. No gift need be separately invested or held, unless otherwise provided in a donor agreement, unless it is necessary in order to follow any other restriction of the donor as to purpose or investment or to prevent tax disqualification, or unless required by law. The Foundation may satisfy restrictions involving the naming of a fund, as a memorial or otherwise, either by

physical segregation of such fund or by bookkeeping entries which reflect the proportion of Foundation assets such fund represents.

ARTICLE 10 CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office:

(a) Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(c) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection shall include the right to copy and make extracts.

SECTION 5. PERIODIC REPORT

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE 11 IRC 501(C)(3) TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Section 501(h) of the Internal Revenue Code, or corresponding section of any future federal tax code], and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

SECTION 3. DISTRIBUTION OF ASSETS

Upon any liquidation, dissolution or winding up of the corporation, after paying or adequately providing for the payment of all the obligations and liabilities of the corporation, the Board of Directors shall dispose of all the assets owned by the corporation by transferring such assets exclusively to or for the benefit of the Las Vegas-Clark County Library District or its successor, if such successor be an exempt organization under Section 501 (c) (3) of the Internal Revenue Code and, if not, such assets will be distributed to a state or local government for a public purpose, or to an organization exempt under Section 501 (c) (3) of the Internal Revenue Code as the Board of Directors shall elect. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

SECTION 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section

4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 12 AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

Subject to the power of the members, if any, of this corporation to adopt, amend or repeal the Bylaws of this corporation and except as may otherwise be specified under provisions of law, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the Board of Directors.

ARTICLE 13 CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of thirteen (13) preceding pages, as the Bylaws of this corporation.

Dated: _____

Daniel L. Walters, Director

Lawrence T. "Tim" Wing, Director

M. Frances Sponer, Director

**LAS VEGAS - CLARK COUNTY
LIBRARY DISTRICT FOUNDATION**

Item VII Foundation Media Policy

Current LVCCLD media policy is as follows:

When the library district creates promotional materials for the district and/or library foundation, all proper protocols are followed.

**LAS VEGAS - CLARK COUNTY
LIBRARY DISTRICT FOUNDATION**

Item V: Election of Officers and Directors 6-15-2022

ITEM V: Election of Officers and Directors

Per the By-Laws of the Las Vegas-Clark County Library District Foundation, all officers shall serve until the next annual meeting of the Board and until their respective successors are elected and qualified.

The following Officers term expired in June 2022

- Elaine Sanchez, President

Discussion and action to elect a Foundation President

- Jane Mac, Secretary-Treasurer

Discussion and action to elect a Foundation Secretary-Treasurer

Per the By-Laws of the Las Vegas-Clark County Library District Foundation, each director shall hold office for a period of three years and until his or her successor is elected and qualifies. Each elected director may serve for two consecutive terms, and may be re-elected to the Board after a period of one year following the last month of their last Board term has passed.

Elaine Sanchez would like to nominate a new Board Director, Michelle Sanders, to the board for the first term of three years, from September 2022, through September 2025.

Michelle Sanders
Executive Vice President & Chief Operating Officer
Rogers Foundation



Michelle L. Sanders, a 35-year resident of Las Vegas, Nevada, is the Executive Vice President & Chief Operating Officer for The Rogers Foundation. Originally from Richmond, Virginia, she began her education at Virginia Commonwealth University and later completed a Bachelor of Arts Degree in Organizational Leadership from Arizona State University. Michelle previously worked for Intermountain West Communications Company, serving for over twenty years as General Manager for the Talk Radio station and as Accounts Payable Manager. During her tenure with IWCC, she worked within the non-profit community handling many of the philanthropic endeavors for the Rogers family. Michelle has a strong sense of pride and commitment to the Las Vegas Community and she operates her own nonprofit, Ladies in Training, teaching etiquette and the power of being a lady to high school aged girls.

Motion: Elect Michelle Sanders to the board for the first term of three years, from September 2022 through September 2025.

**LAS VEGAS - CLARK COUNTY
LIBRARY DISTRICT FOUNDATION**

Item V: Election of Officers and Directors 6-15-2022

Elaine Sanchez would like to nominate a new Board Director, Fred James, to the board for the first term of three years, from September 2022, through September 2025.

Fred James, CPA
Deputy Director/Chief Financial Officer



With over 25 years of finance and accounting experience, Fred James served as Chief Financial Officer of the Las Vegas-Clark County Library District. for 19 years. In this role he provided executive leadership and administration in the development and operation of the Library District's budget, finance, and financial/performance auditing functions. Prior to joining the Library District, Mr. James worked at Deloitte and Touche as well as owned and operated his own CPA firm. Mr. James holds a bachelor of science degree in Business Administration from the University of Nevada Las Vegas.

Motion: Elect Fred James to the board for the first term of three years, from September 2022 through September 2025

The following Directors term will expired in June 2022:

- Tamar Hoapili

Motion- To renew Tamara Hoapili as a Director for a three-year term, from September 2022 through September 2025

The following Directors have completed their terms, thank you for your service and dedication to the Foundation.

- Chaka Crome
- John Pourciau
- Dan Sarazin

**LAS VEGAS - CLARK COUNTY
LIBRARY DISTRICT FOUNDATION**

Item V: Election of Officers and Directors 6-15-2022

LVCCLD Foundation Directors		Term Expiration		
	2021	2022	2023	2024
Chaka Crome		JUNE		
Chris Way			JUNE	
Dan Sarazin		JUNE		
Elaine Sanchez			JUNE	
Felipe Ortiz				MARCH
Jane Mac			JAN	
John Pourciau		JUNE		
Keiba Crear			JUNE	
Kelly Benavidez			JUNE	
Nicole Rogers			JUNE	
Tamar Hoapili		JUNE		

**LAS VEGAS - CLARK COUNTY
LIBRARY DISTRICT FOUNDATION**

Item IX Discussion and Possible Action 2023 Proposed Gala

Item IX Discussion and Possible Action 2023 Proposed Gala

Red Rock Casino			
Item		Quantity	Price (with discount and service charge)
Tray Passed Hors D'oeuvres			
	Spring Rolls	250	\$ 2,260.00
	Mini Lobster Bake	250	\$ 2,825.00
	Lobster Mac & Cheese Bites	250	\$ 2,825.00
	Pork Potstickers	250	\$ 2,541.00
Plated Dinner			
	Salad, ,Entrée, Dessert Station	500	\$ 44,070.00
Beverage			
	Two drinks per person	1,000	\$ 11,300.00
	Bartender Fees	3	\$ 675.00
Audio Visual			
	Estimated Cost		\$ 12,000.00
TOTAL COST FOR 500			\$ 78,496.00
COST PER PERSON			\$ 156.99
AREA 15			
Item		Quantity	Price
Food Minimum			
	Various	500	\$ 35,000.00
Beverage			
	3 hours non-alcoholic package		\$ 7,500.00
Room Rental			
	A-LOT Venue Rental*-includes space, linens, flatware, chairs, tables, votives, house music		\$ 2,000.00
Audio Visual			
	stage, lighting, wireless microphones, DJ setup, LED Screens, 5 AV Techs		\$ 2,500.00
Service Charge			\$ 4,230.00
F&B Gratuity			\$ 6,375.00
TOTAL COST FOR 500			\$ 57,605.00
COST PER PERSON			\$ 115.21
* Rental cost for A-LOT is \$50,000. Foundation is getting \$48,000 discount			

**LAS VEGAS - CLARK COUNTY
LIBRARY DISTRICT FOUNDATION**

Item IX Discussion and Possible Action 2023 Proposed Gala

Pre-Event Costs			
Item	Quantity	Cost	Total
Graphic Design			\$ 500.00
Invitations	250	\$ 2.50	\$ 625.00
Postage	250	\$ 1.00	\$ 250.00
Event Brochure	500	\$ 5.00	\$ 2,500.00
Marketing			\$ 10,000.00
Awards			\$ 2,000.00
TOTAL COST			\$ 15,875.00

LVCCLD Sponsorship Opportunities

Cost	Number Available	Table of 10	Individual Ticket	Full Page Ad	Half Page Ad
\$100,000.00	1	2		X	
\$50,000.00	2	2		X	
\$25,000.00	4	2		X	
\$10,000.00	15	1			X
\$5,000.00	20	1			X
\$500.00			X		

SPONSORSHIPS

1st Down Sponsorship – \$10,000

A table of 10. Two invites to the VIP reception. One full-page ad. Logo listed on event website.

Field Goal Sponsor – \$15,000

A table of 10. Four invites to the VIP reception. One full-page ad. Logo listed on event website. Logo on stadium boards.

Endzone Sponsor – \$25,000

A table of 10. Eight invites to the VIP reception. One full-page ad. Logo listed on event website. Logo on stadium boards. Social media mention.

Touchdown Sponsor – \$50,000

Three tables of 10. 30 invites to the VIP reception. Two full-page ads. Logo listed on event website. Logo on stadium boards. Social media mention. Logo included on all printed materials.

Champion Sponsor – \$75,000

Three tables of 10. 30 invites to the VIP reception. Two full-page ads. Logo listed on event website. Logo on stadium boards. Social media mention. Logo included on all printed materials. VIP reception host.

Presenting Sponsor – \$100,000

Three tables of 10. 30 invites to the VIP reception. Two full-page ads. Logo listed on event website. Logo on stadium boards. Social media mention. Logo included on all printed materials. VIP reception host. Logo on step & repeat.

Additional Details:

Table placement is determined by the level of sponsorship.

Table assignments will be provided upon check-in.

The number of VIP reception invites are based on the sponsorship level.

Seat and table registration deadline is 10.07.22.

Guest names must be submitted by 10.14.22.

**LAS VEGAS - CLARK COUNTY
LIBRARY DISTRICT FOUNDATION**

Item X Development Report

MEMORANDUM

TO: LVCCLD Foundation Board
FROM: JoAnn Prevetti, Director of Development
DATE: September 22, 2022
SUBJECT: Development Department Report, July and August 2022

Development and Planning Department Powerful Plays in July/August 2022

Development Monthly Update July/August

- Library District has revised its naming policy and removed the 51% financial requirement for naming of programs, space, and buildings.
- Development met with the local attorney for all things Formula One. The race is coming to Southern Nevada in 2023 and is considered the Super Bowl of car racing. The Library is the only non-profit entity that has reached out to Formula One for consideration to receive funding from the Formula One Foundation. The F-1 attorney will present the District and Foundation to F-1 for possible next steps. More to come.
- United Way has committed to 12 to 15 Career Online High School Seats @ \$1,200 per seat.
 - They also have committed to offer the Foundation the first digital grant funding opportunity once their new system goes live, this fiscal year.
- The District is confirmed to present to the Engelstad/Agassi "Big Idea" grant on 10/4/22.
- Philanthropy Marketing PSA spots are running on Channel 13, in the Aviators Stadium and on Cox.
- Ms. Leslie Valdes, **Volunteer Coordinator, is a finalist for the Governor's Point of Light Award**, in the category of Volunteer Manager; event to be held October 20, 2022.

July/August/September - Pending Grant Submissions \$225k:

- Submitted a \$20k donation requested to the Vegas Golden Knights Foundation to help support our youth programs.
- Submitted a \$5k donation request to Boyd Gaming to help support general programs.
- Submitted a \$160K grant submission to the National Endowment for the Arts Musical Theater Songwriting Challenge.

- Submitted a \$30k grant submission to Cox Communications to expand the Cox Teen Tech Center at Enterprise Library.
- Submitted a \$10k grant submission to Wynn Employee Foundation to expand the Engineering for Kids program at West Las Vegas Library.
- Submitted a \$10K grant submission to Wynn Corporate for Discovery Kids Museum ticket program.
- Submitted a grant to Green Our Planet for 80% (\$72K) for cost of hydroponics labs in nine libraries.
- Met with Samantha Roy, Intermountain Healthcare.
 - The district is submitting two requests for funding.
 - \$5k local ask for program support.
 - \$500k regional ask for program support.
- Third meeting and first tour of the Las Vegas Recycling plant. The potential donors toured the East Las Vegas Library on September 12. In addition to their upcoming financial support, they are also interested in purchasing our recyclables, which will be additional unrestricted funds for the library to use for programming.
- Met with Gian Brosco – CEO of the Nevada Community Foundation. The District will be presented to donors for potential funding of programs.
- Met with Wells Fargo Bank – They will be touring the Library in September/October and we are working on an ask, which will be submitted after their tour.
- Met with Albert Delgado, Office of Economic Development @UNLV who introduced us to Michael Cox from Las Vegas Inferno, the professional e-sports team in Las Vegas. One of their major platforms at Vegas Inferno is to provide all of the necessary means that we can to help introduce and educate not only students but parents as well that the e-sports industry is now a viable career path. Meeting in early September to discuss setting up e-sports for the teens in library branches.
- Vegas Chamber – JoAnn Prevetti has been appointed to the Vegas Chamber – Executive **Women's Council**.
- Harvard Club of Nevada – JoAnn Prevetti is now a member of the Harvard Club of Nevada.

Financial Update - \$1,368,355

- Book store sales for July and August are \$49,611.
- Website "click" donations @ \$4,000 since Mid-April.
- Secured a seven-figure monetary bequest donation and an additional art donation.

- LVCCLD Foundation has been awarded \$400,000 in ARPA funds for the Teachers in Libraries program.
- The Library District has been awarded \$844,744 in funding for Adult Education from the Department of Education.
- Best Buy has committed to provide an additional \$60,000 in grant funding to continue the current program for staffing this year and for next year; they will provide a \$10k Tech Refresh grant to update the space/equipment.
- The Foundation **will be implementing a "round up" program in September that will allow the public to "round up" their purchases to the next dollar and the funds can be donated to the District or Foundation.**

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**LAS VEGAS - CLARK COUNTY
LIBRARY DISTRICT FOUNDATION**

Item XI Executive Directors Report

MEMORANDUM

DATE: September 12, 2022
TO: LVCCLD Foundation Board
FROM: Kelvin A. Watson, Executive Director
SUBJECT: **Executive Director's Report**

These are highlights from the Library District:

Met with Lisa Windom, Manager of the Springs Preserve to discuss potential partnership with the educational opportunities that the Springs Preserve offers and was appointed as a Foundation Board member on September 1, 2022.

Met with Ron Scroggins of the NFL Alumni to discuss potential partnerships.

Attended potential partnership meeting with the Las Vegas Aviators. Library Foundation Fundraiser day will be on August 19 at the Las Vegas Ball Park. For each ticket sold, the Aviators donated \$5 to the Library District Foundation.

Participated as an opening keynote panelist for the San Jose State University-iSchool Virtual Conference on Urban Librarianship: Embracing Challenges and Opportunities through Innovation, Leadership, and Best practices.

Hosted Library District Town hall Post Game meeting to discuss the 2026 strategic plan updates, goals, and obstacles to all staff in-person and via live stream.

Met with Governor Sisolak as he toured the East Las Vegas One-Stop Career Center to highlight resources for jobseekers.

Participated as a panelist for LJ SirsiDynix Webinar, "Open Access and Social Justice: Upgrading Collections with Free Resources."

Met with Trustee Foyt and Stephanie Stallworth, Director of Public and Community Relations of Cox Communications.

Attended the Las Vegas City Council Meeting to do a presentation on the new proposed West Las Vegas Library and plans to move forward with interlocal agreement.

Hosted the finale 100 Black Men of Las Vegas Book club Discussion at West Las Vegas Library.

Attended the ribbon Cutting Opening Ceremony for the Employ NV Youth Hub at West Charleston Library.

Met with Gian Brosco from Community Partnerships Foundation, along with JoAnn Prevetti, Development Director to discuss future donors and partnerships

Met with Congresswoman Susie Lee regarding Industry Sector Partnership Grant and participated in a roundtable discussion: How to Benefit Workforce Development in Our Community.

Executive Director's Report
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Attended the Hope for Prisoners Summer of Healing Luncheon and Panel Discussion at the Culinary Academy of Las Vegas.

Speaker at the Las Vegas Rotary Club Meeting on youth literacy, education, and life skills development.

Appointed as a member of the Commission on Education Technology for the State of Nevada by Governor Steve Sisolak. The term is from August 1, 2022 through July 31, 2024.

Attended the GoDaddy Venture Forward Presentation to implement world-class training for local micro-businesses through our partnerships with the Employ NV Business Hubs.

Met with Janet Uthman, Cox Communications Market Vice President.

Met with LVCCLD Trustee Foyt and Shelley Berkley, Senior Vice President of Touro University System.

Met with Senator Mo Denis, along with JoAnn Prevetti.