

**PROPOSED AGENDA**  
**LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT FOUNDATION**  
**Board of Directors Meeting**  
**November 16, 2022**

DATE: Wednesday, November 16, 2022  
TIME: 12:00 p.m. to 1:30 p.m.  
PLACE: Windmill Library Executive Board Room, 7060 W. Windmill Lane  
Join Zoom Meeting  
<https://us06web.zoom.us/j/83166566037?pwd=RG1EZIZRRkpGaVFwWWJpWE9uOTExUT09>  
Meeting ID: 831 6656 6037  
Passcode: 602222

I. Roll Call

II. Public Comment

Topics raised under this item must be limited to matters on today's Agenda. Persons wishing to speak in public comment must sign in on the sign-in sheet before this item is addressed.

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 September 22, 2022 and October 6, 2022

V. Presentation of Audited Financial Statements – discussion and action with Auditor Gary Lein of Hilburn & Lein, CPAs.

VI. Development Report, JoAnn Prevetti

VII. Library District Report, Kelvin Watson

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VIII. President's Report, Elaine Sanchez

IX. Discussion and possible action on Foundation Bylaws

X. Discussion and possible action on appointment of legal counsel

XI. Executive Session- This will be a closed session

XII. Public Comment

Topics raised under this item cannot be acted upon until the notice provisions of the open meeting law have been met. Persons wishing to speak in public comment must sign in on the sign-in sheet before this item is addressed.

XIII. 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](mailto: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 Wednesday, November 9, 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
  - 2. Enterprise Library  
8310 S. Las Vegas Blvd.  
Las Vegas, NV 89123

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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](http://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 Board of Directors.

**Minutes**

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

**Board of Directors Meeting**

**September 22, 2022**

The Board of Directors of the Las Vegas-Clark County Library District Foundation met on September 22, 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  
Michael Kalish, Director  
Tamar Hoapili, Director  
Felipe Ortiz, Director  
Nicole Rogers, Director  
Chris Way, Director  
Kelvin Watson, Ex-Officio Director

**Board Members Absent:**

None

**Guests:**

Michelle Sanders, The Rogers Foundation

**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)**

The first guest to speak during the public comment period was Mr. Brian Wilson, Las Vegas - Clark County Library District ("District"), Board of Trustees, Chair. Mr. Wilson made public comments addressing the consideration of Mr. Fred James as a Las Vegas-Clark County Library District ("Foundation") board member within the context of a pending lawsuit.

Mr. Wilson advised the Foundation board to defer consideration of Mr. Fred James, former Interim Executive Director and former Chief Financial Officer of the Las Vegas-Clark County Library District, as a Foundation board member.

Mr. Wilson noted that foundation does not have its own counsel and stated the Library District cannot represent the

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Foundation. Mr. Wilson explicitly stated that he is not implying that Mr. James has done anything wrong. Mr. Wilson expressed his concern is that the Foundation is putting itself in harm's way in regards to the lawsuit. Mr. Wilson stated the Foundation has no employees. He also noted that District's counsel agrees with this assessment. Mr. Wilson asserts the Foundation should not be named in the lawsuit and believes the Foundation has no financial responsibility under the lawsuit.

Mr. Wilson stated Mr. James was a percipient witness and recently Danielle Milam's direct supervisor. Mr. Wilson acknowledges the possibility that Mr. James may be called as a witness in the pending litigation and may be involved in the pending litigation. Mr. Wilson asserts Mr. James's participation in the lawsuit in this capacity exposes the Foundation to liabilities raised by the litigation. Mr. Wilson contends the election of Mr. James to the Foundation board of directors may entangle the Foundation in the lawsuit by establishing a connection between the District and Foundation. This relation, Mr. Wilson believes, complicates the Foundation's argument to absolve itself of any involvement in the litigation.

Mr. Wilson states his main point of concern is to maintain a clear separation between the District and the Foundation. Mr. Wilson states his desire to protect the Foundation from a lawsuit that he believes should not have named the Foundation as defendant.

Mr. Wilson emphasized his concern that the optics of Danielle Milam's direct supervisor being elected to the Foundation board does not serve the Foundation's best interests. Mr. Wilson expressed his expectation that Mr. James should be excused as a participant from meetings discussing the lawsuit. Mr. Wilson recommends the Foundation put up a Chinese firewall. He expects these actions will negatively impact Mr. James' ability to serve on the Foundation board.

Mr. Wilson recommends the board postpone the election of Mr. Fred James to the Foundation board until the lawsuit is resolved from the Foundation's perspective. Mr. Wilson recommended and expressed the District counsel agrees deferring action of the election of Mr. James to the Foundation board.

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President Sanchez asked Mr. Wilson if District legal counsel has provided his legal opinion in a written form.

Mr. Wilson responded that District counsel cannot represent the Foundation.

Mr. Wilson stated that he has made a public comment to share his discussions in his capacity of Chair of the District Board of Trustees with District legal counsel. Mr. Wilson concluded no written legal opinion is available to share with the Foundation.

Director Way asked if Mr. James was named in the lawsuit. Mr. Wilson responded that Mr. James was referenced in the suit as a witness to allegations but no allegations were made against Mr. James. Mr. Way asked if Mr. Wilson is aware of any foundation board members named in the suit. Mr. Wilson asked President Sanchez to assist with this response and added that he believed President Elaine Sanchez was named.

President Sanchez stated she has been named and Ms. Keiba Crear has also been named. President Sanchez believes Ms. Keiba Crear and herself have been named due to the roles as President of the Foundation.

President Sanchez noted to send Director Way a copy of the complaint.

The second guest to share public comments was Ms. Elizabeth Foyt. Ms. Foyt shared she is a retired journalist and serves as Secretary of the District Board of Trustees. She was recommended to the District Board by Clark County Commissioner Tick Segerblom. Ms. Foyt asked for careful consideration of the letter that was sent by Mr. Brian Wilson to the Foundation. She expressed her hope for positive action or or deferment on the consideration of Mr. James as a Foundation board member.

President Sanchez thanked the speakers for their time.

**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 June 15, 2022  
(Item IV)**

Director Benavidez made a motion to accept the Minutes from June 15, 2022 Director Rogers second. All voted in favor, motion carried.

**Review Financial Statements  
and Budget (Item V)**

Treasurer Mac reviewed the modifications to the preliminary budget as presented at the June 15, 2022 board meeting. Board members approved the 2022-2023 budget conditionally requiring the following changes:

- All gala revenues and expenses were removed;
- All Orange Boy contract expenses were removed;
- \$5,000 of budgeted miscellaneous expenses were removed;
- \$50,000 was reclassified from Executive Director's Fund to Library Programs and Initiatives; and
- Budget was prepared with restricted/non-restricted classification.

Treasurer noted under the revised budget, the Foundation is forecasting total revenues of \$1.3 million. This represents a \$450,000 above the 2021-2022 budget. \$50,000 represents grants to be awarded and \$400,000 represents the City of Las Vegas grant that has already been awarded, but not yet paid. The City of Las Vegas grant for Teachers in Libraries is paid on a reimbursement basis. Forecasted expenses total \$156,000. This represents a \$49,000 increase over the 2021-2022 budget. \$31,000 of this increase relates to professional fees related to outside videographer services and graphic designer services.

Foundation is forecasting total expenses of \$1.2 million. This represents a \$400,000 above the 2021-2022 budget related to Library District Program and Foundation Initiatives.

Director Benavidez asked if professional and legal fees were usually included in the Foundation budget. Treasurer Mac confirmed the Foundation budget has always forecasted professional and legal expenses. The Foundation pays for an annual audit and preparations of its annual tax return.

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Director Way asked if the preliminary budget reflect an increase in revenues related to the Orange Boy marketing initiatives. Ms. Prevetti confirmed the current budget does not reflect Orange Boy. Ms. Prevetti summarized the Orange Boy contract as discussed during the June 15, 2022 board meeting: estimated cost of the Orange Boy services at \$46,000, anticipated an additional 4.5 million views resulting in \$200,000 of additional contributions to the Foundation. Mr. Prevetti will follow up with Orange Boy. This item is deferred to a later board meeting.

Budget was conditionally approved at the last meeting, pending modifications. No further action is required to approve the 2022-2023 budget.

**Discussion and possible action  
to review and amend  
Foundation Bylaws and  
formation of Committees  
(Item VI)**

President Sanchez reviewed our by-laws and committees. President Sanchez recommends the board establish a Nominating and Governance Committee to recruit, nominate, and provide orientation and training to new members. President Sanchez has provided a draft charter for the board's review and consideration.

Director Hoapili has volunteered to take lead on the By-Laws Committee. President Sanchez would like to establish a Nominating Committee and have committees meet more frequently. Director Rogers noted the Foundation is growing and the Foundation and board members would all benefit knowing how to better support the Foundation.

Director Crear expressed agreement and full support of President Sanchez's initiatives. Director Hoapili suggests leveraging past committee material.

President Sanchez noted Director Crear, Director Kalish, Director Hoapili and Director Rogers would like to be on the By-laws Committee.

Director Kalish secured pro bono counsel to help review by-laws (up to \$10,000).



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Motion to open/amend foundation by-laws and form a By-laws Committee consisting of Director Nicole Rogers, Director Michael Kalish, Director Tamar Hoapili and Director Keiba Crear.

Motioned by Director Crear, seconded by Director Kalish, all approved, motion passed.

**Discussion and possible action  
on Foundation Media Policy  
(Item VII)**

Ms. Prevetti explained that the Foundation does not have a written media policy. Absent a written policy specific to the Foundation, the Foundation media and marketing campaigns should adhere to the District media and marketing policies. Treasurer Mac asked about the Aviator Baseball Promotion. Library District Executive Director Mr. Kelvin Watson shared his experience with a district and foundation in Broward County. Mr. Watson stated the District and Foundation need to clearly articulate the distinction between the entities when soliciting donations. Ms. Prevetti reminded the board that the Aviators ad indicated that if tickets were purchased, the Aviators organization (not the ticket purchaser) would donate \$5 per ticket to the Foundation.

**Discussion and possible action on  
Election of Officers and Directors  
(Item VIII)**

President Sanchez stated that the By-laws provides for a chair, vice chair, secretary and treasurer. By-laws allows the Foundation to combine positions. The Foundation has previously combined the position of treasurer and secretary. The Foundation can separate these positions.

Director Way moves to defer action on officers to allow board members time to consider nominees. Director Hoapili agreed. Director Benavidez stated the election of the officers should be priority.

Director Crear recommended a special meeting for the officer elections in 2-3 weeks.

President Sanchez recommended a vote for nominated board members today and a special meeting to elect officers.

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President Sanchez nominated Michelle Sanders and summarized her extensive experience in the Las Vegas business and philanthropic communities. Treasurer Mac motioned and Director Rogers seconded. Motion passes.

President Sanchez nominated Fred James. Fred James is the former interim Executive Director and former Chief Financial Officer of the Library District. Director Ortiz moved to approve Fred James and Director Rogers seconded. Directors Hoapili, Kalish and Way opposed. Motion passes.

President Sanchez confirmed Director Hoapili would like to be reappointed. Director Benavidez moved to approve. Director Crear seconded. All approved. Motion passes.

Election of Officers President and Vice Chair -Special Meeting to be held via Zoom on October 6th at noon.

**Discussion and possible action on  
2023 proposed GALA  
(Item IX)**

Ms. Prevetti provided the Foundation board an overview of a gala in support of the Foundation to be held in 2022. Ms. Prevetti prepared a a timeline, draft and proposal. Proposed date is November 5, 2023. Foundation will need to pay for certain expenses in FY 2022-2023 in anticipation of the 2023 gala event. Planning includes establishing committees including, but not limited to: Event Committee, Budget Committee, and Volunteer Committee. Two locations were considered: Red Rock and Area 15.

Director Hoapili recommended the addition of raffles and silent auctions to optimize revenue. Director Ortiz expressed preference for the Red Rock option. Director Kalish asked about the set up offered by Area 15. Ms. Prevetti explained the venue is an enclosed event tent. She invited all board members to a tour.

President Sanchez asked if there were any questions or if anyone would like to make a motion to accept the date of November 5, 2023 at Area 15 and approve the outline. Director Way motioned to move forward with the Gala on November 4,

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2023 at Area 15. Seconded by Director Rogers. All approve, motion passed.

**Development Report (Item X)**

President Sanchez asked if Ms. Prevetti would move her report to the next meeting. Ms. Prevetti agreed.

**Library District Executive  
Director's Report  
(Item XI)**

President Sanchez asked if Mr. Watson would move his report to the next meeting. Mr. Watson agreed.

**Announcements (Item XII)**

None

**Public Comment (Item XIII)**

None

**Adjournment (Item XIV)**

The meeting was adjourned at 2:06 pm.

Respectfully submitted,

Jane Mac,

## **Minutes**

### **LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT FOUNDATION Board of Directors Meeting October 6, 2022**

The Board of Directors of the Las Vegas-Clark County Library District Foundation met on October 6, 2022, via Zoom at 12:00 p.m.

**Board Members in  
Attendance:**

Elaine Sanchez, President  
Jane Mac, Secretary-Treasurer  
Keiba Crear, Director  
Michael Kalish, Director  
Tamar Hoapili, Director  
Fred James, Director  
Felipe Ortiz, Director  
Nicole Rogers, Director  
Kelvin Watson, Ex-Officio Director

**Board Members Absent:** Kelly Benavidez, Director  
Michelle Sanders, Director  
Chris Way, Director

**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)**

No public comment.

**Board Action to  
accept Proposed  
Agenda (Item III)**

Director Felipe Ortiz moved to approve the proposed agenda, Director Keiba Crear seconded the motion. All voted in favor, motion carried.

**Discussion of  
Action, Election of  
Officers (Item IV)**

Per the Bylaws, all officers serve until the next annual meeting of the board or/and until the respective successors are elected and qualified. The following officers' terms expired: Elaine Sanchez, President; Jane Mac, Secretary-Treasurer. At the last meeting there was discussion on having a Chair, Vice Chair, Treasurer and Secretary. Director Chris Way had mentioned possible changes to the bylaws, which has not been acted on yet.

Director Tamar Hoapili suggested moving forward with the elections today and Director Keiba Crear suggested moving forward with all four positions today.

Director Keiba Crear made a motion to nominate the following; President/Chair: Elaine Sanchez; Vice President/Vice Chair: Tamar Hoapili; Treasurer: Jane Mac and Secretary: Nicole Rogers. Director Felipe Ortiz seconded. All voted in favor, motion carried.

**Public Comment  
(Item V)**

None

**Adjournment  
(Item VI)**

12:16 pm

**Respectfully  
submitted,**

**Jane Mac,  
Secretary**

**ITEM V: Presentation of Audited Financial Statements**

Gary Lein, Principal of Hilburn & Lein, CPAs will provide an overview of the draft Financial Statements for the Foundation, as of June 30, 2022.

**Motion: Approve the Foundation's Financial Statements, as presented by Gary Lein, CPA.**

***LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT FOUNDATION, INC.***  
***FINANCIAL STATEMENTS***  
***JUNE 30, 2022 AND 2021***

LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT FOUNDATION, INC.

JUNE 30, 2022 AND 2021

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## INDEPENDENT AUDITORS' REPORT

To the Board of Directors and Members of  
Las Vegas-Clark County Library District Foundation, Inc.  
Las Vegas, Nevada

### ***Opinion***

We have audited the financial statements of Las Vegas-Clark County Library District Foundation, Inc. (a Domestic Nonprofit Corporation), which comprise of the statements of financial position as of June 30, 2022 and 2021, and the related statements of activities, changes in net assets, functional expenses, and cash flows for the years then ended, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of Las Vegas-Clark County Library District Foundation, Inc. as of June 30, 2022 and 2021, and the changes in net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

### ***Basis for Opinion***

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Foundation and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### ***Responsibilities of Management for the Financial Statements***

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Foundation's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

### ***Auditors' Responsibilities for the Audit of the Financial Statements***

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users made on the basis of these financial statements.

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***Auditors' Responsibilities for the Audit of the Financial Statements (Continued)***

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Foundation's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Foundation's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Las Vegas, Nevada  
January 1, 2022

**LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT FOUNDATION, INC.**  
**STATEMENTS OF FINANCIAL POSITION**  
**JUNE 30, 2022 AND 2021**

	<u>ASSETS</u>	
	<u>2022</u>	<u>2021</u>
<b>CURRENT ASSETS</b>		
Cash - Notes 3, 4, and 7	\$ 464,673	\$ 366,659
Certificates of Deposit - Notes 4 and 6	1,689,000	1,409,000
Other Receivable	1,528	16,139
Interest Receivable	74,254	74,120
Inventory - Note 2	146,188	173,795
	<u>2,375,643</u>	<u>2,039,713</u>
<b>LONG-TERM ASSETS</b>		
Certificates of Deposit - Notes 4 and 6	660,000	883,973
Investments - Notes 4 and 9	928,157	1,071,448
Notes Receivable - Note 8	17,981,600	17,981,600
	<u>19,569,757</u>	<u>19,937,021</u>
<b>TOTAL ASSETS</b>	<u>\$ 21,945,400</u>	<u>\$ 21,976,734</u>
 <u>LIABILITIES AND NET ASSETS</u>		
<b>CURRENT LIABILITIES</b>		
Accounts Payable	\$ 436	\$ 1,319
Credit Card Payable	-	3,340
Due to Related Parties	97,407	103,056
	<u>97,843</u>	<u>107,715</u>
<b>TOTAL LIABILITIES</b>	<u>97,843</u>	<u>107,715</u>
<b>NET ASSETS:</b>		
Without Donor Restrictions	1,171,655	937,853
With Donor Restrictions - Note 5	20,675,902	20,931,166
<b>TOTAL NET ASSETS</b>	<u>21,847,557</u>	<u>21,869,019</u>
<b>TOTAL LIABILITIES AND NET ASSETS</b>	<u>\$ 21,945,400</u>	<u>\$ 21,976,734</u>

The accompanying notes are an integral part of these financial statements

**LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT FOUNDATION, INC.**  
**STATEMENTS OF ACTIVITIES**  
**FOR THE YEARS ENDED JUNE 30, 2022 AND 2021**

	<u>2022</u>	<u>2021</u>
<b><u>WITHOUT DONOR RESTRICTIONS:</u></b>		
REVENUES		
Contributions	\$ 21,383	\$ 22,594
Other Income	-	500
Interest Income	237,853	291,094
TOTAL REVENUES BEFORE NET ASSETS RELEASED FROM RESTRICTIONS	<u>259,236</u>	<u>314,188</u>
Net Assets Released from Restrictions	762,127	796,467
TOTAL REVENUES WITHOUT DONOR RESTRICTIONS	<u>1,021,363</u>	<u>1,110,655</u>
EXPENSES		
Program Service Expenses	762,127	796,467
General and Administrative	25,434	24,364
	<u>787,561</u>	<u>820,831</u>
CHANGE IN ASSETS WITHOUT DONOR RESTRICTIONS	\$ <u>233,802</u>	\$ <u>289,824</u>
<b><u>WITH DONOR RESTRICTIONS:</u></b>		
REVENUES		
Bookstore Sales - Note 2	\$ 287,885	\$ 97,767
Contributions	3,950	5,106
Grants	215,028	286,447
TOTAL REVENUES BEFORE NET ASSETS RELEASED FROM RESTRICTIONS	<u>506,863</u>	<u>389,320</u>
Net Assets Released from Restrictions	(762,127)	(796,467)
TOTAL REVENUES WITH DONOR RESTRICTIONS	<u>(255,264)</u>	<u>(407,147)</u>
EXPENSES	<u>-</u>	<u>-</u>
CHANGE IN ASSETS WITH DONOR RESTRICTIONS	\$ <u>(255,264)</u>	\$ <u>(407,147)</u>

The accompanying notes are an integral part of these financial statements

**LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT FOUNDATION, INC.**  
**STATEMENTS OF CHANGES IN NET ASSETS**  
**FOR THE YEARS ENDED JUNE 30, 2022 AND 2021**

	2022	2021
Net Assets at Beginning of Year:		
Without Donor Restrictions	\$ 937,853	\$ 648,029
With Donor Restrictions	20,931,166	21,338,313
	<u>21,869,019</u>	<u>21,986,342</u>
Decrease in Net Assets:		
Without Donor Restrictions	233,802	289,824
With Donor Restrictions	(255,264)	(407,147)
	<u>(21,462)</u>	<u>(117,323)</u>
NET ASSETS AT END OF YEAR:		
WITHOUT DONOR RESTRICTIONS	1,171,655	937,853
WITH DONOR RESTRICTIONS	20,675,902	20,931,166
	<u>\$ 21,847,557</u>	<u>\$ 21,869,019</u>

The accompanying notes are an integral part of these financial statements

**LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT FOUNDATION, INC.**  
**STATEMENTS OF FUNCTIONAL EXPENSES**  
**FOR THE YEARS ENDED JUNE 30, 2022 AND 2021**

	<u>2022</u>	<u>2021</u>
Program Service Expenses:		
Contracts - Homework Help, Museum Passes, and Engineering for Kids	\$ 156,529	\$ 265,001
Awards and Grants	500	16,403
Supplies, Postage, Shipping, and Delivery	20,313	37,405
Conference, Convention, and Meetings	5,253	3,127
Board Meeting Hospitality	1,683	980
Computer Services	4,924	4,841
Reimbursed Restricted Gifts to Library District	292,467	220,247
Special Event Expenses	32,175	2,670
Gross Wages	32,505	30,100
Payroll Fees	1,703	1,624
Payroll Taxes - Employer	2,729	2,723
NMTC - Contribution to Library District	211,346	211,346
	<u>762,127</u>	<u>796,467</u>
General and Administrative:		
Staff Development	-	2,461
Insurance - Employee	1,158	1,008
Insurance - Non-Employee	1,738	1,545
Advertising	2,982	-
Bank Fees and Charges	6,095	5,731
Professional Fees	13,101	13,419
Taxes, Licenses, and Fees	360	200
	<u>25,434</u>	<u>24,364</u>
<b>TOTAL FUNCTIONAL EXPENSES</b>	<b>\$ <u>787,561</u></b>	<b>\$ <u>820,831</u></b>

The accompanying notes are an integral part of these financial statements

**LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT FOUNDATION, INC.**  
**STATEMENTS OF CASH FLOWS**  
**FOR THE YEARS ENDED JUNE 30, 2022 AND 2021**

	<u>2022</u>	<u>2021</u>
CASH FLOWS USED BY OPERATING ACTIVITIES:		
Decrease in Net Assets	\$ (21,462)	\$ (117,323)
ADJUSTMENTS TO RECONCILE NET ASSETS TO NET CASH USED BY OPERATING ACTIVITIES:		
Changes in:		
Other Receivable	14,610	22,438
Interest Receivable	(134)	(6,106)
Inventory	27,607	138,295
Unearned Revenue	-	(20,415)
Accounts Payable	(673)	76
Credit Card Payable	(3,550)	3,006
Due to Related Parties	(5,649)	(40,676)
	<u>32,211</u>	<u>96,618</u>
NET CASH PROVIDED (USED) BY OPERATING ACTIVITIES	<u>10,749</u>	<u>(20,705)</u>
CASH FLOWS FROM (USED FOR) INVESTING ACTIVITIES		
Redemption (Purchase) of Certificates of Deposit	(56,026)	777,294
Redemption (Purchase) of Investments	143,291	(844,269)
	<u>87,265</u>	<u>(66,975)</u>
CASH FLOWS FROM FINANCING ACTIVITIES	<u>-</u>	<u>-</u>
NET INCREASE (DECREASE) IN CASH	98,014	(87,680)
Cash at Beginning of Year	<u>366,659</u>	<u>454,339</u>
CASH AT END OF YEAR	<u>\$ 464,673</u>	<u>\$ 366,659</u>

The accompanying notes are an integral part of these financial statements

**LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT FOUNDATION, INC.  
NOTES TO FINANCIAL STATEMENTS  
FOR THE YEARS ENDED JUNE 30, 2022 AND 2021**

**NOTE 1 - ORGANIZATION**

Las Vegas-Clark County Library District Foundation, Inc. (the "Foundation") is a nonprofit organization incorporated on October 15, 2002 and is located in Las Vegas, Nevada. The Foundation was formed to provide aid, support and assistance in the promotion, growth and improvement of the Las Vegas-Clark County Library District (the "Library District").

The Foundation is governed by a Board of Directors (the "Board") that shall have not less than three and not more than fifteen members of which two members shall, at all times, be appointed from the current membership of the Library District's Board of Trustees, and the Executive Director of the Library District shall also, at all times, serve as a member in an ex-officio capacity.

Due to the significance of the Foundation's operations and financial relationship with the Library District and the fact that the Library District management has operational (accounting) responsibility for the Foundation, the Foundation is reported as a blended component unit in the Library District's annual financial reports.

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**FINANCIAL STATEMENT PRESENTATION**

The Foundation has presented its financial statements in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP). The Foundation has presented an unclassified statement of financial position which sequences assets according to their nearness of conversion to cash and sequences liabilities according to the nearness of their maturity and resulting use of cash.

The Foundation classifies net assets, revenues, gains, and losses based on the existence or absence of donor-imposed restrictions. Net assets are classified and reported as follows:

**Net Assets Without Donor Restrictions**

Net assets that are not subject to donor-imposed restrictions. Items that affect this net asset category include contributions without donor restrictions, investment earnings that are not donor-restricted, expenses associated with grants made to the Foundation, and the operating activities of the Foundation. The Board of Directors has also established a Board-designated endowment (quasi-endowment) which is included in this category.

**Net Assets With Donor Restrictions**

Net assets restricted by donors to be used for certain purposes or for future periods, including donor-restricted endowments whose corpus is intended to be held in perpetuity.

Revenues are reported as increases in net assets without donor restrictions unless use of the related assets is limited by donor-imposed restrictions. Expenses are reported as decreases in net assets without donor restrictions. Gains and losses on investments and other assets or liabilities are reported as increases or decreases in net assets without donor restrictions unless their use is restricted by explicit donor stipulation or by law. Expirations of restrictions on net assets (i.e., the donor stipulated purpose has been fulfilled or the stipulated time period has lapsed) are reported as reclassifications between the applicable classes of net assets.



**LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT FOUNDATION, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED JUNE 30, 2022 AND 2021**

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

**ACCOUNTING METHOD**

The Foundation maintains its records on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America. The financial statements are presented in accordance with Financial Accounting Standards Board (FASB) and the provisions of the American Institute of Certified Public Accountants (AICPA) "Audit and Accounting Guide for Not-for-Profit Organizations" (the "Guide").

Beginning July 1, 2020, the Foundation adopted Accounting Standards Update (ASU) 2014-09, *Revenue from Contracts with Customers (Topic 606)* and its related amendments, which supersedes the revenue recognition requirements in *Revenue Recognition (Topic 605)*. This ASU requires an entity to recognize revenue when goods are transferred, or services are provided to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. This ASU also requires disclosures enabling users of financial statements to understand the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The ASU permits the use of either full-retrospective transition method or a modified-retrospective transition method with the cumulative effect adjusted to the opening balance of net assets. The Foundation has elected the use of the modified-retrospective method. The transition method selected resulted in no adjustment to the opening balance of net assets.

Beginning July 1, 2020, the Foundation also adopted ASU 2018-08, *Not-for-Profit Entities (Topic 958): Clarifying the Scope and the Accounting Guidance for Contributions Received and Contributions Made* (ASU 2018-08), which provides additional guidance on characterizing grants and similar contracts with resource providers as either exchange transactions or contributions, as well as distinguishing between conditional and unconditional contributions.

The Foundation does not accrue for estimated future legal and defense costs, if any, to be incurred in connection with outstanding or threatened litigation and other disputed matters, but rather, records such as period costs when services are rendered.

**CASH AND CASH EQUIVALENTS**

Cash and cash equivalents consist of checking accounts, money market accounts, and highly liquid investments purchased with an original maturity of three months or less. The carrying amount of these assets approximates fair value due to the short maturity of the instruments.

**INVENTORIES**

Inventory consists of books and other donated library materials. Inventory is stated at estimated market value. The estimated market value is determined by using an average fair market value of \$1.00 per inventory item, as of June 30, 2022 and 2021, respectively. For the years ended June 30, 2022 and 2021, \$27,607 and \$138,295 of inventory was written-down due to scrapped materials at Friends of Phoenix. This amount was netted with bookstore sales, resulting in \$287,885 and \$97,767 total bookstore sales for the year ended June 30, 2022 and 2021, respectively.

**CONTRIBUTIONS**

As required under US GAAP, all contributions are recognized as support in the statement of activities in the period received, including bequests (once the Foundation's right to them is established by a court and to the extent the value of the proceeds is subject to reasonable estimation). Non-cash (in-kind) contributions of securities, services, books and other materials are recorded at their estimated fair market value at the time of contribution.

**LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT FOUNDATION, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED JUNE 30, 2022 AND 2021**

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

*CONTRIBUTIONS (CONTINUED)*

Contributions are considered available for use without donor restrictions, unless they are restricted by the donors. The Foundation reports contributions of cash and other assets as restricted support if the contributions are either received with donor stipulations that limit the use of the donated assets, even when expended for their intended purpose within the same year, or if they are unavailable by their terms for expenditure in the current period.

When a donor restriction expires, that is, when a time restriction ends or when restricted funds have been expended for their intended purpose, net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the statement of activities as net assets released from restrictions.

*INCOME TAXES*

The Foundation is a not-for-profit organization that is exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code (IRC) and classified as a publicly supported charitable organization under Section 509(a)(1); therefore, donations qualify for a maximum charitable contribution deduction under IRC Section 170(b)(1)(A)(vi).

Because there are no known circumstances that would place the Foundation's status as a tax-exempt organization in jeopardy, and because the Foundation does not engage in unrelated business income activities, and there are no known uncertain tax positions taken or to be taken, no provision has been made for income taxes. Tax years open under the statute of limitations are 2019, 2020, and 2021.

*STATEMENT OF CASH FLOWS*

For purposes of the Statement of Cash Flows, the Foundation considers all highly liquid debt instruments with a maturity of three months or less to be cash equivalents.

*USE OF ESTIMATES AND RECLASSIFICATIONS*

The preparation of financial statements, in conformity with U.S. generally accepted accounting principles, requires management to make certain estimates and assumptions that affect amounts reported in the statements and accompanying notes. Assets, liabilities, and contingency disclosures require estimates as of the date of the financial statements. Revenues and expenses require estimates during the reporting period. Actual results could differ from those estimates. Certain minor reclassifications of prior year amounts have been made to conform to the current year presentation.

*DATE OF MANAGEMENT'S REVIEW*

In preparing the financial statements, the Foundation has evaluated events and transactions for potential recognition or disclosure through the date of the independent auditor's report, which is the date the financial statements were issued.

*INVESTMENTS*

Held-to-Maturity: Investments in government agency bonds, corporate bonds, and certificates of deposit that the Foundation has the positive intent and ability to hold to maturity are reported at cost, adjusted for amortization of premiums and accretion of discounts, which are recognized in interest income using the interest method over the period to maturity.

**LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT FOUNDATION, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED JUNE 30, 2022 AND 2021**

**NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)**

*FAIR VALUE MEASUREMENTS AND VALUATION TECHNIQUES*

In accordance with U.S. GAAP, a three-tiered hierarchy of input levels is used for fair value measurements. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between willing market participants at the measurement date. Valuation techniques utilized to determine fair value are consistently applied. The three tiers of inputs used for fair value measurements are as follows:

Level 1: Fair values are based on quoted prices in active markets for identical assets and liabilities.

Level 2: Fair values are based on observable inputs that include: quoted market prices for similar assets and liabilities; quoted market prices that are not in an active market; or other inputs that are observable in the market and can be corroborated by observable market data for substantially the full term of the assets.

Level 3: Fair values are calculated based on pricing models and/or discounted cash flow methodologies and may require significant management judgment or estimation. These methodologies may result in a significant portion of the fair value being derived from unobservable data.

**NOTE 3 - CASH**

Cash and cash equivalents at June 30, 2022 and 2021, as represented on the balance sheet are detailed as follows:

	2022	2021
Petty Cash	\$ 100	\$ 100
Wells Fargo Bank, Commercial Checking Account	171,051	194,681
Nevada State Bank, Community Checking	244,085	167,445
Ameritrade Bank:		
Money Market Account	1,660	448
Money Market Account	47,777	3,985
	<u>\$ 464,673</u>	<u>\$ 366,659</u>

**NOTE 4 - OFF-BALANCE SHEET RISK AND CONCENTRATION OF RISK**

The Foundation negotiated an agreement with the Las Vegas-Clark County Library District under which it manages and sells non-circulating library materials. The term agreement is effective for 5 years beginning on July 1, 2019 and ending on June 30, 2024. The Foundation conducts the resale services on behalf of the Las Vegas-Clark County Library District. The books and materials are sold through volunteer staffed bookstores located within Library District branches, online through third party vendors, and on occasion at community events. Revenue earned through this arrangement is classified as with donor restrictions for future use towards Library District programs. For the years ended June 30, 2022 and 2021, the Foundation recognized revenues of \$287,885 and \$97,767, respectively from this agreement. The Foundation also receives and sells books donated by the public. Revenue earned from the sale of publicly donated books is classified as with donor restrictions.

**LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT FOUNDATION, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED JUNE 30, 2022 AND 2021**

**NOTE 4 - OFF-BALANCE SHEET RISK AND CONCENTRATION OF RISK (CONTINUED)**

The Foundation holds US Treasury Bills with Ameritrade. The underlying investments are direct obligations of the U.S. Treasury which are guaranteed by the full faith and credit of the United States Government. The Foundation's investments in Certificates of Deposit are all FDIC insured deposits (\$250,000 limit) with a diversified group of banking institutions.

Corporate bonds are exposed to various risks, including interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is possible that the value of these investments will fluctuate in the near term.

**NOTE 5 - NET ASSETS WITH DONOR RESTRICTIONS**

Net assets with donor restrictions at June 30, 2022 and 2021 are available for the benefit of the Las Vegas-Clark County Library District for the following purposes:

	2022	2021
Bookstore	\$( 447,822 )	\$( 177,332 )
New Markets Tax Credit	17,984,713	17,981,600
Endowment Fund	3,108,829	3,077,093
Homebound Service	40	40
WIC Outreach	21,888	20,103
WLV Scholarship	-	4,621
Sahara West Library	50	50
BB Teen Tech Center	5,714	9,274
Early Childhood	312	585
Homework Help	-	9,107
Las Vegas Branch	120	120
Whitney Branch	100	100
Summerlin Library	850	600
Tech Art	1,108	5,205
	<u>\$ 20,675,902</u>	<u>\$ 20,931,166</u>

**NOTE 6 - DONATED SERVICES AND RELATED PARTIES**

A number of volunteers, including the members of the Board, have made significant contributions of time to the Foundation's policy-making, program and support function. The value of contributed time does not meet the criteria for recognition of contributed services under generally accepted accounting principles and, accordingly, is not reported in the accompanying financial statements. The total number of volunteer hours was 25,924 and 5,850 for the years ended June 30, 2022 and 2021.

**LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT FOUNDATION, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED JUNE 30, 2022 AND 2021**

**NOTE 6 - DONATED SERVICES AND RELATED PARTIES (CONTINUED)**

The Foundation routinely conducts business with the Las Vegas-Clark County Library District. On behalf of the Foundation, the Las Vegas-Clark County Library District pays for three part-time employees and their related benefits, office space, office equipment and bookstore facilities.

For the years ended June 30, 2022 and 2021, the Foundation incurred expenses of \$762,127 and \$796,467 in program related costs from restricted funds. Of these expenses, \$503,813 and \$431,593 were paid to Las Vegas-Clark County Library District, a related party.

In Fiscal Year 2018, the Board approved the establishment of an endowment fund. The Library District contributed \$3,055,000 to the Foundation, to be held, managed, and distributed by the Foundation with the restriction that only earnings, and not principal, may be used. In addition, the selection of investments and the investment strategy of the endowment fund shall be subject to the review and approval of the Library District.

As of June 30, 2022 and 2021, the endowment fund consisted of:

	<u>2022</u>	<u>2021</u>
<u>Endowment Fund:</u>		
Restricted Endowment - Principal	\$ 3,055,000	\$ 3,055,000
Net Increase During Fiscal Year	<u>53,829</u>	<u>22,093</u>
	\$ <u>3,108,829</u>	\$ <u>3,077,093</u>

**NOTE 7 - AVAILABILITY OF FINANCIAL ASSETS**

Financial assets available for general expenditure, that is, without donor or other restrictions limiting their use, within one year of the date of the statement of financial positions, consist of the following as of June 30, 2022 and 2021:

	<u>2022</u>	<u>2021</u>
Cash	\$ 464,673	\$ 366,659
Certificates of Deposit – Short-term	1,689,000	1,409,000
Distributions from beneficial interests in Assets held by others expected within One year	<u>211,346</u>	<u>211,346</u>
Total financial assets, excluding Beneficial interest in assets held by Others	<u>2,356,019</u>	<u>1,987,005</u>
Less:		
Board-designated for specific program	( 211,346 )	( 211,346 )
Board-designated endowment funds	<u>( 1,689,000 )</u>	<u>( 1,409,000 )</u>
Financial Assets Available to Meet Cash Needs for General Expenditures Within One Year	\$ <u>464,673</u>	\$ <u>366,659</u>

**LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT FOUNDATION, INC.**  
**NOTES TO FINANCIAL STATEMENTS**  
**FOR THE YEARS ENDED JUNE 30, 2022 AND 2021**

**NOTE 8 - NOTES RECEIVABLES AND NEW MARKETS TAX CREDIT TRANSACTIONS**

During the year ended June 30, 2018, the Foundation entered into several transactions in order to make additional funds available to it through the New Markets Tax Credit ("NMTC") Program. The NMTC Program permits taxpayers to claim a credit against federal income taxes for Qualified Equity Investments (QEI) in designated Community Development Entities (CDEs). These designated CDEs must use substantially all of the proceeds to make Qualified Low-Income Community Investments (QLICs). The tax credits are claimed over a seven-year period and equate to 39% of the qualified investment.

**EAST LAS VEGAS LIBRARY**

On July 26, 2017, the Foundation loaned \$11,335,600 (the "Leverage Loan") to COCRF Investor 99, LLC (the Investment "Fund"). The Fund also received equity in the amount of \$5,834,400 from a tax credit investor, Capital One, National Association ("CCE"). The Fund used the aggregate proceeds of the capital contributed to it and the Leverage Loan to make a \$16,490,000 contribution of capital to LVCIC SUB-CDE Iv, LLC (the "CDE"), which investment is expected to constitute a Qualified Equity Investments (QEI) (as that term is defined in Internal Revenue Code (IRC) section 45D) that is eligible for the NMTC Program, in exchange for a 99.9% equity interest in the CDE. The CDE entered into agreements and made loans to East Las Vegas QALICB, Inc., in an aggregate principle amount of \$16,490,000. These proceeds were used to facilitate the construction of the East Las Vegas Library.

As a result, the Foundation recognized an \$11,335,600 note receivable that bears interest at 1.0% per annum. This note is payable in annual interest only payments through July 26, 2024, and annual principle and interest payments thereafter through July 25, 2045.

**MESQUITE LIBRARY**

On December 20, 2017, the Foundation loaned \$6,646,000 (the "Leverage Loan") to Chase NMTC Mesquite Library Investment Fund, LLC (the Investment "Fund"). The Fund also received equity in the amount of \$3,354,000 from a tax credit investor, Chase Community Equity, LLC ("CCE"). The Fund used the aggregate proceeds of the capital contributed to it and the Leverage Loan to make a \$10,000,000 contribution of capital to Clearinghouse NMTC (Sub 52), LLC (the "CDE"), which investment is expected to constitute a Qualified Equity Investment ("QEI") (as that term is defined in Internal Revenue Code (IRC) Section 45D) that is eligible for the New Markets Tax Credit ("NMTC") Program, in exchange for a 99.9% equity interest in the CDE. The CDE entered into agreements and made loans to Mesquite QALICB, Inc., in an aggregate principal amount of \$9,800,000. These proceeds were used to facilitate the construction of the Mesquite Library and rehabilitation of the existing structure that will provide related community services including literacy improvement and workforce training.

As a result, the Foundation recognized a \$6,646,000 note receivable that bears interest at 1.474424% per annum. This note is payable in quarterly interest only payments through September 15, 2024, and quarterly principal and interest payments thereafter through December 19, 2043.

**LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT FOUNDATION, INC.  
NOTES TO FINANCIAL STATEMENTS  
FOR THE YEARS ENDED JUNE 30, 2022 AND 2021**

**NOTE 9 - INVESTMENTS**

Management has classified investments in U.S. Treasury bills, corporate bonds, and certificates of deposit as held-to-maturity as the Foundation has the positive intent and ability to hold the assets until maturity; therefore, no unrealized gain or loss is reported. These investments are carried at cost, adjusted for amortization of premiums and accretion of discounts.

Using the market approach, fair value was based on quoted market prices for identical assets in active markets (Level 1) at June 30, 2022. For U.S. Treasury bills, amortized cost totals \$368,157 and approximates fair value. These investments mature in 2023, 2024, and 2025.

In April 2021, the Foundation expanded its list of eligible investments for the Endowment Fund to include investment grade corporate bonds rated A3/A- and above. This type of investment is limited to 20% of the Endowment Fund's principal balance. At June 30, 2022, the Foundation held \$560,000 of corporate bonds. These investments mature in 2023 and 2024.

Item VI 11.16.22

## MEMORANDUM

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**TO:** LVCCLD Foundation Board  
**FROM:** JoAnn Prevetti, Director of Development  
**DATE:** **November 16, 2022**  
**SUBJECT:** Development Department Report, September and October 2022

### **Development Department Powerful Plays in September/October 2022**

- Library District Foundation will hold its first annual inaugural Gala on 11/4/23 @ Area 15.
- Ms. Leslie Valdes, Volunteer Coordinator, won the Governor's Point of Light Awards in the category of Volunteer Manager.
- The District will be implementing a "year-end round up" program in November 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.
- Las Vegas Recycle is committing to \$10k to \$20k for advertising buys in the Latino market.
- Second meeting and tour with Nevada State Bank occurred on 10/17/22. They have invited the Foundation to apply for \$20k in funding.
- Received first donation from Boyd Gaming in the amount of \$2,500 to support library initiatives.
  - We are working on the next level of funding.
- Awarded \$20k from Wells Fargo Bank for a state treasurer's initiative.
  - Development is working with Wells Fargo on another \$20k ask for library initiatives.
- Attended UNLV Foundation's annual dinner.
- Development received its first monthly Harness donor. The new program is easy to use and I will report more numbers next month.
  - \$100 monthly - \$1,200 annually.
- Met with Palms leadership re: philanthropy.
  - To begin our relationship, they have invited the Library to attend their 11/18/22 Employee Health and Wellness fair to sign up employees for a library card.



**Grant Submissions \$2,237,841:**

- \$1,877,841.00 – NEH Capital Projects – Rainbow Amphitheater
- \$100,000 – Centene Corporation for SDoH mobile phones
- \$50,000 – City of Las Vegas – Arts Operating Support
- \$200,000 (\$20k each) to the following entities:
  - PNC Bank
  - Bank of Nevada
  - Bank of George
  - Molina Healthcare
  - United Healthcare
  - Silver State Credit Union
  - SEC Federal Credit Union
  - Bank of America
  - Nevada State Bank
  - Wells Fargo
- \$10,000 – Best Buy Teen Tech Refresh

**Financial Update October – \$308,677.13**

- Awarded \$139,774 – NSLA Collection Grant-in-Aid Award
- Awarded a grant for 80% (\$72K) for cost of hydroponics labs in 9 libraries
- Awarded \$27,250 from Cox plus an additional 50 PSA airings.
  - \$25,000 for the Cox Teen Center
  - \$ 2,500 for general library programming
- Committed - \$25,000 – United Way for District’s Career Online High School
- Awarded \$20,000 from Wells Fargo – Sponsorship Initiative
- Book store sales for September are \$16,571.13. October’s numbers pending as of this report.
- Website “click” donations @ \$4,000 since Mid-April.
- Awarded \$2,500 from Boyd Gaming to support tutoring.

- Awarded \$862 in retail donations from Amazon, Smith's, and Kendra Scott. Funds are received when people choose the Library Foundation as their charity of choice.
- Awarded \$470 – Unrestricted gifts through Foundation Website
- Awarded \$250 from the Las Vegas Aviators for ticket sales promotion

**Upcoming Meetings**

10/26/22 – Bar Association Luncheon – Sandra Douglas-Morgan (Raiders President) is the guest speaker.

10/27/22 – Asian Chamber Luncheon.

**Pending Meetings – November/December**

Bill Paredes – VP – Bank of Nevada

Michelle Marsh – President of First Class Vending – Ms. Marsh is closely tied to the Hope for Prisoners and hires individuals from the program to work for her company.

Lunch with Peter Guzman – Latin Chamber president

Mr. Paul Tran, Summerlin resident and founder and CEO of Manscaped (a billion-dollar company)

Laura Dela Cruz – Boyd Gaming

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Las Vegas Clark County Library District Foundation Board of Directors Meeting - Item VI Development Report

AWARDED GRANTS																				
Grantor	Program	Amount	Date Awarded	District/ Founda tion	Notes															
Boyd Gaming	Tutoring	\$ 2,500	10/10/2022	F	Support 70 hours of after school tutoring.															
Cox Charities	Accelerated Early Learning	\$ 5,000	11/15/2022	F	Playaway launchpads available for checkout.															
Cox Charities 2022	STEAM Lab Expand/Adults	\$ 25,000	10/31/2022	F	COX STEAM Lab refresh for adults.															
Green Our Planet	Hydroponics Labs	\$ 80,000	10/27/2022	F	Growing your own fresh food in a sustainable and transformative way. *In-Kind Project															
LSTA 2022	Anytime Library	\$ 75,000	7/1/2022	D	Stand alone library item dispensing module that allows library patrons the ability to borrow anytime with a library card or number. *Sunrise Hospital (Pilot Program).															
NLSA Collection	Grant-in-Aid Award	\$ 139,774	9/28/2022	D	"The Library of Things"-such as carbon dioxide onitors, radon testing kits, cake and baking pans, gopro cameras, webcams, onboard diagnostic units for car repairs, sound amplifiers, musical instrumrnts, light projectors, and more.															
Wells Fargo	State Sponsorship	\$ 20,000	9/27/2022	F	* (Rebecca Colbert). State sponsorship initiative.															
<b>Sub Total</b>		<b>\$ 347,274</b>																		
PENDING GRANTS																				
Grantor	Program	Amount	Response Date	District/ Founda tion	Notes															
Aviators	Youth Programs	\$ 2,500		F	Support Youth Programs *\$2,500-\$5,000 TBD															
Bank of America	Mobile Device Program	\$ 20,000		F	Address the social determinants of health and provide consistent access to mobile phones for low-income and individuals and families experiencing homelessness.															
Bank of Nevada	Mobile Device Program	\$ 20,000		F	Address the social determinants of health and provide consistent access to mobile phones for low-income and individuals and families experiencing homelessness.															
Bank of George	Mobile Device Program	\$ 20,000		F	Address the social determinants of health and provide consistent access to mobile phones for low-income and individuals and families experiencing homelessness.															
Best Buy	Teen Tech Refresh	\$ 10,000		F	Refresh the Teen Tech Center. The tech center gives youth access to tech education, relationships that help to build confidence, and a foundation for school and career success.															
Chase	Mobile Device Program	\$ 20,000		F	Address the social determinants of health and provide consistent access to mobile phones for low-income and individuals and families experiencing homelessness.															
City of Las Vegas	Arts Programs	\$ 50,000		F	To help support the arts programs, resources and activates as they come back from COVID lossess.															
City National	Mobile Device Program	\$ 20,000		F	Address the social determinants of health and provide consistent access to mobile phones for low-income and individuals and families experiencing homelessness.															
Credit One Bank	Mobile Device Program	\$ 20,000		F	Address the social determinants of health and provide consistent access to mobile phones for low-income and individuals and families experiencing homelessness.															
Eagle Promotions	Support Library Programs	\$ 2,500		F	Support Library Programs *\$2,500-\$5,000 TBD															
East West Bank	Mobile Device Program	\$ 20,000		F	Address the social determinants of health and provide consistent access to mobile phones for low-income and individuals and families experiencing homelessness.															
Emergency Connectivity Fund	Hot Spots for checkout	\$ 4,000,000		D	To use ECF funding to provide broadband connectivity to library patrons who currently do not have internet access outside of the library to engage in remote learning.															
Geek Squad Academy	Mini Camps	TBD		F	Run mini camps for youth to experience and gain technology skills. *In-Kind Proposal															
Intermountain Healthcare	Mobile Device Program & Community Health Workers	\$ 100,000		F	Address the social determinants of health and provide consistent access to mobile phones for low-income and individuals and families experiencing homelessness. Provide Community Health Workers in the libraries to assist patrons. *Committed: \$40K Q4 2022/\$60K Q1 2023															
Meadows Bank	Mobile Device Program	\$ 20,000		F	Address the social determinants of health and provide consistent access to mobile phones for low-income and individuals and families experiencing homelessness.															
Molina Healthcare	Mobile Device Program	\$ 20,000		F	Address the social determinants of health and provide consistent access to mobile phones for low-income and individuals and families experiencing homelessness.															

Las Vegas Clark County Library District Foundation Board of Directors Meeting - Item VI Development Report

National Endowment for the Arts	Musical Theater Songwriting Ch	\$ 160,000		D	Songwriting Challenge for High School Students													
					Address the social determinants of health and provide consistent access to mobile phones for low-income and individuals and families experiencing homelessness. The Teachers in Libraries program is offered to increase student learning and raise student academic achievement, particularly for students in need of remedial instruction.													
Nevada State Bank	Mobile Device/Tutoring	\$ 20,000		F														
Nevada Women's Philanthropy	Mobile STEAM Lab	\$ 500,000		F	The Mobile STEAM lab would incorporate many of the same components of the Best Buy Teen Tech Center (CC), the STEAM lab (WV), and the Made by Scratch Lab at (EV).													
NV Energy	Teachers In Libraries	\$ 25,000		F	The Teachers in Libraries program is offered to increase student learning and raise student academic achievement, particularly for students in need of remedial instruction.													
Review Journal	Library Programs	\$ 12,500		F	Philanthropy Marketing *In-Kind Proposal													
					Address the social determinants of health and provide consistent access to mobile phones for low-income and individuals and families experiencing homelessness.													
Silver State Credit Union	Mobile Device Program	\$ 20,000		F														
Toyota Savings Bank	Mobile Device Program	\$ 20,000		F	Address the social determinants of health and provide consistent access to mobile phones for low-income and individuals and families experiencing homelessness.													
Umpqua Bank	Mobile Device Program	\$ 20,000		F	Address the social determinants of health and provide consistent access to mobile phones for low-income and individuals and families experiencing homelessness.													
United Healthcare	Mobile Device Program	\$ 20,000		F	Address the social determinants of health and provide consistent access to mobile phones for low-income and individuals and families experiencing homelessness.													
United Way of Southern Nevada	Career Online High School	\$ 25,000		F	Our Career Online High School (COHS) offers adults the opportunity to earn their high school diploma and gain the skills to advance their career or go on to college. We help students succeed through this flexible, supportive, online program. *Committed													
US Bank	Mobile Device Program	\$ 20,000		F	Address the social determinants of health and provide consistent access to mobile phones for low-income and individuals and families experiencing homelessness.													
USAA Savings Bank	Mobile Device Program	\$ 20,000		F	Address the social determinants of health and provide consistent access to mobile phones for low-income and individuals and families experiencing homelessness.													
Vegas Golden Knights	Youth Programs	\$ 20,000		F	Support Youth Programs *Committed: \$10K-\$25K~January 2023													
					Address the social determinants of health and provide consistent access to mobile phones for low-income and individuals and families experiencing homelessness.													
Wells Fargo	Mobile Device Program	\$ 20,000		F														
Wynn Employee Foundation	Engineering for Kids	\$ 10,000		F	To provide a learning opportunity for children, K-12, in science and engineering projects related to aeronautic, computer, civil, mechanical, electrical, marine, chemical engineering, game design, and robotics.													
Sub Total		\$ 5,257,500																
TOTAL		\$ 5,604,774																



Item VII Library District Report

## MEMORANDUM

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**DATE:** November 16, 2022  
**TO:** Library District Foundation Board of Directors  
**FROM:** Kelvin A. Watson, Executive Director  
**SUBJECT:** Executive Director's Report

This are highlights from the Library District:

Inducted into the Lincoln University (MO) Army ROTC Hall of Fame.

Participated in the tour at East Las Vegas branch with Nevada State College Leadership team.

Moderated a book discussion at the Las Vegas Book Festival with author Kiley Reid for her book, *Such a Fun Age*.

Attended the UNLV Foundation Annual Dinner.

Attended the My Brother's Keeper 2nd Annual Young Men of Color Leadership Conference

Presented to the Engelstad Foundation Board/Judges for the Big Idea Challenge. The Library District presented the Books for Babies Program. The goal for this program is to educate new parents about being their child's first teacher and to provide examples of how parents can achieve this goal.

Attended the Annual Hispanic Teen Leadership Conference held at the West Las Vegas Library, led by Commissioner McCurdy and CCSD.

Met with Congressman Horsford to discuss potential partnerships and future programming with LVCCLD.

Attended the Career Online High School Fall Graduation- we had 11 graduates. Also in attendance was Trustee Waugh, Trustee Rogers, and Trustee Jiron.

Participated in the Baker & Taylor e- Popup library demonstration meeting, and previewed additional products. Also received a status update on joint project between B & T, UNLV Computer Science students, Blackfire Innovation, and the Library District.

Attended the Cox Charities Foundation Golf Tournament to receive the \$25,000 to support the STEAM Lab at the Enterprise Library.

Attended presentation for New West Las Vegas Library by KME Architects along with Library District staff, Councilman Crear, and Trustee Rogers

Attended the Governors Points of Light Awards where Leslie Valdez(sp) Library District Volunteer Manager received award

Acquisition of Enterprise Development Site for the new West Las Vegas Library:  
The transfer agreement between the District and the City of Las Vegas for building improvements of the current West Las Vegas Library and the new Enterprise Development Site has been completed. Escrow closed on October 25th and the District received approx. 3.2 million for the sale, as well as the deed transfer for the 5.25 acre site on October 27th.

**Architectural Plans:**

Work continues on schematic design. Work sessions with the design team and staff were conducted throughout October. The architect is incorporating comments received into the schematic design documents and will be presenting revised drawings to staff at the next work session scheduled for mid-November. It is anticipated that the schematic design phase will be completed by the end of December. A schematic design phase presentation will be made to the Board of Trustees at the January meeting. Our zoning package was submitted to the City on September 29, 2022. We anticipate attending a Planning Commission review on December 13th, 2022.

**Future Development Sites Update:**

Eastside Development Site – We are working on a site development plan for submittal to the BLM for a future development site in the eastern part of the valley. The 12-acre development site is located on Hollywood Blvd, just north of East Sahara Avenue, and adjacent to the Hollywood Regional Park. We have completed a preliminary feasibility survey of the property. Below is a proposed conceptual site plan showing how the District could develop the site for an approx. 40,000 sq. ft. library. The conceptual plan is part of the application requirement, which we hope to have submitted to the BLM by the end of October.

Partnered with Queens Library on a 50th anniversary of hip hop celebration. LVCCLD formed a committee to partner with others library systems on an IMLS grant to develop programming for Las Vegas customers. The initiative will occur in 2023.

Installed the Vegas Strong Resiliency Center's 1 October Remembrance display of quilts at Centennial Hills and Sahara West libraries.

Established a new partnership with AmeriCorps to provide a 7-month professional development training series (once per month) on executive functions of the brain and best practices in early learning for foster Grandparent tutoring mentors.

Asylum Theatre Company presented an evening of dramatic readings from banned books in celebration of Banned Book Week.

Hosted a public reception at Sahara West Library for George Strasburger's painting exhibit Parables, Myranda Bair's group exhibit Some Pigeons I Know, and the Nevada Watercolor Society's 2022 Fall Show.

Item VIII President's Report

**To: Las Vegas Clark County Library District Foundation Board of Directors**

**From: Elaine Sanchez, President**

**November 14, 2022**

**President's Report**

The Las Vegas Clark County Library District Foundation ("Foundation") is a 501c (3) nonprofit corporation and was created by District counsel. While the Las Vegas Clark County Library District ("District") is a public agency organized under applicable Nevada Revised Statutes ("NRS"), the Foundation is a quasi-public board required under NRS Chapter 379, and pursuant to such is required by state law to comply with Nevada's Open Meeting laws. The Foundation must fulfill all financial and board obligations, and be a separate and independent board, according to the Internal Revenue Service rules. While the Foundation and the District are separate and distinct organizations, both share the common goal of supporting, enriching, and enabling library services within the Las Vegas Clark County Library District service area.

The law firm of Brownstein, Hyatt, Farber and Shreck has graciously provided specialized nonprofit and public board pro bono work to assist the Las Vegas Clark County Library Foundation with its bylaws and other matters that pertain to keeping it compliant. In the course of this ongoing work, legal counsel has suggested the following:

- An overall update to the Foundation bylaws as they have not been revised or updated in 22 years. There is not an outlined nominating process for the Foundation in the bylaws. On September 22, 2022, a Bylaws Committee was established with Directors Crear, Hoapili, Kalish and Rogers voted in as members of the Committee.
- After reviewing the Foundation's Secretary of State Annual List, it was noted that former Library District employee Danielle Milam was listed as the Foundation's non-commercial registered agent. A registered agent is a business or individual designated to receive service of process when a business entity is party in a legal action, such as a lawsuit or summons. Pro-bono counsel has recommended we hire counsel or a third-party company to be the Foundation's registered agent. Pursuant to this recommendation, the Foundation hired CT Corporation System.
- The Foundation officers have very specific activities related to their role. They are responsible for maintaining records, agendas, meeting minutes, and financial reports on the health of the organization. There is a fiduciary duty to protect the organization's assets and investments. The board at large is also responsible for controlling and monitoring functions of the Foundation, including grants or any fundraising activities. Potential board governance training for the Foundation directors is recommended.



Item VIII President's Report

- Additional actions to be taken include the creation of a checklist for the Foundation's officers to know what legal requirements, agreements and financial obligations must be met on a yearly basis.
- Previous years taxes should be reviewed and conduct an independent, three-year audit of the Foundation in all areas from policies to bylaws to financial compliance. This would ensure independent and thorough processes are in place and being followed.
- Examination of the potential to hire board counsel for the Foundation. Counsel will provide advice and be available for consultation on a regular basis. It is important that board counsel be a subject matter expert on nonprofits and public boards.

## **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

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Lawrence T. "Tim" Wing, Director

---

M. Frances Sponer, Director

**KAEMPFER  
CROWELL**

ATTORNEYS AT LAW

LAS VEGAS OFFICE

**ROBERT MCCOY**

[rmccoy@kcnvlaw.com](mailto:rmccoy@kcnvlaw.com)  
702.792.7077

**LAS VEGAS OFFICE**  
1980 Festival Plaza Drive  
Suite 650  
Las Vegas, NV 89135  
Tel: 702.792.7000  
Fax: 702.796.7181

**RENO OFFICE**  
50 West Liberty Street  
Suite 700  
Reno, NV 89501  
Tel: 775.852.3900  
Fax: 775.327.2011

**CARSON CITY OFFICE**  
510 West Fourth Street  
Carson City, NV 89703  
Tel: 775.884.8300  
Fax: 775.882.0257

November 14, 2022

**VIA EMAIL**

Elaine Sanchez  
LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT FOUNDATION, INC.  
7060 West Windmill Lane  
Las Vegas, Nevada 89113  
[Elaine@lv6s.com](mailto:Elaine@lv6s.com)

**Re: Engagement Letter for Legal Representation**

Dear Ms. Sanchez:

We appreciate you asking us to advise the Board of the Las Vegas-Clark County Library District Foundation, Inc. on general corporate, board, and other legal issues. We look forward to serving as counsel in this matter. This letter sets forth the terms of our proposed engagement, and constitutes an agreement between us (this "Agreement").

**1. Our Client; Terms of Present and Future Engagements.** You (the Las Vegas-Clark County Library District Foundation, Inc.) but not any affiliates or other related persons or entities, are our client. Unless we otherwise agree in writing, this Agreement sets forth our entire Agreement for rendering professional services for the current and any future engagements. However, should you choose to engage the Firm in future matters, you agree to allow this Agreement to be supplemented by a letter to include the new engagement. Our engagement is limited to the matters outlined above, and does not extend to any tax-related issues. You agree to rely on the advice of your accountant, CPA or other tax advisor, for tax advice, and we may rely on such advice which you share with us.

**2. Intake Procedures.** Our engagement is subject to and effective upon completion of our normal intake procedures, including receipt of a copy or facsimile of this Agreement signed by all parties together with any retainers required, and successful completion of a check for potential conflicts of interest. You represent you have disclosed, and promptly will disclose, to us all persons and entities who may have an interest in, are adverse to, or affected by, this matter so that we may avoid any conflicts of interest. If an organization, you will identify the directors, officers, principals, and managers of said organization.

**3. Fees.** We propose that your primary point of contact with our firm be Briana Martinez. Her current hourly rate is \$350.00. One of the benefits of your engagement of our Firm is the wide range of expertise and experience of our attorneys and staff. As a result, if the





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primary attorney finds that the use of other attorneys, paralegals or staff within our Firm would work to your benefit, keep costs down or otherwise be most economical, she will engage other attorneys in our firm whose expertise may be of use to you. The hourly rates of our partners currently range between \$420.00 and \$550.00. Other attorneys are charged at a rate between \$310.00 and \$400.00 per hour. Should other attorneys be assigned to this matter, we will be happy to provide their hourly rate to you upon request. Although we reserve the right to change these rates from time-to-time, we generally do so in January. While we may attempt to estimate fees to assist you in your planning, such estimates are subject to change and are not binding unless otherwise expressly and unequivocally stated in writing.

**As a courtesy to you, given your non-profit status, we will apply a blanket 20% reduction to all attorney time on each invoice.**

At this time we are not aware of any unusual facets or demands of your proposed assignment. However, in determining the fees to be charged in a matter, we may deviate from the standard hourly rate due to the novelty and difficulty of the problems presented, the experience of the attorneys involved in the matter, the results obtained, the time limitations imposed by the client or by the circumstances related to and the amount involved in the matter.

**4. Charges.** In addition to fees for professional and staff time, we will charge separately for, travel, court transcripts or deposition transcripts, parking, filing fees, wire transfers, returned checks, foreign currency charges, secretarial overtime (where attributable to your special needs), bulk printing, extraordinary postage, external trial support, experts and other consultants retained on your behalf, and other similar items. By executing this Agreement below, you are agreeing to pay for these charges. You are also responsible for any additional charges and expenses, not listed above, that we advance on your behalf. Where significant or unusual third-party payments are required (e.g., co-counsel fees, expert fees, special studies, extensive transcripts or filing fees), we will normally forward the charge to you for direct payment or obtain advance funds from you to cover the charge. If we advance funds for you, they will be added to the invoice. The courtesy non-profit discount will not apply to these costs.

**5. Retainer.** A retainer is required for all clients. Please be advised that the filing fees and publication costs will not be advanced unless a sufficient retainer is on deposit with us. In this matter, you have agreed to provide an initial retainer of **\$2,500.00**. Any retainer until earned is a deposit for payment of a portion of the legal fees and costs to be incurred. Except to the extent legal fees or costs are incurred, any retainer is a refundable deposit that is your property and which you may have returned. We will initially hold the retainer in our trust account; however, at the Firm's discretion retainer funds may be applied at any time to the fees and costs billed to you. Upon exhaustion or substantial depletion of retainer funds, the Firm may require you to provide additional retainer funds. You will be required to pay our monthly invoices upon receipt as outlined in paragraph 6.



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**6. *Billing Statements; Carrying Charges on Unpaid Balances.*** Except as otherwise agreed, we will bill you on a monthly basis, and you agree to pay on receipt any balance due. You may have the billing statement in any reasonable format you choose, but we will select an initial detailed format for the statement unless you otherwise request in writing. If you have any questions about a statement, please call them to our attention promptly, but in any event no later than thirty (30) days after you receive the statement.

**7. *Payment.*** We expect to receive timely payment of our invoices. We do not extend credit to our clients. If fees are not paid promptly, we reserve the right to cease work on your file and withdraw as your counsel. If we do not receive payment within 30 days, you agree to pay a carrying charge of 1.5% per month (subject to adjustment by us from time-to-time as indicated on our statements) on the unpaid balance of the statement from the invoice's date. Payments will be accepted by cash, check, money order, bank draft, wire transfer, and credit card. Payments made by credit card may be surcharged a fee commensurate with the costs of accepting your credit card payment.

Payments made by cash will be subject to 26 United States Code (U.S.C.) 6050I and 31 U.S.C. 5331. Information for each individual delivering a cash payment by or on behalf of You as well as Your information will be gathered on IRS Form 8300. Should the total deposits for You exceed \$10,000 within a twelve (12) month period, a completed Form 8300 will be filed with the Internal Revenue Service. Please ensure that any individuals delivering cash payments on Your behalf are notified of these requirements. For this purpose, the term "cash" means U.S. and foreign coin and currency as well as cashier's checks, money orders, bank drafts, or traveler's checks having a face value of \$10,000 or less.

**8. *IOLTA Participation.*** As required by law, we will maintain and safeguard a trust account from which any interest earnings are forwarded to the IOLTA program run by the Nevada Law Foundation. Any interest earned on your trust fund balance will be forwarded to the program.

**9. *Termination.*** You may terminate our services at any time upon written notice, and we also may terminate our services upon written notice. Our representation will end at the earliest of (a) your termination of our representation, (b) our withdrawal, or (c) the substantial completion of our substantive work. Please note that we may obtain judgments, perfect security interests (UCC filings) or perform other work on your behalf that may require action in the future to renew or otherwise remain valid. For example, a judgment may be valid for six years. At the end of six years, it may require renewal to extend its validity. Given the lengthy times involved, you are solely responsible for separately engaging us or another attorney of your choice for all such future renewals, continuations and similar extensions of your rights.

**10. *Waiver of Certain Conflicts.*** Because our representation is limited in scope, you have agreed that, subject to certain conditions described below, we may represent, now and in the future, other persons and entities. You understand and agree that, with the exceptions below,



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we are free to represent other clients, including clients whose interests may conflict with yours in litigation, business transactions, or other legal matters. In addition, you have agreed that while we are representing you in active, pending matters, we may represent other clients in any matters which may be deemed a concurrent conflict of interest provided that (1) we reasonably believe that we will be able to provide competent and diligent representation to each affected client; (2) the representation is not prohibited by law; (3) the representation does not involve the assertion of a claim by a client against you in the same litigation or the same proceeding before a tribunal; and (4) you and the other client give informed consent, confirmed in writing. In addition, if our representation of you is terminated either by the Firm or by you, we may thereafter represent other clients with interests adverse to yours (even in litigation), provided that the representation does not involve confidential information we have obtained from you that is material to those matters. By executing this Agreement you are confirming your understanding of the above.

**11. *Records and Files Retention.*** All records and files will be retained and eventually disposed of in compliance with our then applicable file retention policy. Subject to future changes, it is our current policy to retain records relating to a matter for no more than seven (7) years after termination. Upon your prior written request, we will return records to you prior to their destruction. It is not administratively feasible for us to advise you of the closing of a matter or the disposal of records. We recommend, therefore, that you maintain your own files for reference or make written request for your files at the termination of a matter. If you have any questions concerning our records retention policies, please contact us.

**12. *No Guarantee of Success.*** It is impossible to provide any promise or guarantee about the outcome of your matter. Nothing in this Agreement or any statements by our staff or our attorneys constitutes a promise or guarantee. Any comments about the outcome of your matter are expressions of opinion only.

**13. *Candor and Truthfulness.*** You agree to be candid with us and to provide us all of the information in your possession or to which you have access, which will be necessary or useful for the discharge of our services. You will not knowingly make false statements to us or knowingly fail to disclose information to us which is relevant to the services we are performing. If you provide us confidential information, you will alert us to the confidential nature of such information so that we can protect it. As part of your retention of the Firm, you understand and agree that the attorneys, paralegals, and other office staff may, at times, seek internal advice about their ethical and legal obligations. You acknowledge that their internal conversations and advice are privileged communications and are not a waiver of our law firm's intra-firm privilege.

**14. *Arbitration and Waiver of Jury Trial.*** Any dispute between us shall be subject to binding arbitration. This means, among other things, that any dispute based upon, arising out of or relating to this Agreement, this agreement to arbitrate disputes, our engagement and/or our performance or failure to perform services (including, without limit, claims of breach of duty or professional negligence), is subject to binding arbitration. In addition, all questions regarding the



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arbitrability of the dispute, including whether we have agreed to arbitrate the dispute, shall be decided by such arbitration.

The arbitration shall be held in Clark County, Nevada before a retired Nevada District Court Judge or other mutually acceptable arbitrator. Judgment on the arbitrator's award shall be final and binding, and may be entered in any competent court.

As a practical matter, by agreeing to arbitrate all parties are waiving a jury trial.

This agreement to arbitrate all disputes between us applies even if some person or entity claims that this Agreement is void, voidable, or unenforceable for any reason.

**15. Representation of Organization.** If you, our client, are an organization (corporation, trust, partnership, limited partnership, limited liability company, or any other incorporated or unincorporated business or other entity), you should understand that we represent the organization and not its officers, board members, managers, principals, employees or any other persons in control where such person is engaged in action, intends to act or refuses to act in a matter related to the representation that is a violation of a legal obligation to the organization. A lawyer employed or retained by an organization represents the organization acting through its duly authorized constituents and not any individual associated with the organization.

**16. Attorneys' Fees.** Should the Firm prevail in any arbitration or litigation arising out of or relating to non-payment of attorney's fees or non-payment of charges advanced on your behalf, the Firm shall be entitled to recover all attorneys' fees (including the value of time of our attorneys at their normal billing rates), all experts' fees and expenses and all costs (whether or not such costs are recoverable pursuant to Nevada law) as may be incurred in connection with either obtaining or collecting any judgment and/or arbitration award, in addition to any other relief to which that party may be entitled.

**17. Our Disclosure of Representation of You in a Transaction.** Rule 1.6(a) of the Nevada Rules of Professional Conduct provides that "a lawyer shall not reveal information relating to representation of a client unless the client gives informed consent ..." To the extent our engagement involves any advice or representation of you in any transaction such as a financing, merger, acquisition, divestiture, or joint venture, we would appreciate the right, in our discretion, to publicize such representation for our promotional purposes such as in our promotional materials or to third party publications or other media. We would disclose only our representation of you in the transaction and, in our discretion, any information on the transaction which is publicly available. We would not make such disclosure unless and until the transaction is publicly announced or otherwise becomes publicly available through filings or other means. After having considered the risks to you of any such disclosures by us, you have consented to our disclosure of information to the extent consistent with this paragraph.

**18. Miscellaneous.** This Agreement is governed by Nevada law and sets forth our entire agreement for rendering professional services. It can be amended or modified only in



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writing. Each party signing below is jointly and severally responsible for all obligations due us and represents that each has full authority to execute this Agreement so that it is binding. This Agreement may be signed in one or more counterparts and binds each party signing it whether or not any other proposed signatory ever executes it. If any provision of this Agreement or the application thereof is held invalid or unenforceable, the invalidity or unenforceability shall not affect other provisions or applications of this Agreement which can be given effect without such provisions or application, and to this end the provisions of this Agreement are declared to be severable. We are not advising you with respect to this Agreement because we would have a conflict of interest in doing so. If you wish to have advice, you should consult independent counsel of your choice.

Please contact me as soon as possible if this Agreement does not accurately reflect your understanding. Any corrections or changes must be in writing and signed by both of us.

Please sign and return an acknowledgement copy of this Agreement (along with your check for our retainer if one is specified above) at your earliest convenience.

Sincerely,

KAEMPFER CROWELL

A handwritten signature in blue ink, appearing to read "Robert McCoy".  
Robert McCoy

RRM/dbe

The undersigned has read and understood this Agreement. The undersigned acknowledges that this Agreement is subject to binding arbitration as provided in Paragraph 14 above. The foregoing accurately sets forth all the terms of your engagement, and is approved and accepted on the \_\_\_\_ day of \_\_\_\_\_, 2022.

LAS VEGAS-CLARK COUNTY LIBRARY  
DISTRICT FOUNDATION, INC.

By: \_\_\_\_\_

Its:

**LAW OFFICE OF  
AFRICA A. SANCHEZ, ESQ.**

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1. **Amount of Monthly Fee.** LAS VEGAS CLARK COUNTY LIBRARY DISTRICT FOUNDATION, INC. agrees to pay the Law Office of Africa A. Sanchez, Esq., LLC. a monthly flat fee of \$1,000.00 per month to begin December 1, 2022.

2. **Scope of services covered.** This flat fee is in exchange for full access to advice, and consultation regarding the routine and day to day legal issues and matters regarding Board matters, compliance issues, and Nevada Open Meeting law issues. The question of whether a matter or issue falls within the scope of this agreement will be handled with common sense, mutual agreement, mutual respect, and fairness to both parties.

3. **Billing statements.** An invoice will sent each month showing the time expended and services provided to your company during the previous month. The dollar amount for our services will be the agreed monthly flat fee. The invoice will also include as additional charges reasonable out of pocket expenses such as disbursements and other charges incurred by the law firm in performing services, such as photocopying, messenger and delivery fees, air freight, videotape recording, travel (including mileage, parking airfare, lodging meals, and ground transportation), copying, court cost and filing fees, court reporter fees, and other related expenses. No mark-up or profit is included in calculating these costs. Unless Special arrangements are made, fees and expenses of others such as experts, investigators, witnesses, consultants, and court reporters and other large disbursements will not be paid by the law firm and will be Las Vegas Clark County Library District Foundation, Inc.'s responsibility and billed directly to Las Vegas Clark County Library District Foundation, Inc.

4. **Billing for services outside the scope of this agreement.** If Las Vegas Clark County Library District Foundation, Inc. requires additional legal services outside the scope of the flat fee, the fee shall be based on the amount of time spent by the law firm on the matter at a discounted hourly rate of \$275.00. This rate, multiplied by the time spent on the matter measured in tenths of an hour, will be the basis for determining the fee.

5. **Duration of Agreement.** This Agreement will commence with a month-to-month contract beginning December 1, 2022 until an annual contract has been signed by the Board. Upon approval and signature by the Board, an annual, twelve-month contract, will commence and end after completion of the year.

6. **Matters outside of expertise.** For matters outside of our expertise such as environmental, bankruptcy, tax, patent and intellectual property, etc., we will make every reasonable effort to refer you to experienced and competent outside counsel.

7. **Conflicts of Interest.** We will be bound by our ethical obligations regarding conflicts of interest which may require us to decline to provide advice, consultation, or

representation on certain matters which would otherwise be considered general counsel matters.

ENTERED INTO THIS \_\_\_\_\_ DAY OF \_\_\_\_\_, 2022.

\_\_\_\_\_  
Las Vegas Clark County  
Library District Foundation, Inc.

/s/ Africa A. Sanchez  
Africa A. Sanchez, Esq.



**AFRICA A. SANCHEZ, ESQ.**

3211 N. Tenaya Way #119

Las Vegas, Nevada 89129

Primary Phone: 702-744-8081 Secondary Phone: 702-659-2217

Email: [africa@africasanchezlaw.com](mailto:africa@africasanchezlaw.com)

**BAR LICENSE**

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Admitted to Nevada State Bar, October 2000

**EXPERIENCE**

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June 2014 to Present                                      Law Office of Africa A. Sanchez, Esq.                                      Las Vegas, NV

***Attorney***

- Consult and provide legal advice to several charter school clients on various legal issues, including ADA; FMLA; IDEA; employment discrimination/harassment; FERPA; student issues, including enrollment, discipline, custody, personal injury, release of records, First Amendment issues, open meeting laws, review vendor contracts, etc. Provide training to board members on open meeting law, ethics, etc.
- Consult and provide legal advice to clients on family, immigration and civil litigation matters, including labor and employment and employment contract grievances.
- Handle all aspects of civil litigation, including motions, discovery, arbitration, mediations, settlement conferences and trials.

April 2012 – June 2014                                      Eric Palacios and Associates, Ltd.                                      Las Vegas, NV

***Attorney***

- Consult and provide legal advice to clients on family law, criminal, and bankruptcy law matters.
- Handle all aspects of family litigation; including temporary restraining orders, child support hearings, motions, discovery, and trials for custody and divorce.
- Advocate at criminal and administrative hearings.

September 2005 – April 2012                                      Clark County Education Association                                      Las Vegas, NV

***General Counsel***

- Provided analysis and counsel on legal and policy issues for teachers union, including grievance arbitrations, contract bargaining, negotiations, executive board meetings, employment and contract law, etc.
- Anticipated and guarded against litigation including developing and recommending company policy and position and legal issues.
- Wrote, reviewed, and edited reports, opinions, correspondence, articles, and other documents.
- Represented the teacher's union and its officials in various legal proceedings, including employment arbitrations, Employee-Management Relations Board, Nevada State Contractor's Board, and District Court.
- Provided training to uniserv directors, staff, and teachers on organizing and employment issues.

September 2001 to September 2005                                      Clark County School District                                      Las Vegas, NV

***Deputy Assistant General Counsel***

- Handled all aspects of civil litigation; including preparation of legal pleadings, motions, discovery, stipulations, review of contracts, etc.
- Prepared legal pleadings, motions, discovery, stipulations, etc. Provided legal advice and trainings.
- Appeared at hearings, including employment arbitrations, Employee-Management Relations Board, worker's compensation, Discovery Commissioner, District Court, and Nevada Supreme Court settlement conferences.



- Advised human resources, school based, and central office administrators on various legal issues, including ADA; FMLA; IDEA; employment discrimination/harassment; FERPA; student issues, including enrollment, discipline, custody, personal injury, release of records, First Amendment issues, etc.
- Reviewed vendor contracts.
- Counseled school police on various issues, including officer discipline, subpoenas, and release of information.
- Provided training to administrators and supervisors on employee and student issues.
- Participated in hiring panels for Employee-Management Relations and School Police.

August 2000 to August 2001

Eighth Judicial District Court

Las Vegas, NV

***Law Clerk***

- Reviewed and analyzed cases in preparation of bench memoranda.
- Briefed Judge on civil and criminal law and motion calendars.
- Reviewed court orders and prepared for Judge's signature.
- Attended trials and hearings.
- Liaison between Judge and attorneys.

**EDUCATION**

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1997-2000	<b>Gonzaga University School of Law</b>	Spokane, WA
	▪ Juris Doctorate, Cum Laude	
1993-1997	<b>University of Nevada Las Vegas</b>	Las Vegas, NV
	▪ Bachelor of Arts, Communications-Broadcast Journalism and Minor in English	

**SKILLS**

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Fluently speak, read and write Spanish. Technically literate including Wiznet, Oddessy, Lexis-Nexis, Microsoft Word, Excel, Publisher, Powerpoint and Internet. Strong research skills.

Member of the Nevada State Bar Southern Nevada Disciplinary Panel

**REFERENCES**

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Jon Okazaki, Esq.  
Sr. Assistant General Counsel  
Clark County School District  
5100 West Sahara Avenue  
Las Vegas, Nevada  
702-799-5373  
702-799-5505 Fax

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Tambre Tondryk  
Executive Director of Operations  
Beacon Academy of Nevada  
7360 W. Flamingo Rd.  
Las Vegas, Nevada 89147  
702-726-8622

L. Steven Demaree  
Assistant General Counsel (*retired*)  
City of North Las Vegas  
1444 Tangerine Rose Drive  
Las Vegas, Nevada 89142  
702-431-1941

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