

**PROPOSED AGENDA  
LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT FOUNDATION  
Bylaws Committee  
January 13, 2023**

DATE: Friday, January 13, 2023

TIME: 12:00 p.m.

PLACE: Join Zoom Meeting

<https://us06web.zoom.us/j/81090000246?pwd=VFRIVWJha1haMDltOEdrdWdieXNYdz09>

Meeting ID: 810 9000 0246

Passcode: 816535

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. Discussion and possible action on Foundation Bylaws amendments/ edits to bring to the Foundation Board

V. 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.

VI. 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

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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 Monday, January 9, 2023, 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
  - 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 District Foundation Board of Directors.

## **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

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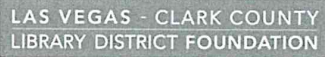
M. Frances Sponer, Director



a. Nominating committee

A Nominating Committee shall be established of at least three (3) directors approved by the Board to serve one-year terms for the purpose of nominating new directors for consideration by the Board of Directors. The Nominating Committee shall report to the Chairperson of the Board the names of the nominees for the Board's consideration and election. The Nominating Committee shall meet as often as necessary to ensure that there are nominees for the Board of Directors to consider for election. The Nominating Committee shall meet at least ninety (90) days prior to an acting director's term expiring in order to ensure that directors are replaced in a timely manner.

Item XI Nominating and Governance Charter



**NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

**The Las Vegas Clark County Library Foundation Board of Directors**

**Purpose**

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

**Membership**

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

**Meetings**

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

**Recruitment & Selection**

The Committee will ensure that:

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

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

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

**Responsibilities**

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

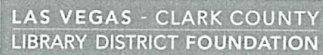
1. Creation of governance policies and procedures
2. Recruiting and nominating suitable board members
3. Providing orientation and training programs for members of the Board
4. Evaluating the performance of individual members and the Board as a whole

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

**Governance Policy Development**

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

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



### **Education**

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

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

### **Evaluation**

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

### **Accountability**

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

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



### **Documentation**

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