

PROPOSED AGENDA
LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT FOUNDATION
Board of Directors Meeting
January 17, 2023

DATE: Tuesday, January 17, 2023

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

PLACE: Zoom Meeting

Join Zoom Meeting

<https://us06web.zoom.us/j/85785469929?pwd=T3ZpSGVZTHhIU0RIY3NCS3FVUXkrdz09>

Meeting ID: 857 8546 9929

Passcode: 809309

I. Roll Call

II. Public Comment

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

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

III. Board action to accept proposed agenda

IV. Board action to accept minutes from December 19, 2022

V. Closed Session

VI. Discussion and possible action to authorize settlement with Danielle Milam for \$14,000. (Please note the meeting may be interrupted from the open meeting and the public may be excluded for the purpose of having an attorney-client discussion pursuant to NRS241.015(3)(b)(2).

VII. President's Report

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- VIII. Discussion and possible action on Foundation's current operations and utilization of LVCCLD staff
- IX. Discussion and possible action of bylaw amendments
- X. Discussion and possible action of board terms and slate of candidates for nomination to the board
- XI. Discussion and possible action of Annual Report
- XII. Public Comment

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

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 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

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

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

From: Elaine Sanchez, President

January 13, 2023

President's Report

The Las Vegas Clark County Library District Foundation was established as a 501c (3) on August 18, 2003, to support the improvement, promotion, and growth of the Library District. The Foundation Bylaws stipulate the Board of Directors include two active LVCCLD board members along with an ex-officio position for the LVCCLD Executive Director. We are grateful to have District Trustees Kelly Benavidez and Felipe Ortiz serve on both boards. They have been instrumental in their guidance and recommendations for the Foundation and have a unique understanding of the Foundation and District needs to operate symbiotically. The Foundation Board is to provide direction on program, finance, investment, event, and donor activities. It also oversees the annual audit and tax filings.

According to LVCCLD records, since 2003 the Library District has supported staffing, office, and other overhead costs of the Foundation. Originally, Library Foundation work was accomplished alongside the Development and Planning department's District functions of strategic planning, grant development and management, volunteer program management and government relations. Development staff of the Library District have duties that span both Library District and Library Foundation functions. The team traditionally provided support for Library Foundation meetings, including agenda and meeting minutes, grant writing and coordinating of grant projects, preparation of Library Foundation Financial Statements and oversight of donated and discarded used book sales, both in Library District branches and online. In the past, the lead Development position attended both Library District and Foundation meetings and updating the LVCCLD Board of Trustees on the activities of the Foundation. The position assisted in the creation of an annual report and briefed members of both boards on the status of projects or plans. These tasks that were traditionally carried out are not being done presently unbeknownst to the Foundation. The responsibilities of the District to the Foundation and the Foundation to the District should be discussed to have a more streamlined approach to doing the community's business. The Foundation board is made up of community leaders who volunteer their time. It is difficult to conduct Foundation business when board members are now tasked with doing administrative matters. This diverts the strategic focus of the Foundation away from its core mission.

The Library District Development staff are employees of the LVCCLD. All direction to Library District staff comes from the Executive Director. LVCCLD Executive Director and the Human Resources Department are responsible for all things worker related. That includes recruiting, vetting, selecting, hiring, onboarding, training, promoting, paying, and firing employees. Staff Liaisons include: Kelvin Watson, Executive Director, watsonk@thelibrarydistrict.org, JoAnn Prevetti, Director of Development, prevettij@thelibrarydistrict.org, Sherry Walker, Project Manager, walkers@thelibrarydistrict.org, Virginia Weidenfeller, Development Coordinator, weidenfellerv@thelibrarydistrict.org and Leslie Valdes, Volunteer Program Coordinator, valdesl@thelibrarydistrict.org

LVCCLD is governed by a ten-member Board of Trustees, five who are appointed by the Clark County Board of Commissioners and five who are appointed by the Las Vegas City Council. The Board of Trustees appoints an Executive Director, adopts policy, approves the annual budget and ongoing expenditures, and sets an annual property tax levy. The Board's roles and responsibilities are enumerated in NRS Chapter 379. The Library District was created in 1965 when a taxing district to provide library services to serve valley residents outside the Las Vegas city limits was created by the Clark County Board of Commissioners. It was originally named the Greater Clark County Library District, later shortened to the Clark County Library District. The Library District grew as other taxing districts, created to provide library services in other parts of Clark County, were added. Soon after came a contract with the city of Las Vegas to manage libraries located within the Las Vegas city limits. In 1985 the District took its current form through legislation enacted by the Nevada State Legislature and became known as the Las Vegas-Clark County Library District, the state's first consolidated library district, and the Las Vegas Public Library formally became a part of the District. As an independent taxing district, the Las Vegas-Clark County Library District is neither a part of the city of Las Vegas nor that of Clark County.

Board of Trustees include Brian Wilson, Chair, Nathaniel Waugh Vice-Chair, Dr. Keith Rogers, Treasurer, Elizabeth Foyt, Secretary, Kelly D. Benavidez, Jennifer Jiron, José L. Meléndrez, Felipe A. Ortiz, Sandra Ramaker, Kate Turner Whiteley and Kelvin Watson, Executive Director (*Fiscal year 2022-2023 LVCCLD budget report).

The Library Foundation has one part-time employee, who assists with online book sales out of the Sahara West warehouse. Since 2009, the Library Foundation and Library District have also had a contractual relationship, with the Library Foundation as the sole recipient of Library District discarded books and book donations from the public. This Bookstore Agreement, approved by the Library District Board of Trustees and the Library Foundation Board of Directors, sets forth the responsibility of the Foundation to provide an annual audit of Foundation books, and restricts

revenues from used book sales to Library District and Foundation initiatives that benefit the Library District. Under the Agreement with the Library District, book sales revenues are restricted to Library District programs. These programs have supported activities of all Library District departments. This foundational support from the Library District enables the Library Foundation to have a revenue stream that is immediately available for library programs, marketing initiatives, facility improvements, collaborative initiatives with community partners, and collection enhancements. It also puts the Library Foundation at an advantage in grant procurement, since all grant funds can go directly to the initiative, not overhead.

While the following is not a comprehensive list, it explains some of the more important business of the Foundation, and how it assists Library District programs and capital campaigns:

Teachers in Libraries. The annual fundraising need for the Teachers in Libraries program is \$400,000 per year. It provides certified CCSD teacher tutor services at eight LVCCLD branch locations: Centennial Hills, East Las Vegas, Rainbow, Spring Valley, Sunrise, West Las Vegas, Whitney, and Windmill. The program operates Monday to Thursday, from 4:00 p.m. to 6:00 p.m. from September to May, following the CCSD calendar. Students from any school are welcome to drop in for assistance with their homework of the day. The Foundation has a professional services contract from Andson, Inc., which recruits, orients, and manages the certified CCSD teachers who provide the tutor services and who collect program feedback and student achievement data in parent, student, and teacher surveys. Thank you to the City of Las Vegas grant we are continuing this service at no cost to the Las Vegas-Clark County community for the 2022-2023 school year.

Teen Tech Lab Centers. The Library Foundation has helped the Library District build, create, and start teen tech centers in library branches. Best Buy Foundation has invested in the Best Buy Teen Tech Center at the Clark County Library since 2017. During FY 2021-2022, Best Buy continued its investment in the Best Buy Teen Tech Center with \$10,000 in grants. Cox Charities contributed \$5,000 to support the COX Teen STEAM Lab at the Enterprise Library and SWITCH provided \$15,000 in funding to establish the SWITCH Robot Lab at West Las Vegas. NV Energy Foundation and Union Pacific have also invested the library STEM initiatives. These contributions and grants help the Library District and Foundation increase the number of high-quality programs critically important to expanding the creative minds of our children.

New Market Tax Credit. (NMTC) is an important source of financing for community facilities. Historically, low-income communities have lacked investment and resources. To combat this disinvestment, Congress established the NMTC in

2000. The program is designed to attract private investment to distressed communities and spur community development and economic growth. The greatest benefit provided to the Library District was in 2017. During that time, a legislative bill was passed in Carson City that in essence gave the District the legal capacity to transfer funds to the Foundation to participate in the federal government's NMTC Program. Any funding transferred to the Foundation requires an agreement as to the purpose of the transfer and how it is to be distributed. Without this approval from both the State of Nevada and the Foundation, the District could not be a participant in this program. In 2017, the Library Foundation took on the management of the East Las Vegas and Mesquite QALICBs as part of the New Market Tax Credit projects for the East Las Vegas and Mesquite library projects. In this capacity, the Foundation manages the annual meetings, audits, and compliance reports of those two non-profits as well. Participation in the NMTC program requires a seven-year commitment to both the District and the Foundation. Failure to live up to this commitment could cause the District in having to repay the funding back to the Federal Government. The Foundation played a pivotal role in helping the Library District close a \$5.9 million gap in funding caused by escalating construction costs back in 2017. Once again, the Foundation will assist the District to qualify for the NMTC program for construction of the new West Las Vegas branch. This program can grant as much as 20 percent of the anticipated construction cost. As an example, if the construction cost is \$30 million the District can anticipate NMTC credit of \$6 million through the Foundation.

Volunteer Program. The Foundation supports the recruitment, training, and appreciation opportunities of the LVCCLD volunteers. There are a number of volunteer opportunities available. There are youth volunteer services that can assist with labeling and stamping books, magazines, comic books, removing discarded materials, shelving books, CDs, and DVDs, assisting with special events and preparing crafts. The adult services allow volunteers to help at the Bookstore.

In conclusion, the District and the Foundation has worked well together for the last twenty years. Our boards have partnered on providing the best in library programs and services during the best of economic times and under difficult economic periods. One of the Foundation's primary purposes is to raise funds for the District and work to improve our Las Vegas-Clark County community as a whole. The Foundation looks forward to continuing this relationship and in assisting the District in generating nontaxed revenues to meet its strategic goals for its library and its nonlibrary programmed activities.

Other Developments:

- On November 29, 2022, I asked Vice-President Tamar Hoapili to spearhead the creation of the Foundation's Annual Report. In the past, this was task consistently done by the LVCCLD. Ms. Hoapili agreed to lead this important project and will update our board on this matter at our January Board meeting.
- On December 8, 2022, I attended the Las Vegas Clark County Library District Board of Trustees Meeting to introduced myself and discussed the happenings of the Foundation Board during public comment. I discussed our board members and announced the Foundation Gala. I mentioned that we have a joint session in the future. Trustee Jose Meléndez thanked our board for its service and acknowledged our commitment to the Foundation and raising funds for the Library District is not easy. I thanked Trustee José L. Meléndrez for his comments and acknowledged the members of Foundation Board and the LVCCLD Board members are made up of volunteers who are committed to the community.
- 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. A meeting of the Bylaws Committee was held on January 12, 2023. An update on the Committee will be given at the January 17, Foundation Board meeting.
- Las Vegas Clark County Library District Chair called and informed me on January 12, there will be an agenda item on the Bookstore Agreement at the District's meeting this month. Library District's legal counsel will be giving a report. He did not discuss the specifics.
- The Foundation has added meetings last year to discuss the gala. An additional meeting will be held soon. All gala committee meetings are subject to open meeting laws.

- The Foundation Board has additional vacancies. I would like our board to consider and vote on Assemblywoman Shannon Bilbray Axelrod at our January 17 meeting. Assemblywoman Shannon Bilbray-Axelrod is currently in her fourth term representing Nevada's 34th legislative district. She is the Chair of the Education Committee and is a member of the Judiciary and Natural Resources Committees. Previously, she served two terms on the Government Affairs & Growth & Infrastructure Committee, as well as the Revenue Committee. She is a graduate of the University of San Diego and a third generation Nevadan with deep roots in our community and a passion for philanthropy and service. In addition to her legislative activities, she serves as board President of Family to Family Connection and as VP of Communications for the National Charity League. She served 11 years on the Las Vegas Clark County Library District Board of Trustees and several years as a board member of the Juvenile Diabetes Research Foundation.
- Additional names I wish to be considered due to vacancies: Ivette Fernandez, Vice President and Government Relations of Endeavor, Erin McMullen Midby, Vice President of Government Affairs at Boyd Gaming, Cynthia Kiser Murphey, General Manager for Palms Casino Resort, Ellen Moore Johnson, The Boring Company

Las Vegas Clark County Library District Foundation Board of Directors Meeting - Financial Statements and Budget Review

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

Item V: Financial Statements and Budget Review

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

AGREEMENT

Whereas the Las Vegas - Clark County Library District (The District) is a public agency organized under the Nevada Revised Statutes and

Whereas the Las Vegas – Clark County Library District Foundation (The Foundation) is a nonprofit, tax exempt organization qualifying as a U.S. Treasury Section 501 (c) (3) corporation and

Whereas each entity to the Agreement is a separate and distinct organization and

Whereas the parties hereto both share the common goal of supporting, enriching and enabling library services within the service area of The District

Now therefore, in consideration of the mutual promises hereinafter stated, it is agreed as follows:

I. The Foundation's Organizational and Finance Records

The Foundation agrees to or has adopted the bylaws, and/or policies to guarantee the structure and operations of its organization. At minimum, such bylaws and policies will regulate the time and the procedures for the elections of officers; a rotation schedule and procedure for the election of Board Members, encouragement of annual active recruitment of Board Directors, orientation and training for new Board Directors, implementation of appropriate accounting procedures and transmittal of copies of financial records to The District. Said records shall include but not be limited to a copy of the annual tax return and a roster of the Board of Directors. The above items will be supplied to The District by either the filing deadline established by law or upon execution of this Agreement. In addition, The Foundation shall conduct an annual audit or full accounting of its financial records and provide same to the District for the term of this Agreement in a form or manner acceptable to the District.

II. District Donations to The Foundation from District Bookstores and Book Sales

The District agrees to donate library materials discards which have, in The District's sole discretion, been determined to be of no further use to The District consisting of books and other library materials, including those materials donated by the public, after The District has determined said donated materials not suitable for adding to The District's collections as outlined in The District's **Collection Development Policy**. Discarded materials and donations are donated to The Foundation without requirement of bid by The District.

III. The Foundation's Sale of Donated Materials and Grant Awards to The District

In consideration of said donations, The Foundation agrees to appropriately and in a fiscally responsible manner work with designated District staff to coordinate the sale those items it determines are saleable in The District's bookstores and other locations, including online sales. After deducting 50% of the cost of annual audit and attendant accounting expenses referenced in Section I. of the herein Agreement, all other proceeds from the book sales will be considered a restricted stream of Foundation revenue. Said funds shall be placed in an enterprise, trust and/or restricted fund which shall be used only and exclusively for activities described in Section IV of this Agreement.

IV. Program Development, Budget Development, Reimbursement of Expenses and Reimbursement Procedure

The District's Executive Director, in consultation with The Foundation, will develop a program plan that may include District programs, projects, capital and material acquisitions, and costs for a volunteer coordinator that include salary, benefits and 15% administrative overhead. The program plan may also include cash matches for District grant applications or Foundation programs and/or grant applications that benefit the District.

The District's Executive Director, in consultation with The Foundation, will provide to The Foundation a budget, which does not require Foundation Board approval, for reimbursable expenses for activities described in the program plan referred to above. The budget shall conform to anticipated book sales revenues as reflected in the District's budget that coincides with the term of this Agreement and is approved by the District.

The District shall invoice The Foundation quarterly for reimbursement of said budget expenditures. The Foundation shall pay same within thirty (30) days of the invoice.

V. District Bookstore Sales, Monitoring, Receipts, and Transfers

The District agrees to designate areas in its branches for use by The Foundation which will be overseen by a Volunteer Coordinator and Foundation volunteers. Areas shall be provided with shelving and areas for sorting and pricing donated materials by volunteers.

The District shall collect and audit bookstore sales receipts and deposit collected funds monthly in ~~an~~ the above-referenced restricted account of the Foundation. The District and The Foundation shall monitor said revenues to assure that receipts conform to book sales revenues estimated in the budget referred to in Section IV. In the event there is a material variance in said book sales revenues, The District will adjust the budget, reimbursement requests, and transfers accordingly.

VI. Foundation Transfers to the District & Recognition

The Foundation agrees that The District shall be the sole recipient of all transfers, grants and other awards by The Foundation, however, in all cases The Foundation shall receive suitable and appropriate acknowledgement in staff reports to The District's Board of Trustees; in The District's promotional materials, newsletters and other appropriate District publications; and in The Foundation's promotional materials, newsletters, annual report and other appropriate Foundation publications. The District agrees to annually recognize the support and contributions of The Foundation by placing on its Agenda at a scheduled annual meeting, a report from The Foundation regarding its support and contributions to The District during the preceding term of Agreement.

VII. Communication Between The Foundation and The District

Both parties agree that open communications with each other and the public is of great importance. Two members of The District's Board of Trustees and the Executive Director shall be members of The Foundation's Board of Directors, per The Foundation bylaws, and thereby will receive all meeting notices and minutes. Similarly, The District will keep The Foundation apprised of meetings of The District's Board of Trustees. It is expected that The Foundation will inform its Directors of said meetings. In addition, The Foundation shall provide The District Board of Trustees with quarterly reports regarding Foundation activities and finances, and other additional reports, as requested by The District.

VIII. Dissolution of The Foundation

Should The Foundation cease to exist as an organization or should they refuse or be unable to receive the material for two consecutive months, then in that event, the funds received as a result of this Agreement shall be immediately returned to The District for the support of such Library services as it deems appropriate and the District may resume disposing of the library material and donation discards as it sees fit.

IX. Execution of Agreement

This Agreement is agreed to on the dates signed by the authorized representatives below and will be effective on _____ of _____, 2009. The term of this Agreement is for one year from the date herein. This Agreement may be continued for subsequent years by the mutual agreement of the parties.

Frances Barron
Chairperson, The District

Thomas C. Lawyer
President, The Foundation

APPROVED AS TO FORM:

Jeanne D. Goodrich,
Executive Director
Las Vegas – Clark County Library District

Gerald M. Welt,
Attorney for The District

BYLAWS

OF

LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT FOUNDATION, INC.

A Nevada Non-Profit Corporation

ARTICLE 1 NAME

The name of this organization shall be:

LAS VEGAS-CLARK COUNTY LIBRARY DISTRICT FOUNDATION, INC.

ARTICLE 2 OFFICES

SECTION 1. PRINCIPAL OFFICE

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

SECTION 2. CHANGE OF ADDRESS

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

_____ Dated: _____, 20__

_____ Dated: _____, 20__

_____ Dated: _____, 20__

SECTION 3. OTHER OFFICES

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

**ARTICLE 3
OBJECTS AND PURPOSES**

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

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

ARTICLE 4 MEMBERSHIP

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

ARTICLE 5 DIRECTORS

SECTION 1. POWERS

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

SECTION 2. NUMBER

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

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

SECTION 3. QUALIFICATIONS

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

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

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

SECTION 4. DUTIES

It shall be the duty of the directors to:

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

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

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

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

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

SECTION 5. TERM OF OFFICE

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

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

SECTION 6. COMPENSATION

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

SECTION 7. PLACE OF MEETINGS

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

SECTION 8. REGULAR MEETINGS

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

SECTION 9. SPECIAL MEETINGS

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

SECTION 10. NOTICE OF MEETINGS

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

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

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

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

SECTION 11. QUORUM FOR MEETINGS

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

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

SECTION 12. MAJORITY ACTION AS BOARD ACTION

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

SECTION 13. CONDUCT OF MEETINGS

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

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

SECTION 14. VACANCIES

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

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

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

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

SECTION 15. NONLIABILITY OF DIRECTORS

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

SECTION 16. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

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

SECTION 17. INSURANCE FOR CORPORATE AGENTS

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

ARTICLE 6 OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

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

SECTION 2. QUALIFICATIONS

All officers shall be members of the Board of Directors.

SECTION 3. ELECTION AND TERM OF OFFICE

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

SECTION 4. REMOVAL AND RESIGNATION

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

SECTION 5. VACANCIES

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

SECTION 6. DUTIES OF PRESIDENT

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

SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

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

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

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

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

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

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

SECTION 9. DUTIES OF TREASURER

The Treasurer shall:

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

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

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

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

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

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

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

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

ARTICLE 7 COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

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

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

SECTION 2. OTHER COMMITTEES

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

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

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

ARTICLE 8 EMPLOYEES

The Corporation shall have no employees.

ARTICLE 9 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

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

SECTION 2. CHECKS AND NOTES

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

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS TO THE FOUNDATION

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

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

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

ARTICLE 10 CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office:

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

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

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

SECTION 2. CORPORATE SEAL

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

SECTION 3. DIRECTORS' INSPECTION RIGHTS

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

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

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

SECTION 5. PERIODIC REPORT

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

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

SECTION 1. LIMITATIONS ON ACTIVITIES

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

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

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

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

SECTION 3. DISTRIBUTION OF ASSETS

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

SECTION 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

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

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

ARTICLE 12 AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

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

ARTICLE 13 CONSTRUCTION AND TERMS

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

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

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

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

ADOPTION OF BYLAWS

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

Dated: _____

Daniel L. Walters, Director

Lawrence T. "Tim" Wing, Director

M. Frances Sponer, Director



Assemblywoman Shannon Bilbray-Axelrod is currently in her fourth term representing Nevada's 34th legislative district. She is the Chair of the Education Committee and is a member of the Judiciary and Natural Resources Committees. Previously, she served two terms on the Government Affairs & Growth & Infrastructure Committee, as well as the Revenue Committee. She is a graduate of the University of San Diego and a third generation Nevadan with deep roots in our community and a passion for philanthropy and service. In addition to her legislative activities, she serves as board President of Family to Family Connection and as VP of Communications for the National Charity League. She served 11 years on the Las Vegas Clark County Library District and several years as a board member of the Juvenile Diabetes Research Foundation. She is married to her husband Danny and mother to both their daughter Molly and a very loving Pit Bull named Mia.