

BYLAWS
OF
OZARK REGIONAL LIBRARY FOUNDATION

ARTICLE I

OFFICES

1. **Principal Office.** The Principal Office of the Ozark Regional Library Foundation (“Foundation”) shall be located in Iron or Madison County, Missouri. The Foundation may have such other offices within the State of Missouri as the Board of Directors may determine, or as the affairs of the Foundation may require from time to time.
2. **Registered Office and Agent.** The Foundation shall have and continuously maintain a registered office and a registered agent within the State of Missouri. The Board of Directors, by resolution, may change the registered agent, with the consent of the new registered agent, and the address of the registered office upon notice to the Missouri Secretary of State.

ARTICLE II

PURPOSES

1. **General.** The purposes of the Foundation shall be those non-profit purposes stated in the Articles of Incorporation of the Foundation, as amended from time to time, to solicit, receive, hold, and administer gifts and to do such other lawful acts and undertake such other enterprises for literary and educational purposes exclusively to support and benefit the Ozark Regional Library District (“Library”).
2. **Limitations.**
 - a. The Foundation shall, in all of its activities, be nonpartisan, nonpolitical and nonsectarian, and shall engage only in those activities which are authorized and permitted in furtherance of its purposes as an exempt organization pursuant to the United States Internal Revenue Code.
 - b. The Purposes for which the Foundation is organized are exclusively charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.
 - c. Notwithstanding any other provision of the Articles of Incorporation or Bylaws, the Foundation shall not carry on any activities not permitted to be carried on by any organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

3. Public Benefit. The Foundation is a “Public Benefit Corporation,” as defined in the Missouri Nonprofit Corporation Act.

ARTICLE III

BOARD OF DIRECTORS

1. Powers. The property and affairs of the Foundation shall be managed by a Board of Directors of the Foundation. The Foundation Board of Directors shall have and is vested with all powers and authorities, except as may be expressly limited by law, the Articles of Incorporation of the Foundation or these Bylaws, to supervise, control, direct and manage the property, affairs, and activities of the Foundation, to determine the policies of the Foundation, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes: provided, however, that:
 - a. The Foundation Board of Directors shall not authorize or permit the Foundation to engage in any activity if such activity is contrary to or not permitted by the Articles of Incorporation of the Foundation or by an entity organized under the Missouri Nonprofit Corporation Act;
 - b. None of the powers of the Foundation shall be exercised to carry on activities, which are not in themselves in furtherance of the purposes of the Foundation;
 - c. All income and the property of the Foundation shall be applied exclusively for its not-for-profit purposes. No part of the net earnings or other assets of the Foundation shall inure to the benefit of or be distributable to any member, director, officer, contributor or any other private persons having, directly or indirectly, a personal or private interest in the activities of the Foundation, except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its stated purposes; and
 - d. The Foundation Board of Directors must approve any borrowing of money or additional capital requirements and the sale or other disposition of any corporate assets.
2. Size, Composition and Term.
 - a. Size and Residency.
 - (1) The Board of Directors shall consist of seven (7) members. Members shall be residents of Madison and Iron Counties, and the seventh member shall be the Chief Librarian of the Ozark Regional Library District.
 - (2) Honorary Directors. The Board of Directors may elect such Honorary Directors in any number as it shall deem appropriate. Honorary Directors shall not have the right to vote or be considered for purposes of a quorum.
 - b. Ex Officio Director. The Foundation Board of Directors shall include the Chief Librarian of the Ozark Regional Library District. Said *ex officio* Director shall serve

and have full voting powers for so long as they hold said office or is designated as the representative of the Ozark Regional Library Board of Trustees.

- c. Elected Directors — Initial Board. All remaining members of the Foundation Board of Directors shall be elected Directors. Said Directors shall be elected by a majority vote of the Ozark Regional Library Board of Trustees. The initial board shall consist of directors who are residents of Madison and Iron Counties. Two of the Directors shall be elected for one- (1) year terms, two shall be elected for two- (2) year terms, and two shall be elected for three- (3) year terms. The seventh member shall be the Chief Librarian of the Ozark Regional Library District. After the initial Board of Directors has been determined and the initial board shall serve terms as stated herein, all future directors shall serve a term of three (3) years as set forth in Paragraph 2.d of these Bylaws.
- d. Term of Directors. Each elected Director shall serve their term as set forth in Paragraph 2.c above relative to the initial board, but such term will end on June 30th following the anniversary date of said Director's appointment. Upon the Director's completion of the initial term of at least one (1), two (2), or three (3) years, the elected Director may be re-elected for a term of three (3) years, and such three- (3) year term will end on June 30th following the end of the three- (3) year anniversary of the election for the Director. Elections to fill openings for Directors whose terms have expired and are due to end on a given June 30th will be held in time to have new Directors' terms commence on July 1. Any Director so elected may serve more than one (1) term.

Amended September 3, 2024: Board members may serve two consecutive three-year terms, after which they must take a minimum one-year break before being eligible to serve again.

- 3. Vacancies. Any vacancy in elected Directors on the Board of Directors occurring for any reason shall be filled by an affirmative vote of a majority of the remaining Directors, at any regular or special meeting of the Board of Directors called for that purpose. Qualified candidates shall be nominated and seconded by members of the board.
- 4. Compensation. Members of the Foundation Board of Directors, as such, shall not receive any stated salaries for their services, but nothing herein contained shall be construed to preclude any Director from being reimbursed for actual expenses reasonably incurred in rendering services to the Foundation in the administration of its affairs. Reimbursed expenses shall not be considered to be compensation.
- 5. Resignation. Any Director may resign from the Board of Directors of the Foundation. Such resignation shall be in writing and shall be effective either upon its acceptance by the Foundation Board of Directors or as such resignation shall provide.
- 6. Removal. Any elected Director of the Foundation Board of Directors may be removed by a two-thirds vote of the Foundation Board of Directors whenever in its judgement the best interest of the Foundation shall be served thereby.
- 7. Conflict of Interest. The Foundation Board of Directors shall, by resolution, adopt a Conflict of Interest Policy consistent with Internal Revenue Service Policy for 501(c)(3) corporations and shall periodically review and amend such policy as reasonably necessary.

ARTICLE IV

MEETINGS OF THE FOUNDATION BOARD OF DIRECTORS

1. Meetings. The Foundation Board of Directors shall meet quarterly and may also meet for special additional meetings on such dates and at such times as shall be determined by the Board of Directors. Meetings may be called by the President, Secretary, or by at least 30 percent of the Directors.
2. Notice of Meetings. Meetings of the Board of Directors may be held upon no less than five business days' notice to each Director. Whenever, under the provisions of the statutes, the Articles of Incorporation or these Bylaws, notice is required to be given to any Director, such notice may be given, either personally or by first-class mail, email, telephone, facsimile or commercial courier.
3. Waiver of Notice. Notice of any meeting of the Board of Directors shall be deemed to have been given to any Director who submits a written waiver of such notice, whether before after such meeting. A Director's attendance at or participation in a meeting, in person or by proxy, waives any required notice of the meeting unless the Director, upon arriving at the meeting or prior to the vote on a matter not noticed in conformity with the law, the Articles of Incorporation or these Bylaws, objects to lack of notice and does not vote for or assent to the action to which such Director objects.
4. Quorum of Directors. At all meetings of the Board of Directors, a majority of all the Directors in office shall be necessary and sufficient to constitute a quorum for the transaction of business. If a quorum shall not be present, the Directors present may adjourn the meeting, without notice other than announcement at the meeting, until a quorum shall be present.
5. Vote of Directors: Proxies. Whenever any corporate action is to be taken by vote of the Foundation Board of Directors, it shall be authorized by a majority of votes cast at a meeting where a quorum is present or obtained by written consents of all Directors in lieu of a meeting, except as otherwise required by law, by the Articles of Incorporation, or by these Bylaws. Blank votes or abstentions shall not be counted in the total number of votes cast. Proxy voting shall not be permitted.
6. Meetings by Conference Telephone. Unless otherwise restricted by law, by the Articles of Incorporation, or by these Bylaws, the Foundation Board of Directors or any committee designated by the Board may participate in a meeting of the Board or such committee by means of conference telephone call or any similar communications equipment whereby all persons participating in the meeting can hear each other at the same time, and participation in a meeting in this manner shall constitute presence in person at the meeting.
7. Action by Directors Without a Meeting. Any action required or permitted to be taken by the Foundation Board of Directors or by any committee of the Board may be taken without a meeting if written consents, setting forth the action so taken, are signed by all of the members of the Board of Directors or of such committee, as the case may be. Such written consents shall be filed with the minutes of the meetings of the Board of Directors or of such committee. Such written

consents shall have the same force and effect as a unanimous vote at a meeting duly held and may be stated as such in any certificate of document filed under the Missouri Nonprofit Corporation Act.

ARTICLE V

COMMITTEES

1. Committees. The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more Board committees, classified as either Standing Committees or Ad Hoc Committees, each of which shall consist of at least two Directors.
2. Standing Committees. The Board of Directors may establish standing committees as it deems appropriate and in the best interest of the Foundation. The composition and responsibilities of said standing committees shall be established by the Board of Directors at the time each said standing committees shall be established. The Board of Directors may establish standing committees consisting of an Executive Committee, Governance Committee, Finance Committee, Development Committee, Program Committee, or such other standing committee as it deems appropriate. Any standing committee established by the Board of Directors shall remain in existence until otherwise terminated by a majority vote of the Board of Directors.
3. Ad Hoc Committees. The Board of Directors may form and designate any number of Ad Hoc committees to perform certain assigned tasks and to oversee projects; and when such tasks or projects are completed to the satisfaction of the Board of Directors of the Foundation, then the Ad Hoc committees shall be disbanded.
4. Action of Committees. At all meetings of committees, a majority of the members of the committee shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of the majority of the members of the committee present at any meeting at which there is a quorum shall be the act of the committee, unless the action is one upon which, by express provision of the statutes, the Articles of Incorporation, these Bylaws or a Resolution of the Board of Directors, a different vote is required, in which case such express provision shall govern and control. Provisions in these Bylaws pertaining to meetings of the Foundation Board of Directors shall also apply to committee or committees of the Foundation Board of Directors.

ARTICLE VI

OFFICERS

1. Officers. The officers of the Foundation shall be a President, Vice President, Secretary and Treasurer. The Foundation Board of Directors may elect or appoint such other officers, including additional Vice Presidents, one or more Assistant Secretaries and one or more Assistant Treasurers as it shall deem desirable, such officers to have authority to perform the duties prescribed, from time to time, by the Foundation Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary. All officers may succeed themselves.

2. Election and Term. Officers shall be elected by the Directors of the Foundation and shall hold office for terms of one year. The Foundation Board of Directors may elect such other officers and agents as it shall deem necessary, who shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors.
3. Resignation. An officer may resign at any time by delivering written notice of such resignation to the President of the Board of Directors of the Foundation. A resignation shall be effective when said notice is delivered.
4. Removal. Any officer elected or appointed by the Foundation Board of Directors may be removed by the Foundation Board of Directors with or without cause whenever, in the Board's judgement, the best interests of the Foundation would be served thereby.
5. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Foundation Board of Directors for the unexpired proportion of the term.

ARTICLE VII

DUTIES OF OFFICERS

1. The President. The President shall preside over the meetings of the Board of Directors of the Foundation. The President shall perform all of the duties prescribed by the Board of Directors and shall see that all orders and resolutions of the Board of Directors are carried into effect.
2. The Vice President. The Vice President shall, at the request of the President or in the absence or disability of the President, perform duties and exercise the powers of the President and shall perform such other duties as the board of Directors may provide.
3. The Secretary. The Secretary shall attend all meetings of the Foundation Board of Directors and act as Secretary thereof and shall have oversight of the recording of all votes and the minutes of all proceedings in a minute book to be kept for that purpose and shall authenticate all records of the Foundation. The Secretary shall give, or cause to be given, a notice as required of all meetings of the Foundation Board of Directors. The Secretary shall perform such other duties as may be prescribed by the Board of Directors or the President.
4. The Treasurer. The Treasurer shall have oversight to maintain the custody of the corporate funds and securities and shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements in the books of the Foundation to be maintained for such purposes. The Treasurer shall deposit all moneys and other valuable effects of the Foundation in the name and to the credit of the Foundation in depositories designated by the Board of Directors. The Treasurer shall disburse the funds of the Foundation as may be ordered by the Board of Directors. The Treasurer shall perform such other duties as may be prescribed by the Board of Directors or the President.
5. The Assistant Secretaries. The Assistant Secretaries, if any, shall, in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties as the Board of Directors may prescribe.

6. The Assistant Treasurers. The Assistant Treasurers shall, in the absence or disability of the Treasurer, perform the duties and exercise the powers of the Treasurer and shall perform such other duties as the Board of Directors may prescribe.
7. Delegation of Power. In the absence of any officer of the Foundation or for any other reason that the Board of Directors deems sufficient, the Board may delegate the powers or duties of such officer to any other officer or to any Director for a temporary period.

ARTICLE VIII

BOOKS AND RECORDS

1. Books and Records. The Foundation shall maintain as permanent records minutes of all meetings of its Board of Directors and committees and records of any actions taken by them without meeting.
2. Other Records. The Foundation shall maintain at its principal office a copy of: (i) The Foundation's current Articles of Incorporation and Bylaws, including all amendments, (ii) the resolutions adopted by the Board of Directors, (iii) a list of the names and addresses of the Foundation's current Directors and Officers, (iv) the Foundation's most recent annual registration report filed with the Missouri Secretary of State, (v) appropriate financial statements of the Foundation's income and expenses and other appropriate accounting records, and (vi) such other records as are required to be maintained by the Foundation under the Missouri Nonprofit Corporation Act and the Missouri Open Meetings law. Said records shall be maintained either in written form or a form capable of conversion into written form within a reasonable period of time. Unless otherwise required by law, the Foundation shall be required, under this Article VIII, to disclose any information with respect to donors, gifts, contributions, the purchase or sale of art objects or other capital assets.
3. Inspection of Records. The Foundation shall permit inspection of the records of the Foundation by the Directors and the Library to the extent permitted by law.

ARTICLE IX

FISCAL AUTHORITY

1. Contracts. The Foundation Board of Directors may authorize any representative or agent of the Foundation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.
2. Checks and Drafts. All checks, drafts or orders for the payment of money and any notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Foundation Board of Directors.
3. Deposits. All funds of the Foundation shall be deposited from time to time to the credit of the Foundation in such banks and other depositories as the Foundation Board of Directors may select.

4. Gifts. The Foundation Board of Directors may accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Foundation. The Foundation Board of Directors may reject any contribution, gift, bequest or devise for any reason.
5. Prohibited Loans. The Foundation shall not make any loan to any member, officer, director or employee of the Foundation.
6. Budget. An annual budget shall be prepared at the direction of the Treasurer for approval by the Foundation Board of Directors at the quarterly meeting preceding the beginning of its next fiscal year. The budget may be updated or amended and approved by the Board of Directors as the needs of the Foundation business dictate.
7. Fiscal Year. The fiscal year of the Foundation shall begin on the first day of January of each calendar year. The Foundation Board of Directors shall have the power to change the fiscal year of the Foundation, from time to time, which shall become the taxable year of the Foundation only upon the approval of the Internal Revenue Service.

ARTICLE X

WAIVER OF NOTICE

Except as provided otherwise in these Bylaws or the Missouri Nonprofit Corporation Act, whenever any notice is required to be given under the provisions of the Missouri Nonprofit Corporation Act, or under the provisions of the Bylaws of the Foundation, a waiver thereof, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI

INDEMNIFICATION OF DIRECTORS AND OFFICERS

1. Indemnification.
 - a. The Foundation, except as provided in Paragraph “b,” shall hold harmless and indemnify any person who was or is party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, including without limitation any action by or in the right of the Foundation, by reason of the fact that such person is or was a Director or officer of the Foundation, or is or was a Director or officer of the Foundation who is or was serving at the request of the Foundation as director, officer, agent, employee, partner or trustee of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorney’s fees, judgements, fines, taxes and amounts paid in settlement, actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person’s conduct is not finally adjudged to be knowingly fraudulent, deliberately dishonest or willful misconduct. The right to indemnification conferred in this paragraph shall be contract right and shall include the right to be paid, by the Foundation, expenses incurred in defending any threatened, pending or contemplated suit or proceeding, whether civil, criminal, administrative or investigative, in

advance of the final disposition of such action, suit or proceeding. Such right will be conditioned upon receipt of an undertaking by or on behalf of the Director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Foundation as authorized in the Article. Such right shall survive any amendment or repeal of this Article with respect to expenses incurred in connection with claims arising out of acts or omissions occurring prior to such amendment or repeal. The Foundation may, by action of this Foundation with the same scope and effect as the foregoing indemnification of Directors and officers.

- b. If a claim under paragraph “a” of this Article is not paid in full by the Foundation within 30 days after a written claim has been received by the Foundation, the claimant may at any time thereafter bring suit against the Foundation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any, is required, has been tendered to the Foundation) that the claimant has not met the standards of conduct which make it permissible under the Missouri Nonprofit Corporation Act for the Foundation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Foundation. Neither the failure of the Foundation (including its Foundation Board of Directors or independent legal counsel or voting members) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because such a person has met the applicable standard of conduct set forth in the Missouri Nonprofit Corporation Act, nor an actual determination by the Foundation (including its Foundation Board of Directors or independent legal counsel or voting members) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.
- c. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested Directors or otherwise, both as to action in such person’s official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee, partner, trustee or agent and shall inure to the benefit of the heirs, personal representatives and administrators of such a person.
- d. The Foundation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Foundation or is or was serving at the request of the Foundation as a director, officer, employee, partner, trustee or agent of another Foundation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person’s status as such, whether or not the Foundation would have the power to indemnify such person against such liability under the provisions of this Article.
- e. For the purposes of this Article, references to the “Foundation” shall include all constituent foundations absorbed in a consolidation or merger as well as the resulting or surviving foundation so that any person who is or was a director, officer, employee or agent of such a constituent foundation or is or was serving at the request of such constituent foundation as a director, officer, employee, partner, trustee or agent of another foundation, partnership, joint venture, trust or other enterprise shall stand in the same position under the provisions of this

Article with respect to the resulting or surviving foundation as such person would if such person had served the resulting or surviving foundation in the same capacity.

- f. In the event any provision of this Article XI shall be held invalid by any court of competent jurisdiction, such holding shall not invalidate any other provision of this Article XI and any other provision of this Article XI shall be construed as if such invalid provision had not been contained in this Article XI. In any event, the Foundation shall indemnify any person who is or was a Director or officer of the Foundation or who is or was a Director or officer of the Foundation who is or was serving at the request of the Foundation as a Director, officer, agent, employee, partner or trustee of another Foundation, partnership, joint venture, trust or other enterprise, to the full extent permitted under Missouri law, as from time to time in effect.
- g. Notwithstanding anything else to the contrary contained in this Article XI, the Foundation shall not indemnify any person or purchase or maintain indemnity insurance for the benefit of such person in the event such indemnification or expenditure would either:
 - (1) Then constitute an act of “self-dealing” or a “taxable expenditure” as defined by Sections 4941 and 4945, respectively, of the Code (or the law) which would give rise to any liability for the excise taxes imposed by said sections of the Code.
 - (2) Violate the provisions of Sections 355.461, 355.471 or 355.476 or any other section of the Revised Statutes of Missouri as then in effect.

ARTICLE XII

AMENDMENTS

1. Amendment of Bylaws. An amendment to the Foundation’s Bylaws must be approved by two-thirds of the members of the Board of Directors then in office. Notwithstanding the foregoing, no such amendment may change Article II, the number of Directors, the composition of the Foundation Board of Directors, the term of office of Directors, or the method or way in which Directors are selected, without the consent of the Board of Trustees of the Library.
2. Amendment of Articles of Incorporation. No amendment may change the provisions of the Articles of Incorporation relating to the charitable purposes of the Foundation or the dissolution of the Foundation without the consent of the Board of Trustees of the Library.

IN WITNESS WHEREOF, the Bylaws have been executed this ____ day of _____, 2024.

OZARK REGIONAL LIBRARY FOUNDATION

By: _____
President

ATTEST:

Secretary