

GEAUGA COUNTY LIBRARY FOUNDATION

Core purpose: To enhance and support the mission of the Geauga County Public Library.

Vision: The Geauga County Library Foundation provides resources that enable the Geauga County Public Library to improve its ability to enrich lives.

Mission: The Geauga County Library Foundation supports the Geauga County Public Library and promotes reading through supplying financial support, expanding the visibility of the library, and providing needed human and other resources to improve library services.

**CODE OF REGULATIONS OF THE
GEAUGA COUNTY LIBRARY FOUNDATION**

ARTICLE I - FOUNDATION DONORS

Section 1 - Donors

The Geauga County Library Foundation (the "Foundation") in any given calendar year shall be comprised of the following persons:

A. All living persons making a contribution to the Foundation in the amount of \$100 or more during any given calendar year shall be considered "Donors" for that calendar year.

B. Any living person that was deemed a "Life Member" of the Foundation under a past Code of Regulations of the Foundation shall be considered a "Donor" for the rest of his or her natural life and may be referred to as a Lifetime Donor.

ARTICLE II - FOUNDATION BOARD OF TRUSTEES

Section 1 – Number And Qualifications

Management and control of the Foundation shall be vested in the Board, which shall at all times consist of five (5) or more living persons ("Trustees") to be selected, as follows:

A. Community Representatives. At all times at least four members of the Board shall be residents of the Geauga County Public Library District who have no official employment or other direct affiliation with the Geauga County Public Library, but who are interested in the objectives and purposes of the Foundation and the Geauga County Public Library.

B. Library Board Representative. One member of the Board may be elected by and from the Board of Trustees of the Geauga County Public Library (the "Library Board"). The Library Board may in its discretion decline to elect a Trustee provided that there are at least five Community Representatives then serving as Trustees.

C. Number of Trustees. The Board may by majority vote from time to time increase or decrease the number of Trustees making up the Board so long as there are always at least

five (5) Trustees.

Section 2– Term Of Service

The terms of the Trustees shall be as follows:

A. Trustees who are Community Representatives shall serve for an initial three year term. The Board in its discretion may by majority vote re-appoint them to as many additional three-year terms to which they consent.

B. The Library Board Representative serving as Trustee shall serve for so long as directed by the Library Board.

Section 3–Resignations And Absences

A. A Community Representative serving as Trustee may resign at any time by Notice in writing delivered to the Board.

B. A Community Representative member of the Board who shall be absent from three (3) consecutive meetings may be required by the Board to submit, in writing, the reasons for his or her absence. In the event the Board so requires, a majority of the Board may at the next regular meeting approve said absence; absent approval by a majority of the Board, the Trustee in question shall be deemed to have resigned and the empty position deemed vacant.

C. If a Library Board Representative member of the Board shall be absent from three (3) consecutive meetings, he or she may be required by the Board to submit, in writing, the reasons for his or her absence. In the event the Board so requires, a majority of the Board may at the next regular meeting approve said absence; if the absence is not approved, the Trustee in question shall be deemed to have resigned and the empty position deemed vacant. If such a vacancy arises, the Board shall promptly give written notice of same to the Library Board.

Section 4– Vacancies

A. Vacancies in Community Representative Trustee positions will be filled by a majority vote of the Board on an as-needed basis from candidates recommended by existing Trustees, the Library Board or library staff/administration.

B. Vacancies in the Library Board Representative will be filled by the Library Board.

Section 5 - Meetings

A. Annual Meeting. The Board must conduct a Annual Meeting each calendar year and the Annual Meeting of the Board shall be held in the month of May.

B. Regular Meetings. At any meeting, the Board may set the time and date of regular meetings at the request of a Chair.

C. Special Meetings. Other meetings of the Board may be called by a Chair as deemed advisable or by the Secretary at any time upon written request of at least two (2) Trustees.

D. Notice. Written notice of meetings shall be sent to each Trustee at least seven (7) days prior to the day of the meeting.

E. Quorum. A quorum for a meeting of the Board shall consist of a majority of the Trustees, and a majority vote of those Trustees present shall decide all questions properly coming before the meeting.

F. Guests. The Administrator of the Geauga County Public Library shall be invited to attend all meetings of the Board as a guest to report on the State of the Library and make requests of the Board. With the prior permission of a Co-Chair or the Foundation Administrator, other members of the public may be invited to attend meetings as a guest.

ARTICLE III - OFFICERS

Section 1 – Election and Term of Service

A. The Board shall have as officer two Co-Chairs, a Secretary, and a Treasurer. These officers shall be elected by the Board annually from among the Community Representative members of the Board. No Community Representative member of the Board shall be required to serve as an officer without his or her consent.

B. All officers terms shall commence upon election and each officer's term shall not terminate until his or her successor is duly qualified and elected.

C. Officers shall serve without compensation, provided that officers may receive reimbursement for Board approved expenses incurred with respect to the business of the Foundation.

Section 2 – Co-chairs

A co-chair shall preside over each meeting and shall perform such additional duties as the Board may may, from time to time, require of him or her. If more than one co-chair is at a meeting, the co-chairs shall decide between themselves which co-chair shall preside over the meeting.

Section 3 - Secretary

The Secretary shall keep the minutes of the meetings of the Board and shall record the same in the Foundation's minute book. He or she shall keep the official records of the Foundation and shall mail or e-mail all required notices to the Trustees. Some or all of the duties of the Secretary may in whole or in part be delegated to the Foundation Administrator.

Section 4 - Treasurer

The Treasurer shall have the custody of the Foundation's funds and securities and shall keep full and accurate accounts of receipts and disbursements. He or she shall deposit all monies in the name and to the credit of the Foundation in such depositories as may be designated by the Board and shall disburse the funds of the Foundation as may be ordered by the Board and shall report to the Board with respect thereto. Some or all of the duties of the Treasurer may, in whole or in part, be delegated to the Foundation Administrator or shared among other Community Representatives serving as Trustees.

Section 5 – Foundation Administrator

The Board may appoint an Administrator. The Administrator shall attend all meetings of the Board. The Board may fix the compensation and duties of the Administrator as deemed necessary to fulfill the mission of the Foundation.

ARTICLE IV -COMMITTEES

To assist the Board in conducting the business of the Foundation, the Board shall or may have the following committees:

A. Executive Committee. The Executive Committee shall a permanently constituted committee and shall be comprised of the officers of the Board, and, to the extent permitted by law and as directed by the Board, shall have and may exercise all the powers and authority of the Board.

B. Ad Hoc Committees. From time to time as it deems necessary, the Board may appoint ad hoc committees comprised of Trustees, Donors, or other interested persons. The Board may delegate to any ad hoc Committee upon motion and majority vote, any of the authority of the Board, and such committees shall serve at the pleasure of the Board and shall be subject to its control and direction.

ARTICLE V -ADMINISTRATION OF CONTRIBUTIONS AND GIFTS

Section 1 – Contributions

A. Contributions or other gifts accepted by the Foundation shall be received and held until such time as the Board determine the disposition of same.

B. The Board shall not accept contributions or gifts to which the person making the contribution or gift as attached a specific purpose, restriction or limitation as to use.

C. The Board may in its discretion choose to reject any contribution or gift.

ARTICLE VI - BY-LAWS

A majority of the Board may establish By-Laws, which may be changed and/or amended by a majority of the Board with seven (7) days notice of change before a meeting.

ARTICLE VII – AMENDMENTS TO THE CODE OF REGULATIONS

This Code of Regulations may be amended at any meeting of the Board by a two-thirds (2/3) majority vote of those Trustees present and voting, providing notice of the amendments have been included in the notice of the meeting.

This seven (7) pages document is a confirmed copy of the Code of Regulations of the Geauga County Library Foundation, as amended by the Board this 4th day of October, 2016.

BOARD SECRETARY