MINNESOTA LIBRARY FOUNDATION

BYLAWS

ARTICLE I

MISSION

The mission of the Minnesota Library Foundation shall be to benefit the community by raising and distributing funds to enhance the services and increase public awareness of Minnesota libraries.

ARTICLE II

OFFICES

The principal office of this Corporation shall be located at 1619 Dayton Avenue, Suite 314, St. Paul, MN 55104. The Corporation may have other offices, either within or without the city of St. Paul, Minnesota as the Board of Directors may from time to time determine.

The Corporation shall have and continuously maintain in St. Paul, Minnesota, a registered office. The registered office may be but need not be identical with the principal office in said city and shall be set forth in the Articles of Incorporation.

ARTICLE III

MEMBERSHIP

The voting membership of the Corporation shall consist solely of the elected members of its Board of Directors. The terms of the members of this Corporation shall be concurrent with their membership on said Board and no member may voluntarily or involuntarily transfer membership, certificate or membership, or any right arising therefrom.
ARTICLE IV

BOARD OF DIRECTORS

Section I. General Powers

The business of the Corporation shall be managed by the Board of Directors which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Articles of Incorporation or by these Bylaws prohibited.

Section II. Number and Terms of Office

The number of Directors which shall constitute the whole Board shall be not less than twelve (12) nor more than fifteen (15) members. The property, affairs, concerns, directions and business of the Corporation shall be vested in, and managed at the discretion of the Board of Directors. The Board of Directors shall pursue such policies and principles as shall be in accordance with the previous Articles of Incorporation, these Bylaws and the statutes of the State of Minnesota.

All voting power in the Corporation shall be vested in the Board of Directors. Each director shall have one vote in all matters requiring the action or vote of the Board of Directors and voting shall not be cumulative.

The term of office for Directors shall be three years. The term of office for individual Directors is staggered so that approximately one-third of the number of Directors of the Corporation shall be elected annually. Each Director shall hold office for the term indicated or until his or her successor shall have been elected and qualified.

Any Director may be elected for up to two consecutive three-year terms. A Director elected to fill a vacancy shall not be considered to have served a three-year term and shall be eligible to two consecutive three-year terms upon the expiration of the vacated term to which elected. Any Director
having served two consecutive three-year terms shall again become eligible for election after an absence from the Board for one year.

Section III. Election of Directors

The Directors shall be elected by a vote of the Board of Directors at their annual meeting or at any special meeting called for such a purpose from a slate of nominations made by the Nominating Committee. An individual member may give nominations to the Nominating Committee thirty days prior to the election to fill a Directorship which is vacant or will be vacated. Vacancies in the Board of Directors shall be filled for the remainder of the vacated term by vote of the majority of the remaining Directors.

Section IV. Resignation and Removal

Any Director of the Corporation may resign at any time by giving written notice to the Secretary of the Corporation. Such resignation shall take effect on the date of the receipt or at any later time specified in the resignation, and unless otherwise specified in the resignation, the acceptance of such resignation shall not be necessary to make it effective. Any Director may be removed with or without cause, by the affirmative vote of two-thirds of the Directors entitled to vote at an election of Directors or at any special meeting thereof.

Section V. Nominating Committee

There shall be a Nominating Committee appointed by the President of the Board of Directors, comprised of three Directors, plus two persons who shall not be Directors or employees of the Corporation. The members of said Nominating Committee shall, by majority vote, nominate persons for vacated directorships, and directorships which shall be vacated at the annual meeting of members next following their appointment. The Nominating Committee shall carry on such duties as specified by the Board of Directors. Any Director may suggest names of prospective Board members to the Nominating Committee at least thirty days prior to the date names must be submitted for the election. Nominations shall be presented by the Nominating Committee to the entire Board of Directors fifteen days before election to fill such office or directorship.
Those members of the Nominating Committee who are also Directors of the Corporation shall also nominate persons for vacated offices, and for offices which will be vacated at the Annual Meeting of Directors next following. For said purpose, members of the Nominating Committee who are not also Directors of the Corporation shall have no vote.

ARTICLE V

OFFICERS

Section I. Election and Term of Office

The Officers of the Board shall be elected for a term of one year or as specified by the Board of Directors. The Election of Officers shall be held at the annual meeting of the Board of Directors by vote on a slate of nominations provided by the Nominating Committee. New offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until the Officer’s successor shall have been duly elected and shall have qualified.

Section II. Resignations, Removal, and Vacancies

Any Officer elected or appointed by the Board of Directors may be removed with or without cause at any time by the affirmative vote of the majority of the Board of Directors. Any Officer may resign at any time by giving written notice to the President or the Secretary of the Corporation. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors.

Section III. The President: Powers and Duties

The President shall be the Chief Executive Officer of the Corporation, shall preside at all meetings of the Members and meeting of the Board of Directors, and shall have general and active management of the business of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect.
Section IV  The Vice President: Power and Duties

The Vice President shall in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties and have such other powers as the Board of Directors may from time to time prescribe.

Section V.  The Secretary: Powers and Duties

The Secretary shall attend all meetings of the Board of Directors and all meetings of the Members and record the proceeding of meeting of the Members and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for standing Committees when required.  The Secretary shall give, or cause to be given notice of all meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President, under whose supervision the Secretary shall be.

Section VI.  The Treasurer: Powers and Duties

The Treasurer shall have the custody of the Corporation funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation and such depositories as may be designated by the Board of Directors.

The Treasurer shall disperse such funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and to the Board of Directors as required an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

The Treasurer, if required by the Board of Directors, shall give the Corporation a bond which shall be kept constantly in force in the sum and with such security or sureties as shall be satisfactory to the Board of Directors for faithful performance of the duties of his or her office, and for the restoration to the Corporation in the case of his or her death, resignation, retirement, or removal of office, of all books, papers, vouchers, money, and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation.
If required by Minnesota State Law, or by the Board of Directors, the Treasurer shall cause an independent audit or review of books of the Corporation to be conducted by a Certified Public Accountant chosen by the Board of Directors for that purpose.

ARTICLE VI

MEETINGS OF DIRECTORS

Section I. Place of Meetings

The Board of Directors of the Corporation may hold meetings, both regular and special, either within or without the State of Minnesota at such place as a majority of the members of the Board may from time to time appoint.

Section II. Annual Meetings of Directors

An annual meeting of the Directors for the purpose of electing Directors and Officers shall be held within 120 days of the close of the Corporation’s fiscal year. Notice of such meeting need not be given. Such meeting may be held at any time or place which shall be specified in a notice, as hereinafter provided for special meeting of the Board of Directors, or such meeting may be dispensed with and the election of Officers and any other business may be handled pursuant to provisions of these Bylaws which provide for action without meetings.

Section III. Regular Meetings

Regular meetings of the Board of Directors may be held without notice at such a time and at such place as shall from time to time be determined by the Board. The Board shall meet at least four times each calendar year.

Section IV. Special Meetings

Special meetings of the Board may be called by the President on five days notice to each Director, either personally or by mail or by phone call or by email; special meetings shall be called by the President or the Secretary in a like manner and on a like notice on the written request of three or more
Directors. Every such notice shall state the time and place of meeting and the purpose of the meeting. No business other than that stated in the notice shall be transacted at said meeting without the unanimous consent of the Board of Directors.

Section V. Quorum

At all meetings of the Board of Directors a majority of Directors shall constitute a quorum for the transaction of business and the act of the majority of Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may otherwise specifically be provided by statute or by the Articles of Incorporation. If a quorum shall not be resent at any meeting of the Board of Directors, the Directors present may adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum shall be present. If a quorum is present at the call of the meeting, The Directors may continue to transact business notwithstanding the withdrawal of enough Directors to leave less than a quorum.

Section VI. Organization of Meetings

At all meetings of the Board of Directors, the President or in the President's absence any person appointed by the President shall act as Chairperson and the Secretary or in the Secretary's absence any person appointed by the Chairperson shall act as Secretary. The most recent edition of Robert's Rules of Order shall govern the conduct of business at all Board meetings.

Section VII. Action without Meeting

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors or of any Committees thereof may be taken without a meeting if a written consent thereof is signed by all members of the Board or of such Committees as the case may be, and such written consent is filed with the minutes of the proceedings of the Board of Directors. Such action shall be effective on the date on which the last signature is placed on the writing or writings or such early effective date as set forth therein.
ARTICLE VII

COMMITTEES

Section I. Executive Committee

An Executive Committee shall consist of the four officers of the Corporation. The Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors. All decisions by the Executive Committee shall be brought to the Board of Directors for ratification at its next meeting.

Section II. Other Committees

Appointment

A. Other Committees not having and exercising the authority of the Board of Directors in the management of the Corporation may be appointed in such manner as may be designated by resolution adopted by a majority of the Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee need not be Directors of the Corporation, and the President of the Corporation shall appoint the members thereof, and may remove any such member whenever in his or her judgment the best interest of the Corporation shall be served by such removal.

B. Chairs.

One member of each committee shall be appointed Chair by the President except as otherwise provided in these Bylaws. Committee chairs must be members of the Board of Directors.
C. Vacancies.

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

D. Quorum.

Unless otherwise provided by resolution of the Board of Directors, designating a committee, a majority of the whole committee shall constitute a quorum.

ARTICLE VIII

COMPENSATION, CONFLICTS OF INTEREST

By resolution of the Board of Directors, each Director may be paid expenses, if any, of attendance at meetings of the Board of Directors. No Director, however, shall be paid a salary, stipend, honorarium, or any other compensation for service as a Director. Likewise, any member of a standing or ad hoc Committee may be allowed, pursuant to resolution, to be reimbursed for expenses incurred in attendance at meetings.

All Directors of the Corporation, members of Committees of the Board of Directors, and employees of the Corporation shall refrain from any action which constitutes a conflict of interest regarding their service to the Corporation. The Corporation does not afford pecuniary gain, directly, incidentally, or otherwise to its Directors, members of Committees of the Board of Directors or its employees other than their Board-authorized compensation.

ARTICLE IX

SEAL

The corporation shall have no seal.
ARTICLE X

INDEMNIFICATION

Each Director, Officer, agent or employee, whether or not then in office, shall be indemnified by the Corporation against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or rising out of any threatened or real action, suit, or proceeding whether civil, criminal, administrative, or investigative, in which he or she may be involved by reason of his or her being or having been a Director, Officer, agent or employee of the Corporation. Such expenses to include reasonable cost of attorney's fees, the cost of reasonable settlement other than amounts paid by the Corporation itself and made with a view to curtailingment of costs of litigation. The Corporation shall not, however, indemnify any Director, Officer, agent, or employee with respect to matters as to which he or she shall have been finally adjudged in any such action, suit or proceeding to have been derelict in the performance of his or her duty as such Director, Officer, agent or employee nor in respect to any matter on which any settlement or compromise is effected, if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonably be incurred by such Director, officer, agent or employee in conducting such litigation to final conclusion. The Corporation shall not pay indemnification hereunder without prior court approval in the event the same may be required by the laws of the State of Minnesota. The foregoing right of indemnification shall not be exclusive of other rights to which any Director, Officer, agent or employee may be entitled as a matter of law or under bylaw, agreement, vote of Directors, or otherwise, and shall not be deemed a limitation upon the powers granted to the Corporation generally by said laws of the State of Minnesota. With respect to the person who is or was serving as a Director, officer, agent or employee of another corporation, partnership, joint venture, trust, or other enterprise, the indemnification provided for herein shall apply only to the extent such person is not indemnified by other corporations, partnerships, joint ventures, trusts or other enterprises.
ARTICLE XI

CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section I. Contracts

The Board of Directors may authorize any officer or officers, agent or agents, of the Board of Directors and of the Corporation, other than the officers so authorized by these Bylaws to enter into contract or execute and deliver any instrument in the name of and in behalf of the Corporation.

Section II. Checks, Drafts, Etc.

All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall be from time to time determined by resolution of the Board of Directors.

Section III. Gifts

The Board of Directors may accept or reject on behalf of the Corporation any contribution, grant, gift, bequest or devise for the general purpose or for any special purpose of the Corporation.

ARTICLE XII

BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors, Members, and any Committees having any of the authority of the Board of Directors or Members and shall keep at its registered or principal office a record giving names, addresses, and telephone numbers of the members, and directors.
ARTICLE XIII

FISCAL YEAR

The fiscal year of this Corporation shall end on December 31 of every year, or as otherwise determined by the Board of Directors.

ARTICLE XIV

WAIVER OF NOTICE

Whenever any notice is required to be given under the provision of the Minnesota Non-Profit Corporation Act or under the provision of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice whether before or after the time of the event to which such notice would have pertained shall be deemed equivalent to the giving of such notice.

ARTICLE XV

AMENDMENT

These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by the affirmative vote of two-thirds of the Board of Directors eligible to vote at any regular, or special meeting called for that purpose at which a quorum of the Directors is present and with respect to which notice of intention to alter, amend, repeal, or adopt new Bylaws at such meeting has been given. The notice shall specify the type of change proposed.

Adopted by the Minnesota Library Association Foundation
Board of Directors, January 26, 1996

Amended May 20, 2010
MINNESOTA LIBRARY ASSOCIATION FOUNDATION

ARTICLES OF INCORPORATION

We, the undersigned, for the purposes of forming a non-profit Corporation under Chapter 317A of Minnesota Statues, and all laws amendatory and supplementary thereof, hereby associate ourselves as a body corporate and adopt these Articles of Incorporation.

ARTICLE I

The name of the Corporation shall be the Minnesota Library Association Foundation.

ARTICLE II

This Corporation is organized and shall be operated exclusively for charitable purposes, all as contemplated and permitted by Sections 1709(c)(2) and 501(c)(3) of the Internal Revenue Code of 1954. Consistent with the foregoing and without limiting its generality, the purpose of this Corporation shall be to support libraries and library services throughout the State of Minnesota. Within this framework and limitations of the foregoing, this Corporation is organized and shall be operated exclusively to engage in, advance, support, promote, and administer charitable activities, causes, and projects of every kind and nature whatsoever in its own behalf or as the agent, trustee, or representative of others but only if and to the extent consistent with the foregoing purposes.

For such purposes, this Corporation shall have exercise only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise and whether in trust or otherwise, and to own, hold, expand, make gifts, grants, and contributions of, and to convey, transfer and dispose of any funds and property and the income therefrom in furtherance of the purposes of this Corporation hereinabove set forth, or any of them and to lease, mortgage, encumber, and the sue of same, and such other powers that are consistent with the foregoing purposes and that are afforded to this Corporation by the Minnesota Nonprofit Corporation Act and by any future laws amendatory thereof and supplementary thereto. Provided, however, that all such powers of the Corporation shall be exercised only so that the activities of the Corporation shall be exclusively within the contemplation of Section 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1954, and of Section 290.05 of the Minnesota Statutes shall not permit, and shall not be taken as permitting, this Corporation to have or exercise any power which is not within the contemplation of Section 170(c)(2) and 501(c)(3) of the Internal Code of 1954; and provided finally that this Corporation shall
not carry on any activity not permitted to be carried on by a Corporation that is exempt from federal income taxes under Section 509(a) of the Internal Revenue Code of 1954 as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954 or by a Corporation that is described in, and contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Internal Revenue code of 1954.

All actions of the corporation shall be in compliance with all applicable Equal Opportunity and Affirmative Action laws as they are presently or may be hereinafter adopted. The Corporation shall engage in no activity which discriminates against or harasses any person because of race, color, creed, religion, national origin, sex, disability, age, marital status, or status with regard to public assistance.

**ARTICLE III**

This Corporation is organized as a non-profit organization. The Corporation shall pay no dividends or other pecuniary gain, directly or indirectly, to its members, directors, or officers, as such, nor shall any part of the net earnings of the Corporation inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable expenses and reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE II hereof. No substantial part of the activities of this Corporation shall constitute the carrying on of propaganda or attempting to influence legislation and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office, not shall the Corporation engage in any transaction or carry on any activity which is not permitted to be carried on by a Corporation exempt from Federal income tax under Section 501(c)(3) and 509(a) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or by a Corporation, contributions to which are deductible under Sections 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

**ARTICLE IV**

The duration of this Corporation shall be perpetual.

**ARTICLE V**

The registered office of this Corporation shall be 1619 Dayton Avenue, Suite 314, St. Paul, Minnesota 55104.

**ARTICLE VI**
The following persons constitute the incorporators who are forming the Corporation:

Linda DeBeau-Melting  Barbara Jauquet-Kalonski
Robert Rohlf  Mary Parker
Mark Ranum  Lucy Lowry

ARTICLE VII

The membership of this Corporation shall consist of the elected members of its Board of Directors.

ARTICLE VIII

The management of direction of the business and affairs of this Corporation shall be vested in a Board of Directors. The number, qualifications, term of offices, method of election, powers, authority, and duties of the Directors of this Corporation, the time and place of their meeting, and such other provisions with respect to them as are not inconsistent with the express provision of these Articles of Incorporation shall be specified in the Bylaws of this Corporation.

The names and addresses of the members of the first Board of Directors of this Corporation are:

Linda DeBeau-Melting, University of Minnesota, 499 Wilson Library, 309 19th Avenue South, Minneapolis, MN 55455  Barbara Jauquet-Kalinoski, Northwest Regional Library, 101 E. First, PO Box 593, Thief River Falls, MN 56701

Robert Rohlf, Professional Library Consultants, 4831 Penn Avenue South, Minneapolis, MN 55409  Mary Parker, MINITEX, 2833 Dorman Avenue, Minneapolis, MN 55406

Mark Ranum, East Central Regional Library, 244 South Birch, Cambridge, MN 55008  Lucy Lowry, SMILE, P.O. Box 3031, Mankato, MN 56001

The term of office of each such members of the first Board of Directors shall be until the annual meeting in the year 1996, or until such Director’s successor shall have been elected or otherwise shall qualify.

ARTICLE IX

No Director, Officer, or Member of this Corporation shall have any personal liability for any debt or obligation of the Corporation.
ARTICLE X

The Corporation shall have no capital stock, either authorized or issued.

ARTICLE XI

The Board of Directors of this Corporation may from time to time make, alter, amend, or rescind all or any part of these Articles of Incorporation in any manner now or hereafter prescribed in Minnesota statutes governing non-profit corporations. Such action shall require the affirmative vote of two-thirds of all the Directors at a respective Special Meeting called for that purpose as prescribed in the Corporation’s Bylaws.

ARTICLE XII

The Board of Directors of this Corporation may dissolve the Corporation or sell, lease, exchange, mortgage, encumber or dispose of all, or substantially all of the assets and property of the Corporation including its good will, when authorized at a Special Meeting of Directors. Such action shall require the affirmative vote of two-thirds of all the Directors at a respective Special Meeting called for that purpose as prescribed in the Corporation’s Bylaws.

ARTICLE XIII

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the just debts and obligations of the Corporation, and all costs and expenses incurred by the Corporation in connections with such dissolution, dispose of all of the remaining assets of the Corporation exclusively for the continuation and betterment of libraries and library workers, in accordance with the following hierarchy of options:

(1) if possible, the first option shall be to gift the remaining assets to the Minnesota Library Association Program Fund held by the Minnesota Foundation; or, if not possible, then:

(2) the second option shall be to gift the remaining assets with the foregoing restrictions as to its use, to one or more organizations described in Section 170(c)(2) and 501(c)(3), and as shall at the time qualify as an exempt organization in Section 501(c)(3) and 509(a) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine and in accordance with the applicable laws of the State of Minnesota.
MINNESOTA LIBRARY FOUNDATION

ARTICLES OF INCORPORATION

We, the undersigned, for the purposes of forming a non-profit Corporation under Chapter 317A of Minnesota Statutes, and all laws amendatory and supplementary thereof, hereby associate ourselves as a body corporate and adopt these Articles of Incorporation.

ARTICLE I

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ARTICLE II

This Corporation is organized and permitted by Sections 1709(c)(2) and 501(c)(3) of the Internal Revenue Code of 1954. Consistent with the foregoing and without limiting its generality, the purpose of this Corporation shall be to support libraries and library services throughout the State of Minnesota. Within this framework and limitations of the foregoing, this Corporation is organized and shall be operated exclusively to engage in, advance, support, promote, and administer charitable activities, causes, and projects of every kind and nature whatsoever in its own behalf or as the agent, trustee, or representative of others, but only if and to the extent consistent with the foregoing purposes.

For such purposes, this Corporation shall have exercise only such powers as are required by and are consistent with the foregoing purposes, including the power to acquire and receive funds and property of every kind and nature whatsoever, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise, or otherwise and whether in trust or otherwise, and to own, hold, expand, make gifts, grants, and contributions of, and to convey, transfer and dispose of any funds and property and the income therefrom in furtherance of the purposes of this Corporation hereinabove set forth, or any of them and to lease, mortgage, encumber, and the sue of same, and such other powers that are consistent with the foregoing purposes and that are afforded to this Corporation by the Minnesota Nonprofit Corporation Act and by any future laws amendatory thereof and supplementary thereto. Provided, however, that all such powers of the Corporation shall be exercised only so that the activities of
the Corporation shall be exclusively within the contemplation of Section 170 (c)(2) and 501(c)(3) of the Internal Revenue Code of 1954 and of Section 290.05 of the Minnesota Statutes shall not be taken as permitting, this Corporation to have or exercise any power which is not within the contemplation of Section 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1954; and provided finally that this Corporation shall not carry on any activity not permitted to be carried on by a corporation that is exempt from federal income taxes under Section 509(a) of the Internal Revenue Code of 1954 as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1954 or by a Corporation that is described in and contributions to which are deductible for federal income tax purposes under Section 170(c)(92) of the Internal Revenue Code of 1954.

All actions of the Corporation shall be in compliance with all applicable Equal Opportunity and Affirmative Action laws as they are presently or may be hereinafter adopted. The Corporation shall engage in no activity which discriminates against or harasses any person because of race, color, creed, religion, national origin, sex, disability, age, marital status, or status with regard to public assistance.

ARTICLE III

This Corporation is organized as a non-profit organization. The Corporation shall pay no dividends or other pecuniary gain, directly or indirectly, to its members, directors, or officers, as such, nor shall any part of the net earnings of the Corporation inure to the benefit of or be distributed to its members, directors, offices or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable expenses and reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE II hereof. No substantial part of the activities of this Corporation shall constitute the carrying on of propaganda or attempting to influence legislation and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in any transaction or carry on any activity which is not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) and 509(a) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or by a Corporation, contributions to which are deductible under Sections 170(c)(2) of the Internal Revenue
Code of 1954 (or corresponding provisions of any future United States Internal Revenue Law).

**ARTICLE IV**

The duration of this Corporation shall be perpetual.

**ARTICLE V**

The registered office of this Corporation shall be 1619 Dayton Avenue, Suite 314, Saint Paul, Minnesota 55104.

The following persons constitute the incorporators who are forming the Corporation:

<table>
<thead>
<tr>
<th>Linda DeBeau Melting</th>
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<tr>
<td>Robert Rolff</td>
<td>Mary Parker</td>
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**ARTICLE VII**

The membership of this Corporation shall consist of the elected members of the Board of Directors.

**ARTICLE VIII**

The management or direction of the business and affairs of this Corporation shall be vested in a Board of Directors. The number, qualifications, terms of office, method of election, powers, authority, and duties of the Directors of this Corporation, the time and place of their meeting, and such other provisions with respect to them as are not inconsistent with the express provisions of these Articles of Incorporation shall be specified in the Bylaws of this Corporation.
The names and addresses of the members of the first Board of Directors of this Corporation are:

Linda DeBeau Melting  Barbara Jauquet-Kalinoski  
University of Minnesota  Northwest Regional Library  
499 Wilson Library  101 East First, P.O. Box 593  
309 - 19th Avenue South  Thief River Falls, MN 56701  
Minneapolis, MN 55455

Robert Rolff  
Professional Library Consultants  
4831 Penn Avenue South  
Minneapolis, MN 55409

Mary Parker  
MINITEX  
2833 Dorman Avenue  
Minneapolis, MN 55406

Mark Ranum  
East Central Regional Library  
244 South Birch  
Cambridge, MN 55008

Lucy Lowry  
SMILE, P.O. Box 3031  
Mankato, MN 56001

The term of office of each such member of the first Board of Directors shall be until the annual meeting in the year 1996, or until such Director’s successor shall have been elected or otherwise shall qualify.

**ARTICLE IX**

No Director, Officer of Member of the Corporation shall have any personal liability for any debt or obligation of the Corporation.

**ARTICLE X**

The Corporation shall have no capital stock, either authorized or issued.

**ARTICLE XI**

The Board of Directors of this Corporation may from time to time make, alter, amend, or rescind all or any part of these Articles of Incorporation in any manner now or hereafter prescribed in Minnesota Statutes governing non-profit corporations. Such action shall require the affirmative vote of
two-thirds of all the Directors at a respective Special Meeting called for that purpose as prescribed in the Corporations’s Bylaws.

ARTICLE XII

The Board of Directors of this Corporation may dissolve the Corporation or sell, lease, exchange, mortgage, encumber or dispose of all, or substantially all of the assets and property of the Corporation including its good will, when authorized at a Special Meeting of Directors. Such action shall require the affirmative vote of two-thirds of all the Directors at a respective Special Meeting called for that purpose as prescribed in the Corporations’s Bylaws.

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Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the just debts and obligations of the Corporation, and all costs and expenses incurred by the Corporation in connection with such dissolution, dispose of all the remaining assets of the Corporation exclusively for the continuation and betterment of libraries and library workers, in accordance with the following hierarchy of options:

(1) If possible, the first option shall be to gift the remaining assets to the Minnesota Library Association Program Fund held by the Minnesota Foundation, o if not possible, then:

(2) the second option shall be to gift the remaining assets with the foregoing restrictions as to its use, to one or more organizations described in Section 170(c)(2) and 501(c)(3), and as shall at the time qualify as an exempt organization in Section 501(c)(3) and 509(a) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine and in accordance with the applicable laws of the State of Minnesota.
Minnesota Library Foundation
Board of Director’ Responsibilities

MISSION:

The mission of the Minnesota Library Foundation is to benefit the community by raising, managing and distributing funds to enhance the services of Minnesota libraries and increase public awareness of library services and service providers.

FOUNDATION DIRECTORS WILL:

- Be committed to the mission of the Minnesota Library Foundation (MLF) and its direct affiliation with the Minnesota Library Association.

- Support the MLF financially. During the time you serve as a Director, the MLF should be one of your top three philanthropic priorities.

- Make connections to librarians, libraries and other stakeholders in order to cultivate and solicit donors. Active fundraising will vary and be shaped by the current board directors.
  
  - what is your current passion that you could focus into fundraising efforts?
  
  - what connections do you have with corporate and/or community funding sources?

- Act as a spokesperson for the MLF, provide opportunities to make important connections, and share the MLF story.

- Attend quarterly board meetings.

- Take an active part in the work of the MLF committees. Current committees include: the Annual Silent Auction, Lunch for Libraries, the Mini-grant Program and the MILE Leadership Institute. (Committee work and time commitments vary and are shaped as priorities are determined.)

- Attend functions actively supported by the MLF.

- Have financial oversight and stewardship of the assets of the MLF.