

**BYLAWS  
OF  
GERING PUBLIC LIBRARY FOUNDATION, INC.**

**ARTICLE I  
MISSION**

The Gering Public Library Foundation, Inc. is organized as a not-for-profit organization to work with the community and private funding sources to secure contributions that support the operational and capital needs of the Gering Public Library.

**ARTICLE II  
NAME AND LOCATION**

The name of this Corporation is GERING PUBLIC LIBRARY FOUNDATION, INC. The principal office of the Corporation shall be located in Gering, Nebraska at such address as the Board of Directors may from time to time designate.

**ARTICLE III  
DIRECTORS**

**Section 1: General Powers**

The affairs of the corporation shall be managed by a Board of Directors.

**Section 2: Number and Tenure of Board**

The initial Board of Directors shall consist of not fewer than five and not more than eleven. Directors shall be elected at the Annual Meeting of Gering Library Foundation, Inc. by a majority vote to a term of three (3) years. The term of the initial board of directors may be varied. After three years the terms shall be staggered so that no more than one-third of the terms shall expire at the same time. Directors may serve consecutive terms. Ex-officio members shall be determined by the Board of Directors which may include the Library Director, a Library Trustee and/or a member of the Friends of the Gering Library. Ex-officio members will serve with all rights and responsibilities, except voting privileges.

**Section 3: Meetings**

- a. The annual meeting of the Board of Directors shall be held each year during the month of January within the city of Gering unless members are notified one week in advance of the changed meeting date.
- b. Special meetings of the Board of Directors may be called at any time by the Chair or any two Directors who may fix any place within the City of Gering, Nebraska as the place for holding any special meeting of the Board called by them.
- c. Virtual meetings may be called using available technology.
- d. Notice of meetings of the Board of Directors shall be given at least two days previous by written notice delivered electronically or by mail to each Director.

- e. A majority of the Board of Directors shall constitute a quorum for the transaction of any business at any meeting of the board.
- f. Any action required by the provisions of the Nebraska Non-Profit Corporation Act of which otherwise may be taken at a meeting of the Board of Directors, may be taken without a meeting of the Directors, if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the Board of Directors in office.
- g. The Corporation shall hold its Annual Meeting immediately prior to the first meeting of the year. Notice of such meeting shall be published in the Gering Courier or other legal newspaper one time not less than one week prior to such meeting.

#### ARTICLE IV OFFICERS

Section 1: The Officers the Board of Directors of Gering Public Library Foundation, Inc. shall be a Chair, Vice-Chair, Secretary and Treasurer, and other such Officers as the Board of Directors may deem necessary.

Section 2: The Officers shall be elected or appointed annually by the Board of Directors. Such election or appointment shall occur at the Annual Meeting or at the first meeting of each year. Each officer shall hold office until a successor has been duly elected or appointed. Officers will be limited to three consecutive terms for the same office.

Section 3: Vacancies in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by the Board of Directors.

Section 4: An officer may be removed from office for cause by the vote of a majority of all the Directors of Gering Public Library Foundation, Inc.

Section 5: Duties of officers

- a. Chair shall be a member of the Board of Directors. The Chair shall be the chief executive officer of the corporation and shall preside at all meetings unless absent or disqualified. The Chair shall have general authority to supervise, direct and manage the business and affairs of the corporation and shall be responsible for carrying out the orders and resolutions of the Board of Directors. The Chair shall execute, on behalf of the corporation, all contracts, agreements, deeds, conveyances, leases, notes, obligations, powers and undertakings of the corporation except as the Treasurer is authorized herein to exercise the rights and powers of the corporation. The Chair shall have all the general powers and duties of supervision and management ordinarily vested in the office of the Chair of the corporation.
- b. The Vice-Chair shall be a member of the Board of Directors and shall, in the absence, disability or disqualification of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as the Board of Directors may prescribe from time to time.
- c. The Secretary shall be a member of the Board of Directors. The Secretary shall keep the minutes of all meetings of the Board of Directors and shall keep the records and files of the corporation's correspondence and other transactions except for those dealing principally with the corporation's funds and accounts, which shall be maintained by the Treasurer.

The Secretary shall perform the duties generally ascribed to the Secretary of a corporation and such functions as shall be assigned by the Chair of the Board of Directors.

- d. The Treasurer shall be a member of the Board of Directors. The Treasurer shall be the principal financial and fiscal officer of the corporation. The Treasurer shall supervise the safekeeping of all monies, funds and securities of the corporation; and maintain or cause to be maintained, adequate books and records of all transactions relating thereto; which books and records shall be available for inspection at any reasonable time to any member of the Board of Directors.

The Treasurer shall make or cause to be prepared accurate and adequate accounts and reports to the Board of Directors at each of its annual meetings and at such other times as the Chair or the Board may require disclosing of the financial and fiscal affairs, transactions and position of the corporation. The Treasurer shall, when necessary and proper, introduce on behalf of the corporation for deposit to the account of the corporation any and all items payable to the corporation.

The Treasurer shall, with the approval of the Board of Directors, select an appropriate depository or depositories for the corporation's monies, funds and securities and with the co-signature of the Chair or Vice-Chair or any Director designated by the Board of Directors, draw checks, drafts or orders upon the corporation's bank accounts for proper corporate purposes.

The Treasurer shall have the authority to perform the duties generally handled and performed by the Treasurer of the corporation, subject at all times to the direction and control of the Board of Directors. If the Board of Directors shall so require, the Treasurer shall give a bond at the expense of the corporation in such sum and with such safekeeping of monies, funds, and securities coming into the Treasurer's possession.

- e. Assistant Officers may be appointed by the Board of Directors as it shall deem advisable or find necessary to have the authority and perform the duties prescribed, from time to time, by the Board of Directors, during the absence or disability of any officer of the corporation.

## ARTICLE VI COMMITTEES

The Board of Directors, by resolution adopted by the majority of the Directors in office, may designate and appoint one or more committees, each of which shall consist of at least one Director, to have and exercise such authority of the Board of Directors in the management of the corporation as provided in the resolution, except such authority as is reserved from committees by the Nebraska Non-Profit Corporation Act and, provided, the designation and appointment of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or the Director by law.

ARTICLE VII  
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1: Contracts.

The Board of Directors may authorize any officer or officers, agent or agents, of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2: Checks, Drafts, Etc.

All checks and orders for the payment of money shall be signed in the name of the corporation and shall be countersigned by the offices of Chairman or Secretary and Treasurer.

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. Additionally, funds of the corporation may be placed with a local, regional, or national community foundation, such as the Oregon Trail Foundation or its successor.

Section 4: Gifts.

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

ARTICLE VIII  
BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of account and shall keep minutes of proceedings of its Board of Directors and its committees having any authority of the Board of Directors.

ARTICLE IX  
FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of January and end on the last day of December.

ARTICLE X  
CONFLICT OF INTEREST

Any duality of interest or possible conflict of interest on the part of any Director, Officer or agent of the Foundation shall be disclosed to the Board of Directors and recorded in the Minutes. Directors may decide by majority vote if such person should or should not vote on transactions related to the conflict of interest. If the vote is that the person is allowed to vote, that person retains the right to vote or to abstain from voting. The minutes of the meeting shall reflect the disclosure made and the vote taken.

**ARTICLE XI  
CONFIDENTIALITY AGREEMENT**

At the first meeting of the new fiscal year, all Board members will initial a copy of the Confidentiality Agreement, and the Secretary will keep it with the Minutes. If a new member joins during the year, that member will initial the Agreement at his/her installation. During the course of serving on the Gering Public Library Foundation, Board Members may have access to confidential information pertaining to donors, consultants, Gering Library Services and its employees, or other Foundation business. For example, Board Members have a responsibility to know the identity of and amounts donated by donors who wish to remain publicly anonymous. It is understood and agreed to that the Board members will keep all such information confidential both during and after serving on the Board.

**ARTICLE XII  
AMMENDMENTS TO THE BYLAWS**

These by-laws may be altered, amended, or repealed and new by-laws may be adopted by a majority of the Board of Directors present at any regular meeting of the Board.

**ARTICLE XIII  
PARLIAMENTARY AUTHORITY**

Robert, Henry M., RULES OF ORDER shall serve as the parliamentary authority for the Board meetings insofar as it is not contrary to these by-laws.

**ARTICLE XIV  
DISSOLUTION**

In the event of the dissolution of the Gering Public Library Foundation, Inc. all remaining assets of the corporation shall be distributed for charitable purposes, in accordance with Nebraska law.

AMENDMENT TO THE BYLAWS OF THE GERING PUBLIC LIBRARY FOUNDATION, INC.

The following is an amendment to the Bylaws of the Gering Public Library Foundation as authorized by Article XII of the adopted bylaws.

Article XV  
ACTIVITIES IN CONJUNCTION WITH THE  
OREGON TRAIL COMMUNITY FOUNDATION, INC.

It is hereby agreed that the Gering Public Library Foundation, Inc. in order to enhance the generation of donations for the purpose of the Gering Public Library Foundation, Inc. efforts to fund the construction of a new library within the City of Gering, Nebraska, and to continue ongoing financing of the mission of the library in the future, to ally this organization with Oregon Trail Community Foundation, Inc., also referred to as OTCF.

The Gering Public Library Foundation, Inc. acknowledges that this alliance is expected to provide a greater public presence and enhancement to potential donors for fund raising purposes.

The Oregon Trail Community Foundation, Inc. has executed a Fund Agreement which has been executed by both the Library Director and the Gering Public Library Foundation Treasurer agreeing to the establishment of a Fund within the Oregon Trail Community Foundation, Inc. to allow for the collection of donations, perform proper accounting and management of such donations pursuant to the provisions of Internal Revenue Service regulation for such activity.

The Gering Public Library Foundation, Inc. acknowledges that the funds received by Oregon Trail Community Foundation, Inc. become the sole property of OTCF in its corporate capacity and shall not be deemed a trust fund held by it in a trustee capacity. It is further understood that OTCF agrees that the Fund shall be used in support of charitable and educational purposes of the Gering Public Library Foundation, Inc. as directed by its advisory committee as recommended to OTCF which shall be considered as advisory and not binding on OTCF.

That document is attached to these Bylaws in its entirety and becomes included in these Bylaws by reference as if fully recited herein.

Adopted March 10, 2020.

By the Board of Directors:

Cheryl Laska

William C. Oette

Sula Kodolat

Thomas M. Swan

Bernice Russell

Tenny Rudenja

Carol Condence

Luann Soto

**OREGON TRAIL COMMUNITY FOUNDATION, INC.  
FUND AGREEMENT**

This Agreement is effective as of the \_\_\_\_ day of **February 2019**, at Scotts Bluff County, Scottsbluff, Nebraska, between **Gering Public Library Foundation Inc.** called "the affiliated organization" and the Oregon Trail Community Foundation, Inc. ("OTCF"), a corporation organized under the nonprofit corporation laws of the State of Nebraska with its principal office located at Railway Office Plaza, 115 W Railway Street, Scottsbluff, Nebraska.

WHEREAS, the parties to this Agreement have a common interest in the welfare of the North Platte Valley and surrounding communities and states, and are serving charitable and educational purposes as well as needs that enhance the mental, intellectual, physical improvement and well-being of the inhabitants as affected and/or effected by state, region, nation, and community, and affiliated organization, and

WHEREAS various interested persons, organizations, and other entities have expressed a desire to establish or contribute to a fund in OTCF which will be used to receive, administer and disburse funds for charitable and educational purposes according to the Articles of Incorporation and By-Laws of OTCF and specifically to promote the objectives of the affiliated organization, and

WHEREAS, affiliated organization is desirous of having the benefits of such a fund;

NOW THEREFORE, in consideration of the mutual covenants contained herein; the parties agree, subject to the Articles of Incorporation and By-Laws of OTCF, as follows:

1. Establishment of Fund. A fund shall be established on the books of OTCF which shall be known as the **Gering Public Library Foundation Inc.** ("the Fund").
2. Property of the Fund. The fund shall include the property received herewith, such property as may from time to time be transferred to OTCF for inclusion in the fund, such property as may from time to time be transferred from any other source for inclusion in the fund and accepted by OTCF, and all undistributed income from the foregoing property.
3. Exclusive Ownership. The fund and all property connected with and/or purchased with the fund shall be the sole property of OTCF held by it in its corporate capacity and shall not be deemed a trust fund held by it in a trustee capacity. OTCF shall be the ultimate authority and control over all property in the fund and/or purchased by the fund, and the income derived there from, in accordance with the Articles of Incorporation and By-Laws of OTCF (as they may be amended from time to time), and the terms of this Agreement applied in a manner not inconsistent with said Articles and By-Laws.
4. Designation of Purposes. The Fund shall be used for support of charitable and educational purposes in accordance with the Purposes of OTCF, and specifically to

**Gering Public Library Foundation Inc.** as directed by their advisory committee and the OTCF's Board of Directors. The Board will give consideration to the recommendations of the affiliated organization, but such recommendations shall be solely advisory and not binding on OTCF.

5. Distribution of Income. The net income and other distributions of the Fund shall be made as directed by the Board of Directors of OTCF. The Board will give consideration to the recommendations of the affiliated organization, but such recommendations shall be solely advisory and not binding on OTCF.

6. Variance. OTCF agrees that if its Board of Directors proposes to exercise the variance power contained in the Articles of Incorporation of OTCF it shall give written notice of such to the affiliated organization, and give such affiliated organization a reasonable opportunity to show why such variance power should not be exercised. PROVIDED HOWEVER, that no notice is required if OTCF becomes aware of any other action instituted or proposed by any person to vary the purposes, uses or methods of administration of the Fund.

7. Fees and Type of Fund. OTCF has identified itself as a provider of services to the following types of funds. By mutual agreement it has been determined that **Gering Public Library Foundation Inc.** is the type of fund as indicated below:

<input checked="" type="checkbox"/> Special Project	<input type="checkbox"/> Operating Fund
<input type="checkbox"/> Long Term Endowment	<input type="checkbox"/> Pass Through
<input checked="" type="checkbox"/> Donor Directed	

8. Definition and Construction. All terms in this agreement which have a special definition under the Internal Revenue Code shall be interpreted in accordance with such IRC definition. It is intended that the Fund shall be part of the OTCF and that nothing in this Agreement shall affect the status of OTCF as an entity which is a qualified charitable organization. This Agreement shall be interpreted in a manner consistent with such intention and so as to conform to the requirements of the Internal Revenue Code and any regulations issued pursuant thereto applicable to the intended status of OTCF.

IN WITNESS WHEREOF, each party hereto has executed this Agreement by its duly authorized officers effective as of the day and year first above written.

**OREGON TRAIL COMMUNITY FOUNDATION, INC.**



Travis Hiner, President

2/1/2019  
Date

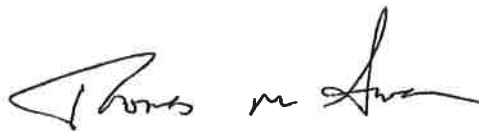


(Authorized Signature)

Board Chair 12 Feb 2019

Title & Date

Diane Downer  
Library Director Feb 12, 2019



TREASURER

FEB 12, 2019

**AMENDMENT OF THE BYLAWS OF THE GERING PUBLIC LIBRARY FOUNDATION, INC.**

The following amendment is authorized under Article XII of the bylaws adopted 11 February 2019 and amended 10 March 2020.

**ARTICLE IV – OFFICERS**

Section 2: "Officers will be limited to three consecutive terms in the same office." Shall be amended to "Officers will be limited to three consecutive terms in the same office after the initial founding Officers have left office."

Adopted 16 January 2023 by the Board of Directors:

\_\_\_\_\_  
*Chad Lester*

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*William C. Peters*

\_\_\_\_\_  
*Thomas Swan*

\_\_\_\_\_  
*Daniel Wash*

\_\_\_\_\_  
*Diane Downer*

\_\_\_\_\_  
*Carol Candace*

\_\_\_\_\_  
*Penny Bengier*

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