

BY-LAWS
OF THE
FRIENDS OF THE AIR FORCE ACADEMY LIBRARY

As adopted by the Board of Directors at the initial organizational meeting of February 19, 1987; and as revised by the Board at its December 5, 1991; December 10, 1992; May 11, 2004; May 17, 2006; May 11, 2010; and May 17, 2016, meetings.

- I. **NAME.** The name of this non-profit corporation shall be: **THE FRIENDS OF THE AIR FORCE ACADEMY LIBRARY** (hereinafter “THE FRIENDS”).
- II. **PURPOSE.** The purpose of THE FRIENDS shall be exclusively for charitable, educational, and scientific purposes, which shall include the enlargement and enrichment of the holdings of the United States Air Force Academy McDermott Library. The principle aim of THE FRIENDS is to help preserve and enrich the Air Force Academy’s literary, cultural, and historic heritage to the end of helping the Library to grow in stature, thereby strengthening the Academy.
- III. **DIRECTORS AND OFFICERS.** The Board of Directors which is empowered to formulate policies and procedures of THE FRIENDS and conduct its affairs (including establishing committees, appointing or electing additional officers, and filling vacancies) will be composed of not less than five nor more than twenty members, who shall be THE FRIENDS only voting members. Directors shall be elected by a majority of the voting members of the Board for staggered terms of three years.
 - a. In addition to the voting directors, the Director of the Academy Library, one Permanent Professor appointed by the Dean, and a representative of the USAFA Endowment (UE) shall be authorized to act as non-voting, advisory, ex-officio directors. The Executive Committee is authorized to appoint additional non-voting advisors as needed to more effectively conduct the day-to-day business of THE FRIENDS. Persons deemed deserving by the Board of Directors may be elected as Honorary Directors for life.
 - b. The Board of Directors shall elect annually as officers a President, one or more Vice Presidents, a Treasurer, and a Secretary. There also shall be an Executive Committee, which acts on behalf of the full Board of Directors, whose membership is recommended by the President and confirmed by the Board annually.
- IV. **PATRONS AND HONORARY DIRECTORS.** Annual contributors, Life Patrons, and such individuals as the Board of Directors shall designate for their special contributions to or interest in The Friends may from time-to-time be appointed Honorary Directors and shall have all privileges and responsibilities of the Board of Directors save voting. Such Honorary Members shall not count against the limitations of Section III, above. Only individual patrons may be Life Patrons. The requirement for Life Patron shall be determined by the Board of Directors. Donation levels will be set forth in a brochure periodically published by THE FRIENDS.

- V. **SOURCES AND USES OF FUNDS.** THE FRIENDS is a non-profit corporation registered in the State of Colorado as a non-profit corporation and organized under 26 U.S.C. §501(c)(3). Financial support to help achieve THE FRIENDS' goals may be provided by annual cash contributions; patrons; present or deferred gifts of cash, securities or other property from individuals, organizations, and foundations; fund raising activities that might be undertaken from time to time; and other sources. When donors wish to offer gifts to the Air Force Academy using THE FRIENDS as an intermediary, THE FRIENDS may assist in negotiating acceptance of such gifts by the Academy Library.
- VI. **SERVICES AVAILABLE TO PATRONS.** Patrons receive copies of THE FRIENDS' newsletters and will be invited to attend such programs as might be arranged. The Director of the Academy Library may offer patrons other privileges as regulations and conditions permit.
- VII. **INDEMNIFICATION.** To the greatest extent allowed under Colorado law and subject to available resources, any present or former director, officer, employee, fiduciary, or agent of THE FRIENDS shall be indemnified against expenses actually and reasonably incurred by reason connected to that person's service in any threatened, pending, or completed action, suit, or other proceeding, provided such person acted in good faith and in a manner he or she reasonably believed to be in the best interests of THE FRIENDS.

VIII. **MEETINGS**

- a. Meetings of the Executive Committee shall be held at such time and place as may be determined by the President or his designated representative with a minimum of five (5) days prior notice. The Executive Committee may consider and vote on any issue not specifically reserved to the entire Board of Directors in Section III and Section IX of these Bylaws. A majority of Executive Committee members must be present, or represented by their proxy, to establish a quorum and a simple majority of those present will pass any issue considered by the Committee.
- i. An Officer of The Friends may collect proxies in advance of the meeting from Executive Committee members who may be unable to attend. Proxies can be written or electronically mailed. Oral proxies are not acceptable.
 - ii. Acceptable proxies may be used to establish a quorum.
 - iii. The Executive Committee member designated on the proxy will vote the proxy received. An alternate Executive Committee member may be named by the person giving the proxy in case the original designee is not present. If no individual is designated to cast the proxy vote, then the President or other designated Executive Committee member will vote the proxy.
 - iv. A mail-in vote of the entire Executive Committee may be taken if an issue arises that is of such a nature as to justify the vote of the entire Committee. This will require that every voting member of the Executive Committee be polled by mail, facsimile, electronic mail, or other written means. The response time for a vote to be counted will be fifteen (15) calendar days if polled using electronic means or thirty (30) calendar days if polled by mail.

To pass, an issue must receive an affirmative vote from a majority of the Executive Committee within the allotted response time.

- b. Meetings of the Board of Directors will be held at least annually at such time and place as may be determined by the President or his designated representative with a minimum of thirty (30) days prior notice. The President or other designated board member will vote the proxies received from members of the Board of Directors who are unable to attend the meeting. A majority of voting directors present or represented by proxy shall constitute a quorum at any meeting of the Board of Directors. A simple majority of those voting, including proxies, will pass any issue considered by the entire Board.
- c. A mail-in vote of the entire Board of Directors may be taken if an issue arises which does not warrant a meeting of the entire Board of Directors but is of such a nature as to justify the vote of the entire Board of Directors. This will require that every voting member of the Board of Directors be polled by mail, facsimile, electronic mail, or other written means. The response time for a vote to be counted will be thirty (30) calendar days from the date of mailing or transmission. To pass, an issue must receive an affirmative vote from a majority of the Board of Directors.

IX. AMENDMENTS. These By-Laws may be amended or altered by a simple majority vote of the Board of Directors as outlined in Sections VIII b and VIII c. If the vote is to take place at a meeting of the Board of Directors, all directors must be notified in writing of the proposed changes at least thirty (30) days prior to the meeting.

Approved: 9 February 1987

Revised: 10 December 1992

Revised: 11 May 2004

Revised: 17 May 2006

Revised: 11 May 2010

Revised: 17 May 2016