

Form 990

Return of Organization Exempt From Income Tax

OMB No. 1545-0047

2002

Department of the Treasury Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

Open to Public Inspection

The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2002 calendar year, or tax year period beginning and ending

B Check if applicable: Address change, Name change, Initial return, Final return, Amended return, Application pending. C Name of organization: LIBRARY FOUNDATION OF HENNEPIN COUNTY. D Employer identification number: 36-3579536. E Telephone number: 952-847-8637. F Accounting method: Cash, Accrual.

G Web site: HCLIB.ORG/PUB/INFO/SUPPORT/FOUNDATION. H and I are not applicable to section 527 organizations. H(a) Is this a group return for affiliates? H(b) If "Yes," enter number of affiliates. H(c) Are all affiliates included? H(d) Is this a separate return filed by an organization covered by a group ruling?

J Organization type (check only one): [X] 501(c)(3) (insert no.) 4947(a)(1) or 527. K Check here if the organization's gross receipts are normally not more than \$25,000. L Gross receipts Add lines 6b, 8b, 9b, and 10b to line 12: 350,266.

M Check if the organization is not required to attach Sch B (Form 990, 990-EZ, or 990-PF)

L Gross receipts Add lines 6b, 8b, 9b, and 10b to line 12: 350,266.

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances

Table with 21 rows and 4 columns. Rows include: 1 Contributions, gifts, grants, and similar amounts received; 2 Program service revenue including government fees and contracts; 3 Membership dues and assessments; 4 Interest on savings and temporary cash investments; 5 Dividends and interest from securities; 6 Gross rents; 7 Other investment income; 8 Gross amount from sale of assets other than inventory; 9 Special events and activities; 10 Gross sales of inventory, less returns and allowances; 11 Other revenue from Part VII, line 10b; 12 Total revenue; 13 Program service expenses; 14 Management and general; 15 Fundraising; 16 Payments to affiliates; 17 Total expenses; 18 Excess or (deficit) for the year; 19 Net assets or fund balances at beginning of year; 20 Other changes in net assets or fund balances; 21 Net assets or fund balances at end of year.

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Part II Statement of Functional Expenses

All organizations must complete column (A) Columns (B), (C), and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I	(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22 Grants and allocations (attach schedule) cash \$ <u>143,488</u> • noncash \$	22 143,488.	143,488.		
23 Specific assistance to individuals (attach schedule)	23			
24 Benefits paid to or for members (attach schedule)	24			
25 Compensation of officers, directors, etc	25 0.	0.	0.	0.
26 Other salaries and wages	26			
27 Pension plan contributions	27			
28 Other employee benefits	28			
29 Payroll taxes	29			
30 Professional fundraising fees	30			
31 Accounting fees	31			
32 Legal fees	32			
33 Supplies	33			
34 Telephone	34			
35 Postage and shipping	35 652.	405.	247.	
36 Occupancy	36			
37 Equipment rental and maintenance	37			
38 Printing and publications	38			
39 Travel	39 7,109.		7,109.	
40 Conferences, conventions, and meetings	40 3,180.		3,180.	
41 Interest	41			
42 Depreciation, depletion, etc (attach schedule)	42			
43 Other expenses not covered above (itemize)				
a _____	43a			
b _____	43b			
c _____	43c			
d _____	43d			
e _____	43e	540,334.	455,128.	44,183.
44 Total functional expenses (add lines 22 through 43) Organizations completing columns (B)-(D) carry these totals to lines 13-15	44 694,763.	599,021.	54,719.	41,023.

Joint Costs Check if you are following SOP 98-2

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No

If "Yes," enter (i) the aggregate amount of these joint costs \$ _____, (ii) the amount allocated to Program services \$ _____,

(iii) the amount allocated to Management and general \$ _____, and (iv) the amount allocated to Fundraising \$ _____

Part III Statement of Program Service Accomplishments

What is the organization's primary exempt purpose? _____

All organizations must describe their exempt purpose achievements in a clear and concise manner. State the number of clients served, publications issued, etc. Discuss achievements that are not measurable. (Section 501(c)(3) and (4) organizations and 4947(a)(1) nonexempt charitable trusts must also enter the amount of grants and allocations to others.)

Program Service Expenses
(Required for 501(c)(3) and (4) orgs., and 4947(a)(1) trusts, but optional for others.)

a LIBRARY SUPPORT PROVIDES ADDITIONAL BOOKS, MATERIALS, RESOURCES AND SERVICES NOT OTHERWISE AVAILABLE TO THE LIBRARY SYSTEM.	(Grants and allocations \$ 143,488.)	599,021.
b _____		
c _____	(Grants and allocations \$ _____)	
d _____	(Grants and allocations \$ _____)	
e Other program services (attach schedule)	(Grants and allocations \$ _____)	
f Total of Program Service Expenses (should equal line 44, column (B), Program services)		599,021.

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Part IV Balance Sheets

Note Where required, attached schedules and amounts within the description column should be for end-of-year amounts only

		(A) Beginning of year		(B) End of year
Assets	45 Cash - non-interest-bearing	214,258.	45	71,413.
	46 Savings and temporary cash investments	468,814.	46	231,898.
	47 a Accounts receivable			
	b Less allowance for doubtful accounts		522.	47c
	48 a Pledges receivable	31,720.		
	b Less allowance for doubtful accounts		26,594.	48c
	49 Grants receivable			49
	50 Receivables from officers, directors, trustees, and key employees			50
	51 a Other notes and loans receivable			
	b Less allowance for doubtful accounts			51c
	52 Inventories for sale or use			52
	53 Prepaid expenses and deferred charges	35,000.	53	10,800.
	54 Investments - securities STMT 5 <input type="checkbox"/> Cost <input checked="" type="checkbox"/> FMV	163,510.	54	150,175.
	55 a Investments - land, buildings, and equipment basis			
	b Less accumulated depreciation			55c
	56 Investments - other			56
	57 a Land, buildings, and equipment basis			
	b Less accumulated depreciation			57c
58 Other assets (describe <input type="checkbox"/>)			58	
59 Total assets (add lines 45 through 58) (must equal line 74)	908,698.	59	496,006.	
Liabilities	60 Accounts payable and accrued expenses	74,506.	60	8,880.
	61 Grants payable		61	
	62 Deferred revenue	111,087.	62	
	63 Loans from officers, directors, trustees, and key employees		63	
	64 a Tax-exempt bond liabilities		64a	
	b Mortgages and other notes payable		64b	
65 Other liabilities (describe <input type="checkbox"/> AGENCY FUNDS)	33,889.	65	31,320.	
66 Total liabilities (add lines 60 through 65)	219,482.	66	40,200.	
Net Assets or Fund Balances	Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74			
	67 Unrestricted	454,287.	67	310,420.
	68 Temporarily restricted	112,574.	68	94,460.
	69 Permanently restricted	122,355.	69	50,926.
	Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74			
	70 Capital stock, trust principal, or current funds		70	
	71 Paid-in or capital surplus, or land, building, and equipment fund		71	
	72 Retained earnings, endowment, accumulated income, or other funds		72	
73 Total net assets or fund balances (add lines 67 through 69 or lines 70 through 72, column (A) must equal line 19, column (B) must equal line 21)	689,216.	73	455,806.	
74 Total liabilities and net assets / fund balances (add lines 66 and 73)	908,698.	74	496,006.	

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

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Part VI Other Information		Yes	No
76	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	76	X
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes	77	X
78 a	Did the organization have unrelated business gross income of \$1 000 or more during the year covered by this return?	78a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year? N/A	78b	
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	79	X
80 a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc. to any other exempt or nonexempt organization?	80a	X
b	If "Yes," enter the name of the organization and check whether it is <input type="checkbox"/> exempt or <input type="checkbox"/> nonexempt		
81 a	Enter direct or indirect political expenditures. See line 81 instructions	81a	0.
b	Did the organization file Form 1120-POL for this year?	81b	X
82 a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	82a	X
b	If "Yes," you may indicate the value of these items here. Do not include this amount as revenue in Part I or as an expense in Part II (See instructions in Part III)	82b	172,271.
83 a	Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	X
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions? N/A	83b	
84 a	Did the organization solicit any contributions or gifts that were not tax deductible?	84a	X
b	If "Yes" did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? N/A	84b	
85	501(c)(4), (5), or (6) organizations a Were substantially all dues nondeductible by members? N/A	85a	
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year N/A	85b	
c	Dues, assessments, and similar amounts from members	85c	N/A
d	Section 162(e) lobbying and political expenditures	85d	N/A
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e	N/A
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f	N/A
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f? N/A	85g	
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year? N/A	85h	
86	501(c)(7) organizations Enter a Initiation fees and capital contributions included on line 12	86a	N/A
b	Gross receipts, included on line 12, for public use of club facilities	86b	N/A
87	501(c)(12) organizations Enter a Gross income from members or shareholders	87a	N/A
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	87b	N/A
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX	88	X
89 a	501(c)(3) organizations Enter Amount of tax imposed on the organization during the year under section 4911 0. , section 4912 0. , section 4955 0.		
b	501(c)(3) and 501(c)(4) organizations Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction	89b	X
c	Enter Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958 ▶ 0.		
d	Enter Amount of tax on line 89c, above, reimbursed by the organization ▶ 0.		
90 a	List the states with which a copy of this return is filed ▶ MINNESOTA		
b	Number of employees employed in the pay period that includes March 12, 2002	90b	0
91	The books are in care of ▶ KARLA KIMERER Telephone no ▶ 952-847-8634		
	Located at ▶ 12601 RIDGEDALE DRIVE, HOPKINS, MN ZIP + 4 ▶ 55305		
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 - Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year ▶ 92 N/A		

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Part VII Analysis of Income-Producing Activities (See page 31 of the instructions)

Note Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512 513 or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclu- sion code	(D) Amount	
93 Program service revenue					
a LECTURE ADMISSIONS					170,285.
b					
c					
d					
e					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments			14	7,955.	
96 Dividends and interest from securities					
97 Net rental income or (loss) from real estate					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					
101 Net income or (loss) from special events					
102 Gross profit or (loss) from sales of inventory					
103 Other revenue					
a UNREALIZED LOSS ON INV.			14	<15,814.>	
b					
c					
d					
e					
104 Subtotal (add columns (B), (D), and (E))		0.		<7,859.>	170,285.
105 Total (add line 104, columns (B), (D), and (E))					162,426.

Note Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I

Part VIII Relationship of Activities to the Accomplishment of Exempt Purposes (See page 32 of the instructions)

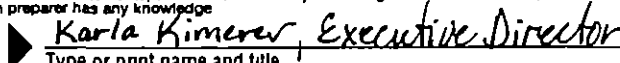
Line No	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
93A	ADMISSION FEES TO A SERIES OF LECTURES DESIGNED TO PROMOTE THE AWARENESS OF ISSUES CONCERNING PUBLIC LIBRARIES. THE LECTURES ARE AN OPPORTUNITY FOR THE FOUNDATION TO COMMUNICATE, DISSEMINATE INFORMATION AND EDUCATE THE PUBLIC REGARDING THE HENNEPIN COUNTY LIBRARY SYSTEM.

Part IX Information Regarding Taxable Subsidiaries and Disregarded Entities (See page 32 of the instructions)

(A) Name, address, and EIN of corporation partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
N/A	%			
	%			
	%			
	%			

Part X Information Regarding Transfers Associated with Personal Benefit Contracts (See page 33 of the instructions)

- (a) Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? Yes No
- (b) Did the organization during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

completing schedules and statements, and to the best of my knowledge and belief it is true,
information of which preparer has any knowledge
3/5/03  Executive Director
te Type or print name and title

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or Section 4947(a)(1) Nonexempt Charitable Trust

Supplementary Information-(See separate instructions.)

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

OMB No 1545-0047

2002

Name of the organization **LIBRARY FOUNDATION OF HENNEPIN COUNTY** Employer identification number **36 3579536**

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees

(See page 1 of the instructions List each one If there are none, enter "None")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
NONE				
Total number of other employees paid over \$50,000 ▶	0			

Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services

(See page 2 of the instructions List each one (whether individuals or firms) If there are none, enter "None")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services ▶	0	

LIBRARY FOUNDATION OF HENNEPIN

Part III Statements About Activities (See page 2 of the instructions)

1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶ \$ _____ \$ _____ (Must equal amounts on line 38, Part VI-A, or line 1 of Part VI-B)

	Yes	No
1		X
2a		X
2b		X
2c		X
2d		X
2e		X
3		X
4		X

Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A Other organizations checking "Yes," must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities

2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions)

- a Sale, exchange, or leasing of property?
- b Lending of money or other extension of credit?
- c Furnishing of goods, services, or facilities?
- d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?
- e Transfer of any part of its income or assets?

3 Does the organization make grants for scholarships, fellowships, student loans, etc? (See Note below)

4 Do you have a section 403(b) annuity plan for your employees?

Note Attach a statement to explain how the organization determines that individuals or organizations receiving grants or loans from it in furtherance of its charitable programs "qualify" to receive payments

Part IV Reason for Non-Private Foundation Status (See pages 3 through 5 of the instructions)

The organization is not a private foundation because it is (Please check only ONE applicable box)

- 5 A church, convention of churches, or association of churches Section 170(b)(1)(A)(i)
- 6 A school Section 170(b)(1)(A)(ii) (Also complete Part V)
- 7 A hospital or a cooperative hospital service organization Section 170(b)(1)(A)(iii)
- 8 A Federal, state, or local government or governmental unit Section 170(b)(1)(A)(v)
- 9 A medical research organization operated in conjunction with a hospital Section 170(b)(1)(A)(iii) Enter the hospital's name, city, and state ▶ _____
- 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit Section 170(b)(1)(A)(iv) (Also complete the Support Schedule in Part IV-A)
- 11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public Section 170(b)(1)(A)(vi) (Also complete the Support Schedule in Part IV-A)
- 11b A community trust Section 170(b)(1)(A)(vi) (Also complete the Support Schedule in Part IV-A)
- 12 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2) (Also complete the Support Schedule in Part IV-A)
- 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in (1) lines 5 through 12 above, or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2) (See section 509(a)(3))

Provide the following information about the supported organizations (See page 5 of the instructions)

(a) Name(s) of supported organization(s)	(b) Line number from above

14 An organization organized and operated to test for public safety Section 509(a)(4) (See page 5 of the instructions)

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Schedule A (Form 990 or 990-EZ) 2002 COUNTY

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Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12) Use cash method of accounting
 Note You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting

Calendar year (or fiscal year beginning in)	(a) 2001	(b) 2000	(c) 1999	(d) 1998	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants See line 28)	207,339.	264,765.	438,570.	505,387.	1,416,061.
16 Membership fees received					
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose	188,862.	206,188.	172,675.	147,049.	714,774.
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	20,446.	31,685.	25,435.	29,702.	107,268.
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income Attach a schedule Do not include gain or (loss) from sale of capital assets					
23 Total of lines 15 through 22	416,647.	502,638.	636,680.	682,138.	2,238,103.
24 Line 23 minus line 17	227,785.	296,450.	464,005.	535,089.	1,523,329.
25 Enter 1% of line 23	4,166.	5,026.	6,367.	6,821.	
26 Organizations described on lines 10 or 11 a Enter 2% of amount in column (e), line 24					26a 30,467.
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 1998 through 2001 exceeded the amount shown in line 26a Do not file this list with your return Enter the sum of all these excess amounts					26b 197,033.
c Total support for section 509(a)(1) test Enter line 24, column (e)					26c 1,523,329.
d Add Amounts from column (e) for lines 18 107,268. 19 22 197,033.					26d 304,301.
e Public support (line 26c minus line 26d total)					26e 1,219,028.
f Public support percentage (line 26e numerator) divided by line 26c (denominator)					26f 80.0239%
27 Organizations described on line 12 a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person" Do not file this list with your return Enter the sum of such amounts for each year N/A	(2001)	(2000)	(1999)	(1998)	
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000 (Include in the list organizations described in lines 5 through 11, as well as individuals) Do not file this list with your return After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year N/A	(2001)	(2000)	(1999)	(1998)	
c Add Amounts from column (e) for lines 15 16 17 20 21					27c N/A
d Add Line 27a total and line 27b total					27d N/A
e Public support (line 27c total minus line 27d total)					27e N/A
f Total support for section 509(a)(2) test Enter amount on line 23, column (e)					27f N/A
g Public support percentage (line 27e numerator) divided by line 27f (denominator)					27g N/A %
h Investment income percentage (line 18, column (e) numerator) divided by line 27f (denominator)					27h N/A %

28 Unusual Grants For an organization described in line 10, 11, or 12 that received any unusual grants during 1998 through 2001, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant Do not file this list with your return Do not include these grants in line 15

LIBRARY FOUNDATION OF HENNEPIN

Part V Private School Questionnaire (See page 7 of the instructions)

N/A

(To be completed ONLY by schools that checked the box on line 6 in Part IV)

		Yes	No
29	Does the organization have a racially nondiscriminatory policy toward students by statement in its charter, bylaws, other governing instrument, or in a resolution of its governing body?		
30	Does the organization include a statement of its racially nondiscriminatory policy toward students in all its brochures, catalogues, and other written communications with the public dealing with student admissions, programs, and scholarships?		
31	Has the organization publicized its racially nondiscriminatory policy through newspaper or broadcast media during the period of solicitation for students, or during the registration period if it has no solicitation program, in a way that makes the policy known to all parts of the general community it serves? If "Yes," please describe, if "No," please explain (If you need more space, attach a separate statement)		
32	Does the organization maintain the following		
a	Records indicating the racial composition of the student body, faculty, and administrative staff?		
b	Records documenting that scholarships and other financial assistance are awarded on a racially nondiscriminatory basis?		
c	Copies of all catalogues, brochures, announcements, and other written communications to the public dealing with student admissions, programs, and scholarships?		
d	Copies of all material used by the organization or on its behalf to solicit contributions? If you answered "No" to any of the above, please explain (If you need more space, attach a separate statement)		
33	Does the organization discriminate by race in any way with respect to		
a	Students' rights or privileges?		
b	Admissions policies?		
c	Employment of faculty or administrative staff?		
d	Scholarships or other financial assistance?		
e	Educational policies?		
f	Use of facilities?		
g	Athletic programs?		
h	Other extracurricular activities? If you answered "Yes" to any of the above, please explain (If you need more space, attach a separate statement)		
34 a	Does the organization receive any financial aid or assistance from a governmental agency?		
b	Has the organization's right to such aid ever been revoked or suspended? If you answered "Yes" to either 34a or b, please explain using an attached statement		
35	Does the organization certify that it has complied with the applicable requirements of sections 4 01 through 4 05 of Rev Proc 75-50, 1975-2 C B 587, covering racial nondiscrimination? If "No," attach an explanation		

LIBRARY FOUNDATION OF HENNEPIN

Schedule A (Form 990 or 990-EZ) 2002 COUNTY

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Part VI-A Lobbying Expenditures by Electing Public Charities (See page 9 of the instructions)

N/A

(To be completed ONLY by an eligible organization that filed Form 5768)

Check a if the organization belongs to an affiliated group Check b if you checked "a" and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred)		(a) Affiliated group totals	(b) To be completed for ALL electing organizations
		N/A	
36	Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	
37	Total lobbying expenditures to influence a legislative body (direct lobbying)	37	
38	Total lobbying expenditures (add lines 36 and 37)	38	
39	Other exempt purpose expenditures	39	
40	Total exempt purpose expenditures (add lines 38 and 39)	40	
41	Lobbying nontaxable amount Enter the amount from the following table - If the amount on line 40 is - The lobbying nontaxable amount is -		
	Not over \$500 000 20% of the amount on line 40		
	Over \$500 000 but not over \$1 000 000 \$100,000 plus 15% of the excess over \$500 000		
	Over \$1 000 000 but not over \$1 500 000 \$175 000 plus 10% of the excess over \$1,000 000	41	
	Over \$1 500 000 but not over \$17,000 000 \$225 000 plus 5% of the excess over \$1 500 000		
	Over \$17 000 000 \$1 000 000		
42	Grassroots nontaxable amount (enter 25% of line 41)	42	
43	Subtract line 42 from line 36 Enter -0- if line 42 is more than line 36	43	
44	Subtract line 41 from line 38 Enter -0- if line 41 is more than line 38	44	

Caution If there is an amount on either line 43 or line 44, you must file Form 4720

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below See the instructions for lines 45 through 50 on page 11 of the instructions)

Calendar year (or fiscal year beginning in)	Lobbying Expenditures During 4-Year Averaging Period				N/A
	(a) 2002	(b) 2001	(c) 2000	(d) 1999	(e) Total
45	Lobbying nontaxable amount				0.
46	Lobbying ceiling amount (150% of line 45(e))				0.
47	Total lobbying expenditures				0.
48	Grassroots nontaxable amount				0.
49	Grassroots ceiling amount (150% of line 48(e))				0.
50	Grassroots lobbying expenditures				0.

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 11 of the instructions)

N/A

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines c through h)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (Add lines c through h)			0.

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities

FORM 990	OTHER CHANGES IN NET ASSETS OR FUND BALANCES	STATEMENT	1
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DESCRIPTION	AMOUNT
CUMULATIVE ADJUSTMENT - CHANGE IN POLICY ON RECOGNIZING TICKET SALES	111,087.
TOTAL TO FORM 990, PART I, LINE 20	111,087.

FORM 990	OTHER EXPENSES	STATEMENT	2
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DESCRIPTION	(A) TOTAL	(B) PROGRAM SERVICES	(C) MANAGEMENT AND GENERAL	(D) FUNDRAISING
MEMBERSHIP DUES	828.		828.	
CONSULTING	95,311.	70,240.	25,071.	
OFFICE EXPENSE	18,284.		18,284.	
GUEST SPEAKER EVENT EXPENSES	167,757.	167,757.		
PROMOTION	95,170.	93,047.		2,123.
GRANT WRITING	38,900.			38,900.
BAD DEBT EXPENSE	124,084.	124,084.		
TOTAL TO FM 990, LN 43	540,334.	455,128.	44,183.	41,023.

FORM 990	STATEMENT OF ORGANIZATION'S PRIMARY EXEMPT PURPOSE PART III	STATEMENT	3
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EXPLANATION

TO PROMOTE THE DEVELOPMENT AND TO IMPROVE THE SERVICE CAPABILITIES OF THE HENNEPIN COUNTY LIBRARY SYSTEM.

FORM 990	CASH GRANTS AND ALLOCATIONS	STATEMENT	4
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CLASSIFICATION	DONEE'S NAME	DONEE'S ADDRESS	DONEE'S RELATIONSHIP	AMOUNT
LIBRARY MATERIALS	HENNEPIN COUNTY LIBRARIES	MINNEAPOLIS, MN	NONE	143,488.
TOTAL INCLUDED ON FORM 990, PART II, LINE 22				143,488.

FORM 990 **NON-GOVERNMENT SECURITIES** **STATEMENT** **5**

SECURITY DESCRIPTION	CORPORATE STOCKS	CORPORATE BONDS	OTHER PUBLICLY TRADED SECURITIES	OTHER SECURITIES	TOTAL NON-GOV'T SECURITIES
MUTUAL FUNDS			150,175.		150,175.
TO 990, LN 54 COL B			150,175.		150,175.

FORM 990 **PART V - LIST OF OFFICERS, DIRECTORS, TRUSTEES AND KEY EMPLOYEES** **STATEMENT** **6**

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN CONTRIB	PLAN EXPENSE ACCOUNT
KATHERINE YOUNGBLOOD 7205 LANHAM LANE EDINA, MN 55439	PAST PRESIDENT 4		0.	0. 0.
JEFFREY SCHERER 1520 KALTERN LANE GOLDEN VALLEY, MN 55416	PRESIDENT 4		0.	0. 0.
DEBRA SIT 7601 EDINBOROUGH WAY, #6205 EDINA, MN 55435	TREASURER 4		0.	0. 0.
NIRMAL JAIN 7106 BIRCHVIEW ROAD MAPLE GROVE, MN 55369-5227	DIRECTOR 4		0.	0. 0.
PEGGY KELLY 6117 BLAKE RIDGE ROAD EDINA, MN 55436	DIRECTOR 4		0.	0. 0.
BARBARA BROWN 410 GROVELAND AVENUE, #1201 MINNEAPOLIS, MN 55403	DIRECTOR 4		0.	0. 0.
MAUREEN BURHMASTER 4808 ROLLING GREEN PARKWAY EDINA, MN 55436	DIRECTOR 4		0.	0. 0.

JACK COLE 1536 WINNETKA AVENUE N GOLDEN VALLEY, MN 55427	DIRECTOR 4	0.	0.	0.
JOHN C. HEITKAMP 11209 RIVER HILLS DRIVE BURNSVILLE, MN 55337	DIRECTOR 4	0.	0.	0.
DAVID GRADICK 11730 27TH AVEUNE NORTH PLYMOUTH, MN 55441	SECRETARY 4	0.	0.	0.
DIANE LADENSON 400 GROVELAND AVENUE, #1007 MINNEAPOLIS, MN 55403	DIRECTOR 4	0.	0.	0.
MARY INGEBRAND POHLAD 7 MERILANE EDINA, MN 55436	DIRECTOR 4	0.	0.	0.
BILL JOYCE 1201 YALE PLACE, #2305 MINNEAPOLIS, MN 55403	DIRECTOR 4	0.	0.	0.
DAVID PRATT 20590 PARK PLACE EXCELSIOR, MN 55331	DIRECTOR 4	0.	0.	0.
JOHN LEVINE 2049 VIRGINIA AVENUE SOUTH MINNEAPOLIS, MN 55426	DIRECTOR 4	0.	0.	0.
PEGGY RASMUSSEN 1520 WINNETKA AVE N GOLDEN VALLEY, MN 55427	DIRECTOR 4	0.	0.	0.
GAIL SEE 1389 ORONO LANE WAYZATA, MN 55391	DIRECTOR 4	0.	0.	0.
MARY STEINER 10173 PHAETON DRIVE EDEN PRAIRIE, MN 55347-4733	DIRECTOR 4	0.	0.	0.
EMILY ANNE TUTTLE 1225 SHORELINE DRIVE WAYZATA, MN 55391	DIRECTOR 4	0.	0.	0.
MARGIE WOODHOUSE 12700 SHERWOOD PLACE, #114 MINNETONKA, MN 55305	DIRECTOR 4	0.	0.	0.

LIBRARY FOUNDATION OF HENNEPIN COUNTY

36-3579536

MARTHA HEAD 2090 SHORELINE DRIVE WAYZATA, MN 55391	DIRECTOR 4	0.	0.	0.
PEGGY WATSON 2296 SHERWOOD COURT MINNETONKA, MN 55305	DIRECTOR 4	0.	0.	0.
KENNETH PENGELLY 8775 NORWOOD LANE NORTH MAPLE GROVE, MN 55369	DIRECTOR 4	0.	0.	0.
MICHAEL O'ROURKE 5115 EXCELSIOR BOULEVARD, #438 MINNEAPOLIS, MN 55416	DIRECTOR 4	0.	0.	0.
VINOD PADHYE 6444 ITHACA LANE NORTH MINNEAPOLIS, MN 55311	DIRECTOR 4	0.	0.	0.
BARBARA MCBURNEY 5630 FRANCE AVENUE SOUTH MINNEAPOLIS, MN 55410	DIRECTOR 4	0.	0.	0.
CHARLES MCCOY 2900 THOMAS AVENUE SOUTH, #2120 MINNEAPOLIS, MN 55416	DIRECTOR 4	0.	0.	0.
KARLA KIMERER 12601 RIDGEDALE DRIVE MINNETONKA, MN 55305	EXECUTIVE DIRECTOR 40	0.	0.	0.
TOTALS INCLUDED ON FORM 990, PART V		<u>0.</u>	<u>0.</u>	<u>0.</u>

**2002 AMENDED AND RESTATED
BYLAWS OF
THE LIBRARY FOUNDATION OF HENNEPIN COUNTY**

ARTICLE I.

GENERAL PURPOSE

Section 1 The purpose of this corporation shall be to promote the development and to improve the service capabilities of the Hennepin County Library system The corporation may work with government agencies, individuals, other foundations and private or public agencies to assist the Hennepin County Library system in service programs with supplemental funds The goal of the corporation will be to provide resources for programs and services beyond the public resources available to the Hennepin County Library System

ARTICLE II.

OFFICES AND CORPORATE SEAL

Section 1 The registered office of the corporation for the transaction of its business shall be at 12601 Ridgedale Drive, Minnetonka, Minnesota 55305-1909, and the corporation may have offices at such other places as the Board of Directors shall from time to time determine

Section 2 The corporation shall have no corporate seal

ARTICLE III.

BOARD OF DIRECTORS

Section 1 **Composition.** The members of the corporation may be and do constitute the Board of Directors The corporation shall have no fewer than three (3) directors nor more than thirty-one (31) as may be determined by the resolution of the Board of Directors from time to time The Board of Directors shall, whenever possible, be composed of an uneven number of

persons Each director shall be a natural person of full age Collectively, they shall be known as the Board of Directors

Section 2 Elections Directors shall be elected to three year terms by the Board of Directors The terms of office to begin at the first meeting following their election to the Board Directors may not serve more than two consecutive terms, however directors may serve an unlimited number of non-consecutive terms and any director who has served as President shall automatically have his/her term as a member of the Board of Directors extended for two years beyond his/her term in office as the President, unless otherwise determined by resolution of the Board of Directors Each of the directors shall hold office to the expiration of the term of office and until the next annual meeting of the Board of Directors and thereafter until their successor shall have been duly elected and qualified, or until they resign or shall have been removed in the manner hereinafter provided

Section 3 Voting. Each director shall be entitled to one vote, and written proxies shall be permitted There shall be no cumulative voting Directors may vote by voice or by ballot or by any other means allowed by the provisions of these Bylaws In elections for Directors, each Director shall cast one vote, by secret ballot if the director so chooses, for each open position on the Board

Section 4 Organization. At each meeting of the Board of Directors, the President of this corporation or, in the President's absence, any person whom the directors shall appoint by majority vote, shall preside The Secretary of this corporation or, in the Secretary's absence, the Assistant Secretary or any other person whom the President shall appoint, shall act as Secretary of the meeting and take all minutes Unless the Board of Directors directs otherwise by resolution, all meetings shall be conducted in accordance with Robert's Rules of Order

Section 5 **Resignation.** Any director of this corporation may resign at any time giving written notice to the President or to the Secretary. A resignation shall take effect at the time specified in such notice, unless otherwise stated therein. Acceptance of a resignation shall not be necessary to make it effective.

Section 6 **Vacancies.** Any vacancy in the Board of Directors may be filled by the majority of the Board voting at a given meeting, though less than a quorum, or by written action as provided for below, and each director so chosen shall hold office until the next election and until his successor shall be duly elected and qualified.

Section 7 **Place of Meeting.** The Board of Directors may hold its meetings at such place or places within or without the State of Minnesota as it may from time to time determine by a majority vote.

Section 8 **Time of Regular Meetings.** The Board of Directors may hold its meeting at such times as it may from time to time determine by majority vote.

Section 9 **Annual Meetings.** The annual meetings of the Board of Directors shall be held annually on a date chosen by the Board of Directors for the purpose of electing officers and for the transaction of such other business as shall come before the meeting. Notice of such meeting shall be given as provided in Section 10 hereof for special meetings of the Board of Directors.

Section 10 **Notice of Special Meetings.** Special meetings of the Board of Directors shall be held whenever called by the President or by any three (3) directors. Notice of each such special meeting shall be provided to each director at least five (5) days before the day on which the meeting is to be held. Each such notice shall state the time and place of the meeting, but need not state the purpose thereof, except (1) if there is to be consideration and potential approval

of an item to expend in excess of \$10,000, or (ii) as otherwise expressly provided in these Bylaws or relevant statutes

Section 11 **Notices Excused.** Any meeting of the directors shall be a legal meeting without any notice thereof having been given if all of the directors of this corporation shall be present or waive such notice in writing before, at, or after such meeting

Section 12 **Quorum; Manner of Acting.** Except as otherwise provided by statute or by these Bylaws, one-third ($1/3$) of the total number of directors shall be required to constitute a quorum for the transaction of business at any meeting Unless otherwise provided in the Articles or Bylaws of this corporation, the acts of a majority of the directors present at any meeting at which a quorum is present shall be the acts of the Board of Directors In the absence of a quorum, a majority of the directors present may adjourn any meeting from time to time until a quorum be present Notice of any adjourned meeting need not be given

Section 13 **Conflicts of Interest** Except as permitted by law, with respect to any contract or other transaction between this corporation and any director (or an organization in which a director is a director, officer, or legal representative or has a material financial interest), the material facts as to such contract or transaction and as to the director's interest must be fully disclosed or known to the Board or Executive Committee prior to approval of such contract or transaction, and the interested director may not be counted in determining the presence of a quorum and may not vote on any resolution or action relating to such matter

Section 14. **Action by Electronic Communication.** A conference among Board members by a means of communication through which the Board members may simultaneously hear each other during the conference is a Board meeting, if the same notice is given of the conference as would be required for a meeting, and if the number of Board members participating in the conference is a quorum Participation in a meeting by this means constitutes

personal presence at the meeting

Section 15 **Removal of Directors.** A director shall be removed and is deemed removed upon missing four consecutive meetings of the Board. Further, any director may be removed with or without cause at any time by action of the Executive Committee. A vacancy in the Board caused by any removal may be filled in the manner specified in Section 6 hereof

ARTICLE IV.

OFFICERS/EXECUTIVE COMMITTEE

Section 1 **Number.** The officers of this corporation shall be as follows: President, Vice President or Vice Presidents, Secretary and Treasurer. The corporate officers and chairs of all committees of the corporation shall comprise the Executive Committee. The Executive Committee shall meet as needed at the call of the President or two members of the Executive Committee. The purpose of the Executive Committee is to conduct the business and implement the policy established by the Board of Directors of the corporation. The Executive Committee is permitted to expend no more than \$10,000 without approval of the Board of the corporation.

Section 2 **Election, Term of Office and Qualifications.** All officers shall be elected by a majority vote of the Board of Directors and shall hold office until the next annual election of officers and until their successors shall have been duly elected and qualified or until their death, resignation or removal in the manner hereinafter provided. An officer may serve an unlimited number of consecutive or non-consecutive terms, except the President who may only serve two consecutive terms as President. This provision shall not limit such person from being elected to another position as an officer.

Section 3 **Resignations.** Any officer may resign at any time by giving written notice to the Board of Directors, the President or the Secretary. Any such resignation shall take effect at

the time specified therein and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective

Section 4 **Removal.** Any officer may be removed either with or without cause by a vote of a majority of the Board of Directors voting at any annual or special meeting called for such purpose and such purpose shall be stated in the notice or waiver of notice of such meeting, unless all of the directors of this corporation shall be present

Section 5 **Vacancies.** A vacancy in an office because of death, resignation, removal, or any cause shall be filled by resolution of the members of the Board of Directors.

Section 6 **Duties of Officers.** The duties of the officers of this corporation shall be as follows

- A **President.** Shall preside, as its Chairperson, at meetings of the Board of Directors, shall see that all orders and resolutions of the Board are carried into effect, and shall have general managerial responsibility and authority
- B **Vice President(s).** Shall implement the orders and resolutions of the Board and shall have the management of the business affairs of the corporation in assistance to the President. The Vice President(s) shall have all the powers of the office of the President in the event of a vacancy or incapacity in that office
- C **Secretary.** Shall keep, or cause to be kept, minutes of all proceedings of the Board of Directors and shall give, or cause to be given proper notice of meetings of directors
- D **Treasurer.** Shall keep, or cause to be kept, accurate accounts of all monies, drafts, and checks in the name and to the credit of the corporation in such banks and depositories as a majority of the whole Board of Directors shall designate from time to time. The Treasurer shall have the power to endorse for deposit all

notes, checks, and drafts received by the corporation, and shall disburse the funds of the corporation as ordered by the Board of Directors, taking proper vouchers therefor. The Treasurer shall render to the Chairperson and the directors, whenever required, an account of all transactions as Treasurer.

ARTICLE V.

OTHER COMMITTEE(S)

Section 1 **Committee(s).** The Board of Directors may, by resolution, establish one or more committees and may designate one or more of the members of the Board of Directors of this corporation or others to serve as members of such committee(s). Such Committee(s) shall, if so requested by the Board, provide recommendations, counseling, and other action or advice to the Board toward accomplishment of specific corporate objectives.

ARTICLE VI.

FUNDS

Section 1 **Revenues.** All revenues shall be devoted to carrying out the general purposes of this corporation.

Section 2. **Transactions.**

- A *All funds of the corporation shall be deposited to the credit of the corporation in such bank, trust company, or other depository as the Board of Directors may select.*
- B The corporation shall have the power to accept contributions of cash or property from corporations, individuals, foundations, and trusts for one or more of its

purposes and limited in any manner provided by the donor or by the court having jurisdiction of the trust from which a gift is made

- C Gifts may be made directly to the corporation or through a director, with the corporation named as beneficiary, and when so directed by terms of the gift, the custody or management of property constituting the corpus of a gift may be turned over to a bank, other corporation, programming agency, or individual for handling
- D Gifts may be made for the general purposes of the corporation providing only that the directors retain the right to refuse any gift deemed by them to be contrary to the purposes, spirit, or best interests of the corporation
- E Where funds or property are designated by the terms of a gift to be part of a permanent endowment fund of the corporation, the corpus thereof shall be invested in such manner as the Board may direct or as the terms of the gift may require, and the income shall be used for one or more of the purposes of the corporation
- F Within the scope of the corporate purposes and subject to Minnesota Statutes, Section 501.12 or applicable enactment, all funds available for investment may be invested in such securities or other property as the Board may direct. The corporation shall have the power to rent, lease, sell, or otherwise dispose of any or all of the property of the corporation, invest and reinvest the proceeds received from the sale or disposition of other property or securities, real, personal, and mixed, and repeat the exercise of these powers as occasion therefore may arise, and may execute any and all leases, deeds, or other instruments necessary or proper in the management of the funds and property of the corporation. When a donor so directs or requests, the Board shall consult with such person or

corporation as the donor may designate with respect to the investment or management of the funds or property given by such donor

G _ The Board shall have the power to refuse a gift or devise if it determines that any condition attached to the gift or devise is not in furtherance of the purposes of the corporation

H Should the corporation own real property or lease property so as to be regulated by Minnesota Statutes Section 273.19 (1986), then it shall be the intent of the corporation to meet its purposes in the use of such real property consistent with Minnesota Statutes Section 272.02(6) and (7) (1986), or any amendments thereof or substitutions therefor

ARTICLE VII.

FISCAL YEAR

Section 1 **Fiscal Year.** The fiscal year of the corporation shall end on December 31st in each year

ARTICLE VIII.

INDEMNIFICATION AND INSURANCE

Section 1 **Indemnification.** The corporation shall indemnify each person who is or has been a member, director, officer or employee of this corporation and each person who is serving or who has served at the request of this corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against, by way of inclusion and not by way of limitation, all costs, attorney fees, judgments, fines and amounts paid in settlement, paid or incurred by such person to the fullest extent to which directors,

officers and employees may be indemnified under the provisions of Minnesota Statutes Section 317A 501 or any amendments thereof or substitutions therefor

Section 2 **Insurance.** The corporation may purchase and maintain such insurance as it deems appropriate to insure it against the costs and expenses it may sustain in making indemnification under this section and may purchase and maintain insurance on behalf of any person who may be indemnified to the extent of his or her right to indemnity under this section.

ARTICLE IV.

WAIVER OF NOTICE

Section 1 Whenever any notice is required to be given by these Bylaws of any of the laws of the State of Minnesota such notice may be waived in a writing signed by the person or persons entitled to such notice, whether before, at, or after the time stated therein or before, at, or after the meeting

ARTICLE X.

AUTHORIZATION WITHOUT A MEETING

Section 1 Any action that may be taken at a meeting of the Board of Directors or the Executive Committee may be taken without a meeting when authorized in writing signed, or consented to in an electronic communication or fax, in one or more counterparts, by the number of directors as would be required to take the same action at a meeting of the Board at which all directors were physically present The action is effective when the written action has been signed or consented to in an electronic communication or fax by the required number of directors, unless a different effective time is provided in the written action

ARTICLE XI.

RECORD KEEPING

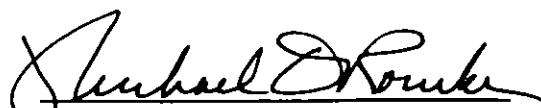
Section 1 The corporation shall keep at its registered office correct and complete books of account and minutes of proceeding of minutes of (a) the Board of Directors and (b) all committees having any authority of the Board of Directors for six years, in addition to its Articles and Bylaws and other agreements required by statute A member of the Board of Directors, acting in person or by agent or attorney, may inspect all books and records for any proper purpose at any reasonable time Upon the request of any director, the corporation shall furnish such director with a statement showing the financial result of all operations and transactions affecting income and surplus during its last annual accounting period and a balance sheet containing a summary of its assets and liabilities as of the closing date of such accounting period

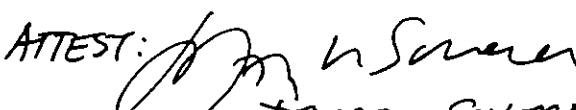
ARTICLE XII.

AMENDMENTS

Section 1 Provisions of these Bylaws and Articles of Incorporation may be altered, amended or revised at any regular or special meeting if approved by a majority of the Board of Directors present at such duly noticed meeting

Dated this 13th day of November, 2002.


Michael O'Rourke
Secretary

ATTEST: 
JEFFREY SCHERER, PRESIDENT

The Library Foundation of Hennepin County

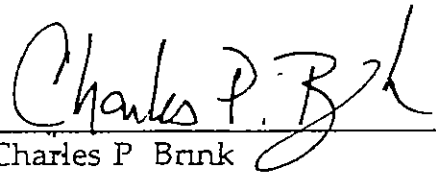
Standing Resolution

The directors of The Library Foundation of Hennepin County hereby authorize its Executive Director to submit grant and funding proposals to prospective donors, and to enter into grant agreements and contracts with funders on behalf of The Library Foundation of Hennepin County

Copies of this resolution may be provided to donors and funders upon request

This resolution shall continue in effect until rescinded or amended by action of the board of directors

Dated November 4, 1998



Charles P Brink
President

**CERTIFICATE OF AMENDMENT OF ARTICLES OF
INCORPORATION OF THE LIBRARY FOUNDATION OF
HENNEPIN COUNTY**

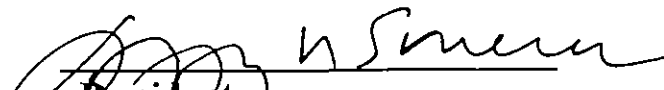
We, the undersigned President and Secretary of the above corporation, formed under the Minnesota Nonprofit Corporation Act, do hereby certify that the resolution hereinafter set forth was validly and legally adopted at the annual meeting of said corporation held on the 13th day of November, 2002

“Resolved, that the Articles of Incorporation are amended as follows:


Article XIII

Written Action. An action required or permitted to be taken at a meeting of the Board of Directors may be taken by a written action signed, or counterparts of a written action signed in the aggregate, by all of the directors unless the action need not be approved by the shareholders of the corporation, in which case the action may be taken by a written action signed, or counterparts of a written action signed by the number of directors that would be required to take the same action at a meeting of the Board of Directors of the corporation at which all of the directors were present.”

IN WITNESS WHEREOF, we have subscribed our names as of the 13th day of November, 2003.



President



Secretary