

Friends of the Crook County Library
Bylaws, Effective February 19, 2015

Article I – NAME

The name of the organization shall be Friends of the Crook County Library, hereafter referred to as the Corporation.

Article II – PURPOSE

Section 1. The purpose of the Corporation is to support and cooperate with the Crook County Library in developing library services and facilities for the community. The Corporation may accomplish this purpose through the following objectives:

1. Maintain an association of persons and organizations interested in the Crook County Library;
2. Focus public attention on the library;
3. Stimulate use of the library's resources and services;
4. Receive and encourage gifts, endowments and bequests to the Friends of the Crook County Library;
5. Purchase or lease real estate;
6. Construct or remodel necessary facilities; and
7. Purchase both capital assets and services/programs that improve the library's service to the community.

Section 2. The purposes for which the Corporation is organized are exclusively charitable, educational, literary and scientific purposes within the meaning of Section 501 (C)(3) of the Internal Revenue Code 1954; and the Corporation shall engage only in any lawful activity, which is not-for-profit, for which the Corporation may be organized under Oregon Revised Statutes in furtherance of these purposes.

Article III – MEMBERSHIP

Section 1. Membership in this organization shall be open to all persons and organizations in sympathy with its purposes. Any person or organization may be admitted to membership at any time.

Section 2. Members of Friends of the Crook County Library are those who have paid annual dues.

Section 3. A member in good standing is defined as a dues-paying member who has paid their annual dues. A member in good standing is entitled to one vote if that member attends a meeting where that vote is solicited. No proxy voting is allowed. A member in good standing may run to be a member of the board of directors, and may serve on any committee of the Corporation.

Article IV – MEETINGS

Section 1. Regular meetings of the members and board of directors shall be held monthly, at a time and place designated by the president of the board of directors, generally the third Thursday of each month at 6:30 pm at the Library, and an annual retreat in lieu of one regular monthly meeting. Board meetings may be canceled or changed by a simple majority of the board of directors. Prior written notice to the general membership of a board meeting change is not required.

Section 2. An annual meeting of the general membership shall be held on a date in the month of October to be determined by the board of directors. Officers shall be elected at this meeting. Members shall be notified at least fifteen days prior to this meeting.

Section 3. A special meeting of the general membership may be called at any time by the president or a simple majority of the board of directors or by written petition signed by at least 15 members in good standing presented to the board of directors at a board meeting for action within 30 days.

Section 4. A quorum shall consist of a simple majority of the directors then in office prior to the board meeting for the transaction of business at any board meetings. Any special general membership meeting shall have no minimum quorum requirement.

Section 5. Immediately upon completion of the annual general membership meeting, the newly elected board of directors will convene their first meeting to elect officers as otherwise indicated in these bylaws.

Article V – BOARD OF DIRECTORS

Section 1. At the annual general membership meeting, the members in good standing shall elect members to the board of directors.

Section 2. Board members, in good standing, shall be elected to serve two-year terms except in the case of an election to fill a vacated position in mid-term. In that case, the elected board member can only serve to the expiration of the term for that board member.

Section 3. The board of directors shall consist of seven (7) directors, but not more than 15 directors. In the first year that this section is enacted, five board members will be elected to two-year terms, and the remaining board members will be elected to one-year terms. It is the intent of this section to stagger the election of board members to provide on-going continuity to the board.

Section 4. The board of directors can temporarily fill board vacancies that are created between the annual elections with an otherwise qualified member in good standing. The person elected to a vacated position may only serve until the next annual general membership meeting. At this next annual meeting, a position vacated in the first year of the two-year term will be filled for only the remaining year of the term.

Section 5. Board members can be removed from their position for cause. A majority of the board members then in office must act to remove a board member for cause.

Section 6. Board members are expected to actively participate in the business of this organization. The board will establish an annual schedule of meetings. Board members that miss more than three consecutive meetings or any four meetings in a year may be removed from the board for cause.

Section 7. The board of directors will conduct the business of the Corporation. While members are encouraged to attend meetings of the board, voting on the business of the Corporation will be limited to board members.

Section 8. The Director of the Crook County Library or the Director's designee shall serve as an ex-officio member of the Board, without voting privileges.

Section 9. The board of directors may create a nomination slate of potential new Board members to present to the members at the annual meeting. Further nominations can be taken from the floor.

Section 10. Any action required or permitted to be taken at a board of directors meeting may be taken without a meeting if the action is taken by a quorum of all the directors then entitled to vote. The action shall be evidenced by one or more written consents describing the action taken, signed by each director, and included

in the minutes or filed with the corporate records reflecting the action taken. For purposes of these bylaws, an email consent sent by a director shall constitute a signature. The vote should be documented and noted in the monthly meeting notes.

Section 11. A director may resign at any time by delivering written notice to the secretary. Resignation is effective at the time it is delivered to the secretary unless otherwise stated.

Section 12. A conflict of interest transaction is a transaction with the corporation in which a director of the corporation has a direct or indirect interest. A conflict of interest transaction may be approved by the board of directors if the following conditions exist:

- a) The interest of such officer or director is fully disclosed to the board of directors, and;
- b) No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the board of directors at which such matter is voted upon, and;
- c) The transaction is fair and in the best interest of the organization, and;
- d) The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Article VI – OFFICERS AND COMMITTEES.

Section 1. At the first board of directors meeting following the election of the Board at the annual meeting, the Board of directors will elect its officers. The officers of this Corporation shall be President, Vice-President, Secretary, and Treasurer. (See Article VII for job descriptions for these officers).

Section 2. The term of office for all offices is one year. The officers will serve until the end of the annual membership meeting. (E.g., the out-going board will run the annual membership meeting and the new board will start the next board meeting.) A vacancy occurring in any office shall be filled for the remaining term by a board member elected by a majority vote of the remaining members of the board of directors.

Section 3. The board may create standing committees as needed. Permanent standing committees are noted in Section 4, below. A board member shall belong to each standing committee and serve as liaison to the board. Standing committees may include both board members and members in good standing.

