

Friends of the Library
Bylaws Effective October 2004

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. There shall be the following classes of membership:

1. Dues-paying Members, defined as those members who have paid their annual dues.
2. Honorary Members, defined as members who have been granted and notified of such status by the Board of Directors. These members will have their annual dues waived.

Section 3. A member in good standing is defined as either an Honorary Member, or 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. 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. Members shall be notified at least fifteen days prior to this meeting.

Section 2. A special meeting of the general membership may be called at any time by 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 3. Five members of the Board of Directors shall constitute a quorum for the transaction of business at any Board meetings. Any annual or special general membership meeting shall have no minimum quorum requirement.

Section 4. 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 shall be elected to serve two-years 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 served to the expiration of the term for that Board position.

Section 3. The Board of Directors will have nine (9) positions. In the first year that this section is enacted, five Board members will be elected to two-year terms, and four 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. Board vacancies that are created between the annual elections can be temporarily filled by the Board of Directors 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 four member or more majority of the Board 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 business of the Corporation will be conducted by the Board of Directors. 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 Librarian of the Crook County Library or the Librarian'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.

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 offices.)

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 with 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.

Section 4. The standing committees shall be as follows:

1. Membership;
2. Public Relations;
- and 3. Ways and Means.

The Board of Directors may create such additional standing committees, as it may deem necessary to promote the purposes and carry on the work of the corporation. The President shall appoint the standing committee Chairpersons. The President shall be an ex-officio member of all committees. Members of the standing committees, including standing committee Chairpersons shall each serve for a one-year period.

Section 5. Ad hoc committees for specific short-term tasks may be appointed by the Board of Directors. These committees are intended for short-term projects of duration of less than one year. Any Board member or member in good standing may be on an Ad Hoc committee. An Ad hoc committee need not include a Board Member, but must make

reports to the Board and may not act in the name of the Corporation without Board approval.

Article VII - DUTIES OF OFFICERS AND BOARD

Section 1. President - To preside over and conduct meetings; to appoint all committee chairpersons with approval of the Board; and to be an ex-officio member of all committees.

Section 2. Vice-President - To perform the duties of the President in the absence of the President.

Section 3. Secretary - To take the minutes of all meetings, and to conduct the correspondence of the corporation.

Section 4. Treasurer - To keep and maintain the financial records of the corporation.

Section 5. The duties of the Board of Directors shall be:

1. To transact the business of the corporation on the behalf of the membership. All financial, policy, and activity decisions are the sole responsibility of the Board of Directors except those that the Board chooses to refer to the general membership for a vote;
2. To create and serve on committees;
3. To present a report on the financial position of the corporation and the activities of the corporation to the general membership at the annual meeting, or at such special meetings as are called between annual meetings.
4. To prepare an annual budget during the first month of each year.
5. To approve and authorize all expenditures.
6. To assess annual dues to go into effect at each annual meeting.

Article VIII - AMENDMENTS

Amendments to these Bylaws may be made at any meeting of the general membership by a two-thirds vote of those present. Members shall be notified in writing at least fifteen days prior to the meeting. The notification shall include the proposed changes.

Article IX - PARLIAMENTARY PROCEDURE

All meetings shall be conducted according to Robert's Rules of Order, revised, except when in conflict with these Bylaws or by the Laws of the State of Oregon.

Article X - Finances

Section 1. All money secured shall be turned over to the Treasurer for deposit. Necessary data as to source and purpose of incoming money shall be provided to the Treasurer. A bookkeeping system adequate for needs shall be provided. The Treasurer may establish a petty cash fund for small amounts of money used by the Board, its committee's, or other activities authorized by the Board of Directors.

Section 2. All disbursements, with the exception of small amounts disbursed from the petty cash fund, shall be by check which shall be signed by two signatures of members of the Board of Directors as authorized by the Board of Directors.

Section 3. The Board of Directors shall maintain a tax-exempt status with the Federal Government, Internal Revenue Service, as a nonprofit, tax exempt, charitable corporation under Section 501 (C)(3) of the Internal Revenue Code.

Section 4. At the discretion of the Board of Directors there may be an annual audit of the books of the corporation by such qualified individuals as the Board of Directors may designate.

Section 5. The Board of Directors may, at its discretion, establish investments, including endowment funds, that they judge will benefit the financial security of the corporation and be consistent with the purpose of the corporation. Assignment of income to these investments shall be determined by the Board and shall be at such rates, schedules or formula as may be prescribed by the Board of Directors. Such investments shall be in commonly accepted financial instruments and at risk levels determined to be conservative.

Section 6. No note, contract, or mortgage may be entered in by any officer of the corporation or any member of the

Board unless ratified by a majority of the Board at any regular or special meeting of the Board.

Section 7. All Board members of the corporation shall serve without compensation. They may, when specially authorized by the Board, receive an agreed upon amount as reimbursement for any expenses which they may personally incur with reference to conducting necessary corporation business.

Section 8. The Treasurer shall function in accordance with all State and Federal guidelines.

Article XI - DISSOLUTION OF ASSETS

In case of dissolution of the Corporation, all assets shall be transferred to other approved non-profit programs in Oregon as directed by the Board of Directors in accordance with all State and Federal guidelines.

Article XII - CORPORATE INDEMNITY OF DIRECTORS

The personal liability of each member of the Board of Directors for conduct as a Director, or Officer shall be eliminated to the fullest extent permitted by current or future law.