

**Friends of the Crook County Library**  
Bylaws, Effective October 16, 2018

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. Purpose: The purpose of the Corporation is to support the Crook County Library in developing library services and facilities for the community and promoting reading, literacy, and lifelong learning. 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;
5. Purchase or lease real estate;
6. Construct or remodel necessary facilities;
7. Purchase both capital assets and services/programs that improve the library's service to the community; and
8. Support outside programs and events consistent with mission of the Corporation and Crook County Library.

Section 2. Charitable Status: 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; 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. Members: Membership shall be open to all persons and organizations in sympathy with its purposes who have paid annual dues.

Section 2. Members' Rights: A member in good standing is entitled to vote on matters presented to the general membership. No proxy voting is allowed. A member in good standing may run to be a member of the Board of Directors ("Board") and may serve on any committee of the Corporation.

Section 3. Dues: Dues may be changed by the Board, to be made effective the following administrative year.

#### Article IV – MEETINGS

Section 1. Annual Meeting: An annual meeting of the general membership shall be held on a date in October to be determined by the Board. Members shall be notified at least fifteen days prior to this meeting. At this meeting, the membership shall elect the Board and receive the annual financial report of the Corporation.

Section 2. Special Meetings: A special meeting of the general membership may be called at any time by the President, a majority of the Board, or by petition of at least fifteen members in good standing. The Board shall act on the petition within thirty days.

Section 3. Quorum: The quorum for a membership meeting shall equal the quorum for a Board meeting.

#### Article V – BOARD OF DIRECTORS

Section 1. Composition: The Board of Directors shall consist of at least seven but no more than fifteen Directors. The Library Director of the Crook County Library shall serve as an *ex-officio*, non-voting member of the Board.

Section 2. The Board's duties shall be to:

- A. 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 except those the Board chooses to refer to the general membership;
- B. Prepare an annual budget;
- C. Manage the Corporation's finances;
- D. Assess annual dues.

Section 3. Nominations and Elections: Directors shall be elected by the membership at the annual meeting. The Board may create slate of nominees to present. Further nominations shall be taken from the floor.

Section 4. Terms: Directors shall serve two-year terms or until their successors are elected or appointed. Terms shall be staggered so that approximately half of the Directors are elected annually.

Section 5. Meetings: Newly elected Boards shall convene their first meeting to elect officers immediately after the annual meeting. Regular Board meetings shall be held monthly at a time and place designated by the Board and may hold an annual retreat in lieu of one regular monthly meeting. The quorum for meetings shall be a majority of Board members.

Section 6. Removal: Directors may be removed from their position for cause by a two-thirds vote of the Board. Directors who miss more than three consecutive meetings or any four meetings in a year may be removed for cause.

Section 7. Vacancies: The Board may temporarily appoint any member in good standing to fill a Director vacancy created between annual meetings. The appointee shall serve until the next annual meeting, at which point the membership shall elect someone to fill the remainder of the term, if relevant.

Section 8. Indemnification: The Corporation shall indemnify Directors from personal liability when acting in their capacity as Directors, and when acting in good faith and using due care, to the extent allowed under local, state, and federal law. Indemnification shall not extend to acts of criminal or intentional misconduct. The Corporation may purchase a private insurance policy for indemnification purposes.

## Article VI – OFFICERS

Section 1. Officers: The officers of the Corporation shall be President, Vice-President, Secretary, and Treasurer.

Section 2. Duties of Officers:

- A. President – Preside over and conduct meetings, appoint all committee chairpersons with approval of the Board, and be an *ex-officio*, non-voting member of all committees.
- B. Vice-President – Perform the duties of the President in their absence.
- C. Secretary – Take minutes of all meetings and conduct correspondence.
- D. Treasurer – Keep and maintain financial records.

Section 3. Nominations and Elections: The Board shall elect officers at a Board meeting immediately following the annual meeting. Any Director is eligible to be an officer.

Section 4. Term of Office: The term of office shall be one year or until the officer's successor is elected. Officers shall assume their duties immediately following the Board meeting at which they are elected.

Section 5. Vacancies: A vacancy occurring in any office shall be filled for the remaining term by vote of the remaining Board.

#### Article VII – COMMITTEES.

Section 1. Standing Committees: Standing committees shall include Membership, Public Relations, Chapters Store, and Volunteers. The President shall appoint committee Chairpersons and members. Committee members, including Chairpersons, shall serve for one year. A Director shall belong to each standing committee and serve as liaison to the Board.

Section 2. Special Committees: The Board or President may appoint special committees.

Section 3. Membership: Directors, members in good standing, or anyone else deemed relevant by the Board or President may serve on committees. The President shall serve as an *ex-officio*, non-voting member of all committees.

#### Article VIII - PARLIAMENTARY AND ADMINISTRATIVE PRACTICES

Section 1. Administrative Year: The administrative year of the Corporation shall be January 1 to December 31.

Section 2. Parliamentary Authority: The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Corporation in all cases in which they are applicable and not inconsistent with these Bylaws, any special rules of order the Corporation may adopt, or any local, state, or federal laws.

Section 3. Remote Participation: Members and Directors may participate in meetings via teleconference, videoconference, webconference, or other technologies allowing synchronous communication.

Section 4. Electronic voting: If an issue arises that requires immediate attention or otherwise is infeasible to be voted on during a meeting, the Board may vote on the issue by asynchronous electronic means such as email or online ballot. All electronic votes shall be documented in the next regular Board meeting minutes.

#### Article IX – AMENDMENTS

These bylaws may be amended at any membership meeting 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.